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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number: 3235-0006  
Expires: Oct 31, 2018  
Estimated average burden hours per response: 23.8

Report for the Calendar Year or Quarter Ended: 09-30-2015

Check here if Amendment  Amendment Number:  
This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: ALLSTATE CORP  
Address: 2775 SANDERS ROAD  
NORTHBROOK, IL 60062-7127

Form 13F File Number: 028-14491

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: KENNETH MARCOTTE  
Title: VICE PRESIDENT OF INVESTMENT FINANCE  
Phone: 847-402-7165

Signature, Place, and Date of Signing:

/s/ KENNETH MARCOTTE NORTHBROOK, IL 11-16-2015  
[Signature] [City, State] [Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)  
 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)  
 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

[If there are no entries in this list, omit this section.]

Form 13F File Number	Name
028-04295	BLACKROCK ADVISORS LLC
028-04003	ARIEL INVESTMENTS, LLC

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2  
Form 13F Information Table Entry Total: 209  
Form 13F Information Table Value Total: 971,025  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
11	028-04302	ALLSTATE INVESTMENT MANAGEMENT CO
12	028-10298	ALLSTATE INVESTMENTS LLC

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
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FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6		COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE
3M CO	COMMON	88579Y101	2,663	18,783	SH		SOLE	12	18,783	0	0
ABBOTT LABS	COMMON	002824100	6,382	158,670	SH		SOLE	12	158,670	0	0
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	1,151	11,714	SH		SOLE	12	11,714	0	0
ACE LTD	COMMON	H0023R105	2,874	27,791	SH		SOLE	12	27,791	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	827	4,366	SH		SOLE	12	4,366	0	0
AETNA INC NEW	COMMON	00817Y108	1,182	10,800	SH		SOLE	12	10,800	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	2,613	20,480	SH		SOLE	12	20,480	0	0
AIRGAS INC	COMMON	009363102	2,608	29,197	SH		SOLE	12	29,197	0	0
ALLERGAN PLC	COMMON	G0177J108	8,431	31,017	SH		SOLE	12	31,017	0	0
AMAZON COM INC	COMMON	023135106	5,671	11,079	SH		SOLE	12	11,079	0	0
AMERICAN INTL GROUP INC	COMMON	026874784	1,025	18,040	SH		SOLE	12	18,040	0	0
AMERIPRISE FINL INC	COMMON	03076C106	1,692	15,503	SH		SOLE	12	15,503	0	0
AMERISOURCEBERGEN CORP	COMMON	03073E105	7,914	83,313	SH		SOLE	12	83,313	0	0
AMPHENOL CORP NEW	COMMON	032095101	2,679	52,572	SH		SOLE	12	52,572	0	0
ANTHEM INC	COMMON	036752103	2,525	18,038	SH		SOLE	12	18,038	0	0
AON PLC	COMMON FOREIGN	G0408V102	2,856	32,232	SH		SOLE	12	32,232	0	0
APPLE INC	COMMON	037833100	15,704	142,373	SH		SOLE	12	142,373	0	0
ARMSTRONG WORLD INDS INC NE	COMMON	04247X102	1,719	36,001	SH		SOLE	12	36,001	0	0
AT&T INC	COMMON	00206R102	3,092	94,890	SH		SOLE	12	94,890	0	0
AUTOZONE INC	COMMON	053332102	1,001	1,383	SH		SOLE	12	1,383	0	0
AVERY DENNISON CORP	COMMON	053611109	1,228	21,707	SH		SOLE	12	21,707	0	0
BANC CALIF INC	COMMON	05990K106	8,748	712,971	SH		SOLE	12	712,971	0	0
BANK AMER CORP	COMMON	060505104	1,272	81,660	SH		SOLE	12	81,660	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	11,009	251,060	SH		SOLE	11	251,060	0	0
BANK NEW YORK MELLON CORP	COMMON	064058100	1,320	33,727	SH		SOLE	12	33,727	0	0
BAXALTA INC	COMMON	07177M103	2,824	89,620	SH		SOLE	12	89,620	0	0
BAXTER INTL INC	COMMON	071813109	2,667	81,192	SH		SOLE	12	81,192	0	0
BB&T CORP	COMMON	054937107	840	23,609	SH		SOLE	12	23,609	0	0
BEMIS INC	COMMON	081437105	2,647	66,900	SH		SOLE	12	66,900	0	0
BEST BUY INC	COMMON	086516101	2,854	76,887	SH		SOLE	12	76,887	0	0
BLOOMIN BRANDS INC	COMMON	094235108	2,795	153,764	SH		SOLE	12	153,764	0	0
BOEING CO	COMMON	097023105	958	7,312	SH		SOLE	12	7,312	0	0

