



LIFE ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2004
OF THE CONDITION AND AFFAIRS OF THE

UNUM LIFE INSURANCE COMPANY OF AMERICA

NAIC Group Code 0565 0565 NAIC Company Code 62235 Employer's ID Number 01-0278678
(Current) (Prior)

Organized under the Laws of MAINE, State of Domicile or Port of Entry MAINE
Country of Domicile United States of America
Incorporated 08/24/1966 Commenced Business 09/03/1966
Statutory Home Office 2211 CONGRESS STREET, PORTLAND, ME 04122
(Street and Number) (City or Town, State and Zip Code)
Main Administrative Office 2211 CONGRESS STREET
(Street and Number)
PORTLAND, ME 04122, 207-575-2211
(City or Town, State and Zip Code) (Area Code) (Telephone Number)
Mail Address 2211 CONGRESS STREET, PORTLAND, ME 04122
(Street and Number or P.O. Box) (City or Town, State and Zip Code)
Primary Location of Books and Records 2211 CONGRESS STREET
(Street and Number)
PORTLAND, ME 04122, 207-575-2211
(City or Town, State and Zip Code) (Area Code) (Telephone Number)
Internet Website Address www.unumprovident.com
Statutory Statement Contact JAMES PETER KALLAS, 423-294-4947
(Name) (Area Code) (Telephone Number)
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Policyowner Relations Contact 2211 CONGRESS STREET
(Street and Number)
PORTLAND, ME 04122, 866-410-4012
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

OFFICERS

President and Chief Executive Officer, THOMAS ROS WATJEN Vice President and Treasurer, JOHN JOSEPH IWANICKI
Vice President, Corporate Secretary and Assistant General Counsel, SUSAN NANCE ROTH Senior Vice President and Chief Actuary, ROGER LUC MARTIN

OTHER OFFICERS

Executive Vice President-The Client Services Center and Chief Information Officer, ROBERT O'HARA BEST Senior Executive Vice President, General Counsel and Chief Administrative Officer, FLOYD DEAN COPELAND
Vice President and Controller, VICKI WRIGHT CORBETT Executive Vice President-Field Sales, ROGER CARL EDGREN #
Senior Vice President-Market Development and Communications, JOSEPH RICHARD FOLEY Executive Vice President and Chief Financial Officer, ROBERT CARL GREVING
Executive Vice President-The Benefits Center, PETER CARL MADEJA Executive Vice President-Underwriting, KEVIN PAUL MCCARTHY
Vice President- Corporate Planning and Appointed Actuary, ALBERT ANGELO RIGGIERI

DIRECTORS OR TRUSTEES

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

State of Tennessee SS:
County of Hamilton

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

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

Subscribed and sworn to before me this 18th day of February, 2005

- 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 January 7, 2009.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D)	11,111,945,345		11,111,945,345	10,170,168,856
2. Stocks (Schedule D):				
2.1 Preferred stocks	8,274,731		8,274,731	2,690,443
2.2 Common stocks	216,743,571		216,743,571	192,082,418
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	450,275,887		450,275,887	410,440,238
3.2 Other than first liens	2,035,156		2,035,156	4,998,378
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$0 encumbrances)	93,128,634		93,128,634	91,190,939
4.2 Properties held for the production of income (less \$0 encumbrances)	11,338,762		11,338,762	10,737,620
4.3 Properties held for sale (less \$0 encumbrances)	1,300,000		1,300,000	0
5. Cash (\$(48,838,935) , Schedule E - Part 1), cash equivalents (\$7,296,791 , Schedule E - Part 2) and short-term investments (\$0 , Schedule DA)	(41,542,144)		(41,542,144)	94,043,466
6. Contract loans (including \$0 premium notes)	77,241,619		77,241,619	82,877,680
7. Other invested assets (Schedule BA)	9,396,626		9,396,626	7,876,737
8. Receivable for securities	1,786,667		1,786,667	31,993,100
9. Aggregate write-ins for invested assets	32,649,250		32,649,250	2,700,000
10. Subtotals, cash and invested assets (Lines 1 to 9)	11,974,574,104		11,974,574,104	11,101,799,876
11. Investment income due and accrued	153,308,095		153,308,095	146,328,013
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	213,906,018	9,155,856	204,750,162	227,323,467
12.2 Deferred premiums and agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	625,599		625,599	984,279
12.3 Accrued retrospective premiums				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	53,236,954	3,877,950	49,359,004	43,070,961
13.2 Funds held by or deposited with reinsured companies				
13.3 Other amounts receivable under reinsurance contracts	67,706,042	1,309,777	66,396,265	62,795,326
14. Amounts receivable relating to uninsured plans	4,989,001		4,989,001	5,671,461
15.1 Current federal and foreign income tax recoverable and interest thereon	3,209,266		3,209,266	0
15.2 Net deferred tax asset	344,175,000	294,523,000	49,652,000	37,876,000
16. Guaranty funds receivable or on deposit	5,455,155		5,455,155	6,666,732
17. Electronic data processing equipment and software				
18. Furniture and equipment, including health care delivery assets (\$0)	1,686,525	1,686,525		
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	14,083,132	14,083,132		
22. Other assets nonadmitted	306,026	306,026		
23. Aggregate write-ins for other than invested assets	157,000,145	5,724,720	151,275,425	146,726,916
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	12,994,261,062	330,666,986	12,663,594,076	11,779,243,031
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	17,293,769		17,293,769	17,928,932
26. Total (Lines 24 and 25)	13,011,554,831	330,666,986	12,680,887,845	11,797,171,964
DETAILS OF WRITE-INS				
0901. Schedule DB derivatives	32,649,250		32,649,250	2,700,000
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	32,649,250		32,649,250	2,700,000
2301. Corporate owned life insurance	133,482,020		133,482,020	126,667,961
2302. Premiums Receivable - other lines	14,353,261		14,353,261	16,075,454
2303. Other assets	8,400,176	4,960,032	3,440,144	3,983,501
2398. Summary of remaining write-ins for Line 23 from overflow page	764,688	764,688		0
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	157,000,145	5,724,720	151,275,425	146,726,916

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Aggregate reserve for life contracts \$ 861,284,687 (Exh. 5, Line 9999999) less \$ 0 included in Line 6.3 (including \$ 0 Modco Reserve)	861,284,687	843,179,309
2. Aggregate reserve for accident and health contracts (Exhibit 6, Line 17, Col. 1) (including \$ 0 Modco Reserve)	5,097,860,687	4,923,827,925
3. Liability for deposit-type contracts (Exhibit 7, Line 14, Col. 1) (including \$ 0 Modco Reserve)	628,422,114	609,488,392
4. Contract claims:		
4.1 Life (Exhibit 8, Part 1, Line 4.4, Col. 1 less sum of Cols. 9, 10 and 11)	255,107,573	263,032,714
4.2 Accident and health (Exhibit 8, Part 1, Line 4.4, sum of Cols. 9, 10 and 11)	652,150,570	659,542,900
5. Policyholders' dividends \$ and coupons \$ due and unpaid (Exhibit 4, Line 10)		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment to 12/31/2004 (including \$ 0 Modco)	15,170,000	16,170,000
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ 0 discount; including \$ 20,108,260 accident and health premiums (Exhibit 1, Part 1, Col. 1, sum of lines 4 and 14)	24,833,281	21,337,369
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$ 21,065,548 accident and health experience rating refunds	21,065,548	19,013,775
9.3 Other amounts payable on reinsurance including \$ 19,559,166 assumed and \$ 23,182,835 ceded	42,742,001	72,298,942
9.4 Interest maintenance reserve (IMR, Line 6)	73,274,690	76,141,805
10. Commissions to agents due or accrued-life and annuity contracts \$ 13,389,408 accident and health \$ 38,521,275 and deposit-type contract funds \$ 0	51,910,683	51,409,054
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued (Exhibit 2, Line 12, Col. 6)	25,662,261	5,366,601
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes (Exhibit 3, Line 9, Col. 5)	21,730,544	23,639,570
15.1 Current federal and foreign income taxes including \$ 0 on realized capital gains (losses)	0	16,784,899
15.2 Net deferred tax liability		
16. Unearned investment income	1,507,418	1,594,186
17. Amounts withheld or retained by company as agent or trustee	1,290,166	390,742
18. Amounts held for agents' account, including \$ 20,235,557 agents' credit balances	20,235,557	20,485,549
19. Remittances and items not allocated	42,937,355	72,401,366
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.1 Asset valuation reserve (AVR, Line 16, Col. 7)	76,199,516	30,094,235
24.2 Reinsurance in unauthorized companies	6,857,651	2,326,767
24.3 Funds held under reinsurance treaties with unauthorized reinsurers	3,399,738,547	2,735,563,866
24.4 Payable to parent, subsidiaries and affiliates	80,304,015	85,650,320
24.5 Drafts outstanding		
24.6 Liability for amounts held under uninsured accident and health plans		
24.7 Funds held under coinsurance		
24.8 Payable for securities		
24.9 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	61,860,286	52,530,756
26. Total Liabilities excluding Separate Accounts business (Lines 1 to 25)	11,462,145,150	10,602,271,041
27. From Separate Accounts Statement	17,293,769	17,928,932
28. Total Liabilities (Lines 26 and 27)	11,479,438,919	10,620,199,974
29. Common capital stock	5,000,000	5,000,000
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds	150,291,749	188,496,186
32. Surplus notes		
33. Gross paid in and contributed surplus (Page 3, Line 33, Col. 2 plus Page 4, Line 51.1, Col. 1)	1,207,631,865	1,177,631,865
34. Aggregate write-ins for special surplus funds	5,000,000	5,000,000
35. Unassigned funds (surplus)	(166,474,688)	(199,156,061)
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$		
36.2 shares preferred (value included in Line 30 \$		
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ in Separate Accounts Statement)	1,196,448,926	1,171,971,990
38. Totals of Lines 29, 30 and 37 (Page 4, Line 55)	1,201,448,926	1,176,971,990
39. Totals of Lines 28 and 38 (Page 2, Line 26, Col. 3)	12,680,887,845	11,797,171,964
DETAILS OF WRITE-INS		
2501. Miscellaneous amounts payable	20,810,209	18,359,623
2502. Policy claims - other lines	15,726,001	15,311,803
2503. Schedule DB Liability	8,224,686	0
2598. Summary of remaining write-ins for Line 25 from overflow page	17,099,390	18,859,330
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	61,860,286	52,530,756
3101. Deferred gain on reinsurance transactions	150,291,749	188,496,186
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 thru 3103 plus 3198)(Line 31 above)	150,291,749	188,496,186
3401. Other lines reinsurance contingency reserve	5,000,000	5,000,000
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 thru 3403 plus 3498)(Line 34 above)	5,000,000	5,000,000

SUMMARY OF OPERATIONS

(Excluding Unrealized Capital Gains and Losses)

	1 Current Year	2 Prior Year
1. Premiums and annuity considerations for life and accident and health contracts (Exhibit 1, Part 1, Line 20.4, Col. 1, less Col. 11)	2,818,907,899	2,769,683,574
2. Considerations for supplementary contracts with life contingencies	45,984	244,205
3. Net investment income (Exhibit of Net Investment Income, Line 17)	769,165,111	785,441,578
4. Amortization of interest maintenance reserve (IMR) (Line 5)	9,236,462	10,611,740
5. Separate Accounts net gain from operations excluding unrealized gains or losses		
6. Commissions and expense allowances on reinsurance ceded (Exhibit 1, Part 2, Line 26.1, Col. 1)	209,426,676	167,906,681
7. Reserve adjustments on reinsurance ceded		
8. Miscellaneous Income:		
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	218,233	208,138
8.2 Charges and fees for deposit-type contracts		
8.3 Aggregate write-ins for miscellaneous income	38,548,537	34,626,025
9. Total (Lines 1 to 8.3)	3,845,548,902	3,768,721,941
10. Death benefits	499,877,615	472,529,672
11. Matured endowments (excluding guaranteed annual pure endowments)	437,371	411,911
12. Annuity benefits (Exhibit 8, Part 2, Line 6.4, Cols. 4 + 8)	27,211,198	28,796,083
13. Disability benefits and benefits under accident and health contracts	1,743,520,339	1,808,341,184
14. Coupons, guaranteed annual pure endowments and similar benefits		
15. Surrender benefits and withdrawals for life contracts	16,829,611	14,591,734
16. Group conversions	(725,356)	(692,791)
17. Interest and adjustments on contract or deposit-type contract funds	12,924,384	13,785,866
18. Payments on supplementary contracts with life contingencies	298,337	340,886
19. Increase in aggregate reserves for life and accident and health contracts	140,509,622	242,971,993
20. Totals (Lines 10 to 19)	2,440,883,121	2,581,076,539
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only) (Exhibit 1, Part 2, Line 31, Col. 1)	345,287,867	360,457,476
22. Commissions and expense allowances on reinsurance assumed (Exhibit 1, Part 2, Line 26.2, Col. 1)	11,058,911	6,190,108
23. General insurance expenses (Exhibit 2, Line 10, Cols. 1, 2, 3 and 4)	672,074,774	650,590,520
24. Insurance taxes, licenses and fees, excluding federal income taxes (Exhibit 3, Line 7, Cols. 1 + 2 + 3)	99,476,782	96,652,885
25. Increase in loading on deferred and uncollected premiums	232,026	100,274
26. Net transfers to or (from) Separate Accounts net of reinsurance	(1,670,908)	(1,324,054)
27. Aggregate write-ins for deductions	193,824,195	149,657,514
28. Totals (Lines 20 to 27)	3,761,166,768	3,843,401,261
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	84,382,134	(74,679,320)
30. Dividends to policyholders	14,269,322	15,584,039
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	70,112,812	(90,263,360)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(8,839,435)	(70,884,968)
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	78,952,247	(19,378,392)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$892,353 (excluding taxes of \$(3,429,648) transferred to the IMR)	(15,857,552)	(48,912,455)
35. Net income (Line 33 plus Line 34)	63,094,695	(68,290,847)
CAPITAL AND SURPLUS ACCOUNT		
36. Capital and surplus, December 31, prior year (Page 3, Line 38, Col. 2)	1,176,971,990	1,130,454,521
37. Net income (Line 35)	63,094,695	(68,290,847)
38. Change in net unrealized capital gains (losses)	45,826,993	13,277,382
39. Change in net unrealized foreign exchange capital gain (loss)	(781,727)	(1,268,842)
40. Change in net deferred income tax	16,157,000	(35,654,000)
41. Change in nonadmitted assets and related items	2,278,385	(17,870,100)
42. Change in liability for reinsurance in unauthorized companies	(4,530,884)	(431,389)
43. Change in reserve on account of change in valuation basis, (increase) or decrease (Exh. 5A, Line 9999999, Col. 4)	(43,257,808)	(46,911,739)
44. Change in asset valuation reserve	(46,105,281)	(12,334,054)
45. Change in treasury stock (Page 3, Lines 36.1 and 36.2, Col. 2 minus Col. 1)		
46. Surplus (contributed to) withdrawn from Separate Accounts during period		
47. Other changes in surplus in Separate Accounts Statement		
48. Change in surplus notes		
49. Cumulative effect of changes in accounting principles		
50. Capital changes:		
50.1 Paid in		
50.2 Transferred from surplus (Stock Dividend)		
50.3 Transferred to surplus		
51. Surplus adjustment:		
51.1 Paid in	30,000,000	210,351,529
51.2 Transferred to capital (Stock Dividend)		
51.3 Transferred from capital		
51.4 Change in surplus as a result of reinsurance	(38,204,437)	22,682,479
52. Dividends to stockholders		
53. Aggregate write-ins for gains and losses in surplus	0	(17,032,950)
54. Net change in capital and surplus for the year (Lines 37 through 53)	24,476,936	46,517,469
55. Capital and surplus, December 31, current year (Lines 36 + 54) (Page 3, Line 38)	1,201,448,926	1,176,971,990
DETAILS OF WRITE-INS		
08.301. Income from modco agreements	23,238,515	22,998,624
08.302. Miscellaneous income	17,253,367	17,398,880
08.303. Other income (loss) from other lines	(1,943,345)	(5,771,480)
08.398. Summary of remaining write-ins for Line 8.3 from overflow page		
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398)(Line 8.3 above)	38,548,537	34,626,025
2701. Income transfer under funds held reinsurance	188,518,457	148,312,024
2702. Penalties and fines	4,709,958	583,806
2703. Change in group life survivor income benefit reserve	595,780	761,684
2798. Summary of remaining write-ins for Line 27 from overflow page		
2799. Totals (Lines 2701 thru 2703 plus 2798)(Line 27 above)	193,824,195	149,657,514
5301. Prior year adjustment for other-than-temporary bond impairment	0	(17,032,950)
5302.		
5303.		
5398. Summary of remaining write-ins for Line 53 from overflow page		
5399. Totals (Lines 5301 thru 5303 plus 5398)(Line 53 above)	0	(17,032,950)

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	2,852,976,559	2,773,085,921
2. Net investment income	684,015,273	671,909,720
3. Miscellaneous income	29,138,749	94,475,497
4. Total (Lines 1 through 3)	3,566,130,581	3,539,471,138
5. Benefit and loss related payments	2,347,762,064	2,291,457,076
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts	(1,670,908)	(1,324,054)
7. Commissions, expenses paid and aggregate write-ins for deductions	1,111,825,992	1,506,174,788
8. Dividends paid to policyholders	15,269,322	15,584,039
9. Federal and foreign income taxes paid (recovered) \$10,266,000 net of tax on capital gains (losses)	12,047,083	(59,096,000)
10. Total (Lines 5 through 9)	3,485,233,553	3,752,795,849
11. Net cash from operations (Line 4 minus Line 10)	80,897,028	(213,324,711)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	1,060,135,172	2,608,938,138
12.2 Stocks	755,141	362,687,806
12.3 Mortgage loans	66,747,573	115,508,821
12.4 Real estate	0	26,603,769
12.5 Other invested assets	2,068,184	388,691
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(11,464)	236,478
12.7 Miscellaneous proceeds	9,724,839	(3,468,714)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,139,419,445	3,110,894,988
13. Cost of investments acquired (long-term only):		
13.1 Bonds	1,901,199,697	3,478,655,596
13.2 Stocks	7,128,091	350,037,972
13.3 Mortgage loans	103,620,000	0
13.4 Real estate	8,512,356	7,046,445
13.5 Other invested assets	3,595,053	2,057,029
13.6 Miscellaneous applications	0	16,758,925
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,024,055,197	3,854,555,967
14. Net increase (decrease) in policy loans and premium notes	(5,636,061)	(5,249,085)
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(878,999,691)	(738,411,895)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock	30,000,000	210,351,529
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities	9,973,256	21,348,587
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	622,543,797	786,002,541
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	662,517,053	1,017,702,657
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11, plus Lines 15 and 17)	(135,585,610)	65,966,051
19. Cash and short-term investments:		
19.1 Beginning of year	94,043,466	28,077,415
19.2 End of year (Line 18 plus Line 19.1)	(41,542,144)	94,043,466

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

20.0001. Bond principal accrued on Z- tranche CMO securities	71,271,447	79,628,291
20.0002. Receipt of stock as settlement of intercompany receivables	0	160,400,000
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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
ANALYSIS OF OPERATIONS BY LINES OF BUSINESS (Gain and Loss Exhibit) (Excluding Capital Gains and Losses)

	1 Total	2 Industrial Life	3 Ordinary			6 Credit Life (Group and Individual)	7 Group		9 Accident and Health		12 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (a)	8 Annuities	9 Group	10 Credit (Group and Individual)	
1. Premiums and annuity considerations for life and accident and health contracts	2,818,907,899		14,951,067				743,842,099		1,970,834,779		89,279,954
2. Considerations for supplementary contracts with life contingencies	45,984				45,984						
3. Net investment income	769,165,111		18,323,670	38,964	37,425,981		49,925,190	13,257,614	525,933,463		123,438,152
4. Amortization of Interest Maintenance Reserve (IMR)	9,236,462		220,038	468	449,427		599,523	159,203	6,315,633		1,482,298
5. Separate Accounts net gain from operations excluding unrealized gains or losses											
6. Commissions and expense allowances on reinsurance ceded	209,426,676		265,203				78,976,185		39,921,850		90,263,438
7. Reserve adjustments on reinsurance ceded											
8. Miscellaneous Income:											
8.1 Fees associated with income from investment management, administration and contract guarantees from Separate Accounts	218,233							218,233			
8.2 Charges and fees for deposit-type contracts											
8.3 Aggregate write-ins for miscellaneous income	38,548,537		20,390				39,201		13,161,532		22,694,973
9. Totals (Lines 1 to 8.3)	3,845,548,902		33,780,368	39,432	37,921,392		873,382,198	13,635,050	2,556,167,257		327,158,815
10. Death benefits	499,877,615		25,191,046				474,686,569				
11. Matured endowments (excluding guaranteed annual pure endowments)	437,371		437,371				0				
12. Annuity benefits	27,211,198			6,000				27,205,198			
13. Disability benefits and benefits under accident and health contracts	1,743,520,339		162,456				2,599,712		1,608,395,484		132,362,687
14. Coupons, guaranteed annual pure endowments and similar benefits											
15. Surrender benefits and withdrawals for life contracts	16,829,611		8,731,392				8,098,219				
16. Group conversions	(725,356)		(15,250,760)				14,547,998		(22,594)		
17. Interest and adjustments on contract or deposit-type contract funds	12,924,384		678,113		5,439,407		2,828,409	2,206,641	622,027		1,149,787
18. Payments on supplementary contracts with life contingencies	298,337				298,337						
19. Increase in aggregate reserves for life and accident and health contracts	140,509,622		(2,330,127)		(163,024)		33,198,300	(12,599,771)	115,535,290		6,868,954
20. Totals (Lines 10 to 19)	2,440,883,121		17,619,491	6,000	5,574,720		535,959,207	16,812,068	1,724,530,207		140,381,428
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only)	345,287,867		1,288,284				77,178,261		208,277,551		58,543,771
22. Commissions and expense allowances on reinsurance assumed	11,058,911								(7,756,038)		18,814,949
23. General insurance expenses	672,074,774		1,400,916		105,248		125,803,811	147,699	506,551,999		36,689,560
24. Insurance taxes, licenses and fees, excluding federal income taxes	99,476,782		422,240	297			29,281,884	3,399	68,007,862		1,761,100
25. Increase in loading on deferred and uncollected premiums	232,026		232,026								
26. Net transfers to or (from) Separate Accounts net of reinsurance	(1,670,908)							(1,670,908)			
27. Aggregate write-ins for deductions	193,824,195		868				612,499	946	138,931,018		54,278,864
28. Totals (Lines 20 to 27)	3,761,166,768		20,963,825	6,297	5,679,968		768,835,662	15,293,204	2,638,542,599		310,469,672
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	84,382,134		12,816,543	33,135	32,241,424		104,546,536	(1,658,154)	(82,375,342)		16,689,143
30. Dividends to policyholders	14,269,322		14,269,322								
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	70,112,812		(1,452,779)	33,135	32,241,424		104,546,536	(1,658,154)	(82,375,342)		16,689,143
32. Federal income taxes incurred (excluding tax on capital gains)	(8,839,435)		4,397,983	48,180	11,002,729		32,803,817	(1,171,384)	(64,946,719)		7,361,160
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)	78,952,247		(5,850,762)	(15,045)	21,238,695		71,742,719	(486,770)	(17,428,623)		9,327,983
DETAILS OF WRITE-INS											
08.301. Income from modco agreements	23,238,515										23,238,515
08.302. Miscellaneous income	17,253,367		20,390				39,201		13,161,532		(543,542)
08.303. Other income (loss) from other lines	(1,943,345)										(1,943,345)
08.398. Summary of remaining write-ins for Line 8.3 from overflow page											
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above)	38,548,537		20,390				39,201		13,161,532		22,694,973
2701. Income transfer under funds held reinsurance	188,518,457								134,434,631		54,083,826
2702. Penalties and fines	4,709,958		868				16,719	946	4,496,387		195,038
2703. Change in group life survivor income benefit reserve	595,780						595,780				
2798. Summary of remaining write-ins for Line 27 from overflow page											
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	193,824,195		868				612,499	946	138,931,018		54,278,864

(a) Includes the following amounts for FEGLI/SGLI: Line 10, Line 100, Line 160, Line 230, Line 240

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

ANALYSIS OF INCREASE IN RESERVES DURING THE YEAR

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group	
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities
Involving Life or Disability Contingencies (Reserves)								
(Net of Reinsurance Ceded)								
1. Reserve December 31, prior year	843,179,309		261,377,295	317,838	1,420,075		375,781,523	204,282,578
2. Tabular net premiums or considerations	22,215,082		21,448,368	2,385	4,323		760,006	
3. Present value of disability claims incurred	115,222,272				XXX		115,222,272	
4. Tabular interest	39,144,770		7,351,184	10,107	47,420		19,237,903	12,498,156
5. Tabular less actual reserve released	(90,610,892)		11,271		(7,743)		(92,721,691)	2,107,271
6. Increase in reserve on account of change in valuation basis								
7. Other increases (net)	2,472,263		(97,942)		91,313		2,478,892	
8. Totals (Lines 1 to 7)	931,622,804		290,090,176	330,330	1,555,388		420,758,905	218,888,005
9. Tabular cost	13,757,254		12,738,718		XXX		1,018,536	
10. Reserves released by death	5,677,501		5,590,106	XXX	XXX		87,395	XXX
11. Reserves released by other terminations (net)	20,631,659		12,551,728	6,492			8,073,439	
12. Annuity, supplementary contract and disability payments involving life contingencies	30,271,703		162,456	6,000	298,337		2,599,712	27,205,198
13. Net transfers to or (from) Separate Accounts								
14. Total Deductions (Lines 9 to 13)	70,338,117		31,043,008	12,492	298,337		11,779,082	27,205,198
15. Reserve December 31, current year	861,284,687		259,047,168	317,838	1,257,051		408,979,823	191,682,807

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds	(a) 61,292,180	61,449,350
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a) 669,038,414	676,490,187
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b) 38	38
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)		
2.21 Common stocks of affiliates	2,800,000	2,800,000
3. Mortgage loans	(c) 33,505,597	33,060,108
4. Real estate	(d) 18,927,328	18,927,328
5. Contract Loans	2,902,291	2,952,254
6. Cash, cash equivalents and short-term investments	(e) 2,718,185	2,688,727
7. Derivative instruments	(f) (89,842)	(89,842)
8. Other invested assets	248,235	248,235
9. Aggregate write-ins for investment income	1,578,937	1,461,093
10. Total gross investment income	792,921,363	799,987,478
11. Investment expenses		(g) 22,634,630
12. Investment taxes, licenses and fees, excluding federal income taxes		(g) 3,318,760
13. Interest expense		(h) 195,459
14. Depreciation on real estate and other invested assets		(i) 4,673,520
15. Aggregate write-ins for deductions from investment income		
16. Total deductions (Lines 11 through 15)		30,822,368
17. Net investment income (Line 10 minus Line 16)		769,165,111
DETAILS OF WRITE-INS		
0901. Miscellaneous	904,229	904,229
0902. Bond Fees	313,946	313,946
0903. Short-Term Notes to Affiliates	360,762	242,918
0998. Summary of remaining write-ins for Line 9 from overflow page		
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	1,578,937	1,461,093
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		
1599. Totals (Lines 1501 thru 1303 plus 1598) (Line 15, above)		

- (a) Includes \$ 94,025,520 accrual of discount less \$ 11,048,486 amortization of premium and less \$ 13,377,300 paid for accrued interest on purchases.
- (b) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ 0 paid for accrued dividends on purchases.
- (c) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ 0 paid for accrued interest on purchases.
- (d) Includes \$ 12,893,215 for company's occupancy of its own buildings; and excludes \$ 0 interest on encumbrances.
- (e) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ 0 paid for accrued interest on purchases.
- (f) Includes \$ 0 accrual of discount less \$ 0 amortization of premium.
- (g) Includes \$ 0 investment expenses and \$ 0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ 0 interest on surplus notes and \$ 0 interest on capital notes.
- (i) Includes \$ 4,673,520 depreciation on real estate and \$ 0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4
	Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Increases (Decreases) by Adjustment	Total
1. U.S. Government bonds				
1.1 Bonds exempt from U.S. tax				
1.2 Other bonds (unaffiliated)	(1,668,370)	(8,720,870)	22,095,282	11,706,042
1.3 Bonds of affiliates				
2.1 Preferred stocks (unaffiliated)	37	(614,255)		(614,218)
2.11 Preferred stocks of affiliates				
2.2 Common stocks (unaffiliated)	754,998		(9,073)	745,925
2.21 Common stocks of affiliates			23,740,784	23,740,784
3. Mortgage loans				
4. Real estate	1,664,072			1,664,072
5. Contract Loans				
6. Cash, cash equivalents and short-term investments	(11,464)			(11,464)
7. Derivative instruments				
8. Other invested assets				
9. Aggregate write-ins for capital gains (losses)			(781,727)	(781,727)
10. Total capital gains (losses)	739,273	(9,335,125)	45,045,265	36,449,413
DETAILS OF WRITE-INS				
0901. Foreign Currency			(781,727)	(781,727)
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)			(781,727)	(781,727)

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

EXHIBIT - 1 PART 1 - PREMIUMS AND ANNUITY CONSIDERATIONS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group and Individual)	10 Other	
FIRST YEAR (other than single)											
1. Uncollected	28,820		28,820								
2. Deferred and accrued	411,343		411,343								
3. Deferred, accrued and uncollected:											
3.1 Direct	440,163		440,163								
3.2 Reinsurance assumed											
3.3 Reinsurance ceded											
3.4 Net (Line 1 + Line 2)	440,163		440,163								
4. Advance	153		153								
5. Line 3.4 - Line 4	440,010		440,010								
6. Collected during year:											
6.1 Direct	1,014,287		1,014,287								
6.2 Reinsurance assumed											
6.3 Reinsurance ceded	2,181		2,181								
6.4 Net	1,012,106		1,012,106								
7. Line 5 + Line 6.4	1,452,116		1,452,116								
8. Prior year (uncollected + deferred and accrued - advance)	433,604		433,604								
9. First year premiums and considerations:											
9.1 Direct	1,020,516		1,020,516								
9.2 Reinsurance assumed											
9.3 Reinsurance ceded	2,004		2,004								
9.4 Net (Line 7 - Line 8)	1,018,512		1,018,512								
SINGLE											
10. Single premiums and considerations:											
10.1 Direct	7,109,783		7,109,783								
10.2 Reinsurance assumed											
10.3 Reinsurance ceded											
10.4 Net	7,109,783		7,109,783								
RENEWAL											
11. Uncollected	213,957,587		323,518	1,777		82,007,219		127,462,113		4,162,960	
12. Deferred and accrued	(3,944,671)		1,233,637	730		1,597,743		(5,361,909)		(1,414,872)	
13. Deferred, accrued and uncollected:											
13.1 Direct	220,462,083		3,243,264	2,507		83,828,155		122,442,067		10,946,090	
13.2 Reinsurance assumed	23,477,825							21,911,566		1,566,259	
13.3 Reinsurance ceded	33,926,992		1,686,109			223,193		22,253,429		9,764,261	
13.4 Net (Line 11 + Line 12)	210,012,916		1,557,155	2,507		83,604,962		122,100,204		2,748,088	
14. Advance	24,833,128		263,553			4,461,315		14,261,718		5,846,542	
15. Line 13.4 - Line 14	185,179,788		1,293,602	2,507		79,143,647		107,838,486		(3,098,454)	
16. Collected during year:											
16.1 Direct	4,403,976,728		19,047,263	397,508		1,325,701,948		2,564,460,958		494,369,051	
16.2 Reinsurance assumed	292,849,343							203,667,141		89,182,202	
16.3 Reinsurance ceded	1,852,017,386		11,999,202	397,508		577,215,558		767,831,836		494,573,282	
16.4 Net	2,844,808,685		7,048,061			748,486,390		2,000,296,263		88,977,971	
17. Line 15 + Line 16.4	3,029,988,473		8,341,663	2,507		827,630,037		2,108,134,749		85,879,517	
18. Prior year (uncollected + deferred and accrued - advance)	219,208,870		1,518,891	2,507		83,787,938		137,299,970		(3,400,436)	
19. Renewal premiums and considerations:											
19.1 Direct	4,381,090,379		18,848,637	397,508		1,321,280,850		2,542,852,079		497,711,305	
19.2 Reinsurance assumed	282,346,115							190,978,211		91,367,904	
19.3 Reinsurance ceded	1,852,656,890		12,025,865	397,508		577,438,751		762,995,511		499,799,255	
19.4 Net (Line 17 - Line 18)	2,810,779,604		6,822,772			743,842,099		1,970,834,779		89,279,954	
TOTAL											
20. Total premiums and annuity considerations:											
20.1 Direct	4,389,220,678		26,978,936	397,508		1,321,280,850		2,542,852,079		497,711,305	
20.2 Reinsurance assumed	282,346,115							190,978,211		91,367,904	
20.3 Reinsurance ceded	1,852,658,894		12,027,869	397,508		577,438,751		762,995,511		499,799,255	
20.4 Net (Line 9.4 + 10.4 + 19.4)	2,818,907,899		14,951,067			743,842,099		1,970,834,779		89,279,954	

Line 18, column 1 and 8 decreased \$698 due to foreign currency translation.

EXHIBIT - 1 PART 2 - DIVIDENDS AND COUPONS APPLIED, REINSURANCE COMMISSIONS AND EXPENSE ALLOWANCES AND COMMISSIONS INCURRED (direct business only)

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group and Individual)	10 Other	
DIVIDENDS AND COUPONS APPLIED (included in Part 1)											
21. To pay renewal premiums (Exhibit 4, Line 1)	2,916,601		2,916,601								
22. All other (Exhibit 4, Lines 2, 3 & 4)	6,063,001		6,063,001								
REINSURANCE COMMISSIONS AND EXPENSE ALLOWANCES INCURRED											
23. First year (other than single):											
23.1 Reinsurance ceded	422		422								
23.2 Reinsurance assumed											
23.3 Net ceded less assumed	422		422								
24. Single:											
24.1 Reinsurance ceded											
24.2 Reinsurance assumed											
24.3 Net ceded less assumed											
25. Renewal:											
25.1 Reinsurance ceded	209,426,254		264,781			78,976,185		39,921,850		90,263,438	
25.2 Reinsurance assumed	11,058,911							(7,756,038)		18,814,949	
25.3 Net ceded less assumed	198,367,343		264,781			78,976,185		47,677,888		71,448,489	
26. Totals:											
26.1 Reinsurance ceded (Page 6, Line 6)	209,426,676		265,203			78,976,185		39,921,850		90,263,438	
26.2 Reinsurance assumed (Page 6, Line 22)	11,058,911							(7,756,038)		18,814,949	
26.3 Net ceded less assumed	198,367,765		265,203			78,976,185		47,677,888		71,448,489	
COMMISSIONS INCURRED (direct business only)											
27. First year (other than single)	8,220		8,220								
28. Single	1,079,567		1,079,567								
29. Renewal	344,200,080		200,497			77,178,261		208,277,551		58,543,771	
30. Deposit-type contract funds											
31. Totals (to agree with Page 6, Line 21)	345,287,867		1,288,284			77,178,261		208,277,551		58,543,771	

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

EXHIBIT 2 - GENERAL EXPENSES

	Insurance				5 Investment	6 Total
	1 Life	2 Accident and Health		4 All Other Lines of Business		
		Cost Containment	3 All Other			
1. Rent	11,690,976		50,488,503		1,126,665	63,306,143
2. Salaries and wages	60,545,679	36,594,767	224,877,053		9,075,014	331,092,513
3.11 Contributions for benefit plans for employees	11,316,322		48,870,528		1,696,164	61,883,014
3.12 Contributions for benefit plans for agents						
3.21 Payments to employees under non-funded benefit plans						
3.22 Payments to agents under non-funded benefit plans						
3.31 Other employee welfare	133,968		578,554		19,380	731,902
3.32 Other agent welfare						
4.1 Legal fees and expenses	1,951,591	153,394	8,267,234		246,217	10,618,436
4.2 Medical examination fees	1,198,887		5,177,498			6,376,385
4.3 Inspection report fees	12,904		55,726			68,630
4.4 Fees of public accountants and consulting actuaries	1,507,034		6,668,798		166,221	8,342,053
4.5 Expense of investigation and settlement of policy claims	4,637,787	8,062,697	28,057,778			40,758,261
5.1 Traveling expenses	2,372,473	1,007,011	9,238,722		351,062	12,969,269
5.2 Advertising	666,595	13,564	2,865,807		98,638	3,644,604
5.3 Postage, express, telegraph and telephone	3,404,103	313,191	14,387,724		505,318	18,610,335
5.4 Printing and stationery	2,023,382	12,346	8,725,806		300,721	11,062,255
5.5 Cost or depreciation of furniture and equipment	1,296,991		5,601,170		191,920	7,090,081
5.6 Rental of equipment	330,430		1,426,990		48,895	1,806,314
5.7 Cost or depreciation of EDP equipment and software	2,644,397		11,420,059		391,300	14,455,756
6.1 Books and periodicals	135,765	60,587	525,726		20,090	742,168
6.2 Bureau and association fees	250,356	95,165	986,020		36,907	1,368,448
6.3 Insurance, except on real estate	2,602,746	1,264	11,238,921		385,137	14,228,067
6.4 Miscellaneous losses	1,032,224		6,025,137			7,057,361
6.5 Collection and bank service charges	1,782,513		7,697,939		129,909	9,610,361
6.6 Sundry general expenses	1,020,629	59,585	4,376,145	1,375,541	153,078	6,984,978
6.7 Group service and administration fees	606,033		2,888,935			3,494,969
6.8 Reimbursements by uninsured accident and health plans			(47,694,475)			(47,694,475)
7.1 Agency expense allowance						
7.2 Agents' balances charged off (less \$ recovered)	60,604		161,568			222,172
7.3 Agency conferences other than local meetings	1,026,397	90,232	4,342,354			5,458,982
9.1 Real estate expenses					5,685,106	5,685,106
9.2 Investment expenses not included elsewhere						
9.3 Aggregate write-ins for expenses	13,206,889	1,395,324	78,126,212		2,006,890	94,735,316
10. General expenses incurred	127,457,674	47,859,127	495,382,431	1,375,541	22,634,630	694,709,403
11. General expenses unpaid December 31, prior year	944,171		4,244,354	7,524	170,552	5,366,601
12. General expenses unpaid December 31, current year	4,801,621		20,810,566	50,074		25,662,261
13. Amounts receivable relating to uninsured accident and health plans, prior year			5,671,461			5,671,461
14. Amounts receivable relating to uninsured accident and health plans, current year			4,989,001			4,989,001
15. General expenses paid during year (Lines 10+11-12-13+14)	123,600,224	47,859,127	478,133,759	1,332,991	22,805,182	673,731,283
DETAILS OF WRITE-INS						
09.301. Fees for outsourcing services	9,856,653	1,395,324	42,229,377		1,488,234	54,969,588
09.302. Market conduct expense accrual			21,517,723			21,517,723
09.303. Repairs and service of furniture and equipment	2,886,308		12,464,776		427,096	15,778,181
09.398. Summary of remaining write-ins for Line 9.3 from overflow page	463,928		1,914,337		91,560	2,469,825
09.399. Totals (Lines 09.301 thru 09.303 plus 09.398) (Line 9.3 above)	13,206,889	1,395,324	78,126,212		2,006,890	94,735,316

(a) Includes management fees of \$ 642,163,368 to affiliates and \$ 0 to non-affiliates.

EXHIBIT 3 - TAXES, LICENSES AND FEES (EXCLUDING FEDERAL INCOME TAXES)

	Insurance			4 Investment	5 Total
	1 Life	2 Accident and Health	3 All Other Lines of Business		
1. Real estate taxes				2,711,167	2,711,167
2. State insurance department licenses and fees	1,171,926	2,925,932			4,097,858
3. State taxes on premiums	22,830,481	43,235,418			66,065,899
4. Other state taxes, including \$ for employee benefits	273,001	2,160,726			2,433,727
5. U.S. Social Security taxes	4,406,958	19,583,151		607,593	24,597,703
6. All other taxes	1,025,453	1,863,735			2,889,189
7. Taxes, licenses and fees incurred	29,707,820	69,768,962		3,318,760	102,795,542
8. Taxes, licenses and fees unpaid December 31, prior year	7,061,430	16,578,140			23,639,570
9. Taxes, licenses and fees unpaid December 31, current year	6,489,626	15,240,918			21,730,544
10. Taxes, licenses and fees paid during year (Lines 7 + 8 - 9)	30,279,624	71,106,184		3,318,760	104,704,568

EXHIBIT 4 - DIVIDENDS OR REFUNDS

	1 Life	2 Accident and Health
	1. Applied to pay renewal premiums	2,916,601
2. Applied to shorten the endowment or premium-paying period		
3. Applied to provide paid-up additions	6,063,001	
4. Applied to provide paid-up annuities		
5. Total Lines 1 through 4	8,979,602	
6. Paid in cash	3,429,014	
7. Left on deposit	2,860,705	
8. Aggregate write-ins for dividend or refund options		
9. Total Lines 5 through 8	15,269,321	
10. Amount due and unpaid		
11. Provision for dividends or refunds payable in the following calendar year	15,170,000	
12. Terminal dividends		
13. Provision for deferred dividend contracts		
14. Amount provisionally held for deferred dividend contracts not included in Line 13		
15. Total Lines 10 through 14	15,170,000	
16. Total from prior year	16,170,000	
17. Total Dividends or refunds (Lines 9 + 15 - 16)	14,269,321	
DETAILS OF WRITE-INS		
0801.		
0802.		
0803.		
0898. Summary of remaining write-ins for Line 8 from overflow page		
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above)		

EXHIBIT 5 - AGGREGATE RESERVE FOR LIFE CONTRACTS

1	2	3	4	5	6
Valuation Standard	Total	Industrial	Ordinary	Credit (Group and Individual)	Group
LIFE INSURANCE:					
1958 CSO (ANB) 3 % NL 67-88	20,015		20,015		
1980 CSO (ALB) 4 1/2% NL 95-	38,380		38,380		
1980 CSO (ALB) 5 % NL 93-94	85,368		85,368		
1980 CSO (ALB) 5 1/2% NL 89-92	50,124		50,124		
1958 CSO (ALB) 3 % NL 69-88	128,530		128,530		
Group Life Unearned premium MAT	60,878				60,878
Unearned premium	1,493,621		5,482		1,488,139
1958 CSO 5% CRVM	318,693				318,693
1980 CSO 3% CRVM	657,617				657,617
1980 CSO 5% CRVM	1,088,441				1,088,441
1960 CSG 5% CRVM	1,196,755				1,196,755
1980 CET 4% 88-98 NB	17,649,458				17,649,458
AE 3.0% NLP 24-97	5,160,598		5,160,598		
AE 3 1/2% NLP 30-41	277,303		277,303		
41 CSO 2 1/2% NLP 48-77	53,966,265		53,966,265		
58 CSO 2 1/2% NLP 56-85	133,893,269		133,893,269		
58 CSO 3 1/2%/20/2 1/2% NLP 68-81	25,712,358		25,712,358		
80 CSO 4 1/2% CRVM ALB 98-NB	2,325,858		2,325,858		
58 CSO 4 1/2% CRVM 79-91	22,867,000		22,867,000		
58 CSO 4 1/2%/20/3 1/2% NLP 81-82	233,209		233,209		
58 CSO 4.0% NLP 71-83	173,892		173,892		
80 CSO 4 1/2% CRVM 89-99	1,065,200		1,065,200		
58 CET 2 1/2% NLP 64-79	46,394		46,394		
58 CSO 3% NL ANB 69-73	5,149		5,149		
58 CSO 3% CRVM ANB 66-89	132,136		132,136		
58 CSO 3 1/2% NL ANB 74-98	2,531,632		2,531,632		
58 CSO 3 1/2% CRVM ANB 74-98	222,684		222,684		
58 CSO 4% NL ANB 76-80	15,233		15,233		
58 CSO 4% CRVM ANB 76-89	681,831		681,831		
58 CSO 4 1/2% CRVM ANB 85	925		925		
58 CSO 3 1/2% NL ALB 69-89	8,292,322		8,292,322		
58 CSO 3 1/2% CRVM ALB 70-88	3,577,391		3,577,391		
58 CSO 4 1/2% CRVM ALB 83-87	20,919		20,919		
58 CET 3% NL ANB 67-68	2,260		2,260		
58 CET 3 1/2% NL ANB 74-91	53,414		53,414		
58 CET 4% NL ANB 76-88	93,763		93,763		
58 CET 3 1/2% NL ALB 70-88	264,770		264,770		
80 CSO 4 1/2% NL ALB 91	105,073		105,073		
80 CSO 4 1/2% CRVM ALB 88- NB	17,111,034		17,111,034		
80 CSO 5% CRVM ALB 91-93	1,632,616		1,632,616		
80 CSO 5% CRVM ALB 93-94	2,127,677		2,127,677		
80 CSO 5 1/2% CRVM ALB 87-92	2,970,726		2,970,726		
80 CSO 6% CRVM ALB 85-86	74,818		74,818		
80 CSO 4 1/2% CRVM ANB 89-93	379,407		379,407		
80 CSO 5% CRVM ANB 93-94	29,706		29,706		
80 CSO 5 1/2% NL ANB 89-91	23,462		23,462		
80 CSO 5 1/2% CRVM ANB 87-92	1,195,419		1,195,419		
80 CET 4 1/2% NL ALB 88-NB	7,480		7,480		
80 CET 4 1/2% NL ANB 95-96	11,013		11,013		
80 CET 5% NL ANB 93-94	8,841		8,841		
80 CET 5 1/2% NL ANB 89-92	32,867		32,867		
80 CSO 4% CRVM ALB 93	32,746		32,746		
80 CSO 4 1/2% CRVM ALB 93	42,390		42,390		
80 CET 4 % NL ALB 88- NB	110,470		110,470		
58 CSO 4 1/2% CRVM ALB 83-88	82,928,156		82,928,156		
80 CSO 4 1/2% CRVM ANB 95-96	1,787,293		1,787,293		
IMMEDIATE PAYMENT OF CLAIMS	365,678				
Substandard extra reserve	7,725		7,725		
Excess mortality reserve	17,792,873		17,792,873		
1980 CSO 4 1/2 % CRVM	1,824,765				1,824,765
1958 CSO 4 1/2% NL ANB 83-88	182,998		182,998		
0199997. Totals (Gross)	415,188,888		390,904,142		24,284,746
0199998. Reinsurance ceded	133,471,138		133,410,260		60,878
0199999. Life Insurance: Totals (Net)	281,717,750		257,493,882		24,223,868
ANNUITIES (excluding supplementary contracts with life contingencies):					
GA 51 (0,-5) 3.50% I	2,689,708	XXX		XXX	2,689,708
GA 71 (0,-5) 6.65% B	16,848,752	XXX		XXX	16,848,752
GA 71 (0,-5) 6.90% D	902,772	XXX		XXX	902,772
GA 71 (0,-5) 8.90% B	7,283,445	XXX		XXX	7,283,445
GA 71 (0,-5) 9.90% I	4,045,165	XXX		XXX	4,045,165
GA 71 (0,-5) 10.40% I	11,659,767	XXX		XXX	11,659,767
GA 83 (0,-6) 1.00%	160,289	XXX		XXX	160,289
GA 83 (0,-6) 4.90% D	74,032	XXX		XXX	74,032
GA 83 (0,-6) 5.15% D	711,007	XXX		XXX	711,007
GA 83 (0,-6) 5.40% NB B	928,632	XXX		XXX	928,632
GA 83 (0,-6) 5.65% B	10,639,281	XXX		XXX	10,639,281
GA 83 (0,-6) 5.90% B	11,640,811	XXX		XXX	11,640,811
GA 83 (0,-6) 6.15% D	17,753,018	XXX		XXX	17,753,018
GA 83 (0,-6) 6.40% B	18,750,784	XXX		XXX	18,750,784
GA 83 (0,-6) 6.65% B	3,193,138	XXX		XXX	3,193,138
GA 83 (0,-6) 6.90% B	15,185,270	XXX		XXX	15,185,270
GA 83 (0,-6) 7.15% B	8,724,104	XXX		XXX	8,724,104
GA 83 (0,-6) 7.40% B	20,257,133	XXX		XXX	20,257,133
GA 83 (0,-6) 7.65% I	552,603	XXX		XXX	552,603
GA 83 (0,-6) 7.90% I	18,058,488	XXX		XXX	18,058,488
GA 83 (0,-6) 8.40% I	7,312,801	XXX		XXX	7,312,801
GA 83 (0,-6) 8.65% B	4,898,292	XXX		XXX	4,898,292
GA 83 (0,-6) 9.65% I	1,664,319	XXX		XXX	1,664,319
GA 83 (0,-6) 10.15% I	7,325,033	XXX		XXX	7,325,033

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

EXHIBIT 5 - AGGREGATE RESERVE FOR LIFE CONTRACTS

1	2	3	4	5	6
Valuation Standard	Total	Industrial	Ordinary	Credit (Group and Individual)	Group
37 SA (-1,-6) 2 1/2% B	44,985	XXX	44,985	XXX	
a-1949 PROJ 30 YRS 2 1/2%	314	XXX	314	XXX	
51 GAM PROJ C 3.0%	115,536	XXX	115,536	XXX	
a-1949 PROJ 30 YRS 3 1/2%	157,003	XXX	157,003	XXX	
DEFERRED FPDA 3.5%	514,682	XXX	514,682	XXX	
DEFERRED FPDA 4%	10,123,249	XXX	10,123,249	XXX	
DEFERRED FPDA 4.5%	657,367	XXX	657,367	XXX	
DEFERRED SPDA 3.5 %	22,065,064	XXX	22,065,064	XXX	
DEFERRED SPDA 4.0 %	630,470	XXX	630,470	XXX	
DEFERRED FPDA 5.25%	93,711	XXX	93,711	XXX	
Annuities certain 5.71 % I	424,163	XXX		XXX	424,163
0299997. Totals (Gross)	226,085,188	XXX	34,402,381	XXX	191,682,807
0299998. Reinsurance ceded	34,084,543	XXX	34,084,543	XXX	
0299999. Annuities: Totals (Net)	192,000,645	XXX	317,838	XXX	191,682,807
SUPPLEMENTARY CONTRACTS WITH LIFE CONTINGENCIES:					
1949 PROJ 30 YEARS 3 1/2% 71-74	92,618		92,618		
American Experience 3.0%	924		924		
41 CSO 2 1/2%	963		963		
1937 Std Annuity (-1,-6) 2.5%	77,421		77,421		
1937 Std Annuity (-1,-6) 3%	831		831		
1937 Std Annuity (0,-5) 3%	11,917		11,917		
a-1949 PROJ 10 YRS 3.5%	13,609		13,609		
a-1949 PROJ 30 YRS (0,-5) 3%	17,838		17,838		
a-1949 PROJ 30 YRS 3.5%	610,157		610,157		
GA51 PROJ C to '59 (-2,-7) 3%	21,159		21,159		
71 IAM PROJ B 10 YRS (-1,-7) 6.5%	111,254		111,254		
71 IAM PROJ B 10 YRS (-1,-7) 7.0%	2,774		2,774		
71 IAM PROJ B 10 YRS (-1,-7) 7.25%	20,515		20,515		
71 IAM PROJ B 10 YRS (-1,-7) 7.5%	263,706		263,706		
71 IAM PROJ B 10 YRS (-1,-7) 6.5%	8,435		8,435		
71 IAM PROJ B 10 YRS (-1,-7) 8.25%	2,930		2,930		
71 IAM 6%	979,794		979,794		
71 IAM 6.33%					
71 IAM 6.5%	256,684		256,684		
71 IAM 6.63%	32,190		32,190		
71 IAM 6.75%	10,595		10,595		
71 IAM 6.99%	15,763		15,763		
71 IAM 7%	542,256		542,256		
71 IAM 7.25%	146,173		146,173		
71 IAM 7.5%	53,813		53,813		
71 IAM 7.75%	210,671		210,671		
71 IAM 8%	42,991		42,991		
71 IAM 8.25%	251,492		251,492		
71 IAM 8.75%	102,519		102,519		
71 IAM 9.25%	35,563		35,563		
71 IAM 10%	58,574		58,574		
71 IAM 11%	157,525		157,525		
83A 6.33%	36,247		36,247		
83A 6.63%	281,997		281,997		
83A 7.75%	77,912		77,912		
83A 8%	25,820		25,820		
83A 8.25%	297,139		297,139		
83A 8.75%	56,365		56,365		
83A 9.25%	62,589		62,589		
83A 6.25 %	1,875,011		1,875,011		
a2000 7 %	269,232		269,232		
83A 11.25%	21,727		21,727		
83A 11.50%	1,814		1,814		
2000A 6.00%	30,712		30,712		
2000A 6.75%	940		940		
0399997. Totals (Gross)	7,191,159		7,191,159		
0399998. Reinsurance ceded	5,934,108		5,934,108		
0399999. SCWLC: Totals (Net)	1,257,051		1,257,051		
ACCIDENTAL DEATH BENEFITS:					
1959 ADB TABLE 3 % WITH 1958 CSO	22,297		22,297		
INTERCO DISA 2 1/2%	19,782		19,782		
52 INTERCO DISA 2 1/2%	85,681		85,681		
UNEARNED PREMIUM RESERVE	528		528		
1959 ADB TABLE 4 1/2% WITH 1958 CSO	1,101		1,101		
0499997. Totals (Gross)	129,389		129,389		
0499998. Reinsurance ceded	23,926		23,926		
0499999. Accidental Death Benefits: Totals (Net)	105,463		105,463		
DISABILITY-ACTIVE LIVES:					
1952 DISABILITY STUDY - PERIOD 2, BENEFIT 5 -3 %	31,877		31,877		
26 CLASS (3) 2 1/2% 48-54	143		143		
52 INTERCO DISA 41 CSO 2 1/2% 55-64	5,826		5,826		
52 INTERCO DISA 58 CSO 2 1/2% 64-80	214,367		214,367		
UNEARNED PREMIUM RESERVE	4,132		4,132		
1952 DISABILITY STUDY 3% WITH 1958 CSO	22,308		22,308		
0599997. Totals (Gross)	278,653		278,653		
0599998. Reinsurance ceded	58,317		58,317		
0599999. Disability-Active Lives: Totals (Net)	220,336		220,336		
DISABILITY-DISABLED LIVES:					
70 INTERCO DISA 4.5% MODIFIED FOR COMPANY EXPERIENCE	384,815,757		59,802		384,755,955
52 INTERCO DISA 3 1/2%	907,372		907,372		
52 INTERCO DISA 3%	140,446		140,446		
52 INTERCO DISABILITY - 58 CSO 3%	1,188,898		1,188,898		
0699997. Totals (Gross)	387,052,473		2,296,518		384,755,955
0699998. Reinsurance ceded	1,329,344		1,329,344		

EXHIBIT 5 - AGGREGATE RESERVE FOR LIFE CONTRACTS

1 Valuation Standard	2 Total	3 Industrial	4 Ordinary	5 Credit (Group and Individual)	6 Group
0699999. Disability-Disabled Lives: Totals (Net)	385,723,129		967,174		384,755,955
MISCELLANEOUS RESERVES:					
For excess of valuation net premiums over corresponding gross premiums on respective policies computed according to the standard of valuation required	32,539		32,539		
For non-deduction of deferred fractional premiums or return of premiums at the death of the insured	639,855		639,855		
0799997. Totals (Gross)	672,394		672,394		
0799998. Reinsurance ceded	412,081		412,081		
0799999. Miscellaneous Reserves: Totals (Net)	260,313		260,313		
9999999. Totals (Net) - Page 3, Line 1	861,284,687		260,622,057		600,662,630

EXHIBIT 5 - INTERROGATORIES

- 1.1 Has the reporting entity ever issued both participating and non-participating contracts?..... Yes [X] No []
- 1.2 If not, state which kind is issued.
.....
- 2.1 Does the reporting entity at present issue both participating and non-participating contracts?..... Yes [] No [X]
- 2.2 If not, state which kind is issued.
Non-participating
- 3. Does the reporting entity at present issue or have in force contracts that contain non-guaranteed elements?..... Yes [] No [X]
If so, attach a statement that contains the determination procedures, answers to the interrogatories and an actuarial opinion as described in the instructions.
- 4. Has the reporting entity any assessment or stipulated premium contracts in force? Yes [] No [X]
If so, state:
4.1 Amount of insurance? \$
4.2 Amount of reserve? \$
4.3 Basis of reserve:
.....
4.4 Basis of regular assessments:
.....
4.5 Basis of special assessments:
.....
4.6 Assessments collected during the year \$
- 5. If the contract loan interest rate guaranteed in any one or more of its currently issued contracts is less than 5%, not in advance, state the contract loan rate guarantees on any such contracts.
.....
- 6. Does the reporting entity hold reserves for any annuity contracts which are less than the reserves that would be held on a standard basis? Yes [] No [X]
6.1 If so, state the amount of reserve on such contracts on the basis actually held: \$
6.2 Which would have been held (on an exact or approximate basis) using the actual ages of the annuitants; the interest rate(s) used in 6.1; and the same mortality basis used by the reporting entity for the valuation of comparable annuity benefits issued to standard lives. If the reporting entity has no comparable annuity benefits for standard lives to be valued, the mortality basis shall be the table most recently approved by the state of domicile for valuing individual annuity benefits: \$
Attach statement of methods employed in their valuation.
- 7. Does the reporting entity have any Synthetic GIC contracts or agreements in effect as of December 31 of the current year? Yes [] No [X]
7.1 If yes, state the total dollar amount of assets covered by these contracts or agreements \$
7.2 Specify the basis (fair value, amortized cost, etc.) for determining the amount:
.....
7.3 State the amount of reserves established for this business: \$
7.4 Identify where the reserves are reported in the blank:
.....

EXHIBIT 5A - CHANGES IN BASES OF VALUATION DURING THE YEAR

1 Description of Valuation Class	Valuation Basis		4 Increase in Actuarial Reserve Due to Change
	2 Changed From	3 Changed To	
Group LTD	Various	Various	43,257,808
0299999. Subtotal	XXX	XXX	43,257,808
.....
.....
.....
9999999 - Total (Column 4, only)			43,257,808

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
EXHIBIT 6 - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS

	1 Total	2 Group Accident and Health	3 Credit Accident and Health (Group and Individual)	4 Collectively Renewable	Other Individual Contracts				
					5 Non-Cancelable	6 Guaranteed Renewable	7 Non-Renewable for Stated Reasons Only	8 Other Accident Only	9 All Other
ACTIVE LIFE RESERVE									
1. Unearned premium reserves	130,435,545	9,284,947		3,315,712	30,305,030	86,747,988	780,170	1,620	78
2. Additional contract reserves (a)	1,908,192,763	399,117,012			494,900,363	999,107,496	15,048,268	19,624	
3. Additional actuarial reserves-Asset/Liability analysis									
4. Reserve for future contingent benefits									
5. Reserve for rate credits									
6. Aggregate write-ins for reserves									
7. Totals (Gross)	2,038,628,308	408,401,959		3,315,712	525,205,393	1,085,855,484	15,828,438	21,244	78
8. Reinsurance ceded	1,980,335,641	404,938,871		3,315,712	511,805,682	1,044,734,051	15,520,006	21,241	78
9. Totals (Net)	58,292,667	3,463,088		0	13,399,711	41,121,433	308,432	3	0
CLAIM RESERVE									
10. Present value of amounts not yet due on claims	8,372,697,403	6,533,269,186		101,747,069	1,536,013,341	197,603,495	4,064,312		
11. Additional actuarial reserves-Asset/Liability analysis									
12. Reserve for future contingent benefits									
13. Aggregate write-ins for reserves	189,170,220	150,758,471		2,551,645	29,130,163	6,647,702	82,239		
14. Totals (Gross)	8,561,867,623	6,684,027,657		104,298,714	1,565,143,504	204,251,197	4,146,551		
15. Reinsurance ceded	3,522,299,603	2,185,075,072		86,838,645	1,115,393,902	131,853,774	3,138,210		
16. Totals (Net)	5,039,568,020	4,498,952,585		17,460,069	449,749,602	72,397,423	1,008,341		
17. TOTAL (Net)	5,097,860,687	4,502,415,673		17,460,069	463,149,313	113,518,856	1,316,773	3	0
18. TABULAR FUND INTEREST	308,439,580	279,566,566		769,498	23,506,524	4,458,207	138,785		
DETAILS OF WRITE-INS									
0601.									
0602.									
0603.									
0698. Summary of remaining write-ins for Line 6 from overflow page									
0699. TOTALS (Lines 0601 thru 0603 plus 0698) (Line 6 above)									
1301. Unpaid Loss adjustment Expense	189,170,220	150,758,471		2,551,645	29,130,163	6,647,702	82,239		
1302.									
1303.									
1398. Summary of remaining write-ins for Line 13 from overflow page									
1399. TOTALS (Lines 1301 thru 1303 plus 1398) (Line 13 above)	189,170,220	150,758,471		2,551,645	29,130,163	6,647,702	82,239		

(a) Attach statement as to valuation standard used in calculating this reserve, specifying reserve bases, interest rates and methods.

EXHIBIT 6 - ATTACHMENT

Exhibit 6 - Part A - Item 2

In aggregate equal to unearned premium on net modal premium basis and the mid-terminal reserve calculated by methods and valuation assumptions as shown below.

NET LEVEL PREMIUM

Loss-of-time Benefits

Policies dated prior to 1970, and Reinsurance assumed from Lincoln National, 1964 Commissioners Disability Table and 1958 CSO 3.5%.

Major Medical Benefits

Table 23 for male lives (1963 TSA Reports, Page 166), and 1958 CSO 3%; reserve factors from "Nelson and Warren's Individual Health Insurance - Hospital, Surgical and Major Medical".

Miscellaneous

Accidental death benefit, 1959 ADB Table with 1958 CSO 3%; all other benefits, 1956 Inter-Company Hospital and Surgical Tables and 1958 CSO 3%.

ONE YEAR PRELIMINARY TERM

Loss-of-time Benefits

Policies dated 1970: 1964 Commissioners Disability Table and 1958 CSO 3.5%.

Long Term Care

The assumptions are based on UNUM experience with the exceptions of

- a) the interest rate assumption is based on the effective date of coverage and is equal to the whole life rate as specified in the Standard Valuation Law and
- b) the lapses are set equal to 80% of the pricing lapse assumption, to a maximum of 8% in policy years 1 - 4, and a maximum of 4% in policy years 5 and later.

TWO-YEAR PRELIMINARY TERM

Loss-of-time Benefits

US noncancelable policies dated 1971 through 1983: 1964 Commissioners Disability Table and 1958 CSO 3.5%.

US noncancelable policies dated 1984 through 1986: 1964 Commissioners Disability Table and 1958 CSO 6%.

US noncancelable policies dated 1987: 1964 Commissioners Disability Table and 1958 CSO 5.5%.

US noncancelable policies dated 1988 through 1992: 1985 Commissioners Individual Disability Tables A and 1980 CSO 5.5%.

US noncancelable policies dated 1993 through 1994: 1985 Commissioners Individual Disability Tables A and 1980 CSO 5.0%.

US noncancelable policies dated 1995 and later: 1985 Commissioners Individual Disability Table A and 1980 CSO 4.5%.

US guaranteed renewable policies dated 1995 and later; 1985 Commissioners Individual Disability Tables A and 1980 CSO 4.5% and policy terminations equal to 80% of the pricing lapse assumption but not more than 8%.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

EXHIBIT 7 - DEPOSIT TYPE CONTRACTS

	1	2	3	4	5	6
	Total	Guaranteed Interest Contracts	Annuities Certain	Supplemental Contracts	Dividend Accumulations or Refunds	Premium and Other Deposit Funds
1. Balance at the beginning of the year before reinsurance	809,293,111	6,363,042		502,928,797	65,292,923	234,708,349
2. Deposits received during the year	813,548,601			800,583,139	2,860,705	10,104,757
3. Investment earnings credited to the account	14,738,251	535,732		5,241,994	29,672	8,930,853
4. Other net change in reserves	2,422,852			(127)	426,299	1,996,680
5. Fees and other charges assessed						
6. Surrender charges						
7. Net surrender or withdrawal payments	811,487,111	5,305,020		782,512,837	5,926,981	17,742,273
8. Other net transfers to or (from) Separate Accounts						
9. Balance at the end of current year before reinsurance (Lines 1+2+3+4-5-6-7-8)	828,515,704	1,593,754		526,240,966	62,682,618	237,998,366
10. Reinsurance balance at the beginning of the year	(199,804,719)			(2,908)		(199,801,811)
11. Net change in reinsurance assumed						
12. Net change in reinsurance ceded	288,871			(535,726)		824,597
13. Reinsurance balance at the end of the year (Lines 10+11-12)	(200,093,590)			532,818		(200,626,408)
14. Net balance at the end of current year after reinsurance (Lines 9 + 13)	628,422,114	1,593,754		526,773,784	62,682,618	37,371,958

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 1 - Liability End of Current Year

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Due and unpaid:											
1.1 Direct											
1.2 Reinsurance assumed	11,822,499								11,822,499		
1.3 Reinsurance ceded	(3,100,904)								(3,100,904)		
1.4 Net	14,923,403								14,923,403		
2. In course of settlement:											
2.1 Resisted											
2.11 Direct	4,381,888						4,381,888				
2.12 Reinsurance assumed											
2.13 Reinsurance ceded											
2.14 Net	4,381,888		(b)	(b)		(b)	(b) 4,381,888				
2.2 Other											
2.21 Direct	679,653,774		8,451,575				37,043,385	623,472,127		10,686,687	
2.22 Reinsurance assumed	158,946,270							150,254,161		8,692,109	
2.23 Reinsurance ceded	276,563,322		2,397,382				695,028	258,197,538		15,273,373	
2.24 Net	562,036,722		(b) 6,054,193	(b)		(b)	(b) 36,348,356	(b) 515,528,750	(b)	(b) 4,105,423	
3. Incurred but unreported:											
3.1 Direct	328,788,313		1,128,000				207,929,849	102,014,679		17,715,786	
3.2 Reinsurance assumed	74,183,299						90,769	71,954,873		2,137,657	
3.3 Reinsurance ceded	77,055,483		585,000				240,483	57,246,577		18,983,423	
3.4 Net	325,916,129		(b) 543,000	(b)		(b)	(b) 207,780,136	(b) 116,722,975	(b)	(b) 870,019	
4. TOTALS											
4.1 Direct	1,012,823,975		9,579,575				249,355,122	725,486,806		28,402,473	
4.2 Reinsurance assumed	244,952,068						90,769	234,031,533		10,829,766	
4.3 Reinsurance ceded	350,517,900		2,982,382				935,511	312,343,211		34,256,796	
4.4 Net	907,258,143	(a)	(a) 6,597,193				(a) 248,510,380	647,175,128		4,975,442	

(a) Including matured endowments (but not guaranteed annual pure endowments) unpaid amounting to \$0 in Column 2, \$0 in Column 3 and \$0 in Column 7.

(b) Include only portion of disability and accident and health claim liabilities applicable to assumed "accrued" benefits. Reserves (including reinsurance assumed and net of reinsurance ceded) for unaccrued benefits for Ordinary Life Insurance \$967,174
 Individual Annuities \$0, Credit Life (Group and Individual) \$0, and Group Life \$384,755,955, are included in Page 3, Line 1, (See Exhibit 5, Section on Disability Disabled Lives); and for Group Accident and Health \$4,498,952,586
 Credit (Group and Individual) Accident and Health \$0, and Other Accident and Health \$540,615,434 are included in Page 3, Line 2 (See Exhibit 6, Claim Reserve).

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 2 - Incurred During the Year

	1 Total	2 Industrial Life (a)	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance (b)	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (c)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Settlements During the Year:											
1.1 Direct	3,169,547,527		33,528,531	604,008	1,147,847		976,249,765	27,225,308	1,815,953,928		314,838,140
1.2 Reinsurance assumed	375,264,350								274,328,976		100,935,374
1.3 Reinsurance ceded	1,246,672,032		9,286,357	598,008	849,510		488,416,534	20,110	465,101,344		282,400,169
1.4 Net	(d) 2,298,139,845		24,242,174	6,000	298,337		487,833,231	27,205,198	1,625,181,560		133,373,345
2. Liability December 31, current year from Part 1:											
2.1 Direct	1,012,823,975		9,579,575				249,355,122		725,486,806		28,402,473
2.2 Reinsurance assumed	244,952,068						90,769		234,031,533		10,829,766
2.3 Reinsurance ceded	350,517,900		2,982,382				935,511		312,343,211		34,256,796
2.4 Net	907,258,143		6,597,193				248,510,380		647,175,128		4,975,442
3. Amounts recoverable from reinsurers December 31, current year	53,236,954						2,826,280		38,542,162		11,868,512
4. Liability December 31, prior year:											
4.1 Direct	975,889,226		7,034,051				260,018,000		678,658,846		30,178,329
4.2 Reinsurance assumed	308,536,080						90,769		281,761,933		26,683,378
4.3 Reinsurance ceded	359,012,094		1,985,557				2,124,549		304,487,746		50,414,242
4.4 Net	925,413,212		5,048,494				257,984,220		655,933,033		6,447,465
5. Amounts recoverable from reinsurers December 31, prior year	44,597,037						1,753,169		30,513,991		12,329,877
6. Incurred Benefits											
6.1 Direct	3,206,482,276		36,074,055	604,008	1,147,847		965,586,887	27,225,308	1,862,781,888		313,062,284
6.2 Reinsurance assumed	311,680,338								226,598,576		85,081,762
6.3 Reinsurance ceded	1,246,817,755		10,283,182	598,008	849,510		488,300,607	20,110	480,984,980		265,781,358
6.4 Net	2,271,344,859		25,790,873	6,000	298,337		477,286,280	27,205,198	1,608,395,484		132,362,687

(a) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$0 in Line 1.1, \$0 in Line 1.4.
 \$0 in Line 6.1, and \$0 in Line 6.4.

(b) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$454,401 in Line 1.1, \$437,371 in Line 1.4.
 \$454,401 in Line 6.1, and \$437,371 in Line 6.4.

(c) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$0 in Line 1.1, \$0 in Line 1.4.
 \$0 in Line 6.1, and \$0 in Line 6.4.

(d) Includes \$17,708,091 premiums waived under total and permanent disability benefits.
 Prior year balances in line 4.2 columns 1 and 9 increased \$2,717,487 due to reinsurance assumed and \$83,698 due to foreign currency translation.
 Prior year balances in line 4.3 columns 1 and 9 decreased \$36,413 due to foreign currency translation.
 Prior year balances in lines 4.2 and 4.3 columns 1 and 9 increased \$10,715,450 due to reclassification of prior year assumed and ceded reinsurance.
 Prior year balances in lines 4.2 and 4.3 columns 1 and 11 decreased \$1,147,595 due to reclassification of prior year assumed and ceded reinsurance.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

EXHIBIT OF NON-ADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			
2. Stocks (Schedule D):			
2.1 Preferred stocks			
2.2 Common stocks			
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			
3.2 Other than first liens			
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			
4.2 Properties held for the production of income			
4.3 Properties held for sale			
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA)			
6. Contract loans			
7. Other invested assets (Schedule BA)			
8. Receivable for securities			
9. Aggregate write-ins for invested assets			
10. Subtotals, cash and invested assets (Lines 1 to 9)			
11. Investment income due and accrued			
12. Premiums and considerations:			
12.1 Uncollected premiums and agents' balances in the course of collection	9,155,856	14,931,585	5,775,729
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
12.3 Accrued retrospective premiums			
13. Reinsurance:			
13.1 Amounts recoverable from reinsurers	3,877,950	1,526,076	(2,351,874)
13.2 Funds held by or deposited with reinsured companies			
13.3 Other amounts receivable under reinsurance contracts	1,309,777	0	(1,309,777)
14. Amounts receivable relating to uninsured plans			
15.1 Current federal and foreign income tax recoverable and interest thereon			
15.2 Net deferred tax asset	294,523,000	290,142,000	(4,381,000)
16. Guaranty funds receivable or on deposit			
17. Electronic data processing equipment and software			
18. Furniture and equipment, including health care delivery assets	1,686,525	1,396,943	(289,582)
19. Net adjustment in assets and liabilities due to foreign exchange rates			
20. Receivable from parent, subsidiaries and affiliates			
21. Health care and other amounts receivable	14,083,132	19,076,707	4,993,575
22. Other assets nonadmitted	306,026	977,486	671,460
23. Aggregate write-ins for other than invested assets	5,724,720	4,894,574	(830,146)
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	330,666,986	332,945,372	2,278,385
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
26. Total (Lines 24 and 25)	330,666,986	332,945,372	2,278,385
DETAILS OF WRITE-INS			
0901. Schedule DB derivatives			
0902.			
0903.			
0998. Summary of remaining write-ins for Line 9 from overflow page			
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)			
2301. Other assets	4,960,032	2,761,247	(2,198,785)
2302. Accounts receivable - securities sold	764,688	343,588	(421,100)
2303. Accounts receivable from group clients and administrators	0	1,789,740	1,789,740
2398. Summary of remaining write-ins for Line 23 from overflow page			
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	5,724,720	4,894,574	(830,145)

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Unum Life Insurance Company of America (the Company) have been completed in accordance with Statutory Accounting Principles (SAP) prescribed in the National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures* manual. The Maine Bureau of Insurance (the Bureau) has adopted no accounting practices that differ materially from SAP.

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with SAP requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein.

C. Accounting Policy

Life and accident and health premiums are recognized as revenue when due from policyholders. Expenses incurred in connection with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred.

Investments are stated as follows:

Issuer obligations are generally carried at amortized cost using the interest method.

Single class and multi-class mortgage-backed/asset-backed securities are stated at amortized cost using the interest method including anticipated prepayments at the date of purchase with significant changes in estimated cash flows from the original purchase assumptions accounted for using the retrospective method.

Preferred stocks are generally stated at cost.

Common stocks of unaffiliated companies are stated at market. Common stocks of insurance affiliates are recorded based on the Company's equity ownership in the underlying statutory-basis net assets excluding surplus debentures. Common stocks of non-insurance affiliates are recorded based on the audited GAAP equity of the investee, adjusted for certain non-admitted goodwill.

Mortgage loans are stated at the aggregate unpaid principal balance.

Real estate is carried at the lower of aggregate cost or market net of encumbrances.

Contract loans are stated at the aggregate unpaid balance.

Short-term investments and cash equivalents are carried at cost.

Other long-term invested assets, excluding surplus debentures, are accounted for using the equity method. Surplus debentures are carried at amortized cost.

Derivative instruments are valued consistently with the hedged items. Hedges of fixed income assets and/or liabilities are valued at amortized cost. Hedges of items carried at market value are valued at market value. Derivatives that cease to be effective hedges are valued at market value.

The Company considers anticipated investment income in its review of reserves for potential premium deficiencies.

Liabilities for losses and loss/claim adjustment expenses for accident and health contracts are estimated using statistical claim development models and tabular reserves employing assumptions concerning mortality, morbidity, and social security as well as discount rates specified by regulatory authorities for accident and health business.

2. Accounting Changes and Corrections of Errors

- A. During 2002, 2001, and 2000, the Company recorded other than temporary impairments on certain of its bonds based on values that included their quoted market prices, as well as to give effect to analysis by the Company with respect to certain issuers of bonds that perhaps was not reflected in those market prices. The Company has concluded that not relying solely on quoted market prices for its other than temporary impairment charges was an erroneous interpretation of Statements of Statutory Accounting Principles No. 26, *Bonds, excluding Loan-backed and Structured Securities* (SSAP 26). The impact to the Company's surplus was \$(17.0) million at December 31, 2002. The Company had filed its 2002 Statutory Annual Statement at the time it determined that the provisions of SSAP 26 had been inappropriately applied. As such, the correction was not included in the Company's 2002 Statutory Annual Statement, but was recorded during the first quarter of 2003 and is reported on line 53 of the Summary of Operations as an adjustment to prior year's surplus.

- B. Not applicable

3. Business Combinations and Goodwill

Not applicable

NOTES TO FINANCIAL STATEMENTS

4. Discontinued Operations

Not applicable

5. Investments

A. Mortgage Loans

- (1) The maximum and minimum lending rates for commercial mortgage loans during 2004 were 6.2% and 5.4%.
- (2) Not applicable
- (3) The maximum percentage of any one loan to the value of security at the time of the loan, exclusive of insured or guaranteed or purchase money mortgages, is generally 75% for first mortgages and 80 to 85% for second mortgages.
- (4) Not applicable
- (5) Not applicable

	2004	2003
	(\$ in millions)	
(6) Current year impaired loans with a related allowance for credit losses	\$-	\$ -
a. Related allowance for credit losses	-	-
(7) Impaired mortgage loans without an allowance for credit losses	-	-
(8) Average recorded investment in impaired loans	-	1.2
(9) Interest income recognized during the period the loans were impaired	-	-
(10) Amount of interest income recognized on a cash basis during the period the loans were impaired	-	-
(11)		
(a) Balance in Allowance for Credit Losses, Beginning of Period	\$-	\$2.4
(b) Additions charged to operations	-	2.0
(c) Direct write-downs charged against the allowance	-	4.4
(d) Recoveries of amounts previously charged off	-	-
(e) Balance in Allowance for Credit Losses, End of Period	<u>\$-</u>	<u>\$ -</u>

- (12) The Company recognizes interest income on impaired loans when the income is received.

B. Not applicable

C. Not applicable

D. Loan-Backed Securities

- (1) For applying the retrospective method, the Company has elected to use the book value as of January 1, 1994 as the cost for securities purchased prior to that date.
- (2) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from broker dealer survey values and internal estimates.
- (3) Not applicable

E. Repurchase Agreements

Company policies require a minimum of 102% of the fair value of securities purchased under repurchase agreements to be maintained as collateral.

NOTES TO FINANCIAL STATEMENTS

The following is a description of the securities subject to reverse repurchase agreements:

Description	Interest Rate	Maturity	Book Value	Fair Value
Agreements with a legal right of offset:				
FHLMC 6.5%	2.48%	1/27/2005	\$ 55,703,000	\$ 55,703,000
FHR 2427 EZ	2.48%	1/27/2005	83,908,000	83,908,000
FHR 2434 Z	2.48%	1/27/2005	27,825,000	27,825,000
FHR Z	2.48%	1/27/2005	38,500,000	38,500,000
FHR Z	2.48%	1/27/2005	<u>39,428,000</u>	<u>39,428,000</u>
			<u>\$245,364,000</u>	<u>\$245,364,000</u>

The following is a description of the securities underlying the Company's repurchase agreements:

Description	Interest Rate	Maturity	Book Value	Fair Value
New T/R Whole Loan	2.63%	1/27/2005	\$135,163,380	\$135,163,380
Chryslars Warehouse Whole Loan	2.63%	1/27/2005	36,149,762	36,149,762
First Fran Whole Loan	2.63%	1/27/2005	27,606,033	27,606,033
Indy Mac Whole Loan	2.63%	1/27/2005	22,621,987	22,621,987
SEC Bankers Whole Loan	2.63%	1/27/2005	13,117,520	13,117,520
My Mortgage / LA	2.63%	1/27/2005	12,476,167	12,476,167
Accredited Whole Loan	2.63%	1/27/2005	49,766	49,766
Greenpoint Whole Loan	2.63%	1/27/2005	5,089,569	5,089,569
Delta Funding Corp	2.63%	1/27/2005	<u>2,110,110</u>	<u>2,110,110</u>
			<u>\$254,384,294</u>	<u>\$254,384,294</u>

F. Not applicable

6. Joint Ventures, Partnerships and Limited Liability Companies

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

- A. The Company does not accrue investment income on bonds and mortgage loans where collection of interest is uncertain.
- B. The total amount excluded from investment income due and accrued as of December 31, 2004 was \$28.1 million.

8. Derivatives

The Company takes positions from time to time in certain derivative financial instruments to hedge interest rate risks and to improve the matching of its assets and liabilities. Financial instruments used for such purposes include interest rate swaps, options on forward interest rate swaps, foreign currency interest rate swaps and forward contracts on credit spreads. See Schedule DB.

Interest rate swaps are used to hedge interest rate risks and to improve the matching of assets and liabilities. An interest rate swap is an agreement in which the Company agrees with other parties to exchange, at specified intervals, the difference between fixed rate and variable rate interest amounts, calculated by reference to an agreed upon notional principal amount. No cash is exchanged at the outset of the contract, and no principal payments are made by either party. Thus, the book value of these interest rate swaps is zero, and they are recorded "off-balance sheet." A single net payment is usually made by one counterparty at each due date and is recorded as a component of investment income. The Company has certain forward interest rate swap agreements where the exchange of interest payments does not begin until a specified future date. These swaps are identified as cash flow hedges and their purpose is to hedge the anticipated purchase of long-term bonds. The Company intends to settle for cash the forward interest rate swap agreements prior to the commencement of the exchange of interest payment streams. For those swaps that qualify as effective hedges, the gain or loss upon termination of the swaps is used to adjust the basis of the purchased bonds. For those swaps that are not effective hedges, the gain or loss upon termination is reported as a capital gain or loss in the Summary of Operations.

