

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **May 21, 2012**

THE ALLSTATE CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other
jurisdiction of incorporation)

1-11840
(Commission
File Number)

36-3871531
(IRS Employer
Identification No.)

2775 Sanders Road, Northbrook, Illinois
(Address of principal executive offices)

60062
(Zip Code)

Registrant's telephone number, including area code: **(847) 402-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 3 — Securities and Trading Markets

Item 3.03. Material Modification to Rights of Security Holders.

At the Registrant's annual stockholders meeting on May 22, 2012 (the "Annual Meeting"), changes to the Registrant's certificate of incorporation ("Certificate") were approved. The changes became effective on May 23, 2012, when the Registrant filed an amendment to the Certificate with the Secretary of State of Delaware. The Certificate was then restated to reflect the amendment and was filed with the Secretary of State of Delaware on May 23, 2012. Article Seventh was amended to reduce from 20% to 10% the percentage of the outstanding common stock necessary to require that a special stockholders meeting be called. Article Seventh was also amended to remove a provision that prohibited stockholders from acting by written consent. A new Article Eleventh was added to grant holders of not less than 10% of the outstanding common stock the right to act by written consent, subject to certain procedural provisions. The foregoing description of the changes to the Certificate is qualified in its entirety by reference to the full text of the Certificate attached as Exhibit 3(i), which is incorporated herein by reference.

On May 23, 2012, amendments to the Registrant's Amended and Restated Bylaws ("Bylaws") became effective. Article II, Section 5 of the Bylaws was amended to decrease the ownership threshold required for stockholder requested special meetings from not less than 20% to not less than 10% of the outstanding common stock; to clarify that a request to remove directors without electing replacements will not be deemed an item similar to the election of directors; and to eliminate the prohibition on calling special meetings to act on a matter similar to one considered at another stockholders meeting held within the prior 90-day period. Article II, Section 14 was amended to add procedures for stockholders to exercise the right to act by written consent. To describe the lead director's role, Article III, Section 10 was added and subsequent sections renumbered; Article III, Section 11 was amended; and Article VI, Section 5 was amended. In addition, various minor changes were made to Article II, Sections 7, 16 and 17, and Article III, Section 2, to improve readability. The foregoing description of the amendments to the Bylaws is qualified in its entirety by reference to the full text of the Bylaws attached as Exhibit 3(ii), which is incorporated herein by reference.

Section 5 - Corporate Governance and Management

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 23, 2012, amendments to the Registrant's Bylaws became effective. The Bylaws were amended as described in the second paragraph of Item 5.03, which paragraph is incorporated in this Item 5.03 by reference.

Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On May 21, 2012, the Registrant's Audit Committee and Board of Directors approved a revised Code of Ethics ("Code"). The Code was updated to reflect the Registrant's values, vision, and culture in a more contemporary format. The foregoing description of Code is qualified in its entirety by reference to the full text of the Code attached as Exhibit 14, which is incorporated herein by reference.

Section 8 — Other Events

Item 8.01. Other Events.

Information Required in Registration Statement

In order to revise and clarify the description of its securities (specifically, the number of shares of common stock outstanding and the first two bulleted provisions summarized under the change in control paragraph), the registrant amends its General Form for Registration of Securities Pursuant to Section 12(b) of the Securities Exchange Act of 1934 on Form 10 (the "Registration") by amending and restating Item 11 to read as follows:

Item 11. Description of Registrant's Securities to be Registered.

The Allstate Corporation is incorporated in the State of Delaware. The following description is qualified in its entirety by reference to the relevant provisions of Delaware law and Allstate's restated certificate of incorporation and bylaws, which govern the rights of Allstate stockholders.

Authorized Capital Stock

As of May 23, 2012, the authorized capital stock of Allstate was 2,025,000,000 shares. Those shares consisted of 25,000,000 shares of preferred stock, par value of \$1.00 per share, none of which were issued and outstanding; and 2,000,000,000 shares of common stock, par value of \$0.01, of which 900,000,000 were issued. 490,522,157 shares of common stock were outstanding as of April 30, 2012.

