



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 100348		2. Name of Corporation UNUMProvident Corporation			
3. Street Address Principal Business Office 1 Fountain Square			City Chattanooga	State TN	Zip 37402
4. Business Phone No. (423) 294-1011		5. State of Incorporation DELAWARE			6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island HOLDING COMPANY.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Thomas R. Watjen			Vice President Name F. Dean Copeland		
Street Address 1 Fountain Square			Street Address 1 Fountain Square		
City Chattanooga	State TN	Zip 37402	City Chattanooga	State TN	Zip 37402
Secretary Name Susan N. Roth			Treasurer Name John J. Iwanicki		
Street Address 1 Fountain Square			Street Address 1 Fountain Square		
City Chattanooga	State TN	Zip 37402	City Chattanooga	State TN	Zip 37402
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name E. Michael Caulfield			Director Name Jon S. Fossel		
Street Address 4 Park Lane			Street Address 810 Jack Creek Road		
City Madison	State NJ	Zip 07940	City Ennis	State MT	Zip 59729
Director Name Pamela H. Godwin			Director Name Ronald E. Goldsberry		
Street Address 219 Green Briar Lane			Street Address 3290 Chestnut Run		
City Havertown	State PA	Zip 19083	City Bloomfield Hills	State MI	Zip 48302
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
750,000,000		\$0.10 PAR VALUE	296,543,713 as of 12/31/2004	Common	\$0.10
725,000,000	Common	\$0.10			
25,000,000	Preferred	\$0.10	-0-	Preferred	\$0.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



100348

File Date 2-22-05
Check No. 332-1531
By: SR

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Susan N. Roth Date _____
Print or Type Name of Officer
VP, Corp. Sec. & Asst. General Counsel
Title of Officer

UNUMPROVIDENT CORPORATION

Corporate ID No. 100348

OFFICERS

Thomas R. Watjen

President and Chief Executive Officer
1 Fountain Square
Chattanooga, TN 37402

F. Dean Copeland

Senior Executive Vice President, General Counsel and Chief Administrative Officer
1 Fountain Square
Chattanooga, TN 37402

Robert C. Greving

Executive Vice President and Chief Financial Officer
1 Fountain Square
Chattanooga, TN 37402

John J. Iwanicki

Vice President and Treasurer
1 Fountain Square
Chattanooga, TN 37402

Susan N. Roth

Vice President, Corporate Secretary and Assistant General Counsel
1 Fountain Square
Chattanooga, TN 37402

Kevin P. McCarthy

Executive Vice President, Underwriting
2211 Congress Street
Portland, ME 04122

Robert O. Best

Executive Vice President-Customer Loyalty Services and Chief Information Officer
1 Fountain Square
Chattanooga, TN 37402

Joseph R. Foley

Senior Vice President-Market Development and Communications
2211 Congress Street
Portland, ME 04122

Roger C. Edgren

Executive Vice President-Field Sales
1 Fountain Square
Chattanooga, TN 37402

Peter C. Madeja

Executive Vice President-Benefits Center
440 E. Swedesford Road, Suite 1000
Wayne, PA 19087

FILED
FEB 2
By _____

UNUMPROVIDENT CORPORATION

Corporate ID No. 100348

DIRECTORS

E. Michael Caulfield
4 Park Lane
Madison, NJ 07940

Jon S. Fossel
810 Jack Creek Road
Ennis, MT 59729

Pamela H. Godwin
219 Green Briar Lane
Havertown, PA 19083

Ronald E. Goldsberry
3290 Chestnut Run
Bloomfield Hills, MI 48302

Thomas Kinser
801 Pine Street
Chattanooga, TN 37402

Gloria Cordes Larson
Foley Hoag
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600

Hugh O. Maclellan, Jr.
The Maclellan Foundation
1 Fountain Square, Suite 501
Chattanooga, TN 37402

