

Unum Group  
Form 10-Q  
May 04, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D. C. 20549**  
**FORM 10-Q**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended March 31, 2011**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from                      to**

Commission file number 1-11294

**Unum Group**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**62-1598430**  
(I.R.S. Employer Identification No.)

**1 Fountain Square**

**Chattanooga, Tennessee 37402**

(Address of principal executive offices)

**423.294.1011**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

(Check one): Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

**307,798,184 shares of the registrant's common stock were outstanding as of April 28, 2011.**

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**Cautionary Statement Regarding Forward-Looking Statements**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor to encourage companies to provide prospective information, as long as those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those included in the forward-looking statements. Certain information contained in this Quarterly Report on Form 10-Q (including certain statements in the consolidated financial statements and related notes and Management's Discussion and Analysis), or in any other written or oral statements made by us in communications with the financial community or contained in documents filed with the Securities and Exchange Commission (SEC), may be considered forward-looking. Forward-looking statements are those not based on historical information, but rather relate to future operations, strategies, financial results, or other developments and speak only as of the date made. We undertake no obligation to update these statements, even if made available on our website or otherwise. These statements may be made directly in this document or may be made part of this document by reference to other documents filed by us with the SEC, a practice which is known as incorporation by reference. You can find many of these statements by looking for words such as will, may, should, could, believes, expects, anticipates, estimates, intends, projects, goals, objectives, or similar expressions in this document and documents incorporated herein.

These forward-looking statements are subject to numerous assumptions, risks, and uncertainties, many of which are beyond our control. We caution readers that the following factors, in addition to other factors mentioned from time to time, may cause actual results to differ materially from those contemplated by the forward-looking statements:

Unfavorable economic or business conditions, both domestic and foreign.

Legislative, regulatory, or tax changes, both domestic and foreign, including the effect of potential legislation and increased regulation in the current political environment.

Sustained periods of low interest rates.

Changes in claim incidence and recovery rates due to, among other factors, the rate of unemployment and consumer confidence, the emergence of new diseases, epidemics, or pandemics, new trends and developments in medical treatments, and the effectiveness of claims management operations.

Fluctuation in insurance reserve liabilities.

Investment results, including but not limited to, realized investment losses resulting from defaults, contractual terms of derivative contracts, and impairments that differ from our assumptions and historical experience.

The lack of appropriate investments in the market which can be acquired to match our liability cash flows and duration.

Changes in interest rates, credit spreads, and securities prices.

Increased competition from other insurers and financial services companies due to industry consolidation or other factors.

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Changes in demand for our products due to, among other factors, changes in societal attitudes, the rate of unemployment, and consumer confidence.

Changes in accounting standards, practices, or policies.

Changes in our financial strength and credit ratings.

Rating agency actions, state insurance department market conduct examinations and other inquiries, other governmental investigations and actions, and negative media attention.

Effectiveness in managing our operating risks and the implementation of operational improvements and strategic growth initiatives.

Actual experience in pricing, underwriting, and reserving that deviates from our assumptions.

Actual persistency and/or sales growth that is higher or lower than projected.

Effectiveness of our risk management program.

The level and results of litigation.

Currency exchange rates.

Ability of our subsidiaries to pay dividends as a result of regulatory restrictions.

Ability and willingness of reinsurers to meet their obligations.

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Changes in assumptions related to intangible assets such as deferred acquisition costs, value of business acquired, and goodwill.

Events or consequences relating to political instability, terrorism, or acts of war, both domestic and foreign.

Ability to recover our systems and information in the event of a disaster or unanticipated event.

For further discussion of risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements, see Part I, Item 1A of our annual report on Form 10-K for the year ended December 31, 2010.

All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

**Table of Contents****PART I****ITEM 1. FINANCIAL STATEMENTS**  
**CONSOLIDATED BALANCE SHEETS***Unum Group and Subsidiaries*

	March 31 2011	December 31 2010
	(in millions of dollars)	
	(Unaudited)	
<b>Assets</b>		
<b>Investments</b>		
Fixed Maturity Securities - at fair value (amortized cost: \$36,969.1; \$36,546.6)	\$ 40,315.1	\$ 40,035.6
Mortgage Loans	1,556.7	1,516.8
Policy Loans	2,977.6	2,996.1
Other Long-term Investments	540.1	529.3
Short-term Investments	600.9	1,163.1
<b>Total Investments</b>	45,990.4	46,240.9
<b>Other Assets</b>		
Cash and Bank Deposits	56.6	53.6
Accounts and Premiums Receivable	1,673.8	1,665.8
Reinsurance Recoverable	4,787.6	4,827.9
Accrued Investment Income	730.7	669.8
Deferred Acquisition Costs	2,542.9	2,521.1
Goodwill	201.5	201.2
Property and Equipment	482.7	476.8
Other Assets	650.6	650.6
<b>Total Assets</b>	\$ 57,116.8	\$ 57,307.7

See notes to consolidated financial statements.

**Table of Contents****CONSOLIDATED BALANCE SHEETS - Continued****Unum Group and Subsidiaries**

	March 31 2011 (in millions of dollars) (Unaudited)	December 31 2010
<b>Liabilities and Stockholders Equity</b>		
<b>Liabilities</b>		
Policy and Contract Benefits	\$ 1,528.7	\$ 1,565.0
Reserves for Future Policy and Contract Benefits	39,685.2	39,715.0
Unearned Premiums	474.4	436.7
Other Policyholders Funds	1,674.6	1,669.7
Income Tax Payable	181.4	135.7
Deferred Income Tax	471.2	417.2
Short-term Debt	0.0	225.1
Long-term Debt	2,605.0	2,631.3
Other Liabilities	1,512.5	1,567.6
<b>Total Liabilities</b>	48,133.0	48,363.3
<b>Commitments and Contingent Liabilities - Note 9</b>		
<b>Stockholders Equity</b>		
Common Stock, \$0.10 par		
Authorized: 725,000,000 shares		
Issued: 358,135,704 and 364,842,919 shares	35.8	36.5
Additional Paid-in Capital	2,572.4	2,615.4
Accumulated Other Comprehensive Income (Loss)		
Net Unrealized Gain on Securities Not Other-Than-Temporarily Impaired	443.6	408.3
Net Unrealized Gain on Securities Other-Than-Temporarily Impaired	0.0	2.1
Net Gain on Cash Flow Hedges	351.1	361.0
Foreign Currency Translation Adjustment	(84.1)	(110.9)
Unrecognized Pension and Postretirement Benefit Costs	(313.5)	(318.6)
Retained Earnings	7,112.3	7,060.8
Treasury Stock - at cost: 49,169,467 shares and 48,269,467 shares	(1,133.8)	(1,110.2)
<b>Total Stockholders Equity</b>	8,983.8	8,944.4
<b>Total Liabilities and Stockholders Equity</b>	\$ 57,116.8	\$ 57,307.7

See notes to consolidated financial statements.



**Table of Contents****CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)****Unum Group and Subsidiaries**

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars, except share data)</b>	
<b>Revenue</b>		
Premium Income	\$ 1,869.5	\$ 1,863.2
Net Investment Income	618.7	613.0
Realized Investment Gain (Loss)		
Total Other-Than-Temporary Impairment		
Loss on Fixed Maturity Securities	(2.3)	(0.2)
Other Net Realized Investment Gain	17.5	25.8
Net Realized Investment Gain	15.2	25.6
Other Income	59.7	59.8
<b>Total Revenue</b>	<b>2,563.1</b>	<b>2,561.6</b>
<b>Benefits and Expenses</b>		
Benefits and Change in Reserves for Future Benefits	1,593.0	1,568.9
Commissions	224.3	218.3
Interest and Debt Expense	37.9	33.4
Deferral of Acquisition Costs	(158.3)	(154.9)
Amortization of Deferred Acquisition Costs	138.3	141.2
Compensation Expense	201.9	197.3
Other Expenses	195.8	196.2
<b>Total Benefits and Expenses</b>	<b>2,232.9</b>	<b>2,200.4</b>
<b>Income Before Income Tax</b>	<b>330.2</b>	<b>361.2</b>
<b>Income Tax</b>		
Current	65.3	74.9
Deferred	39.5	56.5
<b>Total Income Tax</b>	<b>104.8</b>	<b>131.4</b>
<b>Net Income</b>	<b>\$ 225.4</b>	<b>\$ 229.8</b>
<b>Net Income Per Common Share</b>		
Basic	\$ 0.72	\$ 0.69
Assuming Dilution	\$ 0.72	\$ 0.69

See notes to consolidated financial statements.

**Table of Contents****CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (UNAUDITED)****Unum Group and Subsidiaries**

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
<b>(in millions of dollars)</b>		
<b>Common Stock</b>		
Balance at Beginning of Year	\$ 36.5	\$ 36.4
Common Stock Activity	0.1	0.1
Retirement of Repurchased Common Shares	(0.8)	0.0
Balance at End of Period	35.8	36.5
<b>Additional Paid-in Capital</b>		
Balance at Beginning of Year	2,615.4	2,587.4
Common Stock Activity	12.2	16.0
Retirement of Repurchased Common Shares	(55.2)	0.0
Balance at End of Period	2,572.4	2,603.4
<b>Accumulated Other Comprehensive Income</b>		
Balance at Beginning of Year	341.9	341.0
Change During Period	55.2	61.9
Balance at End of Period	397.1	402.9
<b>Retained Earnings</b>		
Balance at Beginning of Year	7,060.8	6,289.5
Net Income	225.4	229.8
Dividends to Stockholders (per common share: \$0.0925; \$0.0825)	(29.9)	(27.7)
Retirement of Repurchased Common Shares	(144.0)	0.0
Balance at End of Period	7,112.3	6,491.6
<b>Treasury Stock</b>		
Balance at Beginning of Year	(1,110.2)	(754.2)
Purchases of Treasury Stock	(23.6)	0.0
Balance at End of Period	(1,133.8)	(754.2)
<b>Total Stockholders Equity at End of Period</b>	<b>\$ 8,983.8</b>	<b>\$ 8,780.2</b>

See notes to consolidated financial statements.

**Table of Contents****CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)****Unum Group and Subsidiaries**

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars)</b>	
<b>Cash Flows from Operating Activities</b>		
Net Income	\$ 225.4	\$ 229.8
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities		
Change in Receivables	33.8	19.1
Change in Deferred Acquisition Costs	(20.0)	(13.7)
Change in Insurance Reserves and Liabilities	112.6	155.0
Change in Income Taxes	83.0	173.6
Change in Other Accrued Liabilities	(32.1)	(149.6)
Non-cash Adjustments to Net Investment Income	(112.6)	(126.1)
Net Realized Investment Gain	(15.2)	(25.6)
Depreciation	19.3	18.2
Other, Net	6.8	0.9
<b>Net Cash Provided by Operating Activities</b>	<b>301.0</b>	<b>281.6</b>
<b>Cash Flows from Investing Activities</b>		
Proceeds from Sales of Available-for-Sale Securities	243.7	463.0
Proceeds from Maturities of Available-for-Sale Securities	400.5	343.0
Proceeds from Sales and Maturities of Other Investments	35.5	36.5
Purchase of Available-for-Sale Securities	(898.6)	(1,255.6)
Purchase of Other Investments	(92.9)	(21.8)
Net Sales of Short-term Investments	524.4	208.2
Other, Net	(24.6)	(23.2)
<b>Net Cash Provided (Used) by Investing Activities</b>	<b>188.0</b>	<b>(249.9)</b>
<b>Cash Flows from Financing Activities</b>		
Short-term Debt Repayments	(225.1)	0.0
Long-term Debt Repayments	(24.2)	(33.3)
Issuance of Common Stock	5.5	7.0
Repurchase of Common Stock	(215.7)	0.0
Dividends Paid to Stockholders	(29.9)	(27.7)
Other, Net	3.4	2.4
<b>Net Cash Used by Financing Activities</b>	<b>(486.0)</b>	<b>(51.6)</b>
<b>Net Increase (Decrease) in Cash and Bank Deposits</b>	<b>3.0</b>	<b>(19.9)</b>
<b>Cash and Bank Deposits at Beginning of Year</b>	<b>53.6</b>	<b>71.6</b>
<b>Cash and Bank Deposits at End of Period</b>	<b>\$ 56.6</b>	<b>\$ 51.7</b>

See notes to consolidated financial statements.



**Table of Contents****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)****Unum Group and Subsidiaries**

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars)</b>	
<b>Net Income</b>	\$ 225.4	\$ 229.8
<b>Other Comprehensive Income (Loss)</b>		
Change in Net Unrealized Gains and Losses on Securities Before Reclassification Adjustment:		
Change in Net Unrealized Gains and Losses on Securities Not Other-Than-Temporarily Impaired (net of tax expense (benefit) of \$(40.7); \$157.2)	(77.3)	306.0
Change in Net Unrealized Gains and Losses on Securities Other-Than-Temporarily Impaired (net of tax benefit of \$1.1; \$0.0)	(2.1)	0.0
Total Change in Net Unrealized Gains and Losses on Securities Before Reclassification Adjustment (net of tax expense (benefit) of \$(41.8); \$157.2)	(79.4)	306.0
Reclassification Adjustment for Net Realized Investment Gain (net of tax expense of \$0.5; \$1.3)	(0.6)	(2.2)
Change in Net Gain on Cash Flow Hedges (net of tax benefit of \$5.4; \$7.2)	(9.9)	(14.0)
Change in Adjustment to Reserves for Future Policy and Contract Benefits, Net of Reinsurance and Other (net of tax expense (benefit) of \$59.8; \$(89.6))	113.2	(184.2)
Change in Foreign Currency Translation Adjustment	26.8	(62.3)
Change in Unrecognized Pension and Postretirement Benefit Costs (net of tax expense (benefit) of \$1.6; \$(8.5))	5.1	18.6
<b>Total Other Comprehensive Income</b>	55.2	61.9
<b>Comprehensive Income</b>	\$ 280.6	\$ 291.7

See notes to consolidated financial statements.

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 1 - Basis of Presentation**

The accompanying consolidated financial statements of Unum Group and its subsidiaries (the Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes included in our annual report on Form 10-K for the year ended December 31, 2010.

In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Interim results are not necessarily indicative of full year performance.

In connection with our preparation of the consolidated financial statements, we evaluated events that occurred subsequent to March 31, 2011 for recognition or disclosure in our financial statements and notes to our financial statements.

**Note 2 - Accounting Developments**

**Accounting Updates Adopted during the First Three Months of 2010:**

*Accounting Standards Codification (ASC) 810 - Consolidation*

In June 2009, the Financial Accounting Standards Board (FASB) issued an update to require a qualitative rather than a quantitative analysis to determine the primary beneficiary of a variable interest entity and require enhanced disclosures about an enterprise's involvement with a variable interest entity. We adopted this update effective January 1, 2010. The adoption of this update had no effect on our financial position or results of operations.

*ASC 820 - Fair Value Measurements and Disclosures*

In January 2010, the FASB issued an update to require a number of additional disclosures regarding fair value measurements. Specifically, the update requires a reporting entity to disclose the amounts of significant transfers between Level 1 and Level 2 of the three tier fair value hierarchy and the reasons for these transfers, as well as the reasons for any transfers in or out of Level 3, effective for annual and interim periods beginning after December 15, 2009. The update also requires information in the reconciliation of recurring Level 3 measurements about purchases, sales, issuances, and settlements on a gross basis, effective for annual and interim periods beginning after December 15, 2010. We adopted this update in its entirety, including early adoption of the additional Level 3 information, effective January 1, 2010. The adoption of this update expanded our disclosures but had no effect on our financial position or results of operations.

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 2 - Accounting Developments - Continued**

*ASC 860 Transfers and Servicing*

In June 2009, the FASB issued an update to eliminate the exceptions for qualifying special-purpose entities from the consolidation guidance and eliminate the exception that permitted sale accounting for certain mortgage securitizations when a transferor has not surrendered control over the transferred financial assets. In addition, this update clarifies certain requirements for financial assets that are eligible for sale accounting and requires enhanced disclosures about the risks that a transferor continues to be exposed to because of its continuing involvement in transferred financial assets. We adopted this update effective January 1, 2010. The adoption of this update had no effect on our financial position or results of operations.

**Accounting Updates Outstanding:**

*ASC 310 Receivables*

In January and April 2011, the FASB deferred the effective date of disclosures about troubled debt restructurings and issued updates providing additional clarification to help creditors in determining whether a creditor has granted a concession as well as whether a debtor is experiencing financial difficulties for purposes of determining whether a restructuring constitutes a troubled debt restructuring. These updates will be effective for interim and annual reporting periods beginning on or after June 15, 2011. The adoption of these updates may require additional disclosures but will have no effect on our financial position or results of operations.

*ASC 944 Financial Services - Insurance*

In October 2010, the FASB issued an update which is intended to address diversity in practice regarding the interpretation of which costs relating to the acquisition of new or renewal insurance contracts qualify as deferred acquisition costs. The amendments in this update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011, and permit retrospective application. The guidance in this update will result in a decrease in the opening balance of our retained earnings if we choose retrospective application on adoption and will result in a decrease in the level of costs we defer subsequent to adoption. Given that application guidance is still evolving, we have not yet finalized the expected impact on our financial position or results of operations.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 3 - Fair Values of Financial Instruments**

Presented as follows are the carrying amounts and fair values of financial instruments. The carrying values of financial instruments such as short-term investments, cash and bank deposits, accounts and premiums receivable, and accrued investment income approximate fair value due to the short-term nature of the instruments. As such, these financial instruments are not included in the following chart.

	March 31, 2011		December 31, 2010	
	Carrying Amount	Fair Value (in millions of dollars)	Carrying Amount	Fair Value
<b>Assets</b>				
Fixed Maturity Securities	\$ 40,315.1	\$ 40,315.1	\$ 40,035.6	\$ 40,035.6
Mortgage Loans	1,556.7	1,678.3	1,516.8	1,685.4
Policy Loans	2,977.6	3,019.0	2,996.1	3,044.4
<b>Other Long-term Investments</b>				
Derivatives	81.1	81.1	99.1	99.1
Equity Securities	11.4	11.4	10.4	10.4
Miscellaneous Long-term Investments	447.6	447.6	419.8	419.8
<b>Liabilities</b>				
<b>Policyholders Funds</b>				
Deferred Annuity Products	\$ 648.1	\$ 648.1	\$ 656.3	\$ 656.3
Supplementary Contracts without Life Contingencies	511.5	511.5	508.5	508.5
Short-term Debt	0.0	0.0	225.1	226.8
Long-term Debt	2,605.0	2,567.5	2,631.3	2,483.8
<b>Other Liabilities</b>				
Derivatives	206.8	206.8	199.6	199.6
Embedded Derivative in Modified Coinsurance Arrangement	82.2	82.2	96.3	96.3
Unfunded Commitments to Investment Partnerships	168.1	168.1	169.9	169.9

The methods and assumptions used to estimate fair values of financial instruments are discussed as follows.



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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 3 - Fair Values of Financial Instruments - Continued**

***Fair Value Measurements for Financial Instruments Not Carried at Fair Value***

*Mortgage Loans:* Fair values are estimated using discounted cash flow analyses and interest rates currently being offered for similar loans to borrowers with similar credit ratings and maturities. Loans with similar characteristics are aggregated for purposes of the calculations.

*Policy Loans:* Fair values for policy loans, net of reinsurance ceded, are estimated using discounted cash flow analyses and interest rates currently being offered to policyholders with similar policies. The carrying amounts of ceded policy loans of \$2,771.1 million and \$2,790.5 million as of March 31, 2011 and December 31, 2010, respectively, are reported on a gross basis in our consolidated balance sheets and approximate fair value.

*Miscellaneous Long-term Investments:* Carrying amounts approximate fair value.

*Policyholders Funds:* Policyholders funds are comprised primarily of deferred annuity products and supplementary contracts without life contingencies. The carrying amounts approximate fair value.

Fair values for insurance contracts other than investment contracts are not required to be disclosed. However, the fair values of liabilities under all insurance contracts are taken into consideration in our overall management of interest rate risk, which minimizes exposure to changing interest rates through the matching of investment maturities with amounts due under insurance contracts.

*Short-term and Long-term Debt:* Fair values are obtained from independent pricing services or discounted cash flow analyses based on current incremental borrowing rates for similar types of borrowing arrangements.

*Unfunded Commitments to Investment Partnerships:* Unfunded equity commitments represent legally binding amounts that we have committed to certain investment partnerships, subject to the partnerships meeting specified conditions. When these conditions are met, we are obligated to invest these amounts in the partnerships. Carrying amounts approximate fair value.

***Fair Value Measurements for Financial Instruments Carried at Fair Value***

We report fixed maturity securities, derivative financial instruments, and equity securities at fair value in our consolidated balance sheets. The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices in active markets generally have more pricing observability and less judgment utilized in measuring fair value. An active market for a financial instrument is a market in which transactions for an asset or a similar asset occur with sufficient frequency and volume to provide pricing information on an ongoing basis. A quoted price in an active market provides the most reliable evidence of fair value and should be used to measure fair value whenever available. Conversely, financial instruments rarely traded or not quoted have less observability and are measured at fair value using valuation techniques that require more judgment. Pricing observability is generally impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction, and overall market conditions.

Valuation techniques used for assets and liabilities accounted for at fair value are generally categorized into three types. The market approach uses prices and other relevant information from market transactions involving identical or comparable assets or liabilities. The income approach converts future amounts, such as cash flows or earnings, to



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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 3 - Fair Values of Financial Instruments - Continued**

a single present amount, or a discounted amount. The cost approach is based upon the amount that currently would be required to replace the service capacity of an asset, or the current replacement cost.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available that can be obtained without undue cost and effort. In some cases, a single valuation technique will be appropriate (for example, when valuing an asset or liability using quoted prices in an active market for identical assets or liabilities). In other cases, multiple valuation techniques will be appropriate. If we use multiple valuation techniques to measure fair value, we evaluate and weigh the results, as appropriate, considering the reasonableness of the range indicated by those results. A fair value measurement is the point within that range that is most representative of fair value in the circumstances.

The selection of the valuation method(s) to apply considers the definition of an exit price and depends on the nature of the asset or liability being valued. For assets and liabilities accounted for at fair value, we generally use valuation techniques consistent with the market approach, and to a lesser extent, the income approach. We believe the market approach valuation technique provides more observable data than the income approach, considering the type of investments we hold. Our fair value measurements could differ significantly based on the valuation technique and available inputs. When markets are less active, brokers may rely more on models with inputs based on the information available only to the broker. In weighing a broker quote as an input to fair value, we place less reliance on quotes that do not reflect the result of market transactions. We also consider the nature of the quote, particularly whether the quote is a binding offer. If prices in an inactive market do not reflect current prices for the same or similar assets, adjustments may be necessary to arrive at fair value. When relevant market data is unavailable, which may be the case during periods of market uncertainty, the income approach can, in suitable circumstances, provide a more appropriate fair value. During 2011, we have applied valuation techniques on a consistent basis to similar assets and liabilities and consistent with those techniques used at year end 2010.

We use observable and unobservable inputs in measuring the fair value of our financial instruments. Inputs that may be used include the following:

Broker market maker prices and price levels

Trade Reporting and Compliance Engine (TRACE) pricing

Prices obtained from external pricing services

Benchmark yields (Treasury and interest rate swap curves)

Transactional data for new issuance and secondary trades

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Security cash flows and structures

Recent issuance/supply

Sector and issuer level spreads

Security credit ratings/maturity/capital structure/optionality

Corporate actions

Underlying collateral

Prepayment speeds/loan performance/delinquencies/weighted average life/seasoning

Public covenants

Comparative bond analysis

Derivative spreads

Relevant reports issued by analysts and rating agencies

Audited financial statements

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 3 - Fair Values of Financial Instruments - Continued**

We review all prices obtained to ensure they are consistent with a variety of observable market inputs and to verify the validity of a security's price. The overall valuation process for determining fair values may include adjustments to valuations obtained from our pricing sources when they do not represent a valid exit price. These adjustments may be made when, in our judgment and considering our knowledge of the financial conditions and industry in which the issuer operates, certain features of the financial instrument require that an adjustment be made to the value originally obtained from our pricing sources. These features may include the complexity of the financial instrument, the market in which the financial instrument is traded, counterparty credit risk, credit structure, concentration, or liquidity. Additionally, an adjustment to the price derived from a model typically reflects our judgment of the inputs that other participants in the market for the financial instrument being measured at fair value would consider in pricing that same financial instrument.