Common Stock

Outstanding shares of Allstate common stock are listed on the New York Stock Exchange and the Chicago Stock Exchange under the ticker symbol "ALL." Common stockholders may receive dividends as and when declared by the Allstate board of directors. Dividends may be paid in cash, stock, or other form. In certain cases, common stockholders may not receive dividends until obligations of any preferred stockholders have been satisfied. All outstanding shares of common stock are fully paid and non-assessable. Each share of common stock is entitled to one vote for each nominee in the election of directors and one vote on each other matter. Common stockholders are not entitled to preemptive or cumulative voting rights. Common stockholders will be notified of any stockholders meeting in accordance with applicable law. If Allstate liquidates, dissolves, or winds-up its business, common stockholders will share equally in the assets remaining after creditors and preferred stockholders are paid.

Preferred Stock

The following description of the terms of the preferred stock sets forth certain general terms and provisions of the Allstate authorized preferred stock.

The Allstate board of directors can, without approval of the stockholders, issue one or more series of preferred stock. The Allstate board can also determine the number of shares of each series and the rights, preferences, and limitations of each series including the dividend rights, voting rights, conversion rights, redemption rights, and any liquidation preferences of any wholly unissued series of preferred stock, the number of shares constituting each series and the terms and conditions of issue. In some cases, the issuance of preferred shares could delay a change in control of Allstate and make it harder to remove present management. Under certain circumstances, preferred stock could also restrict dividend payments to holders of common stock.

No series of preferred stock is currently authorized for issuance by the Allstate board.

Stockholder Voting Requirements

Directors are elected if they receive the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present. A majority of votes cast means the number of shares voted "FOR" a director exceeds 50% of the votes cast with respect to that director's election. Votes cast shall include votes to withhold authority in each case and exclude abstentions.

Except as otherwise provided in Allstate's certificate of incorporation or in its bylaws or as required by law, all other matters can be approved by the affirmative vote of a majority of the shares represented at a meeting and entitled to vote on the matter.

Change in Control

Some provisions of Allstate's certificate of incorporation and bylaws are designed to enhance or have the effect of enhancing the ability of the Allstate board of directors, and ultimately the stockholders, to negotiate with potential acquirers from a strong position and to protect stockholders against unfair or unequal treatment in an attempt to acquire Allstate. However, these provisions could have the effect of delaying, deferring, or preventing a change in control of Allstate or could operate with respect to an extraordinary transaction such as a merger, reorganization, tender offer, sale or transfer of substantially all of Allstate's assets, or its liquidation. The following is a summary of those provisions.

- Allstate's bylaws require prior notice of any business that a stockholder intends to bring before an annual or special stockholders meeting.

- Allstate's restated certificate of incorporation allows stockholders owning not less than 10% of all outstanding common stock the right to require that a special stockholders meeting be called, subject to certain bylaw provisions. In addition, special stockholders meetings may be called at any time by the chairman of the board and shall be called by the chairman of the board at the written request of a majority of the board of directors.
- Under Allstate's restated certificate of incorporation, stockholders must own at least 10% of all outstanding common stock in order to begin the process to act by written consent, subject to certain bylaw provisions.
- Delaware law generally prohibits an interested stockholder (under Delaware law, a stockholder owning 15% or more of a public Delaware corporation's outstanding voting stock) from engaging in business combinations involving the corporation during the three years after the date the person became an interested stockholder unless, among other things:
 - Prior to such date, the board of directors approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;
 - Upon the completion of the transaction that resulted in the stockholder becoming an interested stockholder, the stockholder owned at least 85% of the voting stock outstanding at the time the transaction commenced; or
 - At or after such time, the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders by at least 66 2/3% of the outstanding voting stock that is not owned by the interested stockholder.

Such prohibition, however, does not apply if a stockholder becomes an interested stockholder

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inadvertently and as soon as practicable divests itself of ownership of sufficient shares so that the stockholder ceases to be an interested stockholder and, except for inadvertently becoming an interested stockholder, was not an interested stockholder in the three years prior to completion of the business combination.

