



LIFE ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2004

OF THE CONDITION AND AFFAIRS OF THE

FIRST UNUM LIFE INSURANCE COMPANY

NAIC Group Code 0565 0565 NAIC Company Code 64297 Employer's ID Number 13-1898173

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

Country of Domicile United States of America

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

Statutory Home Office 99 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10016

Main Administrative Office 99 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10016

Mail Address 99 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10016

Primary Location of Books and Records 99 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10016

Internet Website Address www.unumprovident.com

Statutory Statement Contact VICKI WRIGHT CORBETT 423-294-1373

Policyowner Relations Contact 99 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10016

OFFICERS

President THOMAS ROS WATJEN Treasurer JOHN JOSEPH IWANICKI
Secretary SUSAN NANCE ROTH Actuary ROGER LUC MARTIN

VICE PRESIDENTS

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

DIRECTORS OR TRUSTEES

JO ANN BILLE ROBERT EDWARD CASH FLOYD DEAN COPELAND
ROBERT EDMUND DERRAH EDWARD RUDD HILLMAN JOHN FRANCIS OLLIS
THOMAS ROS WATJEN HENRY MARTIN WHITE, JR. DANIEL RAYMOND SISK#

State of Tennessee SS:
County of Hamilton

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

Thomas Ros Watjen
President and Chief Executive Officer

Susan Nance Roth
Vice President, Corporate Secretary and
Assistant General Counsel

John Joseph Iwanicki
Vice President and Treasurer

Subscribed and sworn to before me this 9th day of November, 2004

a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached

Joan Porterfield

My Commission Expires March 28, 2005

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

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	1,236,167,859		1,236,167,859	1,114,320,453
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens	16,369,790		16,369,790	22,522,160
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 2,969,509), cash equivalents (\$ 22,238,937) and short-term investments (\$)	25,208,446		25,208,446	21,287,194
6. Contract loans, (including \$ premium notes)	12,055,382		12,055,382	12,168,639
7. Other invested assets				
8. Receivable for securities	36,866		36,866	138,026
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	1,289,838,342		1,289,838,342	1,170,436,472
11. Investment income due and accrued	18,318,190		18,318,190	15,216,864
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	28,046,017	2,094,078	25,951,939	26,163,496
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	139,683		139,683	104,199
12.3 Accrued retrospective premiums				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	4,808,227	2,701,318	2,106,909	2,242,164
13.2 Funds held by or deposited with reinsured companies				
13.3 Other amounts receivable under reinsurance contracts	578,789		578,789	1,052,165
14. Amounts receivable relating to uninsured plans	531,117		531,117	478,549
15.1 Current federal and foreign income tax recoverable and interest thereon				
15.2 Net deferred tax asset	35,733,000	33,505,000	2,228,000	4,858,000
16. Guaranty funds receivable or on deposit				
17. Electronic data processing equipment and software				
18. Furniture and equipment, including health care delivery assets (\$)	33,130	33,130		
19. Net adjustment in assets and liabilities due to foreign exchange rates				
20. Receivables from parent, subsidiaries and affiliates				8,332,509
21. Health care (\$) and other amounts receivable	2,627,063	2,627,063		
22. Other assets nonadmitted	3,556	3,556		
23. Aggregate write-ins for other than invested assets	226,842	12,556	214,286	222,600
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	1,380,883,956	40,976,701	1,339,907,255	1,229,107,019
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	2,923,038		2,923,038	3,147,493
26. Total (Lines 24 and 25)	1,383,806,994	40,976,701	1,342,830,293	1,232,254,512
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)				
2301. Other assets	214,286		214,286	222,600
2302. Receivables for Securities	12,556	12,556		
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	226,842	12,556	214,286	222,600

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

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 61,318,381 less \$ 0 included in Line 6.3 (including \$ 0 Modco Reserve)	61,318,381	60,716,722
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)	914,174,647	840,152,422
3. Liability for deposit-type contracts (including \$ Modco Reserve).....	41,295,478	38,681,422
4. Contract claims:		
4.1 Life	16,362,990	16,816,223
4.2 Accident and health	102,289,859	101,136,844
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment to (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ 2,741,672 discount; including \$ accident and health premiums	2,854,889	2,747,902
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$ 113,701 accident and health experience rating refunds	213,701	1,178,114
9.3 Other amounts payable on reinsurance, including \$ 29,045 assumed and \$ 1,132,035 ceded	1,161,080	826,267
9.4 Interest Maintenance Reserve	9,827,025	8,583,202
10. Commissions to agents due or accrued-life and annuity contracts \$ 440,628 , accident and health \$ 3,419,754 and deposit-type contract funds \$ 0	3,860,382	4,866,386
11. Commissions and expense allowances payable on reinsurance assumed	11,263	8,599
12. General expenses due or accrued	996,994	1,005,128
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	4,638,384	4,802,017
15.1 Current federal and foreign income taxes, including \$ (395,328) on realized capital gains (losses)	2,495,464	8,946,217
15.2 Net deferred tax liability		
16. Unearned investment income	433,280	433,280
17. Amounts withheld or retained by company as agent or trustee		
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	4,327,319	2,407,520
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.1 Asset valuation reserve	184,979	1,263,184
24.2 Reinsurance in unauthorized companies	1,014,229	1,014,229
24.3 Funds held under reinsurance treaties with unauthorized reinsurers		
24.4 Payable to parent, subsidiaries and affiliates	5,498,028	0
24.5 Drafts outstanding		
24.6 Liability for amounts held under uninsured accident and health plans		
24.7 Funds held under coinsurance		
24.8 Payable for securities		
24.9 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	3,236,240	2,681,983
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	1,176,194,611	1,098,267,660
27. From Separate Accounts Statement	2,923,038	3,147,493
28. Total liabilities (Lines 26 and 27)	1,179,117,650	1,101,415,153
29. Common capital stock	2,000,000	2,000,000
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds	2,690,590	3,398,000
32. Surplus notes		
33. Gross paid in and contributed surplus	158,435,244	133,435,244
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	586,810	(7,993,885)
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$)		
36.2 shares preferred (value included in Line 30 \$)		
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ in Separate Accounts Statement)	161,712,644	128,839,359
38. Totals of Lines 29, 30 and 37	163,712,644	130,839,359
39. Totals of Lines 28 and 38	1,342,830,293	1,232,254,512
DETAILS OF WRITE-INS		
2501. Miscellaneous accounts payable	2,014,755	1,475,009
2502. Liability for unclaimed property	1,221,485	1,206,974
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	3,236,240	2,681,983
3101. Deferred gain on reinsurance	2,690,590	3,398,000
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 thru 3103 plus 3198)(Line 31 above)	2,690,590	3,398,000
3401. Group life contingency reserve		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 thru 3403 plus 3498)(Line 34 above)		