A.S. MacMillan, Jr.
Team Resources
2100 River Edge Pkwy., Suite 800
Atlanta, GA 30328-4604

C. William Pollard
The ServiceMaster Company
1755 South Naperville Road, Suite 200
Wheaton, IL 60187

Lawrence R. Pugh
6919 Greentree Drive
Naples, FL 34108

John W. Rowe
Exelon Corporation
10 South Dearborn, 37th Floor
Chicago, IL 60603

William J. Ryan
Two Portland Square, 7th Floor
Portland, ME 04101

Thomas R. Watjen
1 Fountain Square
Chattanooga, TN 37402

FILED
FEB 22 2012
By _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

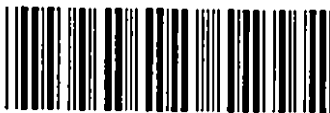
PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 100348		2. Name of Corporation UNUMProvident Corporation			
3. Street Address Principal Business Office 1 Fountain Square			City Chattanooga	State TN	Zip 37402
4. Business Phone No. (423)755-1011		5. State of Incorporation DELAWARE			6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island HOLDING COMPANY.					
8. NAMES AND ADDRESSES OF THE OFFICERS: (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Thomas R. Watjen			Vice President Name F. Dean Copeland		
Street Address 1 Fountain Square			Street Address 1 Fountain Square		
City Chattanooga	State TN	Zip 37402	City Chattanooga	State TN	Zip 37402
Secretary Name Susan N. Roth			Treasurer Name John J. Iwanicki		
Street Address 1 Fountain Square			Street Address 1 Fountain Square		
City Chattanooga	State TN	Zip 37402	City Chattanooga	State TN	Zip 37402
9. NAMES AND ADDRESSES OF THE DIRECTORS: (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name William L. Armstrong			Director Name Jon S. Fossel		
Street Address 1625 Broadway, Suite 780			Street Address 810 Jack Creek Road		
City Denver	State CO	Zip 80202	City Ennis	State MT	Zip 59729
Director Name Ronald E. Goldsberry			Director Name Hugh O. Maclellan, Jr.		
Street Address 3290 Chestnut Run Drive			Street Address 1 Fountain Square, Suite 501		
City Bloomfield Hills	State MI	Zip 48302	City Chattanooga	State TN	Zip 37402
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
750,000,000		\$0.10 PAR VALUE	296,135,535 as of 12/01/2003	Common	\$0.10
725,000,000	Common	\$0.10			
25,000,000	Preferred	\$0.10	- 0 -	Preferred	\$0.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 0 3 4 8 *

File Date 2-17-04
Check No. 2958033
By: lp

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 01/20/04
Susan N. Roth
Print or Type Name of Officer
VP, Corp. Sec. & Asst. General Counsel
Title of Officer

UnumProvident Corporation

DIRECTORS

William L. Armstrong
1625 Broadway, Suite 780
Denver, CO 80202

Jon S. Fossel
810 Jack Creek Road
Ennis, MT 59729

Ronald E. Goldsberry
3290 Chestnut Run
Bloomfield Hills, MI 48302

Hugh O. Maclellan, Jr.
The Maclellan Foundation
1 Fountain Square, Suite 501
Chattanooga, TN 37402

A.S. MacMillan, Jr.
Team Resources
2100 River Edge Pkwy., Suite 800
Atlanta, GA 30328-4604

Cynthia A. Montgomery
200 Clifton Street
Boston, MA 02178

C. William Pollard
Huck, Bouma, Martin, Jones & Bradshaw
1755 South Naperville Road, Suite 200
Wheaton, IL 60187

Lawrence R. Pugh
6919 Greentree Drive
Naples, FL 03108

John W. Rowe
Exelon Corporation, One First National Plaza
10 S Dearborn, 37th Floor
Chicago, IL 60603

Thomas R. Watjen
1 Fountain Square
Chattanooga, TN 37402

UnumProvident Corporation

OFFICERS

Thomas R. Watjen
President and Chief Executive Officer
1 Fountain Square
Chattanooga, TN 37402