The parameters and inputs used to validate a price on a security may be adjusted for assumptions about risk and current market conditions on a quarter to quarter basis, as certain features may be more significant drivers of valuation at the time of pricing. Changes to inputs in valuations are not changes to valuation methodologies; rather, the inputs are modified to reflect direct or indirect impacts on asset classes from changes in market conditions.

Fair values for derivatives other than embedded derivatives in modified coinsurance arrangements are based on market quotes or pricing models and represent the net amount of cash we would have paid or received if the contracts had been settled or closed as of the last day of the period. We analyze credit default swap spreads relative to the average credit spread embedded within the London Interbank Offered Rate (LIBOR) setting syndicate in determining the effect of credit risk on our derivatives' fair values. If counterparty credit risk for a derivative asset is determined to be material and is not adequately reflected in the LIBOR-based fair value obtained from our pricing sources, we adjust the valuations obtained from our pricing sources. In regard to our own credit risk component, we adjust the valuation of derivative liabilities wherein the counterparty is exposed to our credit risk when the LIBOR-based valuation of our derivatives obtained from pricing sources does not effectively include an adequate credit component for our own credit risk.

Fair values for our embedded derivative in a modified coinsurance arrangement are estimated using internal pricing models and represent the hypothetical value of the duration mismatch of assets and liabilities, interest rate risk, and third party credit risk embedded in the modified coinsurance arrangement.

Certain of our investments do not have readily determinable market prices and/or observable inputs or may at times be affected by the lack of market liquidity. For these securities, we use internally prepared valuations combining matrix pricing with vendor purchased software programs, including valuations based on estimates of future profitability, to estimate the fair value. Additionally, we may obtain prices from independent third-party brokers to aid in establishing valuations for certain of these securities. Key assumptions used by us to determine fair value for these securities include risk free interest rates, risk premiums, performance of underlying collateral (if any), and other factors involving significant assumptions which may or may not reflect those of an active market.

At March 31, 2011, approximately 18.3 percent of our fixed maturity securities were valued using active trades from TRACE pricing or broker market maker prices for which there was current market activity in that specific security (comparable to receiving one binding quote). The prices obtained were not adjusted, and the assets were classified as Level 1, the highest category of the three-level fair value hierarchy classification wherein inputs are unadjusted and represent quoted prices in active markets for identical assets or liabilities.

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 3 - Fair Values of Financial Instruments - Continued**

The remaining 81.7 percent of our fixed maturity securities were valued based on non-binding quotes or other observable or unobservable inputs, as discussed below.

Approximately 66.4 percent of our fixed maturity securities were valued based on prices from pricing services that generally use observable inputs such as prices for securities or comparable securities in active markets in their valuation techniques. These assets were classified as Level 2. Level 2 assets or liabilities are those valued using inputs (other than prices included in Level 1) that are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Approximately 4.2 percent of our fixed maturity securities were valued based on one or more non-binding broker price levels, if validated by observable market data, or on TRACE prices for identical or similar assets absent current market activity. When only one price is available, it is used if observable inputs and analysis confirms that it is appropriate. These assets, for which we were able to validate the price using other observable market data, were classified as Level 2.

Approximately 11.1 percent of our fixed maturity securities were valued based on prices of comparable securities, matrix pricing, market models, and/or internal models or were valued based on non-binding quotes with no other observable market data. These assets were classified as either Level 2 or Level 3, with the categorization dependent on whether there was other observable market data. Level 3 is the lowest category of the fair value hierarchy and reflects the judgment of management regarding what market participants would use in pricing assets or liabilities at the measurement date. Financial assets and liabilities categorized as Level 3 are generally those that are valued using unobservable inputs to extrapolate an estimated fair value.

We consider transactions in inactive or disorderly markets to be less representative of fair value. We use all available observable inputs when measuring fair value, but when significant other unobservable inputs and adjustments are necessary, we classify these assets or liabilities as Level 3.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 3 - Fair Values of Financial Instruments - Continued**

The categorization of fair value measurements by input level is as follows:

	March 31, 2011 (in millions of dollars)			
	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>Assets</b>				
Fixed Maturity Securities				
United States Government and Government Agencies and Authorities	\$ 119.5	\$ 983.5	\$ 0.0	\$ 1,103.0
States, Municipalities, and Political Subdivisions	54.7	1,212.9	0.0	1,267.6
Foreign Governments	0.0	1,439.0	0.0	1,439.0
Public Utilities	1,281.4	8,131.4	324.7	9,737.5
Mortgage/Asset-Backed Securities	0.0	3,316.6	32.2	3,348.8
All Other Corporate Bonds	5,881.2	16,847.3	633.8	23,362.3
Redeemable Preferred Stocks	21.7	35.1	0.1	56.9
<b>Total Fixed Maturity Securities</b>	<b>7,358.5</b>	<b>31,965.8</b>	<b>990.8</b>	<b>40,315.1</b>
Other Long-term Investments				
Derivatives				
Interest Rate Swaps	0.0	80.6	0.0	80.6
Foreign Exchange Contracts	0.0	0.5	0.0	0.5
<b>Total Derivatives</b>	<b>0.0</b>	<b>81.1</b>	<b>0.0</b>	<b>81.1</b>
Equity Securities	0.0	9.9	1.5	11.4
<b>Liabilities</b>				
Other Liabilities				
Derivatives				
Interest Rate Swaps	\$ 0.0	\$ 38.7	\$ 0.0	\$ 38.7
Foreign Exchange Contracts	0.0	168.1	0.0	168.1
Embedded Derivative in Modified Coinsurance Arrangement	0.0	0.0	82.2	82.2
<b>Total Derivatives</b>	<b>0.0</b>	<b>206.8</b>	<b>82.2</b>	<b>289.0</b>

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 3 - Fair Values of Financial Instruments - Continued**

	December 31, 2010 (in millions of dollars)			
	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>Assets</b>				
Fixed Maturity Securities				
United States Government and Government Agencies and Authorities	\$ 102.8	\$ 998.9	\$ 0.0	\$ 1,101.7
States, Municipalities, and Political Subdivisions	301.9	943.3	0.0	1,245.2
Foreign Governments	0.7	1,408.6	0.0	1,409.3
Public Utilities	840.1	8,670.5	173.6	9,684.2
Mortgage/Asset-Backed Securities	0.0	3,384.8	0.7	3,385.5
All Other Corporate Bonds	4,170.7	18,154.3	829.7	23,154.7
Redeemable Preferred Stocks	0.0	33.3	21.7	55.0
<b>Total Fixed Maturity Securities</b>	<b>5,416.2</b>	<b>33,593.7</b>	<b>1,025.7</b>	<b>40,035.6</b>
Other Long-term Investments				
Derivatives				
Interest Rate Swaps	0.0	98.4	0.0	98.4
Foreign Exchange Contracts	0.0	0.7	0.0	0.7
<b>Total Derivatives</b>	<b>0.0</b>	<b>99.1</b>	<b>0.0</b>	<b>99.1</b>
Equity Securities	0.0	8.9	1.5	10.4
<b>Liabilities</b>				
Other Liabilities				
Derivatives				
Interest Rate Swaps	\$ 0.0	\$ 39.1	\$ 0.0	\$ 39.1
Foreign Exchange Contracts	0.0	160.5	0.0	160.5
Embedded Derivative in Modified Coinsurance Arrangement	0.0	0.0	96.3	96.3
<b>Total Derivatives</b>	<b>0.0</b>	<b>199.6</b>	<b>96.3</b>	<b>295.9</b>



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 3 - Fair Values of Financial Instruments - Continued**

Transfers of assets between Level 1 and Level 2 are as follows:

	Three Months Ended March 31			
	2011		2010	
	(in millions of dollars)			
	Transfers into			
	Level 1 from Level 2	Level 2 from Level 1	Level 1 from Level 2	Level 2 from Level 1
Fixed Maturity Securities				
United States Government and Government Agencies and Authorities States, Municipalities, and Political Subdivisions	\$ 16.1	\$ 0.0	\$ 216.5	\$ 0.0
Foreign Governments	25.4	274.9	0.0	49.8
Public Utilities	0.0	0.7	0.0	0.0
All Other Corporate Bonds	885.5	481.1	769.6	657.2
	3,064.3	1,540.8	2,465.4	1,189.8
<b>Total Fixed Maturity Securities</b>	<b>\$ 3,991.3</b>	<b>\$ 2,297.5</b>	<b>\$ 3,451.5</b>	<b>\$ 1,896.8</b>

Transfers between Level 1 and Level 2 occurred due to the change in availability of either a TRACE or broker market maker price. Depending on current market conditions, the availability of these Level 1 prices can vary from period to period. For fair value measurements of financial instruments that were transferred either into or out of Level 1 or 2, we reflect the transfers using the fair value at the beginning of the period.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 3 - Fair Values of Financial Instruments - Continued**

Changes in assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) are as follows:

	Three Months Ended March 31, 2011 (in millions of dollars)							
	Beginning of Year	Earnings	Total Realized and Unrealized Investment Gains (Losses) Included in Other Comprehensive Income or Loss			Level 3 Transfers		End of Period
			Purchases	Sales	Into	Out of		
Fixed Maturity Securities								
Public Utilities	\$ 173.6	\$ 0.0	\$ (0.7)	\$ 7.0	\$ (0.3)	\$ 249.7	\$ (104.6)	\$ 324.7
Mortgage/Asset-Backed Securities	0.7	0.0	(1.6)	0.0	(2.2)	35.3	0.0	32.2
All Other Corporate Bonds	829.7	(0.2)	0.5	16.7	(3.3)	153.1	(362.7)	633.8
Redeemable Preferred Stocks	21.7	0.0	0.0	0.0	0.0	0.0	(21.6)	0.1
Total Fixed Maturity Securities	1,025.7	(0.2)	(1.8)	23.7	(5.8)	438.1	(488.9)	990.8
Equity Securities	1.5	0.0	0.0	0.0	0.0	0.0	0.0	1.5
Embedded Derivative in Modified Coinsurance Arrangement	(96.3)	14.1	0.0	0.0	0.0	0.0	0.0	(82.2)

	Three Months Ended March 31, 2010 (in millions of dollars)							
	Beginning of Year	Earnings	Total Realized and Unrealized Investment Gains (Losses) Included in Other Comprehensive Income or Loss			Level 3 Transfers		End of Period
			Purchases	Sales	Into	Out of		
Fixed Maturity Securities								
Foreign Governments	\$ 0.0	\$ 0.0	\$ 0.6	\$ 0.0	\$ 0.0	\$ 39.1	\$ 0.0	\$ 39.7
Public Utilities	264.3	(1.0)	14.4	15.0	(5.7)	128.4	(196.7)	218.7
Mortgage/Asset-Backed Securities	4.7	0.0	0.2	0.0	(2.9)	0.0	0.0	2.0
All Other Corporate Bonds	580.0	(1.8)	15.7	19.6	(15.3)	169.3	(209.8)	557.7
Redeemable Preferred Stocks	20.4	0.0	0.0	0.0	0.0	0.0	(20.3)	0.1
Total Fixed Maturity Securities	869.4	(2.8)	30.9	34.6	(23.9)	336.8	(426.8)	818.2

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Equity Securities	1.5	0.0	0.1	0.0	(0.1)	0.0	0.0	1.5
Embedded Derivative in Modified Coinsurance Arrangement	(117.4)	18.3	0.0	0.0	0.0	0.0	0.0	(99.1)

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 3 - Fair Values of Financial Instruments - Continued**

Realized and unrealized investment gains and losses presented in the preceding tables represent gains and losses only for the time during which the applicable financial instruments were classified as Level 3. The transfers between levels resulted primarily from a change in observability of three inputs used to determine fair values of the securities transferred: (1) transactional data for new issuance and secondary trades, (2) broker/dealer quotes and pricing, primarily related to changes in the level of activity in the market and whether the market was considered orderly, and (3) comparable bond metrics from which to perform an analysis. For fair value measurements of financial instruments that were transferred either into or out of Level 3, we reflect the transfers using the fair value at the beginning of the period. Gains for the three months ended March 31, 2011 and 2010 which are included in earnings and are attributable to the change in unrealized gains or losses relating to assets or liabilities valued using significant unobservable inputs and still held at March 31 were \$14.1 million and \$18.3 million, respectively. These amounts relate entirely to the changes in fair value of an embedded derivative in a modified coinsurance arrangement which are reported as realized investment gains and losses.

**Note 4 - Investments****Fixed Maturity Securities**

At March 31, 2011 and December 31, 2010, all fixed maturity securities were classified as available-for-sale. The amortized cost and fair values of securities by security type are shown as follows.

	<b>March 31, 2011</b> (in millions of dollars)			
	<b>Amortized Cost</b>	<b>Gross Unrealized Gain</b>	<b>Gross Unrealized Loss</b>	<b>Fair Value</b>
United States Government and Government Agencies and Authorities	\$ 987.9	\$ 127.7	\$ 12.6	\$ 1,103.0
States, Municipalities, and Political Subdivisions	1,293.3	22.4	48.1	1,267.6
Foreign Governments	1,287.4	151.6	0.0	1,439.0
Public Utilities	8,991.7	792.4	46.6	9,737.5
Mortgage/Asset-Backed Securities	3,038.3	311.4	0.9	3,348.8
All Other Corporate Bonds	21,314.7	2,156.7	109.1	23,362.3
Redeemable Preferred Stocks	55.8	1.9	0.8	56.9
<b>Total Fixed Maturity Securities</b>	<b>\$ 36,969.1</b>	<b>\$ 3,564.1</b>	<b>\$ 218.1</b>	<b>\$ 40,315.1</b>

There were no other-than-temporary impairments recognized in accumulated other comprehensive income as of March 31, 2011.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 4 - Investments - Continued**

	<b>December 31, 2010</b> (in millions of dollars)				<b>Other-Than-Temporary Impairments in AOCI (1)</b>
	<b>Amortized Cost</b>	<b>Gross Unrealized Gain</b>	<b>Gross Unrealized Loss</b>	<b>Fair Value</b>	
United States Government and Government Agencies and Authorities	\$ 981.7	\$ 128.6	\$ 8.6	\$ 1,101.7	\$ 0.0
States, Municipalities, and Political Subdivisions	1,271.0	21.5	47.3	1,245.2	0.0
Foreign Governments	1,248.6	160.7	0.0	1,409.3	0.0
Public Utilities	8,874.2	854.3	44.3	9,684.2	0.0
Mortgage/Asset-Backed Securities	3,047.8	338.3	0.6	3,385.5	0.0
All Other Corporate Bonds	21,067.5	2,221.3	134.1	23,154.7	3.9
Redeemable Preferred Stocks	55.8	1.7	2.5	55.0	0.0
<b>Total Fixed Maturity Securities</b>	<b>\$ 36,546.6</b>	<b>\$ 3,726.4</b>	<b>\$ 237.4</b>	<b>\$ 40,035.6</b>	<b>\$ 3.9</b>

(1) Accumulated Other Comprehensive Income (Loss)

The following charts indicate the length of time our fixed maturity securities had been in a gross unrealized loss position.

	<b>March 31, 2011</b> (in millions of dollars)			
	<b>Less Than 12 Months</b>		<b>12 Months or Greater</b>	
	<b>Fair Value</b>	<b>Gross Unrealized Loss</b>	<b>Fair Value</b>	<b>Gross Unrealized Loss</b>
United States Government and Government Agencies and Authorities	\$ 63.8	\$ 6.6	\$ 10.5	\$ 6.0
States, Municipalities, and Political Subdivisions	634.8	31.6	102.7	16.5
Public Utilities	1,144.2	43.8	34.2	2.8
Mortgage/Asset-Backed Securities	1.0	0.0	26.3	0.9
All Other Corporate Bonds	1,635.5	43.4	986.6	65.7
Redeemable Preferred Stocks	7.7	0.3	22.3	0.5
<b>Total Fixed Maturity Securities</b>	<b>\$ 3,487.0</b>	<b>\$ 125.7</b>	<b>\$ 1,182.6</b>	<b>\$ 92.4</b>

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 4 - Investments - Continued**

	December 31, 2010 (in millions of dollars)			
	Less Than 12 Months Fair Value	Gross Unrealized Loss	12 Months or Greater Fair Value	Gross Unrealized Loss
United States Government and Government Agencies and Authorities	\$ 23.9	\$ 3.1	\$ 10.9	\$ 5.5
States, Municipalities, and Political Subdivisions	660.6	28.4	100.3	18.9
Public Utilities	1,073.8	41.0	41.0	3.3
Mortgage/Asset-Backed Securities	34.5	0.1	45.5	0.5
All Other Corporate Bonds	1,667.2	48.3	1,071.7	85.8
Redeemable Preferred Stocks	7.6	0.4	20.7	2.1
<b>Total Fixed Maturity Securities</b>	<b>\$ 3,467.6</b>	<b>\$ 121.3</b>	<b>\$ 1,290.1</b>	<b>\$ 116.1</b>

The following is a distribution of the maturity dates for fixed maturity securities. The maturity dates have not been adjusted for possible calls or prepayments.

	March 31, 2011 (in millions of dollars)				
	Total Amortized Cost	Unrealized Gain Position		Unrealized Loss Position	
		Gross Gain	Fair Value	Gross Loss	Fair Value
1 year or less	\$ 849.6	\$ 18.1	\$ 683.5	\$ 0.3	\$ 183.9
Over 1 year through 5 years	4,780.9	400.0	4,973.1	3.1	204.7
Over 5 years through 10 years	9,744.2	943.5	9,743.9	21.5	922.3
Over 10 years	18,556.1	1,891.1	16,923.5	192.3	3,331.4
	33,930.8	3,252.7	32,324.0	217.2	4,642.3
Mortgage/Asset-Backed Securities	3,038.3	311.4	3,321.5	0.9	27.3
<b>Total Fixed Maturity Securities</b>	<b>\$ 36,969.1</b>	<b>\$ 3,564.1</b>	<b>\$ 35,645.5</b>	<b>\$ 218.1</b>	<b>\$ 4,669.6</b>

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 4 - Investments - Continued**

	December 31, 2010 (in millions of dollars)				
	Total	Unrealized Gain Position		Unrealized Loss Position	
	Amortized Cost	Gross Gain	Fair Value	Gross Loss	Fair Value
1 year or less	\$ 685.7	\$ 10.9	\$ 532.6	\$ 0.4	\$ 163.6
Over 1 year through 5 years	4,740.6	394.1	4,886.3	5.5	242.9
Over 5 years through 10 years	9,501.6	931.6	9,415.0	37.1	981.1
Over 10 years	18,570.9	2,051.5	17,138.5	193.8	3,290.1
	33,498.8	3,388.1	31,972.4	236.8	4,677.7
Mortgage/Asset-Backed Securities	3,047.8	338.3	3,305.5	0.6	80.0
<b>Total Fixed Maturity Securities</b>	<b>\$ 36,546.6</b>	<b>\$ 3,726.4</b>	<b>\$ 35,277.9</b>	<b>\$ 237.4</b>	<b>\$ 4,757.7</b>

At March 31, 2011, the fair value of investment-grade fixed maturity securities was \$37,440.6 million, with a gross unrealized gain of \$3,398.7 million and a gross unrealized loss of \$176.9 million. The gross unrealized loss on investment-grade fixed maturity securities was 81.1 percent of the total gross unrealized loss on fixed maturity securities. Unrealized losses on investment-grade fixed maturity securities principally relate to changes in interest rates or changes in market or sector credit spreads which occurred subsequent to the acquisition of the securities.

At March 31, 2011, the fair value of below-investment-grade fixed maturity securities was \$2,874.5 million, with a gross unrealized gain of \$165.4 million and a gross unrealized loss of \$41.2 million. The gross unrealized loss on below-investment-grade fixed maturity securities was 18.9 percent of the total gross unrealized loss on fixed maturity securities. Generally, below-investment-grade fixed maturity securities are more likely to develop credit concerns than investment-grade securities. At March 31, 2011, the unrealized losses in our below-investment-grade fixed maturity securities were generally due to credit spreads in certain industries or sectors and, to a lesser extent, credit concerns related to specific securities. For each specific security in an unrealized loss position, we believe that there are positive factors which mitigate credit concerns and that the securities for which we have not recorded an other-than-temporary impairment will recover in value.

As of March 31, 2011, we held 227 individual investment-grade fixed maturity securities and 39 individual below-investment-grade fixed maturity securities that were in an unrealized loss position, of which 51 investment-grade fixed maturity securities and 28 below-investment-grade fixed maturity securities had been in an unrealized loss position continuously for over one year.

In determining when a decline in fair value below amortized cost of a fixed maturity security is other than temporary, we evaluate the following factors:

Whether we expect to recover the entire amortized cost basis of the security.

Whether we intend to sell the security or will be required to sell the security before the recovery of its amortized cost basis.

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Whether the security is current as to principal and interest payments.

The significance of the decline in value.

The time period during which there has been a significant decline in value.

Current and future business prospects and trends of earnings.



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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 4 - Investments - Continued**

The valuation of the security's underlying collateral.

Relevant industry conditions and trends relative to their historical cycles.

Market conditions.

Rating agency and governmental actions.

Bid and offering prices and the level of trading activity.

Adverse changes in estimated cash flows for securitized investments.

Changes in fair value subsequent to the balance sheet date.

Any other key measures for the related security.

We evaluate available information, including the factors noted above, both positive and negative, in reaching our conclusions. In particular, we also consider the strength of the issuer's balance sheet, its debt obligations and near term funding requirements, cash flow and liquidity, the profitability of its core businesses, the availability of marketable assets which could be sold to increase liquidity, its industry fundamentals and regulatory environment, and its access to capital markets. Although all available and applicable factors are considered in our analysis, our expectation of recovering the entire amortized cost basis of the security, whether we intend to sell the security, whether it is more likely than not we will be required to sell the security before recovery of its amortized cost, and whether the security is current on principal and interest payments are the most critical factors in determining whether impairments are other than temporary. The significance of the decline in value and the length of time during which there has been a significant decline are also important factors, but we generally do not record an impairment loss based solely on these two factors, since often other more relevant factors will impact our evaluation of a security.

While determining other-than-temporary impairments is a judgmental area, we utilize a formal, well-defined, and disciplined process to monitor and evaluate our fixed income investment portfolio, supported by issuer specific research and documentation as of the end of each period. The process results in a thorough evaluation of problem investments and the recording of losses on a timely basis for investments determined to have an other-than-temporary impairment.

If we determine that the decline in value of an investment is other than temporary, the investment is written down to fair value, and an impairment loss is recognized in the current period, either in earnings or in both earnings and other comprehensive income, as applicable. For those fixed maturity securities with an unrealized loss for which we have not recognized an other-than-temporary impairment, we believe we will recover the entire amortized cost, we do not intend to sell the security, and we do not believe it is more likely than not we will be required to sell the security before recovery of its amortized cost. There have been no defaults in the repayment obligations of any securities for which we

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have not recorded an other-than-temporary impairment.