These business combinations include mergers, consolidations, sales of assets, and transactions benefiting the interested stockholder. Allstate has not opted out of these provisions of Delaware law.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3(i)	Restated Certificate of Incorporation dated May 23, 2012
3(ii)	The Allstate Corporation Amended and Restated Bylaws, as amended May 23, 2012
14	The Allstate Code of Ethics

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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 hereunto duly authorized.

THE ALLSTATE CORPORATION

By: /s/ Jennifer M. Hager
 Name: Jennifer M. Hager
 Title: Vice President, Assistant General Counsel, and Assistant Secretary

Date: May 23, 2012

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**RESTATED CERTIFICATE OF INCORPORATION
OF
THE ALLSTATE CORPORATION**

The Allstate Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is The Allstate Corporation. The Allstate Corporation was originally incorporated under the same name. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on November 5, 1992.
2. Pursuant Section 245 of the General Corporation Law of the State of Delaware, the provisions of the Certificate of Incorporation as heretofore amended and supplemented are hereby restated and integrated into the single instrument which is hereinafter set forth without further amendment and without discrepancy between the provisions of the Certificate of Incorporation as heretofore amended and supplemented and the provisions of such single instrument as hereinafter set forth.
3. The Board of Directors of the corporation has duly adopted this Restated Certificate of Incorporation pursuant to the provisions of Section 245 of the General Corporation Law of the State of Delaware in the form set forth as follows:

ARTICLE FIRST

The name of the corporation is The Allstate Corporation.

ARTICLE SECOND

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THIRD

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOURTH

The total number of shares which the corporation shall have authority to issue shall be 2,025,000,000, divided into two classes, namely: 25,000,000 shares of Preferred Stock, par value \$1.00 per share ("Preferred Stock"), and 2,000,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock").

The number of authorized shares of Preferred Stock and Common Stock may be increased or decreased (but not below the number of shares thereof outstanding) by the

affirmative vote of the holders of a majority of the stock of the corporation entitled to vote with respect to such matter without any class vote required by the General Corporation Law of the State of Delaware.

The designation, relative rights, preferences and limitations of the shares of each class, the authority of the board of directors of the corporation to establish and to designate series of the Preferred Stock and to fix the variations in the relative rights, preferences and limitations as between such series, and the relative rights, preferences and limitations of each such series, shall be as follows:

1. **Preferred Stock.**

(a) The board of directors of the corporation is authorized, subject to the limitation prescribed by law and the provisions of this Section 1 of this Article FOURTH, to provide for the issuance of the Preferred Stock in series, to establish or change the number of shares to be included in each such series and to fix the designation, relative rights, preferences and limitations of the shares of each such series. The authority of the board of directors of the corporation with respect to each series shall include, but not be limited to, determination of the following:

- (i) the number of shares constituting that series and the distinctive designation of that series;
- (ii) the dividend rate or rates on the shares of that series and/or the method of determining such rate or rates, whether dividends shall be cumulative, and if so, from which date or dates;
- (iii) whether and to what extent the shares of that series shall have voting rights in addition to the voting rights provided by law, which might include the right to elect a specified number of directors in any case or if dividends on such series were not paid for a specified period of time;
- (iv) whether the shares of that series shall be convertible into shares of stock of any other series or class, and, if so, the terms and conditions of such conversion, including the price or prices or the rate or rates of conversion and the terms of adjustment thereof;
- (v) whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation;

(vii) the obligation, if any, of the corporation to retire shares of that series pursuant to a sinking fund; and

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(viii) any other relative rights, preferences and limitations of the Series.

(b) Subject to the designations, relative rights, preferences and limitations provided pursuant to Subsection 1(a) of this Article FOURTH, each share of Preferred Stock of a series shall be of equal rank with each other share of Preferred Stock of such series.

2. Common Stock.

(a) Dividends. Subject to the express terms of the Preferred Stock outstanding from time to time, such dividend or distribution as may be determined by the board of directors of the corporation may from time to time be declared and paid or made upon the Common Stock out of any source at the time lawfully available for the payment of dividends.