F. Dean Copeland
Senior Executive Vice President, General Counsel and Chief Administrative Officer
1 Fountain Square
Chattanooga, TN 37402

John J. Iwanicki
Vice President and Treasurer
1 Fountain Square
Chattanooga, TN 37402

Robert C. Greving
Executive Vice President and Chief Financial Officer
1 Fountain Square
Chattanooga, TN 37402

Susan N. Roth
Vice President, Corporate Secretary and Assistant General Counsel
1 Fountain Square
Chattanooga, TN 37402

Vicki W. Corbett
Vice President and Controller
1 Fountain Square
Chattanooga, TN 37402

Christopher A. Parrott
Vice President, Assistant Corporate Secretary and Senior Counsel
1 Fountain Square
Chattanooga, TN 37402



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **100348** 2. Name of Corporation **UNUMProvident Corporation**

3. Street Address Principal Business Office
1 Fountain Square City **Chattanooga** State **TN** Zip **37402**
4. Business Phone No. **(423) 755-1011** 5. State of Incorporation **DELAWARE** 6. SIC Code **0**

7. Brief Description of the Character of Business Conducted in Rhode Island
Holding Company

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name J. Harold Chandler Street Address 1 Fountain Square City Chattanooga State TN Zip 37402 Secretary Name Susan N. Roth Street Address 1 Fountain Square City Chattanooga State TN Zip 37402	Vice President Name Thomas R. Watjen Street Address 1 Fountain Square City Chattanooga State TN Zip 37402 Treasurer Name John J. Iwanicki Street Address 1 Fountain Square City Chattanooga State TN Zip 37402
---	---

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name J. Harold Chandler Street Address 1 Fountain Square City Chattanooga State TN Zip 37402	Director Name William L. Armstrong Street Address 1625 Broadway, Suite 780 City Denver State CO Zip 80202
Director Name Ronald E. Goldsberry Street Address 3290 Chestnut Run City Bloomfield Hills State MI Zip 48302	Director Name Hugh O. Maclellan, Jr. Street Address 1 Fountain Square City Chattanooga State TN Zip 37402

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
750,000,000		
750,000,000	Common	\$0.10
725,000,000	Preferred	\$0.10

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
241,646,821 as of 2/11/03	Common	\$0.10
-0-	Preferred	\$0.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2-21-03
Check No.: 2585088
By: UP

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2/12/2003
Print or Type Name of Officer: Susan N. Roth

Title of Officer: Vice President, Corporate Secretary and Assistant General Counsel
Form 630 12/02

UnumProvident Corporation
DIRECTORS [Business Addresses]

William L. Armstrong
1625 Broadway, Suite 780
Denver, Colorado 80202

Cynthia Ann Montgomery
Harvard University Graduation
School of Business
219 Morgan Hall
Boston, MA 02163

J. Harold Chandler
UnumProvident Corporation
1 Fountain Square
Chattanooga, Tennessee 37402

Charles William Pollard
The ServiceMaster Company
One ServiceMaster Way
Downers Grove, Illinois 60515

Jon S. Fossel
810 Jack Creek Road
Ennis, Montana 59729

Lawrence R. Pugh
6919 Greentree Drive
Naples, Florida 03108

Ronald E. Goldsberry
3290 Chestnut Run
Bloomfield Hills, MI 48302

Lois Dickson Rice
Brookings Institution
1775 Massachusetts Avenue NW 7th Floor
Washington, DC 20036

Hugh Owen Maclellan, Jr.
The Maclellan Foundation
1 Fountain Square, Suite 501
Chattanooga, Tennessee 37402

John W. Rowe
Exelon Corporation
One First National Plaza, 10 S Dearborn, 37 FL
Chicago, IL 60663