Other-than-temporary impairment losses on fixed maturity securities which we intend to sell or more likely than not will be required to sell before recovery in value are recognized in earnings and equal the entire difference between the security's amortized cost basis and its fair value. For securities which we do not intend to sell and it is not more likely than not that we will be required to sell before recovery in value, other-than-temporary impairment losses recognized in earnings generally represent the difference between the amortized cost of the security and the present value of our best estimate of cash flows expected to be collected, discounted using the effective interest rate implicit in the security at the date of acquisition. The determination of cash flows is inherently subjective, and methodologies may vary depending on the circumstances specific to the security. The timing and amount of our cash flow estimates are developed using historical and forecast financial information from the issuer, including its current and projected liquidity position. We also consider industry analyst reports and forecasts, sector credit

**Table of Contents*****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued******Unum Group and Subsidiaries*****March 31, 2011****Note 4 - Investments - Continued**

ratings, future business prospects and earnings trends, issuer refinancing capabilities, actual and/or potential asset sales by the issuer, and other data relevant to the collectibility of the contractual cash flows of the security. We take into account the probability of default, expected recoveries, third party guarantees, quality of collateral, and where our debt security ranks in terms of subordination. We may use the estimated fair value of collateral as a proxy for the present value of cash flows if we believe the security is dependent on the liquidation of collateral for recovery of our investment. For fixed maturity securities for which we have recognized an other-than-temporary impairment loss through earnings, if through subsequent evaluation there is a significant increase in expected cash flows, the difference between the new amortized cost basis and the cash flows expected to be collected is accreted as net investment income.

The following table presents the before-tax credit-related portion of other-than-temporary impairments on fixed maturity securities still held as of the dates shown for which a portion of the other-than-temporary impairment was recognized in other comprehensive income.

	<b>Three Months Ended</b>	
	<b>March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars)</b>	
<b>Balance at Beginning of Year</b>	<b>\$ 8.5</b>	<b>\$ 18.3</b>
Sales or Maturities of Securities in the Period	(8.5)	0.0
<b>Balance at End of Period</b>	<b>\$ 0.0</b>	<b>\$ 18.3</b>

At March 31, 2011, we had non-binding commitments of \$129.5 million to fund certain private placement fixed maturity securities.

***Variable Interest Entities***

We invest in variable interests issued by variable interest entities. These investments include tax credit partnerships, private equity partnerships, and special purpose entities. For those variable interests that are not consolidated in our financial statements, we are not the primary beneficiary because we have neither the power to direct the activities that are most significant to economic performance nor the responsibility to absorb a majority of the expected losses. The determination of whether we are the primary beneficiary is performed at the time of our initial investment and at the date of each subsequent reporting period.

As of March 31, 2011, the carrying amount of our variable interest entity investments that are not consolidated under the provisions of GAAP was \$385.4 million, comprised of \$287.6 million of tax credit partnerships and \$97.8 million of private equity partnerships. These variable interest entity investments are reported as other long-term investments in our consolidated balance sheets.

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 4 - Investments - Continued**

Additionally, we recognize a liability for all legally binding unfunded commitments to these partnerships, with a corresponding recognition of an invested asset. Our liability for legally binding unfunded commitments to the tax credit partnerships was \$168.1 million at March 31, 2011. Contractually, we are a limited partner in these investments, and our maximum exposure to loss is limited to the carrying value of our investment. We also had non-binding commitments of \$65.8 million to fund certain of the private equity partnerships at March 31, 2011.

We are the sole beneficiary of a special purpose entity which is consolidated under the provisions of GAAP. This entity is a securitized asset trust containing a highly rated bond for principal protection, nonredeemable preferred stock, and several partnership equity investments. We contributed the bond and partnership investments into the trust at the time it was established. The trust supports our investment objectives and allows us to maintain our investment in the partnerships while at the same time protecting the principal of the investment. There are no restrictions on the assets held in this trust, and the trust is free to dispose of the assets at any time. Because the assets in the trust are not liquid investments, we periodically provide funding to the underlying partnerships in the trust upon satisfaction of contractual notice from the partnerships. The fair values of the bond, nonredeemable preferred stock, and partnerships were \$109.1 million, \$0.1 million, and \$11.9 million, respectively, as of March 31, 2011. The bonds are reported as fixed maturity securities, and the nonredeemable preferred stock and partnerships are reported as other long-term investments in our consolidated balance sheets. At March 31, 2011, we had non-binding commitments to fund approximately \$1.9 million to the underlying partnerships. The amount of funding provided to the partnerships during the three months ended March 31, 2011 and 2010 was de minimis.

***Mortgage Loans***

Our mortgage loan portfolio is well diversified by both geographic region and property type to reduce risk of concentration. All of our mortgage loans are collateralized by commercial real estate. When issuing a new loan, our general policy is not to exceed a loan-to-value ratio, or the ratio of the loan balance to the estimated fair value of the underlying collateral, of 75 percent. We update the loan-to-value ratios at least every three years for each loan, and properties undergo a general inspection at least every two years. Our general policy for newly issued loans is to have a debt service coverage ratio greater than 1.25 times on a normalized 25 year amortization period. We update our debt service coverage ratios annually.

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Mortgage loans by property type and geographic region are as follows:

Property Type	March 31, 2011		December 31, 2010	
	Carrying Amount	Percent of Total	Carrying Amount	Percent of Total
(in millions of dollars)				
Apartment	\$ 33.5	2.2%	\$ 33.7	2.2%
Industrial	471.7	30.3	458.2	30.2
Mixed	95.2	6.1	95.8	6.3
Office	650.8	41.8	634.7	41.9
Retail	298.1	19.1	286.9	18.9
Other	7.4	0.5	7.5	0.5
<b>Total</b>	<b>\$ 1,556.7</b>	<b>100.0%</b>	<b>\$ 1,516.8</b>	<b>100.0%</b>
<b>Region</b>				
New England	\$ 139.6	9.0%	\$ 146.8	9.7%
Mid-Atlantic	183.5	11.8	184.8	12.2
East North Central	203.3	13.1	171.7	11.3
West North Central	146.8	9.4	134.6	8.9
South Atlantic	379.5	24.3	372.0	24.5
East South Central	26.7	1.7	26.9	1.8
West South Central	160.5	10.3	171.8	11.3
Mountain	60.2	3.9	60.7	4.0
Pacific	256.6	16.5	247.5	16.3
<b>Total</b>	<b>\$ 1,556.7</b>	<b>100.0%</b>	<b>\$ 1,516.8</b>	<b>100.0%</b>

We evaluate each of our mortgage loans individually for impairment and assign an internal credit quality rating based on a comprehensive rating system used to evaluate the credit risk of the loan. The factors we use to derive our internal credit ratings may include the following:

Loan-to-value ratio

Debt service coverage ratio based on current operating income

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Property location, including regional economics, trends and demographics

Age, condition, and construction quality of property

Current and historical occupancy of property

Lease terms relative to market

Tenant size and financial strength

Borrower's financial strength

Borrower's equity in transaction

Additional collateral, if any

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 4 - Investments - Continued**

Although all available and applicable factors are considered in our analysis, loan-to-value and debt service coverage ratios are the most critical factors in determining whether we will initially issue the loan and also in assigning values and determining impairment. We assign an overall rating to each loan using an internal rating scale of Aa (highest quality) to B (lowest quality). We review and adjust, as needed, our internal credit quality ratings on an annual basis. This review process is performed more frequently for mortgage loans deemed to have a higher risk of delinquency.

Mortgage loans, sorted by the applicable credit quality indicators, are as follows:

	<b>March 31 2011</b>	<b>December 31 2010</b>
	(in millions of dollars)	
<b>Internal Rating</b>		
Aa	\$ 18.6	\$ 19.0
A	741.6	744.4
Baa	766.0	732.9
Ba	17.4	20.5
B	13.1	0.0
<b>Total</b>	<b>\$ 1,556.7</b>	<b>\$ 1,516.8</b>
<b>Loan-to-Value Ratio</b>		
<= 65%	\$ 472.4	\$ 425.3
> 65% <= 75%	861.0	869.2
> 75% <= 85%	166.9	161.9
> 85% <= 100%	56.4	60.4
<b>Total</b>	<b>\$ 1,556.7</b>	<b>\$ 1,516.8</b>

Based on an analysis of the above risk factors, as well as other current information, if we determine that it is probable we will be unable to collect all amounts due under the contractual terms of the mortgage loan, we establish an allowance for credit loss. If we expect to foreclose on the property, the amount of the allowance typically equals the excess carrying value of the mortgage loan over the fair value of the underlying collateral. If we expect to retain the mortgage loan until payoff, the allowance equals the excess carrying value of the mortgage loan over the expected future cash flows of the loan. The projection of future cash flows or a determination that the borrower can make the contractual payments is inherently subjective, and methodologies may vary depending on the circumstances specific to the loan. Additions and reductions to our allowance for credit losses on mortgage loans are reported as a component of net realized investment gains and losses. There have been no changes to our accounting policies or methodology from the prior period regarding estimating the allowance for credit losses on our mortgage loans.

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The activity in the allowance for credit losses is as follows:

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars)</b>	
<b>Balance at Beginning of Year</b>	\$ 1.5	\$ 3.2
Provision	0.0	0.5
Charge-offs, Net of Recoveries	0.0	(3.2)
<b>Balance at End of Period</b>	<b>\$ 1.5</b>	<b>\$ 0.5</b>

Impaired mortgage loans are as follows:

	<b>March 31, 2011</b>			
	<b>(in millions of dollars)</b>			
	<b>Recorded Investment</b>	<b>Unpaid Principal Balance</b>	<b>Related Allowance</b>	<b>Average Recorded Investment</b>
With an Allowance Recorded	\$ 13.1	\$ 14.6	\$ 1.5	\$ 13.1
	<b>December 31, 2010</b>			
	<b>(in millions of dollars)</b>			
	<b>Recorded Investment</b>	<b>Unpaid Principal Balance</b>	<b>Related Allowance</b>	<b>Average Recorded Investment</b>
With No Related Allowance Recorded	\$ 9.8	\$ 9.8	\$ 0.0	\$ 9.8
With an Allowance Recorded	13.1	14.6	1.5	13.1
<b>Total</b>	<b>\$ 22.9</b>	<b>\$ 24.4</b>	<b>\$ 1.5</b>	<b>\$ 22.9</b>

During the three months ended March 31, 2011, \$0.3 million of interest income was recognized on mortgage loans subsequent to impairment.

During the three months ended March 31, 2011, we foreclosed on a previously impaired mortgage loan with a book value of \$9.8 million and transferred it into other long-term investments in our consolidated balance sheets. No realized loss was recognized on the foreclosure.

As of March 31, 2011 and December 31, 2010, none of our commercial mortgage loans were past due regarding principal and interest payments and none were on nonaccrual status.

At March 31, 2011, we had no commitments to fund mortgage loans.





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To manage our cash position more efficiently, we enter into repurchase agreements with unaffiliated financial institutions. We generally use repurchase agreements as a means to finance the purchase of invested assets or for short-term general business purposes until projected cash flows become available from our operations or existing investments. Our repurchase agreements are typically outstanding for less than 30 days. We post collateral through our repurchase agreement transactions whereby the counterparty commits to purchase securities with the agreement to resell them to us at a later, specified date. The fair value of collateral posted is generally 102 percent of the cash received.

Our investment policy also permits us to lend fixed maturity securities to unaffiliated financial institutions in short-term securities lending transactions. These transactions increase our investment income with minimal risk. Our securities lending policy requires that a minimum of 102 percent of the fair value of the securities loaned be maintained as collateral. Generally, cash is received as collateral under these agreements. In the event that securities are received as collateral, we are not permitted to sell or re-post them.

We account for all of our securities lending transactions and repurchase agreements as collateralized financings. We had no securities lending transactions or repurchase agreements outstanding at March 31, 2011.

***Realized Investment Gain and Loss***

Realized investment gains and losses reported in our consolidated statements of income are as follows:

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars)</b>	
<b>Fixed Maturity Securities</b>		
Gross Gains on Sales	\$ 9.5	\$ 18.0
Gross Losses on Sales	(6.9)	(14.5)
Other-Than-Temporary Impairment Loss	(2.3)	(0.2)
<b>Mortgage Loans and Other Invested Assets</b>		
Gross Gains on Sales	1.2	5.0
Gross Losses on Sales	(0.4)	(0.5)
Impairment Loss	0.0	(0.5)
Embedded Derivative in Modified Coinsurance Arrangement	14.1	18.3
<b>Net Realized Investment Gain</b>	<b>\$ 15.2</b>	<b>\$ 25.6</b>

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 5 - Derivative Financial Instruments**

***Purpose of Derivatives***

We are exposed to certain risks relating to our ongoing business operations. The primary risks managed by using derivative instruments are interest rate risk, risk related to matching duration for our assets and liabilities, and foreign currency risk. Historically, we have utilized current and forward interest rate swaps and options on forward interest rate swaps, current and forward currency swaps, forward treasury locks, currency forward contracts, and forward contracts on specific fixed income securities. Hedging transactions are primarily associated with our individual and group long-term care and individual and group disability products. All other product portfolios are periodically reviewed to determine if hedging strategies would be appropriate for risk management purposes.

Our cash flow hedging programs are as follows:

*Interest rate swaps* are used to hedge interest rate risks and to improve the matching of assets and liabilities. An interest rate swap is an agreement in which we agree with other parties to exchange, at specified intervals, the difference between fixed rate and variable rate interest amounts. The purpose of these swaps is to hedge the anticipated purchase of fixed maturity securities thereby protecting us from the potential adverse impact of declining interest rates on the associated policy reserves. We also use interest rate swaps to hedge the potential adverse impact of rising interest rates in anticipation of issuing fixed rate long-term debt.

*Foreign currency interest rate swaps* have historically been used to hedge the currency risk of certain foreign currency-denominated fixed maturity securities owned for portfolio diversification and to hedge the currency risk associated with certain of the interest payments and debt repayments of the U.S. dollar-denominated debt issued by one of our U.K. subsidiaries. For hedges of fixed maturity securities, we agree to pay, at specified intervals, fixed rate foreign currency-denominated principal and interest payments in exchange for fixed rate payments in the functional currency of the operating segment. For hedges of debt issued, we agree to pay, at specified intervals, fixed rate foreign currency-denominated principal and interest payments to the counterparty in exchange for fixed rate U.S. dollar-denominated interest payments.

*Options on forward interest rate swaps* are used to hedge the interest rate risk on certain insurance liabilities with minimum interest rate guarantees. By purchasing options on interest rate swaps, we are able to lock in the minimum investment yields needed to meet the required interest rate guarantee on the insurance liabilities.

*Forward treasury locks* are used to minimize interest rate risk associated with the anticipated purchase or disposal of fixed maturity securities. A forward treasury lock is a derivative contract without an initial investment where we and the counterparty agree to purchase or sell a specific U.S. Treasury bond at a future date at a pre-determined price.

*Foreign currency forward contracts* are used to minimize foreign currency risks. A foreign currency forward is a derivative without an initial investment where we and the counterparty agree to exchange a specific amount of currencies, at a specific exchange rate, on a specific date. We use these forward contracts to hedge the foreign currency risk associated with certain of the debt repayments of the U.S. dollar-denominated debt issued by one of our U.K. subsidiaries and to hedge the currency risk of certain foreign currency-denominated fixed maturity securities owned for diversification purposes.



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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 5 - Derivative Financial Instruments - Continued**

Our fair value hedging programs are as follows:

*Interest rate swaps* are used to effectively convert certain of our fixed rate securities into floating rate securities which are used to fund our floating rate long-term debt. Under these swap agreements, we receive a variable rate of interest and pay a fixed rate of interest. Additionally, we use interest rate swaps to effectively convert certain fixed rate long-term debt into floating rate long-term debt. Under these swap agreements, we receive a fixed rate of interest and pay a variable rate of interest.

***Derivative Risks***

The basic types of risks associated with derivatives are market risk (that the value of the derivative will be adversely impacted by changes in the market, primarily the change in interest and exchange rates) and credit risk (that the counterparty will not perform according to the terms of the contract). The market risk of the derivatives should generally offset the market risk associated with the hedged financial instrument or liability.

To help limit the credit exposure of the derivatives, we enter into master netting agreements with our counterparties whereby contracts in a gain position can be offset against contracts in a loss position. We also typically enter into bilateral, cross-collateralization agreements with our counterparties to help limit the credit exposure of the derivatives. These agreements require the counterparty in a loss position to submit acceptable collateral with the other counterparty in the event the net loss position meets or exceeds an agreed upon amount. Our current credit exposure on derivatives, which is limited to the value of those contracts in a net gain position less collateral held, was \$2.5 million at March 31, 2011. We held no cash collateral from our counterparties as of March 31, 2011. We held cash collateral of \$39.1 million from our counterparties as of December 31, 2010. This unrestricted cash collateral is included in short-term investments and the associated obligation to return the collateral to our counterparties is included in other liabilities in our consolidated balance sheets. We post either fixed maturity securities or cash as collateral to our counterparties. The carrying value of fixed maturity securities posted as collateral to our counterparties was \$164.8 million and \$158.8 million at March 31, 2011 and December 31, 2010, respectively. No cash was posted as collateral to our counterparties as of March 31, 2011 and December 31, 2010.

The majority of our derivative instruments contain provisions that require us to maintain specified issuer credit ratings and financial strength ratings. Should our ratings fall below these specified levels, we would be in violation of the provisions, and our derivatives counterparties could terminate our contracts and request immediate payment. The aggregate fair value of all derivative instruments with credit risk-related contingent features that were in a liability position was \$206.8 million and \$199.6 million at March 31, 2011 and December 31, 2010, respectively.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 5 - Derivative Financial Instruments - Continued****Hedging Activity**

The table below summarizes by notional amounts the activity for each category of derivatives.

	Receive Variable/Pay Fixed	Swaps Receive Fixed/Pay Fixed	Receive Fixed/Pay Variable	Forwards	Total
	(in millions of dollars)				
<b>Balance at December 31, 2010</b>	\$ 174.0	\$ 617.9	\$ 890.0	\$ 0.0	\$ 1,681.9
Additions	0.0	0.0	0.0	19.9	19.9
Terminations	0.0	11.0	55.0	19.9	85.9
<b>Balance at March 31, 2011</b>	\$ 174.0	\$ 606.9	\$ 835.0	\$ 0.0	\$ 1,615.9

The following table summarizes the timing of anticipated settlements of interest rate swaps outstanding under our cash flow hedging programs at March 31, 2011, whereby we receive a fixed rate and pay a variable rate. The weighted average variable interest rates assume current market conditions.

	2011	2012	2013	Total
	(in millions of dollars)			
Notional Value	\$ 150.0	\$ 185.0	\$ 150.0	\$ 485.0
Weighted Average Receive Rate	5.61%	6.49%	6.34%	6.17%
Weighted Average Pay Rate	0.30%	0.30%	0.30%	0.30%

**Cash Flow Hedges**

As of March 31, 2011 and December 31, 2010, we had \$485.0 million and \$540.0 million, respectively, notional amount of forward starting interest rate swaps to hedge the anticipated purchase of fixed maturity securities.

As of March, 31 2011 and December 31, 2010, we had \$606.9 million and \$617.9 million, respectively, notional amount of open current and forward foreign currency swaps to hedge fixed income foreign dollar-denominated securities.

During the first three months ended March 31, 2011, we entered into \$19.9 million notional amount of forward treasury locks used to minimize interest rate risk associated with the anticipated disposal of certain fixed maturity securities. The treasury locks were terminated at the time the securities were called and/or sold, and we recognized a gain of \$0.1 million on the termination of these hedges during the three months ended March 31, 2011. The gain was recognized in other comprehensive income and amortized into net investment income.

For the three months ended March 31, 2011 and 2010, there was no material ineffectiveness related to our cash flow hedges, and no component of the derivative instruments gain or loss was excluded from the assessment of hedge effectiveness.



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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 5 - Derivative Financial Instruments - Continued**

As of March 31, 2011, we expect to amortize approximately \$31.1 million of net deferred gains on derivative instruments during the next twelve months. This amount will be reclassified from accumulated other comprehensive income into earnings and reported on the same income statement line item as the hedged item. The income statement line items that will be affected by this amortization are net investment income and interest and debt expense. The estimated amortization includes the impact of certain derivative contracts that have not yet been terminated as of March 31, 2011. Fluctuations in fair values of these derivatives between March 31, 2011 and the date of termination will vary our projected amortization. Amounts that will be reclassified from accumulated other comprehensive income into earnings to offset the earnings impact of foreign currency translation of hedged items are not estimable.

As of March 31, 2011, we are hedging the variability of future cash flows associated with forecasted transactions through the year 2038.

***Fair Value Hedges***

As of March 31, 2011 and December 31, 2010, we had \$174.0 million notional amount of receive variable, pay fixed interest rate swaps to hedge the changes in fair value of certain fixed rate securities held. These swaps effectively convert the associated fixed rate securities into floating rate securities, which are used to fund our floating rate long-term debt. Changes in the fair value of the derivative and changes in the fair value of the hedged item attributable to the risk being hedged are recognized in current earnings as a component of net realized investment gain or loss during the period of change in fair value. For the three months ended March 31, 2011 and 2010, the change in fair value of the hedged fixed maturity securities attributable to the hedged benchmark interest rate resulted in a loss of \$2.6 million and \$2.3 million, respectively, with offsetting gains on the related interest rate swaps.

As of March 31, 2011 and December 31, 2010, we had a \$350.0 million notional amount receive fixed, pay variable interest rate swap to hedge the changes in the fair value of certain fixed rate long-term debt. This swap effectively converts the associated fixed rate long-term debt into floating rate debt and provides for a better matching of interest rates with our short-term investments, which have frequent interest rate resets similar to a floating rate security. For the three months ended March 31, 2011, the change in fair value of the hedged fixed debt attributable to the hedged benchmark interest rate resulted in a gain of \$2.1 million, with an offsetting loss on the related interest rate swaps.



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For the three months ended March 31, 2011 and 2010, there was no material ineffectiveness related to our fair value hedges, and no component of the derivative instruments gain or loss was excluded from the assessment of hedge effectiveness. There were no instances wherein we discontinued fair value hedge accounting due to a hedged firm commitment no longer qualifying as a fair value hedge.

**Derivatives Not Designated as Hedging Instruments**

We have an embedded derivative in a modified coinsurance arrangement for which we include in our realized investment gains and losses a calculation intended to estimate the value of the option of our reinsurance counterparty to cancel the reinsurance contract with us. However, neither party can unilaterally terminate the reinsurance agreement except in extreme circumstances resulting from regulatory supervision, delinquency proceedings, or other direct regulatory action. Cash settlements or collateral related to this embedded derivative are not required at any time during the reinsurance contract or at termination of the reinsurance contract. There are no credit-related counterparty triggers, and any accumulated embedded derivative gain or loss reduces to zero over time as the reinsured business winds down.

**Locations and Amounts of Derivative Financial Instruments**

The following tables summarize the location and fair values of derivative financial instruments, as reported in our consolidated balance sheets.

	March 31, 2011 (in millions of dollars)			
	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Designated as Hedging Instruments</b>				
Interest Rate Swaps	Other L-T Investments	\$ 80.6	Other Liabilities	\$ 38.7
Foreign Exchange Contracts	Other L-T Investments	0.5	Other Liabilities	168.1
<b>Total</b>		<b>\$ 81.1</b>		<b>\$ 206.8</b>
<b>Not Designated as Hedging Instruments</b>				
Embedded Derivative in Modified Coinsurance Arrangement			Other Liabilities	\$ 82.2

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	December 31, 2010 (in millions of dollars)			
	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Designated as Hedging Instruments</b>				
Interest Rate Swaps	Other L-T Investments	\$ 98.4	Other Liabilities	\$ 39.1
Foreign Exchange Contracts	Other L-T Investments	0.7	Other Liabilities	160.5
<b>Total</b>		<b>\$ 99.1</b>		<b>\$ 199.6</b>
<b>Not Designated as Hedging Instruments</b>				
Embedded Derivative in Modified Coinsurance Arrangement			Other Liabilities	\$ 96.3

The following tables summarize the location of and gains and losses on derivative financial instruments designated as cash flow hedging instruments, as reported in our consolidated statements of income and consolidated statements of comprehensive income.