(b) Voting. Except as otherwise provided by law, each share of Common Stock shall entitle the holder thereof to one vote in any matter which is submitted to a vote of the holders of shares of Common Stock of the corporation.

(c) Liquidation. The holders of Common Stock shall be entitled to share ratably upon any liquidation, dissolution or winding up of the affairs of the corporation (voluntary or involuntary) in all assets of the corporation, if any, remaining after payment in full to the holders of Preferred Stock of the preferential amounts, if any, to which they are entitled. Neither the consolidation nor the merger of the corporation with or into any other corporation or corporations, nor a reorganization of the corporation alone, nor the sale or transfer by the corporation of all or any part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the corporation for the purposes of this subparagraph (2)(c).

3. General Provision with Respect to All Classes of Stock; Issuance of Stock.

Shares of capital stock of the corporation may be issued by the corporation from time to time in such amounts and proportions and for such consideration (not less than the par value thereof in the case of capital stock having par value) as may be fixed and determined from time to time by the board of directors and as shall be permitted by law.

ARTICLE FIFTH

The corporation is to have perpetual existence.

ARTICLE SIXTH

In furtherance and not in limitation of the power conferred by statute, the board of directors of the corporation is expressly authorized to adopt, amend or repeal the bylaws of the corporation. The stockholders may adopt, amend or repeal bylaws of the corporation only upon the affirmative vote of the holders of not less than a majority of the total number of votes entitled to be cast generally in the election of directors.

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ARTICLE SEVENTH

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation. Election of directors need not be by written ballot unless the bylaws of the corporation so provide.

Special meetings of stockholders of the corporation, for any purpose or purposes, may be called only by (i) the Chairman of the board of directors of the corporation or (ii) the Secretary of the corporation upon the written request of the holders of record owning not less than 10% of all outstanding shares of common stock of the corporation, in accordance with the applicable requirements and procedures of the bylaws of the corporation. Each special meeting shall be held at such date, time and place as may be stated in the written notice of the special meeting.

No director may be removed, with or without cause, by the stockholders except by the affirmative vote of holders of not less than a majority of the total number of votes entitled to be cast at an election of such director; provided, however, that, whenever the holders of any class or series of Preferred Stock issued pursuant to ARTICLE FOURTH, Section 1 hereof, are entitled, by the terms of such class or series of Preferred Stock, voting separately by class or series to elect one or more directors, the provisions of the preceding clause of this sentence shall not apply with respect to such directors if the terms of such class or series of Preferred Stock expressly provide otherwise.

ARTICLE EIGHTH

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHTH shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE NINTH

The corporation expressly elects to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE TENTH

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.”

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ARTICLE ELEVENTH

1. Written Consent. Certain actions required or permitted to be taken by the stockholders of the corporation at an annual or special meeting of the stockholders may be effected without a meeting by the written consent of the holders of common stock of the corporation (a “Consent”), but only if such action is taken in accordance with the provisions of this Article ELEVENTH or by the holders of any class or series of Preferred Stock issued pursuant to ARTICLE FOURTH, Section 1 hereof if the terms of such class or series of Preferred Stock expressly provide for such action by Consent.