Albert Slocomb "Pat" MacMillan, Jr.
Team Resources
2100 River Edge Pkwy., Suite 800
Atlanta, Georgia 30328-4604

Thomas R. Watjen
UnumProvident Corporation
1 Fountain Square
Chattanooga, Tennessee 37402

UnumProvident Corporation
OFFICERS [Business Addresses and Titles]

J. Harold Chandler
Chairman, President and Chief Executive Officer
UnumProvident Corporation
1 Fountain Square
Chattanooga, TN 37402

Thomas R. Watjen
Vice Chairman and Chief Operating Officer
UnumProvident Corporation
1 Fountain Square
Chattanooga, TN 37402

F. Dean Copeland
Senior Executive Vice President and General Counsel
UnumProvident Corporation
1 Fountain Square
Chattanooga, TN 37402

John J. Iwanicki
UnumProvident Corporation
Vice President and Treasurer
1 Fountain Square
Chattanooga, TN 37402

Robert C. Greving
Senior Vice President and Chief Financial Officer
UnumProvident Corporation
1 Fountain Square
Chattanooga, TN 37402

Susan N. Roth
Vice President, Corporate Secretary and Assistant General Counsel
UnumProvident Corporation
1 Fountain Square
Chattanooga, TN 37402

Vicki W. Corbett
Vice President and Controller, Fin'l Reporting & Services-Chatt
UnumProvident Corporation
1 Fountain Square
Chattanooga, TN 37402



Janna T. Mullin
Senior Paralegal
Corporate and Securities-Law Department
Tel: (423) 642-4350 Fax: (423) 755-2590

February 17, 2003

Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903-1335

RE: UnumProvident Corporation-Annual Report

Dear Sir or Madam:

I enclose with this letter the Annual Report for the above-referenced corporation along with a company check in the amount of \$50.00 in payment of the filing fee.

Please acknowledge receipt of this filing by stamping the enclosed copy of this letter and returning it in the envelope provided.

As always, thank you in advance for your assistance.

Most cordially,

A handwritten signature in cursive script that reads "J Mullin".

Janna T. Mullin
Senior Paralegal

/jtm

Enclosures

#191810v1

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **100348** 2. Name of Corporation **UNUMProvident Corporation**

3. Street Address Principal Business Office
1 Fountain Square

City **Chattanooga** State **TN** Zip **37402**

4. Business Phone No. **(423)755-1011** 5. State of Incorporation **DELAWARE**

6. SIC Code **0**

7. Brief Description of the Character of Business Conducted in Rhode Island
Holding Company

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name
J. Harold Chandler
Street Address
1 Fountain Square
City **Chattanooga** State **TN** Zip **37402**

Vice President Name
Thomas R. Watjen
Street Address
1 Fountain Square
City **Chattanooga** State **TN** Zip **37402**

Secretary Name
Susan N. Roth
Street Address
1 Fountain Square
City **Chattanooga** State **TN** Zip **37402**

Treasurer Name
John J. Iwanicki
Street Address
1 Fountain Square
City **Chattanooga** State **TN** Zip **37402**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name
J. Harold Chandler
Street Address
1 Fountain Square
City **Chattanooga** State **TN** Zip **37402**

Director Name
William L. Armstrong
Street Address
1625 Broadway
City **Denver** State **CO** Zip **80202**

Director Name
Ronald E. Goldsberry
Street Address
3290 Chestnut Run
City **Bloomfield Hills** State **MI** Zip **48302**

Director Name
Hugh O. Maclellan, Jr.
Street Address
1 Fountain Square
City **Chattanooga** State **TN** Zip **37402**

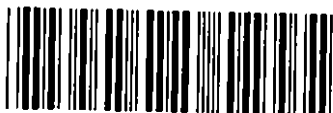
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
750,000,000	750,000,000	5-10 PAR VALUE	
	725,000,000	Common	\$0.10
	25,000,000	Preferred	\$0.10