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

SUMMARY OF OPERATIONS

(Excluding Unrealized Capital Gains and Losses)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	307,855,412	311,317,759	403,777,125
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	63,875,856	60,785,911	82,083,805
4. Amortization of Interest Maintenance Reserve (IMR)	541,456	558,387	756,288
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	6,231,744	4,710,378	5,082,203
7. Reserve adjustments on reinsurance ceded			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	28,956	24,000	33,326
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	558,067	136,828	195,346
9. Totals (Lines 1 to 8.3)	379,091,491	377,533,264	491,928,092
10. Death benefits	40,713,774	35,235,778	46,336,370
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits			
13. Disability benefits and benefits under accident and health contracts	165,413,460	178,647,926	232,393,100
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	1,500,300	1,339,834	1,875,728
16. Group conversions	(455,667)	(46,678)	(57,253)
17. Interest and adjustments on contract or deposit-type contract funds	680,971	475,356	583,989
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health and contracts	65,109,742	102,031,147	125,520,150
20. Totals (Lines 10 to 19)	272,962,580	317,683,362	406,652,083
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	28,450,249	29,981,200	39,319,707
22. Commissions and expense allowances on reinsurance assumed	84,704	96,553	126,177
23. General insurance expenses	36,261,433	60,743,360	75,223,261
24. Insurance taxes, licenses and fees, excluding federal income taxes	6,330,943	6,808,581	8,000,151
25. Increase in loading on deferred and uncollected premiums	(11,602)	(16,306)	(25,498)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(184,359)	116,771	131,475
27. Aggregate write-ins for deductions	2,753	9,841	9,841
28. Totals (Lines 20 to 27)	343,896,702	415,423,362	529,437,198
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	35,194,790	(37,890,098)	(37,509,105)
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	35,194,790	(37,890,098)	(37,509,105)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	11,652,075	(9,824,559)	(8,802,768)
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	23,542,715	(28,065,539)	(28,706,337)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (2,178,828) (excluding taxes of \$ (961,304) transferred to the IMR)	(4,724,903)	(4,414,964)	(7,728,860)
35. Net income (Line 33 plus Line 34)	18,817,812	(32,480,503)	(36,435,197)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	130,839,359	141,011,243	141,011,242
37. Net income (Line 35)	18,817,812	(32,480,503)	(36,435,197)
38. Change in net unrealized capital gains (losses)	324,831	4,745,912	2,548,564
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	(406,000)	8,105,000	6,141,000
41. Change in non-admitted assets and related items	(1,721,077)	(6,497,163)	(4,911,184)
42. Change in liability for reinsurance in unauthorized companies	0	0	(183,571)
43. Change in reserve on account of change in valuation basis, (increase) or decrease	(9,513,075)	(17,613,622)	(24,587,769)
44. Change in asset valuation reserve	1,078,205	(1,271,975)	(156,726)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in	25,000,000	25,000,000	50,000,000
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance	(707,410)	(864,000)	(1,152,000)
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus		(1,435,000)	(1,435,000)
54. Net change in capital and surplus for the year (Lines 37 through 53)	32,873,285	(22,311,351)	(10,171,884)
55. Capital and surplus, as of statement date (Lines 36 + 54)	163,712,644	118,699,891	130,839,359
DETAILS OF WRITE-INS			
08.301. Other income	558,067	136,828	195,346
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above)	558,067	136,828	195,346
2701. Fines and penalties	2,753	9,841	9,841
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 thru 2703 plus 2798)(Line 27 above)	2,753	9,841	9,841
5301. Prior year adjustment for other-than-temporary bond impairment		(1,435,000)	(1,435,000)
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 thru 5303 plus 5398)(Line 53 above)		(1,435,000)	(1,435,000)