2. Request for Record Date. The record date for determining stockholders entitled to authorize or take corporate action by Consent shall be as fixed by the board of directors of the corporation or as otherwise established under this Article ELEVENTH. Any stockholder seeking to have the stockholders authorize or take corporate action by Consent shall, by written notice addressed to the secretary of the corporation and delivered to the principal executive offices of the corporation and signed by holders of record owning not less than 10% of all outstanding shares of common stock of the corporation, as determined in accordance with the applicable requirements of the bylaws of the corporation, who shall continue to own not less than 10% of all outstanding shares of common stock of the corporation through the date of delivery of Consents signed by a sufficient number of stockholders to authorize or take such action and who shall not revoke such request, request that a record date be fixed for such purpose (each such notice, a “Request”). The Request must contain the information set forth in Section 3 of this Article ELEVENTH. By the later of (i) twenty days after delivery of a valid Request and (ii) five days after delivery of any information requested by the corporation pursuant to Section 3 of this Article ELEVENTH, the board of directors of the corporation shall determine the validity of the Request and whether the Request relates to an action that may be authorized or taken by Consent pursuant to this Article ELEVENTH and, if appropriate, adopt a resolution fixing the record date for such purpose. The record date for such purpose shall be no more than ten days after the date upon which the resolution fixing the record date is adopted by the board of directors of the corporation and shall not precede the date such resolution is adopted. If the Request has been determined to be valid and to relate to an action that may be authorized or taken by Consent pursuant to this Article ELEVENTH or if such no determination shall have been made by the date required by this Article ELEVENTH, and in either event no record date has been fixed by the board of directors of the corporation, the record date shall be the day on which the first signed Consent is delivered to the corporation in the manner described in Section 7 of this Article ELEVENTH; except that, if prior action by the board of directors of the corporation is required under the provisions of Delaware law, the record date shall be at the close of business on the day on which the board of directors of the corporation adopts the resolution taking such prior action.

3. Request Requirements. Any Request (a) must be delivered by the holders of record owning not less than 10% of all outstanding shares of common stock of the corporation, as determined in accordance with applicable requirements of the bylaws of the corporation (with evidence of such ownership attached), who shall continue to own not less than 10% of all outstanding shares of common stock of the corporation through the date of delivery of Consents and who shall not revoke such request, signed by a sufficient number of stockholders to authorize or take such action; (b) must describe the action proposed to be authorized or taken by Consent; and (c) must contain (i) such other information and representations, to the extent applicable, then required by the corporation’s bylaws as though each stockholder submitting

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such Request was submitting a notice of a nomination for election to the board of directors or of other business to be brought before a meeting of stockholders, other than as permitted to be included in the corporation’s proxy statement pursuant to applicable rules and regulations promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”), (ii) the text of the proposal (including the text of any resolutions to be adopted by Consent and the language of any proposed amendment to the bylaws of the corporation), and (iii) the agreement of the requesting stockholders required by the bylaws of the corporation. The board of directors of the corporation may require the stockholders submitting a Request to furnish such other information as it may require to determine the validity of the Request. Stockholders seeking to authorize or take action by Consent shall update the information provided in the Request as required by the corporation’s bylaws with respect to information provided concerning nominations for elections to the board or other business at stockholders meetings.

4. Actions Which May Be Authorized or Taken by Written Consent. Stockholders are not entitled to authorize or take action by Consent if (a) the action relates to an item of business that is not a proper subject for stockholder action under applicable law, (b) an identical or substantially similar item of business, as determined by the board of directors of the corporation in its reasonable determination, which determination shall be conclusive and binding on the corporation and its stockholders (a “Similar Item”), is included in the corporation’s notice of meeting as an item of business to be brought before an annual or special stockholders meeting that has been called but not yet held or that has been called to be held on a date within 90 days after the receipt by the corporation of the Request for such action, provided that the removal of directors without electing replacements shall not be a Similar Item to the election of directors, or (c) such Request was made in a manner that involved a violation of Regulation 14A promulgated under the Exchange Act, or other applicable law.

5. Manner of Consent Solicitation. Stockholders may authorize or take action by Consent only if such Consents are solicited from all holders of common stock of the corporation.

6. Date of Consent. Every Consent purporting to take or authorize the taking of corporate action must bear the date of signature of each stockholder who signs the Consent, and no Consent shall be effective to take or authorize the taking of the action referred to therein unless, within 60 days of the earliest dated Consent delivered in the manner required by Section 7 of this Article ELEVENTH, Consents signed by a sufficient number of stockholders to authorize or take such action are so delivered to the corporation.