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	242,583,759 as of close of business on 2/18/02	Common	\$0.10
	-0-	Preferred	\$0.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 0 3 4 8 *

File Date: 2.22.02

Check No.: 1889064

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2/19/02

Susan N. Roth
Print or Type Name of Officer

VP, Corporate Secretary & Assistant General Counsel
Title of Officer

**UNUMPROVIDENT CORPORATION
DIRECTORS
(BUSINESS ADDRESSES)**

William Lester Armstrong
1625 Broadway, Suite 780
Denver, Colorado 80202

Lawrence Reynolds Pugh
6919 Greentree Drive
Naples, Florida 03108

James Harold Chandler
UnumProvident Corporation
1 Fountain Square
Chattanooga, Tennessee 37402

Lois Dickson Rice
Brookings Institution
1775 Massachusetts Avenue NW 7th Floor
Washington, DC 20036

Ronald Eugene Goldsberry
3290 Chestnut Run
Bloomfield Hills, MI 48302

John William Rowe
Exelon Corporation
One First National Plaza, 10 S Dearborn, 37 FL
PO Box 805398
Chicago, IL 60663

Hugh Owen Maclellan, Jr.
The Maclellan Foundation
1 Fountain Square, Suite 501
Chattanooga, Tennessee 37402

Burton Erhard Sorensen
4681 Rue Belle Mer
Sanibel, FL 33957

Albert Slocomb "Pat" MacMillan
Team Resources
2100 River Edge Pkwy., Suite 800
Atlanta, Georgia 30328-4604

George John Mitchell
Verner, Liipfert, Bernhard, McPherson & Hand
901 15th Street NW
Washington, DC 20005

James Leander Moody, Jr.
16 Running Tide Road
Cape Elizabeth, ME 04107

Cynthia Ann Montgomery
Harvard University Graduation
School of Business
219 Morgan Hall
Boston, MA 02163

Charles William Pollard
The ServiceMaster Company
One ServiceMaster Way
Downers Grove, Illinois 60515

**UNUMPROVIDENT CORPORATION
OFFICERS
(BUSINESS ADDRESSES)**

James Harold Chandler
1 Fountain Square
Chattanooga, TN 37402

Chairman, President and Chief Executive Officer

Floyd Dean Copeland
1 Fountain Square
Chattanooga, TN 37402

Executive Vice President-Legal and Administrative,
General Counsel and Assistant Secretary

Thomas Ros Watjen
1 Fountain Square
Chattanooga, TN 37402

Executive Vice President – Finance & Risk Mgt

John Joseph Iwanicki
1 Fountain Square
Chattanooga, TN 37402

Vice President and Treasurer

Robert Carl Greving
1 Fountain Square
Chattanooga, TN 37402

Senior Vice President-Finance and Chief Actuary

Susan Nance Roth
1 Fountain Square
Chattanooga, TN 37402

Vice President, Corporate Secretary, and Assistant General Counsel

Vicki Wright Corbett
1 Fountain Square
Chattanooga, TN 37402

Vice President and Controller, Fin'l Reporting & Services



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **100348** 2. Name of Corporation **(Provident Companies, Inc., former name) UnumProvident Corporation**

3. Street Address Principal Business Office
1 Fountain Square
City **Chattanooga** State **TN** Zip **37402**

4. Business Phone No. **423-755-1011** 5. State of Incorporation **DELAWARE** 6. SIC Code **6**

7. Brief Description of the Character of Business Conducted in Rhode Island
Holding Company

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

J. Harold Chandler Street Address 1 Fountain Square City State Zip Chattanooga TN 37402 Secretary Name Susan N. Roth Street Address 1 Fountain Square City State Zip Chattanooga TN 37402	Thomas R. Watjen Street Address 1 Fountain Square City State Zip Chattanooga TN 37402 Treasurer Name John J. Iwanicki Street Address 1 Fountain Square City State Zip Chattanooga TN 37402
---	--