	Gain (Loss) Recognized in OCI on Derivatives (Effective Portion)	Three Months Ended March 31, 2011		Gain (Loss) Recognized in Income on Derivatives (Ineffective Portion)
		Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) (in millions of dollars)		
		Gain (Loss)	Gain (Loss)	
Interest Rate Swaps and Forwards	\$ 14.6	\$ 8.4	(1)	\$ 0.0
Interest Rate Swaps	0.0	1.2	(2)	0.0
Interest Rate Swaps	0.0	(0.4)	(3)	0.0
Foreign Exchange Contracts	0.0	(0.3)	(1)	0.0
Foreign Exchange Contracts	(7.9)	(18.5)	(2)	0.0
<b>Total</b>	<b>\$ 6.7</b>	<b>\$ (9.6)</b>		<b>\$ 0.0</b>

- (1) Gain (loss) recognized in net investment income
- (2) Gain (loss) recognized in net realized investment gain
- (3) Loss recognized in interest and debt expense



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 5 - Derivative Financial Instruments - Continued**

	Gain (Loss) Recognized in OCI on Derivatives (Effective Portion)	Three Months Ended March 31, 2010	
		Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) (in millions of dollars)	Gain (Loss) Recognized in Income on Derivatives (Ineffective Portion)
Interest Rate Swaps	\$ 12.8	\$ 7.9(1)	\$ 0.0
Interest Rate Swaps	0.0	1.8(2)	0.0
Foreign Exchange Contracts	0.0	(0.6)(1)	0.0
Foreign Exchange Contracts	(25.2)	(18.2)(2)	0.0
Foreign Exchange Contracts	0.0	0.6(3)	0.0
<b>Total</b>	\$ (12.4)	\$ (8.5)	\$ 0.0

- (1) Gain (loss) recognized in net investment income
- (2) Gain (loss) recognized in net realized investment gain
- (3) Gain recognized in interest and debt expense

The following table summarizes the location of and gain on our embedded derivative in a modified coinsurance arrangement, as reported in our consolidated statements of income.

	Three Months Ended March 31	
	2011	2010
	(in millions of dollars)	
Gain Recognized in Net Realized Investment Gain	\$ 14.1	\$ 18.3

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 6 - Segment Information**

Our reporting segments are comprised of the following: Unum US, Unum UK, Colonial Life, Individual Disability - Closed Block, and Corporate and Other.

Premium income by major line of business within each of our segments is presented as follows. Certain prior year amounts within Unum UK have been reclassified to conform to current year presentation.

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars)</b>	
<b>Unum US</b>		
Group Disability		
Group Long-term Disability	\$ 397.0	\$ 415.6
Group Short-term Disability	111.0	106.2
Group Life and Accidental Death & Dismemberment		
Group Life	273.4	270.1
Accidental Death & Dismemberment	27.1	26.0
Supplemental and Voluntary		
Individual Disability - Recently Issued	115.1	118.4
Long-term Care	150.6	149.2
Voluntary Benefits	145.2	130.6
	1,219.4	1,216.1
<b>Unum UK</b>		
Group Long-term Disability	103.4	109.3
Group Life	47.6	42.8
Supplemental and Voluntary	16.1	13.7
	167.1	165.8
<b>Colonial Life</b>		
Accident, Sickness, and Disability	172.3	162.8
Life	46.2	43.5
Cancer and Critical Illness	61.9	58.8
	280.4	265.1
<b>Individual Disability - Closed Block</b>	202.3	214.0
<b>Corporate and Other</b>	0.3	2.2
<b>Total</b>	<b>\$ 1,869.5</b>	<b>\$ 1,863.2</b>



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 6 - Segment Information - Continued**

Selected operating statement data by segment is presented as follows:

	Unum US	Unum UK	Colonial Life	Individual Disability - Closed Block	Corporate and Other	Total
	(in millions of dollars)					
<b>Three Months Ended March 31, 2011</b>						
Premium Income	\$ 1,219.4	\$ 167.1	\$ 280.4	\$ 202.3	\$ 0.3	\$ 1,869.5
Net Investment Income	321.6	44.9	31.3	182.0	38.9	618.7
Other Income	31.0	0.1	0.1	22.6	5.9	59.7
Operating Revenue	\$ 1,572.0	\$ 212.1	\$ 311.8	\$ 406.9	\$ 45.1	\$ 2,547.9
Operating Income (Loss)	\$ 209.1	\$ 48.7	\$ 69.0	\$ 9.9	\$ (21.7)	\$ 315.0
<b>Three Months Ended March 31, 2010</b>						
Premium Income	\$ 1,216.1	\$ 165.8	\$ 265.1	\$ 214.0	\$ 2.2	\$ 1,863.2
Net Investment Income	304.6	39.8	29.9	190.7	48.0	613.0
Other Income	30.5	0.5	0.2	21.5	7.1	59.8
Operating Revenue	\$ 1,551.2	\$ 206.1	\$ 295.2	\$ 426.2	\$ 57.3	\$ 2,536.0
Operating Income (Loss)	\$ 199.2	\$ 60.6	\$ 73.0	\$ 11.7	\$ (8.9)	\$ 335.6

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 6 - Segment Information - Continued**

A reconciliation of total operating revenue and operating income by segment to revenue and net income as reported in our consolidated statements of income follows:

	\$25,014.5	\$25,014.5
	<b>Three Months Ended</b>	
	<b>March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars)</b>	
Operating Revenue by Segment	\$ 2,547.9	\$ 2,536.0
Net Realized Investment Gain	15.2	25.6
<b>Revenue</b>	<b>\$ 2,563.1</b>	<b>\$ 2,561.6</b>
Operating Income by Segment	\$ 315.0	\$ 335.6
Net Realized Investment Gain	15.2	25.6
Income Tax	104.8	131.4
<b>Net Income</b>	<b>\$ 225.4</b>	<b>\$ 229.8</b>

Assets by segment are as follows:

	<b>March 31</b>	<b>December</b>
	<b>2011</b>	<b>31 2010</b>
	<b>(in millions of dollars)</b>	
Unum US	\$ 25,014.5	\$ 24,876.9
Unum UK	3,482.2	3,386.3
Colonial Life	3,122.9	3,047.3
Individual Disability - Closed Block	15,412.9	15,509.1
Corporate and Other	10,084.3	10,488.1
<b>Total</b>	<b>\$ 57,116.8</b>	<b>\$ 57,307.7</b>



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 7 - Pensions and Other Postretirement Benefits**

The components of net periodic benefit cost related to the Company sponsored defined benefit pension and other postretirement benefit plans (OPEB) for our employees are as follows:

	Three Months Ended March 31					
	2011	2010	2011	2010	2011	2010
	(in millions of dollars)					
	Pension Benefits					
	U.S. Plans		Non U.S. Plans		OPEB	
Service Cost	\$ 10.6	\$ 9.1	\$ 1.2	\$ 1.3	\$ 0.5	\$ 0.6
Interest Cost	19.4	17.8	2.2	2.4	2.5	2.7
Expected Return on Plan Assets	(21.9)	(17.6)	(3.1)	(2.7)	(0.2)	(0.2)
Amortization of:						
Net Actuarial Loss	8.0	7.4	0.0	0.6	0.0	0.0
Prior Service Credit	(0.1)	(0.1)	0.0	0.0	(0.6)	(0.6)
<b>Net Periodic Benefit Cost</b>	<b>\$ 16.0</b>	<b>\$ 16.6</b>	<b>\$ 0.3</b>	<b>\$ 1.6</b>	<b>\$ 2.2</b>	<b>\$ 2.5</b>

We have no regulatory contribution requirements for our U.S. qualified defined benefit plan in 2011. For our U.K. operation, which maintains a separate defined benefit plan, we made required contributions totaling \$1.3 million, or approximately £0.8 million, during the three months ended March 31, 2011.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued****Unum Group and Subsidiaries****March 31, 2011****Note 8 - Stockholders Equity and Earnings Per Common Share**

Net income per common share is determined as follows:

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
	<b>(in millions of dollars, except share data)</b>	
<b>Numerator</b>		
Net Income	\$ 225.4	\$ 229.8
<b>Denominator (000s)</b>		
Weighted Average Common Shares - Basic	312,742.3	332,270.2
Dilution for Assumed Exercises of Stock Options and Nonvested Stock Awards	1,590.0	1,254.5
Weighted Average Common Shares - Assuming Dilution	314,332.3	333,524.7
<b>Net Income Per Common Share</b>		
Basic	\$ 0.72	\$ 0.69
Assuming Dilution	\$ 0.72	\$ 0.69

We use the treasury stock method to account for the effect of outstanding stock options, nonvested stock awards, and performance restricted stock units on the computation of dilutive earnings per share. Under this method, these potential common shares will each have a dilutive effect, as individually measured, when the average market price of Unum Group common stock during the period exceeds the exercise price of the stock options, the grant price of the nonvested stock awards, and/or the threshold stock price of performance restricted stock units.

The outstanding stock options have exercise prices ranging from \$11.37 to \$32.08, the nonvested stock awards have grant prices ranging from \$10.59 to \$26.29, and the performance restricted stock units have a threshold stock price of \$26.00.

In computing earnings per share assuming dilution, only potential common shares that are dilutive (those that reduce earnings per share) are included. Potential common shares not included in the computation of dilutive earnings per share because their impact would be antidilutive, based on current market prices, approximated 1.9 million and 3.7 million shares of common stock for the three month periods ended March 31, 2011 and 2010, respectively.

In May 2010, our board of directors authorized the repurchase of up to \$500.0 million of Unum Group's common stock. During 2010, we repurchased 16.4 million shares, at a cost of \$356.0 million, including commissions of \$0.3 million, under this share repurchase program.

On February 2, 2011, our board of directors authorized the repurchase of up to \$1.0 billion of Unum Group's common stock, in addition to the amount remaining to be repurchased under the \$500.0 authorization. The \$1.0 billion share repurchase program has an expiration date of August 2012.

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 8 - Stockholders' Equity and Earnings Per Common Share - Continued**

On February 4, 2011, we repurchased 7.1 million shares, at a cost of \$200.0 million, using an accelerated repurchase agreement with a financial counterparty. As part of this transaction, we simultaneously entered into a forward contract indexed to the price of Unum Group common stock, which subjected the transaction to a future price adjustment. Under the terms of the repurchase agreement, we were to receive, or be required to pay, a price adjustment based on the volume weighted average price of Unum Group common stock during the term of the agreement, less a discount. Any price adjustment payable to us was to be settled in shares of Unum Group common stock. Any price adjustment we would have been required to pay would have been settled in either cash or common stock. The final price adjustment settlement occurred on March 18, 2011 resulting in the delivery to us of 0.6 million additional shares. In total, we repurchased 7.7 million shares pursuant to the accelerated repurchase agreement, which completed the \$500.0 million repurchase authorization and initiated the \$1.0 billion repurchase program.

In addition to these repurchases, we repurchased an additional 0.9 million shares on the open market at a cost of \$23.6 million, for a total repurchase of 8.6 million shares at a cost of \$223.6 million during the three months ended March 31, 2011. The dollar value of shares remaining under the \$1.0 billion repurchase program at March 31, 2011 is \$920.7 million.

Pursuant to these repurchase programs, we retired 7.7 million shares during the first three months of 2011. All other repurchased shares have been classified as treasury stock and accounted for using the cost method.

Unum Group has 25,000,000 shares of preferred stock authorized with a par value of \$0.10 per share. No preferred stock has been issued to date.

**Note 9 - Commitments and Contingent Liabilities**

***Contingent Liabilities***

We are a defendant in a number of litigation matters. In some of these matters, no specified amount is sought. In others, very large or indeterminate amounts, including punitive and treble damages, are asserted. There is a wide variation of pleading practice permitted in the United States courts with respect to requests for monetary damages, including some courts in which no specified amount is required and others which allow the plaintiff to state only that the amount sought is sufficient to invoke the jurisdiction of that court. Further, some jurisdictions permit plaintiffs to allege damages well in excess of reasonably possible verdicts. Based on our extensive experience and that of others in the industry with respect to litigating or resolving claims through settlement over an extended period of time, we believe that the monetary damages asserted in a lawsuit or claim bear little relation to the merits of the case, or the likely disposition value. Therefore, the specific monetary relief sought is not stated.

Unless indicated otherwise in the descriptions below, reserves have not been established for litigation and contingencies. An estimated loss is accrued when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

In the disclosures that follow about litigation, we refer to the name of the company specified in the original complaint, following the practice in the courts. Therefore, references to UnumProvident Corporation should be understood as references to Unum Group.

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**Table of Contents*****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued******Unum Group and Subsidiaries*****March 31, 2011****Note 9 - Commitments and Contingent Liabilities - Continued*****Claims Handling Matters***

We and our insurance subsidiaries, as part of our 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 these 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 our general claim litigation, we maintain reserves based on experience to satisfy judgments and settlements in the normal course. We expect that the ultimate liability, if any, with respect to general claim litigation, after consideration of the reserves maintained, will not be material to our consolidated financial condition. 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 our consolidated results of operations in a period, depending on the results of operations for the particular period.

From time to time class action allegations are pursued where the claimant or policyholder purports to represent a larger number of individuals who are similarly situated. Since each insurance claim is evaluated based on its own merits, there is rarely a single act or series of actions, which can properly be addressed by a class action. Nevertheless, we monitor these cases closely and defend ourselves appropriately where these allegations are made.

***Broker Compensation, Quoting Process, and Other Matters*****Examinations and Investigations**

In November 2009, we were contacted by Florida state insurance regulators to discuss a resolution of their investigation of our compliance with state and federal laws with respect to producer compensation, solicitation activities, policies sold to state or municipal entities, and information regarding compensation arrangements with brokers. This investigation commenced in 2005, and, until the November 2009 contact, we had received no communications from the regulators regarding this matter since December 2007.

**Broker-Related Litigation**

We and certain of our subsidiaries, along with many other insurance brokers and insurers, were named as defendants in a series of putative class actions that were transferred to the U.S. District Court for the District of New Jersey for coordinated or consolidated pretrial proceedings as part of multidistrict litigation (MDL) No. 1663, In re Insurance Brokerage Antitrust Litigation. The plaintiffs in MDL No. 1663 were ordered to file a consolidated amended complaint which alleged, among other things, that the defendants violated federal and state antitrust laws, the Racketeer Influenced Corrupt Organizations Act (RICO), Employee Retirement Income Security Act (ERISA), and various state common law requirements by engaging in alleged bid rigging and customer allocation and by paying undisclosed compensation to insurance brokers to steer business to defendant insurers. After several amendments to the complaint, all claims against us were dismissed, and the dismissal was affirmed on appeal by the United States Court of Appeals for the Third Circuit.

The only remaining proceeding against us that is part of MDL No. 1663 is Palm Tree Computers Systems, Inc. v. ACE USA, et al., which was filed in the Florida state Circuit Court on February 16, 2005. The complaint contains allegations similar to those referred to above. The case was removed to federal court and, on October 20, 2005, the case was transferred to MDL No. 1663. Plaintiffs renewed a motion to remand the case to the state court in Florida, and that motion was most recently denied without prejudice on October 16, 2009. There have been no further proceedings in Palm Tree Computers Systems, Inc. v. ACE USA, et al. subsequent to that date, while the Court considers motions to dismiss filed by other defendants in MDL No. 1663.



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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 9 - Commitments and Contingent Liabilities - Continued**

***Miscellaneous Matters***

In September 2003, United States of America ex. rel. Patrick J. Loughren v. UnumProvident Corporation and GENEX Services, Inc. (GENEX) was filed in the United States District Court for the District of Massachusetts. This is a qui tam action to recover damages and civil penalties on behalf of the United States of America alleging violations of the False Claims Act by us and our former GENEX subsidiary. In accordance with the False Claims Act, the action was originally filed under seal to provide the government the opportunity to investigate the allegations and prosecute the action if they believed that the case had merit and warranted their attention. The government declined to prosecute the case, and the case became a matter of public record on December 23, 2004. The complaint alleged that we defrauded the government by inducing and or assisting disability claimants to apply for disability benefits from the Social Security Administration (SSA) when we allegedly knew that the claimants were not disabled under SSA criteria. Relator identified 95 individual claims that he alleged to be false and sought present expert testimony from a statistician who would say that each of those claims found to be false could be extrapolated to support a finding of a much larger number of false claims. We filed a motion for summary judgment which was denied on September 15, 2008. The case proceeded to trial at which seven out of the 95 claims were adjudicated. We prevailed on four of the claims, the Relator prevailed on two of the claims, and the jury could not reach a verdict on one of the claims. The jury awarded the Relator \$850 in damages which was trebled. The court also assessed a penalty of \$11,000 for each of the two claims. On February 24, 2009, the court also ruled that the testimony of the Relator's expert in support of extrapolation would be excluded. We filed an appeal with the First Circuit Court of Appeals on the two claims which Relator prevailed. On July 29, 2010, the Court of Appeals vacated the jury verdict on the two claims and remanded the case to the trial court. On August 12, 2010, we filed a petition with the First Circuit Court of Appeals seeking clarification and/or rehearing en banc of the court's July 29, 2010 opinion. On October 7, 2010, this petition was denied without comment and the case was remanded back to the trial court. An estimate of the liability to resolve this matter was established in the fourth quarter of 2010. This accrual was not material to our operating results.

In September 2008, we received service of a complaint, in an adversary proceeding in connection with the bankruptcy case In re Quebecor World (USA) Inc., et al. entitled Official Committee of Unsecured Creditors of Quebecor World (USA) Inc., et al., v. American United Life Insurance Company, et al., filed in the United States Bankruptcy Court for the Southern District of New York. The complaint alleges that we received preference payments relating to notes held by certain of our insurance subsidiaries and seeks to avoid and recover such payments plus interest and cost of the action. We deny the allegations in the complaint and will vigorously contest them.

In July 2010, we received a subpoena from the Office of the New York Attorney General requesting documents and information relating to certain group life insurance policies wherein we paid life insurance proceeds by establishing interest-bearing retained asset accounts. We are cooperating with the investigation.

In October 2010, Denise Merrimon, Bobby S. Mowery, and all others similarly situated vs. Unum Life Insurance Company of America, was filed in the United States District Court for the District of Maine. This is a putative class action alleging that we breached fiduciary duties owed to certain beneficiaries under certain group life insurance policies when we paid life insurance proceeds by establishing interest-bearing retained asset accounts rather than by mailing checks. Plaintiffs seek to represent a class of beneficiaries under group life insurance contracts that were employee welfare benefit plans under ERISA and under which we paid death benefits pursuant to a retained asset account. Plaintiffs seek to recover on behalf of the class the difference between the interest paid to them and amounts alleged to have been realized by us through our investment of the retained assets. We intend to vigorously defend the action.

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 9 - Commitments and Contingent Liabilities - Continued**

***Summary***

Various lawsuits against us, in addition to those discussed above, have arisen in the normal course of business. Further, state insurance regulatory authorities and other federal and state authorities regularly make inquiries and conduct investigations concerning our compliance with applicable insurance and other laws and regulations.

Given the complexity and scope of our litigation and regulatory matters, it is not possible to predict the ultimate outcome of all pending investigations or legal proceedings or provide reasonable estimates of potential losses, except where noted in connection with specific matters. It is possible that our results of operations or cash flows in a particular period could be materially affected by an ultimate unfavorable outcome of pending litigation or regulatory matters depending, in part, on our results of operations or cash flows for the particular period. We believe, however, that the ultimate outcome of all pending litigation and regulatory matters, after consideration of applicable reserves and rights to indemnification, should not have a material adverse effect on our financial position.

**Note 10 - Other**

***Debt***

During the three months ended March 31, 2011, the remaining \$225.1 million of our 7.625% senior notes due March 2011 matured. We also made principal payments of \$21.7 million and \$2.5 million on our senior secured non-recourse floating rate notes issued by Northwind Holdings, LLC and Tailwind Holdings, LLC, respectively during the three months ended March 31, 2011.

***Income Tax***

At March 31, 2011, we had a liability of \$137.1 million for unrecognized tax benefits, \$121.9 million of which is associated with deferred tax assets. The total unrecognized tax benefit that would impact the effective tax rate, if recognized, is \$15.2 million. The interest expense and penalties related to unrecognized tax expense in our consolidated statements of income were \$1.2 million for each of the three months ended March 31, 2011 and 2010.

During 2009, we had a conference with the Internal Revenue Service (IRS) with respect to our appeal of IRS audit adjustments for the years 1999 to 2004. Although we have not yet reached a final settlement with the IRS for these years, it is reasonably possible that this appeal will be resolved in whole or in part within 12 months and that statutes of limitations may expire in multiple jurisdictions within the same period. As a result, it is reasonably possible that our liability for unrecognized tax benefits could decrease within 12 months by \$0 to \$40.0 million. We believe sufficient provision has been made for all uncertain tax positions and that any adjustments by tax authorities with respect to such positions would not have a material adverse effect on our financial position, liquidity, or results of operations.

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***NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) - Continued***

***Unum Group and Subsidiaries***

**March 31, 2011**

**Note 10 - Other - Continued**

In March 2010, the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 were signed into law. Among other things, the new legislation reduces the tax benefits available to an employer that receives a postretirement prescription drug coverage subsidy from the federal government under the Medicare Prescription Drug, Improvement and Modernization Act of 2003. Under the new legislation, to the extent our future postretirement prescription drug coverage expenses are reimbursed under the subsidy program, the expenses covered by the subsidy will no longer be tax deductible after 2012. Employers that receive the subsidy must recognize the deferred tax effects relating to the future postretirement prescription drug coverage in the period the legislation was enacted. Our income tax expense for the three months ended March 31, 2010 includes a non-cash tax charge of \$10.2 million to reflect the impact of the tax law change.



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**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders

Unum Group and Subsidiaries

We have reviewed the consolidated balance sheet of Unum Group and subsidiaries as of March 31, 2011, and the related consolidated statements of income, stockholders' equity, cash flows, and comprehensive income for the three-month periods ended March 31, 2011 and 2010. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Unum Group and subsidiaries as of December 31, 2010, and the related consolidated statements of income, stockholders' equity, cash flows and comprehensive income (loss) for the year then ended not presented herein and in our report dated February 25, 2011, we expressed an unqualified opinion on those consolidated financial statements.

/s/ ERNST & YOUNG LLP

Chattanooga, Tennessee

May 4, 2011

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Introduction**

Unum Group, a Delaware general business corporation, and its insurance and non-insurance subsidiaries, which collectively with Unum Group we refer to as the Company, operate in the United States, the United Kingdom, and, to a limited extent, in certain other countries around the world. The principal operating subsidiaries in the United States are Unum Life Insurance Company of America (Unum America), Provident Life and Accident Insurance Company (Provident), The Paul Revere Life Insurance Company (Paul Revere Life), and Colonial Life & Accident Insurance Company, and in the United Kingdom, Unum Limited. We are the largest provider of disability insurance products in the United States and the United Kingdom. We also provide a complementary portfolio of other insurance products, including employer- and employee-paid group benefits, life insurance, long-term care insurance, and other related services.

We have three major business segments: Unum US, Unum UK, and Colonial Life. Our other segments are the Individual Disability Closed Block segment and the Corporate and Other segment. These segments are discussed more fully under Segments Results contained in this Item 2.

As one of the leading providers of employee benefits in the U.S. and the U.K., we offer a broad portfolio of products and services to meet the diverse and rapidly changing needs of employers and their employees. Specifically, we offer group, individual, and voluntary benefits either as stand-alone products or combined with other coverages that create comprehensive benefits solutions for employers of all sizes by helping them attract and retain a stronger workforce while protecting the incomes and lifestyles of their employees. We believe employer-sponsored benefits represent the single most effective way to provide workers with access to the information and options they need to protect their lifestyle and provide financial security. Working people and their families, particularly those at middle and lower incomes, are perhaps the most vulnerable in today's economy yet are often overlooked by many providers of financial services and products. For many of these people, employer-sponsored benefits are the primary defense against the potentially catastrophic fallout of death, illness, or injury.

We have established a corporate culture consistent with the social values our products provide. We are committed to not only meeting the needs of our customers who depend on us, but also to operating with integrity and being accountable for our actions. Our sound and consistent business practices, strong internal compliance program, and comprehensive risk management strategy enable us to operate efficiently as well as to identify and address potential areas of risk in our business. We have also applied these same values to our social responsibility efforts. Because we see important links between the obligations we have to all of our stakeholders, we place a strong emphasis on contributing to positive change in our communities.