BRINKER INTL INC	COMMON	109641100	3,240	61,507	SH	SOLE	12	61,507	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	6,461	333,800	SH	SOLE	11	333,800	0	0
CAPITAL ONE FINL CORP	COMMON	14040H105	4,040	55,703	SH	SOLE	12	55,703	0	0
CARDINAL HEALTH INC	COMMON	14149Y108	6,995	91,055	SH	SOLE	12	91,055	0	0
CBS CORP NEW	COMMON	124857202	722	18,101	SH	SOLE	12	18,101	0	0
CDN IMPERIAL BK COMM TORONT	COMMON FOREIGN	136069101	12,080	168,913	SH	SOLE	11	168,913	0	0
CF INDS HLDGS INC	COMMON	125269100	1,387	30,890	SH	SOLE	12	30,890	0	0
CHENIERE ENERGY INC	COMMON	16411R208	1,471	30,456	SH	SOLE	12	30,456	0	0
CIGNA CORPORATION	COMMON	125509109	2,892	21,420	SH	SOLE	12	21,420	0	0
CINTAS CORP	COMMON	172908105	1,113	12,975	SH	SOLE	12	12,975	0	0
CISCO SYS INC	COMMON	17275R102	1,047	39,872	SH	SOLE	12	39,872	0	0
CIT GROUP INC	COMMON	125581801	9,007	225,000	SH	SOLE	12	225,000	0	0
CLECO CORP NEW	COMMON	12561W105	2,432	45,678	SH	SOLE	12	45,678	0	0
COCA COLA CO	COMMON	191216100	3,065	76,403	SH	SOLE	12	76,403	0	0
COLUMBIA PIPELINE PARTNERS	COMMON	198281107	8,494	670,900	SH	SOLE	12	670,900	0	0
COMERICA INC	COMMON	200340107	2,069	50,336	SH	SOLE	12	50,336	0	0
COMMUNITY HEALTH SYS INC NE	COMMON	203668108	7,094	165,867	SH	SOLE	12	165,867	0	0
CONCHO RES INC	COMMON	20605P101	1,776	18,063	SH	SOLE	12	18,063	0	0
CONCORDIA HEALTHCARE CORP	COMMON FOREIGN	206519100	4,040	95,125	SH	SOLE	11	95,125	0	0
CONTINENTAL RESOURCES INC	COMMON	212015101	949	32,754	SH	SOLE	12	32,754	0	0
COSTCO WHSL CORP NEW	COMMON	22160K105	6,291	43,517	SH	SOLE	12	43,517	0	0
CVS HEALTH CORP	COMMON	126650100	15,814	163,911	SH	SOLE	12	163,911	0	0
DANAHER CORP DEL	COMMON	235851102	2,555	29,983	SH	SOLE	12	29,983	0	0
DARDEN RESTAURANTS INC	COMMON	237194105	3,689	53,816	SH	SOLE	12	53,816	0	0
DEERE & CO	COMMON	244199105	959	12,963	SH	SOLE	12	12,963	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	845	18,836	SH	SOLE	12	18,836	0	0
DISCOVER FINL SVCS	COMMON	254709108	2,385	45,870	SH	SOLE	12	45,870	0	0
DISNEY WALT CO	COMMON	254687106	13,664	133,696	SH	SOLE	12	133,696	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	1,105	13,984	SH	SOLE	12	13,984	0	0
DTE ENERGY CO	COMMON	233331107	3,025	37,644	SH	SOLE	12	37,644	0	0
E M C CORP MASS	COMMON	268648102	1,037	42,938	SH	SOLE	12	42,938	0	0
E TRADE FINANCIAL CORP	COMMON	269246401	1,303	49,499	SH	SOLE	12	49,499	0	0
EDWARDS LIFESCIENCES CORP	COMMON	28176E108	2,445	17,200	SH	SOLE	12	17,200	0	0
ENERGY TRANSFER PRTNRS L P	COMMON	29273R109	1,263	30,760	SH	SOLE	12	30,760	0	0
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	847	34,020	SH	SOLE	12	34,020	0	0
ENVISION HEALTHCARE HLDGS I	COMMON	29413U103	1,820	49,466	SH	SOLE	12	49,466	0	0
EOG RES INC	COMMON	26875P101	1,590	21,840	SH	SOLE	12	21,840	0	0
EQT CORP	COMMON	26884L109	1,569	24,219	SH	SOLE	12	24,219	0	0
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	4,919	60,756	SH	SOLE	12	60,756	0	0
F5 NETWORKS INC	COMMON	315616102	1,106	9,549	SH	SOLE	12	9,549	0	0
FACEBOOK INC	COMMON	30303M102	5,068	56,377	SH	SOLE	12	56,377	0	0
FIFTH THIRD BANCORP	COMMON	316773100	1,101	58,219	SH	SOLE	12	58,219	0	0