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

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	307,744,436	403,162,321
2. Net investment income	52,596,938	70,157,518
3. Miscellaneous income	6,428,820	3,169,854
4. Total (Lines 1 to 3)	366,770,195	476,489,693
5. Benefit and loss related payments	205,889,654	305,025,461
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts	(184,359)	131,475
7. Commissions, expenses paid and aggregate write-ins for deductions	72,355,193	125,654,301
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) \$(213,000) net of tax on capital gains (losses)	15,924,000	(10,657,000)
10. Total (Lines 5 through 9)	293,984,488	420,154,237
11. Net cash from operations (Line 4 minus Line 10)	72,785,706	56,335,456
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	125,389,729	328,003,406
12.2 Stocks	0	1,752,503
12.3 Mortgage loans	6,152,370	4,011,602
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds	149,188	2,154,557
12.8 Total investment proceeds (Lines 12.1 to 12.7)	131,691,288	335,922,068
13. Cost of investments acquired (long-term only):		
13.1 Bonds	243,690,968	423,152,198
13.2 Stocks	0	1,761,995
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications	0	295,650
13.7 Total investments acquired (Lines 13.1 to 13.6)	243,690,968	425,209,843
14. Net increase (or decrease) in policy loans and premium notes	(113,257)	(147,530)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(111,886,423)	(89,140,246)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock	25,000,000	50,000,000
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities	2,032,274	4,523,617
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	15,989,695	1,428,554
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	43,021,969	55,952,171
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11, plus Lines 15 and 17)	3,921,252	23,147,381
19. Cash and short-term investments:		
19.1 Beginning of year	21,287,194	(1,860,185)
19.2 End of period (Line 18 plus Line 19.1)	25,208,446	21,287,195

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

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

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life			
2. Ordinary life insurance	1,629,515	1,652,642	2,055,896
3. Ordinary individual annuities	1,200	4,700	4,950
4. Credit life (group and individual)			
5. Group life insurance	53,390,127	56,048,631	73,923,527
6. Group annuities			
7. A & H - group	190,690,964	189,624,218	249,673,781
8. A & H - credit (group and individual)			
9. A & H - other	85,135,269	79,885,046	106,569,010
10. Aggregate of all other lines of business			
11. Subtotal	330,847,075	327,215,237	432,227,164
12. Deposit-type contracts	107,049	105,190	141,809
13. Total	330,954,123	327,320,427	432,368,973
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 thru 1003 plus 1098)(Line 10 above)			

NOTES TO FINANCIAL STATEMENTS

1. Information Concerning Parent, Subsidiaries, and Affiliates

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

2. Contingencies

The Multidistrict Litigation - Policyholder Class Actions

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

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

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

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

misuse of authority as an ERISA claims fiduciary. The complaint seeks injunctive and declaratory relief to require, among other things, that UnumProvident re-evaluate all previously denied, terminated, or suspended claims. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class.

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

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

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

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

Claim Litigation

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

On December 11, 2003, the case of Jewel, et al. v. UnumProvident, et al., was filed in the Worcester County Superior Court, Commonwealth of Massachusetts. The Company received service of this matter on March 8, 2004. Plaintiffs seek to represent all individual long-term disability policyholders and all participants in group long-term disability plans which are not covered by ERISA who (a) had coverage issued by an insuring subsidiary and (b) whose claims for long-term disability benefits were denied, or whose payments of long-term disability benefits were terminated or suspended, on or after July 1, 1999. Plaintiffs allege that the defendants employed various unfair claim practices and seek declaratory, contractual, and injunctive relief. On April 20, 2004, the defendants answered the complaint by denying generally the allegations and asserting various defenses. On July 15, 2004, plaintiffs filed a motion seeking to certify a plaintiff class. The defendants have not yet responded to that motion. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class.

Examinations and Investigations

Broker Compensation, Quoting Process, and Related Matters

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

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

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

Claim Related

UnumProvident have 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.

NOTES TO FINANCIAL STATEMENTS

Because of the number of market conduct examinations initiated during 2002 and 2003, the insurance commissioners of Maine, Massachusetts, and Tennessee, the states of domicile of UnumProvident's principal insurance subsidiaries, initiated a multistate targeted market conduct examination in September 2003 that focused on the disability claims handling policies and practices of these subsidiaries and whether they reflected unfair claim settlement practices. These three insurance commissioners have acted as the lead state regulators in conducting the exam. The insurance departments of 47 other states, the District of Columbia, and American Samoa have joined as participants in the multistate exam.

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

In a letter dated March 25, 2004, the U.S. Department of Labor (DOL) informed UnumProvident that it was conducting an examination pursuant to the Employee Retirement Income Security Act of 1974 (ERISA) of the benefit plans UnumProvident provides to its employees and the products and services provided to third party plans. UnumProvident has been in the process of gathering and providing information in response to several requests.

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

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

These regulatory examinations and investigations could result in, among other things, changes in business practices, including broker compensation and related disclosure practices, changes in the Company's claims handling practices, increases in policy liabilities, reopening of closed or denied claims, changes in governance and other oversight procedures, fines, and other administrative action. Such results, singly or in combination, could injure the Company's reputation, cause negative publicity, adversely affect the Company's ratings, or impair the Company's ability to sell or retain insurance policies, thereby adversely affecting the Company's business, and potentially materially adversely affecting the consolidated results of operations in a period. Determination by regulatory authorities that UnumProvident or its insurance subsidiaries have engaged in improper conduct could also adversely affect the Company's defense of various lawsuits described herein.