We are an industry leader, and we believe we are well positioned in our sector with solid long-term growth prospects. Given the nature of our business, however, we are sensitive to economic and financial market movements, including consumer confidence, employment levels, and interest rates. Our business outlook, which recognizes both the challenges of the current economic environment as well as the mitigating impact of risk-reducing actions we have taken in recent years, is consistent with our risk appetite. Although the occurrence of one or more of the risk factors discussed in our 2010 annual report on Form 10-K may cause our results to differ materially from our outlook, our business plan has been tested against a variety of economic scenarios, and we believe we can continue to meet the challenges presented by the current economic environment. We remain cautious of the near-term outlook for employment levels and wages, both of which limit opportunities for premium growth, but we believe we are poised to profitably grow as employment trends improve.

This discussion and analysis should be read in conjunction with the consolidated financial statements and notes thereto in Part I, Item 1 contained in this Form 10-Q and with the Cautionary Statement Regarding Forward-Looking Statements included below the Table of Contents, as well as the discussion, analysis, and consolidated financial statements and notes thereto in Part I, Items 1 and 1A, and Part II, Items 6, 7, 7A, and 8 of our annual report on Form 10-K for the year ended December 31, 2010.

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### **Executive Summary**

During 2011, our focus will remain on disciplined top-line growth and capital management. Objectives for the year include:

Continue to consistently execute against our operating plans, which emphasize disciplined, profitable growth;

Further enhance our financial flexibility through solid operating and investment performance and a sustainable capital deployment strategy;

Leverage our capabilities, products, relationships, and reputation to deliver on our commitments as well as our bottom-line targets;

Continue to invest in our businesses and leverage global capabilities to capitalize on current and future growth opportunities. A discussion of our operating performance and capital management follows.

### ***Operating Performance and Capital Management***

For the first quarter of 2011, we reported net income of \$225.4 million, or \$0.72 per diluted common share, compared to \$229.8 million, or \$0.69 per diluted common share for the first quarter of 2010. After-tax operating income for the first quarter of 2011 was \$215.7 million, or \$0.69 per diluted common share, compared to \$223.5 million, or \$0.67 per diluted common share, in the first quarter of 2010. Our income tax rate was lower than the first quarter of 2010 due primarily to our increased level of investments in low-income housing tax credit partnerships. In addition, the increase in after-tax operating income per share relative to last year's first quarter was aided by the repurchase of our common stock during 2010 and the first quarter of 2011. Our operating income by segment decreased 6.1 percent relative to the first quarter of 2010, with solid performance in Unum US but lower earnings in our other segments. Our operating revenue by segment increased less than one percent relative to the first quarter of 2010, with the current economic environment continuing to negatively impact our premium growth. See Reconciliation of Non-GAAP Financial Measures contained herein in Item 2.

Our Unum US segment reported an increase in segment operating income of 5.0 percent in the first quarter of 2011 compared to the first quarter of 2010, with the overall risk experience across our product lines remaining generally stable. The benefit ratio for the Unum US segment for the first quarter of 2011 was 78.8 percent compared to 78.3 percent in the prior year first quarter, with year over year improvement in benefit ratios for group disability and voluntary benefits offset by higher benefit ratios in the group life and accidental death and dismemberment, individual disability recently issued, and long-term care product lines. Although Unum US premium income increased slightly in the first quarter of 2011 compared to the first quarter of 2010, the ongoing high levels of unemployment and the competitive environment continue to pressure our premium income growth. In particular, premium growth from existing customers continues to be unfavorably impacted by lower salary growth and lower growth in the number of employees covered under existing policies. Unum US sales increased 10.4 percent in the first quarter of 2011 compared to the first quarter of 2010, led by sales increases in our group large case market segment and our supplemental and voluntary business lines, where voluntary benefits sales grew 9.6 percent compared to the first quarter of 2010. Our group core market segment, which we define for Unum US as employee groups with fewer than 2,000 lives, reported a sales decline of 1.3 percent in the first quarter of 2011 relative to last year's first quarter. Persistency, though below the level of the first quarter of 2010 for some of our Unum US product lines, remains high relative to historical levels.

Our Unum UK segment reported a decrease in segment operating income of 21.9 percent in the first quarter of 2011, as measured in Unum UK's local currency, relative to last year's first quarter. The decrease was driven by a slight decline in premium income as well as less favorable risk results and higher expenditures related to Unum UK's growth plans. The decline in premium income resulted from lower premium growth from existing customers and pricing actions due to the competitive U.K. market. The benefit ratio for Unum UK was 69.3 percent in the first quarter of 2011 compared to 63.1 percent in the first quarter of 2010, driven primarily by the unfavorable impact quarter over quarter of higher inflation on claim reserves associated with policies containing an inflation-linked benefit increase feature as well as less favorable claim experience in group long-term disability. Unum UK sales, which were also negatively impacted by the economy and the competitive pricing environment, declined 28.6



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percent relative to last year's first quarter, as measured in Unum UK's local currency. Persistency was below the level of the first quarter of 2010 but remains strong.

Our Colonial Life segment reported a 5.5 percent decrease in segment operating income in the first quarter of 2011 relative to the first quarter of 2010. Although premium income grew 5.8 percent relative to last year's first quarter, risk results were less favorable than last year, with a benefit ratio of 51.4 percent in the first quarter of 2011 compared to 47.1 percent in the first quarter of 2010, driven primarily by less favorable risk in the accident, sickness, and disability product line. Colonial Life's sales decreased 3.7 percent relative to last year's first quarter. The number of new agent contracts increased relative to the first quarter of 2010, while the number of new accounts declined. Persistency overall is generally consistent with the level of the first quarter of 2010.

Our investment portfolio continued to perform well, with an increase in net investment income of 0.9 percent over the first quarter of 2010. The net unrealized gain on our fixed maturity securities was \$3.3 billion at the end of the first quarter of 2011, compared to \$3.5 billion at year end 2010 and \$2.5 billion at the end of the first quarter of 2010.

We believe our capital and financial positions are strong. At the end of the first quarter of 2011, the risk-based capital (RBC) ratio for our traditional U.S. insurance subsidiaries, calculated on a weighted average basis using the NAIC Company Action Level formula, was approximately 395 percent, compared to 398 percent at the end of 2010. Our leverage ratio, when calculated using consolidated debt to total consolidated capital, was 24.1 percent at March 31, 2011 compared to 25.9 percent at December 31, 2010, reflecting the scheduled maturity of \$225.1 million of senior notes during March 2011. Our leverage ratio, when calculated excluding the non-recourse debt and associated capital of Tailwind Holdings, LLC (Tailwind Holdings) and Northwind Holdings, LLC (Northwind Holdings), was 20.9 percent at March 31, 2011 compared to 22.8 percent at the end of 2010. The cash and marketable securities at our holding companies equaled approximately \$816 million at the end the first quarter of 2011, compared to \$1.2 billion at the end of 2010. During the first quarter of 2011, we repurchased 8.6 million shares of Unum Group's common stock at a cost of \$223.6 million. We have now completed the \$500.0 million share repurchase program authorized in 2010 and purchased \$80 million under our \$1.0 billion share repurchase program authorized in February 2011.

Despite the difficult economic environment, we continue to make steady and disciplined progress, executing on our business plans and maintaining our strong financial position. We remain cautious of the near-term outlook for employment levels and wages, both of which limit opportunities for premium growth, but we believe we are poised to profitably grow as employment trends improve.

Further discussion is included in Segment Results, Investments, and Liquidity and Capital Resources contained in this Item 2.

**Critical Accounting Estimates**

We prepare our financial statements in accordance with U.S. generally accepted accounting principles (GAAP). The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect amounts reported in our financial statements and accompanying notes. Estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed in our financial statements.

The accounting estimates deemed to be most critical to our financial position and results of operations are those related to reserves for policy and contract benefits, deferred acquisition costs, valuation of investments, pension and postretirement benefit plans, income taxes, and contingent liabilities. There have been no significant changes in our critical accounting estimates during the first three months of 2011.

For additional information concerning our accounting policies and critical accounting estimates, see Note 1 of the Notes to Consolidated Financial Statements in Part II, Item 8 and Critical Accounting Estimates in Part II, Item 7 of our annual report on Form 10-K for the year ended December 31, 2010.

**Table of Contents****Accounting Developments**

For information on new accounting standards and the impact, if any, on our financial position or results of operations, see Note 2 of the Notes to Consolidated Financial Statements contained herein in Item 1.

**Consolidated Operating Results**

(in millions of dollars)

	Three Months Ended March 31		
	2011	% Change	2010
<b>Revenue</b>			
Premium Income	\$ 1,869.5	0.3%	\$ 1,863.2
Net Investment Income	618.7	0.9	613.0
Net Realized Investment Gain	15.2	(40.6)	25.6
Other Income	59.7	(0.2)	59.8
<b>Total Revenue</b>	<b>2,563.1</b>	<b>0.1</b>	<b>2,561.6</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	1,593.0	1.5	1,568.9
Commissions	224.3	2.7	218.3
Interest and Debt Expense	37.9	13.5	33.4
Deferral of Acquisition Costs	(158.3)	2.2	(154.9)
Amortization of Deferred Acquisition Costs	138.3	(2.1)	141.2
Compensation Expense	201.9	2.3	197.3
Other Expenses	195.8	(0.2)	196.2
<b>Total Benefits and Expenses</b>	<b>2,232.9</b>	<b>1.5</b>	<b>2,200.4</b>
<b>Income Before Income Tax</b>	<b>330.2</b>	<b>(8.6)</b>	<b>361.2</b>
Income Tax	104.8	(20.2)	131.4
<b>Net Income</b>	<b>\$ 225.4</b>	<b>(1.9)</b>	<b>\$ 229.8</b>

The comparability of our financial results between years is affected by the fluctuation in the British pound sterling to dollar exchange rate. The functional currency of our U.K. operations is the British pound sterling. In periods when the pound weakens, translating pounds into dollars decreases current period results relative to the prior period. In periods when the pound strengthens, translating pounds into dollars increases current period results in relation to the prior period. Our weighted average pound/dollar exchange rate was 1.607 and 1.562 for the first quarter of 2011 and 2010, respectively. If the 2010 results for our U.K. operations had been translated at the higher exchange rate of the first quarter of 2011, our operating revenue would have been higher by approximately \$6.0 million in the first quarter of 2010, and operating income by segment would have been higher by approximately \$1.8 million. However, it is important to distinguish between translating and converting foreign currency. Except for a limited number of transactions, we do not actually convert pounds into dollars. As a result, we view foreign currency translation as a financial reporting item and not a reflection of operations or profitability in the U.K.

Consolidated premium income for the first quarter of 2011 includes premium growth, relative to the first quarter of 2010, for our Unum US group life and accidental death and dismemberment, long-term care, and voluntary benefits lines of business as well as for Colonial Life. Our Unum US group disability line of business experienced a decline in premium income during the first quarter of 2011 relative to prior year due primarily to the ongoing high levels of unemployment and the competitive environment which impact sales growth and premium growth from existing customers. In particular, premium growth from existing customers continues to be unfavorably impacted by lower salary growth and lower growth in the number of employees covered under an existing policy. Premium income for Unum US individual disability recently issued declined primarily due to lower sales during 2010. Unum UK premium income, in local currency, decreased in the first quarter of 2011 relative

to the first quarter of 2010 due

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primarily to lower premium growth from existing customers, similar to Unum US, and pricing actions due to the competitive U.K. market. Premium income in the Individual Disability Closed Block segment, which is a closed block of business, continued its expected decline.

Net investment income was higher in the first quarter of 2011 relative to the first quarter of 2010 due primarily to continued growth in the level of invested assets, partially offset by lower bond call premiums and consent fees, lower earnings from private equity partnerships, and an increase in the amortization of the principal amount invested in our tax credit partnerships.

We recognized in earnings a net realized investment gain of \$15.2 million in the first quarter of 2011 compared to a gain of \$25.6 million in the first quarter of 2010. Included in these amounts were other-than-temporary impairment losses on fixed maturity securities of \$2.3 million in the first quarter of 2011 and \$0.2 million in the first quarter of 2010, all of which were recognized in earnings.

Also recognized in earnings through realized investment gains and losses was the change in the fair value of an embedded derivative in a modified coinsurance arrangement. During the first quarter of 2011 and 2010, changes in the fair value of this embedded derivative resulted in realized gains of \$14.1 million and \$18.3 million, respectively. Gains and losses on this embedded derivative result primarily from a change in credit spreads in the overall investment market.

The benefit ratio was 85.2 percent in the first quarter of 2011 compared to 84.2 percent in the first quarter of 2010, with generally consistent overall risk results in Unum US but elevated benefit ratios in Unum UK and Colonial Life. Further discussion of our line of business risk results and claims management performance for each of our segments is included in Segment Results as follows.

Interest and debt expense for the first quarter of 2011 was higher than in the first quarter of 2010 due to higher levels of outstanding debt. See Debt contained in this Item 2 for additional information.

The deferral of acquisition costs increased in the first quarter of 2011 relative to the first quarter of 2010, with continued growth in certain of our product lines and the associated increase in deferrable expenses more than offsetting the lower level of deferrable costs in product lines with lower growth. The amortization of acquisition costs in the first quarter of 2011 was slightly lower than the prior year first quarter, with a lower level of accelerated amortization related to persistency more than offsetting the increase in amortization resulting from a higher level of deferred acquisition costs. Compensation and other expenses increased slightly in the first quarter of 2011 compared to last year's first quarter, with additional expenses related to growth initiatives mostly offset by continued expense management.

As previously noted, our income tax rate for the first quarter of 2011 was lower relative to last year's first quarter due to tax benefits recognized as a result of our increased level of investments in low-income housing tax credit partnerships.

In March 2010, legislation related to healthcare reform was signed into law. Among other things, the new legislation reduced the tax benefits available to an employer that receives a postretirement prescription drug coverage subsidy from the federal government under the Medicare Prescription Drug, Improvement and Modernization Act of 2003. Under the new legislation, to the extent our future postretirement prescription drug coverage expenses are reimbursed under the subsidy program, the expenses covered by the subsidy will no longer be tax deductible after 2012. Employers that receive the subsidy must recognize the deferred tax effects relating to the future postretirement prescription drug coverage in the period the legislation was enacted. Our income tax expense for first quarter of 2010 includes a non-cash tax charge of \$10.2 million to reflect the impact of the tax law change.



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The income tax rate in the U.K. is expected to be reduced annually, at least one percent per year, beginning in April 2011, with the ultimate goal of reducing the rate from 28 percent to 23 percent. In accordance with GAAP, we are required to adjust deferred tax assets and liabilities through income on the date of enactment of a rate change, the first of which occurred during the third quarter of 2010. At that time we recorded a reduction of \$2.7 million to our income tax expense to reflect the impact of the rate change on our net deferred tax liability related to our U.K. operations. The next enactment is not expected to occur before the third quarter of 2011. The impact of the next rate change will be reflected in our income tax expense during the quarter in which the enactment occurs.

**Consolidated Sales Results**

(in millions of dollars)

	Three Months Ended March 31		
	2011	% Change	2010
<b>Unum US</b>			
Fully Insured Products	\$ 180.0	10.0%	\$ 163.7
Administrative Services Only (ASO) Products	1.4	133.3	0.6
Total Unum US	181.4	10.4	164.3
<b>Unum UK</b>	17.6	(27.3)	24.2
<b>Colonial Life</b>	70.6	(3.7)	73.3
<b>Individual Disability - Closed Block</b>	0.1	(50.0)	0.2
<b>Consolidated</b>	\$ 269.7	2.9	\$ 262.0

Sales results shown in the preceding chart generally represent the annualized premium or annualized fee income on new sales which we expect to receive and report as premium income or fee income during the next 12 months following or beginning in the initial quarter in which the sale is reported, depending on the effective date of the new sale. Sales do not correspond to premium income or fee income reported as revenue in accordance with GAAP. This is because new annualized sales premiums reflect current sales performance and what we expect to recognize as premium or fee income over a 12 month period, while premium income and fee income reported in our financial statements are reported on an earned basis rather than an annualized basis and also include renewals and persistency of in-force policies written in prior years as well as current new sales.

Premiums for fully insured products are reported as premium income. Fees for administrative services only (ASO) products are included in other income. Sales, persistency of the existing block of business, and the effectiveness of a renewal program are indicators of growth in premium and fee income. Trends in new sales, as well as existing market share, also indicate the potential for growth in our respective markets and the level of market acceptance of price changes and new product offerings. Sales results may fluctuate significantly due to case size and timing of sales submissions.

Although consolidated sales increased 2.9 percent in the first quarter of 2011 relative to the first quarter of 2010, we continued to experience lower sales growth in some of our product lines, particularly in the expansion of sales to existing accounts. We believe this is mostly attributable to the current economic environment and expect this unfavorable pattern may continue in the near term if current economic conditions persist.

See Segment Results as follows for additional discussion of sales by segment.

**Table of Contents****Reconciliation of Non-GAAP Financial Measures**

We analyze our performance using non-GAAP financial measures. A non-GAAP financial measure is a numerical measure of a company's performance, financial position, or cash flows that excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP. We believe operating income or loss which excludes realized investment gains and losses and certain tax items, including the 2010 tax charge to reflect the impact of the tax law change, is a better performance measure and a better indicator of the profitability and underlying trends in our business. Our investment focus is on investment income to support our insurance liabilities as opposed to the generation of realized investment gains and losses, and a long-term focus is necessary to maintain profitability over the life of the business. Realized investment gains and losses depend on market conditions and do not necessarily relate to decisions regarding the underlying business of our segments. However, income or loss excluding realized investment gains and losses and certain tax items does not replace net income or net loss as a measure of overall profitability. We may experience realized investment losses, which will affect future earnings levels since our underlying business is long-term in nature and we need to earn the assumed interest rates in our liabilities.

The non-GAAP financial measures of operating revenue, operating income or operating loss, and after-tax operating income differ from revenue, income (loss) before income tax, and net income as presented in our consolidated operating results and in income statements prepared in accordance with GAAP due to the exclusion of before-tax realized investment gains and losses and certain tax items.

A reconciliation of operating revenue by segment to revenue, operating income by segment to net income, and after-tax operating income to net income is as follows:

*(in millions of dollars)*

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
<b>Operating Revenue by Segment</b>	\$ 2,547.9	\$ 2,536.0
Net Realized Investment Gain	15.2	25.6
<b>Revenue</b>	<b>\$ 2,563.1</b>	<b>\$ 2,561.6</b>
<b>Operating Income by Segment</b>	\$ 315.0	\$ 335.6
Net Realized Investment Gain	15.2	25.6
Income Tax	104.8	131.4
<b>Net Income</b>	<b>\$ 225.4</b>	<b>\$ 229.8</b>

	<b>Three Months Ended March 31</b>			
	<b>2011</b>		<b>2010</b>	
	<b>(in millions)</b>	<b>per share *</b>	<b>(in millions)</b>	<b>per share *</b>
<b>After-tax Operating Income</b>	\$ 215.7	\$ 0.69	\$ 223.5	\$ 0.67
Net Realized Investment Gain	15.2	0.05	25.6	0.08
Income Tax on Net Realized Investment Gain	5.5	0.02	9.1	0.03
Tax Charge			(10.2)	(0.03)
<b>Net Income</b>	<b>\$ 225.4</b>	<b>\$ 0.72</b>	<b>\$ 229.8</b>	<b>\$ 0.69</b>

\* Assuming Dilution

**Table of Contents****Segment Results**

Our reporting segments are comprised of the following: Unum US, Unum UK, Colonial Life, Individual Disability Closed Block, and Corporate and Other. Financial information for each of the reporting segments is as follows.

**Unum US Segment**

The Unum US segment includes group long-term and short-term disability insurance, group life and accidental death and dismemberment products, and supplemental and voluntary lines of business. The supplemental and voluntary lines of business are comprised of recently issued disability insurance, group and individual long-term care insurance, and voluntary benefits products.

**Unum US Operating Results**

Shown below are financial results for the Unum US segment. In the sections following, financial results and key ratios are also presented for the major lines of business within the segment.

*(in millions of dollars, except ratios)*

	Three Months Ended March 31		
	2011	% Change	2010
<b>Operating Revenue</b>			
Premium Income	\$ 1,219.4	0.3%	\$ 1,216.1
Net Investment Income	321.6	5.6	304.6
Other Income	31.0	1.6	30.5
<b>Total</b>	<b>1,572.0</b>	<b>1.3</b>	<b>1,551.2</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	960.7	0.9	952.6
Commissions	139.3	2.3	136.2
Interest and Debt Expense	0.3		0.3
Deferral of Acquisition Costs	(88.1)	0.2	(87.9)
Amortization of Deferred Acquisition Costs	83.3	(3.8)	86.6
Other Expenses	267.4	1.2	264.2
<b>Total</b>	<b>1,362.9</b>	<b>0.8</b>	<b>1,352.0</b>
<b>Operating Income Before Income Tax and Net Realized Investment Gains and Losses</b>	<b>\$ 209.1</b>	<b>5.0</b>	<b>\$ 199.2</b>
<b>Operating Ratios (% of Premium Income):</b>			
Benefit Ratio	78.8%		78.3%
Other Expense Ratio	21.9%		21.7%
Before-tax Operating Income Ratio	17.1%		16.4%

**Table of Contents***Unum US Sales**(in millions of dollars)*

	<b>Three Months Ended March 31</b>		
	<b>2011</b>	<b>% Change</b>	<b>2010</b>
<b>Sales by Product</b>			
<b>Fully Insured Products</b>			
Group Disability, Group Life, and AD&D			
Group Long-term Disability	\$ 29.5	6.9 %	\$ 27.6
Group Short-term Disability	14.0	(2.1)	14.3
Group Life	30.8	8.1	28.5
AD&D	2.5	(28.6)	3.5
Subtotal	76.8	3.9	73.9
Supplemental and Voluntary			
Individual Disability - Recently Issued	14.2	47.9	9.6
Long-term Care	7.0	29.6	5.4
Voluntary Benefits	82.0	9.6	74.8
Subtotal	103.2	14.9	89.8
<b>Total Fully Insured Products</b>	<b>180.0</b>	<b>10.0</b>	<b>163.7</b>
<b>ASO Products</b>	<b>1.4</b>	<b>133.3</b>	<b>0.6</b>
<b>Total Sales</b>	<b>\$ 181.4</b>	<b>10.4</b>	<b>\$ 164.3</b>
<b>Sales by Market Sector</b>			
Group Disability, Group Life, and AD&D			
Core Market (< 2,000 lives)	\$ 52.4	(1.3)%	\$ 53.1
Large Case Market	24.4	17.3	20.8
Subtotal	76.8	3.9	73.9
Supplemental and Voluntary	103.2	14.9	89.8
<b>Total Fully Insured Products</b>	<b>180.0</b>	<b>10.0</b>	<b>163.7</b>
<b>ASO Products</b>	<b>1.4</b>	<b>133.3</b>	<b>0.6</b>
<b>Total Sales</b>	<b>\$ 181.4</b>	<b>10.4</b>	<b>\$ 164.3</b>

Unum US sales were 10.4 percent higher in the first quarter of 2011 compared to the first quarter of 2010, with growth in each of the market sectors other than the group core market segment. Sales in our group core market segment, which we define for Unum US as employee groups with fewer than 2,000 lives, were 1.3 percent lower in the first quarter of 2011 compared to the same period of 2010, with lower group long-term disability and group life and accidental death and dismemberment sales partially offset by higher group short-term disability sales. The number of new accounts added in our group core market segment during the first quarter of 2011 was 13.1 percent higher than the number of new accounts added during the same period of 2010. Sales in our group large case market segment were 17.3 percent higher in the first quarter of 2011 compared to the same period of 2010, due to higher group long-term disability and group life sales, partially offset by lower group short-term disability and accidental death and dismemberment sales. Our sales mix in the first quarter of 2011 was approximately 68 percent

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core market and 32 percent large case market, slightly above our targeted market distribution mix of 60 percent core market and 40 percent large case market.