FIRST MID ILL BANCSHARES IN	COMMON	320866106	5,085	226,190	SH	SOLE	12	226,190	0	0
FORTUNE BRANDS HOME & SEC I	COMMON	34964C106	2,131	44,887	SH	SOLE	12	44,887	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	1,127	8,173	SH	SOLE	12	8,173	0	0
GENERAL ELECTRIC CO	COMMON	369604103	7,101	281,550	SH	SOLE	12	281,550	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	1,015	5,839	SH	SOLE	12	5,839	0	0
GOOGLE INC	COMMON	38259P508	10,310	16,150	SH	SOLE	12	16,150	0	0
GREAT AJAX CORP	COMMON	38983D300	13,366	1,080,493	SH	SOLE	12	1,080,493	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	10,961	304,375	SH	SOLE	11	304,375	0	0
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	1,201	26,242	SH	SOLE	12	26,242	0	0
HCA HOLDINGS INC	COMMON	40412C101	3,914	50,595	SH	SOLE	12	50,595	0	0
HOME DEPOT INC	COMMON	437076102	8,095	70,092	SH	SOLE	12	70,092	0	0
HOMESTREET INC	COMMON	43785V102	1,120	48,493	SH	SOLE	12	48,493	0	0
HONEYWELL INTL INC	COMMON	438516106	2,812	29,702	SH	SOLE	12	29,702	0	0
HUMANA INC	COMMON	444859102	4,163	23,256	SH	SOLE	12	23,256	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	938	11,394	SH	SOLE	12	11,394	0	0
ING GROEP N V	NON- REDEEM P/S	456837AF0	1,899	2,000,000	SH	SOLE	12	2,000,000	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	2,799	19,304	SH	SOLE	12	19,304	0	0
ISHARES INC	COMMON	46434G103	8,975	225,000	SH	SOLE	12	225,000	0	0
ISHARES TR	COMMON	464287150	80,181	915,000	SH	SOLE	12	915,000	0	0
ISHARES TR	COMMON	464287168	25,317	348,000	SH	SOLE	12	348,000	0	0
ISHARES TR	COMMON	464287200	48,179	250,007	SH	SOLE	12	250,007	0	0
ISHARES TR	COMMON	464288513	57,470	690,000	SH	SOLE	12	690,000	0	0
ISHARES TR	COMMON	46429B697	28,109	710,000	SH	SOLE	12	710,000	0	0
JARDEN CORP	COMMON	471109108	3,382	69,196	SH	SOLE	12	69,196	0	0
JOHNSON & JOHNSON	COMMON	478160104	2,875	30,798	SH	SOLE	12	30,798	0	0
JUNIPER NETWORKS INC	COMMON	48203R104	1,250	48,602	SH	SOLE	12	48,602	0	0
KEYCORP NEW	COMMON	493267108	1,008	77,489	SH	SOLE	12	77,489	0	0
KOHL'S CORP	COMMON	500255104	637	13,751	SH	SOLE	12	13,751	0	0
KROGER CO	COMMON	501044101	5,399	149,692	SH	SOLE	12	149,692	0	0
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	969	9,275	SH	SOLE	12	9,275	0	0
LABORATORY CORP AMER HLDGS	COMMON	50540R409	2,726	25,133	SH	SOLE	12	25,133	0	0
LEGG MASON INC	COMMON	524901105	827	19,881	SH	SOLE	12	19,881	0	0
LIFEPOINT HEALTH INC	COMMON	53219L109	3,777	53,279	SH	SOLE	12	53,279	0	0
LILLY ELI & CO	COMMON	532457108	3,569	42,646	SH	SOLE	12	42,646	0	0
LINCOLN NATL CORP IND	COMMON	534187109	774	16,308	SH	SOLE	12	16,308	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	3,165	15,265	SH	SOLE	12	15,265	0	0
LOWES COS INC	COMMON	548661107	4,115	59,712	SH	SOLE	12	59,712	0	0
LUMOS NETWORKS CORP	COMMON	550283105	8	699	SH	SOLE	11	699	0	0
LUMOS NETWORKS CORP	COMMON	550283105	127	10,481	SH	SOLE	12	10,481	0	0
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	1,800	21,597	SH	SOLE	12	21,597	0	0
M & T BK CORP	COMMON	55261F104	1,365	11,196	SH	SOLE	12	11,196	0	0