Other Litigation

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

3. Other

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

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

**PART 1 - COMMON INTERROGATORIES
GENERAL**

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? Yes [] No [X]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 2.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 3.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
- 4. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 5.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2000
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/1997
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 11/29/1999
- 7.4 By what department or departments? New York
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [] No [X]
- 8.2 If yes, give full information:
- 9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 9.4 If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES

INVESTMENT

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

10.2 If yes, explain:

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

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

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

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

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

14.2 If yes, please complete the following:

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

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

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

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

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	New York, NY
.....
.....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....
.....
.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

16.4 If yes, give full information relating thereto:

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

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
30172	Metropolitan West Securities, LLC	Los Angeles, Ca
.....	JP Morgan Fleming Asset Management	New York, NY
.....	Provident Investment Management, LLC	Chattanooga, TN

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 2 - LIFE & HEALTH

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	1
		Amount
1.1	Long-Term Mortgages In Good Standing	
1.11	Farm Mortgages	\$
1.12	Residential Mortgages	\$
1.13	Commercial Mortgages	\$ 16,369,790
1.14	Total Mortgages in Good Standing	\$ 16,369,790
1.2	Long-Term Mortgages In Good Standing with Restructured Terms	
1.21	Total Mortgages in Good Standing with Restructured Terms.....	\$
1.3	Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months	
1.31	Farm Mortgages	\$
1.32	Residential Mortgages	\$
1.33	Commercial Mortgages	\$
1.34	Total Mortgages with Interest Overdue more than Three Months	\$
1.4	Long-Term Mortgage Loans in Process of Foreclosure	
1.41	Farm Mortgages	\$
1.42	Residential Mortgages	\$
1.43	Commercial Mortgages	\$
1.44	Total Mortgages in Process of Foreclosure	\$
1.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$ 16,369,790
1.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61	Farm Mortgages	\$
1.62	Residential Mortgages	\$
1.63	Commercial Mortgages	\$
1.64	Total Mortgages Foreclosed and Transferred to Real Estate	\$

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

SCHEDULE A - VERIFICATION

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

NONE

SCHEDULE B - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	22,522,160	26,533,762
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after acquisitions		
3. Accrual of discount and mortgage interest points and commitment fees		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period	6,152,370	4,011,602
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	16,369,790	22,522,160
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	16,369,790	22,522,160
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	16,369,790	22,522,160

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

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

NONE

SCHEDULE D - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,114,320,453	1,007,890,932
2. Cost of bonds and stocks acquired	243,690,968	424,914,193
3. Accrual of discount	9,324,214	13,573,411
4. Increase (decrease) by adjustment	(5,519,257)	(7,805,771)
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal	881,548	7,184,654
7. Consideration for bonds and stocks disposed of	125,389,729	329,755,909
8. Amortization of premium	1,140,338	1,681,057
9. Book value/adjusted carrying value, current period	1,236,167,859	1,114,320,453
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	1,236,167,859	1,114,320,453
12. Total nonadmitted amounts		
13. Statement value	1,236,167,859	1,114,320,453

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

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	604,049,390	30,327,361	45,904,236	1,629,644	556,904,959	604,049,390	590,102,159	539,882,272
2. Class 2	543,207,334	27,446,380	5,036,724	14,008,729	479,673,014	543,207,334	579,625,719	475,144,650
3. Class 3	65,004,836		255,251	(17,634,806)	66,282,898	65,004,836	47,114,779	69,655,005
4. Class 4	8,979,657			3,648,088	7,000,000	8,979,657	12,627,745	10,837,571
5. Class 5	5,181,418		57,818	999,999	12,191,450	5,181,418	6,123,599	16,231,916
6. Class 6	1,395,716		31,857	(790,001)	3,457,441	1,395,716	573,858	2,569,039
7. Total Bonds	1,227,818,351	57,773,741	51,285,886	1,861,653	1,125,509,762	1,227,818,351	1,236,167,859	1,114,320,453
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	1,227,818,351	57,773,741	51,285,886	1,861,653	1,125,509,762	1,227,818,351	1,236,167,859	1,114,320,453

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
8299999 Totals		XXX			

NONE

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		3,923,891
2. Cost of short-term investments acquired		1,712,269,766
3. Increase (decrease) by adjustment		
4. Increase (decrease) by foreign exchange adjustment		
5. Total profit (loss) on disposal of short-term investments		
6. Consideration received on disposal of short-term investments		1,716,193,657
7. Book/adjusted carrying value, current period		
8. Total valuation allowance		
9. Subtotal (Lines 7 plus 8)		
10. Total nonadmitted amounts		
11. Statement value (Lines 9 minus 10)		
12. Income collected during period		417,125
13. Income earned during period		416,445