Options on forward interest rate swaps are used to hedge the interest rate risk on insurance liabilities with minimum interest rate guarantees. In order to hedge this interest rate risk, the Company purchased options on forward interest rate swaps. By purchasing options on the interest rate swaps, the Company is able to lock in the minimum investment yields needed to meet the required interest rate guarantee on the aforementioned insurance liabilities. If interest rates rise above the option's strike rate, the Company would not exercise the option, but instead would invest cash flows at the higher rates. If interest rates fall below the option's strike rate, the Company would exercise the option to enter a receive fixed/pay floating forward interest rate swap. In the event the options are exercised, the Company intends to settle, for cash, the forward interest rate swap agreements prior to commencement of the exchange of interest payments.

NOTES TO FINANCIAL STATEMENTS

Foreign currency interest rate swaps are used to hedge the currency risk of certain foreign currency denominated long-term bonds owned. These derivatives are identified as cash flow hedges of the forecasted functional-currency-equivalent cash flows associated with the foreign currency denominated long-term bonds. Under these currency swaps, the Company agrees to pay, at specified intervals, fixed rate foreign currency denominated interest payments to the counterparty in exchange for fixed rate U.S. dollar denominated interest payments. These interest payments are calculated by reference to agreed upon notional principal amounts. The net amount received is reported as a component of investment income. At maturity date, the Company will pay the foreign currency denominated notional amount to the counterparty in exchange for the U.S. dollar denominated notional amount. By entering into this currency swap, the Company has effectively converted a foreign currency denominated asset into a U.S. dollar denominated asset. Upon termination, gains or losses will be recognized immediately in the Summary of Operations, in a manner consistent with the hedged item.

Forward contracts on credit spreads are used to hedge fluctuations in the credit risk rate and to improve the matching of assets and liabilities. A forward contract on credit spreads is an agreement in which the Company agrees with other parties to settle for cash, at a specified future date, the computed value of the change in credit spreads of a specific bond. The Company intends to purchase this specific bond at its current market value at the same time the forward contract is terminated. Generally, no cash is exchanged at the outset of the contract although under certain circumstances, the Company may pay cash to open the contract. In the event cash is paid to open the contract, the cost of the contract is carried as a write-in invested asset on the Assets page. These forward contracts are identified as cash flow hedges, and by entering into these contracts, the Company is able to lock in the credit spread component of the specific underlying bond's purchase yield. The settlement dates of the forward contracts correspond to the settlement dates of the previously mentioned forward interest rate swap agreements. This combination of derivative instruments allows the Company to lock in the interest rate component and the credit spread component of yields on future bond purchases. For those forwards that qualify as effective hedges, the gain or loss upon termination of the forwards is used to adjust the basis of the purchased bonds. For those forwards that are not effective hedges, the gain or loss upon termination is reported as a capital gain or loss in the Summary of Operations.

Shown below are the forecasted purchase dates and amounts of the investments being hedged (\$ in millions):

<u>Forecasted Purchase Date</u>	<u>Amount of Investment</u>
Forward interest rate swaps:	
2005	\$242.0
2006	285.0
2007	285.0
2008	295.0
2009	265.0
2010	240.0
2011	205.0
2012	185.0
2013	150.0
Options on forward interest rate swaps:	
2005	\$450.0
2006	335.0

The basic types of risks associated with derivatives are market risk (that the value of the derivative will be adversely impacted by changes in the market, primarily the change in interest rates) and credit risk (that the counterparty will not perform according to the terms of the contract). The market risk of derivatives should generally offset the market risk associated with the hedged financial instrument or liability. The Company is exposed to credit-related losses in the event of non-performance by counterparties to the financial instruments, but it does not expect any counterparties to fail to meet their obligations given their high credit ratings. The credit exposure of derivatives is limited to the value of those contracts in a net gain position. The Company mitigates credit risk by entering into master agreements with its counterparties whereby contracts in a gain position can be offset against contracts in a loss position. Additionally, the Company typically enters into bilateral, cross-collateralization agreements with its counterparties. These agreements require the counterparty in a loss position to submit acceptable collateral with the other counterparty in the event the net loss position meets or exceeds \$2.5 million. See Schedule DB Part E for detail of the Company's counterparty exposure.

The Company did not have any ineffective hedges during the year and did not exclude any component of the derivatives' gain or loss from the assessment of hedge effectiveness. During the current year, the Company did not discontinue any cash flow hedges as a result of the forecasted transactions no longer being probable of occurring.

9. Income Taxes

The Company's federal income tax return is consolidated with the following entities:

UnumProvident Corporation (UnumProvident) (ultimate parent company), First Unum Life Insurance Company, Colonial Life & Accident Insurance Company, Unum Holding Company, Unum Development Corporation, Claims Services International, Inc., Duncanson & Holt, Inc., Duncanson & Holt Services, Inc., Colonial Companies, Inc., Benefit America, Inc., UnumProvident International, Ltd., Options & Choices, Inc., Unum International Underwriters, Inc., GENEX Services, Inc., GENEX Services, Inc. of Ohio, GENEX Services of Canada, Inc., GENEX Consultants, Inc., The Paul Revere Corporation, and PrimeCor, Inc.

The Company is a party to a written tax sharing agreement with the consolidated group members listed above. The agreement provides that the portion of the consolidated tax liability allocated to the Company is based on its separate return tax liability. Under the agreement, additional tax benefits are allocated to the Company for its portion of net operating losses and tax credit carryforwards in the year they are used by the consolidated group.

NOTES TO FINANCIAL STATEMENTS

The provision for income tax incurred (benefit) consists of the following major components (\$ in millions):

	For the Year Ended December 31	
	<u>2004</u>	<u>2003</u>
From Operations	\$(4.0)	\$(70.9)
From Capital Gains (Losses)	0.9	1.0
Utilization of Net Operating Loss Carryforward	<u>(4.8)</u>	<u>-</u>
Income Tax Incurred	<u><u>\$(7.9)</u></u>	<u><u>\$(69.9)</u></u>

The provision for federal income taxes incurred is different from the amount obtained by applying the federal statutory rate of 35% to pretax net income as shown below (\$ in millions). Prior amounts have been reclassified to conform to the current year presentation.

	For the Year Ended December 31			
	<u>2004</u>		<u>2003</u>	
Provision Computed at Statutory Rate	\$ 24.5		\$(31.6)	
From Operations	<u>(3.0)</u>		<u>(11.0)</u>	
From Capital Gains (Losses) before IMR	21.5	35.0%	(42.6)	35.0%
Total Tax at Statutory Rate				
Change in Reserves Through Surplus	(15.1)	(24.6)	-	-
Amortization of Reinsurance Gains	(13.4)	(21.8)	7.9	(6.5)
Prior Year Items Through Surplus	(12.8)	(20.8)	-	-
Prior Year Tax	(6.8)	(11.1)	4.5	(3.7)
Change in Non-admitted Assets	7.9	12.9	2.6	(2.1)
Tax Exempt Income	(3.9)	(6.3)	(3.4)	2.8
Nondeductible Penalties	1.6	2.6	0.1	(0.1)
IMR Amortization	(3.2)	(5.2)	(3.7)	3.0
Other	<u>0.1</u>	<u>0.1</u>	<u>0.4</u>	<u>(0.3)</u>
Total	<u><u>\$(24.1)</u></u>	<u><u>(39.2)%</u></u>	<u><u>\$(34.2)</u></u>	<u><u>28.1%</u></u>
Federal Income Tax Incurred	\$ (7.9)	(12.9)%	\$(69.9)	57.4%
Change in Net Deferred Income Taxes	<u>(16.2)</u>	<u>(26.3)</u>	<u>35.7</u>	<u>(29.3)</u>
Total Statutory Income Taxes	<u><u>\$(24.1)</u></u>	<u><u>(39.2)%</u></u>	<u><u>\$(34.2)</u></u>	<u><u>28.1%</u></u>

The components of the net deferred tax asset at December 31, 2004 and 2003 are shown below (\$ in millions).

	December 31		
	<u>2004</u>	<u>2003</u>	<u>Change</u>
<i>Deferred Tax Asset</i>			
Loss Carryforwards	\$ 126.1	\$ 112.6	\$ 13.5
Deferred Policy Acquisition Costs	95.4	90.6	4.8
Invested Assets	69.1	80.0	(10.9)
Accrued Liabilities	16.2	12.9	3.3
Policy Reserve Adjustments	19.5	9.2	10.3
Accounts Receivable	10.5	6.3	4.2
Property and Equipment	4.1	5.9	(1.8)
Other	<u>3.3</u>	<u>10.5</u>	<u>(7.2)</u>
Gross Deferred Tax Asset	344.2	328.0	16.2
Deferred Tax Asset Non-admitted	<u>(294.5)</u>	<u>(290.1)</u>	<u>(4.4)</u>
Admitted Deferred Tax Asset	49.7	37.9	11.8
<i>Deferred Tax Liability</i>			
	-	-	-
Net Deferred Tax Asset	<u><u>\$ 49.7</u></u>	<u><u>\$ 37.9</u></u>	<u><u>\$ 11.8</u></u>

As of December 31, 2004 and 2003, tax related balances due from (to) UnumProvident were \$3.2 and \$(16.8) million, respectively. There are no federal income taxes that are available for recoupment in the event of future losses.

As of December 31, 2004, the Company's remaining apportioned share of the consolidated net operating loss carryforward and capital loss carryforwards are \$356.9 million and \$3.5 million, respectively. The net operating loss carryforward, if unused, begins to expire in 2019 and the capital loss carryforward, if unused, expires in 2008.

As of December 31, 2004, the Company has a minimum tax credit carryforward of \$2.7 million which may be carried forward indefinitely.

10. Information Concerning Parent, Subsidiaries, and Affiliates

- A. Nature of the Relationship: Unum Life Insurance Company of America (the Company), a wholly-owned subsidiary of UnumProvident. See Schedule Y – Part 1 for complete listing of affiliates.

NOTES TO FINANCIAL STATEMENTS

B. & C.

On June 21, 2004, the Company received a \$30.0 million capital contribution from UnumProvident. During 2003, the Company received the following capital contributions from UnumProvident (\$ in millions):

<u>Date</u>	<u>Amount</u>
May 15	\$ 50.0
May 31	160.0

During 2004, the Company purchased \$102.4 million in book value of bonds (par value \$117.1 million) from Provident Life and Accident Insurance Company at the market value of \$114.4 million. The Company also purchased \$154.3 million in book value of bonds (par value \$164.3 million) from The Paul Revere Life Insurance Company at the market value of \$179.8 million. During 2003, the Company acquired \$131.9 million in book value of bonds (par value \$145.8 million) from Provident Life and Accident Insurance Company at the market value of \$149.0 million.

During the second quarter of 2003, UnumProvident settled intercompany payable/receivable balances with the Company of approximately \$300.0 million. The assets transferred from UnumProvident to the Company to settle the Company's receivable from UnumProvident included 100% of the common stock of GENEX Services, Inc. (GENEX), valued at \$160.4 million at the date of transfer, and cash of approximately \$130.0 million. GENEX was wholly owned by UnumProvident prior to the full transfer of ownership to the Company. The settlement was deemed an economic transaction in accordance with Statement of Statutory Accounting Principles No. 25 and recorded at fair value at the date of the transaction.

The short-term, intercompany borrowing and lending activities of the Company are listed below:

Borrowing Entity	Lending Entity	Date Borrowed	Amount Borrowed	Date Repaid	Interest Paid
Provident Life and Accident Insurance Company	Unum Life Insurance Insurance Company of America	07/27/04	\$ 96,850,000	07/28/04	\$ 3,659
		07/28/04	103,220,000	07/29/04	3,871
		07/29/04	105,692,349	07/30/04	3,963
		07/30/04	124,522,610	08/02/04	14,320
		08/02/04	118,000,000	08/03/04	4,556
		08/03/04	113,349,508	08/04/04	4,345
		08/04/04	96,019,504	08/05/04	3,707
		08/05/04	94,512,421	08/06/04	3,754
		08/06/04	92,548,247	08/09/04	11,260
		08/09/04	119,245,945	08/10/04	4,869
		08/10/04	118,733,800	08/11/04	5,013
		08/11/04	112,812,612	08/12/04	4,857
		08/12/04	121,997,076	08/13/04	5,253
		08/13/04	128,087,010	08/16/04	16,758
		08/16/04	111,312,853	08/17/04	4,854
		08/17/04	107,919,497	08/18/04	4,677
		08/18/04	115,003,879	08/19/04	5,015
		08/19/04	123,842,610	08/20/04	5,367
		08/20/04	118,380,717	08/23/04	15,389
		08/23/04	116,765,816	08/24/04	5,092
		08/24/04	114,759,714	08/25/04	5,037
		08/25/04	111,558,016	08/26/04	4,896
		08/26/04	134,918,684	08/27/04	5,809
		08/27/04	136,488,169	08/30/04	18,198
		08/30/04	149,550,310	08/31/04	6,522
		08/31/04	151,907,260	09/01/04	6,751
		09/01/04	141,470,541	09/02/04	4,166
		09/02/04	125,361,342	09/03/04	5,537
		09/03/04	121,545,830	09/07/04	21,338
		09/07/04	122,387,193	09/08/04	5,405
09/08/04	121,119,661	09/09/04	5,383		
09/09/04	124,729,333	09/10/04	5,509		
09/10/04	129,466,017	09/13/04	17,046		
09/13/04	132,900,390	09/14/04	5,944		
09/14/04	130,231,787	09/15/04	5,824		
09/15/04	118,304,887	09/16/04	5,291		
09/16/04	141,818,480	09/17/04	6,421		
09/17/04	139,372,690	09/20/04	19,628		
09/20/04	145,371,882	09/21/04	6,744		
09/21/04	139,317,297	09/22/04	6,927		
09/22/04	140,643,063	09/23/04	6,993		
09/23/04	134,614,811	09/24/04	6,731		
09/24/04	130,603,581	09/27/04	19,699		
09/27/04	128,928,299	09/28/04	6,482		
09/28/04	140,361,771	09/29/04	7,096		

D. Amounts reported on pages 2 and 3 herein as receivables from or payables to parent, subsidiaries, and affiliates result from normal, ongoing business processes and are settled in full on a monthly basis.

NOTES TO FINANCIAL STATEMENTS

- E. Not applicable
- F. The Company provides to and receives from its affiliates certain administrative, investment, and actuarial services, the cost of which was negotiated in an arms-length transaction.
- G. All outstanding shares of the Company are owned by UnumProvident, a non-insurance holding company incorporated in Delaware. Various other affiliates are under the ownership of UnumProvident, but all transactions between affiliates are arms-length in nature and do not result in the operating results or financial position of the Company being significantly different from those that would have been obtained if the enterprises were autonomous.
- H. Not applicable
- I. Not applicable
- J. Not applicable

11. Debt

Not applicable

12. Retirement Plans, Deferred Compensation, Postemployment Benefits, and Compensated Absences and Other Postretirement Benefit Plans

The Company purchases services from its affiliates in accordance with an intercompany cost sharing arrangement. There is no obligation on the part of the Company beyond the amounts paid as part of the cost of services purchased.

13. Capital and Surplus, Shareholders' Dividend Restrictions, and Quasi-Reorganizations

- (1) The Company has 1,000,000 shares authorized and 500,000 shares issued and outstanding. Par value is \$10.00 per share.
- (2) The Company has no preferred stock outstanding.
- (3) The maximum amount of dividends which can be paid to shareholders by Maine domiciled insurance companies without prior approval by the Bureau is subject to restrictions relating to the greater of ten percent of an insurer's surplus as regards policyholders as of the preceding year end or the net gain from operations, excluding realized capital gains and losses, of the preceding year.
- (4) The portion of the Company's profits that may be payable as ordinary dividends to its stockholders is a function of the dividend restriction noted previously.
- (5) Not applicable
- (6) Not applicable
- (7) Not applicable
- (8) Not applicable
- (9) Unassigned funds are represented (reduced) as follows (\$ in millions):

a. unrealized gains and losses	\$ 14.5
b. nonadmitted asset values	\$(330.7)
c. separate account business	\$ -
d. asset valuation reserve	\$ (76.2)
e. reinsurance in unauthorized companies	\$ (6.9)

(10) Not applicable

(11) Not applicable

(12) Not applicable

14. Contingencies

- A. At December 31, 2004, the Company had capital commitments of \$10.0 million for certain privately placed investments.
- B. The Company accrues in its financial statements estimates of guaranty fund assessments based on known insolvencies and historical Company state participation levels. A corresponding receivable is recorded for amounts estimated to be recoverable through future premium tax offsets. The liability and related receivable were approximately \$3.1 million and \$1.7 million, respectively, at December 31, 2004.
- C. Not applicable

NOTES TO FINANCIAL STATEMENTS

D. The Multidistrict Litigation - Policyholder Class Actions

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

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

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

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

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

On April 30, 2003, the case of Taylor, v. UnumProvident Corporation, et al., was filed in the Circuit Court for Shelby County, Tennessee, in the Thirteenth Judicial District at Memphis. The plaintiff seeks to represent all individuals who were insured by long-term disability policies issued by subsidiaries of UnumProvident and who did not obtain their coverage through employer sponsored plans and who had a claim denied, terminated, or suspended by a UnumProvident subsidiary after January 1, 1995. Plaintiff alleges that UnumProvident and its subsidiaries, including the Company, employed various unfair claim practices in assessing entitlement to benefits by class members during this period and, as a result, wrongfully denied legitimate claims. The plaintiff and the class seek contractual, equitable and injunctive relief. On June 9, 2003, the defendants removed this action to the United States District Court for the Western District of Tennessee. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation transfer order.

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

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complaint and will vigorously defend the litigation and any attempt to certify the putative class. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation order.

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

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

On December 22, 2003, the Tennessee Federal District Court entered an order consolidating all of the above actions other than the Taylor action for all pretrial purposes under the caption In re UnumProvident Corp. ERISA Benefit Denial Actions. Among other things, the court in that order appointed a lead counsel in the actions and directed lead counsel to file a consolidated amended complaint in the ERISA Benefit Denial Actions, which was filed on February 20, 2004. On March 26, 2004, the defendants answered the complaints in these actions, and simultaneously filed a motion for judgment on the pleadings in the ERISA Benefit Denial Actions. The court has not yet ruled upon that motion.

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

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

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

Claim Litigation

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

On December 11, 2003, the case of Jewel, et al. v. UnumProvident, et al., was filed in the Worcester County Superior Court, Commonwealth of Massachusetts. The Company received service of this matter on March 8, 2004. Plaintiffs seek to represent all individual long-term disability policyholders and all participants in group long-term disability plans which are not covered by ERISA who (a) had coverage issued by an insuring subsidiary and (b) whose claims for long-term disability benefits were denied, or whose payments of long-term disability benefits were terminated or suspended, on or after July 1, 1999. Plaintiffs allege that the defendants employed various unfair claim practices and seek declaratory, contractual, and injunctive relief. On April 20, 2004, the defendants answered the complaint by denying generally the allegations and asserting various defenses. On July 15, 2004, plaintiffs filed a motion seeking to certify a plaintiff class. The defendants opposed that motion. The hearing on the motion will take place on February 10, 2005. 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 court has postponed the hearing of the various motions on several occasions. There is currently no date set for further hearing.

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On December 20, 2004, Jeffrey A. Weiller v. New York Life Insurance Company, UnumProvident Corporation, and The Paul Revere Life Insurance Company, was filed in the Supreme Court of the State of New York. This complaint is brought by the plaintiff on behalf of himself and a purported class alleging that UnumProvident schemed to improperly deny or terminate legitimate claims filed under policies issued by several non-UnumProvident insurers on behalf of whom UnumProvident administers claims. The Company denies the allegations and will vigorously defend against the allegations raised in the complaint.

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 and information requests for additional information from the NYAG and various other regulatory agencies, including information regarding its quoting process, the placement of reinsurance coverages, and arrangements between UnumProvident's indirect subsidiary, GENEX Services, Inc., and certain third party administrators and preferred provider organizations. UnumProvident is reviewing its compensation policies and procedures for compliance with applicable legal requirements. As announced on October 19, 2004, UnumProvident 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 these 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 intends to cooperate fully 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 intends to cooperate fully with the Division's conduct of this examination.

On November 3 and 4, 2004, the five principal insurance subsidiaries of UnumProvident doing business in North Carolina received Demands for Information from the North Carolina Department of Insurance. The Demands related to the issue of "bid rigging" in the state of North Carolina as it pertains to any resident of North Carolina or any business transacted in the state of North Carolina. Each of the subsidiaries responded on December 7, 2004.

On November 19, 2004, the Maine Bureau of Insurance delivered a formal Letter of Inquiry to the Company. The inquiry contains a series of questions related to compensation arrangements with producers and quoting practices in the market place. There is also an accompanying request for documents related to compensation arrangements. The Company intends to fully cooperate with the Maine Bureau on this inquiry.

On November 30, 2004, the Massachusetts Attorney General issued a Civil Investigative Demand to the Company relative to the sale of group life insurance to employees of the state of Massachusetts. The inquiry relates to bonus payments made to an insurance broker who was hired by the state to oversee the bidding process related to this coverage. These bonus payments were later recouped by the Company in cooperation with the Group Insurance Commission of Massachusetts. The Company intends to fully cooperate with the Attorney General's inquiry into the same matter.

On December 8, 2004, the Massachusetts Attorney General (Insurance Division) issued a Civil Investigative Demand to UnumProvident regarding broker compensation and quoting practices in the state of Massachusetts. The Demand also makes specific inquiry into quotes provided to Universal Life Resources on risks located in Massachusetts. UnumProvident intends to fully cooperate with the Attorney General with regard to this Demand.

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. This multistate examination resulted in a report and a regulatory settlement agreement that became effective on December 21, 2004 when the required number of participating states consented to the agreement. The examination report made no findings of violations of law or regulations. The examination identified areas of concern which became the focus of certain changes and enhancements to UnumProvident's disability claims handling operations and were designed to assure that each claim decision is made in a consistently high quality manner. In addition to enhancements to UnumProvident's claim handling procedures, the primary components of the settlement agreement include a reassessment of certain previously denied or closed claims, additional corporate and board governance and payment of a fine in the amount of \$15.0 million to be allocated among the states and jurisdictions that join the agreement. Currently, 48 states and the District of Columbia have consented to the settlement agreement. In conjunction with the settlement, the Company in 2004 recorded a charge of \$98.7 million before tax, or \$73.3 million after tax for the incremental direct operating expenses, benefit costs, and fine.

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In addition, the U.S. Department of Labor, which had been conducting an inquiry relating to certain ERISA plans, has joined the settlement agreements. The Office of the New York Attorney General, which had engaged in its own investigation of UnumProvident's claim handling practices, has notified UnumProvident that it is in support of the settlement and is, therefore, closing its investigation on this issue.

While the multistate examination has been in progress, several states have continued their own market conduct examinations and investigations, which include claim related as well as certain other state specific issues. Although Minnesota is participating in the multistate settlement agreement, UnumProvident recently settled three prior market conduct examinations dating back to 1995 and paid a fine of \$250,000. California has declined to participate in the multistate settlement agreement and will continue to pursue their own examination which began in 2002. Arizona and New Mexico are expected to participate in the multistate settlement agreement, and they may continue to pursue their own examinations on state specific non-disability claim issues.

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 the Company 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 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 (ULR), 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. In November 2004, the plaintiff in the action indicated his intention to file an Amended Complaint in the action. On January 10, 2005, an amended complaint was filed and the amendment included the insertion of a new plaintiff, Cynthia Brandes. The case is now entitled, Cynthia Brandes individually and on behalf of all those similarly situated v. Universal Life Resources et al. The Company denies the allegations of the complaint and will vigorously defend the litigation.

On November 17, 2004, an action purporting to seek injunctive relief pursuant to the California Insurance Code, The People of the State of California by and through John Garamendi, Insurance Commissioner of the State of California v. Universal Life Resources, et al., was filed in the Superior Court of the State of California for the County of San Diego. Allegations are made against ULR, a major broker, and several major insurers, including UnumProvident, claiming that the broker was paid undisclosed or inadequately disclosed fees, commissions and other compensation as kickbacks by the insurer defendants in return for the broker steering its clients to purchase insurance policies and other services from the insurer defendants. In addition to injunctive relief, the complaint purports to seek the imposition of a trust to recover any funds acquired by any practice the Court may find to have been in violation of the Insurance Code or the regulations promulgated thereunder. The case was removed to the United States District Court for the Southern District of California on January 3, 2005. On January 24, 2005, the plaintiff filed a motion to remand the case to state court.

On or about January 10, 2005, an amended complaint was filed in the case of United Policyholders, on behalf of the general public, v. Universal Life Resources et al., in the Superior Court of the State of California, County of San Diego. UnumProvident was named as a defendant in this amended complaint. The complaint alleges violations of California Business and Professions Code section 17200 in connection with ULR defendants' insurance brokering services and the insurance defendants' sale of insurance to ULR customers and their employees. The complaint seeks injunctive relief and equitable relief in the form of restitution. The Company denies the allegations in the complaint and will vigorously defend the case.

In September 2003, United States of America ex. rel. Patrick J. Loughren v. UnumProvident Corporation and GENEX Services, Inc., was filed in the United States District Court for the District of Massachusetts. This is a Qui Tam action to recover damages and civil penalties on behalf of the United States of America alleging false statements and claims were made or caused to be made by UnumProvident and GENEX to the United States of America in violation of the False Claims Act. The action was originally filed under seal to provide the government the opportunity to investigate the allegations and prosecute the action if they believed that the case had merit and warranted their attention. The government has turned down the option to prosecute the case and, as a result, the seal was lifted and the case became a matter of public record on December 23, 2004. This litigation relates to the assistance provided to UnumProvident Corporation insurance subsidiary claimants in their pursuit of, or application for, benefits from the Social Security Administration by UnumProvident and GENEX employees, agents or any employees of its subsidiary companies. The Company denies the complaint and will vigorously defend the case.

On January 14, 2005, Shell Vacations LLC on behalf of itself and all others similarly situated v. Marsh and McLennan Companies Inc. et al., was filed in the United States District Court for the Northern District of Illinois. The complaint is a putative class action and alleges violations of the Sherman Act, RICO, federal and state common law, state antitrust laws, restitution and unfair and or deceptive trade practices laws. The allegations are brought against numerous broker organizations and insurers and assert claims based on big rigging, price fixing, and undisclosed and improper compensation practices. The complaint seeks disgorgement of profits, establishment of a constructive trust, damages including punitive damages and trebling of damages and injunctive relief. The Company denies the allegations of the complaint and will vigorously defend the case.

On January 21, 2005, Redwood Oil Company on behalf of itself and all others similarly situated v. Marsh and McLennan Companies Inc. et al., was filed in the United States District Court for the Northern District of Illinois. The complaint is a putative class action and alleges violations of the Sherman Act, RICO, federal and state common law, state antitrust laws, restitution and unfair and or deceptive trade practices laws. The allegations are brought against numerous broker organizations and insurers and assert claims

NOTES TO FINANCIAL STATEMENTS

based on bid rigging, price fixing, and undisclosed and improper compensation practices. The complaint seeks disgorgement of profits, establishment of a constructive trust, damages as provided by federal and state antitrust laws and by RICO. The Company denies the allegations of the complaint and will vigorously defend the case.

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

15. Leases

A. Lessee Leasing Arrangements

(1) The Company leases office space under various noncancelable operating leases that expire through 2009. Rental expense for 2004 and 2003 was approximately \$3.8 million and \$3.6 million, respectively.

(2) At December 31, 2004, the minimum aggregate rental commitments are as follows for the five succeeding years:

<u>Year Ended December 31</u>	<u>Operating Leases</u> (\$ in millions)
2005	\$3.2
2006	2.7
2007	2.6
2008	2.3
2009	0.1

(3) During 2003, the Company entered into a sales-leaseback agreement with a third party. The sale of the property resulted in a gain which was deferred and will be amortized over the five year lease term. At December 31, 2004 and 2003, a deferred gain of \$6.4 million and \$8.0 million, respectively, was reported as a liability write-in on page 3. The Company has no form of continuing involvement other than a normal leaseback.

B. Lessor Leases and Leveraged Leases

Not Applicable

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

A. The table below summarizes the notional amounts of the Company's financial instruments with off-balance sheet risk (\$ in millions):

	December 31	
	2004	2003
Foreign Currency Swaps – Receive Fixed/Pay Fixed	\$ 87.6	\$ -
Swaps - Receive Fixed/Pay Floating	2,152.0	2,301.0
Options on Interest Rate Swaps	785.0	-
Forward Contracts on Credit Spreads	-	37.0
Total	<u>\$3,024.6</u>	<u>\$2,338.0</u>

See Schedule DB of the Company's annual statement for additional detail.

B. The Company uses interest rate swaps to hedge interest rate risks and to improve the matching of its assets and liabilities. An interest rate swap is an agreement in which the Company agrees with other parties to exchange, at specified intervals, the difference between fixed rate and floating rate interest amounts, calculated by reference to an agreed upon notional principal amount. No cash is exchanged at the outset of the contract, and no principal payments are made by either party. A single net payment is usually made by one counterparty at each due date. The Company has certain forward interest rate swap agreements where the exchange of interest payments does not begin until a specified future date. The Company intends to settle for cash the forward interest rate swap agreements prior to commencement of the exchange of interest payments.

The Company uses foreign currency interest rate swaps to hedge the currency risk of certain foreign currency denominated fixed income securities owned. Under these currency swaps, the Company agrees to pay, at specified intervals, fixed rate foreign currency denominated interest payments to the counterparty in exchange for fixed rate U.S. dollar denominated interest payments. These payments are calculated by reference to agreed upon notional principal amounts. At maturity date, the Company will pay the foreign currency denominated notional amount to the counterparty in exchange for the U.S. dollar denominated notional amount. By entering into this currency swap, the Company has effectively converted a foreign currency denominated asset into a U.S. dollar denominated asset.

The Company has certain insurance liabilities with minimum interest rate guarantees. In order to hedge this interest rate risk, the Company purchased options on forward interest rate swaps. By purchasing options on the interest rate swaps, the Company is able to lock in the minimum investment yields needed to meet the required interest rate guarantee on its insurance liabilities. If interest rates rise above the option's strike rate, the Company would not exercise the option, but instead would invest at the higher rates. If interest

NOTES TO FINANCIAL STATEMENTS

rates fall below the option's strike rate, the Company would exercise the option to enter a receive fixed/pay floating forward interest rate swap. In the event the options are exercised, the Company intends to settle for cash the forward interest rate swap agreements prior to commencement of the exchange of interest payments.

The Company uses forward contracts on credit spreads to hedge fluctuations in the credit risk rate and to improve the matching of its assets and liabilities. A forward contract on credit spreads is an agreement in which the Company agrees with other parties to settle for cash, at a specified future date, the computed value of the change in credit spreads of a specific bond. Generally, no cash is exchanged at the outset of the contract although under certain circumstances, the Company may pay cash to open the contract. The Company intends to purchase this specific bond at its current market value at the same time the forward contract is terminated. By entering into the forward contract, the Company is able to lock in the credit spread component of this specific bond's purchase yield. The settlement dates of the forward contracts correspond to the settlement dates of the previously mentioned forward interest rate swap agreements. This combination of derivative instruments allows the Company to lock in the interest rate component and the credit spread component of yields on future bond purchases.

- C. The Company is exposed to credit-related losses in the event of nonperformance by counterparties to financial instruments, but it does not expect any counterparties to fail to meet their obligations given their high credit ratings. The credit exposure of derivatives is limited to the fair value of those contracts in a net gain position. The Company mitigates credit risk by entering into master agreements with its counterparties whereby contracts in a gain position can be offset against contracts in a loss position. See Schedule DB Part E for detail of the Company's counterparty exposures.
- D. Credit risk is managed by only entering into transactions with investment-grade counterparties and obtaining collateral where appropriate and customary. The Company typically enters into bilateral, cross-collateralization agreements with its counterparties. These agreements require the counterparty in a loss position to submit acceptable collateral with the other counterparty in the event the net loss position meets or exceeds \$2.5 million.

17. Sale, Transfer and Servicing of Financial Assets, and Extinguishments of Liabilities

- A. Not applicable
- B. Transfer and Servicing of Financial Assets
- (1) Not applicable
- (2) Securities are loaned to brokers during the normal course of business. For loaned securities, Company policies require a minimum of 102% of the fair value to be maintained as collateral. Generally, cash is received as collateral under these agreements. In the event that securities are received as collateral, they are restricted from general use by the Company. At December 31, 2004, the Company had \$214.5 million of bonds on loan. The Company is provided a degree of access to the assets permitting admission under SSAP No. 4. See Schedule D, Part 1, Column 3.
- (3) Not applicable
- C. Not applicable

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

- A. The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2004 (\$ in millions):

	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative Expenses (including administrative fees) in excess of actual expenses	\$ (8.3)	-	\$ (8.3)
b. Total net other income or expenses (including interest paid to or received from plans)	-	-	-
c. Total net gain or (loss) from operations	<u>\$ (8.3)</u>	-	<u>\$ (8.3)</u>
d. Total claim payment volume	<u>\$213.4</u>	-	<u>\$213.4</u>

- B. Not applicable
- C. Not applicable

NOTES TO FINANCIAL STATEMENTS

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Name and Address of Managing General Agent or Third Party Administrator	FEIN Number	Exclusive Contract	Types of Business Written	Type of Authority Granted *	Total Direct Premiums Written/ Produced By
A.C. Newman 4969 E. McKinley Ave., Suite 105 Fresno, CA 93727	94-2246862	No	Life & Health	P, C, U	\$ 32,780
BCC 111 Ryan Ct., Ste 300 Pittsburg, PA 15205	95-3851845	No	Life & Health	P	240,798
DRIASI 7930 Century Boulevard Chanhassen, MN 55317-8001	41-1430210	No	Life & Health	P	16,732,142
LifeHelp Insurance Admin Services P.O. Box 991850 Redding, CA 96099-1850	94-2156207	No	Life & Health	P	1,982,432
MGM (Mass Group Marketing) 2121 N. Glenville Drive Richardson, TX 75082	75-1705844	No	Life & Health	P	64,262,319
National Benefit Partner 303 East South Temple Salt Lake City, UT 84111	86-0934038	No	Life & Health	P	<u>31,060,461</u>
				Total	<u>\$114,310,932</u>

* C -	Claims Payment	B -	Binding Authority
CA -	Claims Adjustment	P -	Premium Collection
R -	Reinsurance Ceding	U -	Underwriting

20. September 11 Events

As a result of the events of September 11, 2001, the Company recognized a 2001 before-tax charge of \$12.7 million. This charge includes estimated gross ultimate losses from reported and unreported claims of \$31.2 million less an estimated \$18.5 million recoverable from the Company's reinsurers. The charge does not include any indirect costs which the Company incurred in developing specialized procedures for filing claims resulting from the attacks and in providing additional support to impacted policyholders and group clients.

21. Other Items

A. Not applicable

B. Not applicable

C. Assets in the amount of \$282.1 million at December 31, 2004 were on deposit with government authorities or trustees as required by law or agreement.

During the first quarter of 2003, the Company ceded its long-term care business to its affiliate, UnumProvident International Limited, through a funds held reinsurance arrangement. The reinsurance was executed on an arms-length basis. The Company ceded reserves and other net liabilities of \$761.0 million and recorded a deferred gain of \$64.2 million. The deferred gain on the transaction will be amortized into income over the future life of the business ceded.

D. Not applicable

E. Not applicable

22. Events Subsequent

None

NOTES TO FINANCIAL STATEMENTS

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

1. Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

2. Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

1. Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes () No (X)

a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the company to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$ _____

b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$ _____

2. Does the company have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

1. What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate.

\$ None

2. Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes (X) No ()

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$23,000

NOTES TO FINANCIAL STATEMENTS

B. Uncollectible Reinsurance (\$ in millions)

(1)	Claims incurred	\$ -
(2)	Claims adjustment expenses incurred	\$ -
(3)	Premium earned	\$5.8
(4)	Other	\$ -
(5)	<u>Company</u>	<u>Amount</u>
	Allianz Life Insurance Company of North America	\$1.6
	American United Life Insurance Company	0.4
	AXA Equitable Life Insurance Company	1.8
	Guardian Life Insurance Company of America	0.3
	London Life & General Reinsurance Company	0.3
	Manufacturers Life Insurance Company	1.1
	Phoenix Life Insurance Company	0.2
	Tokio Marine & Nichido Fire Ins Co USB	<u>0.1</u>
	Total	<u>\$5.8</u>

C. Commutation of Ceded Reinsurance

Not applicable

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its group life and group health insurance business based on the financial experience of the policyholder. The experience is calculated by netting the actual claim experience, expenses, and agreed upon profit margin against the contract premium.
- B. The amount of net premiums written by the Company at December 31, 2004 that are subject to retrospective rating features was \$49.3 million for group life, representing 6.6% of the total net premiums written for group life business, and \$24.3 million for group health, representing 1.2% of the total net premiums written for group health business. No other net premiums written by the Company are subject to retrospective rating features.

25. Change in Incurred Losses and Loss Adjustment Expenses

Not applicable

26. Intercompany Pooling Arrangements

Not applicable

27. Structured Settlements

Not applicable

28. Health Care Receivable

Not applicable

29. Participating Policies

For the year ended December 31, 2004, the amount of participating business constitutes thirty-five percent of the total insurance in force face amount. The participating policies have the following dividend options: a) cash dividends, b) applied to reduce premium, c) applied to purchase paid-up additions, d) left to accumulate interest, and e) applied to purchase one year term insurance. The Company accounts for its policyholder dividends based upon the dividend option elected by the policyholder. The Company paid dividends in the amount of \$15.3 million to policyholders and did not allocate any additional income to such policyholders.

30. Premium Deficiency Reserves

Not applicable

31. Reserves for Life Contracts and Deposit-Type Contracts

- (1) Principally, the Company waives deduction of deferred fractional premiums upon death of the insured and returns any portion of the final premium beyond the date of death. Surrender values are not promised in excess of legally computed reserves.
- (2) The extra reserve on annual premium policies subject to an extra premium is one-half the extra annual gross premium. The extra reserve for single premium policies subject to an extra premium is one-half the extra gross single premium. The rating-up in age method and liens are not used by the Company.
- (3) As of December 31, 2004, the Company had \$24.8 million of insurance in force for which the gross premiums are less than the net premiums according to the standard valuation required by the State of Maine. Reserves to cover the above insurance totaled \$32,539 at year-end and are reported in Exhibit 5, Life Insurance Annuities sections.

NOTES TO FINANCIAL STATEMENTS

- (4) The tabular interest, tabular less actual reserve released, and tabular cost have each been determined by formula as described in the instructions.
- (5) For the determination of tabular interest on supplemental contracts and dividend accumulations not involving life contingencies, the tabular interest is determined by formula 3 as described in the instructions. Tabular interest on deposit funds other than supplemental contracts and dividend accumulations is determined using actual interest credited and/or accrued to the funds.
- (6) There were no other material reserve changes.

32. Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics (\$ in millions)

	(1) <u>Amount</u>	(2) <u>% of Total</u>
A. Subject to discretionary withdrawal:		
(1) With Market Value Adjustment	\$ -	0.0%
(2) At book value less current surrender charge of 5% or more	5.1	0.5
(3) At market value	<u>17.3</u>	<u>1.6</u>
(4) Total with adjustment or at market value	22.4	2.1
(5) At book value without adjustment (minimal or no charge or adjustment)	856.7	79.4
B. Not subject to discretionary withdrawal	<u>200.0</u>	<u>18.5</u>
C. Total (gross)	1,079.1	<u>100.0%</u>
D. Reinsurance ceded	<u>240.1</u>	
E. Total (net) * (C) – (D)	<u>\$ 839.0</u>	

*Reconciliation of total annuity reserves and deposit fund liabilities

F. Life & Accident & Health Annual Statement:

1. Exhibit 5, Annuities Section, Total (net)	\$192.0
2. Exhibit 5, Supplementary Contracts with Life Contingencies Section, Total (net)	1.3
3. Exhibit 7, Deposit-Type Contracts, Line 14, Column 1	<u>628.4</u>
4. Subtotal	<u>821.7</u>

Separate Accounts Annual Statement:

5. Exhibit 3, Line 0299999, Column 2	
6. Exhibit 3, Line 0399999, Column 2	
7. Policyholder Dividend and Coupon Accumulations	17.3
8. Policyholder Premiums	
9. Guaranteed Interest Contracts	
10. Other Contract Deposit Funds	
11. Subtotal	<u>17.3</u>
12. Combined Total	<u>\$839.0</u>

33. Premium & Annuity Considerations Deferred and Uncollected

Deferred and uncollected life insurance premiums and annuity considerations as of December 31, 2004 were as follows (\$ in millions):

<u>Type</u>	<u>Gross</u>	<u>Net of Loading</u>
Ordinary new business	\$ 0.4	\$ 0.1
Ordinary renewal	1.6	0.8
Group Life	<u>80.5</u>	<u>80.5</u>
Totals	<u>\$82.5</u>	<u>\$81.4</u>

34. Separate Accounts

A. General Nature and Characteristics of Separate Accounts Business:

Separate accounts held by the Company primarily represent tax sheltered annuity contract funds which the Company invests in pooled investment securities on behalf of the accounts' contractholders. Investment income and realized gains and losses on these accounts are accrued directly to the contractholders. The assets of these accounts are carried at market value.

NOTES TO FINANCIAL STATEMENTS

Information regarding the separate accounts of the Company is as follows:

Separate Accounts with Guarantees

	<u>Indexed</u>	<u>Non-indexed Guarantee Less than/equal to 4 percent</u>	<u>Non-indexed Guarantee more than 4 percent</u>	<u>Non-guaranteed Separate Accounts</u>	<u>Total</u>
(\$ in thousands)					
1. Premiums, Considerations or deposits for the year ended 12/31/04				\$ 756	\$ 756
Reserves at 12/31/04					
2. For accounts with assets at:					
a. Fair value				\$17,292	\$17,292
b. Amortized cost				-	-
c. Total Reserves				<u>\$17,292</u>	<u>\$17,292</u>
3. By withdrawal characteristics:					
a. Subject to discretionary withdrawal:					
b. With MV adjustments					
c. At book value without MV Adjustments and with current Surrender charge of 5% or more					
d. At fair value				\$17,292	\$17,292
e. At book value without MV adjustment and with current Surrender charge less than 5%				-	-
f. Subtotal				<u>17,292</u>	<u>17,292</u>
g. Not subject to discretionary Withdrawal				-	-
h. Total				<u>\$ 17,292</u>	<u>\$17,292</u>
4. Reserves for Asset Default Risk in Lieu of AVR:				-	-
5. Transfers as reported in the Summary of Operations of the Separate Accounts Statement:					
a. Transfers to Separate Accounts				\$ 756	\$ 756
b. Transfers from Separate Accounts				<u>2,427</u>	<u>2,427</u>
c. Net transfers to or (from) Separate Accounts (a) – (b)				<u>\$(1,671)</u>	<u>\$(1,671)</u>
B. Reconciliation of Net Transfers to or (from) Separate Accounts:					
1. Transfers as reported in the Summary of Operations of the Separate Accounts Statement:					
a. Transfers to Separate Accounts (Page 4, Line 1.4)				\$ 756	\$ 756
b. Transfers from Separate Accounts (Page 4, Line 10)				<u>2,427</u>	<u>2,427</u>
c. Net transfers to or (from) Separate Accounts (a) – (b)				(1,671)	(1,671)
2. Reconciling Adjustments:					
a. Increase in liability for premium and other deposit funds					-
b. Investment management fees					<u>-</u>
3. Transfers as Reported in the Summary of Operations of the Life, Accident & Health Annual Statement (1c) + (2) + (Page 4, Line 26)					<u>\$(1,671)</u>

35. Loss Claim Adjustment Expenses

The balance in the liability for unpaid accident and health claim adjustment expenses as of 2004 and 2003 was \$141.1 million and \$138.2 million, respectively.

The Company incurred \$248.3 million and paid \$245.4 million of claim adjustment expenses in the current year, of which \$179.1 million of the paid amount was attributable to insured or covered events of prior years. The Company did not increase or decrease the provision for insured events of prior years.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
	1 Amount	2 Percentage	3 Amount	4 Percentage
1. Bonds:				
1.1 U.S. Treasury securities	99,726,200	0.8	99,726,200	0.8
1.2 U.S. government agency and corporate obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies				
1.22 Issued by U.S. government sponsored agencies	935,699,610	7.8	935,699,610	7.8
1.3 Foreign government (including Canada, excluding mortgaged-backed securities)	12,635,221	0.1	12,635,221	0.1
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :				
1.41 States, territories and possessions general obligations				
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations				
1.43 Revenue and assessment obligations	2,568,798	0.0	2,568,798	0.0
1.44 Industrial development and similar obligations	5,294,275	0.0	5,294,275	0.0
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or guaranteed by GNMA				
1.512 Issued or guaranteed by FNMA and FHLMC	279,812,117	2.3	279,812,117	2.3
1.513 All other	628,346	0.0	628,346	0.0
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	1,419,772,762	11.9	1,419,772,762	11.9
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521				
1.523 All other	3,736,788	0.0	3,736,788	0.0
2. Other debt and other fixed income securities (excluding short-term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans rated by the SVO)	6,408,928,520	53.5	6,408,928,520	53.5
2.2 Unaffiliated foreign securities	1,943,142,708	16.2	1,943,142,708	16.2
2.3 Affiliated securities				
3. Equity interests:				
3.1 Investments in mutual funds				
3.2 Preferred stocks:				
3.21 Affiliated				
3.22 Unaffiliated	8,274,731	0.1	8,274,731	0.1
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated				
3.32 Unaffiliated	49,779	0.0	49,779	0.0
3.4 Other equity securities:				
3.41 Affiliated	215,764,331	1.8	215,764,331	1.8
3.42 Unaffiliated	929,461	0.0	929,461	0.0
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated				
3.52 Unaffiliated				
4. Mortgage loans:				
4.1 Construction and land development				
4.2 Agricultural				
4.3 Single family residential properties				
4.4 Multifamily residential properties				
4.5 Commercial loans	452,311,043	3.8	452,311,043	3.8
4.6 Mezzanine real estate loans				
5. Real estate investments:				
5.1 Property occupied by the company	93,128,634	0.8	93,128,634	0.8
5.2 Property held for the production of income (includes \$2,333,581 of property acquired in satisfaction of debt)	11,338,762	0.1	11,338,762	0.1
5.3 Property held for sale (\$1,300,000 including property acquired in satisfaction of debt)	1,300,000	0.0	1,300,000	0.0
6. Policy loans	77,241,619	0.6	77,241,619	0.6
7. Receivables for securities	1,786,667	0.0	1,786,667	0.0
8. Cash, cash equivalents and short-term investments	(41,542,144)	(0.3)	(41,542,144)	(0.3)
9. Other invested assets	42,045,876	0.4	42,045,876	0.4
10. Total invested assets	11,974,574,104	100.0	11,974,574,104	100.0

GENERAL INTERROGATORIES

**PART 1 - COMMON INTERROGATORIES
GENERAL**

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [] N/A []
- 1.3 State Regulating? Maine
- 2.1 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]
- 2.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended. _____
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2002
- 3.2 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. 12/31/2002
- 3.3 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). 12/17/2004
- 3.4 By what department or departments?
Maine
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes [] No [X]
4.12 renewals? Yes [] No [X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes [] No [X]
4.22 renewals? Yes [] No [X]
- 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 name of 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

- 6.1 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]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]
- 7.2 If yes,
7.21 State the percentage of foreign control; %
7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

1 Nationality	2 Type of Entity

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
GENERAL INTERROGATORIES

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial 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

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
 Ernst & Young LLP 633 Chestnut Street, Suite 1500 Chattanooga, TN 37450
10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with a(n) actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
 Albert A. Riggieri, FSA, MAAA, Vice President and Appointed Actuary 2211 Congress Street M243 Portland, ME 04122
11. **FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:**
- 11.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
- 11.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []
- 11.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []
- 11.4 If answer to (11.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []

BOARD OF DIRECTORS

12. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [X] No []
13. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No []
14. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees which is in or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

- 15.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- | | | |
|---|----------|---|
| 15.11 To directors or other officers..... | \$ | 0 |
| 15.12 To stockholders not officers..... | \$ | 0 |
| 15.13 Trustees, supreme or grand (Fraternal Only) | \$ | 0 |
- 15.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- | | | |
|---|----------|---|
| 15.21 To directors or other officers..... | \$ | 0 |
| 15.22 To stockholders not officers..... | \$ | 0 |
| 15.23 Trustees, supreme or grand (Fraternal Only) | \$ | 0 |
- 16.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in this statement? Yes [] No [X]
- 16.2 If yes, state the amount thereof at December 31 of the current year:
- | | |
|---------------------------------|----------|
| 16.21 Rented from others..... | \$ |
| 16.22 Borrowed from others..... | \$ |
| 16.23 Leased from others | \$ |
| 16.24 Other | \$ |

Disclose in Notes to Financial Statements the nature of each obligation.

- 17.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [X] No []
- 17.2 If answer is yes,
- | | |
|---|----------|
| 17.21 Amount paid as losses or risk adjustment \$ | 420,021 |
| 17.22 Amount paid as expenses | \$ |
| 17.23 Other amounts paid | \$ |

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
GENERAL INTERROGATORIES

INVESTMENT

18. List the following capital stock information for the reporting entity:

Class	1	2	3	4	5	6
	Number of Shares Authorized	Number of Shares Outstanding	Par Value Per Share	Redemption Price if Callable	Is Dividend Rate Limited?	Are Dividends Cumulative?
Preferred					Yes [] No []	Yes [] No []
Common	1,000,000	500,000	10.000	XXX	XXX	XXX

19.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date, except as shown by Schedule E - Part 3 - Special Deposits? Yes [] No [X]

19.2 If no, give full and complete information relating thereto:
 All other stocks and bonds are held in the Company's custodial accounts at JPMorgan Chase Bank, New York, NY.

20.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, except as shown on the Schedule E - Part 3 - Special Deposits, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 16.1). Yes [X] No []

20.2 If yes, state the amount thereof at December 31 of the current year:

20.21 Loaned to others	\$	214,504,610
20.22 Subject to repurchase agreements	\$	245,364,000
20.23 Subject to reverse repurchase agreements	\$	245,364,000
20.24 Subject to dollar repurchase agreements	\$	
20.25 Subject to reverse dollar repurchase agreements	\$	
20.26 Pledged as collateral	\$	4,825,341
20.27 Placed under option agreements	\$	
20.28 Letter stock or other securities restricted as to sale	\$	
20.29 Other	\$	

20.3 For category (20.28) provide the following:

1	2	3
Nature of Restriction	Description	Amount
.....
.....

21.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [X] No []

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

22.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [X] No []

22.2 If yes, state the amount thereof at December 31 of the current year. \$ 1,879,635

GENERAL INTERROGATORIES

INVESTMENT

23. 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 []

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

1 Nature of Custodian(s)	2 Custodian's Address
JPMorgan Chase Bank	New York, NY

23.02 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)
.....

23.03 Has there been any changes, including name changes, in the custodian(s) identified in 23.01 during the current year?

Yes [] No [X]

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

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

23.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of brokers/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 Number(s)	2 Name	3 Address
30172	Metropolitan West Securities, LLC	Los Angeles, CA
.....	JPMorgan Fleming Asset Management	New York, NY
.....	Provident Investment Management, LLC	Chattanooga, TN

24.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5(b)(1)]?

Yes [] No [X]

24.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
.....
9999999 - Total		

24.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
GENERAL INTERROGATORIES

INVESTMENT

25. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
25.1 Bonds	11,105,916,458	12,083,272,195	977,355,737
25.2 Preferred stocks	8,274,731	9,918,927	1,644,196
25.3 Totals	11,114,191,189	12,093,191,122	978,999,933

25.4 Describe the sources or methods utilized in determining the fair values:

Bonds: Lehman Pricing Service; Street Pricing Service; Royal Trust Bank; BondCalc; Hub Market Data; Various Brokers. For private placement securities, internal estimates are used based on discounting cash flows at the current market rate applicable to the yield, credit quality, and maturity of the bonds. Preferred Stocks: Various Brokers; internal estimates based on issuer's financial statements.

26.1 Have all the filing requirements of the Purposes and Procedures manual of the NAIC Securities Valuation Office been followed? Yes [] No [X]

26.2 If no, list exceptions:

0501022#8	P5UZ	AT YOUR BUSINESS.COM,INC	21,119	Rated P6UZ* by Company
08179F2#0	P6UZ*	BENEFITPOINT INC.	1	Rated P3UZ by Company
97180*AQ1	6Z	WILM (UNITED)	366,863	Rated 6Z by company
9726242*0	6Z*	WILTON TRUST (ETOL)	0	Zero book value rated 6Z* by Company

OTHER

27.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any?\$1,287,210

27.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1 Name	2 Amount Paid

28.1 Amount of payments for legal expenses, if any?\$7,481,171

28.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Sullivan & Cromwell	2,952,679

29.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?\$29,127

29.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
Life Insurance Association of Massachusetts	17,572
Association of California Life & Health Insurance Co	11,555

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
GENERAL INTERROGATORIES

PART 2 - LIFE INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]

1.2 If yes, indicate premium earned on U.S. business only \$

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$

1.5 Indicate total incurred claims on all Medicare Supplement Insurance. \$

1.6 Individual policies:

Most current three years:

1.61 Total premium earned \$

1.62 Total incurred claims \$

1.63 Number of covered lives

All years prior to most current three years

1.64 Total premium earned \$

1.65 Total incurred claims \$

1.66 Number of covered lives

1.7 Group policies:

Most current three years:

1.71 Total premium earned \$

1.72 Total incurred claims \$

1.73 Number of covered lives

All years prior to most current three years

1.74 Total premium earned \$

1.75 Total incurred claims \$

1.76 Number of covered lives

2. Health Test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator	0	0
2.2 Premium Denominator	2,818,907,899	2,680,646,121
2.3 Premium Ratio (2.1/2.2)	0.000	0.000
2.4 Reserve Numerator	782,586,115	659,542,900
2.5 Reserve Denominator	6,865,730,662	6,689,582,848
2.6 Reserve Ratio (2.4/2.5)	0.114	0.099

3.1 Does this reporting entity have Separate Accounts? Yes [X] No []

3.2 If yes, has a Separate Accounts Statement been filed with this Department? Yes [X] No [] N/A []

3.3 What portion of capital and surplus funds of the reporting entity covered by assets in the Separate Accounts statement, is not currently distributable from the Separate Accounts to the general account for use by the general account? \$

3.4 State the authority under which Separate Accounts are maintained:
 Maine law

3.5 Was any of the reporting entity's Separate Accounts business reinsured as of December 31? Yes [] No [X]

3.6 Has the reporting entity assumed by reinsurance any Separate Accounts business as of December 31? Yes [] No [X]

3.7 If the reporting entity has assumed Separate Accounts business, how much, if any, reinsurance assumed receivable for reinsurance of Separate Accounts reserve expense allowances is included as a negative amount in the liability for "Transfers to Separate Accounts due or accrued (net)?"

4.1 Are personnel or facilities of this reporting entity used by another entity or entities or are personnel or facilities of another entity or entities used by this reporting entity (except for activities such as administration of jointly underwritten group contracts and joint mortality or morbidity studies)? Yes [X] No []

4.2 Net reimbursement of such expenses between reporting entities:

4.21 Paid \$642,163,368

4.22 Received \$

5.1 Does the reporting entity write any guaranteed interest contacts? Yes [X] No []

5.2 If yes, what amount pertaining to these lines is included in:

5.21 Page 3, Line 1 \$1,593,759

5.22 Page 4, Line 1 \$

6. FOR STOCK REPORTING ENTITIES ONLY:

6.1 Total amount paid in by stockholders as surplus funds since organization of the reporting entity: \$1,207,631,865

7. Total dividends paid stockholders since organization of the reporting entity:

7.11 Cash \$1,144,503,385

7.12 Stock \$203,939,371

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
GENERAL INTERROGATORIES

PART 2 - LIFE INTERROGATORIES

8.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]
 8.11 Name of real estate holding company
 8.12 Number of parcels involved
 8.13 Total book/adjusted carrying value\$0

8.2 If, yes provide explanation:

9.1 Does the company reinsure any Workers' Compensation Carve-Out business defined as: Yes [] No [X]
 Reinsurance (including retrocessional reinsurance) assumed by life and health insurers of medical, wage loss and death benefits of the occupational illness and accident exposures, but not the employers liability exposures, of business originally written as workers' compensation insurance.

9.2 If yes, has the reporting entity completed the Workers' Compensation Carve-Out Supplement to the Annual Statement? Yes [] No []

9.3 If 9.1 is yes, the amounts of earned premiums and claims incurred in this statement are:

	1 Reinsurance Assumed	2 Reinsurance Ceded	3 Net Retained
9.31 Earned premium
9.32 Paid claims
9.33 Claim liability and reserve (beginning of year)
9.34 Claim liability and reserve (end of year)
9.35 Incurred claims

9.4 If reinsurance assumed included amounts with attachment points below \$1,000,000, the distribution of the amounts reported in Lines 9.31 and 9.34 for Column (1) are:

	Attachment Point	1 Earned Premium	2 Claim Liability and Reserve
9.41	<\$25,000	.....	.....
9.42	\$25,000 - 99,999	.....	.....
9.43	\$100,000 - 249,999	.....	.....
9.44	\$250,000 - 999,999	.....	.....
9.45	\$1,000,000 or more	.....	.....

9.5 What portion of earned premium reported in 9.31, Column 1 was assumed from pools?\$

10.1 Does the company have variable annuities with guaranteed benefits? Yes [] No [X]

10.2 If 10.1 is yes, complete the following table for each type of guaranteed benefit.

Type		3 Waiting Period Remaining	4 Account Value Related to Col. 3	5 Total Related Account Values	6 Gross Amount of Reserve	7 Location of Reserve	8 Portion Reinsured	9 Reinsurance Reserve Credit
1 Guaranteed Death Benefit	2 Guaranteed Living Benefit							
.....
.....
.....

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

FIVE-YEAR HISTORICAL DATA

Show amounts in whole dollars only, no cents; show percentages to one decimal place, i.e. 17.6.

Show amounts of life insurance in this exhibit in thousands (omit \$000)

	1 2004	2 2003	3 2002	4 2001	5 2000
Life Insurance in Force (Exhibit of Life Insurance)					
1. Ordinary - whole life and endowment (Line 34, Col. 4)	1,267,921	1,299,471	1,333,689	1,364,335	1,408,059
2. Ordinary - term (Line 21, Col. 4, less Line 34, Col. 4)	100,251	101,646	113,757	127,329	130,112
3. Credit life (Line 21, Col. 6)					
4. Group, excluding FEGLI/SGLI (Line 21, Col. 9 less Lines 43 & 44, Col. 4)	570,224,129	557,171,500	520,843,409	415,076,634	342,173,876
5. Industrial (Line 21, Col. 2)					
6. FEGLI/SGLI (Lines 43 & 44, Col. 4)					
7. Total (Line 21, Col. 10)	571,592,301	558,572,617	522,290,855	416,568,298	343,712,047
New Business Issued (Exhibit of Life Insurance)					
8. Ordinary - whole life and endowment (Line 34, Col. 2)	92,527	93,827	104,300	78,671	75,146
9. Ordinary - term (Line 2, Col. 4, less Line 34, Col. 2)	10,326	2,084	14,617	3,094	2,002
10. Credit life (Line 2, Col. 6)					
11. Group (Line 2, Col. 9)	69,804,956	102,197,838	116,253,714	118,786,583	75,968,988
12. Industrial (Line 2, Col. 2)					
13. Total (Line 2, Col. 10)	69,907,809	102,293,749	116,372,631	118,868,348	76,046,136
Premium Income - Lines of Business					
14. Industrial life (Exhibit 1-Part 1, Line 20.4, Col. 2)					
15.1 Ordinary-life insurance (Exhibit 1-Part 1, Line 20.4, Col. 3)	14,951,067	16,641,799	17,557,872	14,705,922	16,089,057
15.2 Ordinary-individual annuities (Exhibit 1-Part 1, Line 20.4, Col. 4)					
16. Credit life (group and individual) (Exhibit 1-Part 1, Line 20.4, Col. 5)					
17.1 Group life insurance (Exhibit 1-Part 1, Line 20.4, Col. 6)	743,842,099	759,628,167	683,983,512	573,121,610	750,771,430
17.2 Group annuities (Exhibit 1-Part 1, Line 20.4, Col. 7)	0	0	654,801	0	410
18.1 A & H-group (Exhibit 1-Part 1, Line 20.4, Col. 8)	1,970,834,779	1,893,758,360	1,730,704,847	1,873,503,147	1,771,491,072
18.2 A & H-credit (group and individual) (Exhibit 1-Part 1, Line 20.4, Col. 9)					
18.3 A & H-other (Exhibit 1-Part 1, Line 20.4, Col. 10)	89,279,954	99,655,248	325,560,886	277,135,699	276,339,323
19. Aggregate of all other lines of business (Exhibit 1-Part 1, Line 20.4, Col. 11)	0	0	0	0	1,204,347
20. Deposit-type funds	XXX	XXX	XXX	XXX	5,775,166
21. Total	2,818,907,899	2,769,683,574	2,758,461,918	2,738,466,377	2,821,670,805
Balance Sheet Items (Pages 2 & 3)					
22. Total admitted assets excluding Separate Accounts business (Page 2, Line 24, Col. 3)	12,663,594,076	11,779,243,031	10,966,970,083	8,411,247,006	8,125,373,804
23. Total liabilities excluding Separate Accounts business (Page 3, Line 26)	11,462,145,150	10,602,271,041	9,836,515,562	7,193,201,636	6,886,262,309
24. Aggregate life reserves (Page 3, Line 1)	861,284,687	843,179,309	795,962,750	817,139,848	796,669,203
25. Aggregate A & H reserves (Page 3, Line 2)	5,097,860,687	4,923,827,925	5,804,926,048	4,677,679,542	4,515,055,570
26. Deposit-type contract funds (Page 3, Line 3)	628,422,114	609,488,392	578,408,806	436,663,807	XXX
27. Asset valuation reserve (Page 3, Line 24.1)	76,199,516	30,094,235	17,760,181	68,199,839	76,656,443
28. Capital (Page 3, Lines 29 and 30)	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000
29. Surplus (Page 3, Line 37)	1,196,448,926	1,171,971,990	1,125,454,521	1,213,045,369	1,234,111,495
Risk-Based Capital Analysis					
30. Total adjusted capital	1,286,651,866	1,216,292,694	1,156,634,282	1,297,986,515	1,329,399,995
31. Authorized control level risk - based capital	283,872,736	281,171,903	300,183,991	258,791,796	331,963,163
Percentage Distribution of Assets (Page 2, Col. 3) (Line No. /Page 2, Line 10, Col. 3) x 100.0					
32. Bonds (Line 1)	92.8	91.6	91.7	84.9	79.0
33. Stocks (Lines 2.1 and 2.2)	1.9	1.8	0.4	0.7	0.8
34. Mortgage loans on real estate(Lines 3.1 and 3.2)	3.8	3.7	5.3	11.1	14.2
35. Real estate (Lines 4.1, 4.2 and 4.3)	0.9	0.9	1.2	1.8	2.7
36. Cash, cash equivalents and short-term investments (Line 5)	(0.3)	0.9	0.3	0.3	1.7
37. Premium notes	XXX	XXX			
38. Contract loans (Line 6)	0.6	0.7	0.9	1.2	1.4
39. Other invested assets (Line 7)	0.1	0.1	0.1	0.0	0.1
40. Receivable for securities (Line 8)	0.0	0.3	0.1	0.0	0.1
41. Aggregate write-ins for invested assets (Line 9)	0.2	0.0			
42. Cash and invested assets (Line 10)	100.0	100.0	100.0	100.0	100.0

FIVE-YEAR HISTORICAL DATA

(Continued)

	1 2004	2 2003	3 2002	4 2001	5 2000
Investments in Parent, Subsidiaries and Affiliates					
43. Affiliated bonds (Schedule D Summary, Line 25, Col. 1)					
44. Affiliated preferred stocks (Schedule D Summary, Line 39, Col. 1)					
45. Affiliated common stocks (Schedule D Summary Line 53, Col. 2),	215,764,331	192,023,547	31,435,379	34,496,433	34,770,911
46. Affiliated short-term investments (Subtotals included in Schedule DA Part 2 Col. 5, Line 11)					
47. Affiliated mortgage loans on real estate					
48. All other affiliated					
49. Total of above Lines 43 to 48	215,764,331	192,023,547	31,435,379	34,496,433	34,770,911
Total Nonadmitted and Admitted Assets					
50. Total nonadmitted assets (Page 2, Line 26, Col. 2)	330,666,986	332,945,372	315,075,272	331,426,220	44,859,050
51. Total admitted assets (Page 2, Line 26, Col. 3)	12,680,887,845	11,797,171,964	10,982,351,443	8,433,381,200	8,152,740,874
Investment Data					
52. Net investment income (Exhibit of Net Investment Income)	769,165,111	785,441,578	614,988,275	579,858,682	570,744,922
53. Realized capital gains (losses)	(8,595,852)	(31,375,328)	(112,711,045)	(8,808,447)	(37,198,658)
54. Unrealized capital gains (losses)	45,045,265	12,008,540	(22,680,619)	(2,253,634)	(23,944,781)
55. Total of above Lines 52, 53 & 54	805,614,524	766,074,790	479,596,611	568,796,601	509,601,483
Benefits and Reserve Increases (Page 6)					
56. Total contract benefits - life (Lines 10, 11, 12, 13, 14 and 15 Col. 1, minus Lines 10, 11, 12, 13, 14 and 15 Cols. 9, 10 and 11)	547,117,963	519,252,928	514,016,475	464,351,976	605,966,425
57. Total contract benefits - A & H (Lines 13 & 14, Cols. 9, 10 & 11)	1,740,758,171	1,805,417,657	1,596,383,153	1,431,534,972	1,464,633,785
58. Increase in life reserves - other than group and annuities (Line 19, Cols. 2 and 3)	(2,330,127)	(4,576,872)	(1,420,415)	(2,700,085)	(2,551,160)
59. Increase in A & H reserves (Line 19, Cols. 9, 10 & 11)	122,404,244	194,883,222	395,917,153	430,461,235	324,982,417
60. Dividends to policyholders (Line 30, Col. 1)	14,269,322	15,584,039	18,520,247	15,958,355	17,690,647
Operating Percentages					
61. Insurance expense percent (Page 6, Col. 1, Lines 21, 22 & 23, less Line 6)/(Page 6, Col. 1, Line 1 plus Exhibit 7, Col. 2, Line 2) x 100.0	29.1	30.7	29.1	28.4	25.5
62. Lapse percent (ordinary only) [(Exhibit of Life Insurance, Col. 4, Lines 14 & 15) / 1/2 (Exhibit of Life Insurance, Col. 4, Lines 1 & 21)] x 100.0	7.6	8.4	9.5	7.3	7.8
63. A & H loss percent (Schedule H, Part 1, Lines 5 and 6, Col. 2)	92.7	100.4	96.9	86.5	87.3
64. A & H cost containment percent (Schedule H, Pt. 1, Line 4, Col. 2)	2.3	XXX	XXX	XXX	XXX
65. A & H expense percent excluding cost containment expenses (Schedule H, Pt. 1, Line 10, Col. 2)	34.6	39.2	36.4	32.9	31.3
A & H Claim Reserve Adequacy					
66. Incurred losses on prior years' claims - group health (Schedule H, Part 3, Line 3.1 Col. 2)	4,828,241,756	4,626,300,826	4,258,788,626	3,504,368,535	3,625,005,494
67. Prior years' claim liability and reserve - group health (Schedule H, Part 3, Line 3.2 Col. 2)	4,572,032,020	4,310,400,266	4,023,717,093	3,482,579,263	3,538,351,783
68. Incurred losses on prior years' claims-health other than group (Schedule H, Part 3, Line 3.1 Col. 1 less Col. 2)	636,554,417	658,384,814	1,029,362,753	999,628,928	933,528,592
69. Prior years' claim liability and reserve-health other than Group (Schedule H, Part 3, Line 3.2 Col. 1 less Col. 2)	547,128,540	552,143,373	940,818,020	919,103,364	872,031,754
Net Gains From Operations After Federal Income Taxes by Lines of Business (Page 6, Line 33)					
70. Industrial life (Col. 2)					
71. Ordinary - life (Col. 3)	(5,850,762)	(2,608,017)	(2,882,027)	(1,860,666)	(3,804,784)
72. Ordinary - individual annuities (Col. 4)	(15,045)	17,948	(2,729)	6,505	(80,113)
73. Ordinary-supplementary contracts (Col. 5)	21,238,695	23,408,158	17,440,264	5,906,337	(3,100,476)
74. Credit life (Col. 6)					
75. Group life (Col. 7)	71,742,719	70,142,060	85,661,527	14,173,268	51,287,609
76. Group annuities (Col. 8)	(486,770)	(3,128,417)	2,888,875	3,126,176	1,692,706
77. A & H-group (Col. 9)	(17,428,623)	(87,747,951)	(123,200,224)	73,299,529	130,048,254
78. A & H-credit (Col. 10)					
79. A & H-other (Col. 11)	9,327,983	(14,283,047)	(26,066,372)	(22,108,956)	(19,981,106)
80. Aggregate of all other lines of business (Col. 12)	424,050	(5,179,127)	(1,835,597)	(1,999,356)	(6,817,356)
81. Total (Col. 1)	78,952,247	(19,378,392)	(47,996,283)	70,542,837	149,244,734

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

EXHIBIT OF LIFE INSURANCE

	Industrial		Ordinary		Credit Life (Group and Individual)		Group			10 Total Amount of Insurance (a)
	1	2	3	4	5	6	Number of		9	
	Number of Policies	Amount of Insurance (a)	Number of Policies	Amount of Insurance (a)	Number of Individual Policies and Group Certificates	Amount of Insurance (a)	7 Policies	8 Certificates	Amount of Insurance (a)	
1. In force end of prior year			52,443	1,401,117			34,232	9,214,613	557,171,500	558,572,617
2. Issued during year			2,397	102,853			4,964	1,092,835	69,804,956	69,907,809
3. Reinsurance assumed										
4. Revived during year			15	513						513
5. Increased during year (net)			3	5,546			415	63,515	38,129,522	38,135,068
6. Subtotals, Lines 2 to 5			2,415	108,912			5,379	1,156,350	107,934,478	108,043,390
7. Additions by dividends during year	XXX		XXX				XXX	XXX		
8. Aggregate write-ins for increases										
9. Totals (Lines 1 and 6 to 8)			54,858	1,510,029			39,611	10,370,963	665,105,978	666,616,007
Deductions during year:										
10. Death			1,397	33,508			XXX	27,485	972,650	1,006,158
11. Maturity			113	511			XXX			511
12. Disability							XXX			
13. Expiry			157	2,803						2,803
14. Surrender			1,428	50,115				6,638	8,098	58,213
15. Lapse			1,127	54,892			5,164	1,486,617	93,901,101	93,955,993
16. Conversion				28			XXX	XXX	XXX	28
17. Decreased (net)										
18. Reinsurance										
19. Aggregate write-ins for decreases										
20. Totals, (Lines 10 to 19)			4,222	141,857			5,164	1,520,740	94,881,849	95,023,706
21. In force end of year, (Line 9 minus Line 20)			50,636	1,368,172			34,447	8,850,223	570,224,129	571,592,301
22. Reinsurance ceded end of year	XXX		XXX	781,866	XXX		XXX	XXX	296,448,602	297,230,468
23. Line 21 minus Line 22	XXX		XXX	586,306	XXX	(b)	XXX	XXX	273,775,527	274,361,833
DETAILS OF WRITE-INS										
0801.										
0802.										
0803.										
0898. Summary of remaining write-ins for Line 8 from overflow page										
0899. TOTALS (Lines 0801 thru 0803 plus 0898) (Line 8 above)										
1901.										
1902.										
1903.										
1998. Summary of remaining write-ins for Line 19 from overflow page										
1999. TOTALS (Lines 1901 thru 1903 plus 1998) (Line 19 above)										

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000)

(b) Group \$; Individual \$

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

EXHIBIT OF LIFE INSURANCE (Continued)

ADDITIONAL INFORMATION ON INSURANCE IN FORCE END OF YEAR

	Industrial		Ordinary	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
24. Additions by dividends	XXX		XXX	130,786
25. Other paid-up insurance			11,876	47,099
26. Debit ordinary insurance	XXX	XXX		

ADDITIONAL INFORMATION ON ORDINARY INSURANCE

Term Insurance Excluding Extended Term Insurance	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
27. Term policies - decreasing	459	10,226	1,472	61,150
28. Term policies - other	2	100	682	18,331
29. Other term insurance - decreasing	XXX		XXX	2,912
30. Other term insurance	XXX		XXX	5,143
31. Totals, Line 27 to 30	461	10,326	2,154	87,536
Reconciliation to Lines 2 and 21:				
32. Term additions	XXX		XXX	
33. Totals, extended term insurance	XXX	XXX	679	12,715
34. Totals, whole life and endowment	1,936	92,527	47,803	1,267,921
35. Total (Lines 31 to 34)	2,397	102,853	50,636	1,368,172

CLASSIFICATION OF AMOUNT OF INSURANCE (a) BY PARTICIPATING STATUS

	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1 Non-Participating	2 Participating	3 Non-Participating	4 Participating
36. Industrial				
37. Ordinary	102,670	183	921,301	446,871
38. Credit Life (Group and Individual)				
39. Group	69,804,956		570,224,129	
40. Totals (Line 36 to 39)	69,907,626	183	571,145,430	446,871

ADDITIONAL INFORMATION ON CREDIT LIFE AND GROUP INSURANCE

	Credit Life		Group	
	1 Number of Individual Policies and Group Certificates	2 Amount of Insurance (a)	3 Number of Certificates	4 Amount of Insurance (a)
41. Amount of insurance included in Line 2 ceded to other companies	XXX		XXX	
42. Number in force end of year if the number under shared groups is counted on a pro-rata basis		XXX		XXX
43. Federal Employees' Group Life Insurance included in Line 21				
44. Servicemen's Group Life Insurance included in Line 21				
45. Group Permanent Insurance included in Line 21				

ADDITIONAL ACCIDENTAL DEATH BENEFITS

46. Amount of additional accidental death benefits in force end of year under ordinary policies (a)	57,694
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BASIS OF CALCULATION OF ORDINARY TERM INSURANCE

47. State basis of calculation of (47.1) decreasing term insurance contained in Family Income, Mortgage Protection, etc., policies and riders and of (47.2) term insurance on wife and children under Family, Parent and Children, etc., policies and riders included above.
47.1 Decreasing term = actual amounts
47.2 Family policy term = \$3,000 per unit; family and children's rider = \$2,000 per unit

POLICIES WITH DISABILITY PROVISIONS

Disability Provisions	Industrial		Ordinary		Credit		Group	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Policies	6 Amount of Insurance (a)	7 Number of Certificates	8 Amount of Insurance (a)
48. Waiver of Premium			7,426	102,166			5,636,041	348,942,096
49. Disability Income			1	1				
50. Extended Benefits			XXX	XXX				
51. Other			1	5				
52. Total		(b)	7,428	(b) 102,172		(b)	5,636,041	(b) 348,942,096

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000)

(b) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the annual statement instructions

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
EXHIBIT OF NUMBER OF POLICIES, CONTRACTS, CERTIFICATES, INCOME PAYABLE AND ACCOUNT VALUES IN FORCE FOR SUPPLEMENTARY CONTRACTS, ANNUITIES, ACCIDENT & HEALTH AND OTHER POLICIES

SUPPLEMENTARY CONTRACTS

	Ordinary		Group	
	1 Individual Life Contingencies	2 Not Involving Life Contingencies	3 Individual Life Contingencies	4 Not Involving Life Contingencies
1. In force end of prior year	587	188	5	16,326
2. Issued during year				15,496
3. Reinsurance assumed				
4. Increased during year (net)				
5. Total (Lines 1 to 4)	587	188	5	31,822
Deductions during year:				
6. Decreased (net)	43	49	1	13,392
7. Reinsurance				
8. Totals (Lines 6 and 7)	43	49	1	13,392
9. In force end of year	544	139	4	18,430
10. Amount on deposit	7,098,541	(a) 1,845,717	92,618	(a) 525,487,211
11. Income now payable	491	37	4	
12. Amount of income payable	(a) 1,211,474	(a) 69,988	(a) 12,648	(a)

ANNUITIES

	Ordinary		Group	
	1 Immediate	2 Deferred	3 Contracts	4 Certificates
1. In force end of prior year	3	954	768	9,301
2. Issued during year				
3. Reinsurance assumed				
4. Increased during year (net)				
5. Total (Lines 1 to 4)	3	954	768	9,301
Deductions during year:				
6. Decreased (net)		45	27	538
7. Reinsurance				
8. Totals (Lines 6 and 7)		45	27	538
9. In force end of year	3	909	741	8,763
Income now payable:				
10. Amount of income payable	(a) 706	XXX	XXX	(a) 27,135,455
Deferred fully paid:				
11. Account balance	XXX	(a) 22,318,190	XXX	(a) 191,682,807
Deferred not fully paid:				
12. Account balance	XXX	(a) 12,084,191	XXX	(a)

ACCIDENT AND HEALTH INSURANCE

	Ordinary		Group		Credit	
	1 Policies	2 Premiums in Force	3 Policies	4 Premiums in Force	5 Policies	6 Premiums in Force
1. In force end of prior year	436,743	573,300,259	107,590	2,495,300,821		
2. Issued during year	14,280	10,931,617	16,314	183,898,979		
3. Reinsurance assumed						
4. Increased during year (net)		XXX		XXX		XXX
5. Totals (Lines 1 to 4)	451,023	XXX	123,904	XXX		XXX
Deductions during year:						
6. Conversions	XXX	XXX		XXX	XXX	XXX
7. Decreased (net)	40,797	XXX	17,257	XXX		XXX
8. Reinsurance		XXX		XXX		XXX
9. Totals (Lines 6 to 8)	40,797	XXX	17,257	XXX		XXX
10. In force end of year	410,226	(a) 552,917,808	106,647	(a) 2,528,980,466		(a)

DEPOSIT FUNDS AND DIVIDEND ACCUMULATIONS

	1	2
	Deposit Funds Contracts	Dividend Accumulations Contracts
1. In force end of prior year	668	15,725
2. Issued during year		
3. Reinsurance assumed		
4. Increased during year (net)		
5. Totals (Lines 1 to 4)	668	15,725
Deductions During Year:		
6. Decreased (net)	25	796
7. Reinsurance		
8. Totals (Lines 6 and 7)	25	796
9. In force end of year	643	14,929
10. Amount of account balance	(a) 200,626,409	(a) 62,682,618

(a) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the annual statement instructions.

**ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
FORM FOR CALCULATING THE INTEREST MAINTENANCE RESERVE**

INTEREST MAINTENANCE RESERVE

	1 Amount
1. Reserve as of December 31, Prior Year	76,141,805
2. Current Year's Realized Pre-Tax Capital Gains/(Losses) of \$9,798,995 transferred into the Reserve Net of Taxes of \$3,429,648	6,369,347
3. Adjustment for Current Year's Liability Gains/(Losses) released from the reserve	
4. Balance before Reduction for Amount Transferred to Summary of Operations (Line 1 + Line 2 + Line 3)	82,511,152
5. Current Year's Amortization Released to Summary of Operations (Amortization, Line 1, Column 4)	9,236,462
6. Reserve as of December 31, Current Year (Line 4 minus Line 5)	73,274,690

AMORTIZATION

Year of Amortization	1 Reserve as of December 31, Prior Year	2 Current Year's Realized Capital Gains/(Losses) Transferred into the Reserve Net of Taxes	3 Adjustment for Current Year's Liability Gains/(Losses) Released From the Reserve	4 Balance Before Reduction for Current Year's Amortization (Cols. 1 + 2 + 3)
1. 2004	8,633,482	602,980		9,236,462
2. 2005	7,628,171	863,122		8,491,293
3. 2006	6,870,135	484,688		7,354,823
4. 2007	6,156,385	478,715		6,635,100
5. 2008	5,544,238	469,462		6,013,700
6. 2009	5,125,115	461,213		5,586,328
7. 2010	4,701,032	427,604		5,128,636
8. 2011	3,999,301	367,630		4,366,931
9. 2012	3,188,580	300,767		3,489,347
10. 2013	2,528,168	235,012		2,763,180
11. 2014	2,157,685	158,738		2,316,423
12. 2015	1,872,172	121,563		1,993,735
13. 2016	1,578,244	122,982		1,701,226
14. 2017	1,292,937	123,150		1,416,087
15. 2018	1,135,184	124,476		1,259,660
16. 2019	1,162,522	125,202		1,287,724
17. 2020	1,208,243	124,357		1,332,600
18. 2021	1,230,363	122,241		1,352,604
19. 2022	1,253,947	119,617		1,373,564
20. 2023	1,219,446	118,151		1,337,597
21. 2024	1,181,420	116,177		1,297,597
22. 2025	1,161,823	104,942		1,266,765
23. 2026	1,157,473	83,288		1,240,761
24. 2027	1,106,359	61,633		1,167,992
25. 2028	1,001,649	38,312		1,039,961
26. 2029	838,605	13,325		851,930
27. 2030	624,867			624,867
28. 2031	385,555			385,555
29. 2032	164,489			164,489
30. 2033	34,215			34,215
31. 2034 and Later				
32. Total (Lines 1 to 31)	76,141,805	6,369,347		82,511,152

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

ASSET VALUATION RESERVE

	Default Component			Equity Component			7 Total Amount (Cols. 3 + 6)
	1 Other Than Mortgage Loans	2 Mortgage Loans	3 Total (Cols. 1 + 2)	4 Common Stock	5 Real Estate and Other Invested Assets	6 Total (Cols. 4 + 5)	
1. Reserve as of December 31, Prior Year	7,776,198	5,417,474	13,193,672	8,850,242	8,050,321	16,900,563	30,094,235
2. Realized Capital Gains/(Losses) Net of Taxes - General Account	(13,521,594)		(13,521,594)	490,748	1,081,647	1,572,395	(11,949,199)
3. Realized Capital Gains/(Losses) Net of Taxes - Separate Accounts							
4. Unrealized Capital Gains/(Losses) Net of Deferred Taxes - General Account	14,361,933		14,361,933	8,636,686		8,636,686	22,998,619
5. Unrealized Capital Gains/(Losses) Net of Deferred Taxes - Separate Accounts							
6. Capital gains credited/(losses charged) to contract benefits, payments or reserves							
7. Basic Contribution	20,962,797	4,704,035	25,666,832		2,303	2,303	25,669,135
8. Accumulated Balances (Lines 1 through 5 - 6 + 7)	29,579,334	10,121,509	39,700,843	17,977,676	9,134,271	27,111,947	66,812,790
9. Maximum Reserve	99,421,135	14,202,567	113,623,702	26,465,813	8,567,973	35,033,786	148,657,488
10. Reserve Objective	69,715,672	9,000,990	78,716,662	26,465,813	8,563,943	35,029,756	113,746,418
11. 20% of (Line 10 - Line 8)	8,027,268	(224,104)	7,803,164	1,697,627	(114,066)	1,583,562	9,386,726
12. Balance Before Transfers (Lines 8 + 11)	37,606,602	9,897,405	47,504,007	19,675,303	9,020,205	28,695,509	76,199,516
13. Transfers				452,232	(452,232)		XXX
14. Voluntary Contribution							
15. Adjustment down to Maximum/up to Zero							
16. Reserve as of December 31, Current Year (Lines 12 + 13 + 14 + 15)	37,606,602	9,897,405	47,504,007	20,127,535	8,567,973	28,695,509	76,199,516

ASSET VALUATION RESERVE
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
DEFAULT COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols.4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
LONG-TERM BONDS												
1.		Exempt Obligations	1,035,425,809	XXX	XXX	1,035,425,809	0.0000		0.0000		0.0000	
2.	1	Highest Quality	4,959,482,264	XXX	XXX	4,959,482,264	0.0004	1,983,793	0.0023	11,406,809	0.0030	14,878,447
3.	2	High Quality	4,425,374,034	XXX	XXX	4,425,374,034	0.0019	8,408,211	0.0058	25,667,169	0.0090	39,828,366
4.	3	Medium Quality	368,185,647	XXX	XXX	368,185,647	0.0093	3,424,127	0.0230	8,468,270	0.0340	12,518,312
5.	4	Low Quality	250,922,771	XXX	XXX	250,922,771	0.0213	5,344,655	0.0530	13,298,907	0.0750	18,819,208
6.	5	Lower Quality	41,213,174	XXX	XXX	41,213,174	0.0432	1,780,409	0.1100	4,533,449	0.1700	7,006,240
7.	6	In or Near Default	31,341,646	XXX	XXX	31,341,646	0.0000		0.2000	6,268,329	0.2000	6,268,329
8.		Total Unrated Multi-class Securities Acquired by Conversion		XXX	XXX		XXX		XXX		XXX	
9.		Total Bonds (Sum of Lines 1 through 8) (Page 2, Line 1, Net Admitted Asset)	11,111,945,345	XXX	XXX	11,111,945,345	XXX	20,941,194	XXX	69,642,934	XXX	99,318,902
PREFERRED STOCK												
10.	1	Highest Quality	6,198,596	XXX	XXX	6,198,596	0.0004	2,479	0.0023	14,257	0.0030	18,596
11.	2	High Quality	555,015	XXX	XXX	555,015	0.0019	1,055	0.0058	3,219	0.0090	4,995
12.	3	Medium Quality	1,500,001	XXX	XXX	1,500,001	0.0093	13,950	0.0230	34,500	0.0340	51,000
13.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
14.	5	Lower Quality	21,119	XXX	XXX	21,119	0.0432	912	0.1100	2,323	0.1700	3,590
15.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
16.		Affiliated Life with AVR		XXX	XXX		0.0000		0.0000		0.0000	
17.		Total Preferred Stocks (Sum of Lines 10 through 16) (Page 2, Line 2.1, Net Admitted Asset)	8,274,731	XXX	XXX	8,274,731	XXX	18,396	XXX	54,299	XXX	78,181
SHORT - TERM BONDS												
18.		Exempt Obligations		XXX	XXX		0.0000		0.0000		0.0000	
19.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
20.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
21.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
22.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
23.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
24.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
25.		Total Short - Term Bonds (Sum of lines 18 through 24)		XXX	XXX		XXX		XXX		XXX	

ASSET VALUATION RESERVE (Continued)
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
DEFAULT COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols. 4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
DERIVATIVE INSTRUMENTS												
26.		Exchange Traded		XXX	XXX		0.0004		0.0023		0.0030	
27.	1	Highest Quality	8,017,318	XXX	XXX	8,017,318	0.0004	3,207	0.0023	18,440	0.0030	24,052
28.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
29.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
30.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
31.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
32.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
33.		Total Derivative Instruments	8,017,318	XXX	XXX	8,017,318	XXX	3,207	XXX	18,440	XXX	24,052
34.		TOTAL (Line 9 + 17 + 25 + 33)	11,128,237,394	XXX	XXX	11,128,237,394	XXX	20,962,797	XXX	69,715,672	XXX	99,421,135
MORTGAGE LOANS												
In Good Standing:												
35.		Farm Mortgages			XXX		0.0063 (a)		0.0120 (a)		0.0190 (a)	
36.		Residential Mortgages - Insured or Guaranteed			XXX		0.0003		0.0006		0.0010	
37.		Residential Mortgages - All Other			XXX		0.0013		0.0030		0.0040	
38.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0003		0.0006		0.0010	
39.		Commercial Mortgages - All Other	452,311,043		XXX	452,311,043	0.0104 (a)	4,704,035	0.0199 (a)	9,000,990	0.0314 (a)	14,202,567
40.		In Good Standing With Restructured Terms			XXX		0.0179 (b)		0.0397 (b)		0.0640 (b)	
Overdue, Not in Process:												
41.		Farm Mortgages			XXX		0.0420		0.0760		0.1200	
42.		Residential Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
43.		Residential Mortgages - All Other			XXX		0.0025		0.0058		0.0090	
44.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
45.		Commercial Mortgages - All Other			XXX		0.0420		0.0760		0.1200	
In Process of Foreclosure:												
46.		Farm Mortgages			XXX		0.0000		0.1700		0.1700	
47.		Residential Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
48.		Residential Mortgages - All Other			XXX		0.0000		0.0130		0.0130	
49.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
50.		Commercial Mortgages - All Other			XXX		0.0000		0.1700		0.1700	
51.		Total Schedule B Mortgages (Sum of Lines 35 through 50) (Page 2, Line 3, Net Admitted Asset)	452,311,043		XXX	452,311,043	XXX	4,704,035	XXX	9,000,990	XXX	14,202,567
52.		Schedule DA Mortgages			XXX		(c)		(c)		(c)	
53.		Total Mortgage Loans on Real Estate (Line 51 + 52)	452,311,043		XXX	452,311,043	XXX	4,704,035	XXX	9,000,990	XXX	14,202,567

(a) Times the company's Experience Adjustment Factor (EAF).

(b) Column 9 is the greater of 6.4% without any EAF adjustments or a company's EAF adjusted In Good Standing (IGS) factor plus 150 basis points. Columns 5 and 7 are 28% and 62% respectively of Column 9.

(c) Determined using the same factors and breakdowns used for directly owned mortgage loans.

ASSET VALUATION RESERVE
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
EQUITY AND OTHER INVESTED ASSET COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols.4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
COMMON STOCK												
1.		Unaffiliated - Public	49,779	XXX	XXX	49,779	0.0000		0.2000 (d)	9,956	0.2000 (d)	9,956
2.		Unaffiliated - Private	929,462	XXX	XXX	929,462	0.0000		0.1600	148,714	0.1600	148,714
3.		Federal Home Loan Bank		XXX	XXX		0.0000		0.0050		0.0080	
4.		Affiliated - Life with AVR	51,344,687	XXX	XXX	51,344,687	0.0000		0.0000		0.0000	
Affiliated - Investment Subsidiary:												
5.		Fixed Income - Exempt Obligations					XXX		XXX		XXX	
6.		Fixed Income - Highest Quality					XXX		XXX		XXX	
7.		Fixed Income - High Quality					XXX		XXX		XXX	
8.		Fixed Income - Medium Quality					XXX		XXX		XXX	
9.		Fixed Income - Low Quality					XXX		XXX		XXX	
10.		Fixed Income - Lower Quality					XXX		XXX		XXX	
11.		Fixed Income - In/Near Default					XXX		XXX		XXX	
12.		Unaffiliated Common Stock - Public					0.0000		0.1300 (d)		0.1300 (d)	
13.		Unaffiliated Common Stock - Private					0.0000		0.1600		0.1600	
14.		Mortgage Loans					(c)		(c)		(c)	
15.		Real Estate					(e)		(e)		(e)	
16.		Affiliated - Certain Other (See SVO Purposes and Procedures Manual)		XXX	XXX		0.0000		0.1300		0.1300	
17.		Affiliated - All Other	164,419,644	XXX	XXX	164,419,644	0.0000		0.1600	26,307,143	0.1600	26,307,143
18.		Total Common Stock (Sum of Lines 1 through 17)(Page 2, Line 2.2, Net Admitted Asset)	216,743,571			216,743,571	XXX		XXX	26,465,813	XXX	26,465,813
REAL ESTATE												
19.		Home Office Property (General Account only)	93,128,634			93,128,634	0.0000		0.0750	6,984,648	0.0750	6,984,648
20.		Investment Properties	9,005,181			9,005,181	0.0000		0.0750	675,389	0.0750	675,389
21.		Properties Acquired in Satisfaction of Debt	3,633,581			3,633,581	0.0000		0.1100	399,694	0.1100	399,694
22.		Total Real Estate (Sum of Lines 19 through 21)	105,767,396			105,767,396	XXX		XXX	8,059,730	XXX	8,059,730
OTHER INVESTED ASSETS												
Investments with the Underlying Characteristics of Bonds												
23.		Exempt Obligations		XXX	XXX		0.0000		0.0000		0.0000	
24.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
25.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
26.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
27.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
28.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
29.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
30.		Total with Bond characteristics (Sum of Lines 23 through 29)		XXX	XXX		XXX		XXX		XXX	

ASSET VALUATION RESERVE (Continued)
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
EQUITY AND OTHER INVESTED ASSET COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols. 4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
INVESTMENTS WITH THE UNDERLYING CHARACTERISTICS OF PREFERRED STOCKS												
31.	1	Highest Quality	5,757,247	XXX	XXX	5,757,247	0.0004	2,303	0.0023	13,242	0.0030	17,272
32.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
33.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
34.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
35.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
36.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
37.		Affiliated Life with AVR		XXX	XXX		0.0000		0.0000		0.0000	
38.		Total with Preferred Stock characteristics (Sum of Lines 31 through 37)	5,757,247	XXX	XXX	5,757,247	XXX	2,303	XXX	13,242	XXX	17,272
INVESTMENTS WITH THE UNDERLYING CHARACTERISTICS OF MORTGAGE LOANS												
In Good Standing												
39.		Farm Mortgages			XXX		0.0063 (a)		0.0120 (a)		0.0190 (a)	
40.		Residential Mortgages - Insured or Guaranteed			XXX		0.0003		0.0006		0.0010	
41.		Residential Mortgages - All Other		XXX	XXX		0.0013		0.0030		0.0040	
42.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0003		0.0006		0.0010	
43.		Commercial Mortgages - All Other			XXX		0.0063 (a)		0.0120 (a)		0.0190 (a)	
44.		In Good Standing With Restructured Terms			XXX		0.2800 (b)		0.6200 (b)		1.0000 (b)	
Overdue, Not in Process:												
45.		Farm Mortgages			XXX		0.0420		0.0760		0.1200	
46.		Residential Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
47.		Residential Mortgages - All Other			XXX		0.0025		0.0058		0.0090	
48.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
49.		Commercial Mortgages - All Other			XXX		0.0420		0.0760		0.1200	
In Process of Foreclosure:												
50.		Farm Mortgages			XXX		0.0000		0.1700		0.1700	
51.		Residential Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
52.		Residential Mortgages - All Other			XXX		0.0000		0.0130		0.0130	
53.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
54.		Commercial Mortgages - All Other			XXX		0.0000		0.1700		0.1700	
55.		Total with Mortgage Loan Characteristics (Sum of Lines 39 through 54)			XXX		XXX		XXX		XXX	

ASSET VALUATION RESERVE (Continued)
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
EQUITY AND OTHER INVESTED ASSET COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols.4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
INVESTMENTS WITH THE UNDERLYING CHARACTERISTICS OF COMMON STOCK												
56.		Unaffiliated Public		XXX	XXX		0.0000		0.1300 (d)		0.1300 (d)	
57.		Unaffiliated Private	595,053	XXX	XXX	595,053	0.0000		0.1600	95,208	0.1600	95,208
58.		Affiliated Life with AVR		XXX	XXX		0.0000		0.0000		0.0000	
59.		Affiliated Certain Other (See SVO Purposes & Procedures Manual)		XXX	XXX		0.0000		0.1300		0.1300	
60.		Affiliated Other – All Other		XXX	XXX		0.0000		0.1600		0.1600	
61.		Total with Common Stock characteristics (Sum of Lines 56 through 60)	595,053	XXX	XXX	595,053	XXX		XXX	95,208	XXX	95,208
INVESTMENTS WITH THE UNDERLYING CHARACTERISTICS OF REAL ESTATE												
62.		Home Office Property (General Account only)					0.0000		0.0750		0.0750	
63.		Investment Properties					0.0000		0.0750		0.0750	
64.		Properties Acquired in Satisfaction of Debt					0.0000		0.1100		0.1100	
65.		Total with Real Estate characteristics of real estate (Lines 62 through 64)					XXX		XXX		XXX	
ALL OTHER INVESTMENTS												
66.		Other Invested Assets – Schedule BA	3,044,326	XXX		3,044,326	0.0000		0.1300	395,762	0.1300	395,762
67.		Other Short-Term Invested Assets - Schedule DA		XXX			0.0000		0.1300		0.1300	
68.		Total All Other (Sum of Lines 66 + 67)	3,044,326	XXX		3,044,326	XXX		XXX	395,762	XXX	395,762
69.		Total Other Invested Assets - Schedule BA & DA (Sum of Lines 30, 38, 55, 61, 65, and 68)	9,396,626			9,396,626	XXX	2,303	XXX	504,213	XXX	508,243

(a) Times the company's experience adjustment factor (EAF).

(b) Column 9 is the greater of 6.4% without any EAF adjustments or a company's EAF adjusted In Good Standing (IGS) factor plus 150 basis points. Columns 5 and 7 are 28% and 62% respectively of Column 9.

(c) Determined using the same factors and breakdowns used for directly owned mortgage loans.

(d) Times the company's weighted average portfolio beta (Minimum .10, Maximum .20).

(e) Determined using the same factors and breakdowns used for directly owned real estate.

ASSET VALUATION RESERVE (Continued)

BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS REPLICATIONS (SYNTHETIC) ASSETS

1 RSAT Number	2 Type	3 CUSIP	4 Description of Asset(s)	5 NAIC Designation or Other Description of Asset	6 Value of Asset	7 AVR Basic Contribution	8 AVR Reserve Objective	9 AVR Maximum Reserve
NONE								
0599999 - Total								

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
SCHEDULE A - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value, December 31, prior year (prior year statement)	101,928,559
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 11	(4,673,520)
2.2	Totals, Part 3, Column 7	
3.	Cost of acquired (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	1,300,000
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 14	7,212,356
4.2	Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	
6.	Increase (decrease) by foreign exchange adjustment	
6.1	Totals, Part 1, Column 12	
6.2	Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	
8.	Book/adjusted carrying value at end of current period	105,767,395
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	105,767,395
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	105,767,395

SCHEDULE B - VERIFICATION BETWEEN YEARS

1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	415,438,616
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	103,620,000
2.2	Additional investment made after acquisitions	103,620,000
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 year	66,747,573
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	452,311,043
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	452,311,043
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	452,311,043

SCHEDULE BA - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	7,876,737
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	3,045,578
2.2	Additional investment made after acquisitions	549,475
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	2,068,184
7.	Amortization of premium	6,980
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	9,396,626
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	9,396,626
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	9,396,626

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	1,035,425,810	988,178,682	956,216,015	4,353,614,068
	2. Canada	8,969,250	9,018,443	9,036,315	8,393,216
	3. Other Countries	3,158,839	3,222,000	3,172,500	3,000,000
	4. Totals	1,047,553,899	1,000,419,125	968,424,830	4,365,007,284
States, Territories and Possessions (Direct and guaranteed)	5. United States				
	6. Canada				
	7. Other Countries				
	8. Totals				
Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	9. United States				
	10. Canada				
	11. Other Countries				
	12. Totals				
Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	13. United States	1,707,447,952	1,832,538,684	1,695,792,237	1,776,837,226
	14. Canada				
	15. Other Countries	507,132	550,695	515,245	500,000
	16. Totals	1,707,955,084	1,833,089,379	1,696,307,482	1,777,337,226
Public Utilities (unaffiliated)	17. United States	1,098,998,594	1,154,507,725	1,099,512,937	1,100,889,742
	18. Canada	42,118,849	43,891,717	42,092,525	53,117,152
	19. Other Countries	54,298,857	59,083,333	60,153,561	93,670,937
	20. Totals	1,195,416,300	1,257,482,775	1,201,759,023	1,247,677,831
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21. United States	5,314,295,057	5,914,585,169	5,395,518,995	5,573,201,980
	22. Canada	479,203,647	526,741,425	479,412,228	513,460,648
	23. Other Countries	1,367,521,358	1,506,197,320	1,366,557,033	1,374,206,372
	24. Totals	7,161,020,062	7,947,523,914	7,241,488,256	7,460,869,000
Parent, Subsidiaries and Affiliates	25. Totals				
	26. Total Bonds	11,111,945,345	12,038,515,193	11,107,979,591	14,850,891,341
PREFERRED STOCKS					
Public Utilities (unaffiliated)	27. United States	196,500	196,500	196,500	
	28. Canada				
	29. Other Countries				
	30. Totals	196,500	196,500	196,500	
Banks, Trust and Insurance Companies (unaffiliated)	31. United States	8,078,231	9,722,428	8,078,231	
	32. Canada				
	33. Other Countries				
	34. Totals	8,078,231	9,722,428	8,078,231	
Industrial and Miscellaneous (unaffiliated)	35. United States				
	36. Canada				
	37. Other Countries				
	38. Totals				
Parent, Subsidiaries and Affiliates	39. Totals				
	40. Total Preferred Stocks	8,274,731	9,918,928	8,274,731	
COMMON STOCKS					
Public Utilities (unaffiliated)	41. United States				
	42. Canada				
	43. Other Countries				
	44. Totals				
Banks, Trust and Insurance Companies (unaffiliated)	45. United States	929,461	929,461	929,443	
	46. Canada				
	47. Other Countries				
	48. Totals	929,461	929,461	929,443	
Industrial and Miscellaneous (unaffiliated)	49. United States	49,779	49,779	141,740	
	50. Canada				
	51. Other Countries				
	52. Totals	49,779	49,779	141,740	
Parent, Subsidiaries and Affiliates	53. Totals	215,764,331	215,764,331	194,770,911	
	54. Total Common Stocks	216,743,571	216,743,571	195,842,094	
	55. Total Stocks	225,018,302	226,662,499	204,116,825	
	56. Total Bonds and Stocks	11,336,963,647	12,265,177,692	11,312,096,416	

SCHEDULE D - VERIFICATION BETWEEN YEARS

1. Book/adjusted carrying value of bonds and stocks, prior year	10,364,941,717	6. Foreign Exchange Adjustment:	
2. Cost of bonds and stocks acquired, Col. 7, Part 3	1,908,327,788	6.1 Col. 15, Part 1	6,028,887
3. Increase (decrease) by adjustment:		6.2 Col. 19, Part 2, Sec. 1	
3.1 Col. 12 + 13 - 14, Part 1	55,738,693	6.3 Col. 16, Part 2, Sec. 2	
3.2 Col. 18, Part 2, Sec. 1	(614,255)	6.4 Col. 15, Part 4	6,028,887
3.3 Col. 15, Part 2, Sec. 2	23,731,711	7. Book/adjusted carrying value at end of current period	11,336,963,647
3.4 Col. 14, Part 4	40,612,754	8. Total valuation allowance	
4. Total gain (loss), Col. 19, Part 4	(913,335)	9. Subtotal (Lines 7 plus 8)	11,336,963,647
5. Deduct consideration for bonds and stocks disposed of Column 7, Part 4	1,060,890,313	10. Total nonadmitted amounts	
		11. Statement value of bonds and stocks, current period	11,336,963,647

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments , Schedules D & DA (Group 1)											
1.1 Class 1		24,992,887	68,495,399	54,533,947	887,403,577	1,035,425,810	9.3	1,075,343,428	10.6	1,035,425,810	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 Totals		24,992,887	68,495,399	54,533,947	887,403,577	1,035,425,810	9.3	1,075,343,428	10.6	1,035,425,810	
2. All Other Governments , Schedules D & DA (Group 2)											
2.1 Class 1		8,969,250				8,969,250	0.1			8,969,250	
2.2 Class 2				3,158,839		3,158,839	0.0	3,169,898	0.0	3,158,839	
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 Totals		8,969,250		3,158,839		12,128,089	0.1	3,169,898	0.0	12,128,089	
3. States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1 Class 1											
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 Totals											
4. Political Subdivisions of States, Territories and Possessions , Guaranteed, Schedules D & DA (Group 4)											
4.1 Class 1											
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 Totals											
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Class 1	(1,429,514)	293,357,248	559,521,607	529,581,338	326,684,405	1,707,715,084	15.4	1,482,446,224	14.6	1,707,153,677	561,407
5.2 Class 2											
5.3 Class 3	240,000					240,000	0.0	450,000	0.0	240,000	
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 Totals	(1,189,514)	293,357,248	559,521,607	529,581,338	326,684,405	1,707,955,084	15.4	1,482,896,224	14.6	1,707,393,677	561,407

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1	29,415,258	46,379,399	56,993,059	172,099,937	147,559,831	452,447,484	4.1	355,398,054	3.5	385,639,291	66,808,193
6.2 Class 2	4,148,647	45,697,193	108,855,130	216,504,236	271,661,458	646,866,664	5.8	560,486,139	5.5	598,141,076	48,725,588
6.3 Class 3	1,021,270	5,899,701	7,800,300	26,134,411	12,503,610	53,359,292	0.5	79,155,985	0.8	25,650,131	27,709,161
6.4 Class 4			256,895	13,391,164	4,179,570	17,827,629	0.2	9,685,433	0.1	8,133,493	9,694,136
6.5 Class 5		1,481,796			8,400,170	9,881,966	0.1	36,445,031	0.4	7,848,457	2,033,509
6.6 Class 6					15,033,265	15,033,265	0.1	23,158,888	0.2		15,033,265
6.7 Totals	34,585,175	99,458,089	173,905,384	428,129,748	459,337,904	1,195,416,300	10.8	1,064,329,530	10.5	1,025,412,448	170,003,852
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1	92,679,678	404,609,552	351,477,828	952,109,684	989,473,703	2,790,350,445	25.1	2,355,153,062	23.1	2,193,208,296	597,142,149
7.2 Class 2	61,627,136	355,995,881	879,941,348	790,549,056	1,687,235,110	3,775,348,531	34.0	3,580,991,207	35.2	2,389,840,628	1,385,507,903
7.3 Class 3	3,220,220	36,626,411	108,281,394	99,034,635	67,423,695	314,586,355	2.8	263,334,141	2.6	223,108,061	91,478,294
7.4 Class 4	2,253,379	42,092,204	90,824,239	26,696,327	71,228,993	233,095,142	2.1	196,742,779	1.9	143,906,242	89,188,900
7.5 Class 5	587,228	7,049,951	15,242,903	8,451,126		31,331,208	0.3	101,174,157	1.0	12,717,461	18,613,747
7.6 Class 6					16,308,381	16,308,381	0.1	47,034,430	0.5	8,130,000	8,178,381
7.7 Totals	160,367,641	846,373,999	1,445,767,712	1,876,840,828	2,831,669,882	7,161,020,062	64.4	6,544,429,776	64.3	4,970,910,688	2,190,109,374
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 Totals											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Class 1											
9.2 Class 2											
9.3 Class 3											
9.4 Class 4											
9.5 Class 5											
9.6 Class 6											
9.7 Totals											

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	120,665,422	778,308,336	1,036,487,893	1,708,324,906	2,351,121,516	5,994,908,073	53.9	XXX	XXX	5,330,396,324	664,511,749
10.2 Class 2	65,775,783	401,693,074	988,796,478	1,010,212,131	1,958,896,568	4,425,374,034	39.8	XXX	XXX	2,991,140,543	1,434,233,491
10.3 Class 3	4,481,490	42,526,112	116,081,694	125,169,046	79,927,305	368,185,647	3.3	XXX	XXX	248,998,192	119,187,455
10.4 Class 4	2,253,379	42,092,204	91,081,134	40,087,491	75,408,563	250,922,771	2.3	XXX	XXX	152,039,735	98,883,036
10.5 Class 5	587,228	8,531,747	15,242,903	8,451,126	8,400,170	41,213,174	0.4	XXX	XXX	20,565,918	20,647,256
10.6 Class 6					31,341,646	31,341,646	0.3	XXX	XXX	8,130,000	23,211,646
10.7 Totals	193,763,302	1,273,151,473	2,247,690,102	2,892,244,700	4,505,095,768	11,111,945,345	100.0	XXX	XXX	8,751,270,712	2,360,674,633
10.8 Line 10.7 as a % of Col. 6	1.7	11.5	20.2	26.0	40.6	100.0	XXX	XXX	XXX	78.8	21.2
11. Total Bonds Prior Year											
11.1 Class 1	99,578,288	88,783,167	486,043,493	2,304,484,997	2,289,450,823	XXX	XXX	5,268,340,768	51.8	4,591,502,761	676,838,007
11.2 Class 2	46,930,873	319,300,583	1,005,462,255	923,188,576	1,849,764,957	XXX	XXX	4,144,647,244	40.7	2,638,792,734	1,505,854,510
11.3 Class 3	12,405,593	33,836,695	66,798,884	69,198,459	160,700,495	XXX	XXX	342,940,126	3.4	196,371,891	146,568,235
11.4 Class 4	5,878,922	44,763,081	64,325,504	56,006,530	35,454,175	XXX	XXX	206,428,212	2.0	89,377,058	117,051,154
11.5 Class 5	997,126	27,457,303	61,186,880	16,015,388	31,962,491	XXX	XXX	137,619,188	1.4	72,054,235	65,564,953
11.6 Class 6	535,358	3,233,510	4,325,631	4,129,815	57,969,004	XXX	XXX	70,193,318	0.7	13,303,000	56,890,318
11.7 Totals	166,326,160	517,374,339	1,688,142,647	3,373,023,765	4,425,301,945	XXX	XXX	10,170,168,856	100.0	7,601,401,679	2,568,767,177
11.8 Line 11.7 as a % of Col. 8	1.6	5.1	16.6	33.2	43.5	XXX	XXX	100.0	XXX	74.7	25.3
12. Total Publicly Traded Bonds											
12.1 Class 1	106,858,338	687,048,057	921,637,459	1,372,367,289	2,242,485,181	5,330,396,324	48.0	4,591,502,761	45.1	5,330,396,324	XXX
12.2 Class 2	44,080,336	159,364,900	569,258,085	465,621,628	1,752,815,594	2,991,140,543	26.9	2,638,792,734	25.9	2,991,140,543	XXX
12.3 Class 3	1,133,128	20,998,179	59,624,962	93,708,292	73,533,631	248,998,192	2.2	196,371,891	2.0	248,998,192	XXX
12.4 Class 4		20,755,364	49,798,580	9,002,308	72,483,483	152,039,735	1.4	89,377,058	0.9	152,039,735	XXX
12.5 Class 5		3,519,863	3,499,998	5,697,601	7,848,456	20,565,918	0.2	72,054,235	0.7	20,565,918	XXX
12.6 Class 6					8,130,000	8,130,000	0.1	13,303,000	0.1	8,130,000	XXX
12.7 Totals	152,071,802	891,686,363	1,603,819,084	1,946,397,118	4,157,296,345	8,751,270,712	78.8	7,601,401,679	74.7	8,751,270,712	XXX
12.8 Line 12.7 as a % of Col. 6	1.7	10.2	18.3	22.3	47.5	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	1.3	8.1	14.4	17.5	37.5	78.8	XXX	XXX	XXX	78.8	XXX
13. Total Privately Placed Bonds											
13.1 Class 1	13,807,084	91,260,279	114,850,434	335,957,617	108,636,335	664,511,749	5.9	676,838,007	6.7	XXX	664,511,749
13.2 Class 2	21,695,447	242,328,174	419,538,393	544,590,503	206,080,974	1,434,233,491	12.9	1,505,854,510	14.8	XXX	1,434,233,491
13.3 Class 3	3,348,362	21,527,933	56,456,732	31,460,754	6,393,674	119,187,455	1.1	146,568,235	1.4	XXX	119,187,455
13.4 Class 4	2,253,379	21,336,840	41,282,554	31,085,183	2,925,080	98,883,036	0.9	117,051,154	1.1	XXX	98,883,036
13.5 Class 5	587,228	5,011,884	11,742,905	2,753,525	551,714	20,647,256	0.2	65,564,953	0.7	XXX	20,647,256
13.6 Class 6					23,211,646	23,211,646	0.2	56,890,318	0.6	XXX	23,211,646
13.7 Totals	41,691,500	381,465,110	643,871,018	945,847,582	347,799,423	2,360,674,633	21.2	2,568,767,177	25.3	XXX	2,360,674,633
13.8 Line 13.7 as a % of Col. 6	1.8	16.1	27.3	40.1	14.7	100.0	XXX	XXX	XXX	XXX	100.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.4	3.4	5.8	8.5	3.1	21.2	XXX	XXX	XXX	XXX	21.2

(a) Includes \$ 980,592,344 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ 26,928,090 current year, \$ 242,938,833 prior year of bonds with Z designations and \$ 0, current year \$ 0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes \$ 2,053,118 current year, \$ 2,061,470 prior year of bonds with 5* designations and \$ 0, current year \$ 0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Issuer Obligations		24,992,887	68,495,399	54,533,947	887,403,577	1,035,425,810	9.3	1,075,343,428	10.6	1,035,425,810	
1.2 Single Class Mortgage-Backed /Asset Backed Securities											
1.7 Totals		24,992,887	68,495,399	54,533,947	887,403,577	1,035,425,810	9.3	1,075,343,428	10.6	1,035,425,810	
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Issuer Obligations		8,969,250		3,158,839		12,128,089	0.1	3,169,898	0.0	12,128,089	
2.2 Single Class Mortgage-Backed /Asset Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined											
2.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5 Defined											
2.6 Other											
2.7 Totals		8,969,250		3,158,839		12,128,089	0.1	3,169,898	0.0	12,128,089	
3. States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1 Issuer Obligations											
3.2 Single Class Mortgage-Backed /Asset Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined											
3.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5 Defined											
3.6 Other											
3.7 Totals											
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Issuer Obligations											
4.2 Single Class Mortgage-Backed /Asset Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined											
4.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5 Defined											
4.6 Other											
4.7 Totals											
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Issuer Obligations	289,695	3,080,510			5,000,000	8,370,205	0.1	13,112,559	0.1	7,808,798	561,407
5.2 Single Class Mortgage-Backed /Asset Backed Securities	9,472,983	33,538,423	37,570,068	84,545,431	114,685,212	279,812,117	2.5	220,822,064	2.2	279,812,117	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined	(10,952,192)	256,738,315	521,951,539	445,035,907	206,999,193	1,419,772,762	12.8	1,248,961,601	12.3	1,419,772,762	
5.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5 Defined											
5.6 Other											
5.7 Totals	(1,189,514)	293,357,248	559,521,607	529,581,338	326,684,405	1,707,955,084	15.4	1,482,896,224	14.6	1,707,393,677	561,407

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Public Utilities (Unaffiliated) Schedules D & DA (Group 6)											
6.1 Issuer Obligations	32,729,646	89,456,854	173,905,384	428,129,748	459,337,904	1,183,559,536	10.7	1,052,185,505	10.4	1,013,555,684	170,003,852
6.2 Single Class Mortgage-Backed /Asset Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
6.5 Defined	1,855,529	10,001,235				11,856,764	0.1	12,144,025	0.1	11,856,764	
6.6 Other											
6.7 Totals	34,585,175	99,458,089	173,905,384	428,129,748	459,337,904	1,195,416,300	10.8	1,064,329,530	10.5	1,025,412,448	170,003,852
7. Industrial and Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations	124,437,882	743,071,083	1,439,078,001	1,869,714,346	2,830,877,621	7,007,178,933	63.1	6,297,557,126	61.9	4,821,087,041	2,186,091,892
7.2 Single Class Mortgage-Backed /Asset Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:	720,350	2,430,269	6,048,432	2,203,030	366,863	11,768,944	0.1	15,628,763	0.2	7,751,462	4,017,482
7.3 Defined	2,542,529	792,926				3,335,455	0.0	114,090,652	1.1	3,335,455	
7.4 Other	8,290,076	613,865	641,279	4,923,452	425,398	14,894,070	0.1	42,969,883	0.4	14,894,070	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
7.5 Defined	24,376,804	99,465,856				123,842,660	1.1	74,183,352	0.7	123,842,660	
7.6 Other											
7.7 Totals	160,367,641	846,373,999	1,445,767,712	1,876,840,828	2,831,669,882	7,161,020,062	64.4	6,544,429,776	64.3	4,970,910,688	2,190,109,374
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 Totals											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed /Asset Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 Totals											

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations	157,457,223	869,570,584	1,681,478,784	2,355,536,880	4,182,619,102	9,246,662,573	83.2	XXX	XXX	6,890,005,422	2,356,657,151
10.2 Single Class Mortgage-Backed /Asset Backed Securities	10,193,333	35,968,692	43,618,500	86,748,461	115,052,075	291,581,061	2.7	XXX	XXX	287,563,579	4,017,482
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	(8,409,663)	257,531,241	521,951,539	445,035,907	206,999,193	1,423,108,217	12.8	XXX	XXX	1,423,108,217	
10.4 Other	8,290,076	613,865	641,279	4,923,452	425,398	14,894,070	0.1	XXX	XXX	14,894,070	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined	26,232,333	109,467,091				135,699,424	1.2	XXX	XXX	135,699,424	
10.6 Other								XXX	XXX		
10.7 Totals	193,763,302	1,273,151,473	2,247,690,102	2,892,244,700	4,505,095,768	11,111,945,345	100.0	XXX	XXX	8,751,270,712	2,360,674,633
10.8 Line 10.7 as a % of Col. 6	1.7	11.5	20.2	26.0	40.6	100.0	XXX	XXX	XXX	78.8	21.2
11. Total Bonds Prior Year											
11.1 Issuer Obligations	198,694,535	714,042,707	1,548,376,600	2,018,787,354	3,961,467,320	XXX	XXX	8,441,368,516	83.0	5,888,230,102	2,553,138,414
11.2 Single Class Mortgage-Backed /Asset Backed Securities	7,604,751	24,696,936	26,736,965	76,800,775	100,611,400	XXX	XXX	236,450,827	2.4	220,822,064	15,628,763
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined	(74,523,431)	(289,137,336)	99,331,929	1,264,981,001	362,400,090	XXX	XXX	1,363,052,253	13.4	1,363,052,253	
11.4 Other	16,449,694	820,989	12,421,430	12,454,635	823,135	XXX	XXX	42,969,883	0.4	42,969,883	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined	18,100,611	66,951,043	1,275,723			XXX	XXX	86,327,377	0.8	86,327,377	
11.6 Other						XXX	XXX				
11.7 Totals	166,326,160	517,374,339	1,688,142,647	3,373,023,765	4,425,301,945	XXX	XXX	10,170,168,856	100.0	7,601,401,679	2,568,767,177
11.8 Line 11.7 as a % of Col. 8	1.6	5.1	16.6	33.2	43.5	XXX	XXX	100.0	XXX	74.7	25.3
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	116,486,073	490,535,743	1,037,607,766	1,410,189,298	3,835,186,542	6,890,005,422	62.0	5,888,230,102	57.9	6,890,005,422	XXX
12.2 Single Class Mortgage-Backed /Asset Backed Securities	9,472,983	33,538,423	43,618,500	86,248,461	114,685,212	287,563,579	2.7	220,822,064	2.2	287,563,579	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined	(8,409,663)	257,531,241	521,951,539	445,035,907	206,999,193	1,423,108,217	12.8	1,363,052,253	13.4	1,423,108,217	XXX
12.4 Other	8,290,076	613,865	641,279	4,923,452	425,398	14,894,070	0.1	42,969,883	0.4	14,894,070	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined	26,232,333	109,467,091				135,699,424	1.2	86,327,377	0.8	135,699,424	XXX
12.6 Other											XXX
12.7 Totals	152,071,802	891,686,363	1,603,819,084	1,946,397,118	4,157,296,345	8,751,270,712	78.8	7,601,401,679	74.7	8,751,270,712	XXX
12.8 Line 12.7 as a % of Col. 6	1.7	10.2	18.3	22.3	47.5	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	1.3	8.1	14.4	17.5	37.5	78.8	XXX	XXX	XXX	78.8	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations	40,971,150	379,034,841	643,871,018	945,347,582	347,432,560	2,356,657,151	21.2	2,553,138,414	25.1	XXX	2,356,657,151
13.2 Single Class Mortgage-Backed /Asset Backed Securities	720,350	2,430,269		500,000	366,863	4,017,482	0.0	15,628,763	0.2	XXX	4,017,482
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										XXX	
13.4 Other										XXX	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										XXX	
13.6 Other										XXX	
13.7 Totals	41,691,500	381,465,110	643,871,018	945,847,582	347,799,423	2,360,674,633	21.2	2,568,767,177	25.3	XXX	2,360,674,633
13.8 Line 13.7 as a % of Col. 6	1.8	16.1	27.3	40.1	14.7	100.0	XXX	XXX	XXX	XXX	100.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.4	3.4	5.8	8.5	3.1	21.2	XXX	XXX	XXX	XXX	21.2

SCHEDULE DA - PART 2

Verification of SHORT-TERM INVESTMENTS Between Years

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year					
2. Cost of short-term investments acquired					
3. Increase (decrease) by adjustment					
4. Increase (decrease) by foreign exchange adjustment					
5. Total profit (loss) on disposal of short-term investments					
6. Consideration received on disposal of short-term investments					
7. Book/adjusted carrying value, current year					
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 year					
13. Income earned during year					

NONE

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

SCHEDULE DB - PART A - VERIFICATION BETWEEN YEARS

Verification Between Years of Aggregate Write-in Book Value on Options, Caps, Floors and Insurance Futures Options Owned

1. Aggregate write-in book value, December 31, prior year (Line 8, prior year)	
2. Cost/Option Premium (Section 2, Column 7)	32,649,250
3. Increase/(Decrease) by Adjustment (Section 1, Column 12) plus (Section 3, Column 13)	
4. Gain/(Loss) on Termination:	
4.1 Recognized (Section 3, Column 14)	
4.2 Used to Adjust Basis of Hedged Item (Section 3, Column 15)	
5. Consideration Received on Terminations (Section 3, Column 12)	
6. Used to Adjust Basis on Open Contracts (Section 1, Column 13)	
7. Disposition of Deferred Amount on Contracts Terminated in Prior Year:	
7.1 Recognized	
7.2 Used to Adjust Basis of Hedged Item	
8. Aggregate write-in book value, December 31, Current Year (Lines 1+2+3+4-5-6-7)	32,649,250

SCHEDULE DB - PART B - VERIFICATION BETWEEN YEARS

Verification Between Years of Aggregate Write-in Book Value on Options, Caps, Floors and Insurance Futures Options Written

1. Aggregate write-in book value, December 31, prior year (Line 8, prior year)	
2. Consideration received (Section 2, Column 7)	
3. Increase/(Decrease) by Adjustment (Section 1, Column 12) plus (Section 3, Column 13)	
4. Gain/(Loss) on Termination:	NONE
4.1 Recognized (Section 3, Column 14)	
4.2 Used to Adjust Basis (Section 3, Column 15)	
5. Consideration Paid on Terminations (Section 3, Column 12)	
6. Used to Adjust Basis on Open Contracts (Section 1, Column 13)	
7. Disposition of Deferred Amount on Contracts Terminated in Prior Year:	
7.1 Recognized	
7.2 Used to Adjust Basis	
8. Aggregate write-in book value, December 31, Current Year	

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SCHEDULE DB - PART C - VERIFICATION BETWEEN YEARS

Verification Between Years of Aggregate Write-in Book Value on Swaps and Forwards

1. Aggregate write-in book value, December 31, prior year (Line 8, prior year)	2,700,000
2. Cost or (Consideration Received) (Section 2, Column 7)	(2,668,015)
3. Increase/(Decrease) by Adjustment (Section 1, Column 12) plus (Section 3, Column 13)	
4. Gain/(Loss) on Termination:	
4.1 Recognized (Section 3, Column 14)	
4.2 Used to Adjust Basis of Hedged Item (Section 3, Column 15)	26,776,208
5. Consideration Received (or Paid) on Terminations (Section 3, Column 12)	29,476,208
6. Used to Adjust Basis of Hedged Item on Open Contracts (Section 1, Column 13)	
7. Disposition of Deferred Amount on Contracts Terminated in Prior Year:	
7.1 Recognized	
7.2 Used to Adjust Basis of Hedged Item	
8. Aggregate write-in book value, December 31, Current Year (Lines 1+2+3+4-5-6-7)	(2,668,015)

SCHEDULE DB - PART D- VERIFICATION BETWEEN YEARS

Verification Between Years of Aggregate Write-in Book Value on Futures Contracts and Insurance Futures Contracts

1. Aggregate write-in book value, December 31, prior year (Line 8, prior year)	
2. Change in total Variation Margin on Open Contracts (Difference between years - Section 1, Column 6)	
3.1 Change in Variation Margin on Open Contracts Used to Adjust Basis of Hedged Item (Section 1, Column 11)	
3.2 Change in Variation Margin on Open Contracts Recognized (Difference between years - Section 1, Column 10)	
4.1 Variation Margin on Contracts Terminated During the Year (Section 3, Column 6)	
4.2 Less:	
4.21 Gain/(Loss) Recognized in Current Year (Section 3, Column 9)	
4.22 Gain/(Loss) Used to Adjust Basis of Hedge (Section 3, Column 12)	
4.3 Subtotal (Line 4.1 minus Line 4.2)	
5.1 Net additions to Cash Deposits (Section 2, Column 7)	
5.2 Less: Net Reductions to Cash Deposits (Section 3, Column 9)	
6. Subtotal (Lines 1 - 2 + 3.1 + 3.2 - 4.3 + 5.2)	
7. 7. Disposition of Gain/(Loss) on Contracts Terminated in Prior Year:	
7.1 Recognized	
7.2 Used to Adjust Basis of Hedged Item	
8. Aggregate write-in book value, December 31, Current Year (Lines 6+7.1+7.2)	

NONE

SCHEDULE DB - PART E - VERIFICATION

Verification of Statement Value and Fair Value of Open Contracts

	Statement Value
1. Part A, Section 1, Column 10	32,649,250
2. Part B, Section 1, Column 10	
3. Part C, Section 1, Column 10	(8,224,686)
4. Part D, Section 1, Column 9 - 12	
5. Lines (1) - (2) + (3) + (4)	24,424,564
6. Part E, Section 1, Column 4	32,649,250
7. Part E, Section 1, Column 5	(8,224,686)
8. Lines (5) - (6) - (7)	
	Fair Value
9. Part A, Section 1, Column 11	63,051,450
10. Part B, Section 1, Column 11	
11. Part C, Section 1, Column 11	181,303,916
12. Part D, Section 1, Column 9	
13. Lines (9) - (10) + (11) + (12)	244,355,366
14. Part E, Section 1, Column 7	254,870,999
15. Part E, Section 1, Column 8	(10,515,633)
16. Lines (13) - (14) - (15)	0

Schedule DB - Part F - Section 1

N O N E

Schedule DB - Part F - Section 2

N O N E

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE F

Showing all claims for death losses and all other contract claims resisted or compromised during the year, and all claims for death losses and all other contract claims resisted December 31 of current year.

1	2	3	4	5	6	7	8
Contract Numbers	Claim Numbers	State of Residence of Claimant	Year of Claim for Death or Disability	Amount Claimed	Amount Paid During the Year	Amount Resisted Dec. 31 of Current Year	Why Compromised or Resisted
2836	0099341311	CA	2002	100,000	6,750		Settled
152667	0099755740	PA	2003	5,000	5,000		Settled
557559	0099564339	OH	2003	738,000	767,687		Settled
573587	0099443131	TN	2003	50,000			Summary judgment win
546159	0099021709	CA	2001	100,000			Dismissed
502147	0099610710	GA	2003	114,000	107,126		Settled
200252	0099228961	ME	2002	200,000	60,000		Settled w/corrected amount
569211	0099797770	TX	2003	103,785	104,000		Settled
216161	0099679001	PA	2003	232,000	252,000		Settled
543579	0098895729	NJ	2001	60,000	500		Settled
25924	0099094373	IL	2002	16,500			Dismissed
496688	0099764557	IL	2003	140,000	135,545		Settled
537377	0099592274	MS	2003	130,000	181,000		Settled
556945	0099746492	NH	2003	5,000	5,000		Settled
502147	0099601559	GA	2003	22,667	23,531		Settled
GSR5491	2026C0372	UT	2000	139,920			Summary judgment win
127706	02061419	FL	2002	55,000	55,000		Settled
379962	0099061197	WI	2001	55,000	55,000		Settled
23134	99103457	ID	2002	25,000	15,000		Settled
107782	0098837040	FL	2001	124,000			Summary judgment win
553200	0099733930	WA	2003	139,000	139,000		Settled
GSR18849	202-5C-0380	TN	1999	7,500	5,500		Settled
502006	0098840964	PA	2001	101,000	3,250		Settled
555882	0099170195	PA	2001	10,000	13,173		Settled
84277	0098820910	NC	2000	30,000			Dismissed
85042	0098820678	NC	2000	31,000			Dismissed
503528	000108LP26	IL	2000	56,000	56,000		Settled
498968	0098869065	IN	2001	35,000	6,000		Settled
568110	0099673668	FL	2003	34,000	34,000		Settled
00378618	0099072954	CA	2001	15,000			Summary judgment win
22696	0098918836	OR	2000	180,000	140,000		Settled
88477	0099008540	NM	2001	30,000	12,000		Settled
549510	98950159	PA	2001	50,000	4,000		Settled
306136	0099649815	VA	2003	163,000			Dismissed
511728	0099548290	CO	2003	140,000			Dismissed
107782	0098837040	FL	2001	124,000			Summary judgment win
0399999. Death Claims - Group				3,561,372	2,186,062		XXX
0599999. Death Claims - Disposed Of				3,561,372	2,186,062		XXX
GSR12938	0111500503	LA	2001	100,000	12,500		Settled
GSR10370	0103390213	LA	2001	120,000			Summary judgment win
GTA34867	389729689	WI	2001	55,000	55,000		Settled
Unknown	202-4C-0332	OH	2000	51,500			Summary judgment win
533327	0098921136	WA	2001	200,000			Summary judgment win
GSR2968	Unknown	GA	1999	200,000	100,000		Settled
0899999. Additional Accidental Death Benefits-Group				726,500	167,500		XXX
1099999. Additional Accidental Death Benefits Claims - Disposed Of				726,500	167,500		XXX
1599999. Disability Benefits Claims - Disposed Of							XXX
2099999. Matured Endowments Claims - Disposed Of							XXX
2599999. Annuities with Life Contingency Claims - Disposed Of							XXX
2699999. Claims Disposed of During Current Year				4,287,872	2,353,562		XXX
285620	095325SK01	UT	1995	149,609		149,609	No coverage for additional benefits
88183	0099093504	IL	2002	220,000		220,000	No coverage for additional benefits
N/A	N/A	WA	2002	100,000		100,000	Competing beneficiaries
110718	0100219770	TN	2004	100,000		100,000	Competing beneficiaries
580413	0099969026	AZ	2004	25,000		25,000	Slayer statute
297250	0099312998	NY	2003	33,000		33,000	Competing beneficiaries
202012	090142LZ00	GA	1990	39		39	Interest calculation resisted
502005	0099694208	PA	2003	60,000		60,000	No coverage
26010	0099126419	VA	2002	222,000		222,000	No coverage for additional benefits
496688	0099846238	IL	2003	176,000		176,000	Competing beneficiaries
023730	0099207545	OR	2003	480,000		480,000	No coverage
559770	0100146997	MO	2004	25,000		25,000	Competing beneficiaries
027072	0100180944	IN	2004	147,000		147,000	Competing beneficiaries
502747	0099813866	NC	2002	33,000		33,000	No coverage for additional benefits
500902	0098955897	FL	2001	25,000		25,000	No coverage
546864	0099637853	SC	2003	168,000		168,000	Competing beneficiaries
029231	0099914492	VA	2004	50,000		50,000	Competing beneficiaries
21383	0100061128	FL	1997	23,000		23,000	Slayer statute
537569	0100061441	FL	2004	97,280		97,280	Slayer statute
537570	0100061447	FL	2004	240,000		240,000	Slayer statute
506777	0099451144	MA	2003	163,350		163,350	No coverage for additional benefits
393924	0099985511	VA	2004	34,000		34,000	No coverage
203996	0099116316	OH	2002	62,000		62,000	No coverage
530226	0099257137	TN	2002	165,000		165,000	No coverage for additional benefits
392363	999837491	TX	2003	47,000		47,000	Missing required documents
553518	0100015210	NY	2004	22,000		22,000	Competing beneficiaries
571631	0100108497	CT	2004	150,000		150,000	Slayer statute
571630	0100025278	CT	2004	225,000		225,000	Slayer statute
107910	0099611695	TX	2003	93,000		93,000	No coverage for additional benefits
548663	0099909064	TX	2004	25,000		25,000	No coverage for additional benefits
548663	0099972019	TX	2004	25,000		25,000	No coverage for additional benefits
502147	0099375983	GA	2002	30,000		30,000	No coverage
513033	0099608337	OH	2003	72,000		72,000	Slayer statute
41566	094327LJ00	NY	1994	100,000		100,000	No proof of death
2999999. Death Claims - Group				3,587,278		3,587,278	XXX
3199999. Death Claims - Resisted				3,587,278		3,587,278	XXX

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SCHEDULE F

Showing all claims for death losses and all other contract claims resisted or compromised during the year, and all claims for death losses and all other contract claims resisted December 31 of current year.

1	2	3	4	5	6	7	8
Contract Numbers	Claim Numbers	State of Residence of Claimant	Year of Claim for Death or Disability	Amount Claimed	Amount Paid During the Year	Amount Resisted Dec. 31 of Current Year	Why Compromised or Resisted
GSR15829	202-7B7760	SC	1998	500,000		500,000	Controlled substance exclusion
525670	0098958378	OH	2001	20,000		20,000	Competing beneficiaries
GSR18552	2025C0219	CA	2000	125,000		125,000	Death was not accidental
285620	095325SK02	UT	1995	149,609		149,609	No coverage for additional benefits
3499999. Additional Accidental Death Benefits-Group				794,609		794,609	XXX
3699999. Additional Accidental Death Benefits Claims - Resisted				794,609		794,609	XXX
4199999. Disability Benefits Claims - Resisted							XXX
4699999. Matured Endowments Claims - Resisted							XXX
5199999. Annuities with Life Contingencies Claims - Resisted							XXX
5299999. Claims Resisted During Current Year				4,381,888		4,381,888	XXX
5399999 - Totals				8,669,760	2,353,562	4,381,888	XXX

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE H - ACCIDENT AND HEALTH EXHIBIT

	Total		Group Accident and Health		Credit Accident and Health (Group and Individual)		Collectively Renewable		Other Individual Contracts									
	1 Amount	2 %	3 Amount	4 %	5 Amount	6 %	7 Amount	8 %	Non-Cancelable		Guaranteed Renewable		Non-Renewable for Stated Reasons Only		Other Accident Only		All Other	
									9 Amount	10 %	11 Amount	12 %	13 Amount	14 %	15 Amount	16 %	17 Amount	18 %
PART 1. - ANALYSIS OF UNDERWRITING OPERATIONS																		
1. Premiums written	2,065,162,094	XXX	1,978,518,174	XXX		XXX	(4,135,533)	XXX	37,393,810	XXX	49,366,568	XXX	4,045,893	XXX	(26,818)	XXX		XXX
2. Premiums earned	2,061,366,625	XXX	1,972,191,634	XXX		XXX	(4,135,533)	XXX	40,247,015	XXX	49,000,503	XXX	4,052,222	XXX	10,784	XXX		XXX
3. Incurred claims	1,857,587,476	90.1	1,725,290,429	87.5			(195,703)	4.7	113,862,217	282.9	17,698,379	36.1	929,913	22.9	2,241	20.8		
4. Cost containment expenses	47,859,128	2.3	46,480,835	2.4			0	0.0	587,876	1.5	730,297	1.5	60,120	1.5	0	0.0		
5. Incurred claims and cost containment expenses (Lines 3 and 4)	1,905,446,604	92.4	1,771,771,264	89.8			(195,703)	4.7	114,450,093	284.4	18,428,676	37.6	990,033	24.4	2,241	20.8		
6. Increase in contract reserves	6,826,832	0.3	(2,801)	0.0					(787,147)	(2.0)	7,624,425	15.6	(7,645)	(0.2)				
7. Commissions (a)	147,694,945	7.2	160,599,663	8.1			(980,189)	23.7	(18,222,359)	(45.3)	6,440,950	13.1	(141,732)	(3.5)	(1,388)	(12.9)		
8. Other general insurance expenses	495,382,431	24.0	460,071,164	23.3			1,482,932	(35.9)	23,352,534	58.0	9,663,402	19.7	811,378	20.0	1,021	9.5		
9. Taxes, licenses and fees	69,768,962	3.4	68,007,862	3.4			18,047	(0.4)	166,333	0.4	1,484,613	3.0	92,107	2.3				
10. Total other expenses incurred	712,846,338	34.6	688,678,689	34.9			520,790	(12.6)	5,296,508	13.2	17,588,965	35.9	761,753	18.8	(367)	(3.4)		
11. Aggregate write-ins for deductions	(31,187,674)	(1.5)	(8,687,739)	(0.4)			(2,565)	0.1	(23,035,005)	(57.2)	539,238	1.1	(1,603)	0.0				
12. Gain from underwriting before dividends or refunds	(532,565,475)	(25.8)	(479,567,779)	(24.3)			(4,458,055)	107.8	(55,677,434)	(138.3)	4,819,199	9.8	2,309,684	57.0	8,910	82.6		
13. Dividends or refunds																		
14. Gain from underwriting after dividends or refunds	(532,565,475)	(25.8)	(479,567,779)	(24.3)			(4,458,055)	107.8	(55,677,434)	(138.3)	4,819,199	9.8	2,309,684	57.0	8,910	82.6		
DETAILS OF WRITE-INS																		
1101. Penalties and fines	4,691,425	0.2	4,496,387	0.2					192,349	0.5	2,488	0.0	201	0.0				
1102. Group conversions	(22,594)	0.0	(22,594)	0.0														
1103. Miscellaneous (income) loss	(12,617,990)	(0.6)	(13,161,532)	(0.7)			(2,565)	0.1	8,690	0.0	537,417	1.1						
1198. Summary of remaining write-ins for Line 11 from overflow page	(23,238,515)	(1.1)							(23,236,044)	(57.7)	(667)	0.0	(1,804)	0.0				
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)	(31,187,674)	(1.5)	(8,687,739)	(0.4)			(2,565)	0.1	(23,035,005)	(57.2)	539,238	1.1	(1,603)	0.0				

(a) Includes \$ 0 reported as "Contract, membership and other fees retained by agents."

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE H - ACCIDENT AND HEALTH EXHIBIT (continued)

	1	2	3	4	Other Individual Contracts				
					5	6	7	8	9
	Total	Group Accident and Health	Credit Accident and Health (Group and Individual)	Collectively Renewable	Non-Cancelable	Guaranteed Renewable	Non-Renewable for Stated Reasons Only	Other Accident Only	All Other
PART 2. - RESERVES AND LIABILITIES									
A. Premium Reserves:									
1. Unearned premiums	9,201,001	3,414,710			718,114	5,059,295	8,879	3	
2. Advance premiums	20,108,260	14,261,718			4,790,737	982,350	73,455		
3. Reserve for rate credits	21,065,548	21,598,371			(532,823)				
4. Total premium reserves, current year	50,374,809	39,274,799			4,976,028	6,041,645	82,334	3	
5. Total premium reserves, prior year	46,579,338	32,948,258			7,829,233	5,675,579	88,663	37,605	
6. Increase in total premium reserves	3,795,471	6,326,541			(2,853,205)	366,066	(6,329)	(37,602)	
B. Contract Reserves:									
1. Additional reserves	49,091,667	48,378			12,681,598	36,062,138	299,553		
2. Reserve for future contingent benefits									
3. Total contract reserves, current year	49,091,667	48,378			12,681,598	36,062,138	299,553		
4. Total contract reserves, prior year	42,264,835	51,179			13,468,745	28,437,713	307,198		
5. Increase in contract reserves	6,826,832	(2,801)			(787,147)	7,624,425	(7,645)		
C. Claim Reserves and Liabilities:									
1. Total current year	5,691,718,590	5,146,127,713		17,731,157	453,426,824	73,175,414	1,155,050	102,432	
2. Total prior year	5,585,119,214	5,037,990,674		20,988,480	459,062,308	65,904,644	1,072,917	100,191	
3. Increase	106,599,376	108,137,039		(3,257,323)	(5,635,484)	7,270,770	82,133	2,241	

Part 2, line C2 Columns 1 and 2 were restated to reflect the \$43,257,808 Exhibit 5A change in valuation basis. Part 2, line C2 Columns 1 and 2 were increased \$11,243,002 for reinsurance assumed. Part 2, line C2 Columns 1 and 2 were decreased \$34,228 for foreign currency translation. Part 2, line C2 Columns 1 and 2 were decreased \$466 for a reclassification between prior year assumed and ceded reinsurance.

PART 3. - TEST OF PRIOR YEAR'S CLAIM RESERVES AND LIABILITIES									
1. Claims paid during the year:									
1.1 On claims incurred prior to current year	1,264,651,473	1,137,762,032		3,026,457	113,906,966	9,956,018			
1.2 On claims incurred during current year	486,336,627	479,391,358		35,163	5,590,735	471,591	847,780		
2. Claim reserves and liabilities, December 31, current year:									
2.1 On claims incurred prior to current year	4,200,144,700	3,690,479,724		17,200,827	435,330,460	57,004,598	121,987	7,104	
2.2 On claims incurred during current year	1,491,573,890	1,455,647,989		530,330	18,096,364	16,170,816	1,033,063	95,328	
3. Test:									
3.1 Line 1.1 and 2.1	5,464,796,173	4,828,241,756		20,227,284	549,237,426	66,960,616	121,987	7,104	
3.2 Claim reserves and liabilities, December 31, prior year	5,119,160,560	4,572,032,020		20,988,480	459,062,308	65,904,644	1,072,917	100,191	
3.3 Line 3.1 minus Line 3.2	345,635,613	256,209,736		(761,196)	90,175,118	1,055,972	(950,930)	(93,087)	

Part 3, line 3.2 Columns 1 and 2 decreased \$472,242,613 (for prior year incurrals) for reinsurance ceded. Part 3, line 3.2 Columns 1 and 2 were restated to reflect the \$43,257,808 Exhibit 5A change in valuation basis. Part 3, line 3.2 Columns 1 and 2 were increased \$11,243,002 for reinsurance assumed. Part 3, line 3.2 Columns 1 and 2 increased \$6,283,959 for a reserve buyout on existing claims. Part 3, line 3.2 Columns 1 and 2 were decreased \$34,228 for foreign currency translation. Part 3, line 3.2 Columns 1 and 2 were decreased \$466 for a reclassification between prior year assumed and ceded reinsurance.

PART 4. - REINSURANCE									
A. Reinsurance Assumed:									
1. Premiums written	283,262,468	194,994,527			59,923,170	28,043,964	300,807		
2. Premiums earned	283,220,884	191,261,917			63,255,613	28,405,775	297,579		
3. Incurred claims	326,826,819	213,565,950			102,795,591	10,315,331	149,947		
4. Commissions	11,058,911	(7,756,038)			11,822,746	6,992,203			
B. Reinsurance Ceded:									
1. Premiums written	1,262,584,198	763,603,315		25,287,079	207,336,811	265,517,026	892,929	(52,962)	
2. Premiums earned	1,265,506,156	763,360,859		24,272,506	208,608,692	268,348,540	968,569	(53,010)	
3. Incurred claims	1,164,777,450	768,564,121		19,341,173	306,557,387	67,834,350	1,904,243	576,176	
4. Commissions	130,185,288	39,921,850		4,397,897	45,335,880	40,384,995	141,732	2,934	

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
SCHEDULE H - PART 5 - HEALTH CLAIMS

	1 Medical	2 Dental	3 Other	4 Total
A. Direct:				
1. Incurred Claims	1,214,887		2,694,323,219	2,695,538,106
2. Beginning Claim Reserves and Liabilities	2,879,550		7,395,971,014	7,398,850,564
3. Ending Claim Reserves and Liabilities	2,777,692		7,960,818,910	7,963,596,602
4. Claims Paid	1,316,745		2,129,475,323	2,130,792,068
B. Assumed Reinsurance:				
5. Incurred Claims.....	1,155		326,825,665	326,826,820
6. Beginning Claim Reserves and Liabilities	11,748		1,645,447,382	1,645,459,130
7. Ending Claim Reserves and Liabilities	8,943		1,597,012,655	1,597,021,598
8. Claims Paid	3,960		375,260,392	375,264,352
C. Ceded Reinsurance:				
9. Incurred Claims.....	1,216,042		1,163,561,408	1,164,777,450
10. Beginning Claim Reserves and Liabilities	2,891,298		3,499,143,051	3,502,034,349
11. Ending Claim Reserves and Liabilities	2,786,635		3,916,523,649	3,919,310,284
12. Claims Paid	1,320,705		746,180,810	747,501,515
D. Net:				
13. Incurred Claims.....			1,857,587,476	1,857,587,476
14. Beginning Claim Reserves and Liabilities			5,542,275,345	5,542,275,345
15. Ending Claim Reserves and Liabilities			5,641,307,916	5,641,307,916
16. Claims Paid			1,758,554,905	1,758,554,905
E. Net Incurred Claims and Cost Containment Expenses:				
17. Incurred Claims and Cost Containment Expenses			1,905,446,604	1,905,446,604
18. Beginning Reserves and Liabilities			5,542,275,346	5,542,275,346
19. Ending Reserves and Liabilities			5,641,307,916	5,641,307,916
20. Paid Claims and Cost Containment Expenses			1,806,414,034	1,806,414,034

Lines A2 and D14 and E18 were increased to reflect the \$43,257,808 Exhibit 5A change in valuation basis.

Lines B6 and D14 and E18 were increased \$11,243,002 for reinsurance assumed.

Lines B6 and D14 and E18 were decreased \$70,641 for foreign currency translation.

Lines B6 and D14 and E18 were decreased \$466 for a reclassification between prior year assumed and ceded reinsurance.

Line C10 was decreased and D14 and E18 were increased \$36,413 for foreign currency translation.

Lines B6 and C10 were increased \$10,715,450 for a reclassification between prior year assumed and ceded reinsurance.

Lines B6 and C10 were decreased \$1,147,593 for a reclassification between prior year assumed and ceded reinsurance.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsured	Location	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Affiliates											
64297	13-1898173	12/31/1996	First Unum Life Insurance Company	New York NY	CO/L	19,015,981	3,919,378	171,486,691	3,031,850		
67598	04-1768571	10/01/2002	Paul Revere Life Insurance Company	Worcester MA	CO/G	50,544,466	136,852	280,647,838	9,186,856		
68195	62-0331200	10/01/2002	Provident Life & Accident Insurance Company	Chattanooga TN	CO/G	68,538,223	204,282	459,584,130	67,404,433		
0199999. Total Affiliates						138,098,669	4,260,512	911,718,659	79,623,139		
Non-Affiliates											
22667	95-2371728	07/01/2001	Ace American Insurance Company	Philadelphia PA	CO/G	703,160		2,333,488	181,472		
60054	06-6033492	10/01/1983	Aetna Life Insurance Company	Hartford CT	CO/G	31,571		342,560	8,148		
60054	06-6033492	10/01/1983	Aetna Life Insurance Company	Hartford CT	CO/G			3,752,208	452,628		
66842	25-118523	07/01/1980	AIG Life Insurance Co	Wilmington DE	CO/G	(22,440)		1,433,231	(5,791)		
67369	59-1031071	09/01/1982	Alta Health & Life Insurance Company	Indianapolis IN	CO/G	1,035,291		1,277,574	267,189		
67369	59-1031071	09/01/1982	Alta Health & Life Insurance Company	Indianapolis IN	CO/G			3,259,367	387,889		
00000	AA-9995000	12/01/1992	American Accident Reinsurance Group I	Wayne NJ	YRT/G	13,023			271,660		
00000	AA-9995000	12/01/1992	American Accident Reinsurance Group I	Wayne NJ	YRT/G	36,964			13,571,491		
00000	AA-9995001	01/01/1990	American Accident Reinsurance Group II	Wayne NJ	YRT/G	8,756			1,454,413		
00000	AA-9995002	12/01/1992	American Accident Reinsurance Group III	Wayne NJ	YRT/G	3			40,753		
00000	AA-9995055	10/01/1995	American Disability Reinsurance Underwriters	Wayne NJ	CO/G			101,631,252	185,173		
00000	AA-9995055	01/01/1999	American Disability Reinsurance Underwriters	Wayne NJ	CO/G	46,312,003		138,634,028	11,952,261		
60380	58-0663085	10/01/1984	American Family Life Assurance Co of Columbus	Lincoln NE	CO/G			121,509	13,968		
60410	73-0714500	01/01/1989	American Fidelity Assurance Co.	Oklahoma City OK	YRT/G			131,270	14,586		
60410	73-0714500	05/01/1991	American Fidelity Assurance Co.	Oklahoma City OK	CO/G			231,349	28,522		
60534	59-0781901	05/01/1969	American Heritage Life Insurance Company	Jacksonville FL	CO/G	35,885		731,946	9,261		
60534	59-0781901	05/01/1969	American Heritage Life Insurance Company	Jacksonville FL	CO/G			154,775	19,763		
60577	74-1365936	10/01/1984	American Income Life Insurance Company	Indianapolis IN	CO/G	23,353		7,617	6,027		
32220	13-3333609	07/01/1980	American International Insurance Company	New York NY	CO/G			632,265			
32220	13-3333609	07/01/1980	American International Insurance Company	New York NY	CO/G			6,006,346	732,528		
00000	AA-9995056	01/01/1993	American Long Term Care Reinsurance Group	Hartford CT	YRT/L	22,963,706	6,801,437	132,998,210	2,754,363		
60895	35-0145825	05/01/1982	American United Life Insurance Company	Indianapolis IN	CO/G			100,325	13,688		
60895	35-0145825	01/01/1989	American United Life Insurance Company	Indianapolis IN	YRT/G			35,758	3,973		
60895	35-0145825	01/01/1990	American United Life Insurance Company	Indianapolis IN	YRT/G	1,027,350			1,222,674		
61689	42-0175020	01/01/1979	Amerus Life Insurance Company	Des Moines IA	CO/G			1,015,883	122,541		
61069	35-0980405	12/01/1995	Anthem Life Insurance Company	Indianapolis IN	CO/G			356,698			
61069	35-0980405	12/01/1995	Anthem Life Insurance Company	Indianapolis IN	CO/G			1,741,866	212,747		
62898	04-2235236	02/01/1970	Aviva Life Insurance Company	Wilmington DE	CO/G			508,123	69,104		
32603	47-0574325	01/01/1999	Berkley Insurance Company	Wilmington DE	YRT/G	5,423			695,488		
68535	72-1008243	09/01/1984	Bluebonnet Life Insurance Company	Flowood MS	CO/G			93,493	11,311		
61476	04-1106240	02/01/1975	Boston Mutual Life Insurance Company	Canton MA	CO/G			49,739	6,732		
00000	AA-9994107	01/01/1989	Canadian Accident Reinsurance Facility	Toronto Ontario	YRT/G	16,427			2,465,363		
00000	AA-9994107	01/01/1996	Canadian Accident Reinsurance Facility	Toronto Ontario	YRT/G	41,663			3,656,697		
61727	34-0970995	01/01/1992	Central Reserve Life Insurance Company	Strongsville OH	CO/G	93,531		275,555	24,139		
61727	34-0970995	01/01/1992	Central Reserve Life Insurance Company	Strongsville OH	CO/G			52,677	6,492		
70491	45-0208990	01/01/1990	Clarica Life Insurance Company	Fargo ND	CO/G			35,839	4,811		
62065	23-1628836	03/01/1969	Colonial Penn Life Insurance Company	Philadelphia PA	CO/G			50,656	5,756		
62065	23-1628836	10/01/1970	Colonial Penn Life Insurance Company	Philadelphia PA	CO/G			78,879	9,989		
62146	36-2136262	01/01/1998	Combined Insurance Company of America	Chicago IL	OTH/G			6,706,180			
93718	23-2683616	12/01/1991	Conestoga Life Assurance Company	Broomhall PA	CO/G			17,730	2,012		
79715	66-0231517	05/01/1984	Cooperativa De Seguros De Vida PR	San Juan PR	CO/G	469,103		2,572,376	121,067		
79715	66-0231517	05/01/1984	Cooperativa De Seguros De Vida PR	San Juan PR	CO/G			833,397	101,764		
63118	44-0544022	10/01/1981	Farm Bureau Life Insurance Co of Missouri	Jefferson City MO	CO/G	191,162		1,082,117	49,335		
63118	44-0544022	10/01/1981	Farm Bureau Life Insurance Co of Missouri	Jefferson City MO	CO/G			8,790	2,661		
63304	23-0577450	02/18/1970	Fidelity Mutual Life Insurance Company	Radnor PA	CO/G			501,500	61,023		
69140	04-1867050	01/01/1996	First Allmerica Financial Life Ins. Co.	Worcester MA	CO/G			454,589	76,030		
63401	54-0596414	02/01/1970	First Colony Life Insurance Company	Lynchburg VA	CO/G			43,316	5,248		
76031	59-2876465	08/01/1988	Florida Combined Life Insurance Co. Inc.	Jacksonville FL	CO/G	5,250,290		15,790,641	1,355,002		
76031	59-2876465	08/01/1988	Florida Combined Life Insurance Co. Inc.	Jacksonville FL	CO/G			2,440,896	300,772		

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsured	Location	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
71129	36-2598882	11/01/1969	Fort Dearborn Life Insurance Company	Chicago IL	CO/G			29,555	3,556		
71129	36-2598882	03/14/1970	Fort Dearborn Life Insurance Company	Chicago IL	CO/G	714,499		2,578,369	184,398		
71129	36-2598882	03/14/1970	Fort Dearborn Life Insurance Company	Chicago IL	CO/G			3,856,077	472,684		
70408	81-0170040	01/01/1971	Fortis Benefits Insurance Company	St. Paul MN	CO/G			1,254,617	182,747		
70025	91-6027719	01/01/1990	General Electric Capital Assurance Company	Wilmington DE	YRT/G	533,191	173,083	3,124,449	77,677		
70025	91-6027719	01/01/1990	General Electric Capital Assurance Company	Wilmington DE	YRT/I	2,626,410	792,443	15,529,766	485,831		
86258	13-2572994	01/01/1989	General Re Life Corporation	Stamford CT	YRT/G			2,467,145	274,127		
86258	13-2572994	01/01/1989	General Re Life Corporation	Stamford CT	YRT/I	752,527	177,572	16,683,058	1,163,533		
63312	13-1935920	01/01/1977	Great American Life Insurance Company	Cincinnati OH	CO/G	186,460		491,482	48,122		
63312	13-1935920	01/01/1977	Great American Life Insurance Company	Cincinnati OH	CO/G			334,169	36,864		
64076	35-0906401	01/01/1991	Great Fidelity Life Insurance Company	Fort Wayne IN	CO/G			4,959	574		
68322	84-0467907	03/01/1970	Great West Life & Annuity Life Insurance Co	Greenwood Village CO	CO/G	(112)		1,669,705	(29)		
68322	84-0467907	03/01/1970	Great West Life & Annuity Life Insurance Co	Greenwood Village CO	CO/G			4,434,184	549,510		
64211	36-1174500	01/01/1999	Guarantee Trust Life Insurance Company	Glenview IL	YRT/G				5,928		
93505	06-1207332	02/01/1992	Hartford International Life Reassurance Corp.	Simsbury CT	YRT/G			293,940	32,660		
93440	06-1041332	10/01/1989	Highmark Life Insurance Company	Hartford CT	YRT/G			589,981	65,553		
00000	AA-1580008	01/15/2004	Hitachi Capital Insurance Corporation	Tokyo Japan	COFW/G	10,936,823		8,285,169	3,752,418		9,694,762
73288	39-1263473	12/01/1998	Humana Insurance Company	DePere WI	CO/G	2,762,636		8,213,207	712,985		
73288	39-1263473	12/01/1998	Humana Insurance Company	DePere WI	CO/G			17,229,669	1,851,066		
81450	38-2346432	01/01/1990	IBA Health & Life Assurance Company	Kalamazoo MI	CO/G			127,795	14,826		
54704	23-0370270	01/01/1994	Independence Blue Cross	Philadelphia PA	YRT/I	1,429,622	284,763	4,851,562	168,510		
64645	35-0413330	07/01/1991	Indianapolis Life Insurance Company	Indianapolis IN	MCO/I	4,049,331				12,023,256	
64645	35-0413330	07/01/1991	Indianapolis Life Insurance Company	Indianapolis IN	CO/I			17,033,356	97,518		
64645	35-0413330	11/01/1991	Indianapolis Life Insurance Company	Indianapolis IN	CO/I	752,166	131,718	6,351,240	19,459		
70254	62-0395665	03/24/1983	Jefferson Pilot Financial Insurance Company	Omaha NE	CO/G			144,089	17,179		
62057	22-0832760	11/28/1973	Jefferson Pilot Lifeamerica Insurance Company	Florham Park NJ	CO/G			169,775	25,727		
65080	41-0999752	08/01/1989	John Alden Life Insurance Company	Plymouth MN	CO/G			64,442			
65099	04-1414660	01/01/1995	John Hancock Life Insurance Company	Boston MA	CO/G			2,583,586	320,350		
65110	57-0380426	01/01/1983	Kanawha Insurance Company	Lancaster SC	CO/G	25,334		56,652	6,538		
65110	57-0380426	01/01/1983	Kanawha Insurance Company	Lancaster SC	CO/G			118,092	13,573		
65242	35-0457540	05/15/1970	Lafayette Life Insurance Company	Lafayette IN	CO/G	4,252,197		11,461,665	1,097,413		
65242	35-0457540	05/15/1970	Lafayette Life Insurance Company	Lafayette IN	CO/G			688,987	74,930		
00000	AA-9994112	01/01/1990	London Accident Reinsurance Group	London England	CO/G	(8,425,544)	25,046		42,989,746		
00000	AA-1561031	01/01/1993	London Life	London Ontario Canada	YRT/G	828			37,482		
65722	63-0343428	01/01/1993	Loyal American Life Insurance Company	Tampa FL	CO/I	27,127	6,205	9,355	8,943		
00000	AA-5320028	01/01/2004	Manulife -International Ltd	Hong Kong Hong Kong	CO/G	537,104		576,643	432,275		
86991	34-1174729	01/01/1992	Medical Life Insurance Company	Cleveland OH	CO/G			844,722	101,775		
65978	13-5581829	07/01/1976	Metropolitan Life Insurance Company	New York NY	CO/G			320,497	77,191		
65978	13-5581829	01/01/2001	Metropolitan Life Insurance Company	New York NY	CO/G			1,341,101			
66044	46-0164570	09/04/1970	Midland National Life Insurance Company	West Des Moines IA	CO/G			34,125	3,970		
31755	39-1211058	01/01/1989	Midwest Security Insurance Company	Onalaska WI	CO/G	(22,716)			(5,863)		
31755	39-1211058	01/01/1989	Midwest Security Insurance Company	Onalaska WI	CO/G			63,655	7,410		
66168	41-0417830	08/15/1982	Minnesota Life Insurance Company	Saint Paul MN	CO/G			69,900			
66168	41-0417830	08/15/1982	Minnesota Life Insurance Company	Saint Paul MN	CO/G			319,640	40,552		
74209	35-1698689	01/01/1991	MMA Insurance Company	Goshen IN	CO/G			57,704	7,211		
66281	52-0419790	01/01/1980	Monumental Life Insurance Company	Baltimore MD	CO/G			2,250	278		
78077	86-0222062	06/30/1993	Mony Life Insurance Co of America	Phoenix AZ	DTH/G			12,838,667			
71412	47-0246511	08/01/1984	Mutual of Omaha Insurance Company	Omaha NE	CO/G			13,777	2,154		
66419	41-0203970	03/15/1984	Mutual Service Life Insurance Company	Arden Hills MN	CO/G	8,508		65,197	2,196		
66419	41-0203970	03/15/1984	Mutual Service Life Insurance Company	Arden Hills MN	CO/G			532,242	62,808		
72087	66-0276881	11/30/1972	National Life Insurance Company	San Juan PR	CO/G	42,234		194,960	10,900		
72087	66-0276881	11/30/1972	National Life Insurance Company	San Juan PR	CO/G			4,239,248	511,180		
66680	03-0144090	01/01/1991	National Life Insurance Company	Montpelier VT	CO/I	386,660	114,865	3,213,073	100,807		
66680	03-0144090	01/01/1991	National Life Insurance Company	Montpelier VT	MCO/I	11,583,985				80,739,696	
66680	03-0144090	01/01/1991	National Life Insurance Company	Montpelier VT	MCO/I	24,559,423				301,699,425	
66680	03-0144090	01/01/1991	National Life Insurance Company	Montpelier VT	MCO/I					16,369,885	