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

J. Harold Chandler Street Address 1 Fountain Square City State Zip Chattanooga TN 37402	William L. Armstrong Street Address 1625 Broadway City State Zip Denver CO 80202
Ronald E. Goldsberry Street Address 3290 Chestnut Run City State Zip Boomfiled Hills MI 48302	Hugh O. Maclellan, Jr. Street Address 1 Fountain Square City State Zip Chattanooga TN 37402

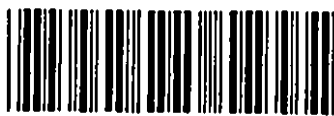
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
175,000,000 31-00-PAR-VAL-			
725,000,000	Common	\$0.10	
25,000,000	Preferred	\$0.10	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	As of 2/5/01		
	241,266,754	Common	\$0.10
	-0-	Preferred	\$0.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.



* 1 0 0 3 4 8 *

File Date: 6-25-01
Check No.: 117866
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2-12-2001
Signature of Officer Date
Susan N. Roth
Print or Type Name of Officer
VP, Corporate Secretary & Assistant General Counsel
Title of Officer

**DIRECTORS OF
UNUMPROVIDENT CORPORATION**

William Lester Armstrong
1625 Broadway, Suite 780
Denver, Colorado 80202

Lawrence Reynolds Pugh
6919 Greentree Drive
Naples, Florida 03108 . .

James Harold Chandler
UnumProvident Corporation
1 Fountain Square
Chattanooga, Tennessee 37402

Lois Dickson Rice
Brookings Institution
1775 Massachusetts Avenue NW 7th Floor
Washington, DC 20036

Ronald Eugene Goldsberry
3290 Chestnut Run
Bloomfield Hills, MI 48302

John William Rowe
Exelon Corporation
One First National Plaza, 10 S Dearborn, 37 FL
PO Box 805398
Chicago, IL 60663

Hugh Owen Maclellan, Jr.
The Maclellan Foundation
1 Fountain Square, Suite 501
Chattanooga, Tennessee 37402

Burton Erhard Sorensen
4681 Rue Belle Mer
Sanibel, FL 33957

Albert Slocomb "Pat" MacMillan
Team Resources
2100 River Edge Pkwy., Suite 800
Atlanta, Georgia 30328-4604

George John Mitchell
Verner, Liipfert, Bernhard, McPherson & Hand
901 15th Street NW
Washington, DC 20005

James Leander Moody, Jr.
16 Running Tide Road
Cape Elizabeth, ME 04107

Cynthia Ann Montgomery
Harvard University Graduation
School of Business
219 Morgan Hall
Boston, MA 02163

Charles William Pollard
The ServiceMaster Company
One ServiceMaster Way
Downers Grove, Illinois 60515

**OFFICERS OF
UNUMPROVIDENT CORPORATION**

James Harold Chandler
1 Fountain Square
Chattanooga, TN 37402

Chairman, President and Chief Executive Officer

Floyd Dean Copeland
1 Fountain Square
Chattanooga, TN 37402

Executive Vice President-Legal and Administrative,
General Counsel and Assistant Secretary

Thomas Ros Watjen
1 Fountain Square
Chattanooga, TN 37402

Executive Vice President – Finance & Risk Mgt

John Joseph Iwanicki
1 Fountain Square
Chattanooga, TN 37402

Vice President and Treasurer

Robert Carl Greving
1 Fountain Square
Chattanooga, TN 37402

Senior Vice President-Finance and Chief Actuary

Susan Nance Roth
1 Fountain Square
Chattanooga, TN 37402

Vice President, Corporate Secretary, and Assistant General Counsel

Vicki Wright Corbett
1 Fountain Square
Chattanooga, TN 37402

Vice President and Controller, Fin'l Reporting & Services



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **100348** 2. Name of Corporation **UnumProvident Corporation - formerly Provident Companies, Inc.**
3. Street Address Principal Business Office **1 Fountain Square** City **Chattanooga** State **TN** Zip **37402**
4. Business Phone No. **(423) 755-1011** 5. State of Incorporation **DELAWARE** 6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island