MACYS INC	COMMON	55616P104	12,145	236,643	SH	SOLE	12	236,643	0	0
MAGNA INTL INC	COMMON FOREIGN	559222401	11,387	238,615	SH	SOLE	11	238,615	0	0
MALLINCKRODT PUB LTD CO	COMMON	G5785G107	10,077	157,601	SH	SOLE	12	157,601	0	0
MARATHON PETE CORP	COMMON	56585A102	1,555	33,566	SH	SOLE	12	33,566	0	0
MARRIOTT INTL INC NEW	COMMON	571903202	932	13,665	SH	SOLE	12	13,665	0	0
MASCO CORP	COMMON	574599106	1,990	79,027	SH	SOLE	12	79,027	0	0
MCDONALDS CORP	COMMON	580135101	4,261	43,246	SH	SOLE	12	43,246	0	0
MCKESSON CORP	COMMON	58155Q103	4,024	21,748	SH	SOLE	12	21,748	0	0
MEAD JOHNSON NUTRITION CO	COMMON	582839106	1,521	21,600	SH	SOLE	12	21,600	0	0
MEDTRONIC PLC	COMMON	G5960L103	2,659	39,724	SH	SOLE	12	39,724	0	0
MERCK & CO INC NEW	COMMON	58933Y105	3,511	71,084	SH	SOLE	12	71,084	0	0
METHANEX CORP	COMMON FOREIGN	59151K108	568	17,119	SH	SOLE	12	17,119	0	0
MICROSOFT CORP	COMMON	594918104	9,663	218,329	SH	SOLE	12	218,329	0	0
MOHAWK INDS INC	COMMON	608190104	2,040	11,223	SH	SOLE	12	11,223	0	0
MOSAIC CO NEW	COMMON	61945C103	791	25,430	SH	SOLE	12	25,430	0	0
MYLAN N V	COMMON	N59465109	9,443	234,561	SH	SOLE	12	234,561	0	0
NEWBRIDGE BANCORP	COMMON	65080T102	11,938	1,399,523	SH	SOLE	12	1,399,523	0	0
NEXTERA ENERGY INC	COMMON	65339F101	2,904	29,773	SH	SOLE	12	29,773	0	0
NORTHERN TR CORP	COMMON	665859104	1,283	18,826	SH	SOLE	12	18,826	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	4,212	25,384	SH	SOLE	12	25,384	0	0
NORTHSTAR RLTY FIN CORP	COMMON	66704R704	1,853	150,000	SH	SOLE	12	150,000	0	0
NVIDIA CORP	COMMON	67066G104	1,293	52,447	SH	SOLE	12	52,447	0	0
O REILLY AUTOMOTIVE INC NEW	COMMON	67103H107	1,183	4,731	SH	SOLE	12	4,731	0	0
OMNICOM GROUP INC	COMMON	681919106	2,618	39,731	SH	SOLE	12	39,731	0	0
ONEOK PARTNERS LP	COMMON	68268N103	1,103	37,700	SH	SOLE	12	37,700	0	0
OPEN TEXT CORP	COMMON FOREIGN	683715106	5,592	125,580	SH	SOLE	11	125,580	0	0
PACIFIC DATAVISION INC	COMMON	694171307	1,218	40,728	SH	SOLE	12	40,728	0	0
PANERA BREAD CO	COMMON	69840W108	3,569	18,454	SH	SOLE	12	18,454	0	0
PEPSICO INC	COMMON	713448108	3,055	32,401	SH	SOLE	12	32,401	0	0
PERFORMANCE SPORTS GROUP LT	COMMON	71377G100	2,807	210,950	SH	SOLE	11	210,950	0	0
PFIZER INC	COMMON	717081103	3,689	117,443	SH	SOLE	12	117,443	0	0
PHILLIPS 66	COMMON	718546104	2,854	37,136	SH	SOLE	12	37,136	0	0
PIONEER NAT RES CO	COMMON	723787107	1,377	11,318	SH	SOLE	12	11,318	0	0
PLAINS ALL AMERN PIPELINE L	COMMON	726503105	949	31,253	SH	SOLE	12	31,253	0	0
PNC FINL SVCS GROUP INC	COMMON	693475105	1,216	13,637	SH	SOLE	12	13,637	0	0
PRICE T ROWE GROUP INC	COMMON	74144T108	788	11,338	SH	SOLE	12	11,338	0	0
PRINCIPAL FINL GROUP INC	COMMON	74251V102	854	18,043	SH	SOLE	12	18,043	0	0
PROCTER & GAMBLE CO	COMMON	742718109	2,720	37,810	SH	SOLE	12	37,810	0	0
QUALCOMM INC	COMMON	747525103	867	16,139	SH	SOLE	12	16,139	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	4,547	73,970	SH	SOLE	12	73,970	0	0
RAYMOND JAMES FINANCIAL INC	COMMON	754730109	405	8,153	SH	SOLE	12	8,153	0	0
REPUBLIC SVCS INC	COMMON	760759100	3,147	76,386	SH	SOLE	12	76,386	0	0