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsured	Location	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
66869	31-4156830	08/01/1983	Nationwide Life Insurance Company	Columbus OH	CO/G			136,478	16,270		
67172	31-0397080	03/01/1972	Ohio National Life Insurance Company	Cincinnati OH	CO/G			297,375	37,314		
67180	31-4271600	07/21/1970	Ohio State Life Insurance Company	Dallas TX	CO/G			81,240	10,475		
67199	44-0376695	10/01/1998	Old American Insurance Company	Kansas City MO	CO/I	1,001,208	219,851	11,251,737	1,269,669		
68837	47-0294950	10/01/1998	Omaha Life Insurance Company	Omaha NE	CO/G	308,568		1,392,959	79,636		
85286	75-1461960	02/02/1984	Ovation Insurance Company	Dallas TX	CO/G			345,718	51,252		
67539	72-0281240	04/01/1999	Pan American Life Insurance Company	New Orleans LA	YRT/G				6,692		
67644	23-0952300	06/24/1994	Penn Mutual Life Insurance Company	Philadelphia PA	CO/I	232,328	21,787	1,084,803	6,947		
66605	43-0378030	01/09/1970	Peoples Benefit Life Insurance Company	Cedar Rapids IA	CO/G			5,262	748		
67784	74-1952955	03/01/1984	Philadelphia American Life Insurance Company	Houston TX	CO/G	278		275,433	72		
67784	74-1952955	03/01/1984	Philadelphia American Life Insurance Company	Houston TX	CO/G			2,530,538	311,913		
00000	AA-9995050	11/01/1985	Pinehurst Accident Reinsurance Group	Wayne NJ	YRT/G	54,639			6,945,431		
00000	AA-9995050	11/01/1985	Pinehurst Accident Reinsurance Group	Wayne NJ	YRT/G				1,480,488		
68136	63-0169720	09/01/1976	Protective Life Insurance Company	Nashville TN	CO/G			2,721,473	364,556		
68136	63-0169720	01/01/1991	Protective Life Insurance Company	Nashville TN	CO/I	1,980,152	303,154	14,490,613	81,872		
66133	41-1760577	10/01/1981	Prudential Select LIC of America	Plymouth MN	CO/G			63,854	8,040		
66133	41-1760577	01/01/1989	Prudential Select LIC of America	Plymouth MN	CO/G			36,270			
97985	93-6030398	08/01/1984	Regence Life & Health Insurance Company	Portland OR	CO/G			56,305	6,895		
67105	41-0451140	08/01/1969	Reliastar Life Insurance Company	Minneapolis MN	CO/G	3,848			993		
67105	41-0451140	08/01/1969	Reliastar Life Insurance Company	Minneapolis MN	CO/G			1,018,413	124,544		
68675	48-0409770	05/01/1983	Security Benefit Life Ins Company	Topeka KS	CO/G			118,463	14,059		
68764	47-0293990	09/15/1960	Security Financial Life Insurance Company	Lincoln NE	CO/G			72,680			
68764	47-0293990	09/15/1960	Security Financial Life Insurance Company	Lincoln NE	CO/G			143,886	17,287		
68721	41-0808596	01/01/1977	Security Life Insurance Co of America	Minneapolis MN	CO/G			114,138			
68721	41-0808596	01/01/1977	Security Life Insurance Co of America	Minneapolis MN	CO/G			263,694	32,594		
68772	15-0442730	04/15/1971	Security Mutual Life Insurance Co of NY	Binghamton NY	CO/G			679,657	88,953		
69485	36-2610791	02/06/1992	Security National Life Insurance Company	Salt Lake City UT	CO/G	(961)		317,741	(248)		
69485	36-2610791	02/06/1992	Security National Life Insurance Company	Salt Lake City UT	CO/G			9,638	1,117		
74195	66-0411876	09/01/1992	Seguros De Vida Triple S Inc.	San Juan PR	CO/G	4,582,401		7,578,527	1,182,632		
74195	66-0411876	09/01/1992	Seguros De Vida Triple S Inc.	San Juan PR	CO/G			717,491	87,400		
68845	54-0377280	10/10/1978	Shenandoah Life Insurance Company	Roanoke VA	CO/G			54,282	6,772		
71420	94-0734860	10/01/1986	Sierra Health & Life Insurance Company Inc	Las Vegas NV	CO/G			1,301	238		
00000	AA-9995130	10/01/1989	Special Accident Reinsurance Facility	Wayne NJ	YRT/G	335,139			23,262,817		
86355	73-0994234	01/01/1971	Standard Life & Accident Insurance Company	Oklahoma City OK	CO/G	(749)			(193)		
86355	73-0994234	01/01/1971	Standard Life & Accident Insurance Company	Oklahoma City OK	CO/G			194,860	24,240		
86355	73-0994234	01/01/1972	Standard Life & Accident Insurance Company	Oklahoma City OK	CO/G			10,566	1,301		
65021	03-0164230	09/01/1999	Stonebridge Life Insurance Company	Rutland VT	CO/G	225,624	9,325	44,845	21,954		
82627	06-0839705	01/01/1989	Swiss Re Life & Health America Inc.	Stamford CT	CO/G			382,390	42,488		
82627	06-0839705	01/01/1989	Swiss Re Life & Health America Inc.	Stamford CT	CO/G	(464,641)	504,653	16,126,722	1,640,464		
82627	06-0839705	01/01/1991	Swiss Re Life & Health America Inc.	Stamford CT	CO/G			919,954	211,679		
12904	13-6108722	01/01/1998	Tokio Marine & Nichido Fire Insurance Co Ltd.	New York NY	YRT/G	34,694			27,913,572		
62863	36-3421358	01/01/1992	Trustmark Life Insurance Company	Lake Forest IL	CO/G			238,385	30,046		
80837	31-0472910	09/01/1969	Union Central Life Insurance Company	Cincinnati OH	CO/G			1,215,667	128,808		
80837	31-0472910	01/01/1977	Union Central Life Insurance Company	Cincinnati OH	CO/G			276,350	29,221		
63983	82-0123320	02/01/1972	United Heritage Life Insurance Company	Meridian ID	CO/G			167,831			
63983	82-0123320	02/01/1972	United Heritage Life Insurance Company	Meridian ID	CO/G			253,370	32,113		
69868	47-0322111	08/01/1984	United of Omaha Life Insurance Company	Omaha NE	CO/G			497,702	61,847		
63479	58-0869673	11/21/1991	United Teacher Associates Insurance Company	Austin TX	CO/G			40,192	4,946		
81531	63-0477090	10/01/1989	United Trust Insurance Company	Birmingham AL	YRT/G			694,782	77,198		
70181	88-0056592	01/01/1991	Universe Life Insurance Company	Lewiston ID	CO/G			36,560	4,814		
25887	52-0515280	07/01/1974	US Fidelity & Guaranty Co.	Baltimore MD	CO/G			46,046	6,327		
94358	71-0505232	01/01/1990	USable Life	Little Rock AR	CO/G			185,413	23,661		
70319	36-1933760	07/01/1975	Washington National Insurance Company	Chicago IL	CO/G			2,444,296	309,244		
16535	36-4233459	01/01/1996	Zurich American Insurance Company	Schaumburg IL	YRT/G				77,038		
0299999. Total - Non-Affiliates						144,247,446	9,565,902	653,619,413	165,238,161	410,832,262	9,694,762
0399999 - Totals						282,346,115	13,826,414	1,565,338,071	244,861,299	410,832,262	9,694,762

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - Part 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Paid Losses	7 Unpaid Losses
Life and Annuity, Non-Affiliates						
22667	95-2371728	01/01/2000	Ace American Insurance Company	Philadelphia PA	23,625	
00000	AA-1240004	01/01/2000	Ace Insurance SA NV	Belgium	31,079	
60895	35-0145825	12/31/1999	American United Life Insurance Company	Indianapolis IN		17,019
68276	48-1024691	04/01/2003	Employers Reassurance Corporation	Overland Park KS		50,000
68276	48-1024691	04/01/2003	Employers Reassurance Corporation	Overland Park KS		272,849
86258	13-2572994	01/01/2000	General Re Life Corporation	Stamford CT	2,286,203	602,528
70939	13-2611847	01/01/1999	Gerber Life Insurance Company	White Plains NY		9,077
65676	35-0472300	12/22/1959	Lincoln National Life Insurance Company	Fort Wayne IN		10,000
00000	AA-1126861	01/01/2000	Lloyd's Syndicate Number 0861	London England	9,450	
00000	AA-1127209	01/01/2000	Lloyd's Syndicate Number 1209	London England	16,800	
67814	06-0493340	01/01/1999	Phoenix Life Insurance Co.	East Greenburg NY		17,019
68136	63-0169720	07/01/1993	Protective Life Insurance Co.	Nashville TN		1,492,259
00000	AA-1120481	01/01/2000	QBE International Insurance Limited	London England	9,418	
65765	38-0779740	07/01/1997	Reassure America Life Insurance Company	Jacksonville IL		1,430,123
68381	36-0883760	01/01/1999	Reliance Standard Life Insurance Company	Chicago IL		17,019
0299999. Life and Annuity - Non-Affiliates					2,376,575	3,917,893
0399999. Totals - Life and Annuity					2,376,575	3,917,893
Accident and Health, Affiliates						
00000	98-0179389	12/31/1997	Unum International Limited	Hamilton Bermuda	32,166,729	192,759,198
00000	98-0179389	01/01/2003	Unum International Limited	Hamilton Bermuda	1,049,267	5,598,492
00000	98-0179389	01/01/2003	Unum International Limited	Hamilton Bermuda	3,735,563	14,813,418
00000	00-0000000	01/01/1989	UNUM Limited	Surrey England		13,919
00000	00-0000000	01/01/1989	UNUM Limited	Surrey England		44,176
0499999. Accident and Health Affiliates					36,951,559	213,229,202
Accident and Health, Non-Affiliates						
22667	95-2371728	01/01/2000	Ace American Insurance Company	Philadelphia PA	137,098	6,297
00000	AA-3190809	07/01/2000	Ace Capital Reinsurance Ltd.	Hamilton Bermuda		2,247,589
00000	AA-1240004	01/01/2000	Ace Insurance SA NV	Belgium	783,252	2,075
00000	AA-1240004	01/01/2000	Ace Insurance SA NV	Belgium	428,345	7,697
00000	AA-1240004	01/01/2002	Ace Insurance SA NV	Belgium	162,108	7,470
00000	AA-1240004	01/01/2003	Ace Insurance SA NV	Belgium	112,967	
00000	AA-1240004	09/01/2003	Ace Insurance SA NV	Belgium		190,728
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	Hamilton Bermuda		6,371,267
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	Hamilton Bermuda		173,801
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	Hamilton Bermuda		10,571,638
00000	AA-3190770	09/01/2003	Ace Tempest Reinsurance LTD.	Hamilton Bermuda		396,067
90611	41-1366075	01/01/1996	Allianz Life Insurance Company of North America	Minneapolis MN		3,222,970
00000	AA-9995055	10/01/1995	American Disability Reinsurance Underwriters Syndicate	Wayne NJ		510,461
00000	AA-9995056	10/01/1993	American Long Term Care Reinsurance Group	Wayne NJ		1,202,000
00000	AA-9995056	01/01/1994	American Long Term Care Reinsurance Group	Wayne NJ		1,245,700
60895	35-0145825	01/01/1989	American United Life Insurance Company	Indianapolis IN		13,300
60895	35-0145825	01/01/1989	American United Life Insurance Company	Indianapolis IN		114,832
60895	35-0145825	01/01/1996	American United Life Insurance Company	Indianapolis IN		568,291
60895	35-0145825	01/01/1999	American United Life Insurance Company	Indianapolis IN		43,120
60895	35-0145825	12/31/1999	American United Life Insurance Company	Indianapolis IN		3,408,705
60895	35-0145825	12/31/1999	American United Life Insurance Company	Indianapolis IN		77,677
60895	35-0145825	12/31/1999	American United Life Insurance Company	Indianapolis IN		45,291,552
62944	13-5570651	01/01/1996	AXA Equitable Life Insurance Company	New York NY		4,206,483
62944	13-5570651	01/01/1999	AXA Equitable Life Insurance Company	New York NY		(9,992)
62944	13-5570651	01/01/1999	AXA Equitable Life Insurance Company	New York NY		3,227
62944	13-5570651	01/01/1999	AXA Equitable Life Insurance Company	New York NY		67,298
61395	87-0115120	01/01/1989	Beneficial Life Insurance Company	Salt Lake City UT		5,700
61395	87-0115120	01/01/1989	Beneficial Life Insurance Company	Salt Lake City UT		49,214
61883	42-0884060	07/01/1998	Central United Life Insurance Co	Houston TX		223,992
00000	98-0165326	12/31/1996	Centre Life Reinsurance Company	Hamilton Bermuda		11,929,737
62146	36-2136262	01/01/2002	Combined Insurance Co of America	Chicago IL		3,735
62146	36-2136262	01/01/2002	Combined Insurance Co of America	Chicago IL		9,960
62146	36-2136262	09/01/2003	Combined Insurance Co of America	Chicago IL		293,353
68276	48-1024691	04/01/2003	Employers Reassurance Corporation	Overland Park KS		113,378
39845	48-0921045	04/01/2003	Employers Reinsurance Corporation	Jefferson City MO		95,601
20281	13-1963496	01/01/1991	Federal Insurance Company	Riverwoods IL		4,860
20281	13-1963496	01/01/1991	Federal Insurance Company	Riverwoods IL		67,298
86258	13-2572994	01/01/1989	General Re Life Corporation	Stamford CT		37,999
86258	13-2572994	01/01/1989	General Re Life Corporation	Stamford CT		246,070
86258	13-2572994	04/27/1990	General Re Life Corporation	Stamford CT	3,425,199	984,953
86258	13-2572994	01/01/1992	General Re Life Corporation	Stamford CT	329,991	102,777
86258	13-2572994	01/01/2000	General Re Life Corporation	Stamford CT	750,000	
97071	13-3126819	01/01/2004	Generali USA Life Reassurance Company	Minneapolis MN	94,202	2,324
70939	13-2611847	01/01/1999	Gerber Life Insurance Company	White Plains NY		1,262
00000	AA-1120980	06/10/1999	Groupama Insurance Company Ltd	London England	14,015	
64246	13-5123390	01/01/1999	Guardian Life Insurance Company of America	New York NY		1,015,316
00000	AA-3190379	01/01/1996	Legend Reinsurance Company Ltd	Hamilton Bermuda		6,796
65676	35-0472300	01/01/1977	Lincoln National Life Insurance Company	Fort Wayne IN	566,741	13,300
65676	35-0472300	01/01/1988	Lincoln National Life Insurance Company	Fort Wayne IN	1,875,695	182,964
00000	AA-1122000	01/01/1994	Lloyd's of London	London England		48,471
00000	AA-1126033	06/03/1999	Lloyd's Syndicate Number 0033	London England	7,004	
00000	AA-1126053	06/03/1999	Lloyd's Syndicate Number 0053	London England	9,337	
00000	AA-1126318	06/03/1999	Lloyd's Syndicate Number 0318	London England	4,672	
00000	AA-1126510	06/03/1999	Lloyd's Syndicate Number 0510	London England	7,004	
00000	AA-1126625	06/03/1999	Lloyd's Syndicate Number 0625	London England	7,004	
00000	AA-1126861	01/01/2000	Lloyd's Syndicate Number 0861	London England		747
00000	AA-1126861	01/01/2000	Lloyd's Syndicate Number 0861	London England	54,839	2,519
00000	AA-1127101	06/10/1999	Lloyd's Syndicate Number 1101	London England		14,009
00000	AA-1127209	01/01/2000	Lloyd's Syndicate Number 1209	London England		1,328
00000	AA-1127209	01/01/2000	Lloyd's Syndicate Number 1209	London England	97,491	4,478
00000	AA-1780047	01/01/1996	London Life & General Reinsurance Co Ltd	Dublin Ireland		767,447
76694	23-2044256	01/01/1989	London Life Reinsurance Company	Blue Bell PA		13,300
76694	23-2044256	01/01/1989	London Life Reinsurance Company	Blue Bell PA		114,832
00000	AA-1561007	01/01/1989	Manufacturers Life Insurance Co	Toronto Ontario Canada		3,346,115
00000	AA-3190526	01/01/1989	Manulife Reins Corp USA	Hamilton Bermuda		82,023
00000	AA-3190526	01/01/1989	Manulife Reins Corp USA	Hamilton Bermuda		9,500
69515	34-0977231	06/01/2003	MedAmerica Insurance Company	Rochester NY		57,714
66346	58-0828824	10/01/1996	Munich American Reassurance Company	Atlanta GA	42,039	13,735
00000	54-1846993	07/01/2002	NiSource Insurance Corporation Ltd.	Burlington VT		175,508
00000	54-1846993	07/01/2003	NiSource Insurance Corporation Ltd.	Burlington VT		8,163
23680	47-0698507	01/01/2002	Odyssey America Reinsurance Corporation	Stamford CT		179,189
67814	06-0493340	01/01/1996	Phoenix Life Insurance Company	East Greenburg NY		1,146,128
67814	06-0493340	01/01/1998	Phoenix Life Insurance Company	East Greenburg NY		50,138

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - Part 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Paid Losses	7 Unpaid Losses
67814	06-0493340	01/01/1999	Phoenix Life Insurance Company	East Greenburg NY		2,366
67814	06-0493340	10/01/2000	Phoenix Life Insurance Company	East Greenburg NY	96,031	8,322
00000	AA-9995050	11/01/1985	Pinehurst Accident Reinsurance Group	Wayne NJ		1,423,089
00000	AA-1120481	01/01/2000	QBE International Insurance Limited	London England	129,802	2,332
68381	36-0883760	01/01/1999	Reliance Standard Life Insurance Company	Chicago IL		(7,993)
68381	36-0883760	01/01/1999	Reliance Standard Life Insurance Company	Chicago IL		2,366
68381	36-0883760	01/01/2004	Reliance Standard Life Insurance Company	Chicago IL		6,734,009
67105	41-0451140	01/01/2002	Reliastar Life Insurance Company	Minneapolis MN		22,410
93572	43-1235868	01/01/1999	RGA Reinsurance Company	Chesterfield MO		56,560
87572	23-2038295	01/01/1989	Scottish Re US Inc.	Wilmington DE		5,842
87572	23-2038295	01/01/1989	Scottish Re US Inc.	Wilmington DE		2,536
00000	AA-9995130	10/01/1989	Special Accident Reinsurance Facility	Wayne NJ		22,887,248
80802	38-1082080	01/01/1989	Sun Life Assurance Company of Canada	Toronto Canada		82,023
80802	38-1082080	01/01/1996	Sun Life Assurance Company of Canada	Toronto Canada		287,073
82627	06-0839705	01/01/1989	Swiss Re Life & Health America Inc.	Stamford CT		33,296
82627	06-0839705	01/01/1989	Swiss Re Life & Health America Inc.	Stamford CT		289,441
82627	06-0839705	10/01/1996	Swiss Re Life & Health America Inc.	Stamford CT	28,208	7,641
82627	06-0839705	03/01/1971	Swiss Re Life & Health America Inc.	Stamford CT	6,000	777
97055	59-2213662	01/01/2004	The Mega Life and Health Insurance Company	Oklahoma City OK	847,817	20,916
25534	94-1517098	01/01/2002	TIG Insurance Company	Martinez CA		6,225
12904	13-6108722	01/01/1996	Tokio Marine & Nichido Fire Ins Co USB	New York NY		152,149
0599999. Accident and Health - Non-Affiliates					10,030,870	133,370,805
0699999. Totals - Accident and Health					46,982,429	346,600,007
0799999 Totals - Life, Annuity and Accident and Health					49,359,003	350,517,900

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - PART 3 - SECTION 1

Reinsurance Ceded Life Insurance, Annuities, Deposit Funds and Other Liabilities Without Life or Disability Contingencies and Related Benefits Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Type of Reinsurance Ceded	7 Amount in Force at End of Year	Reserve Credit Taken		10 Premiums	Outstanding Surplus Relief		13 Modified Coinsurance Reserve	14 Funds Withheld Under Coinsurance
							8 Current Year	9 Prior Year		11 Current Year	12 Prior Year		
General Account, Non-Affiliates													
00000	AA-3194126	01/01/2004	Arch Reinsurance Company Ltd.	Hamilton Bermuda	CAT/G				130,569				
00000	AA-3194126	01/01/2004	Arch Reinsurance Company Ltd.	Hamilton Bermuda	CAT/G				86,017				
61093	58-0146380	07/01/1999	Atlanta Life Insurance Company	Atlanta GA	CO/G	1,178,846,814			3,551,175				
61093	58-0146380	02/01/2002	Atlanta Life Insurance Company	Atlanta GA	CO/G	78,927,529			185,173				
00000	AA-3194139	01/01/2004	Axis Specialty Ltd.	Hamilton Bermuda	CAT/G				195,854				
00000	AA-3194139	01/01/2004	Axis Specialty Ltd.	Hamilton Bermuda	CAT/G				134,401				
00000	AA-1120242	01/01/2004	Brit Insurance Ltd	London England	CAT/G				81,606				
80659	38-0397420	01/01/1987	Canada Life Assurance Company	Lansing MI	YRT/G				13,867				
68276	48-1024691	04/01/2003	Employers Reassurance Corporation	Overland Park KS	CO/I	60,485,000	382,073	342,020	397,292				
68276	48-1024691	04/01/2003	Employers Reassurance Corporation	Overland Park KS	CO/G	1,243,638,000	60,878	212,839	4,972,627				
11551	99-0360327	01/01/2004	Endurance Reinsurance Corp. of America	White Plains NY	CAT/G				130,569				
11551	99-0360327	01/01/2004	Endurance Reinsurance Corp. of America	White Plains NY	CAT/G				96,769				
26921	22-2005057	01/01/2004	Everest Reinsurance Company	Wilmington DE	CAT/G				215,042				
86258	13-2572994	01/01/2000	General Re Life Corporation	Stamford CT	YRT/G	6,102,872,787			12,150,451				
00000	AA-3190060	01/01/2004	Hannover Re -Bermuda Ltd.	Hamilton Bermuda	CAT/G				114,248				
00000	AA-3190060	01/01/2004	Hannover Re -Bermuda Ltd.	Hamilton Bermuda	CAT/G				86,017				
65676	35-0472300	12/22/1959	Lincoln National Life Insurance Company	Fort Wayne IN	YRT/I	1,089,352	35,005	21,739	38,602				
65676	35-0472300	12/22/1959	Lincoln National Life Insurance Company	Fort Wayne IN	CO/I	583,872	33,367	378,830					
65676	35-0472300	10/01/1996	Lincoln National Life Insurance Company	Fort Wayne IN	ACO/G		200,626,409	199,801,812	291,798				
00000	AA-1126033	01/01/2004	Lloyd's Syndicate Number 0033	London England	CAT/G				40,803				
00000	AA-1126033	01/01/2004	Lloyd's Syndicate Number 0033	London England	CAT/G				26,880				
00000	AA-1127243	01/01/2004	Lloyd's Syndicate Number 1243	London England	CAT/G				97,927				
00000	AA-1127243	01/01/2004	Lloyd's Syndicate Number 1243	London England	CAT/G				32,256				
00000	AA-1128020	01/01/2004	Lloyd's Syndicate Number 2020	London England	CAT/G				163,212				
00000	AA-1128020	01/01/2004	Lloyd's Syndicate Number 2020	London England	CAT/G				53,760				
65781	39-0990296	01/01/1997	Madison National Life Insurance Company	Middleton WI	CO/I	2,159,545	1,707,752	3,986,847					
98078	38-2450502	10/01/2000	Manulife Reinsurance Limited	Bloomfield Hills MI	COFIW/G	143,703,113,388			276,100,051				
00000	AA-3194129	01/01/2004	Montpelier Reinsurance Ltd	Hamilton Bermuda	CAT/G				359,066				
00000	AA-3194129	01/01/2004	Montpelier Reinsurance Ltd	Hamilton Bermuda	CAT/G				247,298				
23841	02-0172170	01/01/2004	New Hampshire Insurance Company	Harrisburg PA	CAT/G				171,372				
67032	56-0340860	03/01/2002	North Carolina Mutual Life Insurance Company	Durham NC	CO/G	438,090,416			1,658,031				
23680	47-0698507	01/01/2004	Odyssey America Reinsurance Corporation	Stamford CT	CAT/G				81,606				
23680	47-0698507	01/01/2004	Odyssey America Reinsurance Corporation	Stamford CT	CAT/G				53,760				
68136	63-0169720	07/01/1993	Protective Life Insurance Co.	Nashville TN	CO/I	485,866,887	83,540,175	86,626,729	3,353,108				
68136	63-0169720	07/01/1993	Protective Life Insurance Co.	Nashville TN	DIS/I		1,188,898	1,179,595					
65765	38-0779740	07/01/1997	Reassure America Life Insurance Company	Jacksonville IL	CO/I	231,681,222	48,229,047	45,097,856	8,238,867				
65765	38-0779740	07/01/1997	Reassure America Life Insurance Company	Jacksonville IL	ACO/I		39,462,998	41,601,023	105,710				
65765	38-0779740	07/01/1997	Reassure America Life Insurance Company	Jacksonville IL	DIS/I		140,446	184,916					
67105	41-0451140	08/01/1986	Reliastar Life Insurance Company	Minneapolis MN	YRT/G			(1)					
00000	AA-1560058	10/01/2000	Scor Vie	Paris France	COFIW/G	143,703,113,388			276,100,051				
00000	AA-1580095	01/01/2004	TOA Reinsurance Company	Tokyo Japan	CAT/G				65,285				
00000	AA-1580095	01/01/2004	TOA Reinsurance Company	Tokyo Japan	CAT/G				43,008				
0299999. General Account, Non-Affiliates						297,230,468,200	375,407,048	379,434,205	589,864,129				
0399999. Total General Account						297,230,468,200	375,407,048	379,434,205	589,864,129				
0699999. Total Separate Accounts													
0799999 - Totals						297,230,468,200	375,407,048	379,434,205	589,864,129				

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Type	7 Premiums	8 Unearned Premiums (estimated)	9 Reserve Credit Taken Other than for Unearned Premiums	Outstanding Surplus Relief		12 Modified Coinsurance Reserve	13 Funds Withheld Under Coinsurance
									10 Current Year	11 Prior Year		
Affiliates												
00000	98-0179389	12/31/1997	Unum International Limited	Hamilton Bermuda	COFW/G	549,030,392		1,767,552,001				2,104,605,330
00000	98-0179389	01/01/2003	Unum International Limited	Hamilton Bermuda	COFW/G	134,928,973	3,633,167	396,175,432				409,824,980
00000	98-0179389	01/01/2003	Unum International Limited	Hamilton Bermuda	COFW/I	236,002,721	73,122,807	916,992,853				1,017,024,236
00000	00-0000000	01/01/1989	UNUM Limited	London England	OTH/G			125,275				
00000	00-0000000	01/01/1989	UNUM Limited	London England	OTH/I	(19,368)	11,875	539,535				
0199999. Total Affiliates						919,942,718	76,767,849	3,081,385,095				3,531,454,546
Non-Affiliates												
22667	95-2371728	01/01/2000	Ace American Insurance Company	Philadelphia PA	OTH/G			56,674				
00000	AA-3190809	07/01/2000	Ace Capital Reinsurance Ltd.	Hamilton Bermuda	CO/G			12,450,461				
00000	AA-1240004	01/01/2000	Ace Insurance SA NV	Belgium	OTH/G			69,268				
00000	AA-1240004	09/01/2003	Ace Insurance SA NV	Belgium	ADB/G	1,010,453	422,712					
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	Hamilton Bermuda	CO/G			58,318,577				
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	Hamilton Bermuda	CO/G			99,419,310				
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	Hamilton Bermuda	CO/G	48,541,057		191,346,047				
00000	AA-3190770	09/01/2003	Ace Tempest Reinsurance LTD.	Hamilton Bermuda	ADB/G	2,098,311	877,806					
90611	41-1366075	01/01/1996	Allianz Life Insurance Company of North America	Minneapolis MN	CO/G	(1,552,493)	3,615					
00000	AA-9995055	10/01/1995	American Disability Reinsurance Underwriters Syndicate	Wayne NJ	CO/G			4,513,462				
00000	AA-9995056	10/01/1993	American Long Term Care Reinsurance Group	Wayne NJ	CO/G	3,906,108		27,903,638				
00000	AA-9995056	01/01/1994	American Long Term Care Reinsurance Group	Wayne NJ	CO/I	825,440		17,771,499				
60895	35-0145825	01/01/1989	American United Life Insurance Company	Indianapolis IN	YRT/G			119,698				
60895	35-0145825	01/01/1989	American United Life Insurance Company	Indianapolis IN	YRT/I	(32,525)	35,326	1,128,871				
60895	35-0145825	01/01/1996	American United Life Insurance Company	Indianapolis IN	CO/G	(393,385)	758					
60895	35-0145825	12/31/1999	American United Life Insurance Company	Indianapolis IN	YRT/I	27,019,738	7,878,643	153,379,538				
60895	35-0145825	12/31/1999	American United Life Insurance Company	Indianapolis IN	YRT/G		3					
60895	35-0145825	12/31/1999	American United Life Insurance Company	Indianapolis IN	YRT/G	533,191	173,083	3,124,449				
60895	35-0145825	12/31/1999	American United Life Insurance Company	Indianapolis IN	YRT/G	443,297						
00000	AA-3194126	01/01/2004	Arch Reinsurance Company Ltd.	Hamilton Bermuda	OTH/G	136,002						
00000	AA-3194126	01/01/2004	Arch Reinsurance Company Ltd.	Hamilton Bermuda	OTH/G	87,729						
61093	58-0146380	07/01/1999	Atlanta Life Insurance Company of America	Atlanta GA	CO/G	496,915						
62944	13-5570651	01/01/1996	AXA Equitable Life Insurance Company	New York NY	CO/G	(1,795,589)	3,578					
62944	13-5570651	01/01/1999	AXA Equitable Life Insurance Company	New York NY	CO/G	4		2,128,704				
62944	13-5570651	01/01/1999	AXA Equitable Life Insurance Company	New York NY	YRT/G			29,043				
62944	13-5570651	01/01/1999	AXA Equitable Life Insurance Company	New York NY	YRT/I	(16,776)	21,274	626,491				
00000	AA-3194139	01/01/2004	Axis Specialty Ltd.	Hamilton Bermuda	OTH/G	204,003						
00000	AA-3194139	01/01/2004	Axis Specialty Ltd.	Hamilton Bermuda	OTH/G	137,077						
61395	87-0115120	01/01/1989	Beneficial Life Insurance Company	Salt Lake City UT	YRT/G			51,299				
61395	87-0115120	01/01/1989	Beneficial Life Insurance Company	Salt Lake City UT	YRT/I	(13,939)	15,140	483,802				
00000	AA-1120242	01/01/2004	Brit Insurance Ltd	London England	OTH/G	85,001						
80659	38-0397420	01/01/1987	Canada Life Assurance Company	Lansing MI	YRT/G	286						
61883	42-0884060	07/01/1998	Central United Life Insurance Co	Houston TX	CO/I	247,670	48,883	2,931,182				
00000	98-0165326	12/31/1996	Centre Life Reinsurance Company	Hamilton Bermuda	OTH/I	197,261,909	26,452,370	1,436,890,555				
62146	36-2136262	09/01/2003	Combined Insurance Co of America	Chicago IL	ADB/G	1,554,149	650,162					
68276	48-1024691	04/01/2003	Employers Reassurance Corporation	Overland Park KS	CO/G	431,447		145,313				
39845	48-0921045	04/01/2003	Employers Reinsurance Corporation	Jefferson City MO	CO/G	22,103,238	2,676,829	85,208,146				
11551	99-0360327	01/01/2004	Endurance Reinsurance Corp. of America	White Plains NY	OTH/G	136,002						
11551	99-0360327	01/01/2004	Endurance Reinsurance Corp. of America	White Plains NY	OTH/G	98,695						
26921	22-2005057	01/01/2004	Everest Reinsurance Company	Wilmington DE	OTH/G	219,323						
20281	13-1963496	01/01/1991	Federal Insurance Company	Riverwoods IL	YRT/G			43,740				
20281	13-1963496	01/01/1991	Federal Insurance Company	Riverwoods IL	YRT/I	(16,776)	21,274	626,491				
86258	13-2572994	01/01/1989	General Re Life Corporation	Stamford CT	YRT/G			341,995				

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Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Type	7 Premiums	8 Unearned Premiums (estimated)	9 Reserve Credit Taken Other than for Unearned Premiums	10 Outstanding Surplus Relief		12 Modified Coinsurance Reserve	13 Funds Withheld Under Coinsurance
									10 Current Year	11 Prior Year		
86258	13-2572994	01/01/1989	General Re Life Corporation	Stamford CT	YRT/I	(69,696)	75,698	2,419,008				
86258	13-2572994	04/27/1990	General Re Life Corporation	Stamford CT	CO/I	6,809,343	2,124,757	93,794,621				
86258	13-2572994	01/01/1992	General Re Life Corporation	Stamford CT	CO/I	427,905	123,155	4,191,301				
86258	13-2572994	06/01/1992	General Re Life Corporation	Stamford CT	CO/I	267,934	97,659	1,178,266				
86258	13-2572994	06/01/1992	General Re Life Corporation	Stamford CT	CO/I	28,914	12,328	127,247				
86258	13-2572994	01/01/2000	General Re Life Corporation	Stamford CT	YRT/G	517,342						
97071	13-3126819	01/01/2004	General USA Life Reassurance Company Guardian Life Insurance Company of America	Minneapolis MN	YRT/G	169,324						
64246	13-5123390	01/01/1999		New York NY	CO/G	(275,056)						
00000	AA-3190060	01/01/2004	Hannover Re -Bermuda Ltd.	Hamilton Bermuda	OTH/G	119,002						
00000	AA-3190060	01/01/2004	Hannover Re -Bermuda Ltd.	Hamilton Bermuda	OTH/G	87,729						
00000	AA-3190379	01/01/1996	Legend Reinsurance Company Ltd	Hamilton Bermuda	CO/G			1,570,311				
65676	35-0472300	01/01/1977	Lincoln National Life Insurance Company	Fort Wayne IN	CO/I	99,720	98,013					
65676	35-0472300	01/01/1988	Lincoln National Life Insurance Company	Fort Wayne IN	CO/I	2,477,248	855,095	66,910,614				
00000	AA-1122000	01/01/1994	Lloyd's of London	London England	CO/G			286,126				
00000	AA-1126033	01/01/2003	Lloyd's Syndicate Number 0033	London England	OTH/G	78,097						
00000	AA-1126033	01/01/2004	Lloyd's Syndicate Number 0033	London England	OTH/G	42,501						
00000	AA-1126033	01/01/2004	Lloyd's Syndicate Number 0033	London England	OTH/G	27,415						
00000	AA-1126102	01/01/2003	Lloyd's Syndicate Number 0102	London England	YRT/G	186						
00000	AA-1126190	01/01/2003	Lloyd's Syndicate Number 0190	London England	YRT/G	56,631						
00000	AA-1126510	01/01/2003	Lloyd's Syndicate Number 0510	London England	YRT/G	45,503						
00000	AA-1126570	01/01/2003	Lloyd's Syndicate Number 0570	London England	YRT/G	186						
00000	AA-1126582	01/01/2003	Lloyd's Syndicate Number 0582	London England	YRT/G	151						
00000	AA-1126861	01/01/2000	Lloyd's Syndicate Number 0861	London England	OTH/G			22,670				
00000	AA-1126994	01/01/2003	Lloyd's Syndicate Number 0994	London England	YRT/G	57						
00000	AA-1127003	01/01/2003	Lloyd's Syndicate Number 1003	London England	YRT/G	8						
00000	AA-1127206	01/01/2003	Lloyd's Syndicate Number 1206	London England	YRT/G	298						
00000	AA-1127209	01/01/2000	Lloyd's Syndicate Number 1209	London England	OTH/G			40,301				
00000	AA-1127243	01/01/2004	Lloyd's Syndicate Number 1243	London England	OTH/G	102,001						
00000	AA-1127243	01/01/2004	Lloyd's Syndicate Number 1243	London England	OTH/G	32,898						
00000	AA-1127400	01/01/2003	Lloyd's Syndicate Number 1400	London England	YRT/G	38						
00000	AA-1127607	01/01/2003	Lloyd's Syndicate Number 1607	London England	YRT/G	70						
00000	AA-1128001	01/01/2003	Lloyd's Syndicate Number 2001	London England	YRT/G	30,331						
00000	AA-1128003	01/01/2003	Lloyd's Syndicate Number 2003	London England	YRT/G	178						
00000	AA-1128020	04/01/2002	Lloyd's Syndicate Number 2020	London England	YRT/G	88,217						
00000	AA-1128020	01/01/2003	Lloyd's Syndicate Number 2020	London England	YRT/G	45,277						
00000	AA-1128020	01/01/2004	Lloyd's Syndicate Number 2020	London England	OTH/G	170,002						
00000	AA-1128020	01/01/2004	Lloyd's Syndicate Number 2020	London England	OTH/G	54,831						
00000	AA-1128488	01/01/2003	Lloyd's Syndicate Number 2488	London England	YRT/G	823						
00000	AA-1128607	01/01/2003	Lloyd's Syndicate Number 2607	London England	YRT/G	116						
00000	AA-1128791	01/01/2003	Lloyd's Syndicate Number 2791	London England	YRT/G	186						
00000	AA-1128987	01/01/2003	Lloyd's Syndicate Number 2987	London England	OTH/G	28,009						
00000	AA-1129030	01/01/2003	Lloyd's Syndicate Number 3030	London England	YRT/G	40						
00000	AA-1126003	01/01/2003	Lloyd's Syndicate Number 5000	London England	YRT/G	82,549						
00000	AA-1780047	01/01/1996	London Life & General Reinsurance Co Ltd	Dublin Ireland	CO/G	(280,239)	1,618					
76694	23-2044256	01/01/1989	London Life Reinsurance Company	Blue Bell PA	YRT/G			119,698				
76694	23-2044256	01/01/1989	London Life Reinsurance Company	Blue Bell PA	YRT/I	(32,525)	35,326	1,128,871				
00000	AA-1561007	01/01/1989	Manufacturers Life Insurance Co	Toronto Ontario Canada	CO/G	(1,144,611)	3,585					
00000	AA-3190526	01/01/1989	Manulife Reins Corp USA	Hamilton Bermuda	YRT/I	(23,232)	25,233	806,336				
00000	AA-3190526	01/01/1989	Manulife Reins Corp USA	Hamilton Bermuda	YRT/G			85,499				
69515	34-0977231	06/01/2003	MedAmerica Insurance Company	Rochester NY	CO/G	1,880,723		5,257,126				
00000	AA-3194129	01/01/2004	Montpelier Reinsurance Ltd	Hamilton Bermuda	OTH/G	374,005						
00000	AA-3194129	01/01/2004	Montpelier Reinsurance Ltd	Hamilton Bermuda	OTH/G	252,222						
66346	58-0828824	10/01/1996	Munich American Reassurance Company	Atlanta GA	CO/I	2,949,087	892,954	4,336,884				
23841	02-0172170	01/01/2003	New Hampshire Insurance Company	Harrisburg PA	OTH/G			18,672				
23841	02-0172170	01/01/2004	New Hampshire Insurance Company	Harrisburg PA	OTH/G	178,503						
00000	54-1846993	07/01/2001	NiSource Insurance Corporation Ltd	Burlington VT	OTH/G			968,622				

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Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

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									10 Current Year	11 Prior Year		
00000	54-1846993	07/01/2002	NiSource Insurance Corporation Ltd.	Burlington VT	OTH/G			1,788,996				
00000	54-1846993	07/01/2003	NiSource Insurance Corporation Ltd.	Burlington VT	OTH/G			316,521				
23680	47-0698507	01/01/2002	Odyssey America Reinsurance Corporation	Stamford CT	YRT/G	305,479						
23680	47-0698507	01/01/2004	Odyssey America Reinsurance Corporation	Stamford CT	OTH/G	85,001						
23680	47-0698507	01/01/2004	Odyssey America Reinsurance Corporation	Stamford CT	OTH/G	54,831						
67814	06-0493340	01/01/1996	Phoenix Life Insurance Company	East Greenburg NY	CO/G	(266,167)	566					
67814	06-0493340	01/01/1998	Phoenix Life Insurance Company	East Greenburg NY	CO/G			370,894				
67814	06-0493340	10/01/2000	Phoenix Life Insurance Company	East Greenburg NY	CO/I	2,010,285	376,810	1,630,499				
00000	AA-9995050	11/01/1985	Pinehurst Accident Reinsurance Group	Wayne NJ	YRT/G	(7,799)						
00000	AA-1121235	01/01/2003	QBE Insurance Limited	Dublin Ireland	YRT/G	28,029						
00000	AA-1120481	01/01/2000	QBE International Insurance Limited	London England	OTH/G			20,990				
68381	36-0883760	01/01/1999	Reliance Standard Life Insurance Company	Chicago IL	CO/G	2						
68381	36-0883760	01/01/2004	Reliance Standard Life Insurance Company	Chicago IL	CO/G	18,558,386		8,157,604				
93572	43-1235868	01/01/1999	RGA Reinsurance Company	Chesterfield MO	CO/G	(7,225)						
87572	23-2038295	01/01/1989	Scottish Re US Inc.	Wilmington DE	YRT/I	(3,275)	1,732	79,861				
87572	23-2038295	01/01/1989	Scottish Re US Inc.	Wilmington DE	YRT/G			22,828				
00000	AA-9995130	10/01/1989	Special Accident Reinsurance Facility	Wayne NJ	YRT/G	31,394						
80802	38-1082080	01/01/1989	Sun Life Assurance Company of Canada	Toronto Canada	YRT/I	(23,232)	25,233	806,336				
80802	38-1082080	01/01/1996	Sun Life Assurance Company of Canada	Toronto Canada	CO/G	(7,798)	1,161					
82627	06-0839705	01/01/1974	Swiss Re Life & Health America Inc	Stamford CT	CO/I	2,248	1,949	167,887				
82627	06-0839705	01/01/1989	Swiss Re Life & Health America Inc.	Stamford CT	YRT/G			299,665				
82627	06-0839705	01/01/1989	Swiss Re Life & Health America Inc.	Stamford CT	YRT/I	(80,361)	89,105	2,822,949				
82627	06-0839705	10/01/1996	Swiss Re Life & Health America Inc.	Stamford CT	CO/I	424,130	81,193	1,324,137				
97055	59-2213662	01/01/2004	The Mega Life and Health Insurance Company	Oklahoma City OK	YRT/G	1,523,913						
00000	AA-1580095	01/01/2004	TOA Reinsurance Company	Tokyo Japan	OTH/G	68,001						
00000	AA-1580095	01/01/2004	TOA Reinsurance Company	Tokyo Japan	OTH/G	43,865						
12904	13-6108722	01/01/1996	Tokio Marine & Nichido Fire Ins Co USB	New York NY	CO/G	(103,960)						
91529	52-1996029	04/01/2003	Unimerica Insurance Company	Bethesda MD	CO/G	741,824	116,760					
0299999 - Total - Non-Affiliates						342,852,049	44,466,696	2,300,015,604				
0399999 - Totals						1,262,794,766	121,234,545	5,381,400,699				3,531,454,546

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SCHEDULE S - PART 4

Reinsurance Ceded to Unauthorized Companies

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Reserve Credit Taken	6 Paid and Unpaid Losses Recoverable (Debit)	7 Other Debits	8 Total Cols. (5 + 6 + 7)	9 Letters of Credit	10 Trust Agreements	11 Funds Deposited by and Withheld from Reinsurers	12 Other	13 Miscellaneous Balances (Credit)	14 Sum of Cols. 9+10+11+12+13 but not in Excess of Col. 8
General Account Life and Annuity - Non-Affiliates													
00000	AA-1240004	01/01/2000	Ace Insurance SA NV		31,079		31,079	26,575					26,575
00000	AA-1120481	01/01/2000	QBE International Insurance Limited		9,418		9,418	257					257
0299999. General Account Life and Annuity - Non-Affiliates					40,497		40,497	26,832					26,832
0399999. General Account Totals - Life and Annuity					40,497		40,497	26,832					26,832
General Account Accident and Health Affiliates													
00000	98-0179389	12/31/1997	Unum International Limited	1,767,552,001	224,925,926		1,992,477,927			2,104,605,330			1,992,477,927
00000	98-0179389	01/01/2003	Unum International Limited	399,808,598	6,647,759		406,456,357			409,824,980			406,456,357
00000	98-0179389	01/01/2003	Unum International Limited	990,115,660	18,548,981		1,008,664,641			1,017,024,236			1,008,664,641
00000	00-0000000	01/01/1989	UNUM Limited	125,275	13,919		139,194				139,194		139,194
00000	00-0000000	01/01/1989	UNUM Limited	551,410	44,176		595,585				595,585		595,585
0499999. General Account Accident and Health Affiliates				3,158,152,944	250,180,761		3,408,333,705			3,531,454,546	734,779		3,408,333,705
General Account Accident and Health-Non-Affiliates													
00000	AA-3190809	07/01/2000	Ace Capital Reinsurance Ltd.	12,450,461	2,247,589		14,698,050		15,050,512				14,698,050
00000	AA-1240004	01/01/2000	Ace Insurance SA NV		785,327		785,327	671,505					671,505
00000	AA-1240004	01/01/2000	Ace Insurance SA NV	69,268	436,042		505,310	438,460					438,460
00000	AA-1240004	01/01/2002	Ace Insurance SA NV		169,578		169,578	162,108					162,108
00000	AA-1240004	09/01/2003	Ace Insurance SA NV	422,712	190,728		613,441	613,115					613,115
00000	AA-1240004	01/01/2003	Ace Insurance SA NV		112,967		112,967	15,483					15,483
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	58,318,577	6,371,267		64,689,844	26,251,659	47,650,476				64,689,844
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	99,419,310	173,801		99,593,111	40,415,686	73,360,190				99,593,111
00000	AA-3190770	01/01/2001	Ace Tempest Reinsurance Ltd	191,346,047	10,571,638		201,917,685	81,939,822	148,732,372				201,917,685
00000	AA-3190770	09/01/2003	Ace Tempest Reinsurance LTD.	877,806	396,067		1,273,873	1,273,198					1,273,198
00000	98-0165326	12/31/1996	Centre Life Reinsurance Company	1,463,342,925	11,929,737		1,475,272,662		1,597,114,057				1,475,272,662
00000	AA-1120980	06/10/1999	Groupama Insurance Company Ltd		14,015		14,015						
00000	AA-3190379	01/01/1996	Legend Reinsurance Company Ltd	1,570,311	6,796		1,577,107				483,166		483,166
00000	AA-1780047	01/01/1996	London Life & General Reinsurance Co Ltd		767,447		769,065						
00000	AA-1561007	01/01/1989	Manufacturers Life Insurance Co	3,585	3,346,115		3,349,701						
00000	AA-3190526	01/01/1989	Manulife Reins Corp USA	831,569	82,023		913,592						
00000	AA-3190526	01/01/1989	Manulife Reins Corp USA	85,499	9,500		94,998						
00000	54-1846993	07/01/2001	NiSource Insurance Corporation Ltd.	968,622			968,622		968,622				968,622
00000	54-1846993	07/01/2002	NiSource Insurance Corporation Ltd.	1,788,996	175,508		1,964,504		1,946,503				1,946,503
00000	54-1846993	07/01/2003	NiSource Insurance Corporation Ltd.	316,521	8,163		324,684		169,578				169,578
00000	AA-1120481	01/01/2000	QBE International Insurance Limited	20,990	132,134		153,124	4,183					4,183
0599999. General Account Accident and Health - Non-Affiliates				1,831,834,816	37,926,442		1,869,761,258	151,785,220	1,884,992,310		483,166		1,862,917,272
0699999. General Account Totals - Accident and Health				4,989,987,760	288,107,203		5,278,094,963	151,785,220	1,884,992,310	3,531,454,546	1,217,945		5,271,250,977
0799999. Total - General Account				4,989,987,760	288,147,700		5,278,135,460	151,812,052	1,884,992,310	3,531,454,546	1,217,945		5,271,277,809
1099999. Total - Separate Accounts													
1199999 - Totals				4,989,987,760	288,147,700		5,278,135,460	151,812,052	1,884,992,310	3,531,454,546	1,217,945		5,271,277,809

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - PART 5

Five Year Exhibit of Reinsurance Ceded Business (000 omitted)

	1 2004	2 2003	3 2002	4 2001	5 2000
A. OPERATIONS ITEMS					
1. Premiums and annuity considerations for life and accident and health contracts	1,852,659	1,848,904	1,543,244	1,097,963	722,284
2. Commissions and reinsurance expense allowances	209,427	167,907	162,328	150,186	76,879
3. Contract claims	1,246,818	1,157,421	1,014,228	938,211	365,222
4. Surrender benefits and withdrawals for life contracts	6,915	7,003	10,128	10,269	46,189
5. Dividends to policyholders	0	0	226	226	95
6. Reserve adjustments on reinsurance ceded					
7. Increase in aggregate reserve for life and accident and health contracts	746,184	691,393	558,356	191,442	317,285
B. BALANCE SHEET ITEMS					
8. Premiums and annuity considerations for life and accident and health contracts deferred and uncollected	33,839	33,227	29,164	29,973	24,336
9. Aggregate reserves for life and accident and health contracts	5,677,949	4,931,765	3,405,528	2,847,172	2,346,003
10. Liability for deposit-type contracts	200,094	199,805	201,095	201,754	206,820
11. Contract claims unpaid	350,518	349,481	299,465	256,075	186,722
12. Amounts recoverable on reinsurance	49,359	43,071	31,109	29,334	17,284
13. Experience rating refunds due or unpaid	6,128	6,216			
14. Policyholders' dividends (not included in Line 10)	130	130	130	130	130
15. Commissions and reinsurance expense allowances unpaid	2,479	1,555	1,673	1,819	2,902
16. Unauthorized reinsurance offset	6,858	2,327	1,895	5,238	1,675
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Funds deposited by and withheld from (F)	3,531,455	2,833,311	1,356,557	0	0
18. Letters of credit (L)	151,812	152,980	1,600,796	136,317	100,000
19. Trust agreements (T)	1,884,992	1,742,486	238,215	2,502,323	1,956,809
20. Other (O)	1,218	1,568	1,092	1,092	0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	11,974,574,104	0	11,974,574,104
2. Reinsurance ceded (Line 13)	115,755,269	(69,298,867)	46,456,402
3. Premiums and considerations (Line 12)	205,375,761	33,645,823	239,021,584
4. Net credit for ceded reinsurance	XXX	6,250,400,473	6,250,400,473
5. All other admitted assets (balance)	367,888,942	778,525	368,667,467
6. Total assets excluding Separate Accounts (Line 24)	12,663,594,076	6,215,525,954	18,879,120,030
7. Separate Account assets (Line 25)	17,293,769	0	17,293,769
8. Total assets (Line 26)	12,680,887,845	6,215,525,954	18,896,413,799
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
9. Contract reserves (Lines 1 and 2)	5,959,145,374	5,677,948,701	11,637,094,075
10. Liability for deposit-type contracts (Line 3)	628,422,114	200,093,590	828,515,704
11. Claim reserves (Line 4)	907,258,143	350,517,900	1,257,776,043
12. Policyholder dividends/reserves (Lines 5 through 7)	15,170,000	130,000	15,300,000
13. Premium & annuity considerations received in advance (Line 8)	24,833,281	7,513,489	32,346,770
14. Other contract liabilities (Line 9)	137,082,239	(17,055,153)	120,027,086
15. Reinsurance in unauthorized companies (Line 24.2)	6,857,651	(6,857,651)	
16. Funds held under reinsurance treaties with unauthorized reinsurers (Line 24.3)	3,399,738,547	XXX	3,399,738,547
17. All other liabilities (balance)	383,637,801	3,235,077	386,872,878
18. Total liabilities excluding Separate Accounts (Line 26)	11,462,145,150	6,215,525,954	17,677,671,104
19. Separate Account liabilities (Line 27)	17,293,769	0	17,293,769
20. Total liabilities (Line 28)	11,479,438,919	6,215,525,954	17,694,964,873
21. Capital & surplus (Line 38)	1,201,448,926	XXX	1,201,448,926
22. Total liabilities, capital & surplus (Line 39)	12,680,887,845	6,215,525,954	18,896,413,799
NET CREDIT FOR CEDED REINSURANCE			
23. Contract reserves	5,677,948,701		
24. Claim reserves	350,517,900		
25. Policyholder dividends/reserves	130,000		
26. Premium & annuity considerations received in advance	7,513,489		
27. Liability for deposit-type contracts	200,093,590		
28. Other contract liabilities	(17,055,153)		
29. Reinsurance ceded assets	69,298,867		
30. Other ceded reinsurance recoverables	(778,525)		
31. Total ceded reinsurance recoverables	6,287,668,869		
32. Premiums and considerations	33,645,823		
33. Reinsurance in unauthorized companies	6,857,651		
34. Other ceded reinsurance payables/offsets	(3,235,077)		
35. Total ceded reinsurance payable/offsets	37,268,397		
36. Total net credit for ceded reinsurance	6,250,400,473		

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Allocated by States and Territories

1	2	3	Direct Business Only			
			4	5	6	
States, Etc.	Is Insurer Licensed? (Yes or No)	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Deposit Type Contract Funds	Other Considerations
1. Alabama	AL	YES	10,706,317		26,713,384	3,672
2. Alaska	AK	YES	1,430,526		5,916,760	
3. Arizona	AZ	YES	21,188,092		41,153,353	
4. Arkansas	AR	YES	23,347,196		38,438,616	
5. California	CA	YES	135,118,055	36,942	378,370,838	283,559
6. Colorado	CO	YES	17,703,766		32,548,447	70,950
7. Connecticut	CT	YES	28,263,562	13,481	57,426,647	275
8. Delaware	DE	YES	6,216,480	417	9,972,298	9,894
9. District of Columbia	DC	YES	8,372,584		44,030,469	1,037
10. Florida	FL	YES	53,572,411	1,601	152,150,231	68,173
11. Georgia	GA	YES	60,836,960	2,376	109,174,589	33,056
12. Hawaii	HI	YES	2,120,054		16,924,005	25
13. Idaho	ID	YES	1,449,444		4,425,010	
14. Illinois	IL	YES	89,601,170	81	161,091,672	4,854
15. Indiana	IN	YES	15,864,807		36,232,581	50
16. Iowa	IA	YES	14,259,387		27,403,122	
17. Kansas	KS	YES	12,048,828	630	16,369,652	69,590
18. Kentucky	KY	YES	8,579,533		23,153,655	
19. Louisiana	LA	YES	8,391,277		42,102,075	
20. Maine	ME	YES	19,876,158	(3,219)	55,393,522	18,676
21. Maryland	MD	YES	29,448,440		65,097,532	25
22. Massachusetts	MA	YES	69,247,570	6,600	131,671,405	215,884
23. Michigan	MI	YES	38,921,865	1,800	95,123,410	255,881
24. Minnesota	MN	YES	42,280,279		91,555,943	5,157
25. Mississippi	MS	YES	10,359,715		17,644,330	6,106
26. Missouri	MO	YES	33,264,232	18,212	57,270,799	3,150
27. Montana	MT	YES	3,082,789		5,440,510	
28. Nebraska	NE	YES	4,980,959		16,833,932	1,245
29. Nevada	NV	YES	7,116,652		13,409,547	
30. New Hampshire	NH	YES	3,980,674	3,500	16,408,011	
31. New Jersey	NJ	YES	33,381,797		103,467,724	1,165,233
32. New Mexico	NM	YES	3,871,877		11,078,780	13,812
33. New York	NY	NO	6,680,850	291,798	12,182,935	1,727,936
34. North Carolina	NC	YES	40,014,388	230	87,156,995	137,719
35. North Dakota	ND	YES	801,880		2,811,606	
36. Ohio	OH	YES	77,164,699	2,250	143,526,300	479
37. Oklahoma	OK	YES	6,605,273		20,365,217	10,995
38. Oregon	OR	YES	12,929,292		34,967,354	3,360
39. Pennsylvania	PA	YES	51,214,130		151,127,483	71,411
40. Rhode Island	RI	YES	3,156,988	4,500	9,061,631	
41. South Carolina	SC	YES	7,429,487	875	24,763,135	
42. South Dakota	SD	YES	1,077,666		6,727,733	
43. Tennessee	TN	YES	77,924,313		127,607,161	50
44. Texas	TX	YES	140,952,930	350	269,229,398	558,183
45. Utah	UT	YES	3,947,550		10,296,641	59
46. Vermont	VT	YES	3,916,977	3,000	9,517,086	
47. Virginia	VA	YES	21,509,310	4,220	66,394,377	50
48. Washington	WA	YES	35,146,417	7,864	93,148,031	183,145
49. West Virginia	WV	YES	3,222,012		9,993,308	
50. Wisconsin	WI	YES	31,676,253		57,857,056	(37,593)
51. Wyoming	WY	YES	234,631		1,315,614	
52. American Samoa	AS	NO				
53. Guam	GU	YES	15,698			
54. Puerto Rico	PR	YES	171,201		159,721	
55. U.S. Virgin Islands	VI	NO	7,745		3,690	
56. Canada	CN	NO	410,001		522,840	
57. Aggregate Other Aliens	OT	XXX	278,665		1,037,994	
58. Subtotal	(a) 52		1,345,371,811	397,508	3,043,766,154	4,886,100
90. Reporting entity contributions for employee benefit plans	XXX					
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX		7,109,783			
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		391,688		15,063,855	
94. Aggregate of other amounts not allocable by state	XXX					
95. Totals (Direct Business)	XXX		1,352,873,282	397,508	3,058,830,009	4,886,100
96. Plus Reinsurance Assumed	XXX				292,849,343	
97. Totals (All Business)	XXX		1,352,873,282	397,508	3,351,679,352	4,886,100
98. Less Reinsurance Ceded	XXX		589,216,941	397,508	1,262,405,119	4,130,386
99. Totals (All Business) less Reinsurance Ceded	XXX		763,656,341		(b) 2,089,274,234	755,714
DETAILS OF WRITE-INS						
5701. Other Alien	XXX		278,665		1,037,994	
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		278,665		1,037,994	
9401.	XXX					
9402.	XXX					
9403.	XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX					
9499. Totals (Lines 9401 thru 9403 plus 9498)(Line 94 above)	XXX					

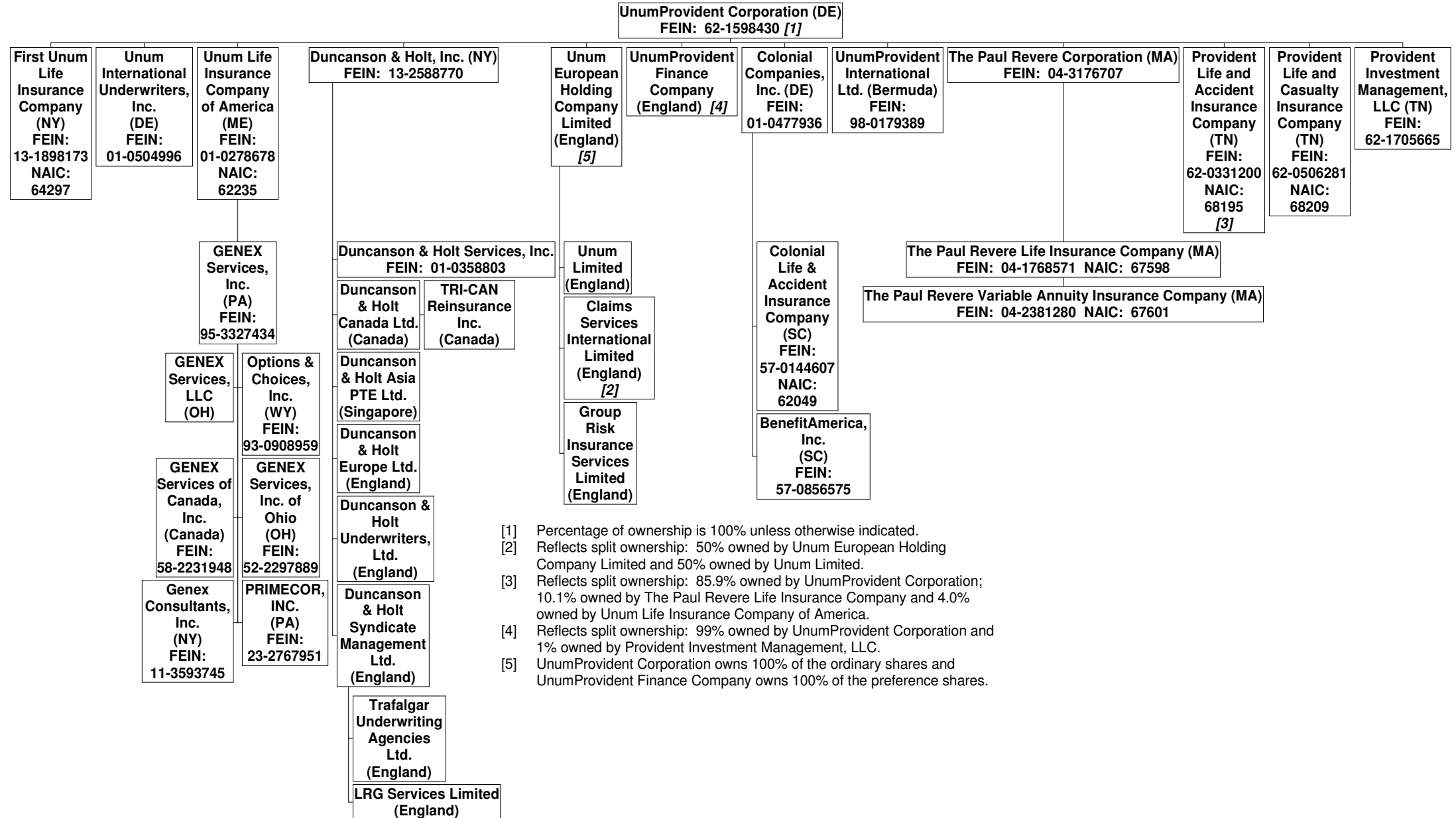
Explanation of basis of allocation of premiums by states, etc. of premiums and annuity considerations

Individual premiums are allocated according to the policyholder's state of residence based on the mailing address used for billing. Group premiums are allocated according to physical location of insured, if available, or the billing address, if physical location is not provided.

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

(b) Column 4 should balance with Exhibit 1, Lines 6.4, 10.4, and 16.4, Cols. 8, 9, 10, or with Schedule H, Part 1, Line 1, indicate which: Exhibit 1, Lines 6.4, 10.4 and 16.4, Cols. 8, 9, and 10.

**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART**



[1] Percentage of ownership is 100% unless otherwise indicated.
 [2] Reflects split ownership: 50% owned by Unum European Holding Company Limited and 50% owned by Unum Limited.
 [3] Reflects split ownership: 85.9% owned by UnumProvident Corporation; 10.1% owned by The Paul Revere Life Insurance Company and 4.0% owned by Unum Life Insurance Company of America.
 [4] Reflects split ownership: 99% owned by UnumProvident Corporation and 1% owned by Provident Investment Management, LLC.
 [5] UnumProvident Corporation owns 100% of the ordinary shares and UnumProvident Finance Company owns 100% of the preference shares.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE Y - (continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	62-1598430	UnumProvident Corporation	60,130,000	(80,000,000)			1,154,914,303			(73,530,946)	1,061,513,357	
62235	01-0278678	Unum Life Insurance Company of America, ME	2,800,000	30,000,000	(294,244,446)		(689,775,127)	(615,307,259)			(1,566,526,832)	2,411,261,837
64297	13-1898173	First Unum Life Insurance Company, NY		35,000,000			(66,441,051)				(31,441,051)	178,437,919
	01-0477936	Colonial Companies, Inc.	35,000,000								35,000,000	
62049	57-0144607	Colonial Life & Accident Insurance Company, SC	(35,000,000)		8,991,680		(152,977,364)				(178,985,684)	
	98-0179389	Unum International Ltd.						615,307,259			615,307,259	(3,229,382,809)
67598	04-1768571	The Paul Revere Life Insurance Company, MA	(45,930,000)		179,810,208		(74,414,627)			73,530,946	132,996,527	289,971,546
	04-3176707	The Paul Revere Corporation	65,000,000								65,000,000	
67601	04-2381280	The Paul Revere Variable Annuity Insurance Company, MA	(12,000,000)				(1,389,750)				(13,389,750)	
68195	62-0331200	Provident Life and Accident Insurance Company, TN	(70,000,000)		116,182,197		(205,539,160)				(159,356,963)	595,567,101
68209	62-0506281	Provident Life and Casualty Insurance Company, TN		15,000,000	(10,739,639)		(17,854,417)				(13,594,056)	
	95-3327434	GENEX Services, Inc.					14,085,907				14,085,907	
	62-1705665	Provident Investment Management, LLC, TN					39,391,286				39,391,286	
9999999 Control Totals			0	0	0		0	0	XXX	0	0	245,855,594

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES





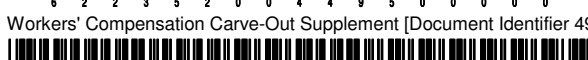
The following supplemental reports are required to be filed as part of your annual statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of 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.

	Responses
MARCH FILING	
1. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
2. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
3. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC by March 1?	NO
4. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
5. Will the Risk-based Capital Report be filed with the NAIC by March 1?	YES
6. Will the Risk-based Capital Report be filed with the state of domicile, if required, by March 1?	YES
7. Will the statement on non-guaranteed elements as required in interrogatory #3 to Exhibit 5 be filed by March 1?	YES
8. Will an actuarial opinion be filed with this statement by March 1?	YES
9. Will the Worker's Compensation Carve-Out Supplement be filed by March 1?	NO
10. Will Supplemental Schedule O be filed with the state of domicile and the NAIC by March 1?	YES
APRIL FILING	
11. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	YES
12. Will Management's Discussion and Analysis be filed by April 1?	YES
13. Will the Interest-Sensitive Life Insurance Products Report Forms be filed with the state of domicile and the NAIC by April 1?	YES
14. Will the Credit Insurance Experience Exhibit be filed with the state of domicile and the NAIC by April 1?	NO
15. Will the Life, Health & Annuity Guaranty Association Model Act Assessment Base Reconciliation Exhibit be filed with the state of domicile and the NAIC by April 1?	YES
16. Will the Adjustment Form (if required) be filed with the state of domicile and the NAIC by April 1?	YES
17. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
18. Will the Investment Risks Interrogatories be filed by April 1?	YES
JUNE	
19. Will an audited financial report be filed by June 1?	YES

Explanations:

- 1.
- 2.
- 3.
- 9.
- 14.

Bar Codes:

1. 
SIS Stockholder Information Supplement [Document Identifier 420]
2. 
Medicare Supplement Insurance Experience Exhibit [Document Identifier 360]
3. 
Trusteed Surplus Statement [Document Identifier 490]
9. 
Workers' Compensation Carve-Out Supplement [Document Identifier 495]
14. 
Credit Insurance Experience Exhibit [Document Identifier 230]

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 23

2304.	Accounts receivable - securities sold	764,688	764,688	0
2397.	Summary of remaining write-ins for Line 23 from overflow page	764,688	764,688	0

Additional Write-ins for Liabilities Line 25

2504.	Missing claimants liability	7,266,818	7,951,300
2505.	Deferred gain on sale-leaseback of real estate	6,378,942	8,043,013
2506.	Group survivor income benefit reserve	3,442,444	2,846,665
2507.	Unearned premium reserve - other lines	11,186	18,352
2597.	Summary of remaining write-ins for Line 25 from overflow page	17,099,390	18,859,330

Additional Write-ins for Exhibit 2 Line 9.3

09.304.	Corporate development allowances	463,928	1,914,337	2,378,265
09.305.	Mortgage loan/security loan fees		91,560	91,560
09.397.	Summary of remaining write-ins for Line 9.3 from overflow page	463,928	1,914,337	2,469,825

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA
OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Schedule H Part 1 Line 11

1104.	(Income) loss from modco agreements	(23,238,515)	(1.1)						(23,236,044)	(57.7)	(667)	0.0	(1,804)	0.0				
1197.	Summary of remaining write-ins for Line 11 from overflow page	(23,238,515)	(1.1)						(23,236,044)	(57.7)	(667)	0.0	(1,804)	0.0				

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE A - PART 1

Showing All Real Estate OWNED December 31 of Current Year

1 Description of Property	2 Code	Location		5 Date Acquired	6 Date of Last Appraisal	7 Actual Cost	8 Amount of Encumbrances	9 Book/Adjusted Carrying Value Less Encumbrances	10 Fair Value Less Encumbrances	11 Increase (Decrease) by Adjustment	12 Increase (Decrease) by Foreign Exchange Adjustment	13 Amounts Received During Year	14 Expended for Additions, Permanent Improvements and Changes in Encumbrances During Year	15 Gross Income Earned Less Interest Incurred on Encumbrances	16 Taxes, Repairs and Expenses Incurred
		3 City	4 State												
Property occupied by the Company - Administrative															
DATA CENTER - AVERYT DRIVE		COLUMBIA	SC	08/01/1995	12/31/2004	8,401,536		6,822,168	13,517,718	(210,654)					
HOI - 2211 CONGRESS STREET		PORTLAND	ME	01/01/1970	12/31/2004	36,938,251		11,697,802	33,083,529	(1,121,014)			3,284,559	5,177,706	2,542,191
HOII - 2211 CONGRESS STREET		PORTLAND	ME	12/01/1982	12/31/2004	26,751,086		16,884,079	19,387,897	(868,784)			2,056,954	2,954,931	1,450,835
HOIII - 2211 CONGRESS STREET		PORTLAND	ME	06/01/1998	12/31/2004	53,046,175		45,872,548	48,236,309	(1,341,487)			448,072	5,518,975	2,709,750
DAYCARE - 2211 CONGRESS STREET		PORTLAND	ME	02/01/1995	12/31/2004	1,377,766		1,056,795	1,409,921	(34,697)			3,907	238,279	116,992
STROUDWATER - HUTCHINS DRIVE		PORTLAND	ME	12/01/1992	12/31/2004	6,505,673		4,961,667	7,245,066	(164,132)			54,148	1,585,194	778,311
DARLING AVENUE		SOUTH PORTLAND	ME	06/26/1996	12/31/2004	6,175,344		5,110,525	6,520,415	(146,910)			15,067	1,090,962	535,649
SERVICE CENTER - BLUEBERRY ROAD		PORTLAND	ME	09/01/1970	12/31/2004	1,778,247		723,049	1,691,968	(51,611)			14,276	534,728	262,545
0299999. Property occupied by the Company - Administrative						140,974,078		93,128,633	131,092,823	(3,939,289)			5,876,983	17,100,775	8,396,273
0399999. Total Property occupied by the reporting entity						140,974,078		93,128,633	131,092,823	(3,939,289)			5,876,983	17,100,775	8,396,273
Properties held for the production of income															
OFFICE/FLEX		MOUNTAIN VIEW	CA	12/15/1994	12/31/2004	3,773,968		2,333,581	7,500,000	(177,445)			84,189	633,183	
OFFICE		FORT LAUDERDALE	FL	10/06/1995	12/31/2004	13,051,007		9,005,181	14,000,000	(556,786)			1,251,184	813,499	
0499999. Properties held for the production of income						16,824,975		11,338,762	21,500,000	(734,231)			1,335,373	1,446,682	
Properties held for sale															
RETAIL		PORTAGE	WI	07/12/2004	12/31/2004	1,300,000		1,300,000	2,000,000					323,180	
0599999. Properties held for sale						1,300,000		1,300,000	2,000,000					323,180	
9999999 - Totals						159,099,053		105,767,395	154,592,823	(4,673,520)			7,212,356	18,870,637	8,396,273

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE A - PART 3

Showing All Real Estate SOLD During the Year, 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														
Property Sold																
RETAIL	LARGO	FL		ADDITIONAL PROCEEDS											.493	
RETAIL	MARIANNA	FL		ADDITIONAL PROCEEDS											1,861	
RETAIL	JACKSON	MS		ADDITIONAL PROCEEDS											65,336	
OFFICE/FLEX	SCOTTSDALE	AZ		ADDITIONAL PROCEEDS											(11,000)	
0199999. Property Sold															56,690	
9999999 - Totals																56,690

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE B - PART 1

Showing All Mortgage Loans OWNED December 31 of Current Year

1 Loan Number	2 Code	3 Location		5 Loan Type	6 Date Acquired	7 Rate of Interest	8 Book Value/Recorded Investment Excluding Accrued Interest	9 Increase (Decrease) by Adjustment	10 Increase (Decrease) by Foreign Exchange Adjustment	11 Value of Land and Buildings	12 Date of Last Appraisal or Valuation
		City	State								
Mortgages in good standing - Commercial mortgages - all other											
005850200		HOOVER	AL		10/03/1995	8.030	2,592,572			4,470,000	10/03/1995
008050735		BIRMINGHAM	AL		11/22/1996	8.300	1,650,304			4,340,000	03/11/1999
100000235		BIRMINGHAM	AL		12/18/1997	8.380	6,204,619			10,270,000	03/09/1999
008750129		PHOENIX	AZ		12/22/1994	9.500	1,628,443			3,650,000	12/19/1997
100001695		PHOENIX	AZ		03/30/2001	7.000	11,638,521			15,400,000	03/15/2001
004457298		SAN JOSE	CA		11/13/1996	8.640	6,898,192			13,500,000	09/19/2000
008750077		SUNNYVALE	CA		10/31/1995	8.600	1,209,488			6,900,000	06/19/2000
008750103		NEWARK	CA		05/31/1996	7.900	1,734,103			4,733,570	03/11/1999
100000006		NEWARK	CA		01/30/1997	7.950	1,557,755			3,600,000	03/11/1999
100000717		CORTE MADERA	CA		07/15/1998	7.130	8,267,844			13,302,500	05/01/1998
100000853		VISTA	CA		01/15/1999	7.300	11,021,452			16,400,000	01/13/1999
100000926		SUNNYVALE	CA		10/29/1998	6.840	3,699,196			8,800,000	12/01/1998
100001217		BURBANK	CA		11/23/1998	6.750	11,130,958			16,632,000	11/16/1998
100001285		RANCHO DOMINGUEZ	CA		12/30/1998	7.050	2,231,219			3,380,000	12/11/1998
100001317		IRVINE	CA		12/22/1998	7.150	2,905,017			4,350,000	12/11/1998
100001342		PICO RIVERA	CA		12/30/1998	7.000	4,369,821			7,410,000	12/11/1998
100001418		SAN DIEGO	CA		04/22/1999	7.000	1,348,732			3,000,000	03/02/1999
100001446		HAWTHORNE	CA		03/25/1999	6.900	3,345,992			5,100,000	03/22/1999
100001502		CERRITOS	CA		12/30/1998	6.800	3,664,300			7,400,000	03/15/1999
100001802		FREMONT	CA		12/01/2004	5.740	2,850,000			3,800,000	11/15/2004
008750158		DENVER	CO		07/31/1996	7.900	2,258,862			5,643,081	07/31/1996
100000082		DENVER	CO		09/05/1997	8.600	3,229,703			5,168,000	05/02/1997
100000156		WESTMINSTER	CO		09/05/1997	8.600	3,193,976			6,000,000	05/11/2001
100000161		DENVER	CO		06/13/1997	8.160	1,235,946			2,385,000	04/04/1997
100001031		EVERGREEN	CO		11/09/1998	6.500	633,636			1,269,600	08/07/1998
100001349		BOULDER	CO		12/30/1998	7.180	10,418,102			15,900,000	12/11/1998
009055205		VERNON	CT		12/21/1995	8.540	5,356,780			8,900,000	12/08/1998
009056055		WASHINGTON	DC		05/01/1996	7.750	3,559,946			8,700,000	03/18/1999
009056330		SEMINOLE	FL		11/26/1996	8.100	4,430,518			6,600,000	11/26/1996
009750102		WEST PALM BEACH	FL		06/14/1996	8.250	1,522,362			2,955,000	03/12/1999
100000002		ST. CLOUD	FL		03/06/1997	8.150	3,129,877			5,058,822	01/05/1996
100000005		ORLANDO	FL		04/11/1997	8.125	2,835,286			5,760,000	02/09/2001
100000021		SEBASTIAN	FL		05/30/1997	8.450	1,400,649			2,025,000	08/22/1999
100000252		DEERFIELD BEACH	FL		12/19/1997	7.500	5,815,913			8,800,000	11/07/1997
100000318		HOLLYWOOD	FL		07/22/1998	7.750	2,545,057			3,775,500	12/04/1997
100000466		BOYNTON BEACH	FL		05/28/1998	7.750	854,128			1,334,000	12/04/1997
100000695		BOCA RATON	FL		08/25/1998	6.950	9,277,221			15,000,000	05/01/1998
100001712		WINTER PARK	FL		11/23/2004	5.350	10,700,000			14,200,000	11/08/2004
100001763		HOLLYWOOD	FL		11/19/2004	6.100	3,000,000			4,100,000	11/08/2004
100001237		ALPHARETTA	GA		05/27/1999	7.100	3,604,804			5,850,000	11/06/1998
100001441		ATLANTA	GA		12/18/1998	7.250	1,754,584			2,800,000	11/20/1998
100001707		STATHAM	GA		08/26/2004	6.200	8,065,825			10,750,000	08/17/2004
100000030		LOMBARD	IL		04/23/1997	8.260	1,999,355			3,150,000	03/19/1997
100000054		COUNTRYSIDE	IL		05/06/1997	8.240	672,106			2,600,000	03/19/1997
100000459		WILLOWBROOK	IL		04/03/1998	7.000	7,599,835			11,577,000	03/06/1998
100000833		CHICAGO	IL		10/26/1998	7.090	2,668,111			5,052,750	09/04/1998
005050424		LENEXA	KS		01/08/1997	8.660	6,824,471			10,557,024	07/09/1996
008050573		DANVILLE	KY		04/11/1990	9.250	150,871			4,250,000	09/24/1997
006650234		SAUGUS	MA		04/26/1995	8.450	3,501,383			8,300,000	11/14/1996
100000001		PEABODY	MA		01/31/1997	8.500	6,899,437			16,650,000	10/05/1998
100000003		FOXBOROUGH	MA		03/05/1997	8.800	2,718,043			4,700,000	08/01/1996
100000501		BEDFORD	MA		05/19/1998	7.000	768,601			3,861,000	03/06/1998
100000531		WILMINGTON	MA		06/04/1998	7.100	2,874,128			4,950,000	02/06/1998
100000882		FRAMINGHAM	MA		12/15/1998	6.900	13,904,274			19,900,000	07/03/1998
100000908		FRANKLIN	MA		08/20/1998	6.950	4,581,180			6,885,000	06/05/1998
100001098		NEWTON	MA		01/11/1999	7.000	1,884,592			4,600,000	11/03/1998

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE B - PART 1

Showing All Mortgage Loans OWNED December 31 of Current Year

1 Loan Number	2 Code	3 Location		5 Loan Type	6 Date Acquired	7 Rate of Interest	8 Book Value/Recorded Investment Excluding Accrued Interest	9 Increase (Decrease) by Adjustment	10 Increase (Decrease) by Foreign Exchange Adjustment	11 Value of Land and Buildings	12 Date of Last Appraisal or Valuation
		City	State								
10000197		NEWTON	MA		12/15/1998	7.250	6,244,954			10,000,000	11/06/1998
100001703		MEDFORD	MA		10/26/2004	5.930	15,652,136			21,000,000	10/05/2004
100001740		DANVERS	MA		10/15/2004	6.050	9,787,952			13,025,000	10/11/2004
001110014		ROCKVILLE	MD		12/21/1995	9.300	3,989,343			12,780,000	04/14/1997
100001334		FREDERICK	MD		06/30/1999	7.100	16,064,006			27,000,000	02/01/1999
100001452		COLUMBIA	MD		02/24/1999	7.000	2,328,297			3,620,000	02/23/1999
100001870		HANOVER	MD		11/30/2004	5.600	4,000,000			5,300,000	11/22/2004
009055014		PORTLAND	ME		03/29/1996	7.800	3,230,065			9,891,620	03/31/1999
100000174		PORTLAND	ME		02/25/1998	8.100	1,375,278			3,500,000	10/03/1997
009850183		PLYMOUTH	MI		08/29/1996	8.300	1,926,023			5,250,000	03/11/1999
009850196		MADISON HEIGHTS	MI		10/29/1996	8.375	2,518,245			5,800,000	03/10/1999
100000680		FARMINGTON HILLS	MI		05/28/1998	6.860	1,415,531			3,116,800	03/06/1998
100000909		DEARBORN	MI		08/26/1998	7.100	1,774,709			3,600,000	07/03/1998
100001753		FARMINGTON HILLS	MI		12/07/2004	5.700	2,500,000			3,500,000	08/06/2004
001950117		PLYMOUTH	MN		05/31/1995	8.875	3,933,950			9,800,000	01/11/2001
001950120		PLYMOUTH	MN		05/31/1995	8.840	4,676,051			10,000,000	05/31/1995
001950159		MAPLE GROVE	MN		09/17/1996	8.250	1,783,397			2,770,000	09/17/1996
001950162		PLYMOUTH	MN		12/13/1996	8.600	6,409,953			10,425,000	12/13/1996
009060038		MINNETONKA	MN		04/17/1995	7.090	1,999,745			3,900,000	04/09/2001
100000521		ST. PAUL	MN		03/30/1998	7.300	590,010			1,650,000	01/02/1998
100001166		WOODBURY	MN		05/28/1999	7.150	4,214,532			6,150,000	10/02/1998
100001748		ROSEVILLE	MN		12/02/2004	5.750	4,475,000			6,000,000	11/22/2004
005090110		JEFFERSON CITY	MO		12/18/1995	7.800	256,348			8,700,000	12/18/1995
100000053		GARNER	NC		04/29/1997	7.750	1,125,455			1,980,000	04/01/1997
100000177		CHARLOTTE	NC		10/15/1997	7.750	2,888,994			5,900,000	08/30/2000
100000910		RALEIGH	NC		08/03/1998	6.950	4,369,339			6,699,000	06/12/1998
007050244		WHIPPANY	NJ		11/17/1995	7.625	291,761			739,926	03/12/1999
009054934		WOODCLIFF LAKE	NJ		06/30/1995	8.300	3,698,840			14,060,000	03/12/1999
009055030		HALPPAUGE	NY		02/17/1978	9.125	131,141			1,480,000	05/11/1994
005590010		STOW	OH		04/01/1980	9.750	1,320,826			3,064,380	12/23/1996
006450049		MIAMISBURG	OH		12/16/1988	7.750	1,242,822			9,800,000	02/02/2001
006460149		MIAMISBURG	OH		09/01/1994	7.750	4,340,262			9,187,500	02/02/2001
100001007		COLUMBUS	OH		04/30/1999	7.150	5,132,561			7,565,000	02/01/1999
008850090		EASTON	PA		12/30/1994	9.625	202,325			2,700,000	12/18/1997
008860116		EASTON	PA		12/30/1994	7.750	2,476,189			6,050,000	12/18/1997
009950054		MONROEVILLE	PA		10/15/1996	7.950	6,653,492			10,020,990	10/15/1996
100000169		EXTON	PA		07/01/1997	8.550	4,868,384			7,369,500	05/02/1997
100000649		FEASTERVILLE	PA		05/22/1998	7.250	1,040,359			2,068,500	04/03/1998
100001435		CONCORD	PA		02/24/1999	6.950	4,392,929			6,754,950	12/04/1998
100001733		PITTSBURG	PA		12/22/2004	5.800	10,250,000			13,970,000	12/14/2004
100001735		PHILADELPHIA	PA		12/10/2004	5.700	24,500,000			33,500,000	11/29/2004
100001743		PHILADELPHIA	PA		09/15/2004	5.950	5,254,635			7,025,000	09/10/2004
100000023		COLUMBIA	SC		07/17/1997	8.375	1,579,021			3,600,000	02/07/1997
009350049		JAMESTOWN	TN		10/09/1990	7.500	1,919,608			3,160,000	04/01/1996
009051717		EL PASO	TX		11/01/1978	9.500	769,238			1,000,000	10/07/2003
100001845		HOUSTON	TX		12/16/2004	5.750	2,500,000			3,325,000	11/22/2004
100000272		DRAPER	UT		10/09/1997	7.750	871,025			2,550,000	08/01/1997
100000675		SALT LAKE CITY	UT		06/30/1998	6.800	2,315,483			5,450,000	04/03/1998
009160255		RICHMOND	VA		07/01/1994	8.625	1,823,592			2,320,000	09/18/2000
100001174		FAIRFAX	VA		11/16/1998	7.050	1,486,033			3,750,000	12/01/1998
001140105		AUBURN	WA		05/17/1996	7.120	681,104			1,500,240	01/23/2001
001150001		VANCOUVER	WA		05/10/1996	7.250	916,542			1,552,410	03/15/1999
001150014		VANCOUVER	WA		09/06/1996	8.090	2,687,836			5,400,000	03/18/1999
100000052		KIRKLAND	WA		02/13/1998	8.110	4,075,614			6,361,865	03/11/1999
100000063		VANCOUVER	WA		07/01/1997	7.900	9,542,018			13,800,000	03/07/1997
0599999. Mortgages in good standing - Commercial mortgages-all other							452,311,043			796,927,528	XXX