Holding Company

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name	J. Harold Chandler	Vice President Name	Thomas R. Watjen
Street Address	1 Fountain Square	Street Address	1 Fountain Square
City	Chattanooga State TN Zip 37402	City	Chattanooga State TN Zip 37402
Secretary Name	Susan N. Roth	Treasurer Name	John M. Lang, Jr.
Street Address	1 Fountain Square	Street Address	2211 Congress Street
City	Chattanooga State TN Zip 37402	City	Portland State ME Zip 04122

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name	William L. Armstrong	Director Name	Ronanld E. Goldsberry
Street Address	1625 Broadway, Suite 780	Street Address	330 Townsend, Suite 103
City	Denver State CO Zip 80202	City	San Francisco State CA Zip 04107
Director Name	J. Harold Chandler	Director Name	Hugh O. Maclellan, Jr.
Street Address	1 Fountain Square	Street Address	1 Fountain Square, Suite 501
City	Chattanooga State TN Zip 37402	City	Chattanooga State TN Zip 37402

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
725,000,000	Common	\$0.10
25,000,000	Preferred	\$0.10

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
240,642,967	Common	\$0.10
-0-	Preferred	\$0.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 0 3 4 8 *

5/30/00

File Date: _____

Check No.: 526914

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] March 10, 2000
Signature of Officer Date

Susan N. Roth,
Print or Type Name of Officer

Vice President, Corporate Secretary & Assistant
Title of Officer **General Counsel**

**DIRECTORS OF
UNUMPROVIDENT CORPORATION**

William Lester Armstrong
1625 Broadway, Suite 780
Denver, Colorado 80202

James Harold Chandler
UnumProvident Corporation
1 Fountain Square
Chattanooga, Tennessee 37402

Ronald Eugene Goldsberry
Carstation.Com
330 Townsend, Suite 103
San Francisco, CA 04107

Hugh Owen Maclellan, Jr.
The Maclellan Foundation
1 Fountain Square, Suite 501
Chattanooga, Tennessee 37402

Albert Slocomb "Pat" MacMillan
Team Resources
2100 River Edge Pkwy., Suite 800
Atlanta, Georgia 30328-4604

George John Mitchell
Verner, Liipfert, Bernhard, McPherson & Hand
901 15th Street NW
Washington, DC 20005

James Leander Moody, Jr.
16 Running Tide Road
Cape Elizabeth, ME 04107

Cynthia Ann Montgomery
Harvard University Graduation
School of Business
219 Morgan Hall
Boston, MA 02163

Charles William Pollard
The ServiceMaster Company
One ServiceMaster Way
Downers Grove, Illinois 60515

Lawrence Reynolds Pugh
6919 Greentree Drive
Naples, Florida 03108

Steven S Reinemund (*no middle name*)
PepsiCo, Inc.
700 Anderson Hill Road
Purchase, New York 10577

Lois Dickson Rice
Brookings Institution
1775 Massachusetts Avenue NW 7th Floor
Washington, DC 20036

John William Rowe
Unicom Corporation
One First National Plaza
10 S Dearborn, 37 FL
Chicago, IL 60663

Burton Erhard Sorensen
4681 Rue Belle Mer
Sanibel, FL 33957

**OFFICERS OF
UNUMPROVIDENT CORPORATION**

James Harold Chandler
1 Fountain Square
Chattanooga, TN 37402

Chairman, President and Chief Executive Officer

Floyd Dean Copeland
1 Fountain Square
Chattanooga, TN 37402

Executive Vice President-Legal and Administrative, Assistant Sec.