RICE ENERGY INC	COMMON	762760106	1,093	67,618	SH	SOLE	12	67,618	0	0
RITE AID CORP	COMMON	767754104	3,991	657,462	SH	SOLE	12	657,462	0	0
ROCKWELL COLLINS INC	COMMON	774341101	2,626	32,089	SH	SOLE	12	32,089	0	0
ROSS STORES INC	COMMON	778296103	935	19,281	SH	SOLE	12	19,281	0	0
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	6,442	117,300	SH	SOLE	11	117,300	0	0
SCHWAB CHARLES CORP NEW	COMMON	808513105	1,271	44,486	SH	SOLE	12	44,486	0	0
SEMPRA ENERGY	COMMON	816851109	2,847	29,438	SH	SOLE	12	29,438	0	0
SHERWIN WILLIAMS CO	COMMON	824348106	1,636	7,342	SH	SOLE	12	7,342	0	0
SIERRA WIRELESS INC	COMMON FOREIGN	826516106	1,363	64,820	SH	SOLE	11	64,820	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	18,436	96,208	SH	SOLE	12	96,208	0	0
SPECTRA ENERGY CORP	COMMON	847560109	2,250	85,656	SH	SOLE	12	85,656	0	0
STARBUCKS CORP	COMMON	855244109	5,586	98,271	SH	SOLE	12	98,271	0	0
STARWOOD HOTELS&RESORTS WRL	COMMON	85590A401	3,224	48,500	SH	SOLE	12	48,500	0	0
STATE STR CORP	COMMON	857477103	2,190	32,587	SH	SOLE	12	32,587	0	0
STRYKER CORP	COMMON	863667101	3,160	33,586	SH	SOLE	12	33,586	0	0
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	6,607	249,095	SH	SOLE	11	249,095	0	0
SUNOCO LOGISTICS PRTNRS L P	COMMON	86764L108	4,409	153,827	SH	SOLE	12	153,827	0	0
SUNTRUST BKS INC	COMMON	867914103	1,237	32,351	SH	SOLE	12	32,351	0	0
SYSCO CORP	COMMON	871829107	3,200	82,116	SH	SOLE	12	82,116	0	0
TARGET CORP	COMMON	87612E106	6,251	79,465	SH	SOLE	12	79,465	0	0
TE CONNECTIVITY LTD	COMMON FOREIGN	H84989104	3,678	61,409	SH	SOLE	12	61,409	0	0
TENET HEALTHCARE CORP	COMMON	88033G407	2,963	80,266	SH	SOLE	12	80,266	0	0
TESORO CORP	COMMON	881609101	2,297	23,627	SH	SOLE	12	23,627	0	0
TEXAS INSTRS INC	COMMON	882508104	950	19,192	SH	SOLE	12	19,192	0	0
TEXTRON INC	COMMON	883203101	3,536	93,933	SH	SOLE	12	93,933	0	0
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	3,681	30,106	SH	SOLE	12	30,106	0	0