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE B - PART 1

Showing All Mortgage Loans OWNED December 31 of Current Year

1 Loan Number	2 Code	Location		5 Loan Type	6 Date Acquired	7 Rate of Interest	8 Book Value/Recorded Investment Excluding Accrued Interest	9 Increase (Decrease) by Adjustment	10 Increase (Decrease) by Foreign Exchange Adjustment	11 Value of Land and Buildings	12 Date of Last Appraisal or Valuation	
		3 City	4 State									
0899999. Total Mortgages in good standing							452,311,043			796,927,528	XXX	
1699999. Total - Restructured Mortgages												XXX
2499999. Total - Mortgages with overdue interest over 90 days												XXX
3299999. Total - Mortgages in the process of foreclosure												XXX
9999999 - Totals							452,311,043			796,927,528	XXX	

General Interrogatory:

1. Mortgages in good standing \$0 unpaid taxes \$0 interest due and unpaid.
2. Restructured mortgages \$0 unpaid taxes \$0 interest due and unpaid.
3. Mortgages with overdue interest over 90 days not in process of foreclosure \$0 unpaid taxes \$0 interest due and unpaid.
4. Mortgages in process of foreclosure \$0 unpaid taxes \$0 interest due and unpaid.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE B - PART 2

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

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Book Value/Recorded Investment Excluding Accrued Interest, Prior Year	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Book Value/Recorded Investment Excluding Accrued Interest at Disposition	10 Consideration Received	11 Foreign Exchange Profit (Loss) on Sale	12 Realized Profit (Loss) on Sale	13 Total Profit (Loss) on Sale
	2 City	3 State										
Mortgage Closed By Repayment												
004350057	FRESNO	CA		.06/30/1978	134,939			134,939	134,939			
004350109	PALMDALE	CA		.08/31/1997	6,139,476			6,076,245	6,076,245			
004450180	SAN DIEGO	CA		.06/21/1979	759,369			689,068	689,068			
004457284	FRESNO	CA		.09/01/1996	1,499,931			1,357,532	1,357,532			
100000716	IRVINE	CA		.06/02/1998	950,537			946,821	946,821			
100000771	DANVILLE	CA		.05/18/1998	318,972			164,030	164,030			
100000772	DANVILLE	CA		.05/18/1998	566,583			291,364	291,364			
100000236	AURORA	CO		.12/17/1997	3,012,203			2,928,121	2,928,121			
100000267	AURORA	CO		.12/12/1997	639,404			627,291	627,291			
009055085	BRISTOL	CT		.12/21/1995	5,749,890			5,532,129	5,532,129			
100000426	BERNE	TN		.04/23/1998	911,623			517,714	517,714			
006650218	W. PEABODY	MA		.04/19/1996	4,615,210			4,470,777	4,470,777			
008060673	RANDOLPH	MA		.03/14/1985	849,018			792,694	792,694			
009030204	RANDOLPH	MA		.05/12/1995	1,069,403			1,031,036	1,031,036			
008061300	COLUMBIA	MD		.12/09/1994	791,529			696,582	696,582			
009860089	TROY	MI		.07/01/1994	770,645			748,452	748,452			
100000848	FARMINGTON HILLS	MI		.06/24/1998	2,130,737			2,045,301	2,045,301			
001950104	MAPLE GROVE	MIN		.11/30/1994	1,847,623			1,785,084	1,785,084			
008060851	BLAINE	MIN		.11/01/1985	28,951			28,951	28,951			
008650229	EMERSON	NJ		.12/07/1994	1,068,845			1,016,767	1,016,767			
008660251	EMERSON	NJ		.12/07/1994	2,422,221			2,349,571	2,349,571			
009051940	SYRACUSE	NY		.05/02/1979	19,732			6,485	6,485			
009051186	ETOBICOKE	ON		.12/22/1976	3,597			3,597	3,597			
009055807	MONROEVILLE	PA		.09/29/1995	1,975,882			1,964,569	1,964,569			
009960028	PITTSBURGH	PA		.12/15/1994	3,986,428			3,773,538	3,773,538			
009055382	SALT LAKE CITY	UT		.02/13/1990	4,571,659			4,541,333	4,541,333			
100000009	RENTON	WA		.05/13/1997	3,228,292			3,172,456	3,172,456			
0199999. Mortgages closed by repayment					50,062,699			47,692,447	47,692,447			
0399999. Mortgages transferred												
9999999 - Totals					50,062,699			47,692,447	47,692,447			

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets OWNED December 31 of Current Year

1 Number of Units and Description	2 Code	3 Location		5 Name of Vendor	6 Date Acquired	7 Actual Cost	8 Amount of Encumbrances	9 Book/Adjusted Carrying Value Less Encumbrances	10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment
		City	State							
Joint Venture Interests - Common Stock										
TRIDENT III, LP		GEORGE TOWN	GRAND CAYMAN ISLANDS	DIRECT	04/26/2004	595,052		595,052		
0899999. Joint Venture Interests - Common Stock						595,052		595,052		
Surplus Debentures, etc.										
MASS MUTUAL LIFE INS CO SURPLUS NOTES		BOSTON	MA	UNIMPROVIDENT INTERNATIONAL	06/01/2002	5,774,725		5,757,247		
1199999. Surplus Debentures, etc						5,774,725		5,757,247		
Any Other Class of Admitted Assets										
SPURWINK SCHOOL		CORNVILLE	ME	N/A	12/23/1997	25,000		25,000		
PORT RESOURCES		PORTLAND	ME	N/A	01/07/1998	19,326		19,326		
MISSOURI AFFORDABLE HOUSING FUND XIV, LP		COLUMBIA	MO	MISSOURI AFFORDABLE HOUSING FUND XIV, L.P.	12/03/2004	1,500,000		1,500,000		
GEORGIA TAX CREDIT FUND, LP		COLUMBIA	MO	GEORGIA TAX CREDIT FUND, L.P.	12/09/2004	1,500,000		1,500,000		
1499999. Any Other Class of Admitted Assets						3,044,326		3,044,326		
9999999 - Totals						9,414,103		9,396,625		

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* For- eign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
US Governments																				
Issuer Obligations (IO)																				
3128X0-DS-5	FREDDIE MAC 30-NC 5		1	1	99,797,184	16.4100	112,408,500	685,000,000	114,463,870		7,123,314			0.000	6.530	MAT			12/01/2002	11/05/2032
3128X1-GZ-4	FREDDIE MAC 30-NC 5		1	1	200,182,693	17.1110	182,232,150	1,065,000,000	218,104,031		11,819,693			0.000	5.650	MAT			05/21/2003	06/17/2033
3128X1-HB-6	FREDDIE MAC 30-NC 3		1	1	124,121,067	16.9560	118,692,000	700,000,000	135,725,114		7,604,662			0.000	5.850	MAT			05/21/2003	06/13/2033
3133M4-JQ-7	FEDERAL HOME LOAN BANK 30-NC 10		1	1	36,000,000	20.5700	41,140,000	200,000,000	41,404,284		2,691,909			0.000	6.837	MAT			11/26/2002	06/05/2028
3133MS-YC-8	FEDERAL HOME LOAN BANK 30-NC 5		1	1	109,766,888	16.1900	124,663,000	770,000,000	126,258,147		7,937,982			0.000	6.600	MAT			10/15/2002	11/05/2032
3133MU-DV-4	FEDERAL HOME LOAN BANK AGENCY DEBS		1	1	31,024,213	104.3440	31,850,945	30,525,000	30,990,241		(24,912)			5.375	5.210	MM	209,647	1,640,719	08/05/2003	11/15/2017
3133MU-P7-4	FEDERAL HOME LOAN BANK AGENCY CALLABLE		1	1	99,064,771	16.4800	107,120,000	650,000,000	112,379,761		6,830,556			0.000	6.370	MAT			12/12/2002	12/27/2032
3133X0-PF-0	FEDERAL HOME LOAN BANK AGENCY DEBS		1	1	13,951,560	103.5880	14,502,320	14,000,000	13,954,638		2,222			5.375	5.409	FA	284,278	756,680	08/12/2003	08/15/2018
3134A4-KX-1	FEDERAL HOME LOAN BANK AGENCY DEBS		1	1	97,960,950	114.1290	108,422,550	95,000,000	97,868,733		(40,069)			6.250	6.024	JJ	2,737,847	5,937,500	07/19/2002	07/15/2032
3136F4-6D-1	FANNIE MAE AGENCY DEBS		1	1	24,987,500	98.7480	24,987,500	25,000,000	24,987,887		5,387			2.210	2.236	FA	205,653	276,250	01/30/2004	02/17/2006
64908P-AA-1	NEW VALLEY GENERATION 3 (TVA) DEBS		1	1	9,589,068	101.6040	9,742,877	9,589,068	9,589,068					5.131	5.131	JJ	226,874	492,015	12/17/2002	01/15/2021
880591-DV-1	TENNESSEE VALLEY AUTHORITY BDS		1	1	9,967,700	89.1250	8,912,500	10,000,000	9,968,836		540			4.700	4.720	JJ	216,722	498,722	06/16/2003	07/15/2033
912810-EY-0	U S TREASURY BONDS		1	1	2,056,250	121.4880	2,429,760	2,000,000	2,051,385		(1,075)			6.500	6.282	MM	16,878	130,000	11/15/1999	11/15/2026
912810-FJ-2	U S TREASURY BONDS		1	1	4,518,984	117.4060	5,283,270	4,500,000	4,517,894		(308)			6.125	6.094	FA	104,108	275,625	09/22/1999	08/15/2029
912810-FP-8	U S TREASURY NOTES		1	1	24,644,531	108.1330	27,033,250	25,000,000	24,661,522		5,744			5.375	5.473	FA	507,558	1,343,750	01/23/2002	02/15/2031
912827-7L-0	U S TREASURY NOTES		1	1	30,175,781	105.6950	31,708,500	30,000,000	30,138,646		(15,986)			4.875	4.798	FA	552,412	1,462,500	06/21/2002	02/15/2012
912828-AP-5	U S TREASURY NOTES		1	1	17,910,000	99.8320	17,969,760	18,000,000	17,926,172		7,823			4.000	4.061	MM	93,481	720,000	12/13/2002	11/15/2012
912828-BA-7	U S TREASURY NOTES		1	1	20,496,875	96.9020	19,380,400	20,000,000	20,430,581		(43,970)			3.625	3.328	MM	94,130	725,000	06/19/2003	05/15/2013
0199999. U.S. Government - Issuer Obligations					956,216,015	XXX	988,178,682	4,353,614,068	1,035,425,810		43,903,512			XXX	XXX	XXX	5,249,588	14,258,761	XXX	XXX
0399999. Total - U.S. Government Bonds					956,216,015	XXX	988,178,682	4,353,614,068	1,035,425,810		43,903,512			XXX	XXX	XXX	5,249,588	14,258,761	XXX	XXX
All other Governments																				
Issuer Obligations (IO)																				
135087-VU-5	CANADA GOVT OF TREASURY NTS		C	1	7,447,690	89.3660	7,417,378	6,905,600	7,385,657		(61,033)			7.000	3.226	JD	41,055	238,559	09/29/2004	12/01/2006
135087-WR-1	CANADA GOVT OF BDS		C	1FE	1,588,625	89.5450	1,601,065	1,487,616	1,583,593		(4,951)			5.500	3.895	JD	6,949	40,378	09/29/2004	06/01/2009
910860-AL-2	UNITED MEXICAN STATES NTS		F	2FE	3,172,500	107.4000	3,222,000	3,000,000	3,158,839		(11,059)			6.625	5.924	MS	65,146	198,750	10/01/2003	03/03/2015
0499999. All Other Government - Issuer Obligations					12,208,815	XXX	12,240,443	11,393,216	12,128,089		(77,043)			XXX	XXX	XXX	113,150	477,687	XXX	XXX
1099999. Total - All Other Government Bonds					12,208,815	XXX	12,240,443	11,393,216	12,128,089		(77,043)			XXX	XXX	XXX	113,150	477,687	XXX	XXX
1799999. Total - States, Territories and Possessions Bonds						XXX								XXX	XXX	XXX			XXX	XXX
2499999. Total - Political Subdivisions Bonds						XXX								XXX	XXX	XXX			XXX	XXX
Special Revenue & Assessment																				
Issuer Obligations (IO)																				
613052-JH-3	MONTGOMERY AL IND DEV BOARD REV SER 1980		1	3Z	240,000	100.3710	240,890	240,000	240,000					9.250	9.249	FA	9,250	22,200	08/28/1980	08/01/2005
677071-AC-6	GHANA MILITARY CINTYS LLC NTS		1	1FE	5,000,000	107.4740	5,373,700	5,000,000	5,000,000					6.193	6.194	AO	77,413	106,657	04/22/2004	04/01/2049
704532-B*-0	PAYSON UTAH CITY OF IND DEV REV MOUN VIEW MED		1	1Z	54,275	103.9980	55,956	54,275	54,275					10.000	10.211	MM	452	5,427	12/10/1980	01/01/2006
717817-FB-1	PHILADELPHIA PA AIRPORT SYSTEM REV BGS-FG1C		1	1FE	2,542,193	106.9190	2,763,856	2,585,000	2,568,798		4,182			5.000	5.201	JD	5,744	129,250	06/27/1997	06/15/2008
745220-BL-6	PUERTO RICO CONWILTH MUNI		F	1FE	515,245	110.1390	550,695	500,000	507,132		(1,819)			5.500	5.050	JJ	13,750	27,500	01/26/2000	07/01/2008
2599999. Special Revenues - Issuer Obligations					8,351,713	XXX	8,985,097	8,379,275	8,370,205		2,363			XXX	XXX	XXX	106,609	291,034	XXX	XXX
Single Class Mortgage (SC)																				
3128F7-DE-1	FHLMC GOLD POOL F6D67301		2	1	246,828	106.3440	263,806	248,069	246,846		4			7.000	7.176	MM	1,447	17,365	08/01/1997	01/01/2026
3128FR-GT-1	FHLMC GOLD POOL D82010		2	1	221	106.0310	237	223	221					7.000	7.346	MM	1	16	09/04/1997	08/01/2027
31292G-6S-0	FHLMC GOLD PC# C00881		2	1	940,688	105.9690	1,009,454	952,596	941,258		131			7.000	7.256	MM	5,557	66,682	11/05/1999	11/01/2029
31293W-IG-7	FHLMC GOLD PC# C31572		2	1	252,863	105.9690	271,348	256,064	252,968		26			7.000	7.297	MM	1,494	17,925	11/05/1999	10/01/2029
31293X-6H-6	FHLMC GOLD PC# C32672		2	1	616,996	105.9690	662,099	624,806	617,371		86			7.000	7.256	MM	3,645	43,736	11/05/1999	11/01/2029
31293X-RB-6	FHLMC GOLD PC# C32282		2	1	38,057	105.9690	40,839	38,538	38,080		5			7.000	7.256	MM	225	2,698	11/05/1999	10/01/2029
31293Y-JY-3	FHLMC GOLD PC# C32979		2	1	326,675	105.9690	350,556	330,810	326,874		46			7.000	7.257	MM	1,930	23,157	11/05/1999	11/01/2029
31293Y-LS-3	FHLMC GOLD PL# C33037		2	1	599,431	105.9690	643,251	607,019	599,797		84			7.000	7.257	MM	3,541	42,491	11/05/1999	11/01/2029
31345F-XD-2	FHLMC PC# 304276		2	1	378,886	109.2500	382,605	350,210	350,210		(442)			8.000	4.142	MM	2,335	28,017	12/01/2002	07/01/2018
31371G-FF-2	FNMA PC# 251366		2	1	959,171	108.1410	1,012,881	936,633	958,390		(232)			8.000	7.382	MM	6,244	74,931	11/05/1999	12/01/2027
31371K-TC-5	FNMA POOL 254447		2	1	10,428,473	103.1560	10,719,473	10,391,487	10,425,418		(1,798)			6.000	6.004	MM	51,957	623,489	03/13/2003	09/01/2032
31374G-SM-0	FNMA PC# 313824		2	1	1,067,243	108.1410	1,127,005	1,042,166	1,065,158		(300)			8.000	7.453	MM	6,948	83,373	11/05/1999	11/01/2027
31383C-WV-1	FNMA PC# 499361		2	1	122,419	108.0630	129,180	119,542	122,267		(39)			8.000	7.586	MM	797	9,563	11/05/1999	09/01/2029
31383C-XU-4	FNMA PC# 499391		2	1	525,834	108.0630	554,878	513,479	525,390		(126)			8.000	7.469	MM	3,423	41,078	11/05/1999	09/01/2029

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity	
31383P-HB-2	FNMA PC# 508855		2	1	817,827	108.0630	862,999	798,611	817,092		(204)			8.000	7.484	MON	5,324	63,889	11/05/1999	08/01/2029	
31383S-Y4-6	FNMA PC# 512031		2	1	201,568	108.0630	212,701	196,832	201,244		(78)			8.000	7.668	MON	1,312	15,747	11/05/1999	11/01/2029	
31384D-LD-2	FNMA PC# 520624		2	1	516,243	108.0630	544,757	504,113	515,413		(199)			8.000	7.668	MON	3,361	40,329	11/05/1999	11/01/2029	
31384V-LN-0	FNMA POOL 535033		2	1	9,137,120	106.8590	9,750,541	9,124,645	9,133,951		(798)			7.500	7.517	MON	57,029	684,348	11/03/1999	11/01/2029	
31384V-LP-5	FNMA PC# 535034		2	1	2,642,196	108.0630	2,788,133	2,580,112	2,639,799		(661)			8.000	7.489	MON	17,201	206,409	11/05/1999	11/01/2029	
31385H-XB-3	FNMA POOL 545274	C	2	1	9,701,341	103.1560	9,972,807	9,667,667	9,698,394		(1,733)			6.000	6.003	MON	48,338	580,060	03/13/2003	11/01/2031	
31385X-NR-4	FNMA POOL 555800		2	1	4,782,812	101.3750	4,791,764	4,726,771	4,780,963		(1,699)			5.500	5.423	MON	21,664	259,972	11/12/2003	10/01/2033	
31388U-JW-1	FNMA POOL 615077		2	1	7,894,880	104.7340	8,273,826	7,899,817	7,893,151		(645)			6.500	6.552	MON	42,791	513,488	12/13/2001	01/01/2032	
31388U-YX-2	FNMA POOL 615526		2	1	3,342,865	103.1560	3,441,826	3,336,515	3,342,071		(471)			6.000	6.019	MON	16,683	200,191	03/13/2003	11/01/2031	
31391L-X9-1	FNMA POOL 670404		2	1	9,393,044	103.1560	9,671,111	9,375,201	9,390,898		(1,276)			6.000	6.019	MON	46,876	562,512	03/13/2003	07/01/2032	
31400B-ZD-1	FNMA POOL 683040		2	1	4,081,976	103.1560	4,202,817	4,074,222	4,081,075		(537)			6.000	6.020	MON	20,371	244,453	03/13/2003	02/01/2033	
31400H-ZZ-2	FNMA POOL 688461		2	1	4,406,300	103.1560	4,536,742	4,397,930	4,405,326		(580)			6.000	6.020	MON	21,990	263,876	03/13/2003	02/01/2033	
31400K-GM-2	FNMA POOL 689704		2	1	6,605,073	103.1560	6,800,606	6,592,526	6,603,612		(870)			6.000	6.020	MON	32,963	395,552	03/13/2003	02/01/2033	
31401K-PL-3	FNMA POOL 710627	RR	2	1	40,565,463	101.3750	40,641,387	40,090,147	40,561,684		(2,468)			5.500	5.281	MON	183,747	2,204,958	11/12/2003	05/01/2033	
31401W-RK-7	FNMA POOL 720590		2	1	26,090,513	101.3750	26,139,314	25,784,774	26,080,252		(9,422)			5.500	5.422	MON	118,180	1,418,163	11/12/2003	06/01/2033	
31403L-F2-2	FNMA POOL 751785		2	1	4,253,609	101.3750	4,261,570	4,203,768	4,251,960		(1,513)			5.500	5.424	MON	19,267	231,207	11/12/2003	10/01/2033	
31405M-HX-8	FNMA POOL 793246		2	1	31,625,747	98.9220	31,526,162	31,869,750	31,627,276		1,529			5.000	5.091	MON	132,791	132,791	11/05/2004	11/01/2034	
31406A-RN-4	FNMA POOL 804293		2	1	68,520,920	98.9220	68,027,360	68,768,756	68,521,559		639			5.000	5.055	MON	286,536	286,536	10/26/2004	11/01/2034	
31406A-RX-2	FNMA POOL 804302		2	1	10,928,763	98.9220	10,855,038	10,973,342	10,928,559		115			5.000	5.059	MON	45,722	45,722	10/26/2004	11/01/2034	
31406B-ZL-7	FNMA POOL 805447		2	1	17,838,091	98.9220	17,781,921	17,975,717	17,838,440		349			5.000	5.091	MON	74,899	74,899	11/05/2004	11/01/2034	
26999999. Special Revenues - Single Class Mortgage-Backed/Asset-Backed Securities					279,850,136	XXX	282,250,994	279,352,858	279,812,117		(23,077)			XXX	XXX	XXX	1,286,589	9,499,623	XXX	XXX	
Defined Multi-Class Residential (DR)																					
31339D-40-8	FHLMC 2411 ZE		2	1	39,287,053	103.3780	43,477,207	42,056,659	39,879,389		536,770			6.500	7.680	MON	227,807	2,639,819	12/01/2004	02/15/2032	
31339D-MZ-8	FHLMC 2420 Z		2	1	22,791,570	104.1220	25,022,919	24,032,377	22,949,942		173,044			6.500	7.304	MON	130,175	1,508,468	12/01/2004	02/15/2032	
31339G-BY-6	FHLMC 2369 Z		2	1	34,787,646	104.4780	38,485,649	36,835,986	35,218,279		451,645			6.500	7.533	MON	199,528	2,312,127	12/01/2004	10/15/2031	
31339G-JS-1	FHLMC FHR 2367 PD		2	1	4,792,941	100.7310	4,897,596	4,862,074	4,862,074					6.000	6.087	MON	24,310	291,724	06/11/2002	02/15/2030	
31339L-YF-1	FHLMC FHR 2391 XG		2	1	24,725,586	103.5680	25,891,875	25,000,000	24,725,586					6.000	6.067	MON	125,000	1,500,000	06/11/2002	04/15/2030	
31339N-G2-6	FHLMC 2413 Z		2	1	10,978,688	104.9910	12,615,940	12,016,188	11,187,288		200,541			6.500	7.987	MON	65,088	754,234	12/01/2004	02/15/2032	
31339N-NS-1	FHLMC FHR 2432 PG		2	1	12,372,706	101.8000	12,737,178	12,512,000	12,372,706					6.000	6.068	MON	62,560	750,720	06/11/2002	05/15/2030	
31339N-Y5-9	FHLMC 2427 EZ	RR	2	1	81,743,307	105.9510	94,970,206	89,635,885	82,692,801		840,444			6.500	7.732	MON	485,528	5,626,280	12/01/2004	03/15/2032	
31339W-6C-5	FHLMC FHR 2426 GH		2	1	26,268,971	101.9850	27,070,501	26,543,740	26,268,971					6.000	6.063	MON	132,719	1,592,624	06/11/2002	08/15/2030	
31337K-2F-6	FHLMC REMIC FHR 2134 ZD		2	1	27,093,553	104.0920	30,222,169	29,034,178	27,725,375		549,846			6.500	7.660	MON	157,268	1,822,422	12/01/2004	03/15/2029	
31337K-B5-8	FHLMC REMIC FHR 2136 ZC		2	1	40,640,329	104.1350	45,352,068	43,551,266	41,609,475		850,974			6.500	7.670	MON	235,903	2,733,633	12/01/2004	03/15/2029	
31337K-DV-9	FHLMC FHR 2145 KZ		2	1	14,218,183	106.0540	15,427,826	14,547,170	14,198,051		34,578			6.500	6.922	MON	78,797	913,099	12/01/2004	04/15/2029	
31337L-M9-6	FHLMC 2173 ZA		2	1	14,466,578	103.3420	17,675,280	17,103,658	15,492,123		840,606			6.000	8.667	MON	85,518	1,011,079	08/01/2004	07/15/2029	
31337N-3V-4	FHLMC 2207 ZA		2	1	9,271,453	105.0550	11,070,924	10,538,228	9,868,040		360,195			7.000	9.282	MON	61,473	737,676	01/05/2000	12/15/2029	
31337P-5X-3	FHLMC FHR 2235 CZ		2	1	19,286,903	104.7180	22,645,431	21,625,218	20,110,595		708,874			7.000	9.045	MON	126,147	1,481,348	09/01/2004	06/15/2030	
31337P-6L-8	FHLMC FHR 2235 KZ		2	1	18,924,084	103.8810	23,640,042	22,756,827	19,359,658		472,892			6.500	8.739	MON	123,266	1,428,404	12/01/2004	06/15/2030	
31337P-B7-3	FHLMC FHR 2237 Z		2	1	12,090,058	105.9380	14,502,906	13,690,058	12,541,855		400,285			7.000	9.095	MON	79,859	922,936	12/01/2004	05/15/2029	
31337R-5P-6	FHLMC 2280 Z		2	1	18,358,069	103.5860	18,332,949	17,698,356	18,412,145		(60,422)			6.000	5.524	MON	88,492	1,028,180	12/01/2004	01/15/2031	
31337V-N6-9	FHLMC FHR 2440 Z		2	1	26,928,595	103.6390	30,799,024	29,717,658	27,441,613		502,888			6.500	8.081	MON	160,971	1,865,323	12/01/2004	04/15/2032	
31337V-NP-7	FHLMC 2433 EZ		2	1	21,880,376	105.1240	24,992,360	22,033,881	22,033,881		139,049			6.500	7.494	MON	128,777	1,492,258	12/01/2004	04/15/2032	
31337V-UR-5	FHLMC 2434 Z	RR	2	1	62,274,050	105.0970	71,834,101	68,350,612	62,751,042		433,747			6.500	7.601	MON	370,232	4,290,242	12/01/2004	04/15/2032	
31359L-3W-3	FNMA 1996-10 Z		2	1	36,264,957	104.9200	36,615,937	34,898,844	35,954,297		(310,660)			6.500	5.639	MON	189,035	2,258,295	04/01/2004	04/25/2026	
31359N-UY-5	FNMA 1997-16 ZB		2	1	9,067,551	105.1250	9,090,961	8,647,763	8,975,714		(91,838)			7.000	5.751	MON	50,445	467,464	03/29/2004	02/01/2027	
31359Q-DE-1	FNMA 1997-54 Z		2	1	5,688,947	105.1550	6,949,871	6,609,143	6,088,450		209,913			6.500	8.898	MON	35,800	429,594	02/01/2000	08/01/2027	
31359S-4L-1	FNMA 2001-27 ZB		2	1	21,945,569	104.8740	24,464,298	23,327,346	22,232,905		265,391			6.500	7.510	MON	126,356	1,464,214	12/01/2004	06/25/2031	
31359W-FC-0	FNMA FNR 1999-34 ZG		2	1	14,750,755	104.4890	17,559,746	16,805,370	15,546,015		650,749			6.500	8.686	MON	91,029	1,070,594</			

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
31392B-XC-4	FNMA 2002-2 ZC		2	1	20,707,065		103,1800	24,571,912	20,813,765			190,968		6.000	7.358	MON	119,073	1,383,497	12/01/2004	02/25/2032
31392C-JG-0	FNMA 2002-18 ZA		2	1	45,763,042		104,0900	46,028,894	44,220,370			(176,766)		6.500	5.957	MON	239,527	2,775,631	12/01/2004	04/25/2032
31392K-K5-4	FHLMC 2453 KZ		2	1	20,352,639		105,7030	22,495,077	21,281,439			20,477,898		6.500	7.177	MON	115,274	1,335,797	12/01/2004	05/15/2032
31392M-SL-2	FHLMC FHR 2448 TW	RR	2	1	39,263,793		102,2060	40,583,225	39,707,399			39,263,793		6.000	6.068	MON	198,537	2,382,444	06/11/2002	02/15/2031
31392M-US-4	FHLMC 2463 ZA		2	1	25,585,160		103,2760	29,686,241	28,744,652			150,880		6.000	7.115	MON	143,723	1,669,911	12/01/2004	06/15/2032
31392R-2E-0	FHLMC 2474 ZB		2	1	23,013,165		102,7900	23,757,323	23,112,439			713		6.000	6.107	MON	115,562	1,342,709	12/01/2004	07/15/2032
31392R-MA-6	FHLMC 2470 Z		2	1	65,850,127		103,2240	70,379,533	68,181,696			220,095		6.000	6.443	MON	340,908	3,960,993	12/01/2004	07/15/2032
31392X-YC-6	FHLMC 2524 TZ		2	1	15,524,693		96,7820	16,709,489	17,265,133			86,909		5.500	6.480	MON	79,132	921,887	12/01/2004	11/15/2032
31393F-RT-5	FHLMC 2544 PD		2	1	40,500,000		102,7870	41,114,720	40,000,000			(72,350)		5.500	5.345	MON	183,333	2,200,000	12/09/2002	01/15/2032
31393G-SD-7	FHLMC 2535 TE		2	1	25,758,000		102,8670	26,169,263	25,440,000			(47,713)		5.500	5.342	MON	116,600	1,399,200	12/09/2002	12/15/2031
31393G-V3-5	FHLMC 2533 Z		2	1	57,462,979		96,5100	64,623,022	66,959,854			339,129		5.500	6.808	MON	306,899	3,575,382	12/01/2004	12/15/2032
31393J-6C-7	FHLMC 2556 KZ	RR	2	1	30,613,115		96,2620	32,081,507	30,618,743			14,217		5.500	6.101	MON	152,750	1,779,535	12/01/2004	01/15/2033
31394L-VL-3	FHLMC 2707 Z		2	1	12,850,326		96,9180	13,401,416	13,827,597			11,731		5.000	5.746	MON	57,615	1,711,414	12/01/2004	10/15/2030
31394X-ZT-6	FHLMC 2800 BC		2	1	16,493,370		94,6620	16,554,456	17,488,000			6,851		4.500	5.173	MON	65,580	65,580	11/08/2004	05/15/2024
383730-KE-0	GNMA 2003-4 A		2	1	12,977,272		95,9220	12,463,651	12,993,514			123		2.848	2.866	MON	30,838	370,055	12/09/2003	06/16/2018
38373R-N7-0	FNMA 2001-54 Z		2	1	31,884,018		103,5710	31,621,549	30,531,278			(33,707)		6.500	5.512	MON	165,378	328,087	12/01/2004	11/20/2031
38373T-M6-9	GNMA 2002-4 Z		2	1	21,549,399		106,6960	23,202,364	21,746,297			54,167		6.500	6.623	MON	117,792	1,241,977	12/01/2004	01/16/2032
38373W-U8-9	GNMA 2002-32 PF		2	1	16,590,959		103,4110	17,365,876	16,793,000			29,231		6.000	6.296	MON	83,965	1,007,580	06/11/2002	02/20/2031
3837H2-HK-8	GNMA 1999-23 Z		2	1	26,861,443		103,3450	26,612,013	25,750,778			(201,344)		6.500	5.552	MON	139,483	1,390,341	05/01/2004	06/20/2029
911760-IJ-2	VA VENDEE 1991-1 ZC		2	1	14,009,786		105,5070	15,399,451	14,595,723			34,210		6.500	6.925	MON	79,060	916,147	12/01/2004	12/15/2028
911760-NF-9	VA VENDEE 1999-3 Z		2	1	31,111,857		102,2460	35,591,317	34,809,463			363,004		6.500	7.821	MON	188,554	2,184,926	12/01/2004	10/15/2029
911760-NR-3	VA VENDEE 2000-1 ZC		2	1	14,767,860		108,2880	15,007,444	13,858,798			(35,014)		7.250	6.548	MON	83,730	810,139	12/01/2004	01/15/2030
2799999. Special Revenues - Defined Multi-Class Residential Mortgage-Backed Securities					1,408,105,633	XXX	1,541,853,288	1,489,605,093	1,419,772,762			10,481,616		XXX	XXX	XXX	7,753,868	86,882,416	XXX	XXX
3199999. Total - Special Revenues Bonds					1,696,307,482	XXX	1,833,089,379	1,777,337,226	1,707,955,084			10,480,902		XXX	XXX	XXX	9,147,066	96,673,073	XXX	XXX
Public Utilities (unaffiliated)																				
Issuer Obligations (IO)																				
00104B-AF-7	AES EASTERN ENERGY LP SER 1999-B PTC		1	3FE	14,354,192		121,0000	17,545,000	14,500,000			3,081		9.670	9.777	JJ	697,180	1,402,150	06/24/1999	01/02/2029
001192-AD-5	AGL CAPITAL CORPORATION BDS		2	2FE	9,499,430		101,1010	9,604,595	9,499,693			263		6.000	6.000	AO	148,833		10/19/2004	10/01/2034
010392-DZ-8	ALABAMA POWER CO SR NTS SER Q		1	1FE	6,998,680		104,0280	6,761,820	6,500,000			(25,781)		5.500	4.752	AO	75,472	357,500	07/10/2003	10/15/2017
010392-EK-0	ALABAMA POWER CO BDS	LS	1	1FE	14,930,250		99,6760	14,951,400	15,000,000			2,715		5.125	5.170	FA	290,417	380,104	02/10/2004	02/15/2019
02360F-AA-4	UNION ELECTRIC CO 1ST MTG		1	1FE	23,854,410		99,3070	23,833,680	24,000,000			1,750		5.100	5.158	AO	333,200		10/07/2004	10/01/2019
02360X-AJ-6	AMERENERGY GENERATING NTS		2	2FE	7,653,665		124,8850	8,117,525	6,500,000			7,633,089		7.950	6.566	JD	43,063	516,750	07/25/2003	06/01/2032
03028P-AF-3	AMERICAN TRANSMISSION CO SER B SR NTS		1	1FE	15,000,000		109,9450	16,491,735	15,000,000			15,000,000		6.790	6.792	FA	342,329	971,536	10/31/2003	08/31/2043
037735-BZ-9	APPALACHIAN POWER BDS		2	2FE	18,898,830		101,0350	19,196,650	19,000,000			212		5.950	5.988	MM	144,453	1,130,500	05/04/2004	05/15/2033
03839B-AB-5	AQUENERGY SYS INC (CHI ENRGY) SR NTS		5*	1FE	1,351,720		82,0000	1,478,050	1,802,500			1,481,796		6.500	10.794	MON	325	117,162	12/31/1998	12/31/2008
03839B-AC-3	AQUENERGY SYS INC (CHI ENRGY) SUB NTS		5*	1FE	556,713		14,0000	556,651	3,976,078			551,713		11,500	0.000	DEC			12/31/1998	12/31/2008
040555-CE-2	ARIZ PUB SVC BDS		2	2FE	12,554,425		97,0570	12,132,125	12,500,000			(3,610)		4.650	4.602	MM	74,271	581,250	05/15/2003	05/15/2015
048303-CC-3	ATLANTIC CITY ELECTRIC CO 1ST MTG		1	1FE	9,969,300		103,9510	10,395,100	10,000,000			1,279		5.800	5.821	MM	74,111	349,611	04/01/2004	05/15/2034
05379B-AH-0	AVISTA CORP 1ST MTG		2	2FE	22,902,770		99,6210	22,912,830	23,000,000			365		5.450	5.491	JD	132,314		11/29/2004	12/01/2019
05844*-AA-6	BANC ONE EQUIP FIN (DET ED) SECD NTS		1	2	1,655,741		100,5000	1,664,019	1,655,741			1,655,741		9.690	9.688	JJ	67,296	160,441	08/24/1989	07/30/2007
07261L-AY-8	BAY STATE GAS MTN		2	2FE	10,357,400		102,5600	10,256,000	10,345,276			(7,951)		6.430	6.135	JD	28,578	643,000	04/24/2003	12/15/2025
125152-AC-2	C E GENERATION LLC SR SECD BDS		1	3FE	19,302,013		107,5310	21,979,202	20,439,875			48,750		7.416	8.227	JD	67,370	1,515,821	08/17/1999	12/15/2018
129466-AM-0	CALENERGY SR NTS		2	2FE	5,346,569		131,5350	6,714,862	5,105,000			(3,152)		8.480	8.055	MS	127,466	432,904	07/29/1999	09/15/2028
15189X-AH-1	CENTERPOINT ENER HOUSTON SER L2 NT		2	2FE	31,489,860		99,8390	31,948,480	32,000,000			31,510,644		5.600	5.733	JJ	896,000	1,981,156	07/24/2003	07/01/2023
17185F-AA-5	CINCAP IV LLC SR NTS		1	2	12,942,783		106,1000	13,078,374	12,326,460			(82,847)		7.810	6.919	MON	66,854	965,019	12/01/2002	07/06/2009
172070-CP-7	CINCINNATI GAS AND ELEC BDS		2	2FE	9,976,400		95,4730	9,547,300	10,000,000			9,976,893		5.400	5.416	JD	24,000	540,000	06/12/2003	06/15/2033
177342-AP-7	CITIZENS UTILITIES CO DEBS		3	3FE	6,101,100		90,5000	6,787,500	7,500,000			6,109,396		7.050	8.712	AO	132,188	528,750	04/11/2002	10/01/2046
185508-AC-2	CLECO POWER LLC NTS		2	2FE	8,732,405		99,3630	8,445,855	8,500,000			(19,663)		5.375	5.017	MM	76,146	456,875	06/01/2003	05/01/2013
190441-AR-6	COASTAL CORP DEBS	LS	5	5FE	7,842,400		93,2500	7,460,000	8,000,000			7,848,457		7.750	7.915	AO	130,889	620,000	11/22/1999	10/15/2035
195869-AB-8	COLONIAL PIPELINE 144A NTS		1	1FE	10,361,191		109,1420	10,914,200	10,000,000			(73,410)		7.450	6.542	FA	281,444	745,000	06/01/2002	08/15/2007
195869-AJ-1	COLONIAL PIPELINE 144A SR NTS		1	1FE	2,571,507		114,5570	2,732,184	2,385,000			2,571,507		6.580	6.002	FA	53,619	78,467	04/14/2004	08/28/2032
202795-GX-2	COMMONWEALTH ELECTRIC CO SR N																			

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	*	Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
233331-AJ-6	DTE ENERGY CO SR NTS	LS			2FE	6,657,040		104,4480	6,500,000	6,654,372		(1,981)			6.375	6.196	AO	87,479	414,375	04/21/2003	04/15/2033
257469-AG-1	DOMINION RESOURCES INC DEBS				2FE	18,153,000		110.1860	18,000,000	18,149,389		(1,800)			6.750	6.684	JD	54,000	1,215,000	12/09/2002	12/15/2032
264399-DK-9	DUKE ENERGY CORP SR NTS				2FE	2,683,800		101.3430	3,000,000	2,695,899		4,932			6.000	6.869	JD	15,000	180,000	06/01/2002	12/01/2028
264399-EM-4	DUKE ENERGY CORP 1ST MTG				1FE	29,978,400		102.6540	30,000,000	29,980,538		1,565			5.300	5.308	AO	397,500	1,625,333	09/18/2003	10/01/2015
266228-CS-2	DUQUESNE LIGHT 1ST MTG				2FE	20,944,000		104.2870	21,000,000	20,945,228		1,228			5.700	5.737	FA	452,200	289,275	05/13/2004	05/15/2014
271790-AF-4	EAST COAST POWER LLC SER B SR SECD NT				2FE	2,467,119		109.1280	2,729,990	2,522,035		12,585			7.536	8.778	MJSD	571	205,732	10/27/1999	06/30/2017
283695-BE-3	EL PASO NATURAL GAS DEBS				4	2,050,000		104.3750	2,000,000	2,049,945		(55)			7.500	7.270	MN	19,167		11/30/2004	11/15/2026
291641-AY-4	EMPIRE DISTRICT ELECTRIC CO SR NTS				2FE	19,884,000		95.4780	20,000,000	19,898,610		9,631			4.500	4.573	JD	40,000	900,000	06/10/2003	06/15/2013
29364N-AK-4	ENTERGY MISSISSIPPI INC 1ST MTG				2FE	19,947,600		94.7360	20,000,000	19,951,571		2,490			4.950	4.975	JD	82,500	990,000	05/22/2003	06/01/2018
294549-AM-2	EQUITABLE RESOURCES INC SR NTS				1FE	20,612,394		98.4220	18,920,000	20,480,062		(86,583)			5.150	4.322	MS	324,793	974,390	06/04/2003	03/01/2018
341081-ER-4	FLORIDA PWR AND LT NTS				1FE	8,113,162		107.1470	8,200,000	8,114,232		961			5.950	6.027	AO	121,975	468,926	10/09/2003	10/01/2033
373334-FX-4	GEORGIA POWER CO MTN FLT				1FE	20,000,000		99.9890	20,000,000	20,000,000					2.480	1.300	FMAN	62,000	235,294	02/12/2004	02/17/2009
437410-AB-9	HOMER CITY FUNDING LLC SER B SR SECD BD				3FE	13,318,663		116.5000	13,485,150	13,333,378		5,210			8.734	8.874	AO	294,448	1,177,793	12/06/2001	10/01/2026
45138L-AL-7	IDAHO POWER BDS				1FE	14,912,687		104.4970	15,674,550	14,915,387		1,164			6.000	6.042	AO	190,000	900,000	01/02/2003	11/15/2032
454889-AH-9	INDIANA MICHIGAN POWER SR NTS				2FE	13,002,320		109.7050	13,000,000	13,001,338		(132)			6.375	6.373	MN	138,125	828,750	11/20/2002	11/01/2012
455665-AK-5	INDIANTOWN COGENERATION 1ST MTG				2FE	15,089,715		118.6490	14,500,000	15,029,373		(30,311)			9.770	9.209	JD	62,962	1,416,650	12/01/2002	12/15/2020
461070-AA-2	INTERSTATE P&L CO NTS				2FE	11,932,800		104.3790	12,000,000	11,936,514		2,919			5.875	5.932	MS	207,583	701,083	09/10/2003	09/15/2018
461070-AC-8	INTERSTATE P&L CO NTS				2	7,529,765		109.4210	7,500,000	7,529,248		(408)			6.450	6.420	AO	102,125	477,031	10/14/2003	10/15/2033
461070-AD-6	INTERSTATE P&L CO BDS				2FE	5,046,600		108.5210	5,000,000	5,046,600					6.300	6.230	MN	52,500	153,125	08/02/2004	05/01/2034
476556-CK-9	JERSEY CENTRAL PWR & LIGHT BDS				2FE	14,885,100		94.1590	15,000,000	14,894,365		5,452			4.800	4.872	JD	32,000	720,000	05/19/2003	06/15/2018
482620-AP-6	KN ENERGY SR NT				2FE	7,337,470		114.1710	7,000,000	7,337,379		(6,022)			7.350	6.954	FA	214,375	514,500	01/05/1999	08/01/2026
482620-AW-1	KN ENERGY DEBS				2FE	9,938,400		113.8260	10,000,000	9,944,542		902			7.250	7.300	MS	241,667	725,000	12/15/1998	03/01/2028
494492-AA-9	KINCAID GEN SR SECD BDS 144A				2FE	17,611,027		108.4280	19,395,438	17,882,247		65,739			7.330	8.624	JD	63,186	1,421,686	09/01/2000	06/15/2020
50217B-AF-6	LSP ENERGY/LSP BATESVILLE FUND SER B SR SECD BDS				4FE	9,650,200		105.4600	10,000,000	9,694,135		8,702			8.160	8.512	JJ	376,267	816,000	08/18/1999	07/15/2025
552690-AF-6	MDU RESOURCES GROUP INC 1ST MTG				1FE	10,000,000		104.5860	10,000,000	10,000,000					5.980	5.980	JD	26,578	598,000	12/17/2003	12/15/2033
57564E-BR-7	MASSACHUSETTS ELEC SECD MTN				1FE	10,368,417		100.0800	10,000,000	10,003,651		(145,483)			5.950	6.951	MS	281,667	845,000	06/01/2002	01/10/2005
57564E-BS-5	MASSACHUSETTS ELEC SECD MTN				1FE	4,979,150		100.3000	5,000,000	4,999,908		2,510			8.220	8.285	MS	137,000	411,000	01/19/1995	01/24/2005
594457-BT-9	MICHIGAN CONSOLIDATED GAS 1ST MTG				1FE	4,847,900		99.9350	5,000,000	4,852,026		2,009			5.700	5.917	MS	83,917	285,000	03/21/2003	03/15/2033
59562V-AF-4	MIDAMERICAN ENERGY HLDS SR NTS				2FE	16,685,354		105.9640	15,820,000	16,562,450		(76,124)			5.875	5.134	JJ	389,842	929,425	04/23/2003	10/01/2012
645767-AW-4	NEW JERSEY BELL SER				1FE	5,253,200		120.7100	5,000,000	5,245,255		(3,370)			7.850	7.415	MN	50,153	392,500	06/01/2002	11/15/2029
649840-AM-5	NEW YORK ST ELEC & GAS BDS				2FE	12,644,410		102.2270	12,230,000	12,644,746					5.750	5.455	MN	117,204	703,225	06/02/2003	05/01/2023
653522-DJ-8	NIAGARA MOHAWK PWR SR NTS SER G				2FE	2,287,820		112.4980	2,249,960	2,194,126		(46,224)			7.750	4.883	AO	38,750	155,000	12/01/2002	10/01/2008
66526H-AR-9	NO INDIANA PUB SVC (NINSOURCE) MTN				2FE	8,625,000		114.2800	8,571,000	8,591,833		(33,167)			7.350	5.212	JD	24,500	275,625	09/01/2004	07/08/2013
665789-AV-5	NORTHERN STATES PWR-WISC SR NTS				1FE	19,432,600		99.8270	20,000,000	19,451,464		18,238			5.250	5.536	AO	262,500	786,042	05/06/2004	10/01/2018
67105F-AB-5	OSP FINANCE COMPANY SR NTS SER B				1	3,828,783		102.4900	3,998,560	3,985,874		10,568			7.920	8.654	MON	14,075	316,686	07/01/1992	02/15/2006
679574-AH-6	OLD DOMIN ELECTRIC COOP 1ST MTG				1FE	12,000,000		104.0000	12,480,000	12,000,000					5.676	5.677	JD	56,760	681,120	07/23/2003	12/01/2028
694308-GE-1	PACIFIC GAS AND ELEC 1ST MTG				2FE	14,926,800		103.8620	15,579,300	14,926,894		94			6.050	6.086	MS	302,500	398,292	03/18/2004	03/01/2034
695114-AC-2	PACIFICORP 1ST MTG BDS				1FCRP	7,529,680		100.9570	8,076,560	7,983,841		63,083			6.750	7.598	AO	135,000	540,000	03/15/1995	04/01/2005
69512E-GK-5	PACIFICORP MTN				1FE	7,716,000		113.9490	8,000,000	7,730,332		5,500			6.710	7.019	JJ	247,524	536,800	06/01/2002	01/15/2026
713291-AH-5	PEPCO HOLDINGS INC NTS				2FE	36,899,100		119.0650	36,000,000	36,879,300		(10,267)			7.450	7.244	FA	1,013,200	2,682,000	12/01/2002	08/15/2032
720186-AE-5	PIEDMONT NATURAL GAS BDS				1FE	12,981,670		110.2780	13,000,000	12,982,305		635			6.000	6.010	JJ	390,000	416,000	12/16/2003	12/19/2033
720186-AB-7	PIEDMONT NATURAL GAS MTN DEB SER A				1FE	5,182,100		109.6200	5,000,000	5,173,260		(4,583)			6.870	6.547	JJ	171,750	343,500	12/01/2002	10/06/2023
744448-BX-8	PUBLIC SERVICE CO COLORADO SER 15 COLL TR				1FE	24,962,100		105.2660	25,000,000	24,967,012		3,533			5.500	5.518	AO	343,750	1,459,028	09/17/2003	04/01/2014
74531E-AA-0	PUGET ENERGY 1ST MTG				2FE	14,793,263		114.4260	18,216,556	14,833,958		16,505			7.020	7.652	MS	329,066	1,117,584	12/01/2002	12/01/2027
74531E-AB-8	PUGET ENERGY 1ST MTG				2FE	17,929,800		111.1450	20,006,046	17,936,571		2,935			6.740	6.781	MS	357,220	1,213,200	09/05/2002	06/15/2018
81487*-AR-3	SEC PAC (GA PWR) RAIL CAR LEASE				1	10,165,545		102.2500	9,994,490	10,104,916		(28,120)			10.110	9.199	JJ	414,498	984,063	12/01/2002	07/30/2012
842400-EB-5	SO CALIF EDISON SR NT				2FE	6,831,675		111.7640	7,500,000	6,855,524		9,351			6.650	7.419	AO	124,688	498,750	06/01/2002	04/01/2029
842400-ES-8	SO CALIF EDISON 1ST MTG				2FE	14,998,700		106.2410	15,936,150	15,000,046		1,346			6.000	6.000	JJ	415,000	452,500	04/02/2004	01/15/2034
842400-ET-6	SO CALIF EDISON MTN FLT				2FE	6,000,000		100.3460	6,000,000	6,000,000					2.353	1.440	JAJJ	30,583	72,120		

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity	
958587-BD-8	WESTERN MASS ELECTRIC CO NTS			2FE	7,455,150	99.8680	7,490,100	7,500,000	7,459,400		3,535			5.000	5.078	MS	125,000	344,792	09/25/2003	09/01/2013	
976656-BW-7	WISC ELECTRIC POWER NTS			1FE	15,703,902	101.7190	16,376,759	16,100,000	15,707,413		3,063			5.625	5.800	MN	115,719	734,060	07/27/2004	05/15/2033	
05534Z-AC-0	BC GAS UTILITY LTD MTN SER D	C		2FE	6,231,098	89.8110	6,286,770	5,824,000	6,204,850		(25,825)			6.200	4.128	JD	29,678	178,200	09/29/2004	06/02/2008	
05534Z-AF-3	BC GAS UTILITY LTD MTN	C		2FE	19,341,176	92.5480	20,208,781	18,167,552	19,334,168		(6,895)			6.950	6.427	MS	352,849		09/29/2004	09/21/2029	
66990Z-BD-8	NOVA SCOTIA POWER CORP CPN STRIP	C		2	902,321	24.7520	940,576	3,161,600	917,813		15,243			0.000	6.774	MAT			09/29/2004	07/25/2023	
66990Z-BD-6	NOVA SCOTIA POWER CORP CPN STRIP	C		2	843,831	23.4208	889,990	3,161,600	858,324		14,259			0.000	6.776	MAT			09/29/2004	07/25/2024	
66990Z-BE-4	NOVA SCOTIA POWER CORP CPN STRIP	C		2	789,768	21.9482	834,030	3,161,600	803,328		13,342			0.000	6.774	MAT			09/29/2004	07/25/2025	
66990Z-BF-1	NOVA SCOTIA POWER CORP CPN STRIP	C		2	738,866	20.5754	781,864	3,161,600	751,552		12,482			0.000	6.774	MAT			09/29/2004	07/25/2026	
66990Z-BG-9	NOVA SCOTIA POWER CORP CPN STRIP	C		2	691,126	19.2774	732,543	3,161,600	702,993		11,677			0.000	6.775	MAT			09/29/2004	07/25/2027	
66990Z-BH-7	NOVA SCOTIA POWER CORP CPN STRIP	C		2	646,547	18.0710	686,700	3,161,600	657,650		10,924			0.000	6.775	MAT			09/29/2004	07/25/2028	
89352L-AC-4	TRANSCANADA PIPELINES MTN - YANKEE	C	1	1FE	3,611,090	115.3780	4,038,223	3,500,000	3,600,466		(2,166)			7.060	6.800	AO	52,850	247,100	12/11/1998	10/14/2025	
89353Z-AP-3	TRANS-CANADA PIPELINES MTN	C		1FE	8,296,702	106.1530	8,492,240	6,656,000	8,287,705		(8,854)			8.290	6.192	FA	225,248		09/29/2004	02/05/2026	
05257H-AF-8	AUSTRALIAN GAS LIGHT 144A NTS	F		1FE	9,978,000	101.1380	10,113,750	10,000,000	9,979,731		1,372			5.300	5.325	MS	141,333	530,000	09/22/2003	09/25/2015	
29244T-AA-9	EMPRESA NACIONAL ELECTRIC SR NTS	F		2FE	2,996,930	105.9770	3,603,218	3,400,000	3,015,517		5,359			7.875	9.069	FA	111,563	267,750	01/24/2001	02/01/2027	
458182-C*-1	AGUAS ARGENTINAS SA (IDB) SER B SR NT PL	F	1	6	12,509,269	51.0000	9,734,377	19,087,013	9,734,377		(2,774,892)			10.150	0.000	MN			07/08/1999	11/15/2011	
879403-AJ-2	TELEFONOS DE MEXICO ADS SR NTS	F		2FE	16,012,500	104.9840	15,747,600	15,000,000	15,364,238		(321,521)			8.250	5.869	JJ	532,813	1,237,500	12/01/2002	01/26/2006	
91311Q-AC-9	UNITED UTILITIES PLC NTS	F		2FE	9,031,900	111.7250	11,172,500	10,000,000	9,060,890		13,687			6.875	7.747	FA	259,722	687,500	12/01/2002	08/15/2028	
972624-2*-0	WILTON TRUST (ETOL) SER B1 TR CERT	F	1	62*			485,518							9.880	0.000	FA			06/28/1999	08/12/2009	
972624-A*-1	WILTON TRUST (ETOL) SER A1 TR CERT	F	1	6	4,709,522	7.0000	1,098,888	15,698,406	1,098,888					9.880	0.000	FA			06/28/1999	08/12/2009	
N1614R-AP-6	BRITISH GAS FIN EURO	F		1FE	4,915,440	38.0650	7,613,000	20,000,000	6,045,216		414,558			0.000	7.232	MAT			01/31/2002	11/04/2021	
3299999. Public Utilities - Issuer Obligations					1,189,600,945	XXX	1,245,808,775	1,236,452,831	1,183,559,536	(2,634,892)	(444,574)			XXX	XXX	XXX	17,860,280	61,959,125	XXX	XXX	
Defined Multi-Class Commercial (DC)																					
705220-AF-8	PECO ENERGY TRANSITION TRUST 1999A-A6		2	1FE	12,158,078	104.0000	11,674,000	11,225,000	11,856,764		(287,262)			6.050	3.233	MS	226,371	679,113	12/10/2003	03/01/2009	
3699999. Public Utilities - Defined Multi-Class Commercial Mortgage-Backed Securities					12,158,078	XXX	11,674,000	11,225,000	11,856,764		(287,262)			XXX	XXX	XXX	226,371	679,113	XXX	XXX	
3899999. Total - Public Utilities Bonds					1,201,759,023	XXX	1,257,482,775	1,247,677,831	1,195,416,300	(2,634,892)	(731,836)			XXX	XXX	XXX	18,086,651	62,638,238	XXX	XXX	
Industrial & Miscellaneous Issuer Obligations (IO)																					
000000-00-0	ATG MATCHED FNDG 144A ASSET ALLC NT		1	1FE	15,000,000	21.2650	12,629,284	59,390,000	15,000,056		14			0.000	0.000	MAT			08/23/2000	08/24/2020	
00184A-AC-9	TIME WARNER INC NTS			2FE	8,217,680	120.9760	9,678,080	8,000,000	8,211,942		(2,588)			7.625	7.395	AO	128,778	610,000	02/07/2002	04/15/2031	
001920-AB-3	ARCO CHEMICAL CO DEB	LS		4FE	2,910,000	114.0000	3,420,000	3,000,000	2,918,776		2,218			9.800	10.155	FA	122,500	294,000	07/07/2000	02/01/2020	
00209A-AF-3	AT & T WIRELESS BD			2FE	12,988,690	134.8310	17,528,030	13,000,000	12,989,370		104			8.750	8.758	MS	379,167	1,137,500	03/01/2001	03/01/2031	
00209T-AA-3	AT&T BROADBAND CORP NTS			2FE	19,038,148	121.6250	25,369,759	20,859,000	19,277,580		121,162			8.375	9.736	MS	514,377	1,746,941	11/18/2002	03/15/2013	
00868P-AA-3	AHOLD LEASE TR SER 2001- A2 SR SECD NTS	1		3	24,305,250	110.0000	27,500,000	25,000,000	24,875,138		3,030			8.620	8.676	JJ	1,071,514	2,155,000	04/19/2001	01/02/2025	
009158-AJ-5	AIR PRODUCTS & CHEMICALS DEBS			1FE	7,140,700	126.5310	8,857,170	7,000,000	7,127,374		(3,524)			8.750	8.541	AO	129,306	612,500	01/10/2000	04/15/2021	
00915X-BZ-3	AIR PRODUCTS & CHEMICALS SER F MTN			1FE	9,968,400	109.1700	10,917,000	10,000,000	9,977,937		3,729			6.240	6.293	JD	27,733	624,000	06/01/2002	01/13/2010	
00922K-AB-6	AIR 2 US SER B ENHANCED EQUIP NTS			4FE	24,451,327	60.0000	14,670,796	24,451,327	24,451,327					8.627	8.629	AO	527,354	2,109,416	10/28/1999	10/01/2020	
013104-AF-1	ALBERTSON'S INC DEBS	LS		2FE	14,049,900	117.2110	17,581,650	15,000,000	14,091,201		11,631			7.450	8.018	FA	465,625	1,117,500	04/25/2001	08/01/2029	
017475-AC-8	ALLEGIANCE CORP DEBS			2FE	24,193,691	107.9700	21,594,000	20,000,000	24,055,093		(96,026)			7.000	5.405	AO	295,556	1,400,000	07/01/2003	10/15/2026	
018788-AA-3	ALLIANCE RESOURCE SR NT	1		2	15,000,000	113.2200	16,982,985	15,000,000	15,000,000					8.310	8.310	FA	453,588	1,246,500	07/19/1999	08/20/2014	
020039-DC-4	ALLTEL CORPORATION BDS			1FE	27,883,520	125.8320	35,232,960	28,000,000	27,887,682		1,126			7.875	7.911	JJ	1,102,500	2,205,000	06/14/2002	07/01/2032	
022249-AU-0	ALUMINUM COMPANY OF AMERICA NTS			1FE	5,485,250	116.6440	5,832,200	5,000,000	5,480,808		(4,442)			6.750	5.976	JJ	155,625		07/13/2004	01/15/2028	
022249-BA-3	ALUMINUM COMPANY OF AMERICA BDS			1FE	5,482,950	114.3380	5,716,900	5,000,000	5,423,783		(20,672)			6.500	5.595	JD	14,444	325,000	01/13/2003	06/15/2018	
023551-AF-1	AMERADA HESS SR NTS			2FE	19,750,800	118.3210	23,664,200	20,000,000	19,764,189		2,993			7.875	7.985	AO	393,750	1,575,000	09/28/1999	10/01/2029	
023551-AJ-3	AMERADA HESS BDS			2FE	3,984,463	111.5600	4,484,712	4,020,000	3,985,994		405			7.300	7.373	FA	110,863	293,460	03/25/2002	08/15/2031	
02406P-AE-0	AMERICAN AXLE & MFG SR NTS	LS		2	9,986,100	96.0120	9,601,200	10,000,000	9,987,065		965			5.250	5.268	FA	204,167	262,500	02/05/2004	02/11/2014	
025816-AQ-2	AMERICAN EXPRESS CO NTS			1FE	9,970,500	101.5190	10,151,900	10,000,000	9,973,801		2,406			4.875	4.913	JJ	224,792	475,313	07/22/2003	07/15/2013	
026609-AC-1	AMERICAN HOME PROD (NYETH) DEBS			1FE	19,711,260	112.7440	20,293,920	18,000,000	19,623,055		(46,381)			7.250	6.403	MS	435,000	1,305,000	12/20/2002	03/01/2023	
030798-AA-6	AMERIGAS PROPANE LP SER D FALL-AWAY 1ST MTG NTS	1		2	10,709,440	105.6100	10,561,000	10,000,000	10,427,074		(139,802)			7.110	5.423	JJ	347,600	711,000	12/01/2002	03/31/2009	
030798-AB-4	AMERIGAS PROPANE LP SER E FALL-AWAY 1ST MTG NTS	1		2	8,000,000	113.2500	9,060,000	8,000,000	8,000,000					8.500	8.500	JJ	340,000	680,000	03/10/2000	07/01/2010	
032479-AD-9	ANADARKO FINANCE BDS			2FE	6,936,370	123.8950	8,672,650	7,000,000	6,938,911		720			7.500	7.577	MN	87,500	525,000	04/19/2001	05/01/2031	
032511-AN-7	ANADARKO PETROLEUM DEBS			2FE	21,828,118	117.2000	26,411,020	22,535,000	21,874,666		8,182			7.200	7.477	MS	477,742	1,622,520	07/31/2002	03/15/	

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
039483-AT-9	ARCHER DANIELS MIDLAND CO DEB			1FE	4,941,900	105,8480	5,292,400	5,000,000	4,943,005		.870			5.935	6.020	AO	74,188	296,750	10/09/2003	10/01/2032
043339-CA-6	ARVIN INDUSTRIES INC SR NTS			3FE	11,567,775	106.0000	12,190,000	11,500,000	11,500,035	(11,673)				7.125	6.979	MS	241,260	819,375	12/01/2003	03/15/2009
044200-AC-0	ASHLAND OIL MTN			2	10,469,900	123.7400	12,374,000	10,000,000	10,388,860	(22,789)				8.625	8.085	JD	38,333	862,500	09/01/1999	02/10/2015
053611-AB-5	AVERY DENNISON DEB			1FE	7,559,207	104.6040	7,845,300	7,500,000	7,559,016	(192)				6.000	5.942	JJ	207,500	450,000	10/01/2003	01/15/2033
054303-AR-3	AVON PRODUCTS INC NTS			1FE	9,948,900	91.0990	9,109,900	10,000,000	9,953,000		2,558			4.200	4.246	JJ	193,667	445,667	06/16/2003	07/15/2018
054937-AE-7	BB AND T CORPORATION SUB NTS	LS		1	19,152,105	101.9340	19,877,130	19,500,000	19,167,574		15,395			5.200	5.406	JD	22,533	1,014,000	05/06/2004	12/23/2015
05565E-C*-4	BMW US CAPITAL LLC SR NT		1	1FE	20,000,000	102.2400	20,448,000	20,000,000	20,000,000					5.940	5.940	JD	79,200		10/07/2004	12/07/2034
05566G-AA-7	BNP PARIBAS LLC 144A CO GTD			1FE	9,825,600	101.6640	10,166,390	10,000,000	9,841,463		11,764			5.125	5.331	JJ	236,319	512,500	09/08/2003	01/15/2015
05577#-AC-2	BTM CAP CORP SER A		1	2Z	6,673,147	100.0000	6,400,000	6,400,000	6,672,499		(649)			7.860	7.278	MON	12,576		12/22/2004	03/03/2013
05577#-AD-0	BTM CAP CORP SER B		1	2Z	1,334,629	100.0000	1,280,000	1,280,000	1,334,500		(130)			7.860	7.278	MON	2,515		12/22/2004	03/03/2013
05577#-AE-8	BTM CAP CORP SER C		1	2Z	333,657	100.0000	320,000	320,000	333,625		(32)			7.860	7.278	MON	629		12/22/2004	03/03/2013
060505-AU-8	BANKAMERICA CORPORATION BDS	LS		1	15,869,400	102.4970	15,374,550	15,000,000	15,772,308		(61,091)			5.125	4.474	MM	98,229	768,750	05/16/2003	11/15/2014
060505-BG-8	BANKAMERICA CORPORATION SUB NTS			1FE	9,688,100	101.6340	10,163,410	10,000,000	9,701,155		13,055			5.250	5.620	JD	43,750	543,958	05/05/2004	12/01/2015
071813-AM-1	BAXTER INTL INC DEBS			2FE	11,933,880	109.8790	13,185,480	12,000,000	11,938,171		1,104			6.625	6.669	FA	300,333	795,000	06/01/2002	02/15/2028
071813-AU-3	BAXTER INTL INC NTS			2FE	17,583,194	95.9260	16,264,185	16,955,000	17,517,728		(43,407)			4.625	4.221	MS	230,894	790,644	06/18/2003	03/15/2015
075887-AN-9	BECTON, DICKINSON AND COMPANY DEB			1FE	4,056,513	118.0940	4,646,999	3,935,000	4,051,726		(2,158)			7.000	6.742	FA	114,771	275,450	06/01/2002	08/01/2027
076036-AF-9	BEDFORD COO LTD SECD NT CL III A		1	3FE	6,276,423	113.2130	7,924,910	7,000,000	6,487,309		56,175			8.080	9.647	MM	78,556	565,600	11/11/2002	05/11/2011
079860-AD-4	BELLSOUTH CORP BDS			1FE	5,003,100	113.4130	5,670,650	5,000,000	5,003,100					6.875	6.869	AO	72,569	343,750	06/01/2002	10/15/2031
079860-AE-2	BELLSOUTH CORP NTS			1FE	5,962,020	108.9640	6,537,840	6,000,000	5,962,038		18			6.550	6.599	JD	17,467	181,217	06/22/2004	06/15/2034
079860-AH-5	BELLSOUTH CORP MTN FLT			1FE	9,503,800	99.9360	9,493,920	9,500,000	9,503,662		(138)			2.415	2.401	FMAN	29,953		11/16/2004	11/15/2007
08658E-AA-5	BEST FOODS MTN			1FE	3,914,880	113.7990	4,551,960	4,000,000	3,918,749		1,405			6.625	6.800	AO	55,944	265,000	06/01/2002	04/15/2028
091802-AB-4	BLACK & DECKER CORP 144A			2FE	13,722,450	115.6390	17,345,850	15,000,000	13,781,529		17,787			7.050	7.810	JJ	528,750	1,057,500	05/30/2001	07/01/2028
097014-AG-9	BOEING CAPITAL NTS	LS		1FE	12,906,583	112.0480	14,314,132	12,775,000	12,876,114		(10,923)			6.500	6.360	FA	313,697	830,375	01/15/2002	02/15/2012
097023-AK-1	BOEING COMPANY DEB			1FE	23,171,600	127.4340	25,486,800	20,000,000	23,163,626		332,500			7.875	6.720	AO	332,500	787,500	06/01/2004	04/15/2043
097023-AU-9	BOEING COMPANY BDS	LS		1FE	3,996,840	108.5810	4,343,240	4,000,000	3,997,326		300			6.125	6.130	FA	92,556	245,000	12/01/2003	02/15/2033
099724-AC-0	BORG-WARNER AUTOMOTIVE SR NT			2FE	38,440,918	114.6530	44,370,711	38,700,000	38,459,419		3,591			7.125	7.179	FA	1,041,675	2,757,375	05/03/1999	02/15/2029
10138M-AD-7	PEPSI BOTTLING GROUP INC SER B SR NTS			1FE	9,978,400	94.8200	9,482,000	10,000,000	9,980,695		1,449			4.125	4.148	JD	18,333	412,500	06/04/2003	06/15/2015
102183-AK-6	BOWATER INC NTS	LS		3FE	5,692,000	101.2500	6,075,000	6,000,000	5,708,719		16,719			6.500	7.277	JD	17,333	390,000	05/12/2004	06/15/2013
10510E-AC-4	BRAMBLES USA INC SER C SR NT		1	2	20,000,000	104.0000	20,800,000	20,000,000	20,000,000					5.940	5.940	FA	485,100		06/18/2004	08/04/2016
11448*-AF-4	BROOKSHIRE GROCERY COMPANY SER A-1 SR MTG NT		1	2	677,719	104.7500	709,911	677,719	677,719					7.690	7.814	MON	4,343	52,117	11/18/1992	03/01/2008
11448*-AG-2	BROOKSHIRE GROCERY COMPANY SER A-2 SR MTG NT		1	2	1,081,126	104.7500	1,132,480	1,081,126	1,081,126					7.690	7.814	MON	6,928	83,139	11/18/1992	03/01/2008
11448*-AH-0	BROOKSHIRE GROCERY COMPANY SER A-3 SR MTG NT		1	2	1,064,990	104.7500	1,115,577	1,064,990	1,064,990					7.690	7.814	MON	6,825	81,898	11/18/1992	03/01/2008
11448*-AJ-6	BROOKSHIRE GROCERY COMPANY SER A-4 SR MTG NT		1	2	1,210,215	104.7500	1,267,700	1,210,215	1,210,215					7.690	7.814	MON	7,755	93,066	11/18/1992	03/01/2008
11448*-AL-1	BROOKSHIRE GROCERY COMPANY SR SECD NT		1	2	2,495,695	106.4500	2,656,667	2,495,695	2,495,695					7.670	7.794	MON	15,952	191,420	04/13/1994	06/01/2009
11448*-CG-0	BROOKSHIRE GROCERY COMPANY SER A-1 SR SECD NTS		1	2	2,207,324	108.1200	2,386,558	2,207,324	2,207,324					6.950	7.051	MON	12,784	153,409	07/19/2002	10/01/2017
11448*-CH-8	BROOKSHIRE GROCERY COMPANY SER A-2 SR SECD NTS		1	2	2,853,481	108.1200	3,085,183	2,853,481	2,853,481					6.950	7.051	MON	16,526	198,317	07/19/2002	10/01/2017
11448*-CJ-4	BROOKSHIRE GROCERY COMPANY SER A-3 SR SECD NTS		1	2	4,061,949	108.1200	4,391,780	4,061,949	4,061,949					6.950	7.051	MON	23,525	282,306	07/19/2002	10/01/2017
11448*-CK-1	BROOKSHIRE GROCERY COMPANY SER A-4 SR SECD NTS		1	2	2,917,276	108.1200	3,154,159	2,917,276	2,917,276					6.950	7.051	MON	16,896	202,751	07/19/2002	10/01/2017
11448*-CL-9	BROOKSHIRE GROCERY COMPANY SER A-5 SR SECD NTS		1	2	2,671,208	108.1200	2,888,110	2,671,208	2,671,208					6.950	7.051	MON	15,471	185,649	07/19/2002	10/01/2017
115885-AE-5	BROWNING-FERRIS INDUSTRIES INC DEBS			3FE	1,498,125	106.5000	1,597,500	1,500,000	1,500,000		39			9.250	9.262	MM	23,125	138,750	11/30/2001	05/01/2021
117043-AE-9	BRUNSWICK CORP SR NT			2FE	9,448,700	118.8180	11,881,800	10,000,000	9,504,052		11,430			7.375	7.887	MS	245,833	737,500	06/08/1999	09/01/2023
117043-AG-4	BRUNSWICK CORP SR NTS			2FE	1,971,000	114.8930	2,297,860	2,000,000	1,973,500		456			7.125	7.245	FA	59,375	142,500	03/19/1999	08/01/2027
118230-AA-9	BUCKEYE PARTNERS SR NTS			2FE	19,887,400	97.4210	19,484,200	20,000,000	19,901,029		9,252			4.625	4.696	JJ	426,528	937,847	07/07/2003	07/15/2013
118230-AD-3	BUCKEYE PARTNERS NTS			2FE	4,985,750	101.2850	5,064,250	5,000,000	4,986,001		251			5.300	5.337	AO	58,153		10/06/2004	10/15/2014
120568-AM-2	BUNGE LTD FINANCE CORP NTS			2FE	14,749,500	102.5080	15,376,200	15,000,000	14,763,230		13,730			5.350	5.570	AO	169,417	405,708	04/15/2004	04/15/2014
12057E-AC-9	BUNGE LIMITED FINANCE CORP SER C SR GTD NT		1	2	15,000,000	114.8100	17,221,500	15,000,000	15,000,000					7.440	7.440	MS	282,100	1,116,000	08/26/2002	09/30/2012
121899-BX-5	BURLINGTON NORTHERN SANTA FE DEBS			2FE	15,041,896	107.5000	16,125,000	15,000,000	15,193,458		(109,076)			9.250	8.408	AO	346,875	1,387,500	06/01/2002	10/01/2006
12189T-AR-5	BURLINGTON NORTHERN SANTA FE DEBS			2FE	9,920,100	128.6470	12,864,700	10,000,000	9,924,343		.880			7.950	8.020	FA	300,333	795,000	08/17/2000	08/15/2030
122014-AL-7	BURLINGTON RESOURCES DEBS			2FE	10,574,300	119.2880	11,928,800	10												

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
127210-AB-8	CADBURY SCHWEPES US FIN 144A NTS			2FE	28,121,450		101,7890	28,000,000	28,109,603			(9,778)		5.125	5.069	AO	358,750	1,442,972	10/01/2003	10/01/2013
130789-LB-7	CALIFORNIA WTR SRVC CO SER C SR NTS		1		5,221,900		125,0000	5,000,000	5,216,118			(2,593)		8.150	7.760	MN	67,917	407,500	06/01/2002	11/01/2030
141781-AC-8	CARGILL INC NTS			1FE	10,230,200		117,7670	10,000,000	10,220,540			(4,536)		7.375	7.169	AO	184,375	737,500	06/01/2002	10/01/2025
141781-AD-6	CARGILL INC DEBS			1FE	16,318,050		111,7940	15,000,000	16,311,773			(6,277)		6.875	6.235	FA	429,688	515,625	06/01/2004	02/01/2036
141781-AF-1	CARGILL INC SR NT			1FE	1,117,440		117,0050	1,000,000	1,115,308			(1,097)		7.250	6.397	MN	12,083	72,500	12/01/2002	11/01/2036
141784-BH-0	CARGILL INC 144A SR NTS			1FE	6,758,500		114,8630	8,040,424	6,768,337			3,780		6.875	7.169	MN	80,208	481,250	06/01/2002	05/01/2028
146230-AB-3	CARTER HOLT HARVEY SR DEBS			2FE	13,494,030		135,6670	14,923,370	13,390,532			(51,587)		9.500	7.397	JD	87,083	1,045,000	12/01/2002	12/01/2024
149123-BF-7	CATERPILLAR INC NTS			1FE	10,779,300		115,7650	11,576,500	10,773,357			(5,943)		6.625	6.007	JJ	305,486		07/27/2004	07/15/2028
15128#-AC-5	CEMEX INC SER C GTD SR NTS		1		8,000,000		108,4520	8,000,000	8,000,000					7.910	7.910	MS	186,324	632,800	02/20/2001	03/15/2008
15874*-AB-7	CHAMPLAIN HLDG CORP (NYSEG) COLL TR NTS		1		573,937		103,2820	573,937	573,937					8.510	8.509	JD	3,527	48,842	02/04/1992	12/05/2005
16117P-AF-7	CHARTER COMM HLDS LLC SR NTS			5FE	2,148,790		85,2500	2,983,750	3,499,997			82,247		9.920	9.920	AO	86,800	173,600	03/12/1999	04/01/2011
16117P-AZ-3	CHARTER COMM HLDS LLC SR NTS		LS		1,500,000		87,7500	1,500,000	1,500,000					9.625	9.625	MN	18,448	144,375	05/10/2001	11/15/2009
162456-AM-9	CHATTEM INC SR SUB NTS		1		2,956,250		103,0000	3,090,000	2,957,772			1,522		7.000	7.213	MS	70,000	107,917	08/26/2004	03/01/2014
170032-AP-1	CHIQUITA BRANDS 144A SR NTS		1		4,618,750		101,2500	4,500,000	4,617,047			(1,703)		7.500	7.059	MN	87,188		11/02/2004	11/01/2014
171196-AP-3	CHRYSLER CORP DEBS			2FE	23,551,160		111,1860	25,572,780	23,535,570			(9,845)		7.450	7.236	MS	571,167	1,713,500	12/01/2002	03/01/2027
17248#-AJ-5	CINGULAR WIRELESS NT			1FE	33,798,744		104,0000	36,088,000	33,827,395			9,917		7.125	7.340	JD	109,883	2,472,375	06/01/2002	12/15/2031
172967-BH-0	CITIGROUP INC BDS		LS		25,750,450		98,8290	24,707,250	25,671,568			(49,888)		4.875	4.547	MN	182,813	1,218,750	05/16/2003	05/07/2015
17305B-AB-7	CITICORP LEASE PASS-THRU TR CL A-2 CERTS		1		10,025,393		118,9070	10,969,171	9,225,000			9,958,807		8.040	7.159	JD	32,964	741,690	06/01/2002	12/15/2019
184502-AA-0	CLEAR CHANNEL COMM DEB			2FE	16,278,034		110,4300	19,293,519	16,346,373			17,196		7.250	7.860	AO	267,388	1,266,575	04/19/2001	10/15/2027
184502-AS-1	CLEAR CHANNEL COMM BDS			2FE	19,948,200		94,9460	18,989,200	19,953,378			3,376		4.900	4.929	MN	125,222	980,000	05/16/2003	05/15/2015
18551*-AA-3	CLECO EVANGELINE LLC SR SEC2 BD		1		13,918,909		110,7280	16,003,696	14,453,107			22,446		8.820	9.341	MS	424,898	2,883,538	01/14/2000	09/01/2019
189054-AG-4	CLOROX COMPANY 144A MTN FLT			1FE	15,000,000		100,0970	15,014,550	15,000,000					2.544	2.544	MJSD	30,737		11/30/2004	12/14/2007
191098-AE-2	COCA COLA CONSOLIDATED SR NTS			2FE	14,866,700		100,7880	15,118,200	14,889,392			11,171		5.000	5.115	MN	95,833	750,000	12/09/2002	11/15/2012
191098-AF-9	COCA COLA CONSOLIDATED NTS			2FE	14,344,560		99,6010	13,446,135	13,500,000			(56,741)		5.300	4.607	AO	178,875	715,500	06/01/2003	04/01/2015
191219-AU-8	COCA COLA ENTERPRISES DEBS			1FE	22,360,200		114,4730	22,894,600	20,000,000			22,248,821		6.750	5.760	MS	397,500	1,350,000	04/01/2003	09/15/2023
197677-AG-2	COLUMBIA/HCA HEALTHCARE CORP NTS			3FE	1,056,600		102,4920	1,024,920	1,056,462			(138)		7.690	7.160	JD	3,418	38,450	09/29/2004	06/15/2025
197670-AG-8	COLUMBIA/HCA HEALTHCARE NTS			3FE	2,598,938		100,1480	2,508,707	2,598,354			(584)		7.580	7.230	MS	55,909	94,940	09/08/2004	09/15/2025
197670-AS-4	COLUMBIA/HCA HEALTHCARE NTS			3FE	3,157,500		101,0120	3,030,360	3,157,500					7.750	7.321	JJ	107,208		09/08/2004	07/15/2036
20029P-AG-4	COMCAST CABLE COMMUNICATIONS DEBS			2FE	16,996,950		131,2090	19,681,350	15,000,000			16,714,786		8.875	7.442	MN	221,875	1,331,250	07/09/2001	05/01/2017
20029P-AH-2	COMCAST CABLE COMMUNICATIONS NTS			2FE	15,777,352		132,7190	20,093,657	15,140,000			(9,898)		8.500	8.105	MN	214,483	1,286,900	12/01/2002	05/01/2027
200339-AD-1	COMERICA BANK SUB NTS		1		2,215,060		110,5300	2,210,600	2,000,000			(25,645)		7.125	4.461	JD	11,875	142,500	06/01/2004	12/01/2013
200339-AJ-8	COMERICA BANK SUB NTS			1FE	4,478,640		121,6760	4,867,040	4,000,000			(9,082)		7.875	6.847	MS	92,750	315,000	12/01/2002	09/15/2026
205887-AX-0	CONAGRA INC NTS			2FE	24,775,500		133,0000	33,250,000	24,784,094			2,371		8.250	8.332	MS	607,292	2,062,500	09/12/2000	09/15/2030
20825U-AC-8	CONOCO FUNDING GTD			1FE	29,867,400		121,9350	36,580,500	30,000,000			1,694		7.250	7.286	AO	459,167	2,175,000	10/23/2001	10/15/2031
210371-AF-7	CONSTELLATION ENERGY BDS			2FE	23,445,482		120,9530	27,293,044	22,565,000			(9,991)		7.600	7.276	AO	428,735	1,714,940	06/26/2002	04/01/2032
210805-CY-1	CONTINENTAL AIR PTC SER 2000-1			2FE	12,566,681		101,0000	12,757,667	12,631,353			2,180		8.048	8.131	MN	169,429	1,016,571	06/20/2003	11/01/2020
211177-AG-5	CONTINENTAL CABLEVISION SR DEB			2FE	2,875,095		116,8130	3,153,951	2,700,000			(27,606)		9.000	7.583	MS	81,000	243,000	12/01/2002	09/01/2008
216831-AE-7	COOPER TIRE AND RUBBER NTS			2FE	15,823,260		117,6900	18,241,950	15,500,000			15,831,853		8.000	7.745	JD	55,111	1,240,000	07/25/2003	12/15/2019
219350-AC-9	CORNING INC DEBS			3FE	7,150,000		111,1560	12,227,160	11,000,000			7,277,555		8.875	14.239	FA	368,806	976,250	06/20/2002	08/15/2021
224044-AG-2	COX COMMUNICATIONS DEBS			2FE	1,519,740		114,1030	1,711,545	1,500,000			(385)		7.625	7.503	JD	5,083	114,375	12/01/2002	06/15/2025
224050-AC-8	COX ENTERPRISES 1995 144A SR NTS			2FE	20,000,000		104,2280	20,845,600	20,000,000					7.310	7.310	MS	430,478	1,462,000	08/23/1995	03/15/2006
22406*-CU-6	COX ENTERPRISES SR NTS 144A			2	20,000,000		112,2000	22,440,000	20,000,000					7.450	7.450	JD	45,528	1,490,000	06/02/1997	06/20/2009
224399-AN-5	CRANE CO SR NTS			2FE	20,070,000		101,5790	20,315,800	20,000,000			(5,315)		5.500	5.454	MS	323,889	1,121,389	09/04/2003	09/15/2013
228255-AH-8	CROWN CORK & SEAL DEBS			4FE	24,388,227		96,0000	24,672,000	25,700,000			20,257		7.375	7.829	JD	84,239	1,895,375	06/28/1999	12/15/2026
231021-AJ-5	CUMMINS ENGINE COMPANY SR NTS			3FE	17,054,436		102,0000	18,319,200	17,960,000			13,714		7.125	7.562	MS	426,550	1,279,650	12/01/2002	03/01/2028
233835-AP-2	DAIMLERCHRYSLER GTD			2FE	15,424,850		115,3110	17,296,650	15,000,000			15,337,220		7.750	7.270	JJ	526,354	1,162,500	09/09/2002	01/18/2011
235811-AJ-5	DANA CORP NTS			2FE	5,100,000		99,7500	4,987,500	5,100,000					7.000	6.826	MS	103,056		11/23/2004	03/15/2028
235811-AL-0	DANA CORP NTS			2FE	8,561,580		99,7500	9,167,025	9,190,000			6,789		7.000	7.615	MS	214,433	286,650	12/01/2004	03/01/2029
239753-AW-6	TARGET/DAYTON HUDSON CORP DEB			1FE	1,231,070		115,9060	1,159,060	1,000,000			1,174,344		9.625	3.601	FA	40,104	96,250	12/01/2003	02/01/2008
242361-AB-9	DEAN FOODS COMPANY SR NTS			3FE	18,575,375		102,5000	18,808,750	18,350,000			(6,819)		6.900	6.756	AO	267,298	633,075	07/12/2004	10/15/2017
244199-AZ-8</																				