Schedule DB - Part F - Section 1

N O N E

Schedule DB - Part F - Section 2

N O N E

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

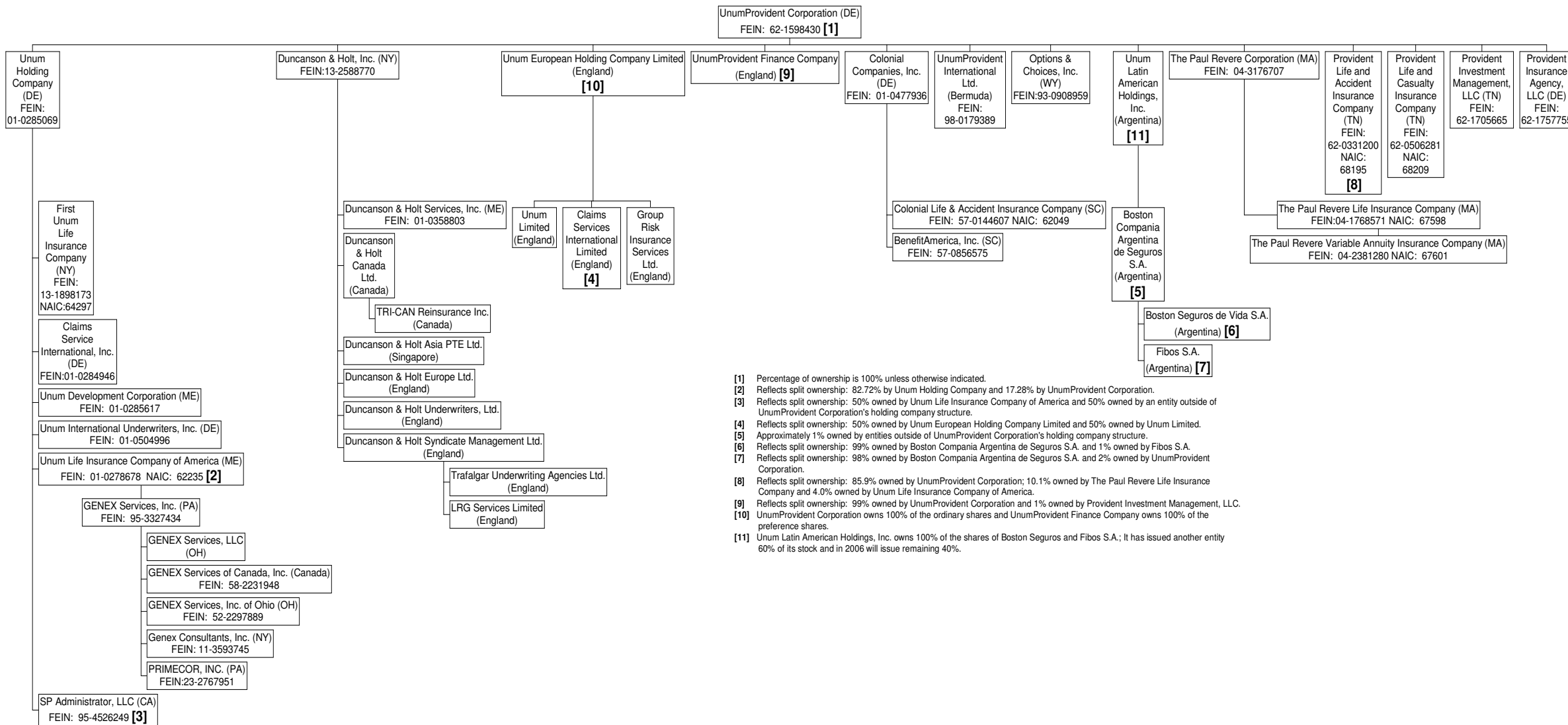
Current Year To Date - Allocated by States and Territories

States, Etc.	1 Is Insurer Licensed? (Yes or No)	Life Contracts		Direct Business Only		
		2 Life Insurance Premiums	3 Annuity Considerations	4 Accident and Health Insurance Premiums, Including Policy Membership and Other Fees	5 Deposit-Type Contract Funds	6 Other Considerations
1. Alabama	AL	No	17,668		12,220	
2. Alaska	AK	No	3,675		16,938	
3. Arizona	AZ	No	55,183		297,990	
4. Arkansas	AR	No	2,363		8,938	
5. California	CA	No	435,993		930,904	
6. Colorado	CO	No	10,660		84,055	
7. Connecticut	CT	No	235,542		1,783,302	
8. Delaware	DE	No	401		545,543	
9. District of Columbia	DC	No	38,631		189,555	
10. Florida	FL	No	261,180		1,566,925	
11. Georgia	GA	No	48,604		102,073	
12. Hawaii	HI	No	19,801		8,029	
13. Idaho	ID	No	934		7,478	
14. Illinois	IL	No	292,868		1,045,370	
15. Indiana	IN	No	55,260		39,941	
16. Iowa	IA	No	6,110		64,029	
17. Kansas	KS	No	3,415		10,245	
18. Kentucky	KY	No	115,342		110,144	
19. Louisiana	LA	No	2,099		11,647	
20. Maine	ME	No	8,359		67,719	
21. Maryland	MD	No	41,980		184,688	
22. Massachusetts	MA	No	65,696		1,131,568	
23. Michigan	MI	No	29,265		80,751	
24. Minnesota	MN	No	16,690		39,908	
25. Mississippi	MS	No	4,643		4,701	
26. Missouri	MO	No	430,102		421,370	
27. Montana	MT	No	895		16,959	
28. Nebraska	NE	No	364		3,074	
29. Nevada	NV	No	4,987		44,804	
30. New Hampshire	NH	No	4,623		14,772	
31. New Jersey	NJ	No	511,691		8,324,518	
32. New Mexico	NM	No	16,007		23,936	
33. New York	NY	Yes	50,923,326	1,200	254,294,882	107,049
34. North Carolina	NC	No	34,555		802,520	
35. North Dakota	ND	No	246			
36. Ohio	OH	No	299,654		252,368	
37. Oklahoma	OK	No	41,444		34,442	
38. Oregon	OR	No	1,681		25,916	
39. Pennsylvania	PA	No	126,711		835,580	
40. Rhode Island	RI	No	34,922		34,313	
41. South Carolina	SC	No	88,881		141,794	
42. South Dakota	SD	No	95		6,733	
43. Tennessee	TN	No	16,057		43,523	
44. Texas	TX	No	51,645		155,137	
45. Utah	UT	No	4,001		10,325	
46. Vermont	VT	No	3,803		96,513	
47. Virginia	VA	No	43,416		181,591	
48. Washington	WA	No	11,209		124,908	
49. West Virginia	WV	No	289,397		101,951	
50. Wisconsin	WI	No	18,525		93,659	
51. Wyoming	WY	No	137		1,530	
52. American Samoa	AS	No				
53. Guam	GU	No				
54. Puerto Rico	PR	No	579		5,694	
55. U.S. Virgin Islands	VI	No			777	
56. Canada	CN	No	3,912		2,988	
57. Aggregate Other Aliens	OT	XXX			388	
58. Subtotal	(a) 1		54,735,225	1,200	274,441,624	107,049
90. Reporting entity contributions for employee benefits plans	XXX					
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX					
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX					
93. Premium or annuity considerations waived under disability or other contract provisions	XXX		143,664		1,417,141	
94. Aggregate or other amounts not allocable by State	XXX					
95. Totals (Direct Business)	XXX		54,878,889	1,200	275,858,765	107,049
96. Plus Reinsurance Assumed	XXX		2,911,754			
97. Totals (All Business)	XXX		57,790,644	1,200	275,858,765	107,049
98. Less Reinsurance Ceded	XXX		3,040,362	1,200	22,864,611	71,031
99. Totals (All Business) less Reinsurance Ceded	XXX		54,750,282		252,994,154	36,018
DETAILS OF WRITE-INS						
5701. Other Alien	XXX				388	
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				388	
9401.	XXX					
9402.	XXX					
9403.	XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX					
9499. Totals (Lines 9401 thru 9403 plus 9498)(Line 94 above)	XXX					