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Sales of voluntary benefits were 9.6 percent higher in the first quarter of 2011 compared to the first quarter of 2010, and the number of new accounts added was 21.0 percent higher. Sales in our individual disability line of business, which are primarily concentrated in the multi-life market, were 47.9 percent higher in the first quarter of 2011 compared to a weak first quarter of 2010. Sales of group long-term care were 29.6 percent higher in the first quarter of 2011 compared to the same period of 2010.

We continue to believe that the group core market and voluntary benefits market, which combined together are approximately 74 percent of our Unum US first quarter sales and grew 5.1 percent relative to last year's first quarter, represent significant growth opportunities. We will also seek disciplined and opportunistic growth, generally at the market growth rate, in the group large case, group long-term care, and individual disability markets. While in the short-term we expect economic trends to continue to pressure sales growth, we believe we are well positioned for economic recovery.

**Table of Contents****Unum US Group Disability Operating Results**

Shown below are financial results and key performance indicators for Unum US group disability.

(in millions of dollars, except ratios)

	<b>Three Months Ended March 31</b>		
	<b>2011</b>	<b>% Change</b>	<b>2010</b>
<b>Operating Revenue</b>			
Premium Income			
Group Long-term Disability	\$ 397.0	(4.5)%	\$ 415.6
Group Short-term Disability	111.0	4.5	106.2
<b>Total Premium Income</b>	<b>508.0</b>	<b>(2.6)</b>	<b>521.8</b>
Net Investment Income	147.7	(2.4)	151.3
Other Income	22.2	2.3	21.7
<b>Total</b>	<b>677.9</b>	<b>(2.4)</b>	<b>694.8</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	426.3	(3.0)	439.3
Commissions	40.8	(0.7)	41.1
Interest and Debt Expense	0.3		0.3
Deferral of Acquisition Costs	(15.2)	(5.0)	(16.0)
Amortization of Deferred Acquisition Costs	15.1	(7.9)	16.4
Other Expenses	137.1	(0.6)	137.9
<b>Total</b>	<b>604.4</b>	<b>(2.4)</b>	<b>619.0</b>
<b>Operating Income Before Income Tax and Net Realized Investment Gains and Losses</b>	<b>\$ 73.5</b>	<b>(3.0)</b>	<b>\$ 75.8</b>
<b>Operating Ratios (% of Premium Income):</b>			
Benefit Ratio	83.9%		84.2%
Other Expense Ratio	27.0%		26.4%
Before-tax Operating Income Ratio	14.5%		14.5%
<b>Premium Persistency:</b>			
Group Long-term Disability	89.7%		90.0%
Group Short-term Disability	90.7%		89.4%
<b>Case Persistency:</b>			
Group Long-term Disability	89.2%		88.6%
Group Short-term Disability	87.7%		87.6%

Group disability premium income decreased in the first quarter of 2011 compared to the same period of 2010, as the ongoing high levels of unemployment and the competitive environment continue to pressure our premium income growth. In particular, premium growth from existing customers continues to be unfavorably impacted by lower salary growth and lower growth in the number of employees covered under an existing policy. Partially offsetting the unfavorable growth trend from existing customers was higher case persistency for both group long-term and short-term disability, as well as higher premium persistency for group short-term disability. Premium persistency for group long-term disability declined slightly compared to the first quarter of 2010, but it is still above historical levels.

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Net investment income was lower in the first quarter of 2011 compared to the same period of 2010 due primarily to a decrease in the level of assets supporting this line of business and a decline in the level of prepayment income on mortgage-backed securities, partially offset by an increase in bond call premiums. Other income includes ASO fees of \$14.5 million and \$14.3 million in the first quarters of 2011 and 2010, respectively.

The benefit ratio was lower in the first quarter of 2011 compared to the same period of 2010 due primarily to a higher rate of claim recoveries for group long-term disability, offset partially by a slight increase in claim incidence rates for group long-term disability relative to the first quarter of 2010.

The deferral of acquisition costs in the first quarter of 2011 was lower than the same period of 2010 due to a decline in the level of group disability acquisition costs. The amortization of acquisition costs in the first quarter of 2011 declined relative to the first quarter of 2010 due to a decrease in amortization related to internal replacement transactions and a declining balance in the deferred acquisition cost asset. The other expense ratio was higher in the first quarter of 2011 relative to the same period of 2010 due to lower premium income.



**Table of Contents****Unum US Group Life and Accidental Death and Dismemberment Operating Results**

Shown below are financial results and key performance indicators for Unum US group life and accidental death and dismemberment.

(in millions of dollars, except ratios)

	<b>Three Months Ended March 31</b>		
	<b>2011</b>	<b>% Change</b>	<b>2010</b>
<b>Operating Revenue</b>			
Premium Income			
Group Life	\$ 273.4	1.2%	\$ 270.1
Accidental Death & Dismemberment	27.1	4.2	26.0
<b>Total Premium Income</b>	<b>300.5</b>	<b>1.5</b>	<b>296.1</b>
Net Investment Income	34.2	7.5	31.8
Other Income	0.5	(16.7)	0.6
<b>Total</b>	<b>335.2</b>	<b>2.0</b>	<b>328.5</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	210.2	1.8	206.5
Commissions	23.5	5.4	22.3
Deferral of Acquisition Costs	(13.1)	2.3	(12.8)
Amortization of Deferred Acquisition Costs	10.8	(10.0)	12.0
Other Expenses	51.0	3.4	49.3
<b>Total</b>	<b>282.4</b>	<b>1.8</b>	<b>277.3</b>
<b>Operating Income Before Income Tax and Net Realized Investment Gains and Losses</b>	<b>\$ 52.8</b>	<b>3.1</b>	<b>\$ 51.2</b>
<b>Operating Ratios (% of Premium Income):</b>			
Benefit Ratio	70.0%		69.7%
Other Expense Ratio	17.0%		16.6%
Before-tax Operating Income Ratio	17.6%		17.3%
<b>Premium Persistency:</b>			
Group Life	86.4%		92.3%
Accidental Death & Dismemberment	86.1%		90.9%
<b>Case Persistency:</b>			
Group Life	88.3%		88.3%
Accidental Death & Dismemberment	88.5%		88.6%

Premium income for group life and accidental death and dismemberment increased in the first quarter of 2011 compared to the same period of 2010 due primarily to higher sales, partially offset by lower premium persistency in the large case group life segment. Case persistency in the first quarter of 2011 was relatively consistent with the same period of 2010. Net investment income was higher in the first quarter of 2011 compared to the same period of 2010 due primarily to an increase in the level of assets supporting this line of business.

The first quarter of 2011 benefit ratio was generally consistent with the benefit ratio of the first quarter of 2010. Commissions and the deferral of acquisition costs were higher in the first quarter of 2011 compared to the prior year first quarter due primarily to higher group life sales. The amortization of acquisition costs in the first quarter of 2011 was lower than the same period of 2010 due primarily to a decrease in amortization related to internal replacement transactions. The other expense ratio was higher in the first quarter of 2011 compared to the first quarter of 2010 due to higher acquisition costs associated with higher sales.



**Table of Contents****Unum US Supplemental and Voluntary Operating Results**

Shown below are financial results and key performance indicators for Unum US supplemental and voluntary product lines.

(in millions of dollars, except ratios)

	<b>Three Months Ended March 31</b>		
	<b>2011</b>	<b>% Change</b>	<b>2010</b>
<b>Operating Revenue</b>			
Premium Income			
Individual Disability - Recently Issued	\$ 115.1	(2.8)%	\$ 118.4
Long-term Care	150.6	0.9	149.2
Voluntary Benefits	145.2	11.2	130.6
<b>Total Premium Income</b>	<b>410.9</b>	<b>3.2</b>	<b>398.2</b>
Net Investment Income	139.7	15.0	121.5
Other Income	8.3	1.2	8.2
<b>Total</b>	<b>558.9</b>	<b>5.9</b>	<b>527.9</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	324.2	5.7	306.8
Commissions	75.0	3.0	72.8
Deferral of Acquisition Costs	(59.8)	1.2	(59.1)
Amortization of Deferred Acquisition Costs	57.4	(1.4)	58.2
Other Expenses	79.3	3.0	77.0
<b>Total</b>	<b>476.1</b>	<b>4.5</b>	<b>455.7</b>
<b>Operating Income Before Income Tax and Net Realized Investment Gains and Losses</b>	<b>\$ 82.8</b>	<b>14.7</b>	<b>\$ 72.2</b>
<b>Operating Ratios (% of Premium Income):</b>			
<b>Benefit Ratios</b>			
Individual Disability - Recently Issued	52.2%		50.5%
Long-term Care	126.4%		116.8%
Voluntary Benefits	50.8%		55.7%
Other Expense Ratio	19.3%		19.3%
Before-tax Operating Income Ratio	20.2%		18.1%
<b>Interest Adjusted Loss Ratios:</b>			
Individual Disability - Recently Issued	30.9%		30.7%
Long-term Care	83.0%		78.5%
<b>Premium Persistency:</b>			
Individual Disability - Recently Issued	89.8%		89.8%
Long-term Care	95.6%		95.4%
Voluntary Benefits	79.5%		80.0%

Premium income in total for these product lines was higher in the first quarter of 2011 compared to last year's first quarter due primarily to growth in our voluntary benefits product line. We also experienced generally consistent premium persistency for the product lines. Premium income was lower for individual disability - recently issued in the first quarter of 2011 compared to the same period of 2010 due to lower prior period sales. Net investment income was higher in the first quarter of 2011 compared to the first quarter of 2010 due to growth in the level of assets supporting these lines of business as well as higher bond call premiums.



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The interest adjusted loss ratio for the individual disability recently issued line of business in the first quarter of 2011 was generally consistent with last year's first quarter. The interest adjusted loss ratio for long-term care was higher in the first quarter of 2011 compared to the same period of 2010 due primarily to higher claim incidence rates. The benefit ratio for voluntary benefits was lower in the first quarter of 2011 compared to the same period of 2010 due primarily to a lower average paid claim size for voluntary life and lower liability acceptance rates for voluntary disability.

The deferral of acquisition costs was slightly higher in the first quarter of 2011 than the same period of 2010 due to higher sales. The amortization of deferred acquisition costs was lower in the first quarter of 2011 compared to the first quarter of 2010 due to better than expected premium persistency for certain issue years which results in less amortization. The other expense ratio in the first quarter of 2011 was consistent with the same period of 2010.

In late 2010, we began a process of filing requests with various state insurance departments for a rate increase on certain of our individual long-term care policies. The rate increase reflects current interest rates, higher expected future claims, persistency, experience, and other factors related to pricing individual long-term care coverage. In states for which a rate increase is submitted and approved, customers are also given options for coverage changes or other approaches that might fit their current financial and insurance needs. Higher premium income associated with the rate increase is expected to begin to emerge during 2012. Through the end of the first quarter of 2011, 21 states had accepted our request for a rate increase.

### ***Segment Outlook***

Although we experienced premium and sales growth during the first quarter of 2011, we believe that premium and sales growth, particularly growth in existing customer accounts, will continue to be pressured by ongoing high levels of unemployment and the competitive environment. Opportunities for premium and sales growth are expected to re-emerge as the economy improves and employment growth resumes. We expect some volatility in net investment income to continue during the remainder of 2011 as a result of fluctuations in bond calls and other types of miscellaneous net investment income. We intend to continue to manage our expense levels relative to premium levels through operating effectiveness and performance management.

Periods of economic downturns have historically affected disability claim incidence rates and, to a lesser extent, disability claim recovery rates in certain sectors of the market. Certain risks and uncertainties are inherent in disability business. Components of claims experience, such as incidence and recovery rates, may be worse than we expect. Disability claim incidence and claim recovery rates may be influenced by, among other factors, the rate of unemployment and consumer confidence. Within the group disability market, pricing and renewal actions can be taken to react to higher claim rates, but these actions take time to implement, and there is a risk that the market will not sustain increased prices. In addition, changes in economic and external conditions may not manifest themselves in claims experience for an extended period of time. The current economic conditions may lead to a higher rate of claim incidence or lower levels of claim recoveries. We have previously taken steps to improve our risk profile, including reducing our exposure to volatile business segments through diversification by market size, product segment, and industry segment. We believe our claims management organization is positioned for stable and sustainable performance levels. The level of disability claims incidence in the first quarter of 2011 was higher than the level of claims incidence in the first half of 2010 but lower than the second half of 2010. We are uncertain as to whether the higher claim incidence experienced in the second half of last year was due to the normal volatility that occurs in our group disability business or was related to the economy. We continuously monitor key indicators to assess our risks and attempt to adjust our business plans accordingly.

We believe our Unum US growth strategy is sound and that we will be able to leverage the capabilities, products, and relationships and reputation we have built to deliver growth as the benefits market stabilizes. We continue to see future growth opportunity based on employee choice, defined employer funding, simple administration, and effective communication. We intend to maintain our discipline and will continue (i) directing the majority of our investments to capture opportunities emerging in our core group and voluntary markets to grow them at above-market rates, (ii) focusing on margins in large case group insurance, while leveraging core market, voluntary, and other shorter-term investments to grow at market rates, and (iii) seeking opportunities to improve margins and return in our supplemental lines of business.

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We believe we are well positioned strategically in our markets and that opportunities for continued disciplined growth exist in our group core market segment and in the voluntary markets. While the current economic conditions have impacted our ability to grow premium income and will continue to do so until we return to a more normal economic environment, we expect to achieve marginal year over year growth in our premium income during 2011. We anticipate that the 2011 benefit ratio in our group disability product line will be generally consistent with the level of 2010. We think future profit margin improvement is achievable, driven primarily by our continued product mix shift and expense efficiencies as our claims performance gradually flattens.

**Table of Contents****Unum UK Segment**

The Unum UK segment includes insurance for group long-term disability, group life, and supplemental and voluntary lines of business. The supplemental and voluntary lines of business are comprised of individual disability, critical illness, and voluntary benefits products. Unum UK products are sold primarily in the United Kingdom through field sales personnel and independent brokers and consultants.

**Operating Results**

Shown below are financial results and key performance indicators for the Unum UK segment. Certain reclassifications have been made to prior year amounts in order to conform to the current year presentation.

(in millions of dollars, except ratios)

	<b>Three Months Ended March 31</b>		
	<b>2011</b>	<b>% Change</b>	<b>2010</b>
<b>Operating Revenue</b>			
Premium Income			
Group Long-term Disability	\$ 103.4	(5.4)%	\$ 109.3
Group Life	47.6	11.2	42.8
Supplemental and Voluntary	16.1	17.5	13.7
Total Premium Income	167.1	0.8	165.8
Net Investment Income	44.9	12.8	39.8
Other Income	0.1	(80.0)	0.5
<b>Total</b>	<b>212.1</b>	<b>2.9</b>	<b>206.1</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	115.8	10.7	104.6
Commissions	10.9	5.8	10.3
Deferral of Acquisition Costs	(6.7)	1.5	(6.6)
Amortization of Deferred Acquisition Costs	7.2	5.9	6.8
Other Expenses	36.2	19.1	30.4
<b>Total</b>	<b>163.4</b>	<b>12.3</b>	<b>145.5</b>
<b>Operating Income Before Income Tax and Net Realized Investment Gains and Losses</b>	<b>\$ 48.7</b>	<b>(19.6)</b>	<b>\$ 60.6</b>
Operating Ratios (% of Premium Income):			
Benefit Ratio	69.3%		63.1%
Other Expense Ratio	21.7%		18.3%
Before-tax Operating Income Ratio	29.1%		36.6%
Persistence:			
Group Long-term Disability	83.5%		90.5%
Group Life	85.7%		94.7%
Supplemental and Voluntary	89.3%		90.1%

**Table of Contents****Foreign Currency Translation**

The functional currency of Unum UK is the British pound sterling. Unum UK's premiums, net investment income, claims, and expenses are received or paid in pounds, and we hold pound-denominated assets to support Unum UK's pound-denominated policy reserves and liabilities. We translate Unum UK's pound-denominated financial statement items into dollars for our consolidated financial reporting. We translate income statement items using an average exchange rate for the reporting period, and we translate balance sheet items using the exchange rate at the end of the period. We report unrealized foreign currency translation gains and losses in accumulated other comprehensive income in our consolidated balance sheets.

Fluctuations in the pound to dollar exchange rate have an effect on Unum UK's reported financial results and our consolidated financial results. In periods when the pound strengthens relative to the preceding period, as occurred in the first quarter of 2011 compared to the same period of 2010, translating pounds into dollars increases current period results relative to the prior period. In periods when the pound weakens relative to the preceding period, translating into dollars decreases current period results relative to the prior period.

(in millions of pounds, except ratios)

	<b>Three Months Ended March 31</b>		
	<b>2011</b>	<b>% Change</b>	<b>2010</b>
<b>Operating Revenue</b>			
Premium Income			
Group Long-term Disability	£ 64.5	(7.9)%	£ 70.0
Group Life	29.7	8.4	27.4
Supplemental and Voluntary	10.0	14.9	8.7
Total Premium Income	104.2	(1.8)	106.1
Net Investment Income	28.0	10.2	25.4
Other Income	0.1	(75.0)	0.4
<b>Total</b>	<b>132.3</b>	<b>0.3</b>	<b>131.9</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	72.3	8.1	66.9
Commissions	6.8	3.0	6.6
Deferral of Acquisition Costs	(4.2)		(4.2)
Amortization of Deferred Acquisition Costs	4.5	4.7	4.3
Other Expenses	22.6	15.9	19.5
<b>Total</b>	<b>102.0</b>	<b>9.6</b>	<b>93.1</b>
<b>Operating Income Before Income Tax and Net Realized Investment Gains and Losses</b>	<b>£ 30.3</b>	<b>(21.9)</b>	<b>£ 38.8</b>

Weighted Average Pound/Dollar Exchange Rate 1.607 1.562  
 Premium income was lower in the first quarter of 2011 compared to the same period of 2010 due primarily to lower premium growth from existing customers and pricing actions due to the competitive U.K. market. Persistency, although below the level of 2010, remains strong. Net investment income was higher in the first quarter of 2011 compared to the same period of 2010 due primarily to an increase in the level of assets supporting this business segment and higher bond call premiums.

The benefit ratio was higher in the first quarter of 2011 compared to the same period of 2010 due primarily to the impact of higher inflation on claim reserves associated with disability policies containing an inflation-linked benefit increase feature, a lower level of claim resolutions in group long-term disability, and lower premium income, partially offset by favorable group long-term disability claim incidence relative to the level of the first quarter of 2010.





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We invest in index-linked bonds to match the claim reserves associated with group policies that provide for inflation-linked increases in benefits. Although over the intermediate-term the investment return from index-linked bonds generally matches the index-linked claim payments and reserves, the effect on investment income from the inflation index-linked bonds may not be completely offset by a similar change in claim payments and reserves in each quarterly period.

The deferral and amortization of acquisition costs was generally consistent year over year. The other expense ratio was higher in the first quarter of 2011 compared to the same period of 2010 due to higher development and marketing expenditures related to Unum UK's growth plans.

**Sales**

Shown below are sales results in dollars and in pounds for the Unum UK segment.

(in millions)

	<b>Three Months Ended March 31</b>		
	<b>2011</b>	<b>% Change</b>	<b>2010</b>
Group Long-term Disability	\$ 8.2	(29.9)%	\$ 11.7
Group Life	6.8	(37.6)	10.9
Supplemental and Voluntary	2.6	62.5	1.6
<b>Total Sales</b>	<b>\$ 17.6</b>	<b>(27.3)</b>	<b>\$ 24.2</b>
Group Long-term Disability	£ 5.1	(32.0)%	£ 7.5
Group Life	4.3	(37.7)	6.9
Supplemental and Voluntary	1.6	60.0	1.0
<b>Total Sales</b>	<b>£ 11.0</b>	<b>(28.6)</b>	<b>£ 15.4</b>

Sales in Unum UK's group long-term disability and group life product lines were lower in the first quarter of 2011 compared to the same period of 2010 due to a decline in sales in both the core market, which we define for Unum UK as employee groups with fewer than 500 lives, and in the large case market. These declines were partially offset by higher sales to existing customers. Sales in the supplemental and voluntary line of business increased due to higher sales in the group critical illness product line.

**Segment Outlook**

The challenging economic and competitive pricing environment in the UK continue to negatively impact Unum UK's premium growth, and we expect this may continue in the near term if current economic and competitive conditions in the U.K. persist. Our sales growth may also be impacted by a prolonged competitive pricing environment in the U.K. The level of disability claim incidence in the first quarter of 2011 is favorable relative to the same period of 2010, but our claim resolution rate is unfavorable relative to the first quarter of 2010 due in part to the impact of the economic environment on our ability to resolve claims. We continuously monitor key indicators to assess our risks and attempt to adjust our business plans accordingly. Continued fluctuations in the U.S. dollar relative to the British pound sterling impact our reported operating results.

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Our current growth strategy focuses on generating organic growth and expanding our role as the leading provider of group disability insurance in the U.K. Our strategy for future growth combines optimizing the performance of our existing business while developing new market opportunities. We intend to optimize performance of the existing business by (i) increasing underwriting and pricing discipline, (ii) improving our claims management processes, and (iii) expanding our broker market capabilities and sales effectiveness. We intend to develop new market opportunities by raising awareness of the need for income protection, including increasing coverage of currently insured groups to include a greater percentage of the workforce, and by offering a suite of employee paid workplace solutions using integrated products with simpler, defined choices and flexible funding options through a streamlined and efficient platform with online capabilities matched to broker and employer needs.

In the current competitive pricing market and economic environment, we continue to have a cautious outlook for premium growth for 2011 and anticipate continued negative earnings growth relative to 2010. We anticipate returning to more normalized levels of premium growth through stable persistency and price increases, as well as increased sales to existing and new customers which we expect to occur commensurate with the timing of the U.K. economic recovery. We expect our overall 2011 benefit ratio to be generally consistent with that of 2010. We expect our 2011 profit margins to continue at a favorable level, although slightly below the level of 2010.

**Table of Contents****Colonial Life Segment**

The Colonial Life segment includes insurance for accident, sickness, and disability products, life products, and cancer and critical illness products issued primarily by Colonial Life & Accident Insurance Company and marketed to employees at the workplace through an agency sales force and brokers.

**Operating Results**

Shown below are financial results and key performance indicators for the Colonial Life segment.

(in millions of dollars, except ratios)

	<b>Three Months Ended March 31</b>		
	<b>2011</b>	<b>% Change</b>	<b>2010</b>
<b>Operating Revenue</b>			
Premium Income			
Accident, Sickness, and Disability	\$ 172.3	5.8%	\$ 162.8
Life	46.2	6.2	43.5
Cancer and Critical Illness	61.9	5.3	58.8
Total Premium Income	280.4	5.8	265.1
Net Investment Income	31.3	4.7	29.9
Other Income	0.1	(50.0)	0.2
<b>Total</b>	<b>311.8</b>	<b>5.6</b>	<b>295.2</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	144.1	15.5	124.8
Commissions	61.2	6.1	57.7
Deferral of Acquisition Costs	(63.5)	5.1	(60.4)
Amortization of Deferred Acquisition Costs	47.8		47.8
Other Expenses	53.2	1.7	52.3
<b>Total</b>	<b>242.8</b>	<b>9.3</b>	<b>222.2</b>
<b>Operating Income Before Income Tax and Net Realized Investment Gains and Losses</b>	<b>\$ 69.0</b>	<b>(5.5)</b>	<b>\$ 73.0</b>

Operating Ratios (% of Premium Income):

Benefit Ratio	51.4%	47.1%
Other Expense Ratio	19.0%	19.7%
Before-tax Operating Income Ratio	24.6%	27.5%

Persistency:

Accident, Sickness, and Disability	75.0%	76.2%
Life	86.0%	85.0%
Cancer and Critical Illness	84.6%	84.6%

Premium income was higher in the first quarter of 2011 compared to the same period of 2010 due primarily to prior period sales growth and stable persistency for the life and cancer and critical illness lines of business, partially offset by lower persistency for the accident, sickness, and disability line of business. Although we experienced premium growth of 5.8 percent for the first quarter of 2011, the growth rate continues to be negatively impacted by economic conditions. Net investment income was higher in the first quarter of 2011 compared to the same period of 2010 due primarily to growth in the level of assets.