Elaine Debra Rosen
2211 Congress Street
Portland, ME 04122

Executive Vice President - Customer Development

Thomas Ros Watjen
1 Fountain Square
Chattanooga, TN 37402

Executive Vice President – Finance & Risk Mgt

John Manning Lang
2211 Congress Street
Portland, ME 04122

Senior Vice President, Treasurer, Corp Plng & Dev

Robert Carl Greving
1 Fountain Square
Chattanooga, TN 37402

Senior Vice President and Chief Actuary

Susan Nance Roth
1 Fountain Square
Chattanooga, TN 37402

Vice President, Corporate Secretary, and Assistant General Counsel

Vicki Wright Corbett
1 Fountain Square
Chattanooga, TN 37402

Vice President and Controller, Fin'l Reporting & Services



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 100348		2. Name of Corporation Provident Companies, Inc.			
3. Street Address Principal Business Office 1 Fountain Square			City Chattanooga	State Tennessee	Zip 37402
4. Business Phone No. 423.755.1011		5. State of Incorporation DELAWARE			6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island Holding Company. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name J. Harold Chandler			Vice President Name F. Dean Copeland		
Street Address 1 Fountain Square			Street Address 1 Fountain Square		
City Chattanooga	State Tennessee	Zip 37402	City Chattanooga	State Tennessee	Zip 37402
Secretary Name Susan N. Roth			Treasurer Name Ralph A. Rogers, Jr.		
Street Address 1 Fountain Square			Street Address 1 Fountain Square		
City Chattanooga	State Tennessee	Zip 37402	City Chattanooga	State Tennessee	Zip 37402
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name William L. Armstrong			Director Name William H. Bolinder		
Street Address 1625 Broadway, Suite 780			Street Address Zurich Insurance Company, 1400 American Lane		
City Denver	State Colorado	Zip 80202	City Schaumburg	State Illinois	Zip 60196
Director Name Charlotte M. Heffner			Director Name Hugh B. Jacks		
Street Address 1991 West Paces Ferry Road, NW			Street Address Potential Enterprises, 101 Carnoustie		
City Atlanta	State Georgia	Zip 30327-2515	City Shoal Creek	State Alabama	Zip 35242
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
175,000,000	\$1.00 PAR VAL		135,160, 109	Common	\$.100

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: **12/25/99**
148818

Check No.: _____
By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: **[Signature]** Date: **February 22, 1999**

Susan N. Roth
Print or Type Name of Officer
Vice President, Secretary and Counsel
Title of Officer

Provident Companies, Inc

Names and Addresses of the Officers

Thomas R. Watjen
1 Fountain Square
Chattanooga, Tennessee 37402

Robert O. Best
1 Fountain Square
Chattanooga, Tennessee 37402

Thomas B. Heys
1 Fountain Square
Chattanooga, Tennessee 37402

Peter C. Madeja
GENEX Services, Inc.
440 East Swedesford Road, Suite 3050
Wayne, Pennsylvania 19087

Jeffrey F. Olingy
1 Fountain Square
Chattanooga, Tennessee 37402

Robert C. Greving
1 Fountain Square
Chattanooga, Tennessee 37402

Vicki W. Corbett
1 Fountain Square
Chattanooga, Tennessee 37402

Names and Addresses of the Directors

Hugh O. Maclellan, Jr.
1 Fountain Square, Suite 501
Chattanooga, Tennessee 37402

C. William Pollard
The ServiceMaster Company
One ServiceMaster Way
Downers Grove, Illinois 60515

Steven S Reinemund
Frito Lay, Inc.
P.O. Box 660634
Dallas, Texas 75266-0636

Pat MacMillan
Team Resources
2100 River Edge Parkway, Suite 800
Atlanta, Georgia 30328-4604

Scott L. Probasco, Jr.
SunTrust Bank, Chattanooga, N.A.
736 Market Street, 16th Floor
Chattanooga, Tennessee 37402

Burton E. Sorensen
Lord Securities Corporation
2 Wall Street
New York, New York 10005