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART



[1] Percentage of ownership is 100% unless otherwise indicated.
 [2] Reflects split ownership: 82.72% by Unum Holding Company and 17.28% by UnumProvident Corporation.
 [3] Reflects split ownership: 50% owned by Unum Life Insurance Company of America and 50% owned by an entity outside of UnumProvident Corporation's holding company structure.
 [4] Reflects split ownership: 50% owned by Unum European Holding Company Limited and 50% owned by Unum Limited.
 [5] Approximately 1% owned by entities outside of UnumProvident Corporation's holding company structure.
 [6] Reflects split ownership: 99% owned by Boston Compania Argentina de Seguros S.A. and 1% owned by Fibos S.A.
 [7] Reflects split ownership: 98% owned by Boston Compania Argentina de Seguros S.A. and 2% owned by UnumProvident Corporation.
 [8] Reflects split ownership: 85.9% owned by UnumProvident Corporation; 10.1% owned by The Paul Revere Life Insurance Company and 4.0% owned by Unum Life Insurance Company of America.
 [9] Reflects split ownership: 99% owned by UnumProvident Corporation and 1% owned by Provident Investment Management, LLC.
 [10] UnumProvident Corporation owns 100% of the ordinary shares and UnumProvident Finance Company owns 100% of the preference shares.
 [11] Unum Latin American Holdings, Inc. owns 100% of the shares of Boston Seguros and Fibos S.A.; It has issued another entity 60% of its stock and in 2006 will issue remaining 40%.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the SVO Compliance Certification be filed with this statement?	Yes
2. Will the Trusteed Surplus Statement be filed with the State of Domicile and the NAIC with this statement?	No

Explanations:

Bar Codes:



Trusteed Surplus Statement [Document Identifier 490]

OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2

N O N E

Schedule A - Part 3

N O N E

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

SCHEDULE B - PART 1

Showing All Mortgage Loans ACQUIRED During the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Book Value/Recorded Investment Excluding Accrued Interest	8 Increase (Decrease) by Adjustment	9 Increase (Decrease) by Foreign Exchange Adjustment	10 Value of Land and Buildings	11 Date of Last Appraisal or Valuation
	2 City	3 State								
NONE										
9999999 - Totals										XXX

SCHEDULE B - PART 2

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

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Book Value/Recorded Investment Excluding Accrued Interest at Disposition	10 Consideration Received	11 Foreign Exchange Profit (Loss) on Sale	12 Realized Profit (Loss) on Sale	13 Total Profit (Loss) on Sale
	2 City	3 State										
008060673	Randolph	MA		.03/14/1985	328,212			306,438	306,438			
001950146	Eagan	MN		.04/15/1996	1,861,100			1,811,126	1,811,126			
100000009	Renton	WA		.05/13/1997	949,618			933,194	933,194			
0199999. Mortgages closed by repayment					3,138,930			3,050,758	3,050,758			
9999999 - Totals												
					3,138,930			3,050,758	3,050,758			