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
2515E0-AA-7	DEUTSCHE BK FINL LLC NTS			1FE	14,986,350		103,0120	15,451,860	15,000,000	14,988,227		1,877		5.375	5.385	FA	291,146	403,125	05/03/2004	03/02/2015
25179S-AD-2	DEVON ENERGY CORP SR NTS			2FE	29,934,000		125.9080	37,772,400	30,000,000	29,935,702		692		7.875	7.894	MS	597,188	2,362,500	09/28/2001	09/30/2031
252125-AF-6	DEX MEDIA EAST LLC/FIN SER W1	1		4FE	1,333,695		121.8750	1,581,938	1,298,000	1,327,094		(3,311)		12.125	11.588	MN	20,110	157,383	10/31/2002	11/15/2012
25275E-AP-9	ULTRAMAR DIAMOND SHAMROCK MTN			2	12,603,000		100.5200	12,062,400	12,000,000	12,041,716		(277,009)		7.440	5.027	JJ	411,680	892,800	12/01/2002	02/23/2005
25468P-BW-5	WALT DISNEY CO SR NTS			2FE	4,289,680		115.7460	4,629,836	4,000,000	4,288,333		(1,347)		7.000	6.435	MS	93,333	140,000	07/28/2004	03/01/2032
25469H-AB-3	DISCOVERY COMMUNICATIONS SER B SR NTS	1		2	10,000,000		108.8000	10,880,000	10,000,000	10,000,000				8.060	8.060	MS	250,756	806,000	02/02/2001	03/09/2008
25469H-BD-4	WALT DISNEY COMPANY MTN			2FE	7,126,280		107.7260	7,540,820	7,000,000	7,081,161		(18,460)		5.800	5.462	FA	169,167	406,000	06/01/2002	10/27/2008
256605-AN-6	DOLE CO GTD NTS	1		4FE	5,123,500		102.7500	5,137,500	5,000,000	5,109,932		(13,818)		7.250	6.671	JD	16,111	362,500	04/21/2004	06/15/2010
260543-AT-0	DOW CHEMICAL COMPANY UNSEC DEBS			1FE	19,393,169		106.0000	21,200,000	20,000,000	20,007,472		(11,902)		8.625	8.582	AO	431,250	1,725,000	06/01/2002	04/01/2006
26229*-AD-2	DRUMMOND COMPANY INC SR NTS	1		2	6,000,000		105.8690	6,352,128	6,000,000	6,000,000				9.510	9.510	MS	148,990	570,000	02/09/2000	03/27/2007
26439X-AB-9	DUKE ENERGY FIELD SVCS SR NTS			2FE	4,994,200		116.6310	5,831,550	5,000,000	4,996,202		519		7.875	7.892	FA	147,656	393,750	08/10/2000	08/16/2010
26439X-AC-7	DUKE ENERGY FIELD SVCS SR NTS			2FE	7,473,225		128.3390	9,625,425	7,500,000	7,474,346		292		8.125	8.157	FA	228,516	609,375	08/10/2000	08/16/2030
26632Q-AH-6	DURA OPERATING CORP SR NTS SER B	LS	1	4FE	3,876,669		99.0000	4,044,150	4,085,000	3,968,386		20,727		9.000	9.825	MN	61,275	367,650	09/27/1999	05/01/2009
27743Z-AB-6	EASTMAN CHEMICAL COMPANY DEBS			2FE	26,107,005		114.4370	30,325,805	26,500,000	26,150,801		8,210		7.250	7.380	JJ	885,910	1,921,250	02/23/1999	01/15/2024
27743Z-AD-2	EASTMAN CHEMICAL COMPANY DEBS	LS		2FE	18,362,650		119.1500	20,255,500	17,000,000	18,306,737		(24,783)		7.600	6.914	FA	538,333	1,292,000	12/01/2003	02/01/2027
278058-AW-2	EATON CORP DEBS			1FE	5,120,050		128.6090	6,430,450	5,000,000	5,116,441				7.650	7.443	MN	48,875	382,500	06/01/2002	11/15/2029
27876G-AO-1	ECHOSTAR DEBS NTS			3FE	4,035,000		102.2500	4,090,000	4,000,000	4,033,935		(1,065)		6.375	6.219	AO	63,750	127,500	09/02/2004	10/01/2011
27876G-AX-6	ECHOSTAR DEBS NTS			3FE	4,955,100		101.2500	5,062,500	5,000,000	4,955,913		813		6.625	6.750	AO	82,813		09/21/2004	10/01/2014
292845-AE-4	ENGELHARD CORP SR NT			1FE	12,414,254		115.6080	15,607,080	13,500,000	12,471,496		15,382		6.950	7.654	JD	78,188	938,250	06/01/2002	06/01/2028
29331E-AA-5	ENHANCED COLO ISSUER LLC SER 2002A CAPCO NTS			1FE	1,866,082		103.1000	1,923,931	1,866,082	1,866,082				9.142	9.127	MS	28,906	260,608	04/18/2002	03/01/2013
29332F-AA-2	ENHANCED LOUISIANA I LLC SER 2002 CAPCO NTS	1		1FE	2,592,648		98.1000	2,543,387	2,592,648	2,592,648				7.420	7.392	MS	32,597	199,670	10/15/2002	03/01/2012
29333*-AA-5	ENHANCED ALABAMA ISSUER LLC SER 2004 NTS			1FE	2,923,977		98.7000	2,885,965	2,923,977	2,923,977				7.800	7.638	FMAN	207,164		02/02/2004	03/01/2014
29333*-AA-4	ENHANCED CAP DISTRICT FUND LLC SER A SR NT	1		1FE	7,589,984		99.8000	7,809,077	7,824,726	7,590,216		231		8.060	7.818	MS	75,330		11/16/2004	03/01/2013
293489-AA-8	ENOGEX CORP 144A NTS			2FE	18,911,650		113.8980	21,640,620	19,000,000	18,946,813		8,232		8.125	8.194	JJ	711,840	1,543,750	01/11/2000	01/15/2010
293562-AD-6	EOG RESOURCES SR NTS			2FE	19,205,829		110.4550	24,543,101	22,220,000	19,382,869		41,537		6.650	7.850	AO	369,408	1,477,630	05/09/2002	04/01/2028
293791-AK-5	ENTERPRISE PRODUCTS PRTRS LP NTS			2FE	9,980,340		103.4270	10,342,700	10,000,000	9,980,485		145		6.650	6.665	AO	160,708		09/24/2004	10/15/2034
31037*-AD-4	FARMERS RICE COOP SR SEC NTS	1		1	5,200,000		112.5000	5,625,000	5,000,000	5,184,319		(8,138)		7.000	6.587	MS	116,667	350,000	12/01/2002	09/01/2018
31331F-AZ-4	FEDERAL EXPRESS PASS THRU CERTS			2FE	9,679,153		117.2720	10,776,751	9,189,535	9,609,871		(20,197)		7.020	6.256	JJ	297,465	645,105	07/18/2002	01/15/2016
31410H-AJ-0	FEDERATED DEPT STORES BDS			2FE	12,481,204		103.8750	12,095,205	11,644,000	12,480,655		(549)		6.790	6.194	AO	364,567		12/01/2004	07/15/2027
31410H-AS-0	FEDERATED DEPT STORES NTS			2FE	8,078,175		111.8110	8,385,825	7,500,000	7,959,645		(60,365)		6.625	5.454	AO	124,219	496,875	12/17/2002	04/01/2011
31428X-AK-2	FEDERAL EXPRESS FLT			2FE	15,000,000		100.0510	15,007,650	15,000,000	15,000,000				2.380	1.400	JAJU	86,833	128,825	03/22/2004	04/01/2005
316773-AD-2	FIFTH THIRD BANCORP SUB NTS			1FE	29,471,690		93.3260	29,397,690	31,500,000	29,540,391		67,592		4.500	5.141	JD	118,125	1,417,500	04/29/2004	06/01/2018
33793Z-AC-1	FIRST ENERGY NTS			2	9,068,040		114.1980	10,277,820	9,000,000	9,067,338		(652)		7.375	7.311	MN	84,813	663,750	03/05/2002	11/15/2031
345370-CA-6	FORD MOTOR GLOBAL NTS	LS		2FE	27,981,600		100.5740	30,172,200	30,000,000	28,035,400		20,551		7.450	8.050	JJ	1,024,375	2,235,000	07/25/2003	07/16/2031
349631-AG-6	FORTUNE BRANDS DEBS			1FE	41,795,300		113.0260	50,132,682	44,355,000	41,931,921		31,993		6.625	7.089	JJ	1,354,984	2,938,519	04/01/2003	07/15/2028
35687M-AE-7	FREESCALE SEMICONDUCTOR SR NTS	1		3FE	2,000,000		107.5000	2,150,000	2,000,000	2,000,000				6.875	6.875	JJ	61,111		07/16/2004	07/15/2011
35687M-AF-4	FREESCALE SEMICONDUCTOR SR NTS	LS	1	3FE	3,150,000		108.5000	3,255,000	3,000,000	3,147,602		(2,398)		7.125	6.295	JJ	95,000		10/25/2004	07/15/2014
36232*-AB-0	GTE CORP SER B ESOP NT	1		1	2,338,527		100.0320	2,339,285	2,338,527	2,338,527				9.730	9.490	JAN	226,900	227,539	10/05/1989	01/02/2005
362333-AH-9	GTE FLORIDA INC DEB SER E			1FE	23,954,750		105.8250	26,456,250	25,000,000	23,998,633		16,560		6.860	7.219	FA	714,583	1,715,000	06/01/2002	02/01/2028
362338-AS-4	GTE SOUTHWEST DEBS			1FE	5,198,760		103.0160	6,180,960	6,000,000	5,903,295		97,902		6.540	8.410	JD	32,700	392,400	10/07/1994	12/01/2005
369550-AK-4	GENL DYNAMICS SR NTS			1FE	9,984,700		97.9290	9,792,900	10,000,000	9,986,776		1,291		4.250	4.269	MN	54,306	425,000	05/12/2003	05/15/2013
369550-AM-0	GENL DYNAMICS BDS			1FE	7,493,400		104.6250	7,846,853	7,500,000	7,493,977		415		5.375	5.385	FA	152,292	404,245	08/11/2003	08/15/2015
36962G-KZ-2	GENERAL ELECTRIC CAPITAL MTN			1FE	22,496,200		117.0450	23,409,000	20,000,000	23,435,665		(35,981)		6.750	5.850	MS	397,500	1,350,000	04/01/2003	03/15/2032
370334-AS-3	GENERAL MILLS INC NTS	LS		2FE	26,707,750		108.5140	27,128,500	25,000,000	26,392,144		(158,777)		6.000	5.059	FA	566,667	1,500,000	12/09/2002	02/15/2012
37033L-CF-1	GENERAL MILLS MTN SER B			2FE	4,913,550		108.2450	5,412,250	5,000,000	4,981,188		9,356		8.120	8.350	MS	119,544	406,000	12/13/1994	11/20/2006
37033L-DW-3	GENERAL MILLS MTN SER D			2FE	4,983,350		100.6100	5,030,500	5,000,000	4,999,738		1,788		6.410	6.450	MS	94,369	320,500	02/25/1993	03/02/2005
370425-RZ-5	GENERAL MOTORS ACCEP BDS			2FE	27,343,380		102.7880	27,752,760	27,000,000	27,334,946		(4,150)		8.000	7.886	MN	360,000	2,160,000	06/01/2002	11/01/2031
37044Z-AR-6	GENERAL MOTORS CORP DEB			2FE	9,134,000		99.4630	9,946,300	10,000,000	9,165,928		15,048		7.400	8.247	MS	246,667	740,000	12/01/2002	09/01/2025
37044Z-BB-0	GENERAL MOTORS CORP NTS																			

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
404119-AJ-8	HCA - THE HEALTHCARE CO NTS			3FE	1,053,750		1,020,130	1,000,000	1,053,673		(77)			7.500	7.062	MN	11,458	37,500	09/29/2004	11/06/2033
406240-AS-9	HALLMARK CARDS SR NT SER 2003-VI		1	2	20,000,000		102,6530	20,000,000	20,000,000					5.860	5.860	AO	273,467	1,172,000	10/07/2003	10/07/2018
410768-AG-0	HANOVER COMPRESS CO SR NTS		1	4FE	1,000,000		111,2500	1,000,000	1,000,000					9.000	9.000	JD	7,500	45,000	05/25/2004	06/01/2014
413875-AE-5	HARRIS CORP DEBS			2FE	22,129,025		106,6390	25,300,000	22,339,744		49,031			7.000	8.161	JJ	816,628	1,771,000	12/01/2002	01/15/2026
423077-AG-3	HEINZ FINANCE SR NTS			1FE	14,812,800		116,7310	15,000,000	14,820,359		2,235			6.750	6.848	MS	298,125	1,012,500	06/01/2002	03/15/2032
43037P-AC-5	HIGHLAND LEGACY LTD CL C NTS		1	2FE	5,000,000		117,7700	5,000,000	5,000,000					9.064	9.162	FMAN	75,533	450,682	07/30/1999	06/01/2011
44060*-AB-1	HORNELL HOLD CORP (NY ST ELEC) SECD NTS			2	56,585		100,3470	56,585	56,585					7.750	7.879	MON	12	4,389	04/15/1996	01/31/2005
441812-FF-6	HSBC HOLDINGS PLC NTS			1FE	1,004,170		108,6840	1,000,000	1,003,016		(628)			6.450	6.365	FA	26,875	64,500	12/01/2002	02/01/2009
44569*-AY-7	HUNT OIL COMPANY SER D SR NTS		1	2	10,000,000		122,8440	10,000,000	10,000,000					8.210	8.210	JD	43,331	821,000	11/09/2000	12/12/2015
44643T-AD-9	HUNTINGTON NATIONAL BANK NTS			1FE	9,968,600		99,0840	10,000,000	9,970,013		1,413			5.375	5.406	FA	183,646	283,681	02/10/2004	02/28/2019
447012-AB-1	HUNTSMAN IC1 CHEMICALS SR SUB NTS		1	5FE	1,884,923		105,2500	1,841,000	1,859,188		(6,155)			10.125	9.671	JJ	93,201	186,401	11/23/1999	07/01/2009
450679-AT-2	ITT INDUSTRIES DEBS			2FE	23,550,000		116,2600	25,000,000	23,658,703		24,689			7.400	7.930	MN	236,389	1,850,000	11/16/1999	11/15/2025
456866-AL-6	INGERSOLL RAND DEBS			1FE	11,467,032		114,4370	11,400,000	11,457,899		(4,055)			6.200	7.126	JD	68,400	820,800	12/01/2002	06/01/2025
456866-CH-4	INGERSOLL RAND COMPANY MTN SER B			1FE	5,390,000		107,8000	5,000,000	5,392,618		(125,140)			6.570	3.708	MN	41,975	328,500	03/26/2003	12/03/2007
459200-AM-3	INTERNATIONAL BUSINESS MACHINE DEBS			1FE	5,164,100		116,1250	5,000,000	5,156,212		(3,378)			7.000	6.719	AO	59,306	350,000	06/01/2002	10/30/2025
459200-AN-1	INTERNATIONAL BUSINESS MACHINE DEB			1FE	18,629,760		122,0000	16,000,000	18,621,937		(7,823)			7.000	5.930	AO	189,778	560,000	06/01/2004	10/30/2045
462846-AC-0	IRON MOUNTAIN INC CO GTD		1	5FE	5,685,000		93,2500	6,000,000	5,697,601		12,601			6.625	7.299	JJ	198,750	198,750	04/28/2004	01/01/2016
46625H-BY-5	JP MORGAN CHASE & CO MTN FLT			1FE	30,039,900		100,1220	30,039,900	30,039,993		(807)			2.320	2.298	JAJO	170,233		11/12/2004	10/02/2009
466480-AC-3	J.M. HUBER CORPORATION SER C SR NT		1	1	9,455,120		110,0900	8,000,000	9,037,062		(8,058)			7.390	6.180	AO	100,176	295,600	09/24/2004	10/30/2022
466480-AN-9	J.M. HUBER CORPORATION SR NT			1	15,000,000		100,8300	15,000,000	15,000,000					6.110	6.110	JJ	445,521	458,250	09/05/2003	01/06/2019
466540-AC-4	J T WALKER INDUSTRIES INC SER C SR NT		1	2	13,636,364		118,2210	13,636,364	13,636,364					8.640	8.640	JD	91,636	1,178,182	10/27/1999	12/03/2014
478165-AE-3	SC JOHNSON & SON INC NTS			2FE	3,765,002		100,2890	3,800,000	3,770,756		2,914			5.000	5.119	JD	8,444	190,000	12/17/2002	12/15/2012
478165-AF-0	SC JOHNSON & SON INC 144A BDS			2FE	37,318,402		100,9700	38,700,000	37,340,697					5.750	6.010	FA	280,650	2,225,250	01/02/2004	02/15/2033
482732-AC-8	K2 CORPORATION NTS		1	3FE	2,545,000		108,7500	2,500,000	2,543,064		(1,936)			7.375	7.075	JJ	92,188		07/08/2004	07/01/2014
492386-AK-3	KERR-MCGEE CORP DEBS			2FE	4,451,250		109,5080	5,475,400	4,485,359		7,677			7.125	8.124	AO	75,208	356,250	10/27/1999	10/15/2027
492386-AT-4	KERR-MCGEE CORP BDS			2FE	6,974,100		122,4660	7,000,000	6,974,455		275			7.875	7.908	MS	162,313	551,250	09/26/2001	09/15/2031
49306C-AF-8	KEY BANK NA BK NT SUB NTS			1FE	10,561,800		103,4630	10,000,000	10,522,368		(28,194)			5.700	5.139	MN	95,000	570,000	07/16/2003	11/01/2017
49306C-AG-6	KEY BANK NA BDS			1FE	9,940,000		92,9020	10,000,000	9,944,550		2,904			4.625	4.681	JD	20,556	462,500	06/03/2003	06/15/2018
494553-AB-6	KINDER MORGAN INC BDS			2FE	17,579,660		109,9170	17,000,000	17,477,556		(47,861)			6.500	6.037	MS	368,333	1,105,000	10/03/2002	09/01/2012
499040-AF-0	KNIGHT-RIDDER INC SR NT			1FE	5,496,150		102,5940	5,129,700	5,177,792		(182,127)			6.300	2.501	JD	14,000	315,000	03/26/2003	12/15/2005
499040-AH-6	KNIGHT-RIDDER INC DEBS			1FE	23,144,508		119,2370	21,900,000	23,109,865		(27,198)			7.150	6.653	MN	260,975	1,565,850	04/01/2003	11/01/2027
501044-BT-7	KROGER COMPANY SR NTS			2FE	23,606,030		120,6030	24,000,000	23,627,742		4,876			7.700	7.843	JD	154,000	1,848,000	09/01/1999	06/01/2029
501044-FX-7	KROGER COMPANY FMB			2	12,650,000		117,6600	12,650,000	12,650,000					9.270	9.378	FMAN	149,839	1,172,655	01/31/1995	02/15/2010
501810-AH-1	LCOX ALEXANDRIA LLC SER B ABS			1FE	11,038,900		115,3680	11,536,800	11,028,404		(10,496)			6.800	6.000	MJSD	30,222	270,111	07/14/2004	09/15/2028
502130-AE-7	GREEN DIAMOND RESOURCE COMPANY SER E SR NTS		1	2	9,873,490		114,9060	12,639,605	11,000,000		10,010,230			7.330	8.461	JD	38,221	2,240	12/22/2000	06/30/2018
502413-AO-0	L-3 COMMUNICATIONS CORP SR SUB NTS		1	3FE	10,367,500		103,0000	11,330,000	10,398,370		30,870			6.125	6.947	JJ	310,674	379,920	05/26/2004	01/15/2014
521865-AH-8	LEAR CORP 144A BDS			2FE	22,499,950		101,1490	22,550,973	22,500,973		1,023			5.750	5.749	FA	531,875		12/01/2004	08/01/2014
52465F-AT-2	LEGG MASON MTG (J SAINSBURY) LSE NTS		1	1	4,834,425		125,0000	4,834,425	4,834,425					8.310	8.455	MON	23,435	401,741	03/14/2000	05/10/2025
52465F-AZ-8	LEGG MASON (FLUOR) SER 2001 CTL 3 PTC			1	12,879,900		123,3220	14,437,406	11,707,062		12,865,117			7.560	6.520	MON	56,545	885,054	06/01/2002	06/08/2021
52517P-XU-0	LEHMAN BROTHERS HOLDINGS MTN FLT			1FE	10,000,000		100,1350	10,000,000	10,000,000					2.630	2.630	FMAN	44,253		11/17/2004	11/10/2009
530715-AD-3	LIBERTY MEDIA DEBS			2FE	25,910,370		115,8420	26,000,000	25,918,572		905			8.500	8.530	JJ	1,019,056	2,210,000	09/01/1999	07/15/2029
538021-AK-2	LITTON INDUSTRIES INC SR NT		1	2FE	20,285,000		110,2640	20,000,000	20,232,647		(10,682)			6.750	6.617	AO	285,000	1,350,000	12/21/1998	04/15/2018
539830-AF-6	LOCKHEED MARTIN CORPORATION CO GTD SR NT			2FE	19,327,545		125,8240	19,500,000	19,343,352		2,794			7.750	7.828	MN	251,875	1,511,250	06/11/1999	05/01/2026
542312-AB-9	LONE STAR TECHNOLOGIES SR SUB NTS		1	4FE	2,793,750		107,0000	3,210,000	2,844,214		16,584			9.000	10.120	JD	22,500	270,000	08/23/2001	06/01/2011
549271-AE-4	LUBRIZOL CORP NTS			2FE	13,907,460		100,5890	14,082,460	13,909,309		1,849			5.500	5.587	AO	198,917		09/23/2004	10/01/2014
552078-AN-7	LYONDELL PETROCHEMICAL SR NTS			4FE	4,298,750		105,7500	4,250,000	4,280,335		(5,285)			10.875	10.665	MN	77,031	462,188	09/01/2000	05/01/2009
554273-AB-8	MACDERMID SR SUB NTS		1	3FE	5,005,050		111,0000	5,000,000	5,003,382		(807)			9.125	9.102	JJ	210,382	456,250	06/20/2001	07/15/2011
559080-AB-2	MAGELLAN MIDSTREAM PRITS NTS			3FE	7,990,320		101,1050	8,000,000	7,990,443		123			5.650	5.664	AO	95,422		10/07/2004	10/15/2016
565849-AB-2	MARATHON OIL NTS			2FE	24,982,224		112,1040	29,259,144	25,016,538		12,461			6.800	7.147	MS	522,580	1,774,800	12/01/2002	03/15/2032
573284-AA-4	MARTIN MARIETTA MTLN DEBS			1FE	5,501,300		114,4420	5,000,000	5,496,392		(4,908)			7.000	6.150	JD	29,167	175,000	12/01/2004	12/01/2025
573284-AG-1	MARTIN MARIETTA MTLN NTS			1FE																

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
581550-AF-0	MCKESSON HBC INC SER C SR NTS		1	2	5,000,000		120,3860	5,000,000	5,000,000					9.130	9.130	FA	153,435	456,500	02/01/2000	02/28/2010
585515-AD-1	MELLON FUNDING CORP CO GTD			1FE	6,692,140		100,7520	7,052,640	7,000,000			14,227		5.000	5.556	JD	29,167	350,000	05/07/2004	12/01/2014
585515-AE-9	MELLON FUNDING CORP BDS			1FE	25,090,520		102,0110	25,502,800	25,000,000			(1,742)		5.500	5.462	MN	175,694	1,409,375	04/05/2004	11/15/2018
58759*-AA-9	MERCATUS FUNDING CORP SECD NTS		1	2	319,220		100,0000	319,220	319,220					10.750	10.992	MON	2,860	34,316	12/31/1980	04/01/2007
588497-AA-4	MEREY SWEENEY LP 144A SR		1	2FE	6,117,558		120,6600	7,289,741	6,041,555			(2,723)		8.850	8.690	JD	19,308	534,678	11/02/1999	12/18/2019
590188-JF-6	MERRILL LYNCH & CO BDS			1FE	20,583,212		109,6770	20,728,953	18,900,000			(76,181)		6.500	5.612	JJ	566,475	1,228,500	07/31/2003	07/15/2018
59018Y-SE-2	MERRILL LYNCH & CO MTN FLT	LS		1FE	25,000,000		100,1930	25,048,250	25,000,000					2.280	1.650	JAJ	104,500	366,321	10/24/2003	10/27/2006
59156R-AJ-7	METLIFE INC SR NTS			1FE	10,197,000		106,6460	10,664,570	10,000,000			(76)		6.375	6.228	JD	28,333	340,000	07/20/2004	06/15/2034
595620-AB-1	MIDAMERICAN ENERGY BDS			1FE	14,319,750		116,3110	17,446,650	15,000,000			7,953		6.750	7.119	JD	2,813	1,012,500	06/01/2002	12/30/2031
59562H-AJ-7	MIDAMERICAN FUNDING LLC SR SECD			2FE	17,265,400		112,1480	22,429,600	20,000,000			33,732		6.927	8.162	MS	461,800	1,385,400	04/17/2000	03/01/2029
598326-AA-4	MIDWEST ISO SR NT		1	2FE	12,451,500		120,8000	14,496,000	12,000,000			(35,849)		8.750	8.184	JD	87,500	1,050,000	06/01/2002	06/01/2012
604059-AE-5	MINNESOTA MNG & MFG CO DEBS			1FE	2,793,324		111,6250	2,790,625	2,500,000			(5,532)		6.375	5.490	FA	60,208	159,375	01/26/2004	02/15/2028
617446-HR-3	MORGAN STANLEY NTS			1FE	10,050,500		102,9730	10,297,300	10,000,000			(4,236)		5.300	5.233	MS	176,667	530,000	04/07/2003	03/01/2013
62704F-AG-0	MURRAY ENERGY CORP SER A SR SECD NT			6	5,290,622		95,0000	7,229,738	5,290,622					9.000	0.000	FMAN		181,748	10/31/2003	11/30/2010
62704F-AH-8	MURRAY ENERGY CORP SER B SR SECD NT			6	2,520,896		95,0000	3,326,353	3,501,424					12.500	0.000	FMAN			10/31/2003	11/30/2010
629527-AU-6	NABISCO INC DEBS			1FE	15,307,810		120,3620	19,438,463	16,150,000			39,231		7.550	8.144	JD	54,192	1,219,325	11/19/1999	06/15/2015
63038#-AA-8	NAPATREE 1 TRUST CL A CERT			1	50,000,000		27,0940	50,612,094	186,805,300			49,999,998		0.000	0.000	MS			03/01/2001	03/01/2021
63536S-AA-7	NATIONAL CITY BANK BDS			1FE	14,872,200		90,3040	13,545,615	15,000,000			6,373		4.250	4.328	JD	53,125	637,500	06/12/2003	07/01/2018
652478-BA-5	NEWS AMERICA HOLDINGS DEBS			2FE	26,431,285		121,5320	33,111,393	26,431,285			2,548		7.750	7.997	JD	175,957	2,111,488	12/01/2002	12/01/2045
652482-AJ-9	NEWS AMERICA GTD			2FE	5,567,516		114,5850	6,771,974	5,910,000			4,845		7.300	7.819	AO	73,103	431,430	08/23/2001	04/30/2028
652482-AM-2	NEWS AMERICA DEBS			2FE	4,692,452		115,2930	5,707,004	4,950,000			9,710		7.250	7.830	MN	42,866	358,875	09/09/2002	05/18/2018
65332V-BD-4	NEXTEL COMMUNICATIONS SR NTS		1	3FE	1,950,000		110,0000	2,200,000	2,000,000			1,952,115		7.375	7.710	FA	61,458	73,750	05/14/2004	08/01/2015
655044-AA-3	NOBLE ENERGY INC NT			2	6,964,580		101,0890	7,076,230	7,000,000			6,966,468		5.250	5.316	AO	77,583	179,667	04/14/2004	04/15/2014
655844-AE-8	NORFOLK SOUTHERN CORP BDS			2FE	6,849,310		122,7810	7,501,919	6,110,000			(34,106)		7.700	6.422	MN	60,116	470,470	07/09/2002	05/15/2017
66137#-AA-3	NO PACIFIC PAPER SER A SR NTS		1	2	5,189,595		104,3600	5,218,000	5,121,157			(34,189)		6.870	6.010	FA	125,950	343,500	12/01/2002	02/19/2008
664787-AD-0	NORTHERN BORDER PIPELINE BDS			1FE	9,807,650		119,5710	11,957,100	10,000,000			9,821,305		7.500	7.830	AO	187,500	750,000	06/01/2002	09/15/2021
666807-AP-7	NORTHROP-GRUMMAN DEBS			2FE	5,779,140		122,8660	7,371,960	6,000,000			5,822,026		7.750	8.160	MS	155,000	465,000	10/25/1999	03/01/2016
666807-AQ-5	NORTHROP-GRUMMAN DEBS			2FE	25,135,067		125,9470	33,073,682	26,260,000			17,929		8.875	8.278	MS	689,325	2,067,975	08/17/2000	03/01/2026
666807-AW-2	NORTHROP-GRUMMAN BDS			2FE	12,113,880		128,0310	15,363,720	12,000,000			(1,303)		7.750	7.668	FA	351,333	930,000	03/29/2001	02/15/2031
67088C-AA-5	OMX TIMBER FIN INV LLC 2 144A CO GTD			1FE	3,000,000		99,7000	2,991,000	3,000,000			(2)		5.540	5.540	AO	4,617		12/13/2004	01/29/2020
674599-BM-6	OCCIDENTAL PETROLEUM DEBS			2FE	21,368,500		118,8830	23,776,600	20,000,000			(23,702)		7.200	6.637	AO	360,000	1,440,000	12/01/2002	04/01/2028
674599-BT-1	OCCIDENTAL PETROLEUM SR NTS			2FE	5,587,750		135,4630	7,348,868	5,425,000			(2,018)		8.450	8.177	FA	173,178	458,413	10/15/1999	02/15/2029
67461F-ED-5	OCCIDENTAL PETROLEUM MTN			2FE	4,352,739		136,2780	5,614,666	4,120,000			(5,008)		8.750	8.200	JJ	166,231	360,500	10/15/1999	01/15/2023
68233D-AR-8	ONCOR ELECTRIC			2FE	8,218,240		114,0510	9,124,080	8,000,000			(5,928)		7.000	6.749	MS	186,667	560,000	09/06/2002	09/01/2022
682680-AB-9	ONEOK INC DEBS			2FE	6,533,800		109,5070	7,665,490	7,000,000			6,767		6.875	7.455	AO	120,313	481,250	06/01/2002	10/01/2028
693476-AT-0	PNC FUNDING CORPORATION CO GTD			1FE	9,503,800		100,7950	10,079,530	10,000,000			19,429		5.250	5.849	MN	67,083	262,500	05/12/2004	11/15/2015
69349L-AA-6	PNC BANK NA SUB NTS			1FE	9,991,200		100,8060	10,080,600	10,000,000			9,991,200		5.250	5.259	JJ	30,625		12/01/2004	01/15/2017
69352B-AC-8	PPL MONTANA LLC PTC NT		1	2FE	8,224,675		115,0000	9,458,376	8,224,675			8,224,675		8.903	8.904	JJ	364,087	732,243	07/13/2000	07/02/2020
69362B-AF-9	PSEG POWER NTS			2FE	5,187,550		116,6000	5,830,000	5,000,000			(17,943)		7.750	7.162	AO	81,806	387,500	07/17/2002	04/15/2011
69362B-AM-4	PSEG POWER NTS			2FE	9,851,000		112,6840	11,268,400	10,000,000			11,941		6.950	7.162	JD	57,917	695,000	07/18/2002	06/01/2012
694032-AT-0	PACIFIC BELL TELEPHONE DEB	LS		1FE	10,452,300		113,4600	11,346,000	10,000,000			(9,180)		7.125	6.736	MS	209,792	712,500	12/01/2002	03/15/2026
701081-AK-7	PARKER DRILLING SER A1 CALLABLE		1	4	2,612,500		105,0000	2,625,000	2,500,000			(25,031)		10.125	8.752	MN	32,344	253,125	12/01/2003	11/15/2009
704549-AD-6	PEABODY ENERGY CORP SR NTS			3FE	6,032,813		100,2500	6,766,875	6,750,000			6,058,260		5.875	7.219	AO	83,719	198,281	05/10/2004	04/15/2016
70816F-AD-5	J.C. PENNEY INC MTN SER A			3FE	7,871,371		108,7500	8,754,375	8,050,000			8,220		6.875	7.103	AO	116,837	553,438	02/17/1999	10/15/2015
713409-AC-4	PEPSI BOTTLING GROUP INC SR NTS			1FE	8,447,680		120,5160	9,641,280	8,000,000			(7,194)		7.000	6.553	MS	186,667	560,000	06/01/2002	03/01/2029
71345L-BS-6	PEPSICO INC NON-CALLABLE			1FE	4,191,757		106,3370	5,423,182	5,100,000			77,061		5.700	7.852	MN	48,450	290,700	05/10/1995	11/01/2008
71713U-AK-8	PHARMACIA CORP NT			1FE	4,896,431		107,5860	5,379,300	5,000,000			11,937		5.875	6.192	JD	24,479	293,750	06/01/2000	12/01/2008
717265-AJ-1	PHELPS DODGE CORP DEBS			2FE	6,211,760		113,6010	9,088,080	8,000,000			21,064		7.125	9.440	MN	95,000	570,000	08/17/2001	11/01/2027
723787-AB-3	PIONEER NATURAL RESOURCE SR GTD			2FE	10,478,769		114,5960	10,943,918	9,550,000			(10,871)		7.200	6.397	JJ	317,060	343,800	04/14/2004	01/15/2028
72447W-AA-7	PITNEY BOWES INC NTS			1FE	21,053,220		97,0100	20,372,100	21,000,000			21,048,464		4.750	4.725	MN	127,458	997,500	07/22/2003	05/15/2018
72650S-AB-6	PLAINS E&P COMPANY SR NTS		1	3FE	1,989,560															

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Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
743263-AE-5	PROGRESS ENERGY SR NTS			2FE	24,583,950		28,803,360	24,000,000	24,565,676		(6,864)			7.750	7.542	MS	620,000	1,860,000	05/10/2001	03/01/2031
743263-AG-0	PROGRESS ENERGY SR NTS			2FE	7,946,400		110,7470	8,000,000	8,859,760		639			7.000	7.054	AO	94,889	560,000	10/24/2001	10/30/2031
747310-BR-9	QUAD/GRAPHICS INC SR SECD NT	1		2	15,000,000		122,9070	15,000,000	18,436,050					8.430	8.430	JJ	593,613	1,264,500	07/01/1999	07/12/2029
74913E-AJ-9	QUEST CAP FUND CO GTD			4FE	10,468,395		9,161,250	10,500,000	10,469,666		352			7.750	7.776	FA	307,417	813,750	02/07/2001	02/15/2031
74932#-AC-8	RC LONESTAR SER C SR NT			2	10,000,000		113,5050	10,000,000	11,350,500					7.120	7.120	MN	63,289	712,000	05/03/2002	05/29/2017
74966#-AD-5	RMC USA INC SER D SR NTS	1		3	5,070,380		108,8470	5,000,000	5,442,350			(2,921)		7.053	6.902	AO	74,448	352,650	12/01/2002	04/15/2018
749769-AA-3	RABOBANK CAP TR III 144A PERP BDS			1FE	10,000,000		9,945,600	10,000,000	10,000,000					5.254	5.254	JD	1,459	102,161	10/14/2002	12/31/2016
755111-AF-8	RAYTHEON COMPANY SR NTS			2FE	23,859,703		118,3510	25,765,000	23,984,105		26,193			7.200	7.851	FA	700,808	1,855,080	12/01/2002	08/15/2027
75952A-AJ-6	RELIANT ENERGY MID-ATLANTIC SER C PTC	1		4FE	10,000,000		119,0000	10,000,000	11,900,000					9.681	9.684	JJ	481,361	968,100	08/17/2000	07/02/2026
760719-AR-5	REPUBLIC NEW YORK CORP DEBS			1FE	6,150,750		135,3320	5,000,000	6,080,960		(34,853)			9.125	6.900	MN	58,299	456,250	12/01/2002	05/15/2021
760719-BB-9	REPUBLIC NEW YORK CORP SUB NTS			1FE	1,139,887		113,8450	1,000,000	1,130,909					7.750	4.422	MN	9,903	38,750	09/01/2004	05/15/2009
76304*-AD-5	RICH PRODUCTS SR NT	1		2	25,477,775		111,1000	25,000,000	27,775,000			(12,089)		7.250	7.070	JJ	906,250	1,812,500	12/01/2002	07/01/2028
772739-AA-6	ROCK TENN CO NTS			2FE	11,743,490		101,3380	11,147,180	11,170,570			(282,178)		7.250	4.527	FA	332,292	797,500	12/01/2002	08/01/2005
774347-AQ-1	ROCKWELL INTL UNSEC			1FE	11,430,080		100,5540	11,500,000	11,498,796		9,567			7.875	7.964	FA	342,125	905,625	02/14/1995	02/15/2005
775190-AG-5	ROGERS GROUP INC SR NT	1		2	5,206,550		125,0000	5,000,000	5,199,556		(4,018)			8.550	8.140	MS	125,875	427,500	12/01/2002	09/15/2024
775371-AU-1	ROHM & HAAS DEBS	LS		1	19,527,860		130,4530	18,500,000	19,488,451			(14,382)		7.850	7.374	JJ	669,649	1,452,250	06/01/2002	07/15/2029
777774-AF-7	DYNEGY (ROSETON DANSKAMMER) PTC			5FE	10,000,000		97,0000	10,000,000	10,000,000					7.670	7.670	MN	112,919	767,000	05/01/2001	11/05/2016
78387G-AL-7	SBC COMMUNICATIONS NTS			1FE	4,995,300		103,3050	5,000,000	4,995,300					5.625	5.637	JD	12,500	91,406	08/11/2004	06/15/2016
78572M-AA-3	SABMILLER PLC 144A BDS			2	30,881,300		113,4330	30,000,000	30,874,542			(7,335)		6.625	6.399	FA	750,833	1,663,611	04/05/2004	08/15/2033
786514-BA-6	SAFEWAY INC DEBS	LS		2FE	13,294,475		114,6220	15,244,726	13,299,505		(474)			7.250	7.247	FA	401,771	964,250	11/01/2002	02/01/2031
803070-AB-7	SAPPI PAPIER HOLDING BDS 144A			2FE	34,396,000		116,3880	34,000,000	39,571,920			(4,542)		7.500	7.402	JD	113,333	2,550,000	06/28/2002	06/15/2032
80310#-AB-9	SAPUTO US LP SER B SR NTS	1		1	5,000,000		115,6090	5,000,000	5,000,000					8.120	8.120	MN	57,517	406,000	11/12/1999	11/10/2009
80310#-AC-7	SAPUTO US LP SER C SR NTS	1		1	10,000,000		123,5840	10,000,000	12,358,410					8.410	8.410	MN	119,142	841,000	10/12/1999	11/10/2014
803111-AM-5	SARA LEE CORP BDS			1FE	27,647,558		108,9930	27,000,000	27,638,143			(5,739)		6.125	5.950	MN	275,625	1,894,375	07/13/2004	11/01/2032
806605-AG-6	SCHERING-PLOUGH CORP BDS			1FE	10,995,200		112,8310	10,000,000	10,994,286			(914)		6.750	6.020	JD	56,250		12/01/2004	12/01/2033
80689#-AR-7	SCHNEIDER NATIONAL SR NT	1		2	7,500,000		115,4470	7,500,000	7,500,000					8.220	8.221	AO	130,150	616,500	09/17/1999	10/15/2011
807066-AG-0	SCHOLASTIC CORPORATION NTS			2FE	13,545,121		97,8720	13,730,000	13,568,405			15,292		5.000	5.177	AO	144,928	686,500	09/17/2003	04/15/2013
81413P-AG-0	SECURITY CAPITAL GROUP NTS			1FE	11,006,400		121,6750	10,000,000	10,968,981					7.700	6.863	JD	34,222	770,000	07/11/2002	06/15/2028
814831-T*-4	EF OXNARD INC (SEC PAC NB) SECD NTS	1		2	6,048,810		113,5000	6,048,810	6,048,810					10.850	10.850	FA	220,588	656,296	04/23/1990	07/13/2010
827048-AK-5	SILGAN CORP SR SUB NTS			4FE	6,883,750		104,0000	7,000,000	6,889,328		5,578			6.750	6.991	MN	60,375	405,938	05/14/2004	11/15/2013
834182-AN-7	SOLETRON CORP SR NTS	LS		4FE	4,132,500		110,0000	4,000,000	4,103,173			(19,031)		9.625	8.661	FA	145,444	288,750	05/19/2004	02/15/2009
842502-AB-2	SOUTHERN CAL WATER CO NTS			1FE	18,864,598		118,9960	18,500,000	18,854,873			(4,328)		7.230	7.070	JD	59,447	1,337,550	06/01/2002	12/15/2031
844730-AG-6	SOUTHTRUST CORP NTS			1FE	21,466,460		106,0170	21,500,000	21,469,062					5.800	5.820	JD	55,422	696,242	05/19/2004	06/15/2014
844741-AV-0	SOUTHWEST AIRLINES COMPANY SR NTS			1FE	10,184,300		109,9010	10,000,000	10,146,562			(15,828)		6.500	6.243	MS	216,667	650,000	06/01/2002	03/01/2012
844895-AS-1	SOUTHWEST GAS CO NTS			2FE	9,962,400		115,8680	10,000,000	9,970,078			2,928		7.625	7.679	MN	97,431	762,500	05/01/2002	05/15/2012
84489P-AB-4	SOUTHWEST GAS CORP MTN SER A			2FE	10,555,809		119,8600	11,000,000	10,579,845			11,074		7.780	8.200	AO	213,950	855,800	12/01/2002	02/03/2022
845335-BP-2	SOUTHWESTERN BELL TEL UNSEC NTS			1FE	2,039,453		100,8980	2,310,000	2,300,515			36,895		6.625	8.355	AO	38,259	153,038	01/25/1995	04/01/2005
84533T-GU-4	SOUTHWESTERN BELL CAPITAL MTN SER D			1FE	8,289,329		107,1150	7,800,000	8,010,837			(75,140)		6.820	5.664	MS	177,320	531,960	06/01/2002	07/16/2007
852060-AD-4	SPRINT CAPITAL GTD			2FE	31,856,090		106,0000	36,000,000	32,071,788			54,468		6.875	7.897	MN	316,250	2,475,000	11/27/2001	11/15/2028
857449-AB-8	STATE STREET BANK & TRUST NTS			1FE	19,929,200		100,9760	20,000,000	19,934,098					5.250	5.284	AO	221,667	1,111,250	09/17/2003	10/15/2018
858495-AB-0	STEINWAY MUSICAL SR NTS	1		4FE	1,830,000		108,5000	2,000,000	1,871,434			14,059		8.750	10.159	AO	36,944	175,000	09/20/2001	04/15/2011
86787G-AC-6	SUNTRUST BANK SUB NTS SER BKNT			1FE	30,746,916		102,5830	29,740,000	30,683,913			(46,706)		5.450	5.107	JD	135,069	1,620,830	05/03/2004	12/01/2017
870845-AC-8	SWISS BK CORP NY SUB DEBS			1FE	11,955,200		125,8380	10,000,000	11,292,077			(26,340)		7.750	6.619	MS	258,333	775,000	06/01/2002	09/01/2026
872287-AC-1	TCI COMMUNICATIONS INC SR DEBS			2FE	2,681,250		127,5460	2,500,000	2,662,557			(9,579)		8.750	7.835	FA	91,146	218,750	12/01/2002	08/01/2015
872287-AF-4	TCI COMMUNICATIONS INC DEBS			2FE	5,368,387		122,4670	5,230,000	5,361,106			(2,449)		7.875	7.634	FA	155,593	411,863	08/24/2001	02/15/2026
872287-AL-1	TCI COMMUNICATIONS INC SR NTS			2FE	1,882,780		113,0070	2,000,000	1,888,175			1,732		7.125	7.644	FA	53,833	142,500	08/21/2001	02/15/2028
872384-AA-0	TEPCO PARTNERS CO GTD			2FE	32,713,150		115,3920	32,000,000	32,585,578			(62,094)		7.625	7.288	FA	921,778	2,440,000	12/01/2002	02/15/2012
872384-AB-8	TEPCO PARTNERS NTS			2FE	16,433,095		106,5710	16,500,000	16,443,000			5,283		6.125	6.180	FA	421,094	1,010,625	01/27/2003	02/01/2013
872649-BH-0	TRW INC DEBS			2FE	25,755,675		124,8790	26,500,000	25,799,539			9,122		7.750	7.998	JD	171,146	2,053,750	06/28/1999	06/01/2029
87266*-AA-4	TK HOLDINGS SR NTS	1		1	14,829,480		105,6520	15,847,830	14,893,316			31,299		7.070	7.342	JJ	489,008	1,060,500	12/01/2002	07/15/2010
87612E-AK-2	TARGET CORP DEBS																			

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
883203-BH-3	TEXTRON INC NTS			1FE	5,948,415	112.2280	6,172,540	5,500,000	5,869,770			(39,645)		6.500	5.388	JD	29,792	357,500	12/11/2002	06/01/2012
88708*-AD-2	TIMBER NOTE HOLDINGS LLC SER D SR NT		1	2	10,000,000	121.1600	12,116,000	10,000,000	10,000,000					9.150	9.152	JJ	447,333	915,000	10/25/1999	12/31/2014
887315-BN-8	TIME WARNER COMPANY NTS			2FE	2,638,560	107.7510	3,232,530	3,000,000	2,648,387		4,830			6.625	7.697	MN	25,396	198,750	12/01/2002	05/15/2029
88731E-AJ-9	TIME WARNER ENTERTAINMENT SR NTS			2FE	17,168,160	129.1920	20,670,720	16,000,000	17,148,796		(10,849)			8.375	7.747	JJ	617,889	1,340,000	12/01/2002	07/15/2033
887321-AA-5	TIME WARNER TELECOM NTS		1	5FE	162,400	101.2500	162,000	160,000	160,675		(390)			9.750	9.449	JJ	7,193	15,600	07/29/1999	07/15/2008
887364-AF-4	TIMES MIRROR COMPANY NTS			1FE	22,373,269	109.2030	21,840,600	20,000,000	22,309,367		(48,831)			6.610	5.696	MS	389,256	1,322,000	10/01/2003	09/15/2027
892790-LE-4	TRAILER TRAIN COMPANY EQUIP TR CERT SER 51		1	1FE	1,208,236	101.9510	1,231,808	1,208,236	1,208,236					9.160	9.160	MN	18,138	110,674	04/25/1991	05/02/2006
893472-AA-8	TRANSAMERICA CAPITAL AEGON 144A			1	9,285,200	112.3900	11,239,000	10,000,000	9,332,520		10,528			7.650	8.317	JD	63,750	765,000	10/27/1999	12/01/2026
893817-AB-2	TRANSOCEAN OFFSH RIG DEBS			2FE	9,201,033	126.2710	10,985,577	8,700,000	9,182,084		(8,255)			8.000	7.485	AO	146,933	696,000	06/01/2002	04/15/2027
893830-AF-6	TRANSOCEAN SEDCO FOREX NTS			2FE	20,112,700	123.0860	24,617,200	20,000,000	20,110,710		(1,272)			7.500	7.451	AO	316,667	1,500,000	05/10/2001	04/15/2031
89405#-AB-6	TRANSWESTERN HOLDING CO LLC SER B SR NT		1	2FE	9,000,000	100.4950	9,044,550	9,000,000	9,000,000					5.790	5.790	MN	63,690		11/05/2004	11/17/2016
89407#-AB-4	TRANSWESTERN PIPELINE CO LLC SER B SR NT		1	2FE	12,000,000	100.5110	12,061,320	12,000,000	12,000,000					5.540	5.540	MN	81,253		11/05/2004	11/17/2016
89579K-AF-6	TRIAD HOSPITALS INC SR NTS		1	4FE	5,000,000	105.5000	5,275,000	5,000,000	5,000,000					7.000	7.000	MN	44,722	183,750	04/29/2004	05/15/2012
896047-AD-9	TRIBUNE CO NTS			1FE	5,035,200	105.8680	5,293,400	5,000,000	5,008,466		(4,213)			6.875	6.775	MN	57,292	343,750	12/06/1996	11/01/2006
89604K-AG-3	TRIBUNE COMPANY MTN SER E			1FE	5,779,477	105.5800	6,210,227	5,882,000	5,817,069		15,133			5.500	5.833	MN	41,337	323,510	06/01/2002	10/06/2008
89605H-BK-9	TRIBUNE COMPANY MTN SER C			1FE	1,963,540	101.5450	2,030,900	2,000,000	1,997,712		5,323			6.680	6.968	MN	17,071	133,600	12/18/1996	06/08/2005
902118-AC-2	TYCO INTERNATIONAL GROUP GTD			2FE	26,389,080	116.2640	31,391,280	27,000,000	26,420,720		9,314			7.000	7.191	JD	84,000	1,890,000	10/10/2001	06/15/2028
902494-AD-5	TYSON FOODS INC NTS			2FE	4,320,200	108.1840	5,409,200	5,000,000	4,359,130		9,147			7.000	8.252	JJ	161,389	350,000	01/13/2000	01/15/2028
902494-AF-0	TYSON FOODS INC NTS			2FE	9,408,700	112.2730	11,227,300	10,000,000	9,472,981		22,202			7.000	7.637	MN	116,667	700,000	11/29/2001	05/01/2018
902494-AM-5	TYSON FOODS INC BD			2FE	19,930,400	118.7450	23,749,000	20,000,000	19,947,127		5,659			8.250	8.302	AO	412,500	1,650,000	09/27/2001	10/01/2011
90262W-AA-1	UBS PFD FUNDING TR II		1	1FE	15,000,000	114.8760	17,231,400	15,000,000	15,000,000					7.247	7.247	JD	15,098	1,087,050	06/21/2001	06/26/2011
902905-AQ-1	USX CORP DEBS			2FE	15,264,435	125.2500	17,642,715	14,086,000	15,177,121		(27,015)			8.125	7.353	JJ	527,736	1,144,488	05/07/2001	07/15/2023
903236-AD-9	URS CORP SR NT		1	4FE	100,083	106.5000	104,370	98,000	98,924		(328)			12.250	11.775	MN	2,001	12,005	07/31/2000	05/01/2009
90333W-AC-2	US BANK NA SUB NTS			1FE	23,716,900	98.7750	22,718,158	23,000,000	23,641,337		(48,270)			4.800	4.459	AO	293,067	1,104,000	05/16/2003	04/15/2015
904000-AA-4	ULTRAMAR DIAMOND SHAMROCK SR NTS			2FE	7,898,625	114.9450	9,770,325	8,500,000	7,996,678		22,119			7.200	7.946	AO	129,200	612,000	11/08/1999	10/15/2017
904764-AH-0	UNILEVER CAPITAL SR NTS			1FE	4,931,100	105.7490	5,287,450	5,000,000	4,932,699		922			5.900	6.000	MN	37,694	295,000	09/22/2003	11/15/2032
907770-AT-8	UNOCAL DEBS			2FE	5,349,350	106.0850	5,304,250	5,000,000	5,049,726		(40,762)			9.125	8.178	FA	172,361	456,250	07/13/1994	02/15/2006
907770-BE-0	UNOCAL GTD NTS			2FE	32,668,584	120.4340	40,742,822	33,830,000	32,737,839		14,727			7.500	7.798	FA	958,517	2,537,250	10/15/1999	02/15/2029
907818-CS-5	UNION PACIFIC RAILROAD NTS			2FE	13,878,620	94.2430	13,194,020	14,000,000	13,881,194		1,729			5.375	5.434	JD	62,708	752,500	06/02/2003	06/01/2033
907818-CU-0	UNION PACIFIC RAILROAD NTS			2FE	4,922,200	105.4740	5,273,675	5,000,000	4,922,755		555			6.250	6.367	MN	52,083	153,646	04/29/2004	05/01/2034
907834-AJ-4	UNION PACIFIC RESOURCES GROUP DEBS			2FE	12,141,950	127.4920	14,183,485	11,125,000	12,105,958		(14,722)			7.950	7.178	AO	186,715	884,438	06/01/2002	04/15/2029
908584-E-2	UNION TANK CAR CO EQUIP TR CERT SER P9		1	1	1,709,418	104.7430	1,790,487	1,709,418	1,709,418					9.340	9.338	JJ	73,621	159,660	04/19/1991	07/15/2006
913017-AT-6	UNITED TECHNOLOGIES NTS			1FE	22,247,768	115.8850	23,177,000	20,000,000	22,204,885		(41,228)			6.700	5.833	FA	558,333	1,340,000	01/02/2004	08/01/2028
918204-AR-9	V F CORP SR NTS			1FE	4,881,100	102.0660	5,103,300	5,000,000	4,882,880		1,468			6.000	6.175	AO	63,333	300,833	10/09/2003	10/15/2033
91913Y-AB-6	VALERO ENERGY NTS			2FE	11,562,600	133.8560	13,385,600	10,000,000	11,499,096		(19,524)			8.750	7.430	JD	38,889	875,000	05/08/2001	06/15/2030
91913Y-AE-0	VALERO ENERGY BDS			2FE	24,785,000	120.6180	30,154,500	25,000,000	24,790,797		2,274			7.500	7.573	AO	395,833	1,875,000	04/10/2002	04/15/2032
92344G-AM-8	VERIZON GLOBAL BDS		LS	1FE	19,782,800	124.3330	24,866,600	20,000,000	19,790,809		2,443			7.750	7.845	JD	129,167	1,550,000	12/07/2000	12/01/2030
925524-AH-3	VIACOM INC DEBS		LS	1FE	5,887,674	128.4360	6,935,544	5,400,000	5,872,931		(6,403)			7.875	7.126	JJ	178,369	425,250	07/19/2002	07/30/2030
925524-AU-4	VIACOM INC BDS			1FE	24,818,250	93.4080	23,352,000	25,000,000	24,832,513		8,842			4.625	4.693	MN	147,743	1,156,250	05/09/2003	05/15/2018
92964*-AA-9	WY CAROLINA HOLDINGS LLC SR SEC2 NT		1	1FE	12,500,000	105.1790	13,147,325	12,500,000	12,500,000					5.640	5.640	JD	15,667	705,000	12/12/2003	12/23/2018
92976G-AA-9	WACHOVIA BANK NA SUB NTS			1FE	19,867,000	99.4040	19,880,800	20,000,000	19,879,636		8,665			5.000	5.074	FA	377,778	1,055,556	07/22/2003	08/15/2015
931142-AT-0	WAL MART STORES NTS			1	16,032,010	102.2730	18,409,140	18,000,000	17,769,254		275,312			5.875	7.591	AO	223,250	1,057,500	09/01/2000	10/15/2005
931142-AW-3	WAL MART STORES NTS			1FE	9,620,000	107.4920	10,749,200	10,000,000	9,920,088		82,068			8.000	8.515	MS	235,556	800,000	11/22/1994	09/15/2006
947075-AA-5	WEATHERFORD INTL INC NTS			2FE	14,748,900	100.0630	15,009,450	15,000,000	14,763,001		13,715			4.950	5.174	AO	156,750	629,750	05/17/2004	10/15/2013
949746-FS-5	WELLS FARGO COMPANY SUB NTS		LS	1FE	18,869,400	98.3090	19,661,700	20,000,000	18,927,494		58,094			4.625	5.366	AO	485,625	1,952,778	05/05/2004	04/15/2014
949746-JD-4	WELLS FARGO COMPANY MTN FLT			1FE	26,660,200	99.8820	26,633,535	26,665,000	26,660,553		353			2.590	2.600	MJSD	32,613	133,458	11/12/2004	09/15/2009
94978#-AK-3	WELLS FARGO 2001A-DC6 LLC (PTC - CVS)		1	1	7,678,447	110.3520	8,090,564	7,331,730	7,651,402		(10,767)			7.290	6.858	MON	31,178	534,488	06/01/2002	01/10/2024
961501-AA-1	WESTSIDE INTERMODAL COMPANY GTD		2	2FE	20,000,000	102.9100	20,582,000	20,000,000	20,000,000					5.648	5.648	JD	50,204	1,129,600	12/10/2002	06/15/2023
961548-AL-8																				

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
97180*UL-0	WILM (TUCSON ELEC) SEC2 NT SER B-3		1	3	315,098		109,8000	345,978	315,098					10.211	10.209	JJ	16,087	32,174	12/15/1992	01/01/2009
97180*UM-8	WILM (TUCSON ELEC) SEC2 NT SER B-4		1	3	453,793		109,8000	498,264	453,793					10.211	10.209	JJ	23,168	46,335	12/15/1992	01/01/2008
97180*UN-6	WILM (TUCSON ELEC) SEC2 NT SER B-5		1	3	702,926		109,8000	771,813	702,926					10.211	10.209	JJ	35,887	71,773	12/15/1992	01/01/2008
97180*UP-1	WILM (TUCSON ELEC) SEC2 NT SER B-6		1	3	3,178,697		109,8000	3,490,210	3,178,697					10.211	10.209	JJ	162,283	324,566	12/15/1992	01/01/2009
000000-00-0	DERIVATIVES ACTIVITY ON HEDGED BONDS			1					(84,073,149)		6,436,823					MTLY			09/01/2002	05/01/2026
97180*UQ-9	WILM (TUCSON ELEC) SEC2 NT SER B-7		1	3	987,240		109,8000	1,083,990	987,240					10.211	10.209	JJ	50,402	100,804	12/15/1992	01/01/2009
97181#-GV-9	WILM TRUST (OCCIDENTAL PETROLEUM) TR B		1	2	31,500,000		120,7930	38,049,795	31,500,000					8.068	7.213	JJ	1,171,848	2,529,708	08/15/2002	01/15/2027
97181#-HE-6	WILM TRUST (SCHLUMBERGER) SER 1 EQUIP NTS		1	1	1,631,664		116,6340	1,903,075	1,631,664					8.520	8.520	JD	4,248	138,811	12/20/2000	12/20/2013
97181#-HH-9	WILM TRUST (SCHLUMBERGER) SER 2 EQUIP NTS		1	1	2,825,980		116,6340	3,296,053	2,825,980					8.520	8.520	JD	7,357	240,509	06/20/2001	06/20/2014
97181#-HJ-5	WILM TRUST (SCHLUMBERGER) SER 3 EQUIP NTS		1	1	3,737,400		116,6340	4,359,079	3,737,400					8.520	8.520	JD	9,730	318,077	12/20/2001	06/20/2014
97181#-HM-8	WILM TRUST (SCHLUMBERGER) SER 4 EQUIP NTS		1	1	2,952,353		116,6340	3,443,448	2,952,353					8.520	8.520	JD	7,686	251,265	06/20/2002	06/20/2014
97181#-HN-6	WILM TRUST (SCHLUMBERGER) SER 5 NTS		1	1	4,268,890		116,6340	4,978,977	4,268,890					8.520	8.520	JD	11,113	363,709	12/20/2002	06/20/2014
973735-AW-3	WINDSOR PETROLEUM TRANSPORT SERIAL SEC2 NTS 144A			1FE	7,656,262		104,8750	7,886,600	7,520,000		(19,623)			6.480	6.180	JJ	224,698	487,296	10/13/1998	07/15/2006
973735-AU-7	WINDSOR PETROLEUM TRANSPORT SERIAL SEC2 NTS 144A			1FE	4,789,619		110,3490	5,065,019	4,590,000		(18,702)			6.630	6.071	JJ	140,324	304,317	10/16/1998	07/15/2009
973735-AI-3	WINDSOR PETROLEUM TRANSPORT PPL 144A			1FE	1,082,462		112,6290	1,216,393	1,080,000		(214)			6.680	6.650	JJ	33,266	72,144	11/06/1998	07/15/2010
973735-AK-9	WITCO CORP DEBS			4FE	26,266,798		91,0000	25,662,000	28,200,000		33,482			6.875	7.463	FA	807,813	1,938,750	04/27/1999	02/01/2026
983024-AA-8	WYETH NTS			1FE	20,753,145		103,9320	20,786,400	20,000,000		(64,602)			5.500	4.994	MS	323,889	1,100,000	10/01/2003	03/15/2013
984121-BM-4	XEROX CORPORATION SR NTS		1	3Z	2,922,500		110,0000	3,300,000	3,000,000		2,926,328			7.625	8.031	JD	10,167	228,750	05/21/2004	06/15/2013
98412J-BA-1	XEROX CORP DEBS			3FE	6,750,000		106,5000	7,455,000	7,000,000		8,128			7.200	7.660	AO	126,000	252,000	08/30/2004	04/01/2016
N7664#-AB-9	SABMILLER (FINANCE) BV SER B SR NTS		1	2	10,000,000		112,8350	11,283,530	10,000,000					8.470	8.220	AO	192,928	846,960	03/05/2001	04/09/2008
003924-AD-9	ABITIBI-CONSOLIDATED DEBS		C	3FE	13,823,660		87,8500	13,562,500	14,000,000		1,968			8.500	8.619	FA	495,833	1,190,000	12/01/2002	08/01/2029
003924-AH-0	ABITIBI-CONSOLIDATED DEBS	LS	C	3FE	6,998,810		100,5000	7,035,000	7,000,000		7			8.850	8.851	FA	258,125	619,500	07/13/2000	08/01/2030
009037-AB-8	AINSWORTH LUMBER SR NT		C	4FE	8,492,500		97,8750	8,808,750	9,000,000		8,511,038			6.750	7.580	JD	1,688	413,438	10/22/2004	03/15/2014
009037-AD-4	AINSWORTH LUMBER SR NT		C	4FE	945,000		97,0000	970,000	1,000,000		946,955			6.750	7.562	JD	188	33,750	06/30/2004	03/15/2014
012873-AH-8	ALBERTA ENERGY NTS			2FE	33,668,475		129,6500	40,509,143	31,245,000		33,577,454			8.125	7.468	MS	747,493	2,538,656	10/03/2001	09/15/2030
012873-AK-1	ALBERTA ENERGY BDS			2FE	11,958,120		120,4420	14,453,040	12,000,000		11,958,722			7.375	7.404	MN	147,500	885,000	10/23/2001	11/01/2031
013716-AN-5	ALCAN ALUMINUM LTD BDS		C	1FE	11,784,313		119,7560	11,975,600	10,000,000		11,744,353			7.250	5.880	MN	120,833	725,000	10/01/2003	11/01/2028
013716-AU-9	ALCAN ALUMINUM LTD BDS		C	1FE	6,916,490		105,8390	7,408,730	7,000,000		6,917,685			6.125	6.213	JD	19,056	437,087	12/03/2003	12/15/2033
01854#-BF-7	BOMBARDIER SEC2 NT		C	1	11,897,649		103,0000	12,254,578	11,897,649		11,897,649			8.160	8.163	JJ	482,727	970,848	09/20/2000	01/02/2023
01877K-AC-7	ALLIANCE PIPELINE LP BD			1FE	10,000,000		122,1110	12,211,100	10,000,000		10,000,000			7.877	7.879	JD	2,188	787,700	03/01/2001	12/31/2025
01877K-AD-5	ALLIANCE PIPELINE LP 144A BDS			2FE	18,804,099		97,2790	18,240,980	18,751,200		18,799,829		(2,715)	4.591	4.554	JD	2,391	860,868	05/21/2003	12/31/2025
124900-B8-9	CCL INDUSTRIES INC SER C GTD SR NTS		C	1	10,213,710		111,2000	11,120,000	10,000,000		10,197,316			7.090	6.864	JJ	340,714	708,985	12/01/2002	07/08/2018
136055-AA-8	CANADIAN IMPERIAL BANK PTC		C	1FE	25,000,000		117,1880	29,297,000	25,000,000		25,000,000			7.262	7.262	AO	408,488	1,815,500	04/16/2002	04/10/2032
136375-BD-3	CANADIAN NATIONAL RAILWAY CO NTS		C	2FE	9,412,757		115,0970	9,524,277	8,275,000		9,387,197		(21,489)	6.900	5.842	JJ	263,283	570,975	10/01/2003	07/15/2028
136385-AC-5	CANADIAN NATURAL RES BDS		C	2FE	25,429,485		118,1560	30,129,780	25,500,000		25,431,331			7.200	7.223	JJ	846,600	1,836,000	02/07/2002	01/15/2032
136385-AE-1	CANADIAN NATURAL RES SR NTS		C	2FE	13,341,350		108,0660	14,480,844	13,400,000		13,342,624		652	6.450	6.483	JD	2,401	864,300	12/01/2002	06/30/2033
13645R-AD-6	CANADIAN PACIFIC BDS		C	2FE	11,994,600		119,3750	14,325,000	11,994,600		11,994,600			7.125	7.129	AO	180,500	855,000	10/23/2001	10/15/2031
13645R-AE-4	CANADIAN PACIFIC SR NTS		C	2FE	16,891,750		101,0530	17,684,275	16,900,833		16,900,833		6,218	5.750	6.003	MS	296,285	862,500	07/28/2004	03/15/2033
257561-AU-4	DOMTAR CORP NTS		C	2FE	6,908,510		115,4060	8,078,420	7,000,000		6,930,463		7,456	7.875	8.068	AO	116,375	551,250	10/11/2001	10/15/2011
350863-AT-3	407 ETR INTERNATIONAL SER 2000-C1		C	2FE	9,426,560		94,0410	9,404,100	8,320,000		9,333,592		(91,470)	9.000	4.054	FA	285,160		09/29/2004	08/15/2007
448055-AB-9	HUSKY ENERGY INC NTS		C	2FE	10,026,000		106,1840	10,618,380	10,000,000		10,025,643		(358)	6.150	6.123	JD	27,333	302,375	06/25/2004	06/15/2019
472150-AA-2	JEAN COUTU GROUP PJC INC 144A SR SUB NTS	LS	C	1	7,005,000		102,5000	7,175,000	7,000,000		7,005,000			8.500	8.486	FA	249,569		10/19/2004	08/01/2014
570362-AA-1	MARITIMES & NORTHEAST PIPELINE 144A		C	1FE	7,973,600		117,5050	9,400,400	8,000,000		7,976,634		814	7.700	7.733	MN	53,044	616,000	06/24/1999	11/30/2019
599908-AE-0	MILLAR WESTERN 144A SR NTS		C	1	5,681,250		107,0000	5,885,000	5,500,000		5,676,088		(5,162)	7.750	7.149	MN	54,465	213,125	09/29/2004	11/15/2013
60870T-AF-4	MOLSON COMPANIES LTD DEBS		C	2FE	11,002,550		87,3900	11,188,542	10,652,096		11,002,034		(508)	6.700	6.427	JD	58,659	352,214	09/29/2004	06/02/2028
65333N-AA-8	NORBORD INC BDS		C	2FE	4,487,940		111,0950	4,999,275	4,500,000		4,493,624		1,675	8.125	8.176	MS	102,578	365,625	03/15/2001	03/20/2008
655422-AQ-6	NORANDA INC NTS		C	2FE	20,036,150		117,4780	23,495,600	20,000,000		20,000,000		(4,323)	8.375	8.338	FA	632,778	1,675,000	12/01/2002	02/15/2011
65653R-AG-8	NORSKE SKOG CANADA SR NTS		C	1	4,015,000		104,2500	4,170,000	4,000,000		4,013,749		(1,251)	7.375	7.312	MS	98,333	129,472	03/11/2004	03/01/2014
71644E-AE-2	PETRO CANADA DEBS		C	2FE	10,793,200		123,7920	12,379,200	10,000,000		10,723,891		(13,875)	7.875	7.207	JD	35,000	787,500	01/05/1999	06/15/2026
71644E-AF-9	PETRO CANADA SR NTS		C	1	18															

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
87971K-AE-7	TEMPEC INC SR NTS	C		4	5,950,000	.96.7500	5,805,000	6,000,000	5,952,415		2,415			7.750	7.896	MS	136,917	155,000	11/02/2004	03/15/2012
884903-AK-1	THOMSON CORP SR NTS	C	1	1FE	5,345,933	.89.3870	5,363,220	4,992,000	5,315,135	(30,301)				6.500	3.784	JJ	156,462		09/29/2004	07/09/2007
884903-AN-5	THOMSON CORP SR NTS	C		1FE	10,344,056	.109.8790	11,674,644	10,625,000	10,411,682	23,299				6.200	6.562	JJ	322,056	658,750	01/10/2004	01/05/2012
88490Z-AA-2	THOMSON CORP MTN	C		1FE	9,288,448	.94.2660	9,426,600	8,320,000	9,257,116	(30,828)				6.850	4.790	JD	48,404	281,261	09/29/2002	06/01/2011
C3024-AA-7	FCNBD LSG I I I (SIMPLOT CANADA) SECD NTS	C	1	2	8,759,392	.101.3500	8,820,189	8,702,703	8,751,343	(4,417)				7.450	7.355	JJ	322,375	648,351	12/01/2002	01/02/2013
000000-00-0	FOREIGN CURRENCY ADJUSTMENT	C											6,028,887							
Q4877-AE-4	ILUKA RESOURCES LTD SR NT	F	1	2	20,000,000	.100.4230	20,084,520	20,000,000	20,000,000					5.440	5.440	JD	57,422	1,088,000	06/12/2003	06/12/2015
Q22202-AA-3	ALUMINA ENTERPRISES LTD SR NTS	F	1	3FE	7,400,190	.109.8500	8,129,108	7,400,190	7,400,190					10.480	10.616	JAJO	163,725	775,540	06/09/2000	07/15/2010
Q2364W-AF-2	AMERICA MOVIL SA DE CV CO GTD NT	F		2FE	11,907,600	.98.7900	11,854,800	12,000,000	11,913,219		5,619			5.500	5.602	MS	220,000	315,333	03/02/2004	03/01/2014
05330A-AA-5	AUTOPISTA DEL MAIPO SR NTS 144A	F		1FE	15,000,000	.115.4650	17,319,750	15,000,000	15,000,000					7.373	7.375	JD	49,153	1,105,950	08/22/2001	06/15/2022
055450-AG-5	BHP FINANCE USA NTS	F		1FE	9,198,500	.118.4520	11,845,200	10,000,000	9,347,023		34,897			7.250	8.152	MS	241,667	725,000	01/27/2000	03/01/2016
055450-AH-3	BHP FINANCE USA CO GTD	F		1FE	11,719,560	.109.7660	11,525,430	10,500,000	11,678,139	(28,904)				6.420	5.515	MS	224,700	674,100	07/01/2003	03/01/2026
06738C-AE-9	BARCLAYS BANK PLC NTS	F	1	1FE	5,953,000	.121.7680	6,088,400	5,000,000	5,886,465	(66,535)				8.550	5.273	JD	19,000	427,500	06/01/2004	06/15/2011
06738C-AG-4	BARCLAYS BANK PLC NTS	F	1	1FE	15,637,650	.112.4600	16,869,000	15,000,000	15,627,677	(8,559)				6.860	6.527	JD	45,733	1,029,000	10/01/2003	06/15/2032
111021-AE-1	BRITISH TELECOM BDS	F		1FE	21,752,400	.133.9020	26,780,400	20,000,000	21,693,070	(18,900)				8.875	8.090	JD	78,889	1,775,000	05/07/2001	12/15/2030
111022-AA-7	BRITISH TRANSCO FINANCE GTD	F		1FE	4,707,300	.101.5000	5,075,000	5,000,000	4,743,003		11,068			6.625	7.230	JD	27,604	331,250	07/12/2001	06/01/2018
12638V-AC-0	CSN ISLANDS VI CORPORATION SA NT	F	1	2FE	15,000,000	.101.2700	15,190,500	15,000,000	15,000,000					7.427	7.497	FIAN	179,486	442,525	06/03/2004	05/03/2012
12682N-AA-7	CABLE AND WIRELESS OPT FIN 144A	F		1FE	15,015,800	.114.6160	17,192,400	15,000,000	15,009,929	(1,789)				8.125	8.107	JD	54,167	1,218,750	06/29/2000	06/15/2009
12682N-AF-6	CABLE AND WIRELESS OPT FIN 144A	F		1FE	16,935,400	.116.1400	19,743,800	17,000,000	16,958,487	5,832				8.000	8.056	JD	34,000	1,360,000	06/16/2000	06/22/2010
151191-AJ-2	CELULOSA ARAUCO Y NTS	F		2FE	4,995,200	.115.9720	5,798,600	5,000,000	4,996,475	389				7.750	7.764	MS	116,250	387,500	09/10/2001	09/13/2011
1912EQ-AD-4	COCA-COLA HBC FINANCE BV GTD SR NT	F		1FE	29,937,300	.104.1800	31,254,000	30,000,000	29,942,265	3,872				5.500	5.524	MS	476,667	1,650,000	09/10/2003	09/17/2015
202712-AG-0	COMMONWEALTH BANK AUST 144A SUB NTS	F		1FE	14,914,800	.94.1890	14,128,350	15,000,000	14,921,450	4,107				4.650	4.703	JD	31,000	697,500	05/28/2003	06/15/2018
219868-AQ-9	CORP ANDINA DE FOMENTO NTS	F		1FE	18,030,400	.101.9180	18,345,240	18,000,000	18,026,423	(2,501)				5.200	5.178	MN	104,000	936,000	05/16/2003	05/21/2013
21987B-AG-3	CODECO INC NTS	F		1FE	9,955,600	.110.3420	11,034,200	10,000,000	9,962,647	3,526				6.375	6.436	MN	54,896	637,500	11/21/2002	11/30/2012
25156P-AC-7	DEUTSCHE TELEKOM NTS	F		2FE	18,593,480	.132.0460	23,768,280	18,000,000	18,571,183	(6,552)				8.750	7.957	JD	70,000	1,575,000	01/18/2001	06/15/2030
25243E-AF-0	DIAGEO CAPITAL PLC BDS	F		1FE	25,333,750	.96.7870	24,196,700	25,000,000	25,308,169	(16,333)				4.850	4.724	MN	154,931	1,212,500	05/13/2003	05/15/2018
292689-AD-8	ENERGY GROUP O/S (TXU) GTD	F		6FE	6,450,000	.55.0000	8,250,000	15,000,000	6,450,000					7.550	0.000	AO			10/19/2001	10/15/2027
293779-AC-8	ENTERPRISE OIL SR NTS	F		1	13,195,260	.112.7690	15,223,815	13,500,000	13,229,881		11,746			7.000	7.236	MN	157,500	945,000	01/07/2002	05/01/2018
33632*-TG-2	BASELL AMERICA FINANCE CORP 144A	F	1	2	7,373,330	.96.8000	7,137,383	7,373,330	7,373,330					6.597	6.596	JJ	236,453	486,419	12/01/2002	01/06/2018
33938E-AM-9	FLEXTRONICS INTL 144A SR SUB NTS	F	1	3FE	5,000,000	.99.0000	4,950,000	5,000,000	5,000,000					6.250	6.250	MN	38,194		11/09/2004	11/15/2014
35177P-AL-1	FRANCE TELECOM SR NT	F		2FE	31,034,100	.135.5590	40,667,700	30,000,000	31,003,840		(12,347)			9.500	9.187	MS	950,000	2,887,500	10/17/2001	03/01/2031
40049J-AT-4	GRUPO TELEVISIA SA DE CV ADR SR NTS	F		2FE	9,857,500	.115.7500	11,575,000	10,000,000	9,862,177	1,248				8.500	8.632	MS	259,722	850,000	05/29/2002	03/11/2032
4041A2-AF-1	HBOS PLC 144A SUB	F		1FE	9,880,700	.102.9680	10,296,840	10,000,000	9,882,448	1,497				6.000	6.087	MN	100,000	601,700	10/22/2003	11/01/2033
40427L-AB-0	HSBC CAP FUNDING 144A	F		1FE	7,500,000	.154.8280	11,612,100	7,500,000	7,500,000					10.176	10.176	JD	2,120	763,200	04/12/2000	06/30/2030
449786-AA-0	INT'L NEDERLAND BANK NV 144A BDS	F		1FE	15,374,400	.100.2450	15,036,750	15,000,000	15,335,588	(24,632)				5.125	4.847	MN	128,125	768,750	05/12/2003	05/01/2015
449901-AC-1	ICI NORTH AMERICA INC DEBS	F		2FE	2,689,825	.109.1570	2,728,925	2,500,000	2,541,580	(19,916)				8.875	7.900	MN	28,351	221,875	06/24/1994	11/15/2006
46128M-AB-7	INVERSIONES CIMC SA 144A NTS	F		1FE	14,058,090	.97.6840	13,675,760	14,000,000	14,050,824	(4,782)				4.875	4.822	JD	24,646	682,500	06/12/2003	06/18/2013
46289F-AC-5	IRON ORE EXPORT MASTER TR SR SECD EXP NTS	F	1	2	1,176,471	.101.6400	1,195,765	1,176,471	1,176,471					10.043	10.183	FIAN	10,174	118,153	01/18/2000	05/31/2005
465077-AH-8	ISRAEL ELECTRIC CORP LTD MTN	F		2	10,000,000	.124.0000	12,400,000	10,000,000	10,000,000					8.940	8.940	MS	265,717	894,000	12/01/1999	03/14/2030
494386-AA-3	KIMBERLY-CLARK DE MEXICO SR NTS 144A	F		2FE	17,444,350	.112.7500	19,731,250	17,500,000	17,468,320		5,384			8.875	8.924	FA	647,135	1,553,125	07/29/1999	08/01/2009
55282E-AA-9	MCM MEXICO LEASE FIN TR CL A CERT	F	1	2	13,551,076	.118.3400	16,036,344	13,551,076	13,551,076					9.920	10.127	MON	112,022	1,344,267	10/26/2000	02/01/2016
553045-AA-2	XSTRATA QUEENSLAND LTD SER B SR NT	F	1	2	5,000,000	.116.6310	5,831,550	5,000,000	5,000,000					8.630	8.723	MJSD	7,192	431,500	05/29/2001	06/25/2011
553045-B*-5	XSTRATA QUEENSLAND LTD SER C SR NT	F	1	2	20,000,000	.119.5130	23,902,600	20,000,000	20,000,000					8.720	8.720	MJSD	29,067	1,744,000	05/29/2001	06/25/2011
61238Q-AA-6	BASELL FINANCE CO BV SR NTS 144A	F		2FE	6,008,220	.92.0000	5,520,000	6,000,000	6,008,220					8.100	8.086	MS	143,100	486,000	10/01/2003	03/15/2027
63859W-AA-7	NATIONWIDE BUILDING SOC 144A BDS	F		1FE	19,901,600	.98.7640	19,752,700	20,000,000	19,910,720		6,307			5.000	5.055	FA	416,667	1,019,444	07/17/2003	08/01/2015
656531-AF-7	NORSK HYDRO A/S NTS	F		1FE	16,428,300	.113.5290	17,029,380	15,000,000	16,392,952	(35,348)				6.700	5.682	JJ	463,417	502,500	06/25/2004	01/15/2018
656533-AA-4	NORSKE SKOGINDUSTRIER NTS	F		2FE	33,995,680	.114.5090	38,933,060	34,000,000	33,996,058	427				7.625	7.627	AO	547,306	2,592,500	10/17/2001	10/15/2011
66567E-AH-5	NORTHERN ROCK PLC 144A NTS	F	1	2FE	14,606,650	.102.9710	15,445,605	15,000,000	14,625,793		19,143			5.600	5.951	AO	142,333	422,333	05/07/2004	04/30/2014