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The overall benefit ratio was higher in the first quarter of 2011 compared to the same period of 2010 due to less favorable risk results in the accident, sickness, and disability product line and in the life product line. Accident, sickness, and disability results were less favorable due to a higher level of incurred claims. Risk results for the life line of business were less favorable due to a larger than expected increase in open claims. Cancer and critical illness results were in line with first quarter of 2010 primarily due to similar levels of incurrals and large claims on the older block of cancer products.

Commissions and the deferral of acquisition costs were both higher in the first quarter of 2011 compared to the same period of 2010 due primarily to an increase in costs related to new business. The other expense ratio was lower in the first quarter of 2011 compared to the same period of 2010 due primarily to higher premium income and a continued focus on expense management.

**Sales**

(in millions of dollars)

	Three Months Ended March 31		
	2011	% Change	2010
Accident, Sickness, and Disability	\$ 47.2	(3.1)%	\$ 48.7
Life	13.3	(7.0)	14.3
Cancer and Critical Illness	10.1	(1.9)	10.3
<b>Total Sales</b>	<b>\$ 70.6</b>	<b>(3.7)</b>	<b>\$ 73.3</b>

Colonial Life's sales in the first quarter of 2011 were 3.7 percent lower than the first quarter of 2010. New account sales were 10.2 percent lower, but existing account sales were slightly higher than the first quarter of 2010. Commercial market sales were 3.2 percent lower in the first quarter of 2011 compared to the same period of 2010, driven primarily by a sales decline of 33.0 percent in the large case commercial market segment, partially offset by a 2.0 percent increase in our core commercial market segment, which we define as accounts with fewer than 1,000 lives. In the public sector market, sales were 6.0 percent lower in the first quarter of 2011 compared to the same period of 2010. The number of new accounts added in the first quarter of 2011 was 3.6 percent lower than the first quarter of 2010, and the average new case size was 6.8 percent lower.

**Segment Outlook**

Our premium growth in the first quarter of 2011 improved from the level of growth in the same period of 2010, but it is still below our long-term growth expectations. We believe slower sales and premium growth levels may continue in the near term if the current economic conditions persist and continue to affect employment growth, the buying patterns of employees, and the deferral by employers of the introduction of new employee benefit plans. Periods of economic downturns have historically had minimal impact on the risk results of Colonial Life, due primarily to a diversified product portfolio that is designed with short duration, indemnity benefits. We continuously monitor key indicators to assess our risks and attempt to adjust our business plans accordingly.

We believe we have a stable business model, with service levels and customer retention that allow us to focus on and deliver premium growth despite the recent marketplace changes and uncertainties. We believe we are well positioned for growth and that significant opportunities exist to accelerate growth during the next several years by (i) focusing on target market segments, (ii) driving new sales in the public sector market, (iii) growing the reach and effectiveness of our distribution, and (iv) revisiting existing accounts to avoid lapses and to generate ongoing sales.

During the remainder of 2011, we expect premium growth to be modest relative to our long-term outlook. We believe that strong profit margins will continue, although we expect our overall benefit ratio to be somewhat higher than 2010. We believe premium growth will reaccelerate as the economy improves and employment growth resumes.

**Table of Contents****Individual Disability Closed Block Segment**

The Individual Disability Closed Block segment generally consists of those individual disability policies in-force before the substantial changes in product offerings, pricing, distribution, and underwriting, which generally occurred during the period 1994 through 1998. A small amount of new business continued to be sold after these changes, but we stopped selling new policies in this segment at the beginning of 2004 other than update features contractually allowable on existing policies.

**Operating Results**

Shown below are financial results and key performance indicators for the Individual Disability Closed Block segment.

(in millions of dollars, except ratios)

	Three Months Ended March 31		
	2011	% Change	2010
<b>Operating Revenue</b>			
Premium Income	\$ 202.3	(5.5)%	\$ 214.0
Net Investment Income	182.0	(4.6)	190.7
Other Income	22.6	5.1	21.5
<b>Total</b>	<b>406.9</b>	<b>(4.5)</b>	<b>426.2</b>
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	352.3	(3.4)	364.6
Commissions	12.6	(8.0)	13.7
Interest and Debt Expense	2.7	(3.6)	2.8
Other Expenses	29.4	(12.0)	33.4
<b>Total</b>	<b>397.0</b>	<b>(4.2)</b>	<b>414.5</b>
<b>Operating Income Before Income Tax and Net Realized Investment Gains and Losses</b>	<b>\$ 9.9</b>	<b>(15.4)</b>	<b>\$ 11.7</b>
Interest Adjusted Loss Ratio	84.7%		84.5%
Operating Ratios (% of Premium Income):			
Other Expense Ratio	14.5%		15.6%
Before-tax Operating Income Ratio	4.9%		5.5%
Premium Persistency	92.8%		93.3%

The decrease in premium income in the first quarter of 2011 compared to the same period of 2010 is due to the expected run-off of this block of closed business driven by expected policy terminations and maturities. Net investment income in the first quarter of 2011 was lower compared to the same period of 2010 due to a decrease in bond call premiums and a decrease in the level of assets.

Other income, which includes the underlying results of certain blocks of reinsured business and the net investment income of portfolios held by those ceding companies to support the block we have reinsured, increased in the first quarter of 2011 compared to the first quarter of 2010 due to favorable investment results from the portfolios held by the ceding companies.

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The interest adjusted loss ratio for the first quarter of 2011 was slightly higher than the same period of 2010 due primarily to lower premium income. Interest and debt expense in the first quarter of 2011 was slightly lower than last year's first quarter due to a decrease in the amount of outstanding debt resulting from principal repayments. The other expense ratio was lower in the first quarter of 2011 compared to the same period of 2010 due primarily to lower claims management and claim litigation costs relative to the declining level of premium income.

***Segment Outlook***

We expect that this segment may experience volatility in net investment income due to the variability in interest rates on floating rate assets and also due to volatility of bond call premiums relative to historical levels. A portion of the volatility in interest income will be offset by commensurate changes in the interest expense on our floating rate debt.

We expect that operating revenue and income will continue to decline over time as this closed block of business winds down. We believe that the interest adjusted loss ratio for this block of business will be relatively flat over the long term, but the segment may experience quarterly volatility. Claim resolution rates, which measure the resolution of claims from recovery, deaths, settlements, and benefit expirations, are very sensitive to operational and environmental changes and can be volatile. Our claim resolution rate assumption used in determining reserves is our expectation of the resolution rate we will experience over the life of the block of business and will vary from actual experience in any one period. It is possible that variability in our reserve assumptions could result in a material impact on our reserve levels.



**Table of Contents****Corporate and Other Segment**

The Corporate and Other segment includes investment income on corporate assets not specifically allocated to a line of business, interest expense on corporate debt other than non-recourse debt, and certain other corporate income and expense not allocated to a line of business. Corporate and Other also includes results from certain Unum US insurance products not actively marketed, including individual life and corporate-owned life insurance, reinsurance pools and management operations, group pension, health insurance, and individual annuities. We expect operating revenue and income resulting from these insurance products to decline over time as these business lines wind down.

**Operating Results**

(in millions of dollars)

	Three Months Ended March 31		
	2011	% Change	2010
<b>Operating Revenue</b>			
Premium Income	\$ 0.3	(86.4)%	\$ 2.2
Net Investment Income	38.9	(19.0)	48.0
Other Income	5.9	(16.9)	7.1
<b>Total</b>	45.1	(21.3)	57.3
<b>Benefits and Expenses</b>			
Benefits and Change in Reserves for Future Benefits	20.1	(9.9)	22.3
Commissions	0.3	(25.0)	0.4
Interest and Debt Expense	34.9	15.2	30.3
Other Expenses	11.5	(12.9)	13.2
<b>Total</b>	66.8	0.9	66.2
<b>Operating Loss Before Income Tax and Net Realized Investment Gains and Losses</b>	\$ (21.7)	(143.8)	\$ (8.9)

**Non-Insurance Product Results**

Operating revenue was \$15.5 million in the first quarter of 2011 compared to \$23.7 million in the same period of 2010. Operating losses were \$29.8 million in the first quarter of 2011 compared to \$17.1 million in the same period of 2010.

The decrease in operating revenue in the first quarter of 2011 compared to the same period of 2010 is due to lower net investment income from private equity partnerships and our investments in low-income housing tax credit partnerships. The negative impact on net investment income and operating income by segment from our increased level of investment in low-income housing tax credit partnerships is offset by a lower income tax rate due to the tax benefits recognized as a result of these investments.

The increased operating loss was due primarily to the lower level of net investment income and higher interest and debt expense. Interest and debt expense increased in the first quarter of 2011 relative to the prior year first quarter due to the September 2010 issuance of \$400.0 million of 5.625% senior notes. During the first quarter of 2011, the remaining \$225.1 million of our 7.625% senior notes due March 2011 matured, which will result in lower interest expense for the remainder of 2011. We also had lower interest in the first quarter of 2011 compared to the first quarter of 2010 on our \$350.0 million 7.125% unsecured senior notes which we effectively converted into floating rate debt through the use of an interest rate swap entered into during the fourth quarter of 2010.

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### ***Insurance Product Results***

Operating revenue for our insurance products was \$29.6 million in the first quarter of 2011 compared to \$33.6 million in the same period of 2010, with higher premium income in the first quarter of 2010 due to a refund of premium from the reinsurance pools. These closed lines of business had operating income of \$8.1 million in the first quarter of 2011 compared to \$8.2 million in the same period of 2010, with lower expenses offsetting the decline in premium income.

### ***Segment Outlook***

Our investment portfolio quality remains very strong, with low default experience during the first quarter of 2011. We are currently holding capital at our insurance subsidiaries and holding companies at levels that exceed our long-term requirements. We expect to continue to generate excess capital on an annual basis through strong statutory earnings. While we intend to maintain our disciplined approach to risk management throughout 2011, we believe we are well positioned wherein we have substantial flexibility to preserve our capital strength and at the same time explore opportunities to deploy the excess capital that is generated each period.

Interest and debt expense for 2011 is expected to remain generally consistent with the level of 2010 due to the \$225.1 million of debt which matured during the first quarter of 2011 and no expected issuances of new debt in 2011. We do not expect 2011 litigation costs to remain at the elevated level of 2010, and pension expenses are expected to remain generally consistent in 2011 with the level of 2010.

### **Investments**

#### ***Overview***

Investment activities are an integral part of our business, and profitability is significantly affected by investment results. We segment our invested assets into portfolios that support our various product lines. Generally, our investment strategy for our portfolios is to match the effective asset cash flows and durations with related expected liability cash flows and durations to consistently meet the liability funding requirements of our businesses. We seek to earn investment income while assuming credit risk in a prudent and selective manner, subject to constraints of quality, liquidity, diversification, and regulatory considerations. Our overall investment philosophy is to invest in a portfolio of high quality assets that provide investment returns consistent with that assumed in the pricing of our insurance products. Assets are invested predominately in fixed maturity securities. Changes in interest rates may affect the amount and timing of cash flows.

We actively manage our asset and liability cash flow match and our asset and liability duration match to limit interest rate risk. We may redistribute investments between our different lines of business, when necessary, to adjust the cash flow and/or duration of the asset portfolios to better match the cash flow and duration of the liability portfolios. Asset and liability portfolio modeling is updated on a quarterly basis and is used as part of the overall interest rate risk management strategy. Cash flows from the in-force asset and liability portfolios are projected at current interest rate levels and also at levels reflecting an increase and a decrease in interest rates to obtain a range of projected cash flows under the different interest rate scenarios. These results enable us to assess the impact of projected changes in cash flows and duration resulting from potential changes in interest rates. Testing the asset and liability portfolios under various interest rate scenarios enables us to choose the most appropriate investment strategy as well as to limit the risk of disadvantageous outcomes. We use this analysis in determining hedging strategies and utilizing derivative financial instruments for managing interest rate risk and the risk related to matching duration for our assets and liabilities. We do not use derivative financial instruments for speculative purposes.

Our investment portfolio is well diversified by type of investment and industry sector. We have established an investment strategy that we believe will provide for adequate cash flows from operations and allow us to hold our securities through periods where significant decreases in fair value occur. We believe our emphasis on risk management in our investment portfolio, including credit and interest rate management, has positioned us well and generally reduced the volatility in our results.

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We have no exposure to subprime mortgages, Alt-A loans, or collateralized debt obligations in our asset-backed, mortgage-backed securities, or public bond portfolios. At March 31, 2011, we had minimal exposure to investments for which the payment of interest and principal is guaranteed under a financial guaranty insurance policy, and all such securities are rated investment-grade absent the guaranty insurance policy. We held \$393.0 million fair value (\$377.2 million amortized cost) of perpetual debentures, or hybrid securities, that generally have no fixed maturity date. Interest on these securities due on any payment date may be deferred by the issuer. The interest payments are generally deferrable only to the extent that the issuer has suspended dividends or other distributions or payments to any of its shareholders or any other perpetual debt instrument.

For information on our valuation of investments and our formal investment policy, including our overall quality and diversification objectives, see *Critical Accounting Estimates* and *Investments* in Part II, Item 7 of our annual report on Form 10-K for the year ended December 31, 2010.

### ***Investment Results***

Net investment income was \$618.7 million in the first quarter of 2011, an increase of 0.9 percent relative to the same period of 2010. Net investment income was slightly higher due to continued growth in the level of invested assets, partially offset by lower bond call premiums, lower earnings from private equity partnerships, and an increase in the amortization of the principal amount invested in our tax credit partnerships.

The duration weighted book yield on the fixed income securities in our investment portfolio was 6.69 percent as of March 31, 2011, and the weighted average credit rating was A3. This compares to a yield of 6.71 percent as of December 31, 2010, and a weighted average credit rating of A3. We actively manage our asset and liability cash flow match and our asset and liability duration match to limit interest rate risk. Duration is a measure of the percentage change in the fair values of assets and liabilities for a given change in interest rates. Cash flows from the in-force asset and liability portfolios are projected at current interest rate levels and also at levels reflecting an increase and a decrease in interest rates to obtain a range of projected cash flows under the different interest rate scenarios. These results enable us to assess the impact of projected changes in cash flows and duration resulting from potential changes in interest rates.

To assess the impact of a duration mismatch, we measure the potential changes in estimated fair value based on a hypothetical change in interest rates to quantify a dollar value change. Although we test the asset and liability portfolios under various interest rate scenarios as part of our modeling, the majority of our liabilities related to insurance contracts are not interest rate sensitive, and we therefore have minimal exposure to policy withdrawal risk. Our determination of investment strategy relies more on long-term measures such as reserve adequacy analysis and the relationship between the portfolio yields supporting our various product lines and the aggregate discount rates embedded in the reserves.

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Realized investment gains and losses, before tax, are as follows:

*(in millions of dollars)*

	<b>Three Months Ended March 31</b>	
	<b>2011</b>	<b>2010</b>
<b>Fixed Maturity Securities</b>		
Gross Gains on Sales	\$ 9.5	\$ 18.0
Gross Losses on Sales	(6.9)	(14.5)
Other-Than-Temporary Impairment Loss	(2.3)	(0.2)
<b>Mortgage Loans and Other Invested Assets</b>		
Gross Gains on Sales	1.2	5.0
Gross Losses on Sales	(0.4)	(0.5)
Impairment Loss	0.0	(0.5)
Embedded Derivative in Modified Coinsurance Arrangement	14.1	18.3
 Net Realized Investment Gain	 \$ 15.2	 \$ 25.6

We had no individual realized investment losses of \$10.0 million or greater from other-than-temporary-impairments or from the sale of fixed maturity securities during the first quarter of 2011 or 2010.

We report changes in the fair value of an embedded derivative in a modified coinsurance arrangement as realized investment gains and losses, as required under the provisions of GAAP. GAAP requires us to include in our realized investment gains and losses a calculation intended to estimate the value of the option of our reinsurance counterparty to cancel the reinsurance contract with us. However, neither party can unilaterally terminate the reinsurance agreement except in extreme circumstances resulting from regulatory supervision, delinquency proceedings, or other direct regulatory action. Cash settlements or collateral related to this embedded derivative are not required at any time during the reinsurance contract or at termination of the reinsurance contract, and any accumulated embedded derivative gain or loss reduces to zero over time as the reinsured business winds down. We therefore view the effect of realized gains and losses recognized for this embedded derivative as a reporting requirement that will not result in a permanent change in assets or stockholders' equity.

The change in fair value of this embedded derivative recognized as a realized gain during the first quarters of 2011 and 2010 resulted primarily from a change in credit spreads in the overall investment market. The fair value of this embedded derivative was \$(82.2) million at March 31, 2011, compared to \$(96.3) million at December 31, 2010, and is reported in other liabilities in our consolidated balance sheets.

**Table of Contents****Fixed Maturity Securities**

The fair value and associated unrealized gains and losses of our fixed maturity securities portfolio, by industry classification are as follows:

**Fixed Maturity Securities By Industry Classification**

As of March 31, 2011

(in millions of dollars)

Classification	Fair Value	Net Unrealized Gain	Fair Value of Fixed Maturity Securities with Gross Unrealized Loss	Gross Unrealized Loss	Fair Value of Fixed Maturity Securities with Gross Unrealized Gain	Gross Unrealized Gain
Basic Industry	\$ 2,175.3	\$ 152.7	\$ 281.4	\$ 11.1	\$ 1,893.9	\$ 163.8
Capital Goods	3,491.9	328.1	336.9	11.1	3,155.0	339.2
Communications	2,728.0	291.8	294.1	10.3	2,433.9	302.1
Consumer Cyclical	1,298.2	72.5	298.2	22.3	1,000.0	94.8
Consumer Non-Cyclical	5,063.8	466.6	323.8	19.2	4,740.0	485.8
Energy (Oil & Gas)	3,303.3	396.9	129.9	1.7	3,173.4	398.6
Financial Institutions	3,473.6	126.4	870.1	31.0	2,603.5	157.4
Mortgage/Asset-Backed	3,348.8	310.5	27.3	0.9	3,321.5	311.4
Sovereigns	1,439.0	151.6	0.0	0.0	1,439.0	151.6
Technology	788.1	92.7	28.5	0.2	759.6	92.9
Transportation	1,040.1	119.9	59.2	2.2	980.9	122.1
U.S. Government Agencies and Municipalities	2,370.6	89.4	811.8	60.7	1,558.8	150.1
Utilities	9,737.5	745.8	1,178.4	46.6	8,559.1	792.4
Redeemable Preferred Stocks	56.9	1.1	30.0	0.8	26.9	1.9
<b>Total</b>	<b>\$ 40,315.1</b>	<b>\$ 3,346.0</b>	<b>\$ 4,669.6</b>	<b>\$ 218.1</b>	<b>\$ 35,645.5</b>	<b>\$ 3,564.1</b>

The following two tables show the length of time our investment-grade and below-investment-grade fixed maturity securities had been in a gross unrealized loss position as of March 31, 2011 and at the end of the prior four quarters. The relationships of the current fair value to amortized cost are not necessarily indicative of the fair value to amortized cost relationships for the securities throughout the entire time that the securities have been in an unrealized loss position nor are they necessarily indicative of the relationships after March 31, 2011.

**Table of Contents****Unrealized Loss on Investment-Grade Fixed Maturity Securities****Length of Time in Unrealized Loss Position***(in millions of dollars)*

	2011		2010		
	March 31	December 31	September 30	June 30	March 31
<i>Fair Value &lt; 100% &gt;= 70% of Amortized Cost</i>					
<= 90 days	\$ 14.8	\$ 93.2	\$ 5.9	\$ 31.8	\$ 22.3
> 90 <= 180 days	82.4	16.9	7.2	1.2	42.0
> 180 <= 270 days	14.5	1.9	0.9	9.0	1.4
> 270 days <= 1 year	1.6	0.0	0.3	0.0	2.1
> 1 year <= 2 years	1.5	2.0	2.4	4.2	45.8
> 2 years <= 3 years	9.6	24.4	17.5	27.9	43.3
> 3 years	37.2	43.3	37.9	92.1	128.2
Sub-total	161.6	181.7	72.1	166.2	285.1
<i>Fair Value &lt; 70% &gt;= 40% of Amortized Cost</i>					
> 1 year <= 2 years	0.0	0.0	2.4	2.6	6.3
> 2 years <= 3 years	3.4	3.2	0.0	0.0	11.1
> 3 years	11.9	0.0	0.0	0.0	0.5
Sub-total	15.3	3.2	2.4	2.6	17.9
Total	\$ 176.9	\$ 184.9	\$ 74.5	\$ 168.8	\$ 303.0

**Table of Contents****Unrealized Loss on Below-Investment-Grade Fixed Maturity Securities****Length of Time in Unrealized Loss Position***(in millions of dollars)*

	2011		2010		
	March 31	December 31	September 30	June 30	March 31
<i>Fair Value &lt; 100% &gt;= 70% of Amortized Cost</i>					
<= 90 days	\$ 5.2	\$ 5.1	\$ 0.5	\$ 8.8	\$ 3.8
> 90 <= 180 days	4.0	0.1	1.9	1.4	0.0
> 180 <= 270 days	0.1	4.1	0.0	0.0	0.0
> 270 days <= 1 year	3.1	0.0	0.0	0.0	0.0
> 1 year <= 2 years	0.0	0.0	1.5	12.3	13.8
> 2 years <= 3 years	5.1	14.0	28.9	41.5	48.8
> 3 years	23.3	28.8	28.5	38.7	23.0
Sub-total	40.8	52.1	61.3	102.7	89.4
<i>Fair Value &lt; 70% &gt;= 40% of Amortized Cost</i>					
> 1 year <= 2 years	0.0	0.0	0.0	0.0	9.9
> 2 years <= 3 years	0.0	0.0	0.0	4.2	1.4
> 3 years	0.4	0.4	1.7	2.2	12.2
Sub-total	0.4	0.4	1.7	6.4	23.5
Total	\$ 41.2	\$ 52.5	\$ 63.0	\$ 109.1	\$ 112.9

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The following table shows our fixed maturity securities with a gross unrealized loss of \$10.0 million or greater, by industry type.

**Gross Unrealized Losses \$10 Million or Greater on Fixed Maturity Securities**

As of March 31, 2011

(in millions of dollars)

	Classification	Fair Value	Gross Unrealized Loss	Number of Issuers
<b>Investment-Grade</b>				
	Consumer Cyclical	\$ 23.2	\$ 11.9	1
	U.S. Government Agencies and Municipalities	32.5	10.3	1
Total		\$ 55.7	\$ 22.2	2

At March 31, 2011, our mortgage/asset-backed securities had an average life of 4.62 years, effective duration of 3.94 years, and a weighted average credit rating of AAA. The mortgage/asset-backed securities are valued on a monthly basis using valuations supplied by the brokerage firms that are dealers in these securities as well as independent pricing services. One of the risks involved in investing in mortgage/asset-backed securities is the uncertainty of the timing of cash flows from the underlying loans due to prepayment of principal with the possibility of reinvesting the funds in a lower interest rate environment. We use models which incorporate economic variables and possible future interest rate scenarios to predict future prepayment rates. The timing of prepayment cash flows may also cause volatility in our recognition of investment income. We recognize investment income on these securities using a constant effective yield based on projected prepayments of the underlying loans and the estimated economic life of the securities. Actual prepayment experience is reviewed periodically, and effective yields are recalculated when differences arise between prepayments originally projected and the actual prepayments received and currently projected. The effective yield is recalculated on a retrospective basis, and the adjustment is reflected in net investment income.

We have not invested in mortgage-backed derivatives, such as interest-only, principal-only, or residuals, where market values can be highly volatile relative to changes in interest rates. All of our mortgage-backed securities have fixed rate coupons. The credit quality of our mortgage-backed securities portfolio has not been negatively impacted by the issues in the market concerning subprime mortgage loans. The change in value of our mortgage-backed securities portfolio has moved in line with that of prime agency-backed mortgage-backed securities.