Schedule BA - Part 1

N O N E

Schedule BA - Part 2

N O N E

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

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
	BONDS								
	Special Revenue & Assessment United States								
31339D-YK-8	FHLMC 2412-Z 6.500% 02/15/32		.09/01/2004	Interest Capitalization		95,031	95,031		1
31339G-BY-6	FHLMC 2369 Z 6.500% 10/15/31		.09/01/2004	Interest Capitalization		97,106	97,106		1
31339N-G2-6	FHLMC 2413 Z 6.500% 02/15/32		.09/01/2004	Interest Capitalization		190,061	190,061		1
3133TV-NP-7	FHLMC 2433 EZ 6.500% 04/15/32		.09/01/2004	Interest Capitalization		329,033	329,033		1
31359X-ZH-5	FNMA FNR 2000-5 ZA 6.500% 03/25/30		.09/01/2004	Interest Capitalization		113,141	113,141		1
313920-WU-0	FNMA SERIES 2001-47 CLASS Z 6.000% 09/25/31		.09/01/2004	Interest Capitalization		329,161	329,161		1
31392P-R7-2	FHLMC SERIES 2487 ZB 6.000% 07/15/32		.09/01/2004	Interest Capitalization		172,457	172,457		1
31392R-MA-6	FHLMC 2470 CLASS Z 6.000% 07/15/32		.09/01/2004	Interest Capitalization		84,538	84,538		1
31393G-V3-5	FHLMC 2533 Z 5.500% 12/15/32		.09/01/2004	Interest Capitalization		524,937	524,937		1
31394P-PA-5	FHLMC SERIES 2755 CLASS ZM 5.000% 02/15/34		.09/01/2004	Various		7,065,283	8,751,037	9,683	1
31394Y-6U-3	FHLMC SERIES 2794 CLASS Z 5.000% 05/15/34		.09/01/2004	Various		6,473,313	7,625,783	8,438	1
Total United States						15,474,061	18,312,285	18,121	XXX
3199999. Bonds - Special Revenues						15,474,061	18,312,285	18,121	XXX
	Public Utilities (unaffiliated) United States								
172070-CP-7	CINCINNATI GAS AND ELEC BDS 5.400% 06/15/33		.09/08/2004	UBS SECURITIES		5,507,460	6,000,000	79,200	2FE
837004-BY-5	SO CAROLINA ELEC AND GAS 1ST MORT 5.250% 11/01/18		.07/13/2004	BANK OF AMERICA		4,878,400	5,000,000	54,687	1FE
Total United States						10,385,860	11,000,000	133,887	XXX
3899999. Bonds - Public Utilities						10,385,860	11,000,000	133,887	XXX
	Industrial & Miscellaneous United States								
224399-AN-5	CRANE CO SR NTS 5.500% 09/15/13		.07/27/2004	CREDIT SUISSE/FIRST BOSTON		11,928,720	12,000,000	247,500	2FE
723787-AE-7	PIONEER NATURAL RESOURCE SNR NTS 5.875% 07/15/16		.07/12/2004	DEUTSCHE BANK		10,010,200	10,000,000		2FE
78387G-AM-5	SBC COMMUNICATIONS BNDS 6.450% 06/15/34		.08/11/2004	Various		9,974,900	10,000,000		1FE
Total United States						31,913,820	32,000,000	247,500	XXX
4599999. Bonds - Industrial and Miscellaneous						31,913,820	32,000,000	247,500	XXX
6099997. Total - Bonds - Part 3						57,773,741	61,312,285	399,508	XXX
6099998. Total - Bonds - Part 5									XXX
6099999. Total - Bonds						57,773,741	61,312,285	399,508	XXX
6599997. Total - Preferred Stocks - Part 3							XXX		XXX
6599998. Total - Preferred Stocks - Part 5							XXX		XXX
6599999. Total - Preferred Stocks							XXX		XXX
7299997. Total - Common Stocks - Part 3							XXX		XXX
7299998. Total - Common Stocks - Part 5							XXX		XXX
7299999. Total - Common Stocks							XXX		XXX
7399999. Total - Preferred and Common Stocks							XXX		XXX
7499999 - Totals						57,773,741	XXX	399,508	XXX

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

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
	BONDS US Governments United States																					
3128X0-YK-9	FREDDIE MAC 30-NC 1 0.000% 02/04/33		08/04/2004	Call		35,183,583	250,000,000	31,733,578	33,780,080		1,403,503		1,403,503		35,183,583					02/04/2033	1	
362170-DZ-2	GNMA MORTGAGE SERIES 1 POOL 208120 10.000% 08/15/17		09/01/2004	Paydown		99	99	99	99						99					08/15/2017	1	
362180-4B-4	GNMA MORTGAGE SERIES 1 POOL 237618 10.000% 12/15/17		09/01/2004	Paydown		8	8	8	8						8					12/15/2017	1	
36218U-R7-2	GNMA MORTGAGE SERIES 1 POOL 232810 10.000% 02/15/18		09/01/2004	Paydown		110	110	111	110						110					02/15/2018	1	
Total United States						35,183,800	250,000,217	31,733,796	33,780,297		1,403,503		1,403,503		35,183,800					14	XXX	XXX
0399999. Bonds - U.S. Governments						35,183,800	250,000,217	31,733,796	33,780,297		1,403,503		1,403,503		35,183,800					14	XXX	XXX
	Special Revenue & Assessment United States																					
31359Q-DE-1	FNMA 1997-54 Z 6.500% 08/01/27		09/01/2004	Paydown		432,627	432,626	372,391	384,802		47,825		47,825		432,627					08/01/2027	1	
31371H-YC-6	FNMA PC# 252807 8.000% 10/01/29		09/01/2004	Paydown		134,852	134,852	138,096	137,978		(3,126)		(3,126)		134,852					10/01/2029	1	
31381C-EY-9	FNMA PC# 456551 8.000% 08/01/29		09/01/2004	Paydown		26,823	26,823	27,468	27,453		(630)		(630)		26,823					08/01/2029	1	
31384V-LN-0	FNMA POOL 535033 7.500% 11/01/29		09/01/2004	Paydown		232,167	232,166	232,484	232,424		(257)		(257)		232,167					11/01/2029	1	
31401D-CB-5	FNMA POOL 704866 5.500% 02/01/33		09/01/2004	Paydown		391,078	391,078	395,715	395,702		(4,624)		(4,624)		391,078					02/01/2033	1	
31402E-2E-7	FNMA POOL 727173 5.500% 08/01/33		09/01/2004	Paydown		64,830	64,830	65,598	65,597		(767)		(767)		64,830					08/01/2033	1	
Total United States						1,282,377	1,282,375	1,231,752	1,243,956		38,421		38,421		1,282,377					54,934	XXX	XXX
3199999. Bonds - Special Revenues						1,282,377	1,282,375	1,231,752	1,243,956		38,421		38,421		1,282,377					54,934	XXX	XXX
	Industrial & Miscellaneous United States																					
29332*-AA-6	ENHANCED NEW YORK ISSUER LLC SER 2000 NTS 9.320% 12/15/11		09/15/2004	Redemption 100.0000		63,367	63,367	63,367	63,367						63,367					4,430	12/15/2011	1FE
294838-AA-1	ERICSSON US HQ LESSOR TRUST SR SEC BND 8.015% 12/29/20		09/29/2004	Redemption 100.0000		28,721	28,721	28,721	28,721						28,721					1,536	12/29/2020	3