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
758200-AC-6	REED ELSEVIER CAPITAL CO GTD	F		1FE	8,100,960	122,5410	9,803,280	8,000,000	8,096,144	(1,991)				7.500	7.385	MN	76,667	600,000	09/05/2001	05/15/2025
780097-AH-4	ROYAL BANK OF SCOTLAND BDS	F	1	1FE	37,544,915	120,7500	42,262,500	35,000,000	37,479,841	(33,266)				7.648	7.049	MS	676,636	2,676,800	01/02/2003	09/30/2031
78401S-AA-7	AB SCA FINANS 144A NTS	F		1	20,570,575	95,8100	20,168,005	21,050,000	20,610,357	30,970				4.500	4.751	JJ	436,788	978,825	10/08/2003	07/15/2015
795750-AA-6	SALTA HYDROCARBON RTY TR TARGETED AMORT NTS	F	1	5FE	8,594,138	91,0000	7,820,665	8,594,138	8,594,138					11.550	11.719	IJSD	8,272	992,623	01/29/2001	12/28/2012
80932R-AG-0	SCOTLAND INTL FINANCE BV 144A SUB NTS	F	LS	1FE	9,975,000	96,5530	9,655,300	10,000,000	9,978,342		2,106			4.250	4.281	MN	44,861	425,000	05/20/2003	05/23/2013
832724-AB-4	SMURFIT CAPITAL GTD NTS	F		2FE	8,985,955	99,5000	9,452,500	9,500,000	9,027,158		8,618			7.500	7.994	MN	81,146	712,500	07/28/1999	11/20/2025
833636-AA-1	SOC QUIMICA Y MINERA DE LOAN PC	F		4FE	10,274,600	106,0050	10,600,500	10,000,000	10,132,646		(71,340)			7.700	6.860	MS	226,722	770,000	12/01/2002	09/15/2006
84844#-AA-8	SPICERS PAPER INC GTD SR NT	F	1	2	6,000,000	111,6300	6,697,800	6,000,000	6,000,000					7.880	7.880	FA	186,493	472,800	01/28/2002	02/09/2017
872402-AC-6	TFM SA DE CV GTD	F		4FE	587,500	106,5000	665,625	625,000	609,182		5,309			10.250	11.463	JD	2,847	64,063	12/08/1999	06/15/2007
87927V-AE-8	TELECOM ITALIA CO GTD	F		2FE	9,974,200	100,7500	10,074,960	10,000,000	9,976,863		2,304			5.250	5.283	MN	67,083	548,333	10/22/2003	11/15/2013
87927V-AF-5	TELECOM ITALIA CO GTD	F		2FE	25,151,450	102,8200	25,705,000	25,000,000	25,153,193		1,359			6.375	6.328	MN	203,646	1,491,042	09/29/2004	11/15/2033
87938S-AD-4	TELEFONICA EUROPE BV GTD	F		1FE	45,848,720	134,1000	59,004,000	44,000,000	45,798,460		(24,365)			8.250	7.870	MS	1,068,833	3,630,000	12/01/2002	09/15/2030
915436-AC-3	UPM-KYMENE NTS 144A	F		2FE	21,022,680	117,1630	26,801,036	22,875,000	21,124,410		25,397			7.450	8.195	MN	165,685	1,704,188	07/02/2001	11/26/2027
915436-AE-9	UPM-KYMENE SR NTS	F		2	8,202,434	103,3100	8,264,776	8,000,000	8,177,457		(13,287)			5.625	5.334	JD	37,500	450,000	01/02/2003	12/01/2014
928517-B8-9	VEOLIA ENVIRONNEMENT SER D SR NTS	F	1	2	25,000,000	108,9180	27,229,575	25,000,000	25,000,000					6.310	6.310	JJ	661,674	1,577,500	12/20/2002	01/31/2018
92857T-AH-0	VODAFONE GROUP PLC NTS	F	LS	1FE	25,335,400	128,9410	32,235,250	25,000,000	25,324,504		(4,571)			7.875	7.755	FA	743,750	1,968,750	05/11/2001	02/15/2030
92928W-AH-8	WIC FINANCE USA W1 NTS	F		2	5,156,600	102,3570	5,117,850	5,000,000	5,153,443		(2,018)			6.250	6.023	MN	39,931	312,500	05/06/2003	05/15/2033
92931D-AD-4	WPD HOLDINGS UK 144A BD	F		2FE	3,740,000	108,6230	4,344,920	4,000,000	3,753,750		10,527			7.250	8.023	JD	12,889	290,000	10/01/2003	12/15/2017
92931D-AE-2	WPD HOLDINGS UK 144A BD	F		2FE	13,067,342	109,5890	16,438,350	15,000,000	13,148,676		22,957			7.375	8.599	JD	49,167	1,106,250	02/28/2001	12/15/2028
961214-AH-6	WESTPAC BANKING BDS	F		1FE	9,939,900	94,0350	9,403,500	10,000,000	9,944,681		2,909			4.625	4.681	JD	38,542	462,500	05/16/2003	06/01/2018
98542P-AE-3	YELL FINANCE SR NTS	F	1	4FE	2,998,000	115,5000	3,462,690	2,998,000	2,998,000					10.750	10.750	FA	134,285	322,285	07/25/2001	08/01/2011
B6235#-AC-2	INTERBREW SA SER C SR NTS	F	1	2	25,000,000	99,1300	24,782,500	25,000,000	25,000,000					4.950	4.950	AO	237,188	1,237,500	10/22/2003	10/22/2013
C7001#-AC-1	ORICA FINANCE LTD SR NTS	F		2	14,250,000	121,1540	17,264,388	14,250,000	14,250,000					8.330	8.330	AO	220,919	1,187,025	09/14/2000	10/24/2012
F4967#-AB-9	IMERYS SA SER B SR NTS	F	1	2	15,000,000	96,7900	14,518,500	15,000,000	15,000,000					5.280	5.280	FA	319,000	789,800	08/07/2003	08/06/2018
G0187#-AC-8	ALLIANCE UNICHEM PLC SER A SR NTS	F	1	2	14,000,000	111,9100	15,666,000	14,000,000	14,000,000					7.190	7.190	JD	13,981	1,006,600	05/16/2002	06/26/2012
G2163#-AF-5	COOKSON GROUP PLC SER D SR NTS	F	1	3	15,000,000	107,2100	16,081,500	15,000,000	15,000,000					8.070	8.070	MN	198,388	1,210,500	03/30/2000	05/02/2012
G4551#-AD-6	HOLCIM CAPITAL CORP SER D SR NTS	F	1	2	5,000,000	119,9610	5,998,045	5,000,000	5,000,000					7.650	7.650	FA	130,688	382,500	07/26/2001	08/28/2031
G6684#-AB-5	OMV (UK) LIMITED SER B NTS	F	1	2	11,000,000	95,7070	10,527,770	11,000,000	11,000,000					4.880	4.880	JD	5,964	536,800	06/27/2003	06/27/2015
G7277#-AA-8	OLEODUCTO DE CRUDOS PESADOS TRANCHE B SR SEC NT	F	1	2	3,870,968	113,1490	4,379,961	3,870,968	3,870,968					7.428	7.428	JD	24,760	414,530	10/02/2001	12/01/2018
G7277#-AB-6	OLEODUCTO DE CRUDOS PESADOS TRANCHE B SR SEC NT	F	1	2	3,870,968	117,3980	4,544,439	3,870,968	3,870,968					7.915	7.914	JD	26,383	441,708	01/02/2002	12/01/2018
G7277#-AC-4	OLEODUCTO DE CRUDOS PESADOS TRANCHE B SR SEC NT	F	1	2	11,129,032	115,4260	12,845,797	11,129,032	11,129,032					7.689	7.689	JD	73,686	1,233,650	02/01/2002	12/01/2018
G7277#-AD-2	OLEODUCTO DE CRUDOS PESADOS TRANCHE B SR SEC NT	F	1	2	11,129,032	111,8400	12,446,710	11,129,032	11,129,032					7.278	7.277	JD	69,748	1,167,708	06/28/2002	12/01/2018
G9175#-AA-7	PILKINGTON FINANCE LTD SR NTS	F	1	2	7,000,000	113,7600	7,963,200	7,000,000	7,000,000					7.560	7.560	JD	20,580	529,200	12/19/2001	06/17/2012
G9284#-AH-0	VITOL FINANCE LTD SR NTS	F	1	2	10,714,000	109,9800	11,783,257	10,714,000	10,714,000					8.960	8.960	JD	47,999	959,974	11/01/1999	12/13/2009
L0714#-AC-4	BARILLA FINANCE SA SER 2003-1C GTD SR NT	F	1	2	20,000,000	100,1400	20,028,000	20,000,000	20,000,000					5.690	5.690	JD	69,544	1,138,000	10/29/2003	12/09/2015
L1372#-AC-5	CAMPORIO INTL FINANCE SR NT	F	1	2	20,000,000	104,6900	20,938,000	20,000,000	20,000,000					6.340	6.340	FA	461,411	1,268,000	01/27/2003	02/20/2015
L6466#-AA-5	MONDADORI INTERNATIONAL SA SR NT	F	1	2	10,051,500	99,1440	9,914,400	10,000,000	10,051,335		(165)			5.420	5.347	JD	19,572	271,000	10/22/2004	12/18/2013
L6466#-AC-1	MONDADORI INTERNATIONAL SA SER C SR NT	F	1	2	15,000,000	98,8530	14,827,950	15,000,000	15,000,000					5.820	5.820	JD	31,525	873,000	10/22/2003	12/18/2018
L7009#-AB-5	OHL FINANCE SER B GTD SR NT	F	1	2	15,000,000	108,4000	16,260,000	15,000,000	15,000,000					8.030	8.030	FA	481,800	1,204,500	07/03/2001	08/07/2009
M5314#-AA-0	HURRIYET GAZATECILIK MATBAACIL SR NT	F	1	4	1,666,667	103,5680	1,726,125	1,666,667	1,666,667					12.000	11.999	MN	31,111	200,000	02/02/2000	05/05/2006
N2012#-AB-9	CIMPOR - CIMENTOS DE PORTUGAL SER B SR NTS	F	1	2	20,000,000	95,7570	19,151,340	20,000,000	20,000,000					4.900	4.900	JD	29,944	980,000	06/27/2003	06/27/2015
N4345#-AD-9	IBERDROLA INTERNATIONAL BV SER D SR NT	F	1	1	10,000,000	106,0000	10,600,000	10,000,000	10,000,000					5.920	5.920	FA	217,067	986,000	06/23/2004	08/19/2019
N7660#-AD-9	SHV NEDERLAND BV SER D SR NTS	F	1	2	20,000,000	96,5330	19,306,560	20,000,000	20,000,000					4.980	4.980	JD	16,600	996,000	06/25/2003	06/25/2015
P0606#-AC-1	AES CLESA Y COMPANIA S SER C SR NT	F	1	3	20,000,000	115,8710	23,174,120	20,000,000	20,000,000					12.000	12.130	JD	20,000	2,371,179	05/04/2000	06/28/2012
P0763#-AA-6	COMISION FEDERAL DE ELECTRICIDAD SR NT	F	1	2	12,750,000	105,2500	13,419,375	12,750,000	12,750,000					6.829	6.820	JJ	401,459	870,634	12/19/2002	10/15/2012
P4958#-AA-5	GRUPO PETROTEMEX SA DE CV SR GTD NTS	F	1	2	5,000,000	109,9000	5,495,000	5,000,000	5,000,000					8.310	8.310	AO	70,404	415,500	10/01/2002	10/30/2012
Q2516#-AC-5	DEVEREAUX HLDG SER C SR NT	F	1	3	10,728,311	105,2650	11,575,850	11,000,000	10,761,468		16,734			7.920	8.258	MS	220,220	871,200	12/01/2002	03/31/2017
Q2759#-AE-7	CONSOLIDATED PRESS FINANCE SER E SR NTS	F	1	2	20,000,000	120,0400	24,008,000	20,000,000	20,000,000					8.620	8.620	M				

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
844741-AM-0	SOUTHWEST AIRLINES COMPANY SF PTC A4			1FE	7,810,660		124,2360	8,075,340	6,500,000		7,751,462			9.150	6.304	JJ	297,375	297,375	06/01/2004	07/01/2016
97180*-AO-1	WILM (UNITED) SEC2 LOAN CERT SER A			6Z	366,863		46,0000	2,377,624	5,168,747		366,863			10.890	0.000	JAN			05/10/1989	01/04/2004
97180*-AN-5	WILM (AMER AIR) SER A SEC2 NT #P1	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AP-0	WILM (AMER AIR) SER A SEC2 NT #P2	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AQ-8	WILM (AMER AIR) SER A SEC2 NT #P3	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AR-6	WILM (AMER AIR) SER A SEC2 NT #P4	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AS-4	WILM (AMER AIR) SER A SEC2 NT #P5	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AT-2	WILM (AMER AIR) SER A SEC2 NT #P6	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AU-9	WILM (AMER AIR) SER A SEC2 NT #P7	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AV-7	WILM (AMER AIR) SER A SEC2 NT #P8	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AW-5	WILM (AMER AIR) SER A SEC2 NT #P9	1		4	221,336		83,0000	189,391	228,182		221,361	(3)		3.061	4.022	MS	1,804	6,985	03/07/1991	09/28/2008
97180*-AX-3	WILM (AMER AIR) SER A SEC2 NT #P10	1		4	221,529		83,0000	189,555	228,380		221,553	(3)		3.062	4.023	MS	1,807	6,993	03/07/1991	09/28/2008
97180*-AY-3	WILM (AMER AIR) SER A SEC2 NT #H1	1		4	261,668		83,0000	241,316	290,742		261,720	(16)		2.675	7.169	AO	1,858	7,777	03/07/1991	04/05/2007
97180*-AZ-5	WILM (AMER AIR) SER A SEC2 NT #A1	1		4	217,958		83,0000	186,500	224,699		217,984	(6)		3.363	4.170	AO	1,532	7,557	03/07/1991	10/18/2009
97180*-BA-3	WILM (AMER AIR) SER A SEC2 NT #A2	1		4	217,958		83,0000	186,500	224,699		217,984	(6)		3.363	4.170	AO	1,532	7,557	03/07/1991	10/18/2009
97180*-BB-1	WILM (AMER AIR) SER A SEC2 NT #A3	1		4	217,958		83,0000	186,500	224,699		217,984	(6)		3.363	4.170	AO	1,532	7,557	03/07/1991	10/18/2009
974272-AB-2	WINN-DIXIE PTC SER 1999-1 A2	1		4FE	500,000		80,0000	400,000	500,000		500,000			8.181	8.322	MON	3,409	40,905	08/11/1999	09/01/2024
4099999	Industrial and Miscellaneous - Single Class Mortgage-Backed/Asset-Backed Securities				11,827,349	XXX	13,568,946	15,436,968	11,768,944	925,100	(59,225)			XXX	XXX	XXX	325,457	440,476	XXX	XXX
	Defined Multi-Class Residential (DR)																			
161551-BH-8	CHASE FUNDING MTG LN 1999-3 M1		2	1FE	2,379,233		102,3290	2,313,202	2,260,554		2,270,196	12,938		7.844	5.589	MON	14,776	177,225	06/01/2002	07/25/2029
69348R-PF-7	PNC MORTGAGE SECS 1999-8 1A4		2	1FE	1,018,203		100,0000	1,077,464	1,077,464		1,065,259	26,397		6.750	7.967	MON	6,061	72,729	11/04/1999	08/25/2029
4199999	Industrial and Miscellaneous - Defined Multi-Class Residential Mortgage-Backed Securities				3,397,436	XXX	3,390,666	3,338,018	3,335,455		39,335			XXX	XXX	XXX	20,837	249,954	XXX	XXX
	Other Multi-Class Residential (OR)																			
124860-CC-9	C-BASS LLC TR CERT SER 99-3 M1		2	1FE	671,774		97,2970	676,226	695,013		674,113	447		7.312	7.740	MON	4,235	49,099	07/09/1999	01/28/2029
124860-CD-7	C-BASS LLC TR CERT SER 99-3 M2		2	1FE	1,502,710		96,5310	1,515,466	1,569,922		1,509,785	1,347		7.312	7.858	MON	9,566	110,906	07/09/1999	01/28/2029
124860-CE-5	C-BASS LLC TR CERT SER 99-3 M3		2	1FE	485,060		95,9690	488,641	509,166		487,632	490		7.312	7.914	MON	3,103	35,969	07/09/1999	01/28/2029
172921-AL-2	CITICORP MORTGAGE 1987-10		2	1FE	608,737		100,0000	608,737	608,737		608,737			10.000	10.211	MON	5,073	60,197	12/01/2002	07/01/2017
36157D-AE-6	GE CAP MTG 1999-HE3 A5		2	1FE	2,259,966		101,2970	2,155,563	2,127,966		2,245,531	(5,875)		7.795	7.185	MON	13,823	165,891	06/01/2002	10/25/2029
805564-EK-3	SAXON 1999-3 MF2		2	1FE	8,151,785		100,4530	8,190,439	8,153,496		8,110,466	(1,801)		8.285	8.302	MON	56,293	675,059	10/01/2004	12/25/2029
805564-GD-8	SAXON 2000-3 AF5		2	1FE	1,267,633		103,4300	1,225,697	1,185,049		1,257,806	(4,002)		7.850	7.135	MON	7,752	92,956	06/01/2002	12/25/2030
4299999	Industrial and Miscellaneous - Other Multi-Class Residential Mortgage-Backed Securities				14,947,665	XXX	14,860,769	14,849,349	14,894,070		(9,394)			XXX	XXX	XXX	99,845	1,190,077	XXX	XXX
	Defined Multi-Class Commercial (DC)																			
161581-DD-2	CHASE MANHATTAN AUTO OWNER TR 2003-C A3		2	1FE	19,998,710		99,1880	19,837,500	20,000,000		19,999,050	323		2.260	2.274	MON	20,089	450,744	12/09/2003	11/15/2007
17305E-BH-7	CCCIT 2003-A2		2	1FE	20,079,688		99,7340	19,946,880	20,000,000		20,058,695	(19,876)		2.700	2.506	JJ	249,000	540,000	12/03/2003	01/15/2008
17305E-BR-5	CCCIT 2003-A5		2	1FE	20,093,750		99,2970	19,859,380	20,000,000		20,054,996	(38,754)		2.500	2.277	AO	116,667	500,000	01/30/2004	04/07/2008
25466K-AY-5	DISCOVER CARD MASTER TR I 1996-3 A		2	1FE	14,182,916		103,2810	13,612,475	13,180,000		13,706,468	(465,962)		6.050	2.418	FA	301,236	797,390	12/11/2003	08/18/2008
33901H-BJ-1	FLEET CREDIT CARD MASTER TR 2003-A		2	1FE	20,109,375		99,4220	19,884,380	20,000,000		20,058,745	(50,630)		2.400	2.123	MON	21,333	440,000	01/28/2004	07/15/2008
43812C-AD-3	HONDA AUTO RECEIVABLES OWNER TR 2003-1 A4		2	1FE	10,032,813		98,9220	9,892,190	10,000,000		10,017,616	(15,196)		2.480	2.318	MON	8,956	227,333	01/29/2004	07/18/2008
43812C-AD-4	HONDA AUTO RECEIVABLES OWNER TR 2003-3 A4		2	1FE	19,934,375		98,6090	19,721,880	20,000,000		19,947,090	12,396		2.770	2.981	MON	15,389	554,000	12/03/2003	11/21/2008
4399999	Industrial and Miscellaneous - Defined Multi-Class Commercial Mortgage-Backed Securities				124,431,627	XXX	122,754,685	123,180,000	123,842,660		(577,699)			XXX	XXX	XXX	732,670	3,509,467	XXX	XXX
4599999	Total - Industrial and Miscellaneous Bonds				7,241,488,256	XXX	7,947,523,914	7,460,869,000	7,161,020,062	925,100	3,892,950		6,028,887	XXX	XXX	XXX	118,100,935	445,678,746	XXX	XXX
5399999	Total - Parent, Subsidiaries and Affiliates Bonds					XXX								XXX	XXX	XXX			XXX	XXX
5499999	Total - Issuer Obligations				9,253,261,667	XXX	10,048,161,845	12,913,904,055	9,246,662,573	(2,634,892)	47,884,191		6,028,887	XXX	XXX	XXX	140,251,753	517,275,379	XXX	XXX
5599999	Total - Single Class Mortgage-Backed/Asset-Backed Securities				291,677,485	XXX	295,819,940	294,789,826	291,581,061	925,100	(82,302)			XXX	XXX	XXX	1,612,046	9,940,099	XXX	XXX
5699999	Total - Defined Multi-Class Residential Mortgage-Backed Securities				1,411,503,069	XXX	1,545,243,954	1,492,943,111	1,423,108,217		10,520,951			XXX	XXX	XXX	7,774,705	87,132,370	XXX	XXX
5799999	Total - Other Multi-Class Residential Mortgage-Backed Securities				14,947,665	XXX	14,860,769	14,849,349	14,894,070		(9,394)			XXX	XXX	XXX	99,845	1,190,077	XXX	XXX
5899999	Total - Defined Multi-Class Commercial Mortgage-Backed Securities				136,589,705	XXX	134,428,685	134,405,000	135,699,424		(864,961)			XXX	XXX	XXX	959,041	4,188,580	XXX	XXX
5999999	Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					XXX								XXX	XXX	XXX			XXX	XXX
6099999	Totals				11,107,979,591	XXX	12,038,515,193	14,850,891,341	11,111,945,345	(1,709,792)	57,448,485		6,028,887	XXX	XXX	XXX	150,697,390	619,726,505	XXX	XXX

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 2 - SECTION 1

Showing All PREFERRED STOCKS Owned December 31 of Current Year

1 CUSIP Identi- fication	2 Description	Codes		5 Number of Shares	6 Par Value Per Share	7 Rate Per Share	8 Book/ Adjusted Carrying Value	Fair Value		11 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value					20 NAIC Desig- nation	21 Date Acquired																	
		3 Code	4 For- eign					9 Rate Per Share Used to Obtain Fair Value	10 Fair Value		12 Declared but Unpaid	13 Amount Received During Year	14 Nonadmitted Declared But Unpaid	15 Unrealized Valuation Increase/ (Decrease)	16 Current Year's (Amor- tization) Accretion	17 Current Year's Other Than Temporary Impairment Recognized	18 Total Change in Book/Adjusted Carrying Value (15 + 16 - 17)	19 Total Foreign Exchange Change in Book/ Adjusted Carrying Value																			
Public Utilities (unaffiliated)																																					
913260-96-4	UNITIL ENERGY SYSTEMS CUM PRFD 8.750%			1,965,000	100.00		196,500	100.000	196,500	196,500									P2UZ	04/03/1974																	
6199999. Total - Preferred Stock - Public Utilities																				196,500	XXX	196,500	196,500													XXX	XXX
Banks, Trust & Insurance Companies																																					
000000-00-0	ASSISTGUIDE INC SER A PRFD			333,333,000	1.00		250,000	0.750	250,000	250,000									P3UZ	06/25/2003																	
050102-2#-8	AT YOUR BUSINESS.COM SER C CONV PRFD			2,111,932,000	1.00	0.010	21,119	0.010	21,119	21,119									PSUZ	08/01/2000																	
052668-20-9	AUTHORIA SER C CONV PRFD			640,205,000	1.00		358,515	0.560	358,515	358,515									P2UZ	05/01/2004																	
08179F-2#-0	BENEFITPOINT INC SER B CONV PRFD			227,902,010	1.00		1	0.001	228	1									P6UZ*	10/30/2000																	
45073#-11-1	ULTRALINK INC SER C CONV PRFD			1,633,987,000	1.00		1,250,000	0.770	1,258,170	1,250,000									P3UZ	07/07/2000																	
893473-AC-2	TRANSAMERICA CAPITAL III			6,120,000,000	1.00		6,198,596	1.280	7,834,396	6,198,596									RP1L	11/15/2004																	
6299999. Total - Preferred Stock - Banks, Trust and Insurance Companies																				8,078,231	XXX	9,722,428	8,078,231													XXX	XXX
6599999 - Total Preferred Stocks																				8,274,731	XXX	9,918,928	8,274,731													XXX	XXX

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 2 - SECTION 2

Showing All COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identifi- cation	2 Description	Codes		5 Number of Shares	6 Book/ Adjusted Carrying Value	Fair Value		9 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value				17 NAIC Market Indicator (a)	18 Date Acquired
		3 Code	4 For- eign			7 Rate Per Share Used to Obtain Fair Value	8 Fair Value		10 Declared but Unpaid	11 Amount Received During Year	12 Nonadmitted Declared But Unpaid	13 Unrealized Valuation Increase/ (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in Book/Adjusted Carrying Value (13 - 14)	16 Total Foreign Exchange Change in Book/Adjusted Carrying Value		
Banks, Trust & Insurance Companies																	
000000-00-0	ASSUREX DEVELOPMENT CORP COMMON			244,130	929,461	3,807,240	929,461	929,442				19		19		U	09/14/2004
6799999. Total - Common Stock - Banks, Trust and Insurance Companies					929,461	XXX	929,461	929,442				19		19		XXX	XXX
Industrial & Miscellaneous																	
001765-96-5	AMR CORP			4,546,000	49,779	10,950	49,779	126,734				(9,092)		(9,092)		L	04/30/2003
146219-10-0	CARTER DAY INDUSTRIES INC			82,510,000				15,000								U	03/25/1988
302051-12-3	EXIDE CORP WARRANTS			36,000												L	10/20/2004
302051-20-6	EXIDE CORP COMMON			14,000												L	10/20/2004
60975R-10-5	MONOGENESIS CORPORATION			1,000												U	12/04/2000
62704#-9A-5	MURRAY ENERGY CORP MEC WARRANT			201,000				2								U	10/31/2003
62704#-9B-3	MURRAY ENERGY CORP CRI WARRANT			200,000				2								U	10/31/2003
67035P-10-2	NUCYCLE THERAPY INC			215,000				2								U	05/01/2000
6899999. Total - Common Stock - Industrial and Miscellaneous					49,779	XXX	49,779	141,740				(9,092)		(9,092)		XXX	XXX
Parents, Subsidiaries & Affiliates																	
37228#-10-4	GENEX SVCS INC			1,000,000	164,419,644		164,419,644	160,000,000				13,296,282		13,296,282		U	05/30/2003
74401#-10-6	PROVIDENT LIFE AND ACCIDENT INS			1,759,319,000	51,344,687		51,344,687	34,770,911		2,800,000		10,444,502		10,444,502		U	12/31/2000
6999999. Total - Common Stock - Parent, Subsidiaries and Affiliates					215,764,331	XXX	215,764,331	194,770,911		2,800,000		23,740,784		23,740,784		XXX	XXX
7299999 - Total Common Stocks																	
7399999 - Total Preferred and Common Stocks					216,743,571	XXX	216,743,571	195,842,093		2,800,000		23,731,711		23,731,711		XXX	XXX
					225,018,302	XXX	226,662,499	204,116,824		2,800,000		23,731,711	614,255	23,117,456		XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues8 , the total \$ value (included in Column 8) of all such issues \$216,693,792

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
BONDS								
US Governments								
3136F4-6D-1	FANNIE MAE AGENCY DEBS 2.210% 02/17/06		01/30/2004	FIRST TENNESSEE		24,987,500	25,000,000	
0399999. Bonds - U.S. Governments						24,987,500	25,000,000	
All other Governments								
135087-VU-5	CANADA GOVT OF TREASURY NTS 7.000% 12/01/06	C.	09/29/2004	Provident Life and Accident		6,950,879	6,444,950	148,322
135087-WR-1	CANADA GOVT OF BDS 5.500% 06/01/09	C.	09/29/2004	Provident Life and Accident		1,482,653	1,388,382	25,105
1099999. Bonds - All Other Governments						8,433,532	7,833,332	173,427
Special Revenue & Assessment								
31339D-40-8	FHLMC 2411 ZE 6.500% 02/15/32		12/01/2004	Interest Capitalization		2,639,819	2,639,819	
31339D-MZ-8	FHLMC 2420 Z 6.500% 02/15/32		12/01/2004	Interest Capitalization		1,508,468	1,508,468	
31339G-BY-6	FHLMC 2369 Z 6.500% 10/15/31		12/01/2004	Interest Capitalization		2,312,127	2,312,127	
31339N-G2-6	FHLMC 2413 Z 6.500% 02/15/32		12/01/2004	Interest Capitalization		754,234	754,234	
31339N-Y5-9	FHLMC 2427 EZ 6.500% 03/15/32		12/01/2004	Interest Capitalization		5,626,280	5,626,280	
3133TK-2F-6	FHLMC FHR 2134 ZD 6.500% 03/15/29		12/01/2004	Interest Capitalization		1,822,422	1,822,422	
3133TK-B5-8	FHLMC REMIC FHR 2136 ZC 6.500% 03/15/29		12/01/2004	Interest Capitalization		2,733,633	2,733,633	
3133TK-DV-9	FHLMC FHR 2145 KZ 6.500% 04/15/29		12/01/2004	Interest Capitalization		913,099	913,099	
3133TL-M9-6	FHLMC 2173 ZA 6.000% 07/15/29		08/01/2004	Interest Capitalization		750,393	750,393	
3133TP-5X-3	FHLMC FHR 2235 CZ 7.000% 06/15/30		09/01/2004	Interest Capitalization		1,171,015	1,171,015	
3133TP-6L-8	FHLMC FHR 2235 KZ 6.500% 06/15/30		12/01/2004	Interest Capitalization		1,428,404	1,428,404	
3133TP-B7-3	FHLMC FHR 2237 Z 7.000% 05/15/29		12/01/2004	Interest Capitalization		922,936	922,936	
3133TR-5P-6	FHLMC 2280 Z 6.000% 01/15/31		12/01/2004	Interest Capitalization		1,028,180	1,028,180	
3133TV-N6-9	FHLMC FHR 2440 Z 6.500% 04/15/32		12/01/2004	Interest Capitalization		1,865,322	1,865,322	
3133TV-NP-7	FHLMC 2433 EZ 6.500% 04/15/32		12/01/2004	Interest Capitalization		1,492,258	1,492,258	
3133TV-UR-5	FHLMC 2434 Z 6.500% 04/15/32		12/01/2004	Interest Capitalization		4,290,242	4,290,242	
31359L-3W-3	FNMA 1996-10 Z 6.500% 04/25/26		01/01/2004	Various		936,464	936,464	
31359N-UY-5	FNMA 1997-16 ZB 7.000% 02/01/27		03/29/2004	Paul Revere Life		12,899,213	12,300,728	68,280
31359S-4L-1	FNMA 2001-27 ZB 6.500% 06/25/31		12/01/2004	Interest Capitalization		1,464,214	1,464,214	
31359W-FC-0	FNMA FNR 1999-34 ZG 6.500% 07/25/29		09/01/2004	Interest Capitalization		867,027	867,027	
31359X-DV-8	FNMA 1999-M5 Z 6.970% 08/17/39		12/01/2004	Interest Capitalization		3,029,946	3,029,946	
31359X-FT-1	FNMA 1999-56 Z 7.000% 12/18/29		09/01/2004	Interest Capitalization		540,211	540,211	
31359X-SN-0	FNMA FNR 2000-2 Z 7.000% 02/25/30		12/01/2004	Interest Capitalization		950,171	950,171	
31359X-ZH-5	FNMA FNR 2000-5 ZA 6.500% 03/25/30		10/01/2004	Various		20,884,962	18,988,969	103,694
313920-A2-6	FNMA 2001-42 ZG 6.500% 09/25/31		12/01/2004	Interest Capitalization		2,337,243	2,337,243	
313920-SH-4	FNMA 2001-35 Z 6.000% 08/25/31		12/01/2004	Interest Capitalization		1,211,696	1,211,696	
313920-TW-0	FNMA 2001-35 ZB 6.500% 08/25/31		12/01/2004	Interest Capitalization		516,979	516,979	
31392B-66-6	FNMA 2002-10 ZG 6.500% 03/25/32		12/01/2004	Interest Capitalization		1,562,342	1,562,342	
31392B-X0-4	FNMA 2002-2 QZ 6.000% 02/25/32		12/01/2004	Interest Capitalization		1,383,497	1,383,497	
31392C-JG-0	FNMA 2002-18 ZA 6.500% 04/25/32		12/01/2004	Interest Capitalization		2,775,631	2,775,631	
31392K-K5-4	FHLMC 2453 KZ 6.500% 05/15/32		12/01/2004	Interest Capitalization		1,335,797	1,335,797	
31392M-U3-4	FHLMC 2463 ZA 6.000% 06/15/32		12/01/2004	Interest Capitalization		1,669,911	1,669,911	
31392R-2E-0	FHLMC 2474 ZB 6.000% 07/15/32		12/01/2004	Interest Capitalization		1,342,709	1,342,709	
31392R-MA-6	FHLMC 2470 Z 6.000% 07/15/32		12/01/2004	Interest Capitalization		3,960,993	3,960,993	
31392X-YC-6	FHLMC 2524 TZ 5.500% 11/15/32		12/01/2004	Interest Capitalization		921,887	921,887	
31393G-V3-5	FHLMC 2533 Z 5.500% 12/15/32		12/01/2004	Interest Capitalization		3,575,382	3,575,382	
31393J-6C-7	FHLMC 2556 KZ 5.500% 01/15/33		12/01/2004	Interest Capitalization		1,779,535	1,779,535	
31394L-VL-3	FHLMC 2707 Z 5.000% 10/15/30		12/01/2004	Various		12,850,325	13,827,596	17,070
31394X-ZT-6	FHLMC 2800 BC 4.500% 05/15/24		11/08/2004	FIRST TENNESSEE		16,493,370	17,488,000	39,348
31405M-HX-8	FNMA POOL 793246 5.000% 05/11/14		11/05/2004	UBS WARBURG		31,755,000	32,000,000	62,222
31406A-RN-4	FNMA POOL 804293 5.000% 11/01/34		10/26/2004	Various		68,754,320	69,003,000	134,172
31406A-RX-2	FNMA POOL 804302 5.000% 11/01/34		10/26/2004	SALOMON SMITH BARNEY		10,954,217	10,998,900	21,387
31406B-ZL-7	FNMA POOL 805447 5.000% 11/01/34		11/05/2004	UBS WARBURG		17,862,187	18,000,000	35,000
38373R-N7-0	FNMA 2001-54 Z 6.500% 11/20/31		12/01/2004	Various		31,884,018	30,531,277	163,601
38373T-M6-9	GNMA 2002-4 Z 6.500% 01/16/32		12/01/2004	Various		13,193,533	12,687,931	61,999
3837H2-HK-8	GNMA 1999-23 Z 6.500% 06/20/29		05/01/2004	Various		35,867,221	34,384,186	183,254
677071-AC-6	OHANA MILITARY CMNTYS LLC NTS 6.193% 04/01/49		04/22/2004	LEHMAN BROTHERS		5,000,000	5,000,000	
911760-MJ-2	VA VENDEE 1991-1 2Z 6.500% 12/15/28		12/01/2004	Interest Capitalization		916,147	916,147	
911760-NF-9	VA VENDEE 1999-3 Z 6.500% 10/15/29		12/01/2004	Interest Capitalization		2,184,926	2,184,926	
911760-NR-3	VA VENDEE 2000-1 2Z 7.250% 01/15/30		12/01/2004	Interest Capitalization		14,767,860	13,858,799	78,836
3199999. Bonds - Special Revenues						359,687,767	355,590,926	968,863
Public Utilities (unaffiliated)								
001192-AD-5	AGL CAPITAL CORPORATION BDS 6.000% 10/01/34		10/19/2004	CREDIT SUISSE/FIRST BOSTON		9,499,430	9,500,000	39,583
010392-EK-0	ALABAMA POWER CO BDS 5.125% 02/15/19		02/10/2004	WACHOVIA		14,930,250	15,000,000	
02360F-AA-4	UNION ELECTRIC CO 1ST MTG 5.100% 10/01/19		10/07/2004	LEHMAN BROTHERS		23,854,410	24,000,000	25,500

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
037735-BZ-9	APPALACHIAN POWER BDS 5.950% 05/15/33		05/04/2004	CREDIT SUISSE/FIRST BOSTON		3,766,880	4,000,000	113,711
048303-CC-3	ATLANTIC CITY ELECTRIC CO 1ST MTG 5.800% 05/15/34		04/01/2004	Various		9,969,300	10,000,000	
05379B-AH-0	AVISTA CORP 1ST MTG 5.450% 12/01/19		11/29/2004	GOLDMAN SACHS		22,902,770	23,000,000	13,625
195869-AJ-1	COLONIAL PIPELINE 144A SR NTS 6.580% 08/28/32		04/14/2004	UBS WARBURG		2,571,507	2,385,000	22,232
202798-C8-1	COMMONWEALTH ELECTRIC SR NTS 7.980% 03/30/13		09/01/2004	Provident Life and Accident		15,030,687	12,500,000	418,396
210518-C8-0	CONSUMERS ENERGY CO 144A 1ST MTG 5.500% 08/15/16		08/11/2004	Various		11,942,760	12,000,000	
266228-CS-2	DUQUESNE LIGHT 1ST MTG 5.700% 05/15/14		05/13/2004	Various		20,944,000	21,000,000	
283695-BE-3	EL PASO NATURAL GAS DEBS 7.500% 11/15/26		11/30/2004	SALOMON SMITH BARNEY		2,050,000	2,000,000	7,500
373334-FX-4	GEORGIA POWER CO MTN FLT 2.480% 02/17/09		02/12/2004	GOLDMAN SACHS		20,000,000	20,000,000	
461070-AD-6	INTERSTATE P&L CO BDS 6.300% 05/01/34		08/02/2004	MERRILL LYNCH		5,046,600	5,000,000	77,875
66526H-AR-9	NO INDIANA PUB SVC (NiSource) MTN 7.350% 07/08/13		09/01/2004	Provident Life and Accident		8,625,000	7,500,000	116,375
665789-AV-5	NORTHERN STATES PIW-WISC SR NTS 5.250% 10/01/18		05/06/2004	CREDIT SUISSE/FIRST BOSTON		9,490,000	10,000,000	58,333
694308-GE-1	PACIFIC GAS AND ELEC 1ST MTG 6.050% 03/01/34		03/18/2004	UBS WARBURG		14,926,800	15,000,000	
842400-ES-8	SO CALIF EDISON 1ST MTG 6.000% 01/15/34		04/02/2004	Various		14,998,700	15,000,000	154,167
842400-ET-6	SO CALIF EDISON MTN FLT 2.353% 01/13/06		01/07/2004	SALOMON SMITH BARNEY		6,000,000	6,000,000	
882440-AS-9	TEXAS GAS TRANSMISSION NTS 4.600% 06/01/15		04/21/2004	UBS WARBURG		2,819,370	3,000,000	55,583
902690-AL-3	UGI CORP NTS 6.133% 10/15/34		10/12/2004	WACHOVIA		11,039,930	11,000,000	1,874
976656-BW-7	WISC ELECTRIC POWER NTS 5.625% 05/15/33		07/27/2004	J P MORGAN CHASE		5,732,902	6,100,000	71,484
05534Z-AC-0	BC GAS UTILITY LTD MTN SER D 6.200% 06/02/08	C.	09/29/2004	Provident Life and Accident		5,815,441	5,435,500	109,872
05534Z-AF-3	BC GAS UTILITY LTD MTN 6.950% 09/21/29	C.	09/29/2004	Provident Life and Accident		18,050,989	16,955,654	25,829
66990Z-BC-8	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/23	C.	09/29/2004	Provident Life and Accident		842,130	2,950,700	
66990Z-BD-6	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/24	C.	09/29/2004	Provident Life and Accident		787,542	2,950,700	
66990Z-BE-4	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/25	C.	09/29/2004	Provident Life and Accident		737,085	2,950,700	
66990Z-BF-1	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/26	C.	09/29/2004	Provident Life and Accident		689,579	2,950,700	
66990Z-BG-9	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/27	C.	09/29/2004	Provident Life and Accident		645,023	2,950,700	
66990Z-BH-7	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/28	C.	09/29/2004	Provident Life and Accident		603,418	2,950,700	
89353Z-AP-3	TRANS-CANADA PIPELINES MTN 8.290% 02/05/26	C.	09/29/2004	Provident Life and Accident		7,743,258	6,212,000	77,599
3899999. Bonds - Public Utilities						272,055,761	280,292,354	1,389,538
Industrial & Miscellaneous								
022249-AU-0	ALUMINUM COMPANY OF AMERICA NTS 6.750% 01/15/28		07/13/2004	CREDIT SUISSE/FIRST BOSTON		5,485,250	5,000,000	937
02406P-AE-0	AMERICAN AXLE & MFG SR NTS 5.250% 02/11/14		02/05/2004	Various		9,986,100	10,000,000	
054937-AE-7	BB AND T CORPORATION SUB NTS 5.200% 12/23/15		05/06/2004	BANK OF AMERICA		6,701,730	7,000,000	139,533
05565E-C*4	BMW US CAPITAL LLC SR NT 5.940% 12/07/34		10/07/2004	ROYAL BANK OF SCOTLAND		20,000,000	20,000,000	
05577#-AC-2	BTM CAP CORP SER A 7.860% 03/03/13		12/22/2004	Exchange		6,673,147	6,400,000	
05577#-AD-0	BTM CAP CORP SER B 7.860% 03/03/13		12/22/2004	Exchange		1,334,629	1,280,000	
05577#-AE-8	BTM CAP CORP SER C 7.860% 03/03/13		12/22/2004	Exchange		333,657	320,000	
060505-BG-8	BANKAMERICA CORPORATION SUB NTS 5.250% 12/01/15		05/05/2004	BANK OF AMERICA		9,688,100	10,000,000	250,833
079860-AE-2	BELLSOUTH CORP NTS 6.550% 06/15/34		06/22/2004	Various		5,962,020	6,000,000	
079860-AH-5	BELLSOUTH CORP MTN FLT 2.415% 11/15/07		11/16/2004	BANK OF AMERICA		9,503,800	9,500,000	2,549
097023-AK-1	BOEING COMPANY DEB 7.875% 04/15/43		06/01/2004	Paul Revere Life		23,171,600	20,000,000	201,250
102183-AK-6	BOWATER INC NTS 6.500% 08/15/13		05/12/2004	Various		5,682,000	6,000,000	145,889
105108-AC-4	BRAMBLES USA INC SER C SR NT 5.940% 08/04/16		06/18/2004	ROYAL BANK OF SCOTLAND		20,000,000	20,000,000	
118230-AD-3	BUCKEYE PARTNERS NTS 5.300% 10/15/14		10/06/2004	Various		4,985,750	5,000,000	
120568-AM-2	BUNGE LTD FINANCE CORP NTS 5.350% 04/15/14		04/15/2004	J P MORGAN CHASE		14,749,500	15,000,000	15,604
126304-AG-9	CSC HOLDINGS INC DEBS 7.875% 02/15/18		05/07/2004	Various		1,976,250	2,000,000	38,063
126304-AK-0	CSC HOLDINGS INC NTS 7.625% 07/15/18		05/24/2004	Various		1,900,000	2,000,000	53,799
126304-AQ-7	CSC HOLDINGS INC 144A SR NTS 6.750% 04/15/12		04/23/2004	J P MORGAN CHASE		4,002,500	4,000,000	13,125
12686C-AV-1	CABLEVISION SYSTEMS CORP 144A SR NTS 8.000% 04/15/12		03/30/2004	Various		3,000,000	3,000,000	
141781-AD-6	CARGILL INC DEBS 6.875% 02/01/36		06/01/2004	Paul Revere Life		16,318,050	15,000,000	343,750
149123-BF-7	CATERPILLAR INC NTS 6.625% 07/15/28		07/27/2004	J P MORGAN CHASE		10,779,300	10,000,000	27,604
162456-AM-9	CHATTEM INC SR SUB NTS 7.000% 03/01/14		08/26/2004	Various		2,956,250	3,000,000	84,000
170032-AP-1	CHIQUITA BRANDS 144A SR NTS 7.500% 11/01/14		11/02/2004	Various		4,618,750	4,500,000	26,146
17305E-BR-5	CCOIT SER 2003-A5 2.500% 04/07/08		01/30/2004	J P MORGAN CHASE		20,093,750	20,000,000	162,500
189054-AG-4	CLOROX COMPANY 144A MTN FLT 2.544% 12/14/07		11/30/2004	Various		15,000,000	15,000,000	
197677-AG-2	COLUMBIA/HCA HEALTHCARE CORP NTS 7.690% 06/15/25		09/29/2004	LEHMAN BROTHERS		1,056,600	1,000,000	23,284
197670-AQ-8	COLUMBIA/HCA HEALTHCARE NTS 7.580% 09/15/25		09/08/2004	UBS WARBURG		2,598,937	2,505,000	93,885
197670-AS-4	COLUMBIA/HCA HEALTHCARE NTS 7.750% 07/15/36		09/08/2004	UBS WARBURG		3,157,500	3,000,000	37,458
200339-AD-1	COMERICA BANK SUB NTS 7.125% 12/01/13		06/01/2004	Paul Revere Life		2,215,060	2,000,000	71,250
235811-AJ-5	DANA CORP NTS 7.000% 03/15/28		11/23/2004	CIBC		5,100,000	5,000,000	71,944
235811-AL-0	DANA CORP NTS 7.000% 03/01/29		12/01/2004	Various		8,561,580	9,190,000	150,650
242361-AB-9	DEAN FOODS COMPANY SR NTS 6.900% 10/15/17		07/12/2004	Various		18,575,375	18,350,000	109,394
2515E0-AA-7	DEUTSCHE BK FINL LLC NTS 5.375% 03/02/15		05/03/2004	DEUTSCHE BANK		14,986,350	15,000,000	167,969
25468P-BW-5	WALT DISNEY CO SR NTS 7.000% 03/01/32		07/28/2004	CREDIT SUISSE/FIRST BOSTON		4,289,680	4,000,000	117,444
256605-AN-6	DOLE CO GTD NTS 7.250% 06/15/10		04/21/2004	Various		5,123,750	5,000,000	127,882
27876G-AQ-1	ECHOSTAR DEBS NTS 6.375% 10/01/11		09/02/2004	Various		4,035,000	4,000,000	110,854

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
27876G-AJ-6	ECHOSTAR DEBS NTS 6.625% 10/01/14		09/21/2004	CREDIT SUISSE/FIRST BOSTON		4,955,100	5,000,000	
29333*-AA-5	ENHANCED ALABAMA ISSUER LLC SER 2004 NTS 7.800% 03/01/14		02/02/2004	BEAR STEARNS		2,923,977	2,923,977	
29334*-AA-4	ENHANCED CAP DISTRICT FUND LLC SER A SR NT 8.060% 03/01/13		11/16/2004	BEAR STEARNS		7,824,726	7,824,726	
293791-AK-5	ENTERPRISE PRODUCTS PRNTS LP NTS 6.650% 10/15/34		09/24/2004	Various		9,980,340	10,000,000	
31410H-AJ-0	FEDERATED DEPT STORES BDS 6.790% 07/15/27		12/01/2004	CREDIT SUISSE/FIRST BOSTON		12,481,204	11,644,000	309,662
31428X-AK-2	FEDERAL EXPRESS FLT 2.380% 04/01/05		03/22/2004	J P MORGAN CHASE		15,000,000	15,000,000	
316773-AD-2	FIFTH THIRD BANCORP SUB NTS 4.500% 06/01/18		04/29/2004	LEHMAN BROTHERS		19,506,390	21,500,000	397,438
33901H-BJ-1	FLEET CREDIT CARD MASTER TRUST SER 2003A 2.400% 07/15/08		01/28/2004	J P MORGAN CHASE		20,109,375	20,000,000	22,667
35687M-AE-7	FREESCALE SEMICONDUCTOR SR NTS 6.875% 07/15/11		07/16/2004	J P MORGAN CHASE		2,000,000	2,000,000	
35687M-AF-4	FREESCALE SEMICONDUCTOR SR NTS 7.125% 07/15/14		10/25/2004	SALOMON SMITH BARNEY		3,150,000	3,000,000	57,594
37247D-AB-2	GENWORTH FINANCIAL INC NTS 6.500% 06/15/34		07/09/2004	Various		10,223,800	10,000,000	52,361
377372-AB-3	GLAXOSMITHKLINE CAP INC NTS 5.375% 04/15/34		07/27/2004	J P MORGAN CHASE		9,137,100	10,000,000	170,208
38141E-JE-0	GOLDMAN SACHS GROUP INC MTN FLT 2.200% 01/09/07		01/06/2004	GOLDMAN SACHS		20,000,000	20,000,000	
404119-AJ-8	HCA - THE HEALTHCARE CO NTS 7.500% 11/06/33		09/29/2004	LEHMAN BROTHERS		1,053,750	1,000,000	30,833
41076B-AG-0	HANOVER COMPRESS CO SR NTS 9.000% 06/01/14		05/25/2004	J P MORGAN CHASE		1,000,000	1,000,000	
43812C-AD-3	HONDA AUTO RECEIVABLES OWNER T SER 2003-1 A4 2.480% 07/18/08		01/29/2004	SALOMON SMITH BARNEY		10,032,813	10,000,000	10,333
44643T-AD-9	HUNTINGTON NATIONAL BANK NTS 5.375% 02/28/19		02/10/2004	SALOMON SMITH BARNEY		9,968,600	10,000,000	
459200-AN-1	INTERNATIONAL BUSINESS MACHINE DEB 7.000% 10/30/45		06/01/2004	Paul Revere Life		18,629,760	16,000,000	96,444
462846-AC-0	IRON MOUNTAIN INC CO GTD 6.625% 01/01/16		04/28/2004	Various		5,685,000	6,000,000	131,396
46625H-BY-5	JP MORGAN CHASE & CO MTN FLT 2.320% 10/02/09		11/12/2004	CREDIT SUISSE/FIRST BOSTON		30,039,900	30,000,000	88,200
46648E-AC-3	J.M. HUBER CORPORATION SER C SR NT 7.390% 10/30/22		09/24/2004	Centre Reinsurance		9,045,120	8,000,000	236,480
46648E-AN-9	J.M. HUBER CORPORATION SR NT 6.110% 01/06/19		01/06/2004	L F ROTHSCHILD		15,000,000	15,000,000	
478165-AF-0	SC JOHNSON & SON INC 144A BDS 5.750% 02/15/33		01/02/2004	Various		19,193,869	20,000,000	453,611
482732-AC-8	K2 CORPORATION NTS 7.375% 07/01/14		07/08/2004	Various		2,545,000	2,500,000	4,917
50181Q-AH-1	LCOR ALEXANDRIA LLC SER B ABS 6.800% 09/15/28		07/14/2004	LEHMAN BROTHERS		11,038,900	10,000,000	
502413-AQ-0	L-3 COMMUNICATIONS CORP SR SUB NTS 6.125% 01/15/14		05/26/2004	Various		10,367,500	11,000,000	267,628
521865-AH-8	LEAR CORP 144A BDS 5.750% 08/01/14		12/01/2004	Various		22,499,950	22,500,000	98,229
52517P-XU-0	LEHMAN BROTHERS HOLDINGS MTN FLT 2.630% 11/10/09		11/17/2004	BANK OF AMERICA		10,000,000	10,000,000	18,278
549271-AE-4	LUBRIZOL CORP NTS 5.500% 10/01/14		09/23/2004	SALOMON SMITH BARNEY		13,907,460	14,000,000	
559080-AB-2	MAGELLAN MIDSTREAM PRNTS NTS 5.650% 10/15/16		10/07/2004	LEHMAN BROTHERS		7,990,320	8,000,000	
573284-AA-4	MARTIN MARIETTA MTLN DEBS 7.000% 12/01/25		07/12/2004	UBS WARBURG		5,501,300	5,000,000	42,778
574599-BA-3	MASCO CORP MTN FLT 2.700% 03/09/07		03/02/2004	MERRILL LYNCH		10,000,000	10,000,000	
577778-BD-4	MAY DEPT STORES DEBS 7.875% 08/15/36		06/01/2004	Paul Revere Life		11,549,600	10,000,000	231,875
580135-BY-6	MCDONALDS CORP DEBS 6.375% 01/08/28		04/02/2004	CREDIT SUISSE/FIRST BOSTON		5,696,722	5,250,000	82,742
585515-AD-1	MELLON FUNDING CORP CO GTD 5.000% 12/01/14		05/07/2004	BANK OF AMERICA		6,692,140	7,000,000	156,528
585515-AE-9	MELLON FUNDING CORP BDS 5.500% 11/15/18		04/05/2004	BANK OF AMERICA		5,163,750	5,000,000	116,111
59156R-AJ-7	METLIFE INC SR NTS 6.375% 06/15/34		07/20/2004	SALOMON SMITH BARNEY		10,197,000	10,000,000	88,542
604059-AE-5	MINNESOTA MNG & MFG CO DEBS 6.375% 02/15/28		01/26/2004	CREDIT SUISSE/FIRST BOSTON		2,793,325	2,500,000	72,604
65332V-BD-4	NEXTEL COMMUNICATIONS SR NTS 7.375% 08/01/15		05/14/2004	BANK OF AMERICA		1,950,000	2,000,000	44,250
655044-AA-3	NOBLE ENERGY INC NT 5.250% 04/15/14		04/14/2004	Various		6,964,580	7,000,000	
67088C-AA-5	OMX TIMBER FIN INV LLC 2 144A CO GTD 5.540% 01/29/20		12/13/2004	LEHMAN BROTHERS		3,000,000	3,000,000	
693476-AT-0	PNC FUNDING CORPORATION CO GTD 5.250% 11/15/15		05/12/2004	GOLDMAN SACHS		9,503,800	10,000,000	2,917
69349L-AA-6	PNC BANK NA SUB NTS 5.250% 01/15/17		12/01/2004	GOLDMAN SACHS		9,991,200	10,000,000	
704549-AD-6	PEABODY ENERGY CORP SR NTS 5.875% 04/15/16		05/10/2004	MORGAN STANLEY		6,032,813	6,750,000	30,844
723787-AB-3	PIONEER NATURAL RESOURCE SR GTD 7.200% 01/15/28		04/14/2004	Various		10,478,769	9,550,000	176,540
726505-AB-6	PLAINS E&P COMPANY SR NTS 7.125% 06/15/14		06/18/2004	Various		2,989,560	2,000,000	
72650R-AE-2	PLAINS ALL AMER PIPELINE BDS 144A 5.875% 08/15/16		09/20/2004	Various		19,222,410	19,000,000	60,219
74153Q-AF-9	PRIDE INTERNATIONAL INC SR NTS 7.375% 07/15/14		06/22/2004	SALOMON SMITH BARNEY		1,492,110	1,500,000	
749769-AA-3	RABOBANK CAP TR III 144A PERP BDS 5.254% 12/31/16		10/14/2004	Various		10,000,000	10,000,000	
760719-BB-9	REPUBLIC NEW YORK CORP SUB NTS 7.750% 05/15/09		09/01/2004	Provident Life and Accident		1,139,887	1,000,000	22,819
761042-CF-5	RMT 2000-A A4 Z 6.500% 04/19/29		03/01/2004	Interest Capitalization		628,037	628,037	
78387G-AL-7	SBC COMMUNICATIONS NTS 5.625% 06/15/16		08/11/2004	DEUTSCHE BANK		4,995,300	5,000,000	
78572M-AA-3	SABMILLER PLC 144A BDS 6.625% 08/15/33		04/05/2004	J P MORGAN CHASE		10,829,200	10,000,000	97,535
803111-AM-5	SARA LEE CORP BDS 6.125% 11/01/32		07/13/2004	J P MORGAN CHASE		15,258,300	15,000,000	191,406
806605-AG-6	SCHERING-PLOUGH CORP BDS 6.750% 12/01/33		12/01/2004	LEHMAN BROTHERS		10,995,200	10,000,000	9,375
827048-AK-5	SILGAN CORP SR SUB NTS 6.750% 11/15/13		05/14/2004	MORGAN STANLEY		6,883,750	7,000,000	167,438
834182-AN-7	SOLETRON CORP SR NTS 9.625% 02/15/09		05/19/2004	LEHMAN BROTHERS		2,092,500	2,000,000	52,938
844730-AG-6	SOUTHTRUST CORP NTS 5.800% 06/15/14		05/19/2004	MERRILL LYNCH		21,466,460	21,500,000	
844741-AM-0	SOUTHWEST AIRLINES COMPANY SF PTC A4 9.150% 07/01/16		06/01/2004	Paul Revere Life		7,810,660	6,500,000	247,813
86787G-AC-6	SUNTRUST BANK SUB NTS SER BKNT 5.450% 12/01/17		05/03/2004	Various		22,816,438	22,500,000	484,558
880349-AF-2	TENNECO AUTOMOTIVE INC 144A SR SUB NTS 8.625% 11/15/14		11/18/2004	BANK OF AMERICA		3,122,500	3,000,000	958
89405F-AB-6	TRANSWESTERN HOLDING CO LLC SER B SR NT 5.790% 11/17/16		11/05/2004	MERRILL LYNCH		9,000,000	9,000,000	
89407F-AB-4	TRANSWESTERN PIPELINE CO LLC SER B SR NT 5.540% 11/17/16		11/05/2004	MERRILL LYNCH		12,000,000	12,000,000	
89579K-AF-6	TRIAD HOSPITALS INC SR NTS 7.000% 05/15/12		04/29/2004	Various		5,000,000	5,000,000	
907818-CU-0	UNION PACIFIC RAILROAD NTS 6.250% 05/01/34		04/29/2004	CREDIT SUISSE/FIRST BOSTON		4,922,200	5,000,000	
913017-AT-6	UNITED TECHNOLOGIES NTS 6.700% 08/01/28		01/02/2004	AIG FINANCIAL		18,822,532	17,000,000	493,567

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9	
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	
947075-AA-5	WEATHERFORD INTL INC NTS 4.950% 10/15/13		05/17/2004	UBS WARBURG		4,767,800	5,000,000	24,063	
949746-FS-5	WELLS FARGO COMPANY SUB NTS 4.625% 04/15/14		05/05/2004	UBS WARBURG		18,869,400	20,000,000	87,361	
949746-JD-4	WELLS FARGO COMPANY MTN FLT 2.590% 09/15/09		11/12/2004	SALOMON SMITH BARNEY		26,660,200	26,665,000	92,394	
94977X-AB-5	WFMS 2001-30 A2 6.000% 12/25/31		06/01/2004	Interest Capitalization		172,058	172,058		
984121-BM-4	XEROX CORPORATION SR NTS 7.625% 06/15/13		05/21/2004	Various		2,922,500	3,000,000	101,878	
98412J-BA-1	XEROX CORP DEBS 7.200% 04/01/16		08/30/2004	Various		6,750,000	7,000,000	139,800	
009037-AB-8	AINSWORTH LUMBER SR NT 6.750% 03/15/14	C.	10/22/2004	Various		8,492,500	9,000,000	157,500	
009037-AD-4	AINSWORTH LUMBER SR NT 6.750% 03/15/14	C.	06/30/2004	SALOMON SMITH BARNEY		945,000	1,000,000	1,125	
13645R-AE-4	CANADIAN PACIFIC SR NTS 5.750% 03/15/33	C.	07/28/2004	UBS WARBURG		4,712,000	5,000,000	109,410	
350863-AT-3	407 ETR INTERNATIONAL SER 2000-C1 9.000% 08/15/07	C.	09/29/2004	Provident Life and Accident		8,797,745	7,765,000	86,160	
448055-AB-9	HUSKY ENERGY INC NTS 6.150% 06/15/19	C.	06/25/2004	Various		10,026,000	10,000,000	22,208	
472150-AA-2	JEAN COUTU GROUP PJC INC 144A SR SUB NTS 8.500% 08/01/14	C.	10/19/2004	Various		7,005,000	7,000,000	58,083	
599908-AE-0	MILLAR WESTERN 144A SR NTS 7.750% 11/15/13	C.	09/29/2004	Various		5,681,250	5,500,000	106,885	
60870T-AF-4	MOLSON COMPANIES LTD DEBS 6.700% 06/02/28	C.	09/29/2004	Provident Life and Accident		10,268,606	9,941,530	217,161	
65653R-AG-8	NORSKE SKOG CANADA SR NTS 7.375% 03/01/14	C.	03/11/2004	Various		4,015,000	4,000,000		
74022D-AC-4	PRECISION DRILL NTS 5.625% 06/01/14	C.	05/25/2004	UBS WARBURG		9,979,500	10,000,000		
74925Y-AA-0	RBC CAPITAL TRUST PERP/CALL BDS 7.288% 06/30/10	C.	09/29/2004	Provident Life and Accident		2,405,927	2,135,375	38,800	
77509N-AK-9	ROGERS CABLESYSTEMS SECD NT 5.500% 03/15/14	C.	11/04/2004	UBS WARBURG		18,987,500	20,000,000	151,371	
77509N-AN-3	ROGERS CABLESYSTEMS 144A SECD 6.750% 03/15/15	C.	11/29/2004	J P MORGAN CHASE		3,067,500	3,000,000	1,125	
780087-K4-3	ROYAL BANK OF CANADA CANADIAN DEPOSIT NTS 5.600% 04/22/08	C.	09/29/2004	Provident Life and Accident		4,920,370	4,659,000	114,369	
87971K-AE-7	TEMPEC INC SR NTS 7.750% 03/15/12	C.	11/02/2004	Various		5,950,000	6,000,000	80,278	
884903-AK-1	THOMSON CORP SR NTS 6.500% 07/09/07	C.	09/29/2004	Provident Life and Accident		4,989,323	4,659,000	68,034	
88490Z-AA-2	THOMSON CORP MTN 6.850% 06/01/11	C.	09/29/2004	Provident Life and Accident		8,668,846	7,765,000	174,872	
02364W-AF-2	AMERICA MOVIL SA DE CV COMPANY GTD NT 5.500% 03/01/14	F.	03/02/2004	Various		11,907,600	12,000,000		
06738C-AE-9	BARCLAYS BANK PLC NTS 8.550% 06/15/11	F.	06/01/2004	Paul Revere Life		5,953,000	5,000,000	197,125	
12638V-AC-0	CSN ISLANDS VI CORPORATION SA NT 7.427% 05/03/12	F.	06/03/2004	SALOMON SMITH BARNEY		15,000,000	15,000,000		
33938E-AM-9	FLEXTRONICS INTL 144 A SR SUB NTS 6.250% 11/15/14	F.	11/09/2004	Various		5,000,000	5,000,000		
656531-AF-7	NORSK HYDRO A/S NTS 6.700% 01/15/18	F.	06/25/2004	BEAR STEARNS		16,428,300	15,000,000	463,417	
66567E-AW-5	NORTHERN ROCK PLC 144A NTS 5.600% 04/30/14	F.	05/07/2004	LEHMAN BROTHERS		14,606,650	15,000,000	20,222	
87927V-AF-5	TELECOM ITALIA CO GTD NT 6.375% 11/15/33	F.	09/29/2004	Provident Life and Accident		5,239,850	5,000,000	118,646	
L6466F-AA-5	MONDADORI INTERNATIONAL SA SR NT 5.420% 12/18/13	F.	10/22/2004	MERRILL LYNCH		10,051,500	10,000,000	224,328	
N4345F-AD-9	IBERDROLA INTERNATIONAL BV SER D SR NT 5.920% 08/19/19	F.	06/23/2004	ROYAL BANK OF SCOTLAND		10,000,000	10,000,000		
Q3261F-AL-0	DOWNER EDI LTD SER D SR NT 6.500% 09/01/19	F.	06/23/2004	WEST LB		7,000,000	7,000,000		
Q8815F-AC-0	TABCORP INVESTMENTS NO. 4 PPTY SER C SR NT 5.620% 12/21/19	F.	10/28/2004	BARCLAYS		15,000,000	15,000,000		
Q9194F-AC-9	TRANSURBAN FINANCE COMPANY PPTY SERIES C SR NT 5.470% 12/07/19	F.	10/21/2004	BANK OF AMERICA		10,000,000	10,000,000		
4599999. Bonds - Industrial and Miscellaneous						1,231,144,887	1,213,877,703	10,744,847	
6099997. Total - Bonds - Part 3							1,896,309,447	1,882,594,315	13,276,675
6099998. Total - Bonds - Part 5							4,890,250	5,000,000	100,625
6099999. Total - Bonds							1,901,199,697	1,887,594,315	13,377,300
PREFERRED STOCK									
Banks, Trust & Insurance Companies									
052668-20-9	AUTHORIA CONV PRFD SER C		05/01/2004	Stock Split		36,000,000			
893473-AC-2	TRANSAMERICA CAPITAL III		11/15/2004	Exchange		6,120,000,000	6,198,595		
6299999. Preferred Stocks - Banks, Trust, and Insurance Companies						6,198,595	XXX		
6599997. Total - Preferred Stocks - Part 3						6,198,595	XXX		
6599998. Total - Preferred Stocks - Part 5							53	XXX	
6599999. Total - Preferred Stocks						6,198,648	XXX		
COMMON STOCK									
Banks, Trust & Insurance Companies									
000000-00-0	ASSUREX DEVELOPMENT CORP COMMON STOCK		09/14/2004	DIRECT		244,130	929,443		
6799999. Common Stocks - Banks, Trust and Insurance Companies							929,443	XXX	
Industrial & Miscellaneous									
302051-12-3	EXIDE CORP WARRANTS		10/20/2004	DIRECT		36,000			
302051-20-6	EXIDE CORP COMMON STOCK		10/20/2004	DIRECT		14,000			
6899999. Common Stocks - Industrial and Miscellaneous								XXX	
7299997. Total - Common Stocks - Part 3						929,443	XXX		
7299998. Total - Common Stocks - Part 5							XXX		
7299999. Total - Common Stocks						929,443	XXX		
7399999. Total - Preferred and Common Stocks						7,128,091	XXX		
7499999 - Totals						1,908,327,788	XXX	13,377,300	

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										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
BONDS																				
US Governments																				
3128X0-YK-9	FREDDIE MAC 30-NC 1 0.000% 02/04/33		08/04/2004	Call	14.0734	49,257,015	350,000,000	44,427,009	47,292,112		1,964,903		1,964,903		49,257,015					02/04/2033
312925-6W-5	FREDDIE MAC DEBS 0.000% 10/07/32		04/07/2004	Call	13.9961	61,583,034	440,000,000	55,528,273	60,460,332		1,122,702		1,122,702		61,583,034					10/07/2032
64908P-AA-1	NEW VALLEY GEN 3 (TVA) 5.131% 01/15/21		01/15/2004	Redemption		357,382	357,382	357,382	357,382						357,382				9,169	01/15/2021
912810-CG-1	U S TREASURY BONDS 9.125% 05/15/09		05/15/2004	Call	100.0000	700,000	700,000	696,938	698,805		1,195		1,195		700,000				31,938	05/15/2009
0399999. Bonds - U.S. Governments						111,897,431	791,057,382	101,009,602	108,808,631		3,088,800		3,088,800		111,897,431				41,107	XXX
Special Revenue & Assessment																				
3128F7-DE-1	FGLMC POOL FGD67301 7.000% 01/01/26		12/01/2004	Paydown		85,580	85,580	85,152	85,157		423		423		85,580				3,616	01/01/2026
3128FR-GT-1	FGLMC POOL D82010 7.000% 08/01/27		12/01/2004	Paydown		316	316	313	313		3		3		316				10	08/01/2027
31292G-6S-0	FGLMC PC# C00881 7.000% 11/01/29		12/01/2004	Paydown		765,341	765,341	755,775	756,127		9,214		9,214		765,341				24,790	11/01/2029
31292G-TJ-5	FGLMC POOL C00553 7.000% 09/01/27		06/23/2004	Various		988,385	950,188	939,053	939,209		2,849		2,849		942,058		46,327	46,327	33,746	09/01/2027
31293W-19-7	FGLMC PC# C31572 7.000% 10/01/29		12/01/2004	Paydown		103,173	103,173	101,883	101,915		1,258		1,258		103,173				2,473	10/01/2029
31293X-6H-6	FGLMC PC# C32672 7.000% 11/01/29		12/01/2004	Paydown		562,681	562,681	555,647	555,907		6,774		6,774		562,681				18,682	11/01/2029
31293X-RB-6	FGLMC PC# C32282 7.000% 10/01/29		12/01/2004	Paydown		37,453	37,453	36,985	37,002		451		451		37,453				1,212	10/01/2029
31293Y-JV-3	FGLMC PC# C32979 7.000% 11/01/29		12/01/2004	Paydown		738,395	738,395	729,165	729,507		8,888		8,888		738,395				18,819	11/01/2029
31293Y-LS-3	FGLMC PL# C33037 7.000% 11/01/29		12/01/2004	Paydown		663,345	663,345	655,053	655,362		7,983		7,983		663,345				20,146	11/01/2029
31339G-JS-1	FHLMC FHR 2367 PD 6.000% 02/15/30		12/01/2004	Paydown		12,707,926	12,707,926	12,527,235	12,527,235		180,691		180,691		12,707,926				379,492	02/15/2030
31339H-6C-5	FHLMC FHR 2426 GH 6.000% 08/15/30		12/01/2004	Paydown		2,449,260	2,449,260	2,423,906	2,423,906		25,354		25,354		2,449,260				138,163	08/15/2030
31337L-M9-6	FHLMC 2173 ZA 6.000% 07/15/29		12/01/2004	Paydown		2,080,714	2,080,714	1,759,905	1,782,403		298,311		298,311		2,080,714				112,402	07/15/2029
31337N-3V-4	FHLMC 2207 ZA 7.000% 12/15/29		12/01/2004	Paydown		8,202,661	8,202,661	7,216,639	7,400,640		802,021		802,021		8,202,661				280,593	12/15/2029
31337P-5X-3	FHLMC FHR 2235 CZ 7.000% 06/15/30		12/01/2004	Paydown		1,335,444	1,335,444	1,191,044	1,198,134		137,310		137,310		1,335,444				85,861	06/15/2030
31345F-XD-2	FHLMC PC# 304276 8.000% 07/01/18		12/01/2004	Paydown		165,172	165,172	178,696	178,502		(13,330)		(13,330)		165,172				6,744	07/01/2018
31359L-3W-3	FNMA 1996-10 Z 6.500% 04/25/26		12/01/2004	Paydown		8,909,465	8,909,465	9,258,226	9,258,226		(348,761)		(348,761)		8,909,465				405,892	04/25/2026
31359N-UY-5	FNMA 1997-16 ZB 7.000% 02/01/27		12/01/2004	Paydown		3,652,965	3,652,965	3,831,662	3,831,662		(178,697)		(178,697)		3,652,965				91,425	02/01/2027
31359Q-DE-1	FNMA 1997-54 Z 6.500% 08/01/27		12/01/2004	Paydown		4,184,398	4,184,398	3,601,801	3,721,834		462,564		462,564		4,184,398				123,425	08/01/2027
31359W-FC-0	FNMA FNR 1999-34 ZG 6.500% 07/25/29		12/01/2004	Paydown		1,464,960	1,464,960	1,285,855	1,298,452		166,508		166,508		1,464,960				87,292	07/25/2029
31359X-FT-1	FNMA 1999-56 Z 7.000% 12/18/29		12/01/2004	Paydown		723,705	723,705	651,882	661,095		62,610		62,610		723,705				47,229	12/18/2029
31359Z-ZH-5	FNMA FNR 2000-5 ZA 6.000% 03/25/30		12/01/2004	Paydown		1,316,539	1,316,539	1,375,552	1,375,552		(59,013)		(59,013)		1,316,539				67,002	03/25/2030
31371G-BC-3	FNMA POOL 251235 7.000% 10/01/27		06/23/2004	Various		232,781	223,951	221,466	221,493		620		620		222,113		10,668	10,668	7,966	10/01/2027
31371G-FF-2	FNMA PC# 251366 8.000% 12/01/27		12/01/2004	Paydown		663,347	663,347	679,309	678,920		(15,573)		(15,573)		663,347				22,346	12/01/2027
31371K-TC-5	FNMA POOL 254447 6.000% 09/01/32		12/01/2004	Paydown		6,652,920	6,652,920	6,676,600	6,675,795		(22,875)		(22,875)		6,652,920				184,282	09/01/2032
31374G-SM-0	FNMA PC# 313824 8.000% 11/01/27		12/01/2004	Paydown		458,373	458,373	469,403	469,058		(10,685)		(10,685)		458,373				18,026	11/01/2027
31383C-WW-1	FNMA PC# 499361 8.000% 09/01/29		12/01/2004	Paydown		248,681	248,681	254,665	254,429		(5,748)		(5,748)		248,681				12,055	09/01/2029
31383C-XU-4	FNMA PC# 499391 8.000% 09/01/29		12/01/2004	Paydown		177,693	177,693	181,969	181,859		(4,166)		(4,166)		177,693				9,392	09/01/2029
31383P-HB-2	FNMA PC# 508855 8.000% 08/01/29		12/01/2004	Paydown		458,693	458,693	469,730	469,425		(10,732)		(10,732)		458,693				17,033	08/01/2029
31383S-Y4-6	FNMA PC# 512031 8.000% 11/01/29		12/01/2004	Paydown		209,110	209,110	214,142	213,880		(4,770)		(4,770)		209,110				2,870	11/01/2029
31384D-LD-2	FNMA PC# 520624 8.000% 11/01/29		12/01/2004	Paydown		302,314	302,314	309,588	309,210		(6,896)		(6,896)		302,314				14,368	11/01/2029
31384V-LN-0	FNMA POOL 535033 7.500% 11/01/29		12/01/2004	Paydown		7,480,869	7,480,869	7,491,096	7,489,160		(8,291)		(8,291)		7,480,869				281,666	11/01/2029
31384V-LP-5	FNMA PC# 535034 8.000% 11/01/29		12/01/2004	Paydown		1,608,618	1,608,618	1,647,325	1,646,243		(37,625)		(37,625)		1,608,618				65,292	11/01/2029
31385H-XB-3	FNMA POOL 545274 6.000% 11/01/31		12/01/2004	Paydown		5,801,109	5,801,109	5,821,315	5,820,586		(19,477)		(19,477)		5,801,109				160,083	11/01/2031
31385X-NR-4	FNMA POOL 555800 5.500% 10/01/33		12/01/2004	Paydown		1,355,694	1,355,694	1,371,767	1,371,724		(16,030)		(16,030)		1,355,694				38,973	10/01/2033
31388U-JW-1	FNMA POOL 615077 6.500% 01/01/32		12/01/2004	Paydown		7,343,356	7,343,356	7,338,767	7,337,759		5,597		5,597		7,343,356				231,885	01/01/2032
31388U-YX-2	FNMA POOL 615526 6.000% 11/01/31		12/01/2004	Paydown		2,014,664	2,014,664	2,018,498	2,018,303		(3,639)		(3,639)		2,014,664				88,253	11/01/2031
31391L-X9-1	FNMA POOL 670404 6.000% 07/01/32		12/01/2004	Paydown		8,427,174	8,427,174	8,443,212	8,442,430		(15,256)		(15,256)		8,427,174				221,940	07/01/2032
31392M-5L-2	FHLMC FHR 2448 TW 6.000% 02/15/31		12/01/2004	Paydown		9,712,201	9,712,201	9,603,697	9,603,697		108,504		108,504		9,712,201				513,743	02/15/2031
31400B-ZD-1	FNMA POOL 683040 6.000% 02/01/33		12/01/2004	Paydown		2,801,722	2,801,722	2,807,504	2,806,804		(5,082)		(5,082)		2,801,722				77,215	02/01/2033
31400H-Z2-2	FNMA POOL 688461 6.000% 02/01/33		12/01/2004	Paydown		3,852,792	3,852,792	3,860,125	3,859,780		(6,988)		(6,988)		3,852,792				116,833	02/01/2033
31400K-GM-2	FNMA POOL 689704 6.000% 02/01/33		12/01/2004	Paydown		3,929,133	3,929,133	3,936,610	3,936,258		(7,125)		(7,125)		3,929,133				126,741	02/01/2033
31401K-PL-3	FNMA POOL 710627 5.500% 05/01/33		12/01/2004	Paydown		7,091,611	7,091,611	7,175,691	7,175,459		(83,848)		(83,848)		7,091,611				230,862	05/01/2033
31401W-RK-7	FNMA POOL 720590 5.500% 06/01/33		12/01/2004	Paydown		4,061,929	4,061,929	4,110,093	4,109,961		(48,032)		(48,032)		4,061,929				132,226	06/01/2033
31403L-F2-2	FNMA POOL 7517																			