TIME WARNER INC	COMMON	887317303	3,457	50,281	SH	SOLE	12	50,281	0	0
TJX COS INC NEW	COMMON	872540109	3,295	46,131	SH	SOLE	12	46,131	0	0
TOPBUILD CORP	COMMON	89055F103	272	8,779	SH	SOLE	12	8,779	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	14,486	369,637	SH	SOLE	11	369,637	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	2,852	28,652	SH	SOLE	12	28,652	0	0
TYCO INTL PLC	COMMON	G91442106	1,000	29,878	SH	SOLE	12	29,878	0	0
UNION PAC CORP	COMMON	907818108	2,529	28,607	SH	SOLE	12	28,607	0	0
UNITED CONTL HLDGS INC	COMMON	910047109	782	14,739	SH	SOLE	12	14,739	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	3,154	31,960	SH	SOLE	12	31,960	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	2,352	26,435	SH	SOLE	12	26,435	0	0
UNUM GROUP	COMMON	91529Y106	858	26,744	SH	SOLE	12	26,744	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	1,698	28,248	SH	SOLE	12	28,248	0	0
VALSPAR CORP	COMMON	920355104	1,694	23,567	SH	SOLE	12	23,567	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	13,249	400,279	SH	SOLE	11	400,279	0	0
VERIZON	COMMON	92343V104	2,772	63,711	SH	SOLE	12	63,711	0	0

## COMMUNICATIONS INC

WALGREENS BOOTS ALLIANCE IN	COMMON	931427108	3,352	40,341	SH	SOLE	12	40,341	0	0
WAL-MART STORES INC	COMMON	931142103	14,961	230,739	SH	SOLE	12	230,739	0	0
WASTE MGMT INC DEL	COMMON	94106L109	2,846	57,130	SH	SOLE	12	57,130	0	0
WELLS FARGO & CO NEW	COMMON	949746101	2,924	56,952	SH	SOLE	12	56,952	0	0
WESTLAKE CHEM CORP	COMMON	960413102	501	9,657	SH	SOLE	12	9,657	0	0
WHITEWAVE FOODS CO	COMMON	966244105	5,228	130,202	SH	SOLE	12	130,202	0	0
WILLIAMS SONOMA INC	COMMON	969904101	2,935	38,440	SH	SOLE	12	38,440	0	0
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	872	12,131	SH	SOLE	12	12,131	0	0
XL GROUP PLC	COMMON	G98290102	1,035	28,500	SH	SOLE	12	28,500	0	0
YAHOO INC	COMMON	984332106	8,185	283,130	SH	SOLE	12	283,130	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	681	407,690	SH	SOLE	11	407,690	0	0