E05

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22		
										11	12	13	14	15									
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)		
524660-08-4	LEGGETT AND PLATT INC MTN SERIES C 7.750% 07/26/04		07/26/2004	Maturity		5,000,000	5,000,000	5,000,000	5,000,000						5,000,000				317,543	07/26/2004	1FE		
579780-AN-0	MCCORMICK & COMPANY, INC. MEDIUM TERM NOTES, SERIES A 7.750% 08/03/04		08/03/2004	Maturity		3,500,000	3,500,000	3,500,000	3,500,000						3,500,000				295,361	08/03/2004	1FE		
720101-C*-3	PIEDMONT AVIATION SECURED NOTES PIEDMONT AVA INC 9.900% 10/30/04		08/01/2004	Redemption 100.0000		1,199	1,199	1,199	1,199						1,199				1,258	10/30/2004	6		
720101-J#-2	PIEDMONT AVIATION SECURED NOTES PIEDMONT AVA INC 9.900% 09/30/04		09/30/2004	Redemption 100.0000		30,658	30,658	30,658	29,432	1,226			1,226		30,658				3,035	09/30/2004	6		
73664#-AA-8	PORTLAND NAT GAS TRANS SYSTEM SR SEC NT 5.900% 12/31/18 RMT 2000-A A4 Z		09/30/2004	Redemption 100.0000		65,909	65,909	65,909	65,909						65,909				2,916	12/31/2018	2		
761042-CF-5	6.500% 04/19/29		08/01/2004	Paydown		874,692	874,692	736,738	742,250	1,226	132,442		132,442		874,692				19,255	04/19/2029	1FE		
Total United States						9,564,546	9,564,546	9,426,592	9,430,878	1,226	132,442		133,668		9,564,546				645,334	XXX	XXX		
Canada																							
655422-AS-2	NORANDA INC SR NTS 7.250% 07/15/12	C	07/21/2004	UBS WARBURG		5,477,650	5,000,000	4,965,150	4,969,308		1,507		1,507		4,970,815		506,835	506,835	373,576	07/15/2012	2FE		
Total Canada						5,477,650	5,000,000	4,965,150	4,969,308		1,507		1,507		4,970,815		506,835	506,835	373,576	XXX	XXX		
Other Country																							
022202-AA-3	ALLUMINA ENTERPRISES LTD SR NTS 10.480% 07/15/10	F	07/15/2004	Redemption 100.0000		226,530	226,530	226,530	226,530						226,530				17,805	07/15/2010	3FE		
795750-AA-6	SALTA HYDROCARBON RTY TRST TARGETED AMORT NTS 11.550% 12/28/12	F	09/28/2004	Redemption 100.0000		57,818	57,818	57,818	57,544		274		274		57,818				5,008	12/28/2012	5FE		
Total Other Country						284,348	284,348	284,348	284,074		274		274		284,348				22,813	XXX	XXX		
4599999. Bonds - Industrial and Miscellaneous						15,326,544	14,848,894	14,676,090	14,684,260	1,226	134,223		135,449		14,819,709		506,835	506,835	1,041,723	XXX	XXX		
6099997. Total - Bonds - Part 4						51,792,721	266,131,486	47,641,638	49,708,513	1,226	1,576,147		1,577,373		51,285,886		506,835	506,835	1,096,671	XXX	XXX		
6099998. Total - Bonds - Part 5																				XXX	XXX		
6099999. Total - Bonds						51,792,721	266,131,486	47,641,638	49,708,513	1,226	1,576,147		1,577,373		51,285,886		506,835	506,835	1,096,671	XXX	XXX		
6599997. Total - Preferred Stocks - Part 4							XXX														XXX	XXX	
6599998. Total - Preferred Stocks - Part 5							XXX														XXX	XXX	
6599999. Total - Preferred Stocks							XXX														XXX	XXX	
7299997. Total - Common Stocks - Part 4							XXX															XXX	XXX
7299998. Total - Common Stocks - Part 5							XXX															XXX	XXX
7299999. Total - Common Stocks							XXX															XXX	XXX
7399999. Total - Preferred and Common Stocks							XXX															XXX	XXX
7499999 - Totals						51,792,721	XXX	47,641,638	49,708,513	1,226	1,576,147		1,577,373		51,285,886		506,835	506,835	1,096,671	XXX	XXX		

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

Schedule DB - Part A - Section 1

N O N E

Schedule DB - Part B - Section 1

N O N E

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

SCHEDULE DB - PART C - SECTION 1

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
0499999. Subtotal - Collars								XXX						
Swaps - Hedging Transactions														
Receive Fixed, Pay LIBOR	15,000,000	11/01/2006	6.500% (LIBOR)	05/01/2004	BEAR STEARNS					1,583,616				133,463
0599999. Subtotal - Swaps - Hedging								XXX		1,583,616				133,463
0899999. Subtotal - Swaps								XXX		1,583,616				133,463
1299999. Subtotal - Forwards								XXX						
2599999. Subtotal - Hedging								XXX		1,583,616				133,463
2799999. Subtotal - Other								XXX						
9999999 - Totals								XXX		1,583,616				133,463

SCHEDULE DB - PART D - SECTION 1

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

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

E07

Footnotes:

(A) The rate of interest varies.

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