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										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
383730-KE-0	GNMA 2003-47A 2.848% 06/16/18		12/01/2004	Paydown		945,066	945,066	943,885	943,884		1,182		1,182		945,066				14,718	06/16/2018
605275-CR-5	MISSISSIPPI BUS FIN CORP 7.550% 06/01/04		06/01/2004	Maturity		9,490,000	9,490,000	9,485,065	9,489,731		269		269		9,490,000				358,248	06/01/2004
613052-JH-3	MONTGOMERY AL IND DEV BRD 9.250% 08/01/05		08/01/2004	Redemption 100.0000		210,000	210,000	210,000	210,000						210,000				19,425	08/01/2005
704532-B*-0	PAYSON UTAH CITY IND DEV 10.000% 01/01/06		12/01/2004	Redemption 100.0000		44,985	44,985	44,985	44,985						44,985				2,474	01/01/2006
3199999. Bonds - Special Revenues						146,128,952	146,081,925	144,738,333	145,089,808		982,149		982,149		146,071,957		56,995	56,995	5,237,983	XXX
Public Utilities (unaffiliated)																				
04775H-BD-8	ATLANTA GAS LIGHT MTN 7.600% 12/15/04		12/15/2004	Maturity		1,600,000	1,600,000	1,583,232	1,598,096		1,904		1,904		1,600,000				146,596	12/15/2004
05944*-AA-6	BANC ONE EQUIP FIN 9.690% 07/30/07		07/30/2004	Redemption 100.0000		488,535	488,535	488,535	488,535						488,535				47,339	07/30/2007
125152-AC-2	C E GENERATION LLC 7.416% 12/15/18		12/15/2004	Redemption 100.0000		921,625	921,625	870,319	878,861		42,764		42,764		921,625				51,261	12/15/2018
17185*-AA-5	CINCAP IV LLC SR NTS 7.810% 07/06/09		12/06/2004	Redemption 100.0000		2,192,715	2,192,715	2,302,351	2,276,778		(84,063)		(84,063)		2,192,715				91,361	07/06/2009
172070-BU-7	CINCINNATI GAS & ELEC 6.450% 02/15/04		02/15/2004	Maturity		4,000,000	4,000,000	3,682,611	3,994,148		5,852		5,852		4,000,000				129,000	02/15/2004
177342-AJ-1	CITIZENS UTILITIES CO 7.600% 06/01/06		03/08/2004	GOLDMAN SACHS		6,438,000	6,000,000	5,879,422	5,966,338		2,458		2,458		5,968,796		469,204	469,204	126,667	06/01/2006
190441-AX-3	COASTAL CORP SR NTS 6.375% 02/01/09		06/25/2004	Various		4,740,000	5,500,000	5,483,720	5,490,360		511		511		5,490,871		(750,871)	(750,871)	256,328	02/01/2009
437410-AB-9	HOMER CITY FUNDING LLC 8.734% 10/01/26		10/01/2004	Redemption 100.0000		14,850	14,850	14,667	14,677		173		173		14,850				973	10/01/2026
48513H-BE-0	KANSAS CITY PIWR & LT 7.350% 08/03/04		08/03/2004	Maturity		8,000,000	8,000,000	8,156,176	8,071,636		(71,636)		(71,636)		8,000,000				581,267	08/03/2004
48513H-CR-0	KANSAS CITY PIWR & LT 7.710% 08/26/04		08/26/2004	Maturity		5,000,000	5,000,000	4,982,800	4,998,544		1,456		1,456		5,000,000				380,146	08/26/2004
494492-AA-9	KINCAID GEN 7.330% 06/15/20		12/15/2004	Redemption 100.0000		652,201	652,201	592,197	599,107		53,094		53,094		652,201				35,855	06/15/2020
63100R-AV-9	NARRAGANSETT ELECTRIC CO 8.330% 11/08/04		11/08/2004	Maturity		10,000,000	10,000,000	10,309,671	10,134,046		(134,046)		(134,046)		10,000,000				988,031	11/08/2004
67105*-AB-5	OSP FINANCE CO 7.920% 02/15/06		12/15/2004	Redemption 100.0000		3,532,090	3,532,090	3,382,119	3,511,549		20,541		20,541		3,532,090				151,527	02/15/2006
685211-AD-6	ORANGE PLC SR SUB NTS 9.000% 06/01/09		06/01/2004	Call 104.5000		16,197,500	15,500,000	15,505,600	15,504,443		693,057		693,057		16,197,500				697,500	06/01/2009
69512E-EE-1	PACIFICORP 7.110% 09/24/04		09/24/2004	Maturity		6,500,000	6,500,000	5,923,710	6,439,906		60,094		60,094		6,500,000				491,676	09/24/2004
737662-AX-4	POTOMAC EDISON CO 8.000% 12/01/22		12/23/2004	Call 102.7180		2,054,360	2,000,000	1,792,400	1,796,655		257,705		257,705		2,054,360				169,778	12/01/2022
744448-AY-7	PUBLIC SVC CO COLO 8.125% 03/01/04		03/01/2004	Maturity		10,000,000	10,000,000	10,348,277	10,034,752		(34,752)		(34,752)		10,000,000				406,250	03/01/2004
81487*-AR-3	SEC PAC RAILCAR LS 10.110% 07/30/12		07/30/2004	Redemption 100.0000		846,790	846,790	880,661	877,845		(31,055)		(31,055)		846,790				85,251	07/30/2012
816851-AF-6	SEMPRA ENERGY NTS 6.000% 02/01/13		10/20/2004	JP MORGAN CHASE		14,991,060	14,000,000	13,952,120	13,955,461		3,091		3,091		13,958,552		1,032,508	1,032,508	1,036,000	02/01/2013
835415-AG-5	SONAT INC SR NT 6.625% 02/01/08		11/30/2004	SALOMON SMITH BARNEY		13,893,750	15,000,000	14,975,450	14,988,038		(330)		(330)		14,987,708		(1,093,958)	(1,093,958)	817,635	02/01/2008
837004-BF-6	SO CAROLINA ELEC & GAS 7.700% 07/15/04		07/15/2004	Maturity		6,250,000	6,250,000	6,713,500	6,371,275		(121,275)		(121,275)		6,250,000				481,250	07/15/2004
87876*-AA-4	DETROIT EDISON 9.480% 09/29/08		09/29/2004	Redemption 100.0000		481,316	481,316	481,316	481,316						481,316				45,629	09/29/2008
29244T-AA-9	EMPRESA NACIONAL ELEC 7.875% 02/01/27	F	03/31/2004	UBS WARBURG		13,024,000	13,000,000	11,153,166	11,203,634		5,765		5,765		11,209,399		1,814,601	1,814,601	691,906	02/01/2027
458182-C*-1	AGUAS ARGENTINAS SA 10.150% 11/15/11	F	10/01/2004	Various		5,490,730	5,912,986	5,490,730	5,490,730						5,490,730				691,906	11/15/2011
3899999. Bonds - Public Utilities						137,309,522	137,393,108	134,944,750	135,166,730		671,308		671,308		135,838,038		1,471,484	1,471,484	7,919,226	XXX
Industrial & Miscellaneous																				
007136-AJ-3	ADMIRAL CBO CL B-2 9.120% 08/12/11		11/30/2004	BLAYLOCK & PARTNERS		1,560,000	13,000,000	2,326,350	3,636,620		4,524,130		5,834,400		2,326,350		(766,350)	(766,350)		08/12/2011
01736*-AB-1	ALLEGHENY GENL HOSP 7.330% 01/01/04		01/01/2004	Redemption 100.0000		1,033,353	1,033,353	1,033,358	1,033,353						1,033,353				37,872	01/01/2004
020039-AF-0	ALLTEL CORPORATION NTS 7.250% 04/01/04		04/01/2004	Maturity		18,000,000	18,000,000	16,914,410	17,959,822		40,178		40,178		18,000,000				652,500	04/01/2004
026660-TT-0	AMERICAN HONDA FINANCE 2.201% 10/06/06		12/23/2004	GOLDMAN SACHS		25,054,750	25,000,000	25,000,000	25,000,000						25,000,000		54,750	54,750	490,128	10/06/2006
029163-AD-4	AMERICAN RE CORP 7.450% 12/15/26		01/15/2004	BOSTON		10,404,450	9,000,000	9,564,570	9,550,031		(551)		(551)		9,549,480		854,970	854,970	67,050	12/15/2026
049164-BF-2	ATLAS AIR 9.057% 07/02/17		09/14/2004	Various		3,266,710	4,133,586	3,277,396	2,025,457		2,020,362		(66,054)		3,210,815		55,895	55,895	187,189	07/02/2017
05361H-BY-9	AVERY DENNISON MTN SER B 7.800% 07/28/04		07/28/2004	Maturity		8,000,000	8,000,000	8,000,000	8,000,000						8,000,000				646,533	07/28/2004
076036-AF-9	BEDFORD CDO LTD 8.080% 05/11/11		11/11/2004	Redemption 100.0000		143,595	143,595	128,441	131,681		11,914		11,914		143,595				11,602	05/11/2011
095173-AE-0	BLOUNT INC SR SUB UNSECD 13.000% 08/01/09		09/08/2004	Call 106.5000		6,390,000	6,000,000	6,047,500	6,039,086		350,914		350,914		6,390,000				860,167	08/01/2009
096907-AB-6	BOEING CO SER 1992-A2 7.910% 06/30/04		06/30/2004	Redemption 100.0000		2,644,950	2,644,950	2,543,062	2,638,060		6,890		6,890		2,644,950				104,608	06/30/2004
09738H-BO-4	BOISE CASCADE CO 7.250% 11/04/04		11/04/2004	Maturity		6,000,000	6,000,000	6,505,740	6,224,835		(224,835)		(224,835)		6,000,000				547,375	11/04/2004
099599-AE-2	BORDEN CHEMICAL INC DEB 8.375% 04/15/16		11/10/2004	Various		8,916,250	10,000,000	9,512,500	9,733,462		18,580		18,580		9,752,042		(835,792)	(835,792)	748,167	04/15/2016

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										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
11448*-AF-4	BROOKSHIRE GROCERY CO 7.690% 03/01/08		12/01/2004	Redemption 100.0000		176,770	176,770	176,770	176,770						176,770				7,450	03/01/2008
11448*-AG-2	BROOKSHIRE GROCERY CO 7.690% 03/01/08		12/01/2004	Redemption 100.0000		281,990	281,990	281,990	281,990						281,990				11,884	03/01/2008
11448*-AH-0	BROOKSHIRE GROCERY CO 7.690% 03/01/08		12/01/2004	Redemption 100.0000		277,781	277,781	277,781	277,781						277,781				11,706	03/01/2008
11448*-AJ-6	BROOKSHIRE GROCERY CO 7.690% 03/01/08		12/01/2004	Redemption 100.0000		315,661	315,661	315,661	315,661						315,661				13,302	03/01/2008
11448*-AL-1	BROOKSHIRE GROCERY CO 7.670% 06/01/09		12/01/2004	Redemption 100.0000		447,344	447,344	447,344	447,344						447,344				18,802	06/01/2009
11448*-CG-0	BROOKSHIRE GROCERY CO 6.950% 10/01/17		12/01/2004	Redemption 100.0000		103,093	103,093	103,093	103,093						103,093				3,922	10/01/2017
11448*-CH-8	BROOKSHIRE GROCERY CO 6.950% 10/01/17		12/01/2004	Redemption 100.0000		133,271	133,271	133,271	133,271						133,271				5,070	10/01/2017
11448*-CJ-4	BROOKSHIRE GROCERY CO 6.950% 10/01/17		12/01/2004	Redemption 100.0000		189,713	189,713	189,713	189,713						189,713				7,217	10/01/2017
11448*-CK-1	BROOKSHIRE GROCERY CO 6.950% 10/01/17		12/01/2004	Redemption 100.0000		136,251	136,251	136,251	136,251						136,251				5,184	10/01/2017
11448*-CL-9	BROOKSHIRE GROCERY CO 6.950% 10/01/17		12/01/2004	Redemption 100.0000		124,758	124,758	124,758	124,758						124,758				4,746	10/01/2017
120075-AB-2	BUHRMANN US INC 12.250% 11/01/09		07/01/2004	Call 108.5596		5,427,980	5,000,000	5,027,300	5,020,092		407,888		407,888		5,427,980				408,333	11/01/2009
124860-CC-9	C-BASS LLC 1999-3 M1 7.312% 01/28/29		11/01/2004	Paydown		287,379	287,379	277,770	278,552		8,827		8,827		287,379				2,700	01/28/2029
124860-CD-7	C-BASS LLC 1999-3 M2 7.312% 01/28/29		11/01/2004	Paydown		649,143	649,143	621,351	623,720		25,423		25,423		649,143				6,098	01/28/2029
124860-CE-5	C-BASS LLC 1999-3 M3 7.312% 01/28/29		11/01/2004	Paydown		210,534	210,534	200,566	201,427		9,107		9,107		210,534				1,978	01/28/2029
126408-A*-4	CSX CORP (EL PASO) 9.000% 05/20/04		05/20/2004	Redemption 100.0000		942,344	942,344	987,984	960,882		(18,538)		(18,538)		942,344				42,406	05/20/2004
126698-T6-9	COUNTRYWIDE 2001-5 A4 Z1 7.000% 06/25/31		06/01/2004	Paydown		14,609,783	14,609,783	14,289,467	14,271,849		337,934		337,934		14,609,783				366,641	06/25/2031
127050-AB-1	CABOT CORP MTN 7.830% 07/29/04		07/29/2004	Maturity		1,500,000	1,500,000	1,614,540	1,508,662		(8,662)		(8,662)		1,500,000				73,080	07/29/2004
131347-AI-6	CALPINE SR NTS 8.500% 02/15/11		06/29/2004	Various		4,042,500	5,000,000	4,989,849	4,989,285		116		116		4,989,401		(946,901)	(946,901)	222,653	02/15/2011
15874*-AB-7	CHAMPLAIN HLDG CORP 8.510% 12/05/05		12/05/2004	Redemption 100.0000		528,046	528,046	528,046	528,046						528,046				33,937	12/05/2005
16117P-AF-7	CHARTER COMM HLDG LLC 9.920% 04/01/11		04/30/2004	Various		3,873,750	4,500,000	2,762,730	4,394,251		63,912		63,912		4,458,163		(584,413)	(584,413)	18,738	04/01/2011
161551-BH-8	CHASE 1999-3 M1 7.844% 07/25/29		04/01/2004	Paydown		900,786	900,786	948,077	899,473		1,313		1,313		900,786				17,462	07/25/2029
16162T-W9-3	CHASE 2002-S7 6.500% 06/25/32		04/01/2004	Paydown		4,103,158	4,103,158	3,588,126	3,611,427		491,731		491,731		4,103,158				47,945	06/25/2032
162456-AH-0	CHATTEM INC 8.875% 04/01/08		02/26/2004	TENDER OFFER 100.6730		4,822,237	4,790,000	4,618,075	4,689,229		2,961		2,961		4,692,190		130,047	130,047	171,226	04/01/2008
172921-AL-2	CITICORP MTG 87-10 10.000% 07/01/17		12/01/2004	Paydown		230,618	230,618	230,618	230,618						230,618				14,264	07/01/2017
18551*-AA-3	CLECO EVANGELINE LLC 8.820% 09/01/19		09/01/2004	Redemption 100.0000		359,297	359,297	346,017	347,772		11,525		11,525		359,297				23,768	09/01/2019
199333-AC-9	COLUMBUS MCKINNON 8.500% 04/01/08		01/29/2004	LEHMAN BROTHERS TENDER OFFER 100.0000		1,925,000	2,000,000	1,820,000	1,875,537		2,074		2,074		1,877,611		47,389	47,389	57,611	04/01/2008
202904-AC-2	COMMONWEALTH ALUMINUM 10.750% 10/01/06		12/09/2004	Redemption 100.0000		2,400,000	2,400,000	2,415,125	2,400,000						2,400,000				306,733	10/01/2006
207543-V#-3	SSB (WHEELABRATOR) 9.600% 01/01/04		01/01/2004	Redemption 100.0000		120,550	120,550	120,550	120,550						120,550				5,786	01/01/2004
210805-CY-1	CONTINENTAL AIR 8.048% 11/01/20		11/01/2004	Redemption 100.0000		565,573	565,573	562,677	562,529		3,044		3,044		565,573				26,345	11/01/2020
23281P-AD-8	CYPRUS MINERALS NTS 6.625% 10/15/05		03/08/2004	SALOMON SMITH BARNEY		17,235,360	16,000,000	16,100,000	16,065,265		(6,623)		(6,623)		16,058,642		1,176,718	1,176,718	429,889	10/15/2005
247361-WL-8	DELTA AIR LINES 9.450% 02/14/06		04/20/2004	Various		1,748,540	1,943,000	1,983,962	1,959,616		(6,077)		(6,077)		1,953,539		(204,999)	(204,999)	116,966	02/14/2006
252125-AF-6	DEX MEDIA EAST LLC 12.125% 11/15/12		08/26/2004	Call 112.1250		787,118	702,000	721,305	719,526		67,592		67,592		787,118				66,439	11/15/2012
255130-AB-5	DASH 1999-1 A2 7.765% 12/30/34		02/13/2004	Various		11,743,982	11,701,176	11,595,134	11,568,379		1,690		1,690		11,570,069		173,913	173,913	345,332	12/30/2034
26229*-AD-2	DRUMMOND COMPANY INC 9.510% 03/27/07		03/27/2004	Redemption 100.0000		2,000,000	2,000,000	2,000,000	2,000,000						2,000,000				95,100	03/27/2007
266320-AH-6	DURA OPERATING CORP 9.000% 05/01/09		12/02/2004	Various		2,917,500	3,000,000	2,893,800	2,930,724		9,242		9,242		2,939,966		(22,466)	(22,466)	283,000	05/01/2009
26735*-AA-5	DUVAL FUNDING CORP 13.000% 12/05/04		12/05/2004	Redemption 100.0000		474,356	474,356	474,356	474,356						474,356				34,062	12/05/2004
277432-AB-6	EASTMAN CHEMICAL CO 7.250% 01/15/24		09/27/2004	JP MORGAN CHASE		7,943,460	7,000,000	6,896,190	6,905,590		1,609		1,609		6,907,199		1,036,261	1,036,261	613,229	01/15/2024
27826C-AQ-1	EATON VANCE CDO LTD 9.200% 08/25/11		10/20/2004	UBS SECURITIES		3,000,000	6,276,000	3,138,000	3,138,000						3,138,000		(138,000)	(138,000)		08/25/2011
29331@-AA-5	ENHANCED COLO ISSR LLC 9.142% 03/01/13		10/30/2004	Redemption 100.0000		324,577	324,577	324,577	324,577						324,577				31,075	03/01/2013

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SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										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
29332#-AA-2	ENHANCED LOUISIANA II 7.420% 03/01/12		10/30/2004	Redemption	100,000	9,848	9,848	9,848	9,848						9,848				758	03/01/2012
29334*-AA-4	ENHANCED CAP DIST FND 8.060% 03/01/13		11/18/2004	Capital Distribution		234,742	234,742	234,742	234,742						234,742					03/01/2013
293791-AB-5	ENTERPRISE PRODUCTS 7.500% 02/01/11		07/30/2004	GOLDMAN SACHS		10,820,100	10,000,000	9,993,700	9,995,147		315		315		9,995,462		824,638	824,638	756,250	02/01/2011
293791-AD-1	ENTERPRISE PRODUCTS 6.375% 02/01/13		09/29/2004	Various		16,031,470	15,000,000	15,044,800	14,839,521		(2,667)		(2,667)		14,836,854		1,194,616	1,194,616	1,111,906	02/01/2013
31331F-AZ-4	FEDERAL EXPRESS PTC 7.020% 01/15/16		07/15/2004	Redemption	100,000	460,787	460,787	485,337	482,876		(22,089)		(22,089)		460,787				18,683	01/15/2016
316351-A#-2	CITICORP SVGS & LOAN 9.250% 10/01/08		12/01/2004	Paydown		8,478	8,478	8,224	8,389		89		89		8,478				436	10/01/2008
345397-HG-1	FORD MOTOR CREDIT 7.500% 06/15/04		06/15/2004	Maturity		5,000,000	5,000,000	4,734,200	4,982,352		17,648		17,648		5,000,000				187,500	06/15/2004
35638*-AC-0	FREEDOM COMM INC 6.725% 06/23/10		05/18/2004	Call 111.0474		18,878,060	17,000,000	17,000,000	17,000,000		1,878,060		1,878,060		18,878,060				460,476	06/23/2010
361570-AE-6	GE CAP MTG 1999-HE3 A5 7.795% 10/25/29		12/01/2004	Paydown		7,872,034	7,872,034	8,360,344	8,328,680		(456,646)		(456,646)		7,872,034				300,922	10/25/2029
362311-AC-6	GTE CALIFORNIA INC 6.750% 03/15/04		03/15/2004	Maturity		15,595,000	15,595,000	14,392,964	15,560,102		34,898		34,898		15,595,000				526,331	03/15/2004
36232*-AB-0	GTE CORP SER B ESOP NT 9.730% 01/02/05		01/02/2004	Redemption	100,000	2,030,462	2,030,462	2,030,462	2,030,462						2,030,462				197,564	01/02/2005
370442-AZ-8	GENERAL MOTORS CORP BDS 6.750% 05/01/28		12/06/2004	JP MORGAN CHASE		7,514,160	8,000,000	7,318,720	7,334,097		9,516		9,516		7,343,613		170,547	170,547	597,000	05/01/2028
38141E-JE-0	GOLDMAN SACHS GROUP INC 2.200% 01/09/07		12/28/2004	GOLDMAN SACHS		5,008,000	5,000,000	5,000,000	5,000,000						5,000,000		8,000	8,000	79,511	01/09/2007
42252*-AB-3	HEBCO PPTY THREE INC 12.875% 03/01/04		03/01/2004	Redemption	100,000	129,704	129,704	129,704	129,704						129,704				2,793	03/01/2004
44060*-AB-1	HORNELL HLDG CORP 7.750% 01/31/05		12/31/2004	Redemption	100,000	456,815	456,815	456,815	456,815						456,815				18,871	01/31/2005
447012-AB-1	HUNTSMAN ICI CHEMICALS 10.125% 07/01/09		12/31/2004	Call 105.0630		1,217,680	1,159,000	1,147,578	1,151,004		66,676		66,676		1,217,680				176,023	07/01/2009
46654#-AC-4	J T WALKER INDUSTRIES 8.640% 12/03/14		12/03/2004	Redemption	100,000	1,363,636	1,363,636	1,363,636	1,363,636						1,363,636				117,818	12/03/2014
48265#-AA-3	K-PINELLAS CORPORATION 16.750% 09/01/02		10/07/2004	TRANSFER TO SCHED A		1,300,000	2,139,298	1,300,000	1,300,000						1,300,000					09/01/2002
50570*-AA-3	LACRIS ASSOCIATES LP 12.625% 12/01/07		01/01/2004	Various		8,805,614	8,805,614	8,805,614	8,805,614						8,805,614				92,642	12/01/2007
52465#-AT-2	LEGG MASON MTG 8.310% 05/10/25		12/10/2004	Redemption	100,000	33,388	33,388	33,388	33,388						33,388				1,522	05/10/2025
52465#-AZ-8	LEGG MASON (FLUOR) 7.560% 06/08/21		12/08/2004	Redemption	100,000	93,676	93,676	103,860	103,313		(9,637)		(9,637)		93,676				3,880	06/08/2021
55982#-AA-0	MAHER TERMINALS INC 8.470% 07/01/21		06/09/2004	MERRILL LYNCH		3,947,080	4,000,000	4,000,000	4,000,000						4,000,000		(52,920)	(52,920)	325,624	07/01/2021
56032E-AB-9	MAIL-WELL CORP 8.750% 12/15/08		02/04/2004	TENDER OFFER 101.5000		2,030,000	2,000,000	1,907,500	1,940,904		889		889		1,941,793		88,207	88,207	23,819	12/15/2008
57978Q-AN-0	MCCORMICK & COMPANY INC 7.750% 08/03/04		08/03/2004	Maturity		10,000,000	10,000,000	10,346,831	10,097,645		(97,645)		(97,645)		10,000,000				843,889	08/03/2004
58759*-AA-9	MERCATUS FUNDING CORP 10.750% 04/01/07		12/01/2004	Redemption	100,000	114,460	114,460	114,460	114,460						114,460				6,774	04/01/2007
589497-AA-4	MEREY SWEENEY LP 144A SR 8.850% 12/18/19		12/18/2004	Redemption	100,000	158,445	158,445	160,438	160,075		(1,630)		(1,630)		158,445				10,593	12/18/2019
62704#-AG-0	MURRAY ENERGY CORP 9.000% 11/30/10		09/02/2004	Capital Distribution		188,480	188,480	188,480	188,480						188,480					11/30/2010
655844-AB-4	NORFOLK SOUTHERN CORP 7.875% 02/15/04		02/15/2004	Maturity		1,100,000	1,100,000	1,115,664	1,100,277		(277)		(277)		1,100,000				43,313	02/15/2004
67624*-AB-1	O PROPERTIES II INC 9.250% 03/01/04		03/01/2004	Redemption	100,000	71,132	71,132	71,132	71,132						71,132				1,058	03/01/2004
69348R-PF-7	PNC MTG SECS 1999-8 1A4 6.750% 08/25/29		12/01/2004	Paydown		5,969,937	5,969,937	5,641,590	5,756,050		213,887		213,887		5,969,937				175,977	08/25/2029
69352B-AC-8	PPL MONTANA LLC PTC NT 8.903% 07/02/20		07/02/2004	Redemption	100,000	509,675	509,675	509,675	509,675						509,675				45,376	07/02/2020
720101-C*-3	PIEDMONT AVIATION 9.900% 10/30/04		10/30/2004	Redemption	100,000	224,329	224,329	224,329	224,329						224,329				17,280	10/30/2004
720101-J#-2	PIEDMONT AVIATION 9.900% 09/30/04		09/30/2004	Redemption	100,000	224,329	224,329	224,329	215,356		8,973		8,973		224,329				17,330	09/30/2004
73664#-AA-8	PORTLAND NAT GAS TRANS 5.900% 12/31/18		12/30/2004	Redemption	100,000	527,273	527,273	527,273	527,273						527,273				27,220	12/31/2018
740540-AF-6	PREMIER PARKS INC 9.750% 06/15/07		01/15/2004	Call 104.8750		5,243,751	5,000,000	5,013,750	5,006,091		237,660		237,660		5,243,751				34,629	06/15/2007
74913E-AJ-9	QUIEST CAP FNDG CO GTD 7.750% 02/15/31		03/22/2004	Various		1,640,000	2,000,000	1,993,980	1,994,155		15		15		1,994,170		(354,170)	(354,170)	94,722	02/15/2031
749361-AC-5	RON CORPORATION SR NTS 10.000% 10/15/07		01/15/2004	BEAR STEARNS		780,000	1,500,000	1,475,625	727,500		758,921		758,921		1,486,583		(706,583)	(706,583)		10/15/2007
74955*-AA-8	RGS (AEGCO) FNDG CORP 9.590% 12/07/04		12/07/2004	Redemption	100,000	956,379	956,379	956,379	956,379						956,379				69,324	12/07/2004
74955#-AA-6	RGS (I&M) FNDG CORP 9.590% 12/07/04		12/07/2004	Redemption	100,000	956,379	956,379	956,379	956,379						956,379				69,324	12/07/2004
758052-A*-5	REDWOOD FNDG CORP 9.875% 01/01/07		05/03/2004	Various		655,764	655,764	426,247	426,247		229,517		229,517		655,764				26,151	01/01/2007
761042-CF-5	RMT 2000-A A4 Z 6.500% 04/19/29		08/01/2004	Paydown		39,082,879	39,082,879	32,918,817	33,165,109		5,917,770		5,917,770		39,082,879				1,105,537	04/19/2029

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SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										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
76110Y-GX-4	RFMSI 1999-S12 A4 6.500% 05/25/29		01/01/2004	Paydown		315,033	315,033	279,421	285,491				29,542		315,033				1,699	05/25/2029
777774-AF-7	DYNEGY(ROSETON DANKAMMER) 7.670% 11/05/16		11/05/2004	JP MORGAN CHASE Redemption		9,612,500	10,000,000	10,000,000	10,000,000						10,000,000		(387,500)	(387,500)	765,935	11/05/2016
80417*-AA-7	SAUGERTIES PPTY INC 10.250% 12/31/04		12/31/2004	100.0000		199,795	199,795	199,795	199,795						199,795				11,266	12/31/2004
805564-G0-8	SAXON 2000-3 AF5 7.850% 12/25/30		12/01/2004	Paydown		6,419,251	6,419,251	6,866,596	6,835,042		(415,791)		(415,791)		6,419,251				234,232	12/25/2030
809877-AS-2	SCOTT PAPER DEBS 8.300% 03/15/04		03/15/2004	Maturity		15,000,000	15,000,000	15,345,928	15,044,981		(44,981)		(44,981)		15,000,000				622,500	03/15/2004
814831-T*-4	EF OXNARD INC 10.850% 07/13/10		08/30/2004	100.0000		631,489	631,489	631,489	631,489						631,489				47,552	07/13/2010
834376-AB-1	SOLUTIA INC DEBS 7.375% 10/15/27		04/21/2004	Various		5,645,250	13,075,000	5,524,188	4,445,500	1,078,688			1,078,688		5,524,188		121,062	121,062		10/15/2027
84534E-BZ-0	SOUTHWESTERN BELL TEL 6.450% 04/26/2004		04/26/2004	Maturity		2,000,000	2,000,000	2,038,440	2,030,477		(30,477)		(30,477)		2,000,000				89,942	04/26/2004
863572-VV-9	FNT 1999-1 Z 6.500% 03/25/29		02/01/2004	Paydown		27,802,371	27,802,371	22,570,388	22,267,430		5,534,941		5,534,941		27,802,371				226,193	03/25/2029
87236#-AA-7	TCW GROUP SR SECD NTS 8.280% 11/08/04		11/08/2004	100.0000		1,333,333	1,333,333	1,411,129	1,380,148		(46,815)		(46,815)		1,333,333				110,400	11/08/2004
87508Q-AE-6	TAMBRANDS INC 6.510% 03/02/04		03/02/2004	Maturity		4,000,000	4,000,000	4,052,360	4,035,188		(35,188)		(35,188)		4,000,000				174,323	03/02/2004
887321-AA-5	TIME WARNER TELECOM NTS 9.750% 07/15/08		04/30/2004	MORGAN STANLEY Redemption		860,000	1,000,000	1,005,000	1,002,267		(278)		(278)		1,001,989		(141,989)	(141,989)	78,542	07/15/2008
892790-LE-4	TRAILER TRAIN CO 9.160% 05/02/06		11/02/2004	100.0000		772,558	772,558	772,558	772,558						772,558				40,526	05/02/2006
893473-9A-8	TRANSAMERICA CAPITAL III 7.625% 11/15/37		11/15/2004	Exchange		6,198,596	6,120,000	6,199,499	6,199,064		(468)		(468)		6,198,596				466,650	11/15/2037
899038-AA-7	TUDOR INV CORP GTD 7.740% 09/30/04		09/30/2004	100.0000		2,000,000	2,000,000	2,090,122	2,051,321		(51,321)		(51,321)		2,000,000				154,800	09/30/2004
903236-AD-9	URS CORP SR NT 12.250% 05/01/09		10/12/2004	Call 106.1250		2,018,498	1,902,000	1,942,418	1,926,298		92,200		92,200		2,018,498				137,002	05/01/2009
908584-E*-2	UNION TANK CAR CO 9.340% 07/15/06		07/15/2004	100.0000		744,559	744,559	744,559	744,559						744,559				52,553	07/15/2006
911363-AH-2	UNITED RENTALS INC NTS 9.000% 04/01/09		04/01/2004	Call 104.5000		2,090,000	2,000,000	1,937,500	1,959,573		130,427		130,427		2,090,000				90,000	04/01/2009
91530L-AA-9	UPJOHN CO DEBS 9.790% 02/01/04		02/01/2004	Maturity		1,065,455	1,065,455	1,116,991	1,071,630		(6,175)		(6,175)		1,065,455				104,308	02/01/2004
939335-E7-6	WASH MUTUAL 2002-MS1 2A8 6.250% 02/25/32		05/01/2004	Paydown		6,324,298	6,324,298	5,600,898	5,638,735		685,563		685,563		6,324,298				106,777	02/25/2032
94977X-AB-5	WFMS 2001-30 A2 6.000% 12/25/31		10/01/2004	Paydown		5,836,036	5,836,036	4,854,141	4,846,999		989,037		989,037		5,836,036				255,583	12/25/2031
94978#-AC-1	WELLS FARGO (CH2M HILL) 7.860% 03/03/13		12/22/2004	Exchange		6,673,147	6,400,000	6,720,000	6,696,180		(23,033)		(23,033)		6,673,147				529,589	03/03/2013
94978#-AD-9	WELLS FARGO (CH2M HILL) 7.860% 03/03/13		12/22/2004	Exchange		1,334,629	1,280,000	1,344,000	1,339,236		(4,607)		(4,607)		1,334,629				105,918	03/03/2013
94978#-AE-7	WELLS FARGO (CH2M HILL) 7.860% 03/03/13		12/22/2004	Exchange		333,657	320,000	336,000	334,809		(1,152)		(1,152)		333,657				26,479	03/03/2013
94978#-AK-3	WELLS FARGO 2001A-DC6 7.290% 01/10/24		12/10/2004	100.0000		134,642	134,642	141,009	140,710		(6,068)		(6,068)		134,642				5,376	01/10/2024
94978#-AD-9	WELLS FARGO 2002-3 A4 6.500% 03/25/32		07/01/2004	Paydown		22,882,220	22,882,220	20,823,421	20,852,065		2,030,155		2,030,155		22,882,220				710,535	03/25/2032
97180*-AQ-1	WILM (UNITED) SECD LN 10.890% 01/04/04		07/28/2004	Capital Distribution		1,591,985		1,591,985	1,591,985						1,591,985					01/04/2004
97180*-FU-7	WILM (DELTA AIR) SECD LN 10.330% 06/15/04		06/15/2004	100.0000		747,468	747,468	747,468	747,468						747,468				38,703	06/15/2004
97180*-MN-5	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,108	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-MP-0	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,109	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-MQ-8	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,108	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-MR-6	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,108	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-MS-4	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,108	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-MT-2	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,108	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-MU-9	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,108	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-MV-7	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,108	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-MW-5	WILM (AMER AIR) SER A 3.061% 09/28/08		09/28/2004	100.0000		49,584	49,584	48,096	48,102		1,482		1,482		49,584				1,142	09/28/2008
97180*-MX-3	WILM (AMER AIR) SER A 3.062% 09/28/08		09/28/2004	100.0000		49,596	49,596	48,108	48,114		1,482		1,482		49,596				1,143	09/28/2008
97180*-NJ-3	WILM (AMER AIR) SER A 2.675% 04/05/07		10/05/2004	100.0000		114,963	114,963	103,466	103,493		11,470		11,470		114,963				2,312	04/05/2007

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Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										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
97180*-NR-5	WILM (AMER AIR) SER A 3.363% 10/18/09		10/18/2004	Redemption		35,696	35,696	34,626	34,631		1,065		1,065		35,696				.904	10/18/2009
97180*-NS-3	WILM (AMER AIR) SER A 3.363% 10/18/09		10/18/2004	Redemption		35,696	35,696	34,626	34,631		1,065		1,065		35,696				.904	10/18/2009
97180*-NT-1	WILM (AMER AIR) SER A 3.363% 10/18/09		10/18/2004	Redemption		35,696	35,696	34,626	34,631		1,065		1,065		35,696				.904	10/18/2009
97180*-UJ-5	WILM (TUCSON ELEC) 10.211% 01/01/08		01/01/2004	Redemption		150,646	150,646	150,646	150,646						150,646				7.691	01/01/2008
97180*-UK-2	WILM (TUCSON ELEC) 10.211% 01/01/08		01/01/2004	Redemption		60,024	60,024	60,024	60,024						60,024				3.064	01/01/2008
97180*-UL-0	WILM (TUCSON ELEC) 10.211% 01/01/09		01/01/2004	Redemption		51,099	51,099	51,099	51,099						51,099				2.609	01/01/2009
97180*-UM-8	WILM (TUCSON ELEC) 10.211% 01/01/08		01/01/2004	Redemption		67,229	67,229	67,229	67,229						67,229				3.432	01/01/2008
97180*-UN-6	WILM (TUCSON ELEC) 10.211% 01/01/08		01/01/2004	Redemption		101,780	101,780	101,780	101,780						101,780				5.196	01/01/2008
97180*-UP-1	WILM (TUCSON ELEC) 10.211% 01/01/09		01/01/2004	Redemption		626,770	626,770	626,770	626,770						626,770				31.999	01/01/2009
97180*-UQ-9	WILM (TUCSON ELEC) 10.211% 01/01/09		01/01/2004	Redemption		161,758	161,758	161,758	161,758						161,758				8.258	01/01/2009
971804-6S-9	WILM (DELTA AIR) 10.080% 01/02/04		01/02/2004	Redemption		798,752	798,752	798,752	798,752						798,752				40.257	01/02/2004
97181#-HE-6	WILM TRUST (SCHLUMBERGER) 8.520% 12/20/13		12/20/2004	Redemption		152,984	152,984	152,984	152,984						152,984				9.819	12/20/2013
97181#-HH-9	WILM TRUST (SCHLUMBERGER) 8.520% 06/20/14		12/20/2004	Redemption		256,571	256,571	256,571	256,571						256,571				16.567	06/20/2014
97181#-HJ-5	WILM TRUST (SCHLUMBERGER) 8.520% 06/20/14		12/20/2004	Redemption		337,262	337,262	337,262	337,262						337,262				21.647	06/20/2014
97181#-HM-8	WILM TRUST (SCHLUMBERGER) 8.520% 06/20/14		12/20/2004	Redemption		259,024	259,024	259,024	259,024						259,024				16.622	06/20/2014
97181#-HW-6	WILM TRUST (SCHLUMBERGER) 8.520% 06/20/14		12/20/2004	Redemption		378,827	378,827	378,827	378,827						378,827				24.339	06/20/2014
974272-AB-2	WINN-DIXIE SER1999-1 A2 8.181% 09/01/24		06/30/2004	Various		7,562,500	9,500,000	9,500,000	9,500,000						9,500,000		(1,937,500)	(1,937,500)	431.321	09/01/2024
977385-AK-9	WITCO CORP DEBS 6.875% 02/01/26		07/26/2004	Various		6,418,750	7,500,000	7,009,800	7,043,925		1,845		1,845		7,045,770		(627,020)	(627,020)	328.472	02/01/2026
989822-AA-9	ZURICH REINSURANCE 7.125% 10/15/23		09/14/2004	Various		9,488,550	16,550,000	14,583,695	14,713,828		26,067		26,067		14,739,895		(5,251,345)	(5,251,345)	1,049.077	10/15/2023
000000-00-0	DERIVATIVE ACTIVITY ON HEDGED BONDS		12/31/2004	Various		26,518,208		26,518,208							26,518,208					12/31/2004
01854#-BF-7	BOMBARDIER SECD NT 8.160% 01/02/23	C	07/02/2004	Various		435,448	435,448	435,448	435,448						435,448				19.188	01/02/2023
01877K-AD-5	ALLIANCE PIPELINE LP 4.591% 12/31/25	C	12/31/2004	Redemption		747,200	747,200	749,308	749,246		(2,046)		(2,046)		747,200				25.728	12/31/2025
50730K-AA-5	LAI DLAW INC 7.700% 08/15/04	C	02/19/2004	CLASS ACTION SETTLEM		1,502,265												1,502,265		08/15/2004
65333N-AB-6	NORBORD INC NTS 7.250% 07/01/12	C	06/21/2004	UBS WARBURG		12,907,322	12,000,000	11,984,040	11,985,731		601		601		11,986,332		920,990	920,990	853.083	07/01/2012
684940-AC-1	PACIFICA PAPERS SR NTS 10.000% 03/15/09	C	03/23/2004	Call	105.3750	5,795,625	5,500,000	5,558,750	5,539,087		256,538		256,538		5,795,625				287.222	03/15/2009
768904-DE-0	RIVERSIDE FOREST SER B 8.640% 05/30/04	C	03/31/2004	Call	101.1922	674,615	666,667	688,604	677,672		(3,057)		(3,057)		674,615				19.200	05/30/2004
77509N-AK-9	ROGERS CABLESYSTEMS 5.500% 03/15/14	C	11/17/2004	LEHMAN BROTHERS		1,880,000	2,000,000	1,880,000	1,880,000		657		657		1,880,657		(20,657)	(20,657)	20.472	03/15/2014
07196#-AE-2	PARMALAT DAIRY & BAKERY 8.630% 10/31/15	C	07/09/2004	Call	120.2437	9,619,495	8,000,000	8,000,000	1,520,000	6,480,000	1,619,495		8,099,495		9,619,495				477.527	10/31/2015
022202-AA-3	ALUMINA ENTERPRISES 10.480% 07/15/10	F	10/15/2004	Redemption		894,854	894,854	894,854	894,854						894,854				59.371	07/15/2010
21986M-AA-3	CORP DURANGO SA DE CV 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
33632*-TG-2	BASELL AMER FIN CORP 6.597% 01/06/18	F	01/06/2004	Redemption		466,258	466,258	466,258	466,258						466,258				15.380	01/06/2018
458182-CB-9	TGS (TRANSPORTADORA) 10.190% 05/15/11	F	04/28/2004	Redemption		12,712,500	15,000,000	11,250,000	5,250,000	6,000,000			6,000,000		11,250,000		1,462,500	1,462,500		05/15/2011
46289#-AC-5	IRON ORE EXPORT 10.043% 05/31/05	F	11/30/2004	Redemption		2,352,941	2,352,941	2,352,941	2,352,941						2,352,941				147.691	05/31/2005
525392-AA-4	LEISER SA DE CV 8.940% 12/29/06	F	11/30/2004	Redemption		8,965,902	8,517,270	8,517,270	8,517,270		448,632		448,632		8,965,902				627.014	12/29/2006
55282@-AA-9	MCM MEXICO LEASE 9.920% 02/01/16	F	12/01/2004	Redemption		262,095	262,095	262,095	262,095						262,095				14.776	02/01/2016
71912N-AA-5	PHOENIX PARK FNDG 7.267% 04/01/13	F	10/01/2004	Redemption		537,500	537,500	564,278	561,482		(23,982)		(23,982)		537,500				24.753	04/01/2013
795750-AA-6	SALTA HYDROCARBON RTY 11.550% 12/28/12	F	12/28/2004	Various		5,481,829	6,220,031	6,220,031	6,220,031						6,220,031		(738,202)	(738,202)	277.818	12/28/2012

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	
										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	
87242R-AA-3	TGN CRIBS FINL 10.875% 07/25/12	F	03/24/2004	DEUTSCHE BANK		7,450,000	10,000,000	7,500,000	6,812,937	1,000,000			1,000,000		7,812,937		(362,937)	(362,937)	89,444	07/25/2012	
886527-AA-8	AES IHB CAYMAN 11.500% 04/15/16	F	04/01/2004	Various		8,245,066	9,670,000	7,707,000	7,736,000	1,934,000		1,963,000	(29,000)		7,707,000		538,066	538,066	99,704	04/15/2016	
G3782#-AN-7	GLENCORE FINANCE 9.070% 08/31/19	F	02/09/2004	LEHMAN BROTHERS		5,518,050	5,000,000	5,000,000	5,000,000						5,000,000		518,050	518,050	210,374	08/31/2019	
66359#-AF-0	MYTRAVEL GROUP PLC 9.820% 05/31/06	F	10/06/2004	Various		2,095,480	5,000,000	2,095,480	2,250,000			154,520	(154,520)		2,095,480				245,500	05/31/2006	
69284#-AH-0	VITOL FINANCE LTD 8.960% 12/13/09	F	12/13/2004	100.0000		2,143,000	2,143,000	2,143,000	2,143,000						2,143,000				192,013	12/13/2009	
M5314#-AA-0	HURRIYET GAZATECILIK MATBAACIL 12.000% 05/05/06	F	11/05/2004	100.0000		1,111,112	1,111,112	1,111,112	1,111,112						1,111,112				100,000	05/05/2006	
P0763#-AA-6	COMISION FEDERAL DE ELECTRICID 6.829% 10/15/12	F	07/15/2004	100.0000		1,500,000	1,500,000	1,500,000	1,500,000						1,500,000				76,821	10/15/2012	
V8615#-AE-2	STOLT PARCEL TKR 7.110% 06/18/13	F	10/14/2004	MERRILL LYNCH		9,412,500	10,000,000	9,447,310	9,585,827		46,427		46,427		9,632,254		(219,754)	(219,754)	710,908	06/18/2013	
4599999. Bonds - Industrial and Miscellaneous						659,964,767	668,469,766	612,038,681	627,235,369	23,805,074	20,785,808	8,720,870	35,870,012		663,105,381		(3,140,614)	(3,140,614)	27,692,289	XXX	
6099997. Total - Bonds - Part 4						1,055,300,672	1,743,002,181	992,731,366	1,016,300,538	23,805,074	25,528,065	8,720,870	40,612,269		1,056,912,807		(1,612,135)	(1,612,135)	40,890,605	XXX	
6099998. Total - Bonds - Part 5						4,834,500	5,000,000	4,890,250	4,890,250		485		485		4,890,735		(56,235)	(56,235)	113,750	XXX	
6099999. Total - Bonds						1,060,135,172	1,748,002,181	997,621,616	1,021,190,788	23,805,074	25,528,550	8,720,870	40,612,754		1,061,803,542		(1,668,370)	(1,668,370)	41,004,355	XXX	
PREFERRED STOCK																					
Industrial & Miscellaneous																					
62940R-20-2	NTL PRFD		02/03/2004	Exchange		15,000			53						53						
6399999. Preferred Stocks - Industrial and Miscellaneous						53	XXX	53	53						53						XXX
6599997. Total - Preferred Stocks - Part 4						53	XXX	53	53						53						XXX
6599998. Total - Preferred Stocks - Part 5						90	XXX	53	53						53		37	37	38	XXX	
6599999. Total - Preferred Stocks						143	XXX	106	106						106		37	37	38	XXX	
COMMON STOCK																					
Industrial & Miscellaneous																					
47799#-99-1	JOHN LAING PLC WARRANTS	F	01/29/2004	PERSHING & CO		177,707,000			251,730								251,730	251,730			
6899999. Common Stocks - Industrial and Miscellaneous						251,730	XXX										251,730	251,730			XXX
7299997. Total - Common Stocks - Part 4						251,730	XXX										251,730	251,730			XXX
7299998. Total - Common Stocks - Part 5						503,268	XXX										503,268	503,268			XXX
7299999. Total - Common Stocks						754,998	XXX										754,998	754,998			XXX
7399999. Total - Preferred and Common Stocks						755,141	XXX	106	106						106		755,035	755,035	38	XXX	
7499999 - Totals						1,060,890,313	XXX	997,621,722	1,021,190,894	23,805,074	25,528,550	8,720,870	40,612,754		1,061,803,648		(913,335)	(913,335)	41,004,393	XXX	

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 5

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21	
											12	13	14	15	16						
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	Book/Adjusted Carrying Value at Disposal Date	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (12 + 13 - 14)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends	
BONDS																					
Public Utilities (unaffiliated)																					
025537-AE-1	AMERICAN ELEC PWR SR NTS 5.250% 06/01/15		04/14/2004	CREDIT SUISSE/FIRST BOSTON	05/04/2004	CREDIT SUISSE/FIRST BOSTON	5,000,000	4,890,250	4,834,500	4,890,735		485		485			(56,235)	(56,235)	113,750	100,625	
3899999. Bonds - Public Utilities							5,000,000	4,890,250	4,834,500	4,890,735		485		485			(56,235)	(56,235)	113,750	100,625	
6099998. Total - Bonds							5,000,000	4,890,250	4,834,500	4,890,735		485		485			(56,235)	(56,235)	113,750	100,625	
PREFERRED STOCK																					
Industrial & Miscellaneous																					
69367F-30-6	PVT INC PRFD		02/03/2004	Exchange	11/05/2004	SALOMON SMITH BARNEY	15,000	53	90	53							37	37	38		
6399999. Preferred Stocks - Industrial and Miscellaneous								53	90	53							37	37	38		
6599998. Total - Preferred Stocks								53	90	53							37	37	38		
COMMON STOCK																					
Industrial & Miscellaneous																					
498780-10-5	KMART HOLDING CORP		07/01/2004	DIRECT	09/27/2004	SALOMON SMITH BARNEY	5,869,000		503,268								503,268	503,268			
6899999. Common Stocks - Industrial and Miscellaneous									503,268									503,268	503,268		
7299998. Total - Common Stocks									503,268									503,268	503,268		
7399999. Total - Preferred and Common Stocks								53	503,358	53								503,305	503,305	38	
7499999 - Totals																					
							4,890,303	5,337,858	4,890,788			485		485			447,070	447,070	113,788	100,625	

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description, Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures Manual)	6 Do Insurer's Admitted Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	7 Total, Amount of Such Intangible Assets	8 Book/Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date			
								9 Number of Shares	10 % of Outstanding		
0999999. Total Preferred Stocks								XXX	XXX		
Common Stock - U.S. LAH Insurer											
74401#-10-6	Provident Life and Accident Insurance Company		68195	3B2A	NO	51,344,687	1,759,319,000	4.0			
1299999. Common Stock - U.S. LAH Insurer								51,344,687	XXX	XXX	
Common Stock - Other Affiliates											
37228#-10-4	GENEX Services, Inc.			3B2B	YES	128,798,733	164,419,644	1,000,000	100.0		
1799999. Common Stock - Other Affiliates								128,798,733	164,419,644	XXX	XXX
1899999. Total Common Stocks								128,798,733	215,764,331	XXX	XXX
1999999 - Total								128,798,733	215,764,331	XXX	XXX

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein \$ 1,114,287,927

2. Total amount of intangible assets nonadmitted \$ 23,655,280

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-Tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-Tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
Common Stock					
000000-00-0	GENEX Services, LLC	GENEX Services, Inc.			100.0
000000-00-0	GENEX Services of Canada, Inc.	GENEX Services, Inc.	98,716	1,000	100.0
000000-00-0	Primecor, Inc.	GENEX Services, Inc.		1,000	100.0
000000-00-0	Options and Choices, Inc.	GENEX Services, Inc.	11,186,744	1,000	100.0
000000-00-0	GENEX Consultants, Inc.	GENEX Services, Inc.		100,000	100.0
000000-00-0	GENEX Services, Inc. of Ohio	GENEX Services, Inc.		100,000	100.0
0299999. Common Stock			11,285,460	XXX	XXX
0399999 - Total			11,285,460	XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE DA - PART 1

Showing All SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1 Description	Codes		4 Date Acquired	5 Name of Vendor	6 Maturity Date	7 Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				12 Par Value	13 Actual Cost	Interest					20 Paid for Accrued Interest	
	2 Code	3 For- eign					8 Unrealized Valuation Increase/ (Decrease)	9 Current Year's (Amor- tization)/ Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Total Foreign Exchange Change in Book/ Adjusted Carrying Value			14 Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	15 Non-Admitted Due and Accrued	16 Rate of	17 Effective Rate of	18 How Paid		19 Gross Amount Received
NONE																			
8299999 - Totals											XXX			XXX	XXX	XXX			

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Owned December 31 of Current Year

1 Description	2 Number of Contracts or Notional Amount	3 Date of Maturity, Expiry or Settlement	4 Strike Price, Rate or Index	5 Date of Acquisition	6 Exchange or Counterparty	7 Cost/Option Premium	8 Book Value	9 *	10 Statement Value	11 Fair Value	12 Increase/ (Decrease) by Adjustment	13 Used to Adjust Basis of Hedged Item	14 Other Investment/ Miscellaneous Income
Call Options - Hedging Transactions													
Interest Rate Swaption - Receive Fixed, Pay LIBOR	145,000,000	10/03/2005	5.730%	04/29/2004	Merrill Lynch	5,952,250	5,952,250		5,952,250	10,482,008			
Interest Rate Swaption - Receive Fixed, Pay LIBOR	80,000,000	04/03/2006	5.770%	04/26/2004	Merrill Lynch	3,768,000	3,768,000		3,768,000	5,772,454			
Interest Rate Swaption - Receive Fixed, Pay LIBOR	135,000,000	01/03/2006	5.760%	04/28/2004	Deutsche Bank	5,872,500	5,872,500		5,872,500	9,803,341			
Interest Rate Swaption - Receive Fixed, Pay LIBOR	120,000,000	07/03/2006	5.835%	04/26/2004	Deutsche Bank	5,850,000	5,850,000		5,850,000	8,868,117			
Interest Rate Swaption - Receive Fixed, Pay LIBOR	135,000,000	04/01/2005	5.915%	05/17/2004	Bear Stearns	4,576,500	4,576,500		4,576,500	12,446,553			
Interest Rate Swaption - Receive Fixed, Pay LIBOR	170,000,000	07/01/2005	5.980%	05/11/2004	Merrill Lynch	6,630,000	6,630,000		6,630,000	15,678,977			
0199999. Subtotal - Call Options - Hedging						32,649,250	32,649,250	XXX	32,649,250	63,051,450			
0499999. Subtotal - Call Options						32,649,250	32,649,250	XXX	32,649,250	63,051,450			
0899999. Subtotal - Put Options								XXX					
1299999. Subtotal - Caps								XXX					
1699999. Subtotal - Floors								XXX					
2099999. Subtotal - Insurance Futures Call Options								XXX					
2499999. Subtotal - Insurance Futures Put Options								XXX					
2599999. Subtotal - Hedging						32,649,250	32,649,250	XXX	32,649,250	63,051,450			
2799999. Subtotal - Other								XXX					
9999999 - Totals						32,649,250	32,649,250	XXX	32,649,250	63,051,450			

SCHEDULE DB - PART A - SECTION 2

Showing all Options, Caps, Floors and Insurance Futures Options Acquired During Current Year

1 Description	2 Number of Contracts or Notional Amount	3 Date of Maturity, Expiry or Settlement	4 Strike Price, Rate or Index	5 Date of Acquisition	6 Exchange or Counterparty	7 Cost/Option Premium
Call Options - Hedging Transactions						
Interest Rate Swaption - Receive Fixed, Pay LIBOR	145,000,000	10/03/2005	5.730%	04/29/2004	Merrill Lynch	5,952,250
Interest Rate Swaption - Receive Fixed, Pay LIBOR	80,000,000	04/03/2006	5.770%	04/26/2004	Merrill Lynch	3,768,000
Interest Rate Swaption - Receive Fixed, Pay LIBOR	135,000,000	01/03/2006	5.760%	04/28/2004	Deutsche Bank	5,872,500
Interest Rate Swaption - Receive Fixed, Pay LIBOR	120,000,000	07/03/2006	5.835%	04/26/2004	Deutsche Bank	5,850,000
Interest Rate Swaption - Receive Fixed, Pay LIBOR	135,000,000	04/01/2005	5.915%	05/17/2004	Bear Stearns	4,576,500
Interest Rate Swaption - Receive Fixed, Pay LIBOR	170,000,000	07/01/2005	5.980%	05/11/2004	Merrill Lynch	6,630,000
0199999. Subtotal - Call Options - Hedging						32,649,250
0499999. Subtotal - Call Options						32,649,250
0899999. Subtotal - Put Options						
1299999. Subtotal - Caps						
1699999. Subtotal - Floors						
2099999. Subtotal - Insurance Futures Call Options						
2499999. Subtotal - Insurance Futures Put Options						
2599999. Subtotal - Hedging						32,649,250
2799999. Subtotal - Other						
9999999 - Totals						32,649,250

Schedule DB - Part A - Section 3

N O N E

Schedule DB - Part B - Section 1

N O N E

Schedule DB - Part B - Section 2

N O N E

Schedule DB - Part B - Section 3

N O N E

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open December 31 of Current Year

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	Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
0499999. Subtotal - Collars									XXX					
Swaps - Hedging Transactions														
Receive Fixed, Pay LIBOR	38,000,000	02/01/2005	6.8275% (LIBOR)	12/01/2001	Goldman Sachs					8,054,905				77,567
Receive Fixed, Pay LIBOR	36,000,000	05/01/2005	6.8325% (LIBOR)	12/01/2001	Goldman Sachs					7,328,065				116,190
Receive Fixed, Pay LIBOR	38,000,000	08/01/2005	6.835% (LIBOR)	12/01/2001	Goldman Sachs					7,434,947				155,134
Receive Fixed, Pay LIBOR	45,000,000	11/01/2005	6.841% (LIBOR)	12/01/2001	Goldman Sachs					8,506,191				215,421
Receive Fixed, Pay LIBOR	25,000,000	02/15/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					4,544,049				135,015
Receive Fixed, Pay LIBOR	25,000,000	05/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					4,374,348				148,780
Receive Fixed, Pay LIBOR	25,000,000	08/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					4,213,016				161,374
Receive Fixed, Pay LIBOR	25,000,000	11/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					4,062,713				173,055
Receive Fixed, Pay LIBOR	45,000,000	02/01/2012	6.5025% (LIBOR)	07/01/2003	Merrill Lynch					1,719,417				602,339
Receive Fixed, Pay LIBOR	40,000,000	08/01/2005	6.300% (LIBOR)	07/01/2003	Merrill Lynch					5,236,049				163,299
Receive Fixed, Pay LIBOR	70,000,000	08/01/2008	6.640% (LIBOR)	07/01/2003	Deutsche Bank					6,489,828				670,199
Receive Fixed, Pay LIBOR	45,000,000	08/01/2006	6.4250% (LIBOR)	07/01/2003	Deutsche Bank					5,409,825				290,474
Receive Fixed, Pay LIBOR	45,000,000	05/01/2012	6.472% (LIBOR)	07/01/2003	Barclays					1,444,443				612,755
Receive Fixed, Pay LIBOR	45,000,000	08/01/2012	6.482% (LIBOR)	07/01/2003	Barclays					1,409,028				622,997
Receive Fixed, Pay LIBOR	50,000,000	11/01/2012	6.500% (LIBOR)	07/01/2003	Barclays					1,551,566				703,414
Receive Fixed, Pay LIBOR	40,000,000	02/01/2013	6.510% (LIBOR)	07/01/2003	Bear Stearns					1,208,928				571,548
Receive Fixed, Pay LIBOR	50,000,000	11/01/2011	6.6070% (LIBOR)	07/01/2003	Bear Stearns					2,113,882				657,489
Receive Fixed, Pay LIBOR	50,000,000	08/01/2011	6.5960% (LIBOR)	07/01/2003	Bear Stearns					2,170,032				645,497
Receive Fixed, Pay LIBOR	55,000,000	11/01/2010	6.5320% (LIBOR)	07/01/2003	Bear Stearns					2,519,101				668,915
Receive Fixed, Pay LIBOR	70,000,000	08/01/2010	6.5170% (LIBOR)	07/01/2003	Bear Stearns					3,292,729				833,167
Receive Fixed, Pay LIBOR	70,000,000	05/01/2009	6.4260% (LIBOR)	07/01/2003	Bear Stearns					4,432,755				735,555
Receive Fixed, Pay LIBOR	65,000,000	02/01/2009	6.4070% (LIBOR)	07/01/2003	Bear Stearns					4,222,293				663,403
Receive Fixed, Pay LIBOR	70,000,000	11/01/2007	6.540% (LIBOR)	07/01/2003	Bear Stearns					7,580,206				597,739
Receive Fixed, Pay LIBOR	75,000,000	08/01/2007	6.5250% (LIBOR)	07/01/2003	Goldman Sachs					8,347,484				612,372
Receive Fixed, Pay LIBOR	70,000,000	02/01/2007	6.4780% (LIBOR)	07/01/2003	Goldman Sachs					8,113,435				515,186
Receive Fixed, Pay LIBOR	45,000,000	05/01/2006	6.4030% (LIBOR)	07/01/2003	Goldman Sachs					5,550,652				267,804
Receive Fixed, Pay LIBOR	55,000,000	02/01/2006	6.360% (LIBOR)	07/01/2003	Goldman Sachs					6,827,769				297,034
Receive Fixed, Pay LIBOR	40,000,000	08/01/2013	6.6650% (LIBOR)	07/01/2003	Swiss Re					1,466,715				588,784
Receive Fixed, Pay LIBOR	35,000,000	05/01/2013	6.6650% (LIBOR)	07/01/2003	Swiss Re					1,323,419				507,701
Receive Fixed, Pay LIBOR	50,000,000	05/01/2011	6.5700% (LIBOR)	07/01/2003	Swiss Re					2,239,837				633,279
Receive Fixed, Pay LIBOR	55,000,000	02/01/2011	6.5550% (LIBOR)	07/01/2003	Swiss Re					2,523,743				682,901
Receive Fixed, Pay LIBOR	40,000,000	11/01/2006	6.4650% (LIBOR)	07/01/2003	Swiss Re					4,806,197				276,887
Receive Fixed, Pay LIBOR	45,000,000	11/01/2005	6.3350% (LIBOR)	07/01/2003	Swiss Re					5,753,011				215,421
Receive Fixed, Pay LIBOR	55,000,000	05/01/2010	6.4900% (LIBOR)	07/01/2003	UBS					2,713,133				640,028
Receive Fixed, Pay LIBOR	60,000,000	02/01/2010	6.4800% (LIBOR)	07/01/2003	UBS					3,061,418				681,909
Receive Fixed, Pay LIBOR	60,000,000	11/01/2009	6.4400% (LIBOR)	07/01/2003	UBS					3,616,094				665,207
Receive Fixed, Pay LIBOR	70,000,000	08/01/2009	6.4300% (LIBOR)	07/01/2003	UBS					4,357,614				756,086
Receive Fixed, Pay LIBOR	75,000,000	11/01/2008	6.390% (LIBOR)	07/01/2003	UBS					5,161,674				742,146
Receive Fixed, Pay LIBOR	35,000,000	11/01/2013	6.820% (LIBOR)	07/01/2003	UBS					1,555,046				522,564
Receive Fixed, Pay LIBOR	70,000,000	05/01/2007	6.510% (LIBOR)	07/01/2003	UBS					8,104,964				544,097
Receive Fixed, Pay LIBOR	70,000,000	05/01/2008	6.790% (LIBOR)	08/01/2003	UBS					7,875,704				646,948
Receive Fixed, Pay LIBOR	80,000,000	02/01/2008	6.755% (LIBOR)	08/01/2003	UBS					9,103,324				711,805
Currency Swap - Receive USS, Pay CANS	2,101,483	06/30/2010	6.455% (7.288%)	09/29/2004	Lehman	(89,198)	(89,198)		(241,823)	(300,478)			(9,529)	85,363
Currency Swap - Receive USS, Pay CANS	5,731,316	06/01/2011	6.075% (6.85%)	09/29/2004	Lehman	(219,421)	(219,421)		(635,671)	(815,821)			(34,925)	253,088
Currency Swap - Receive USS, Pay CANS	1,354,545	06/01/2009	4.86% (5.5%)	09/29/2004	Deutsche Bank	(60,556)	(60,556)		(159,790)	(179,372)			(4,795)	49,769
Currency Swap - Receive USS, Pay CANS	6,287,879	12/01/2006	6.35% (7.0%)	09/29/2004	Lehman	(281,671)	(281,671)		(742,321)	(773,176)			(25,683)	154,021
Currency Swap - Receive USS, Pay CANS	7,633,588	08/15/2007	8.283% (9.0%)	09/29/2004	CIBC	(342,092)	(342,092)		(897,092)	(991,078)			(13,048)	215,910
Currency Swap - Receive USS, Pay CANS	9,773,282	06/02/2028	6.185% (6.7%)	09/29/2004	Deutsche Bank	(296,718)	(296,718)		(1,007,285)	(1,350,314)			(34,121)	820,607
Currency Swap - Receive USS, Pay CANS	1,912,046	06/01/2011	6.208% (6.85%)	09/29/2004	CIBC	(73,202)	(73,202)		(211,952)	(252,403)			3,654	84,434
Currency Swap - Receive USS, Pay CANS	4,588,910	07/09/2007	5.855% (6.5%)	09/29/2004	CIBC	(159,724)	(159,724)		(492,724)	(548,132)			1,045	127,750
Currency Swap - Receive USS, Pay CANS	4,588,910	04/22/2008	4.925% (5.600%)	09/29/2004	Lehman	(162,556)	(162,556)		(495,556)	(552,528)			(20,042)	145,114
Currency Swap - Receive USS, Pay CANS	5,353,728	06/02/2008	5.579% (6.2%)	09/29/2004	CIBC	(185,348)	(185,348)		(573,848)	(634,502)			(19,090)	173,481
Currency Swap - Receive USS, Pay CANS	5,936,920	02/05/2026	7.8923% (8.29%)	09/29/2004	UBS	(287,684)	(287,684)		(731,684)	(1,099,329)			(8,769)	473,095
Currency Swap - Receive USS, Pay CANS	16,668,702	09/21/2029	6.46% (6.95%)	09/29/2004	Goldman Sachs	(379,911)	(379,911)		(1,591,809)	(2,317,848)			(42,385)	1,436,316

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open December 31 of Current Year

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	Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
Currency Swap - Receive US\$, Pay CANS	2,599,001	07/25/2028	1.4621 CANS/US\$	09/29/2004	UBS	(15,647)	(15,647)		(59,549)	(103,047)				218,610
Currency Swap - Receive US\$, Pay CANS	2,612,043	07/25/2027	1.4548 CANS/US\$	09/29/2004	UBS	(16,415)	(16,415)		(63,344)	(105,563)				214,998
Currency Swap - Receive US\$, Pay CANS	2,612,941	07/25/2024	1.4543 CANS/US\$	09/29/2004	UBS	(32,733)	(32,733)		(90,031)	(129,458)				200,278
Currency Swap - Receive US\$, Pay CANS	2,619,064	07/25/2026	1.4509 CANS/US\$	09/29/2004	UBS	(19,137)	(19,137)		(69,308)	(110,085)				210,749
Currency Swap - Receive US\$, Pay CANS	2,623,585	07/25/2023	1.4484 CANS/US\$	09/29/2004	Lehman	(23,038)	(23,038)		(84,308)	(136,709)				195,892
Currency Swap - Receive US\$, Pay CANS	2,623,766	07/25/2025	1.4483 CANS/US\$	09/29/2004	UBS	(22,964)	(22,964)		(76,591)	(115,790)				206,179
0599999. Subtotal - Swaps - Hedging						(2,668,015)	(2,668,015)	XXX	(8,224,686)	181,303,916			(207,688)	25,995,139
0899999. Subtotal - Swaps						(2,668,015)	(2,668,015)	XXX	(8,224,686)	181,303,916			(207,688)	25,995,139
1299999. Subtotal - Forwards								XXX						
2599999. Subtotal - Hedging						(2,668,015)	(2,668,015)	XXX	(8,224,686)	181,303,916			(207,688)	25,995,139
2799999. Subtotal - Other								XXX						
9999999 - Totals						(2,668,015)	(2,668,015)	XXX	(8,224,686)	181,303,916			(207,688)	25,995,139

SCHEDULE DB - PART C - SECTION 2

Showing all Collar, Swap and Forwards Opened During Current Year

1	2	3	4	5	6	7
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)
0499999. Subtotal - Collars						
Swaps - Hedging Transactions						
Currency Swap - Receive US\$, Pay CANS	2,101,483	06/30/2010	6.455% (7.288%)	09/29/2004	Lehman	(89,198)
Currency Swap - Receive US\$, Pay CANS	5,731,316	06/01/2011	6.075% (6.85%)	09/29/2004	Lehman	(219,421)
Currency Swap - Receive US\$, Pay CANS	1,354,545	06/01/2009	4.86% (5.5%)	09/29/2004	Deutsche Bank	(60,556)
Currency Swap - Receive US\$, Pay CANS	6,287,879	12/01/2006	6.35% (7.0%)	09/29/2004	Lehman	(281,671)
Currency Swap - Receive US\$, Pay CANS	7,633,588	08/15/2007	8.283% (9.0%)	09/29/2004	CIBC	(342,092)
Currency Swap - Receive US\$, Pay CANS	9,773,282	06/02/2028	6.185% (6.7%)	09/29/2004	Deutsche Bank	(296,718)
Currency Swap - Receive US\$, Pay CANS	1,912,046	06/01/2011	6.208% (6.85%)	09/29/2004	CIBC	(73,202)
Currency Swap - Receive US\$, Pay CANS	4,588,910	07/09/2007	5.855% (6.5%)	09/29/2004	CIBC	(159,724)
Currency Swap - Receive US\$, Pay CANS	4,588,910	04/22/2008	4.925% (5.600%)	09/29/2004	Lehman	(162,556)
Currency Swap - Receive US\$, Pay CANS	5,353,728	06/02/2008	5.579% (6.2%)	09/29/2004	CIBC	(185,348)
Currency Swap - Receive US\$, Pay CANS	5,936,920	02/05/2026	7.8923% (8.29%)	09/29/2004	UBS	(287,684)
Currency Swap - Receive US\$, Pay CANS	16,668,702	09/21/2029	6.46% (6.95%)	09/29/2004	Goldman Sachs	(379,911)
Currency Swap - Receive US\$, Pay CANS	2,599,001	07/25/2028	1.4621 CANS/US\$	09/29/2004	UBS	(15,647)
Currency Swap - Receive US\$, Pay CANS	2,612,043	07/25/2027	1.4548 CANS/US\$	09/29/2004	UBS	(16,415)
Currency Swap - Receive US\$, Pay CANS	2,612,941	07/25/2024	1.4543 CANS/US\$	09/29/2004	UBS	(32,733)
Currency Swap - Receive US\$, Pay CANS	2,619,064	07/25/2026	1.4509 CANS/US\$	09/29/2004	UBS	(19,137)
Currency Swap - Receive US\$, Pay CANS	2,623,585	07/25/2023	1.4484 CANS/US\$	09/29/2004	Lehman	(23,038)
Currency Swap - Receive US\$, Pay CANS	2,623,766	07/25/2025	1.4483 CANS/US\$	09/29/2004	UBS	(22,964)
0599999. Subtotal - Swaps - Hedging						(2,668,015)
0899999. Subtotal - Swaps						(2,668,015)
1299999. Subtotal - Forwards						
2599999. Subtotal - Hedging						(2,668,015)
2799999. Subtotal - Other						
9999999 - Totals						(2,668,015)

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE DB - PART C - SECTION 3

Showing all Collar, Swap and Forwards Terminated During Current Year

1 Description	2 Notional Amount	3 Date of Maturity, Expiry or Settlement	4 Strike Price, Rate or Index Rec (Pay)	5 Date of Opening Position or Agreement	6 Exchange or Counterparty	7 Cost or (Consideration Received)	8 Indicate Exercise, Expiration, Maturity or Sale	9 Termination Date	10 Book Value	11 *	12 Consideration Received or (Paid) on Terminations	13 Increase/ (Decrease) by Adjustment	Gain/(Loss) on Termination			17 Other Investment/ Miscellaneous Income
													14 Recognized	15 Used to Adjust Basis of Hedged Item	16 Deferred	
0499999. Subtotal - Collars																
Swaps - Hedging Transactions																
Receive Fixed, Pay LIBOR	37,000,000	02/01/2004	6.735% (LIBOR)	05/10/2001	Merrill Lynch		Closing Trans.	01/31/2004			5,815,000				5,815,000	
Receive Fixed, Pay LIBOR	39,000,000	05/01/2004	6.755% (LIBOR)	05/01/2001	Merrill Lynch		Closing Trans.	04/30/2004			7,321,000				7,321,000	
Receive Fixed, Pay LIBOR	36,000,000	08/15/2004	6.782% (LIBOR)	05/10/2001	Goldman Sachs		Closing Trans.	07/31/2004			5,416,400				5,416,400	
Receive Fixed, Pay LIBOR	37,000,000	11/01/2004	6.786% (LIBOR)	05/10/2001	Goldman Sachs		Closing Trans.	10/31/2004			7,227,000				7,227,000	
0599999. Subtotal - Swaps - Hedging																
0899999. Subtotal - Swaps																
Forwards - Hedging Transactions																
Forward Credit Spread Lock	7,000,000	01/01/2004	0.644%	04/01/2003	Banque AIG	700,000	Closing Trans.	01/01/2004	700,000		907,196				207,196	
Forward Credit Spread Lock	10,000,000	01/01/2004	0.649%	04/01/2003	Banque AIG	1,000,000	Closing Trans.	01/01/2004	1,000,000		1,304,827				304,827	
Forward Credit Spread Lock	10,000,000	01/01/2004	0.680%	04/01/2003	Banque AIG	1,000,000	Closing Trans.	01/01/2004	1,000,000		1,304,772				304,772	
Forward Credit Spread Lock	10,000,000	01/01/2004	0.732%	02/01/2003	Merrill Lynch		Closing Trans.	01/01/2004			180,013				180,013	
0999999. Subtotal - Forwards - Hedging																
1299999. Subtotal - Forwards																
2599999. Subtotal - Hedging																
2799999. Subtotal - Other																
9999999 - Totals																

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Contracts Open December 31 of Current Year

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

Schedule DB - Part D - Section 2

N O N E

Schedule DB - Part D - Section 3

N O N E

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

1 Line Number	2 Type	3 Description of Deposit	4 Where Deposited and Purpose of Deposit	5 Par or Book Value	6 Statement Value (a)	7 Fair Value
CA 00001	B	WAL MART STORES NOTES 8.000% 09/15/06	California, Citibank - California, RSD CA INS CD SEC 11690/11719	10,000,000	9,920,088	10,749,200
CA 00002	B	MASSMUTUAL GLOB FNDG 11 144 A 5.250% 07/31/18	California, Citibank - California, RSD CA INS CD SEC 11690/11719	19,759,000	19,664,192	20,039,578
CA 00003	B	WAL MART STORES Nts 5.875% 10/15/05	California, Citibank - California, RSD CA INS CD SEC 11690/11719	10,000,000	9,893,553	10,227,300
CA 00004	B	FORTUNE BRANDS DEBS 6.625% 07/15/28	California, Citibank - California, RSD CA INS CD SEC 11690/11719	14,500,000	13,596,648	16,388,770
0599999. Total - California				54,259,000	53,074,481	57,404,848
GA 00001	B	U S TREASURY BDS 6.125% 08/15/29	Georgia, WACHOVIA BANK-GEORGIA, RSD GA INS CD SEC 33-3-9	30,000	30,119	35,222
1199999. Total - Georgia				30,000	30,119	35,222
MA 00001	B	U S TREASURY BDS 6.125% 08/15/29	Massachusetts, STATE STREET BANK AND TRUST CO, RSD MA GEN LAW CH 175	475,000	476,889	557,679
2299999. Total - Massachusetts				475,000	476,889	557,679
NM 00001	B	U S TREASURY BDS 6.125% 08/15/29	New Mexico, CENTURY BANK & TRUST, RSD NM INS CD SEC 59-A-5-19	105,000	105,418	123,276
3299999. Total - New Mexico				105,000	105,418	123,276
NY 00001	B	CONAGRA INC NTS 8.250% 09/15/30	New York, Bank of NY - RSD NY INS LAW SEC 1105	11,200,000	11,103,274	14,896,000
NY 00002	B	MASSACHUSETTS ELEC SECURED MEDIUM TERM NOTES 8.450% 01/10/05	New York, Bank of NY - RSD NY INS LAW SEC 1105	6,686,000	6,686,000	6,691,349
NY 00003	B	SOUTHWESTERN BELL TEL UNSEC NTS 6.625% 04/01/05	New York, Bank of NY - RSD NY INS LAW SEC 1105	1,181,000	1,176,151	1,191,605
NY 00004	B	DEUTSCHE TELEKOM NOTES 8.750% 06/15/30	New York, Bank of NY - RSD NY INS LAW SEC 1105	5,200,000	5,196,085	6,866,392
NY 00005	B	KROGER COMPANY SR NTS 7.700% 06/01/29	New York, Bank of NY - RSD NY INS LAW SEC 1105	5,250,000	5,063,103	6,331,658
NY 00006	B	CSX CORP UNSECURED DEBENTURES 9.000% 08/15/06	New York, Bank of NY - RSD NY INS LAW SEC 1105	10,000,000	9,925,668	10,830,300
NY 00007	B	WESTVACO DEBS 8.200% 01/15/30	New York, Bank of NY - RSD NY INS LAW SEC 1105	10,000,000	10,430,528	12,495,600
NY 00008	B	CONOCO FUNDING GRNTY 7.250% 10/15/31	New York, Bank of NY - RSD NY INS LAW SEC 1105	19,400,000	19,259,619	23,655,390
NY 00009	B	WISC ELECTRIC POWER NTS 5.625% 05/15/33	New York, Bank of NY - RSD NY INS LAW REG 1105	3,300,000	3,290,709	3,356,727
NY 00010	B	FORD MOTOR GLOBAL NTS 7.450% 07/16/31	New York, Bank of NY - RSD NY INS LAW SEC 1105	10,000,000	9,243,194	10,057,400
NY 00011	B	COX ENTERPRISES SR NTS 144A 7.450% 06/20/09	New York, Bank of NY - RSD NY INS LAW SEC 1105	20,000,000	20,000,000	22,440,000
NY 00012	B	DELPHI CORP DEBS 7.125% 05/01/29	New York, Bank of NY - RSD NY INS LAW SEC 1105	10,000,000	9,606,790	9,400,000
NY 00013	B	ANADARKO PETROLEUM DEBS 7.200% 03/15/29	New York, Bank of NY - RSD NY INS LAW SEC 1105	12,500,000	12,098,672	14,650,000
NY 00014	B	KROGER COMPANY SR NTS 7.700% 06/01/29	New York, Bank of NY - RSD NY INS LAW SEC 1105	9,860,000	9,823,457	11,891,456
NY 00015	B	PACIFICORP FIRST MORTGAGE BONDS 6.750% 04/01/05	New York, Bank of NY - RSD NY INS LAW SEC 1105	6,500,000	6,486,870	6,562,205
NY 00016	B	ROCKWELL INTL UNSECURED 7.875% 02/15/05	New York, Bank of NY - RSD NY INS LAW SEC 1105	5,675,000	5,674,406	5,706,440
NY 00017	B	UNOCAL GTD NTS 7.500% 02/15/29	New York, Bank of NY - RSD NY INS LAW SEC 1105	29,623,000	28,666,657	35,676,164
NY 00018	B	WESTVACO DEBS 8.200% 01/15/30	New York, Bank of NY - RSD NY INS LAW SEC 1105	8,849,000	8,715,103	11,057,356
NY 00019	B	AMERADA HESS SR NOTES 7.875% 10/01/29	New York, Bank of NY - RSD NY INS LAW SEC 1105	10,000,000	9,882,095	11,832,100
NY 00020	B	FORD MOTOR GLOBAL NTS 7.450% 07/16/31	New York, Bank of NY - RSD NY INS LAW SEC 1105	9,250,000	8,832,836	9,303,095
NY 00021	B	ALBERTA ENERGY BNDS 7.375% 11/01/31	New York, Bank of NY - RSD NY INS LAW SEC 1105	5,000,000	4,983,218	6,022,100
3399999. Total - New York				209,474,000	206,144,435	240,913,337
NC 00001	B	U S TREASURY BDS 6.125% 08/15/29	North Carolina, WACHOVIA BANK-NORTH CAROLINA, RSD NC INS CD SEC 58-5-50	415,000	416,650	487,235
3499999. Total - North Carolina				415,000	416,650	487,235
VA 00001	B	GENERAL MOTORS CORP NTS 7.200% 01/15/11	Virginia, SUNTRUST, RSD VA INS CD SEC 38-2-1045	225,000	224,079	230,769
4799999. Total - Virginia				225,000	224,079	230,769
US 00001	B	Bank of Guam - Time CD 1.540% 12/23/05	U.S. Territory, Bank of GUAM, RSD GUAM	58,453	58,453	58,453
PR 00002	B	PUERTO RICO CONWILTH MUNICIPAL 5.500% 07/01/08	Puerto Rico, J.P. MORGAN CHASE-DEPOSIT, RSD TTL 26 PR INS CD SEC 313	500,000	507,132	550,695
US 00003	B	TARGET / DAYTON HUDSON CORP DEBENTURE 9.625% 02/01/08	Firm/Individual, J.P. MORGAN CHASE, RD FOR REINSURANCE AGREEMENT	1,000,000	1,174,344	1,159,060
US 00004	B	DOW CHEMICAL COMPANY UNSECURED DEBENTURES 8.625% 04/01/06	Firm/Individual, J.P. MORGAN CHASE, RD FOR REINSURANCE AGREEMENT	5,000,000	4,868,144	5,300,000
US 00005	B	ICI NORTH AMERICA INC. DEBENTURES 8.875% 11/15/06	Firm/Individual, J.P. MORGAN CHASE, RD FOR REINSURANCE AGREEMENT	2,500,000	2,541,580	2,728,925
US 00006	B	SOUTHWESTERN BELL CAPITAL MEDIUM TERM NOTE SERIES D 6.820% 07/16/07	Firm/Individual, J.P. MORGAN CHASE, RD FOR REINSURANCE AGREEMENT	3,499,000	3,589,867	3,747,954
US 00007	B	WHIRLPOOL CORP DEB 9.100% 02/01/08	Firm/Individual, J.P. MORGAN CHASE, RD FOR REINSURANCE AGREEMENT	3,750,000	3,797,840	4,260,038
5299999. Total - Other				16,307,453	16,537,360	17,805,125
9999997. Subtotal - special deposits not held for the benefit of all policyholders, claimants and creditors of the company				281,290,453	277,009,431	317,557,491
ME 00001	B			5,050,000	5,113,513	6,010,643
9999998. Subtotal - special deposits held for the benefit of all policyholders, claimants and creditors of the company				5,050,000	5,113,513	6,010,643
9999999 - Totals				286,340,453	282,122,944	323,568,134

(a) Includes \$ 58,453 cash and short-term investments as defined in SSAP No. 2 of the NAIC Accounting Practices and Procedures Manual.