As of March 31, 2011, the amortized cost and fair value of our below-investment-grade fixed maturity securities was \$2,750.4 million and \$2,874.5 million, respectively. Below-investment-grade securities are inherently more risky than investment-grade securities since the risk of default by the issuer, by definition and as exhibited by bond rating, is higher. Also, the secondary market for certain below-investment-grade issues can be highly illiquid. Additional downgrades may occur, but we do not anticipate any liquidity problems resulting from our investments in below-investment-grade securities, nor do we expect these investments to adversely affect our ability to hold our other investments to maturity.



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**Table of Contents*****Mortgage Loans***

Our mortgage loan portfolio was \$1,556.7 million and \$1,516.8 million on an amortized cost basis at March 31, 2011 and December 31, 2010, respectively. Our mortgage loan portfolio is comprised entirely of commercial mortgage loans. We believe our mortgage loan portfolio is well diversified geographically and among property types. The incidence of problem mortgage loans and foreclosure activity continues to be low. Due to conservative underwriting, we expect the level of problem loans to remain low relative to the industry. At March 31, 2011, we held one mortgage loan which was considered impaired. The mortgage loan was carried at the estimated net realizable value of \$13.1 million, net of a valuation allowance of \$1.5 million. At December 31, 2010, we held two mortgage loans which were considered impaired. The mortgage loans were carried at the estimated net realizable value of \$22.9 million, net of a valuation allowance of \$1.5 million. During the first quarter of 2011, we foreclosed on one of these mortgage loans and transferred it into other long-term investments in our consolidated balance sheets. No realized loss was recognized on the foreclosure.

***Derivative Financial Instruments***

We use derivative financial instruments primarily to manage reinvestment risk, duration, and currency risk. Historically, we have utilized current and forward interest rate swaps and options on forward interest rate swaps, current and forward currency swaps, forward treasury locks, currency forward contracts, and forward contracts on specific fixed income securities. Our current credit exposure on derivatives, which is limited to the value of those contracts in a net gain position less collateral held, was \$2.5 million at March 31, 2011. The carrying value of fixed maturity securities posted as collateral to our counterparties was \$164.8 million at March 31, 2011. We believe that our credit risk is mitigated by our use of multiple counterparties, all of which are rated A or better by both Moody's and S&P, and by our use of cross-collateralization agreements.

***Other***

Our exposure to non-current investments, defined as foreclosed real estate and invested assets which are delinquent as to interest and/or principal payments, totaled \$59.9 million and \$56.2 million on a fair value basis at March 31, 2011 and December 31, 2010, respectively.

See Notes 4 and 5 of the Notes to Consolidated Financial Statements contained herein in Item 1 for further discussion of our investments and our derivative financial instruments.

**Liquidity and Capital Resources**

Our liquidity requirements are met primarily by cash flows provided from operations, principally in our insurance subsidiaries. Premium and investment income, as well as maturities and sales of invested assets, provide the primary sources of cash. Debt and/or securities offerings provide an additional source of liquidity. Cash is applied to the payment of policy benefits, costs of acquiring new business (principally commissions), operating expenses, and taxes, as well as purchases of new investments.

We have established an investment strategy that we believe will provide for adequate cash flows from operations. We attempt to match our asset cash flows and durations with expected liability cash flows and durations to meet the funding requirements of our business. However, deterioration in the credit market may delay our ability to sell our positions in certain of our fixed maturity securities in a timely manner, which may negatively impact our cash flows. Furthermore, if we experience defaults on securities held in the investment portfolios of our insurance subsidiaries, this will negatively impact statutory capital, which could reduce our insurance subsidiaries' capacity to pay dividends to our holding companies. A reduction in dividends to our holding companies could force us to seek external financing to avoid impairing our ability to pay our stockholder dividends or meet our debt and other payment obligations.

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Our policy benefits are primarily in the form of claim payments, and we have minimal exposure to the policy withdrawal risk associated with deposit products such as individual life policies or annuities. A decrease in demand for our insurance products or an increase in the incidence of new claims or the duration of existing claims could negatively impact our cash flows from operations. However, our historical pattern of benefits paid to revenues is consistent, even during cycles of economic downturns, which serves to minimize liquidity risk.

We have met all minimum pension funding requirements set forth by ERISA. A fourth quarter of 2010 contribution of \$100.0 million was made in lieu of our planned 2011 contribution, and we do not anticipate making any additional contributions during 2011. We have estimated our future funding requirements under the Pension Protection Act of 2006 and do not believe that the funding requirements will cause a material adverse effect on our liquidity.

We also contribute to our U.K. pension plan sufficient to meet the minimum funding requirement under U.K. legislation. We anticipate that we will make contributions during 2011 of approximately £3.2 million, £0.8 of which was contributed during the first quarter of 2011.

In May 2010, our board of directors authorized the repurchase of up to \$500.0 million of Unum Group's common stock, with the pace of repurchase activity to depend upon various factors such as the level of available cash, alternative uses for cash, and our stock price. During 2010, we repurchased 16.4 million shares, at a cost of \$356.0 million, under this share repurchase program. The \$500.0 million share repurchase program had an expiration date of May 2011. In February 2011, our board of directors authorized the repurchase of up to \$1.0 billion of Unum Group's common stock, in addition to the amount remaining to be repurchased under the \$500.0 million authorization. The \$1.0 billion share repurchase program has an expiration date of August 2012.

During the first quarter of 2011, we repurchased 7.1 million shares, at a cost of \$200.0 million, using an accelerated repurchase agreement with a financial counterparty. Under the terms of the repurchase agreement, we received a price adjustment based on the volume weighted-average price of our common stock during the term of the agreement. The price adjustment resulted in the delivery to us of approximately 0.6 million additional shares. In total, we repurchased 7.7 million shares of our common stock under this agreement. The shares repurchased pursuant to the accelerated repurchase agreement completed the \$500.0 million repurchase authorization and initiated the \$1.0 billion repurchase program. In addition to these repurchases, we repurchased an additional 0.9 million shares on the open market at a cost of \$23.6 million, for a total repurchase of 8.6 million shares during the first quarter of 2011.

Cash equivalents and marketable securities held at Unum Group and our other intermediate holding companies are a significant source of liquidity for us and were approximately \$816 million and \$1.2 billion at March 31, 2011 and December 31, 2010, respectively. The decrease reflects the purchase and retirement of \$225.1 million of our 7.625% senior notes, as well as the first quarter of 2011 share repurchases. The March 31, 2011 balance was made up primarily of commercial paper, fixed maturity securities with a current average maturity of 2.45 years, and various money-market funds. No significant restrictions exist on our ability to use or access these funds. We believe we hold sufficient resources to meet our liquidity requirements for the next 12 months and that our current level of holding company cash and marketable securities can be utilized to mitigate potential losses from defaults.

During 2011, we intend to retain a level of capital in our traditional U.S. insurance subsidiaries such that we maintain a weighted average RBC level well above capital adequacy requirements. We also expect Unum Limited to operate above the Financial Services Authority (FSA) capital adequacy requirements and minimum solvency margins.

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### ***Consolidated Cash Flows***

#### **Operating Cash Flows**

Net cash provided by operating activities was \$301.0 million for the first quarter of 2011, compared to \$281.6 million for the comparable period of 2010. Operating cash flows are primarily attributable to the receipt of premium and investment income, offset by payments of claims, commissions, expenses, and income taxes. Premium income growth is dependent not only on new sales, but on renewals of existing business, renewal price increases, and persistency. Investment income growth is dependent on the growth in the underlying assets supporting our insurance reserves and on the earned yield. The level of commissions and operating expenses is attributable to the level of sales and the first year acquisition expenses associated with new business as well as the maintenance of existing business. The level of paid claims is affected partially by the growth and aging of the block of business and also by the general economy, as previously discussed in the operating results by segment. Operating cash flows for the first quarter of 2010 include pension contributions of approximately \$67.0 million.

#### **Investing Cash Flows**

Investing cash inflows consist primarily of the proceeds from the sales and maturities of investments. Investing cash outflows consist primarily of payments for purchases of investments. Net cash provided by investing activities was \$188.0 million for the first quarter of 2011, compared to net cash used of \$249.9 million for the comparable period of 2010.

Our sales of available-for-sale securities declined in the first quarter of 2011 compared to the same period of 2010. During the three months ended March 31, 2010, sales of securities were higher than normal in order to provide funding for new purchases designed to reposition the portfolio and improve our asset and liability duration match as well as to take advantage of relative value opportunities. Proceeds from maturities of available-for-sale securities were higher in the first quarter of 2011 compared to the same period of 2010 primarily due to a significant increase in scheduled maturities.

Proceeds from sales and maturities of other investments decreased in the first quarter of 2011 compared to the same period of 2010 primarily due to a decrease in scheduled maturities of mortgage loans, offset by a slight increase in proceeds from terminations of derivative contracts within our cash flow hedging programs.

Purchases of available-for-sale securities were lower in the first quarter of 2011 compared to the same period of 2010 due primarily to the portfolio repositioning program we enacted during the first three months of 2010, as discussed above.

Purchases of other investments increased in the first quarter of 2011 compared to the same period of 2010 as a result of an increase in funding of tax credit partnerships and mortgage loans.

Net sales of short-term investments increased in the first quarter of 2011 compared to the same period of 2010 to provide funding for payment for our debt maturing in March 2011 and to also fund the first quarter repurchases of Unum Group common stock. Additionally, we sold part of our short-term investment portfolio and repositioned into U.S. agency mortgage-backed securities during the first quarter of 2011 in order to take advantage of higher yields.

#### **Financing Cash Flows**

Financing cash flows consist primarily of borrowings and repayments of debt, issuances or repurchases of common stock, and dividends paid to stockholders. Net cash used by financing activities was \$486.0 million for the first quarter of 2011, compared to \$51.6 million for the comparable period of 2010.

During the first quarter of 2011, we made short-term debt repayments of \$225.1 million at the maturity date of our remaining 7.625% senior notes due March 2011. During the first quarter of 2010, we purchased and retired \$10.0 million of our 7.08% medium-term notes due 2024.

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During each of the first quarters of 2011 and 2010, Tailwind Holdings made principal payments of \$2.5 million on its floating rate, senior secured non-recourse notes due 2036. During the first quarters of 2011 and 2010, Northwind Holdings made principal payments of \$21.7 million and \$20.8 million, respectively, on its floating rate, senior secured non-recourse notes due 2037.

During the first quarter of 2011, we repurchased 8.6 million shares of Unum Group's common stock at a cost of \$223.6 million. Approximately \$7.9 million of the amount repurchased was settled in April 2011.

See *Debt* contained in this Item 2 for further information.

### ***Cash Available from Subsidiaries***

Unum Group and certain of its intermediate holding company subsidiaries depend on payments from subsidiaries to pay dividends to stockholders, to pay debt obligations, and/or to pay expenses. These payments by our insurance and non-insurance subsidiaries may take the form of dividends, operating and investment management fees, and/or interest payments on loans from the parent to a subsidiary.

Restrictions under applicable state insurance laws limit the amount of dividends that can be paid to a parent company from its insurance subsidiaries in any 12-month period without prior approval by regulatory authorities. For life insurance companies domiciled in the United States, that limitation generally equals, depending on the state of domicile, either ten percent of an insurer's statutory surplus with respect to policyholders as of the preceding year end or the statutory net gain from operations, excluding realized investment gains and losses, of the preceding year. The payment of dividends to a parent company from its insurance subsidiaries is generally further limited to the amount of unassigned statutory surplus.

Unum Group and/or certain of its intermediate holding company subsidiaries may also receive dividends from its United Kingdom-based affiliate, Unum Limited, subject to applicable insurance company regulations and capital guidance in the United Kingdom.

Northwind Holdings and Tailwind Holdings' ability to meet their debt payment obligations is dependent upon the receipt of dividends from Northwind Reinsurance Company (Northwind Re) and Tailwind Reinsurance Company (Tailwind Re), respectively. The ability of Northwind Re and Tailwind Re to pay dividends to their respective parent companies will depend on their satisfaction of applicable regulatory requirements and on the performance of the business reinsured by Northwind Re and Tailwind Re.

The payment of dividends to the parent company from our subsidiaries also requires the approval of the individual subsidiary's board of directors.

The ability of Unum Group and certain of its intermediate holding company subsidiaries to continue to receive dividends from their insurance subsidiaries generally depends on the level of earnings of those insurance subsidiaries and additional factors such as RBC ratios and FSA capital adequacy requirements, funding growth objectives at an affiliate level, and maintaining appropriate capital adequacy ratios to support desired ratings. Insurance regulatory restrictions do not limit the amount of dividends available for distribution from non-insurance subsidiaries except where the non-insurance subsidiaries are held directly or indirectly by an insurance subsidiary and only indirectly by Unum Group. We intend to retain a level of capital in our traditional U.S. insurance subsidiaries such that we maintain a weighted average RBC level above capital adequacy requirements. We also expect Unum Limited to operate above FSA capital adequacy requirements and minimum solvency margins.

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***Debt***

At March 31, 2011, we had long-term debt, including senior secured notes and junior subordinated debt securities, totaling \$2,605.0 million. Our leverage ratio, when calculated using consolidated debt to total consolidated capital, was 24.1 percent at March 31, 2011, compared to 25.9 percent at December 31, 2010. Our leverage ratio, when calculated excluding the non-recourse debt and associated capital of Tailwind Holdings and Northwind Holdings, was 20.9 percent at March 31, 2011 compared to 22.8 percent at December 31, 2010. The decrease in our leverage ratio is due primarily to the first quarter maturity of \$225.1 million of senior notes and principal payments on the debt of Northwind Holdings and Tailwind Holdings. Leverage is measured as total debt to total capital, which we define as total long-term and short-term debt plus stockholders' equity, excluding the net unrealized gain or loss on securities and the net gain or loss on cash flow hedges. We believe that a leverage ratio which excludes the net unrealized gains and losses on securities and the net gain or loss on cash flow hedges, both of which tend to fluctuate depending on market conditions and general economic trends, and which also excludes the non-recourse debt and associated capital of Tailwind Holdings and Northwind Holdings is a better indicator of our ability to meet our financial obligations.

We monitor our compliance with our debt covenants. There are no significant financial covenants associated with any of our outstanding debt obligations. We remain in compliance with all debt covenants and have not observed any current trends that would cause a breach of any debt covenants.

See *Debt* in Part II, Item 7 of our annual report on Form 10-K for the year ended December 31, 2010, for further discussion.

***Commitments***

At March 31, 2011, we had non-binding commitments of approximately \$65.8 million to fund certain of our private equity partnerships and \$1.9 million to fund underlying partnerships in our investment in a special purpose entity. The funds are due upon satisfaction of contractual notice from the issuer and may or may not be funded during the term of the securities. In addition, we have legally binding unfunded commitments of \$168.1 million and \$12.4 million, which are recognized as liabilities in our consolidated balance sheets, to fund tax credit partnership investments and transferrable state tax credits, respectively, with a corresponding recognition of other long-term investments and other assets, respectively.

We also had non-binding commitments of \$129.5 million to fund certain of our investments in private placement fixed maturity securities. The funds will be due upon satisfaction of contractual notice from the issuer of the private placement securities. The amounts may or may not be funded.

With respect to our commitments and off-balance sheet arrangements, see the discussion under *Commitments* in Part II, Item 7 of our annual report on Form 10-K for the year ended December 31, 2010. During the first quarter of 2011, there were no substantive changes in our commitments, contractual obligations, or other off-balance sheet arrangements other than the changes in outstanding long-term and short-term debt as noted above.

***Transfers of Financial Assets***

To manage our cash position more efficiently, we enter into repurchase agreements with unaffiliated financial institutions. We generally use repurchase agreements as a means to finance the purchase of invested assets or for short-term general business purposes until projected cash flows become available from our operations or existing investments. Our repurchase agreements are typically outstanding for less than 30 days. We post collateral through our repurchase agreement transactions whereby the counterparty commits to purchase securities with the agreement to resell them to us at a later, specified date. The fair value of collateral posted is generally 102 percent of the cash received.

Our investment policy also permits us to lend fixed maturity securities to unaffiliated financial institutions in short-term securities lending transactions, which increase our investment income with minimal risk. We had no securities lending transactions during the first quarter of 2011.

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We account for all of our securities lending transactions and repurchase agreements as collateralized financings. We had no repurchase agreements outstanding at March 31, 2011, nor did we utilize any repurchase agreements during the first quarter of 2011. Our use of repurchase agreements can fluctuate during any given period, depending on our liquidity position, the availability of long-term investments that meet our purchasing criteria, and our general business needs.

**Ratings**

AM Best, Fitch, Moody's, and S&P are among the third parties that assign issuer credit ratings to Unum Group and financial strength ratings to our insurance subsidiaries. Issuer credit ratings reflect an agency's opinion of the overall financial capacity of a company to meet its senior debt obligations. Financial strength ratings are specific to each individual insurance subsidiary and reflect each rating agency's view of the overall financial strength (capital levels, earnings, growth, investments, business mix, operating performance, and market position) of the insuring entity and its ability to meet its obligations to policyholders. Both the issuer credit ratings and financial strength ratings incorporate quantitative and qualitative analyses by rating agencies and are routinely reviewed and updated on an ongoing basis.

We compete based in part on the financial strength ratings provided by rating agencies. A downgrade of our financial strength ratings can be expected to adversely affect us and could potentially, among other things, adversely affect our relationships with distributors of our products and services and retention of our sales force, negatively impact persistency and new sales, particularly large case group sales and individual sales, and generally adversely affect our ability to compete. A downgrade in the issuer credit rating assigned to Unum Group can be expected to adversely affect our cost of capital or our ability to raise additional capital.

The table below reflects the issuer credit ratings for Unum Group and the financial strength ratings for each of our traditional insurance subsidiaries as of the date of this filing.

	<b>AM Best</b>	<b>Fitch</b>	<b>Moody's</b>	<b>S&amp;P</b>
Issuer Credit Ratings	bbb (Good)	BBB (Good)	Baa3 (Moderate)	BBB-(Good)
<b>Financial Strength Ratings</b>				
Provident Life & Accident	A (Excellent)	A (Strong)	A3 (Good)	A- (Strong)
Provident Life & Casualty	A (Excellent)	A (Strong)	Not Rated	Not Rated
Unum Life of America	A (Excellent)	A (Strong)	A3 (Good)	A- (Strong)
First Unum Life	A (Excellent)	A (Strong)	A3 (Good)	A- (Strong)
Colonial Life & Accident	A (Excellent)	A (Strong)	A3 (Good)	A- (Strong)
Paul Revere Life	A (Excellent)	A (Strong)	A3 (Good)	A- (Strong)
Paul Revere Variable	B++(Good)	A (Strong)	A3 (Good)	Not Rated
Unum Limited	Not Rated	Not Rated	Not Rated	A- (Strong)

We maintain an ongoing dialogue with the four rating agencies that evaluate us in order to inform them of progress we are making regarding our strategic objectives and financial plans, as well as other pertinent issues. A significant component of our communications involves our annual review meeting with each of the four agencies. We hold other meetings throughout the year regarding our business, including, but not limited to, quarterly updates.

On January 26, 2011, AM Best upgraded its ratings of Unum Group and its operating subsidiaries to bbb and A, respectively, with the exception of Paul Revere Variable which retained its B++ rating, and revised the outlook for the Company and its subsidiaries to stable.

There have been no other changes in any of the rating agencies' outlook statements or ratings during the first quarter of 2011 or prior to the date of this filing.

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Agency ratings are not directed toward the holders of our securities and are not recommendations to buy, sell, or hold our securities. Each rating is subject to revision or withdrawal at any time by the assigning rating organization, and each rating should be regarded as an independent assessment, not conditional on any other rating. Given the dynamic nature of the ratings process, changes by these or other rating agencies may or may not occur in the near-term. Based on our ongoing dialogue with the rating agencies concerning our improved insurance risk profile, our financial flexibility, our operating performance, and the quality of our investment portfolio, we do not expect any negative actions from any of the four rating agencies related to either Unum Group's current issuer credit ratings or the financial strength ratings of its insurance subsidiaries. However, in the event that we are unable to meet the rating agency specific guideline values to maintain our current ratings, including but not limited to maintenance of our capital management metrics at the threshold values stated and maintenance of our financial flexibility and operational consistency, we could be placed on a negative credit watch, with a potential for a downgrade to both our issuer credit ratings and our financial strength ratings.

See our annual report on Form 10-K for the year ended December 31, 2010 for further information regarding our debt and financial strength ratings and the risks associated with rating changes.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are subject to various market risk exposures including interest rate risk and foreign exchange rate risk. With respect to our exposure to market risk, see the discussion under "Investments" in Item 2 of this Form 10-Q and in Part II, Item 7A of our annual report on Form 10-K for the year ended December 31, 2010. During the first three months of 2011, there was no substantive change to our market risk or the management of this risk.

**ITEM 4. CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this quarterly report. Based on that evaluation, these officers concluded that our disclosure controls and procedures were effective as of March 31, 2011.

There have been no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended, during the quarter ended March 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



**Table of Contents****PART II****ITEM 1. LEGAL PROCEEDINGS**

Refer to Part I, Item 1, Note 9 of the Notes to Consolidated Financial Statements for information on legal proceedings.

**ITEM 1A. RISK FACTORS**

There have been no material changes from the risk factors disclosed in our annual report on Form 10-K for the year ended December 31, 2010.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The following table provides information about our share repurchase activity for the first quarter of 2011:

	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share (1)	(c) Total Number of Shares Purchased as Part of Publicly Announced Program (2) (3) (4)	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (2) (3) (4)
January 1 - January 31, 2011		\$		\$ 144,308,452
February 1 - February 28, 2011	7,134,364	25.98	7,134,364	944,308,452
March 1 - March 31, 2011	1,463,954	26.11	1,463,954	920,734,642
Total	8,598,318		8,598,318	

- (1) The average price paid per share excludes the cost of commissions.
- (2) On May 19, 2010, our board of directors authorized the repurchase of up to \$500.0 million of Unum Group's common stock through May 18, 2011.
- (3) On February 2, 2011, our board of directors authorized the repurchase of up to \$1.0 billion of Unum Group's common stock, in addition to the amount remaining to be repurchased under the previous authorization discussed above. The \$1.0 billion share repurchase program has an expiration date of August 2012.
- (4) On February 4, 2011, we repurchased 7,134,364 shares, at a cost of \$200.0 million, using an accelerated repurchase agreement. As part of this transaction, we simultaneously entered into a forward contract indexed to the price of Unum Group common stock, which subjected the transaction to a future price adjustment. Under the terms of the repurchase agreement, we were to receive, or be required to pay, a price adjustment based on the volume weighted average price of Unum Group common stock during the term of the agreement, less a discount. Any price adjustment payable to us was to be settled in shares of Unum Group common stock. Any price adjustment we would have been required to pay would have been settled in either cash or common stock. The final price adjustment settlement occurred on March 18, 2011 resulting in the delivery to us of 563,954 additional shares. In total, we repurchased 7,698,318 shares pursuant to the accelerated repurchase agreement, which completed the \$500.0 million repurchase authorization and initiated the \$1.0 billion repurchase program.

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**ITEM 6. EXHIBITS**

Index to Exhibits

- Exhibit 10.1 Management Incentive Compensation Plan, as amended.
- Exhibit 10.2 Form of Restricted Stock Unit Agreement with Employee, as amended.
- Exhibit 10.3 Form of Cash Settled Restricted Stock Unit Agreement with Employee, as amended.
- Exhibit 15 Letter Re: Unaudited Interim Financial Information.
- Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- Exhibit 101 The following financial statements from Unum Group's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, filed on May 4, 2011, formatted in XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows, (v) Consolidated Statements of Comprehensive Income, (vi) the Notes to Consolidated Financial Statements.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Unum Group**  
(Registrant)

Date: May 4, 2011

/s/ Thomas R. Watjen  
Thomas R. Watjen  
President and Chief Executive Officer

Date: May 4, 2011

/s/ Richard P. McKenney  
Richard P. McKenney  
Executive Vice President and Chief Financial Officer