7. Delivery of Consents. Every Consent purporting to take or authorize the taking of corporate action must be dated and delivered to the corporation or its registered office in the State of Delaware no earlier than 60 days after the delivery of a valid Request. Consents must be delivered to the corporation’s registered office in the State of Delaware or its principal place of business. Delivery must be made by hand or by certified or registered mail,

return receipt requested. The secretary of the corporation, or such other officer of the corporation as the board of directors of the corporation may designate ("Other Officer"), shall provide for the safe-keeping of such Consents and any related revocations and shall promptly conduct such ministerial review of the sufficiency of all Consents and any related revocations and of the validity of the action to be authorized or taken by Consent as the secretary of the corporation or

Other Officer, as the case may be, deems necessary or appropriate, including, without limitation, whether the holders of a number of shares having the requisite voting power to authorize or take the action specified in the Consents have given consent; provided, however, that if the action to which the Consents relate is the removal or replacement of one or more members of the board of directors, the secretary of the corporation or Other Officer, as the case may be, shall promptly designate two persons, who shall not be members of the board of directors, to serve as inspectors ("Inspectors") with respect to such Consents and such Inspectors shall discharge the functions of the secretary of the corporation or Other Officer, as the case may be, under this Article ELEVENTH. If after such investigation the secretary of the corporation, Other Officer, or the Inspectors, as the case may be, shall determine that the action has been duly authorized or taken by the Consents, that fact shall be certified on the records of the corporation and the Consents shall be filed in such records. In conducting the investigation required by this Section, the secretary of the corporation, Other Officer, or the Inspectors, as the case may be, may retain special legal counsel and any other necessary or appropriate professional advisors as such person or persons may deem necessary or appropriate, at the expense of the corporation, and shall be fully protected in relying in good faith upon the opinion of such counsel or advisors.

8. Effectiveness of Consent. No action may be authorized or taken by the stockholders by Consent except in accordance with this Article ELEVENTH. If the board of directors of the corporation shall determine that any Request was not properly made in accordance with, or relates to an action that may not be effected by Consent pursuant to, this Article ELEVENTH, or any stockholder seeking to authorize or take such action does not otherwise comply with this Article ELEVENTH, then the board of directors of the corporation shall not be required to fix a record date and any such purported action by Consent shall be null and void to the fullest extent permitted by applicable law. No Consent shall be effective until such date as the secretary of the corporation, Other Officer, or the Inspectors, as the case may be, certify to the corporation that the Consents delivered to the corporation in accordance with Section 7 of this Article represent at least the minimum number of votes that would be necessary to authorize or take the corporate action at a meeting at which all shares entitled to vote thereon were present and voted, in accordance with Delaware law and this certificate of incorporation.

9. Challenge to Validity of Consent. Nothing contained in this Article ELEVENTH shall in any way be construed to suggest or imply that the board of directors of the corporation or any stockholder shall not be entitled to contest the validity of any Consent or related revocations, whether before or after such certification by the secretary of the corporation, Other Officer, or the Inspectors, as the case may be, or to take any other action (including, without limitation, the commencement, prosecution, or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

10. Board-Solicited Stockholder Action by Written Consent. Notwithstanding anything to the contrary set forth above, (a) none of the foregoing provisions of this Article ELEVENTH shall apply to any solicitation of stockholder action by written consent by or at the direction of the board of directors of the corporation and (b) the board of directors of the corporation shall be entitled to solicit stockholder action by Consent in accordance with applicable law.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by its Secretary on this 23rd day of May, 2012.

THE ALLSTATE CORPORATION

/s/ Mary J. McGinn

By: Mary J. McGinn

Its: Secretary

**AMENDED AND RESTATED BYLAWS OF
THE ALLSTATE CORPORATION
As Amended May 23, 2012**

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**AMENDED AND RESTATED BYLAWS OF
THE ALLSTATE CORPORATION
A Delaware Corporation**

ARTICLE I

OFFICES

Section 1. Registered Office; Registered Agent. The registered office in the State of Delaware and the name of the corporation's registered agent at such address shall be as stated in the certificate of incorporation of The Allstate Corporation, as it may be amended.

Section 2. Other Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors of the corporation may determine or the business of the corporation may require.

ARTICLE II

STOCKHOLDERS

Section 1. Meetings of Stockholders. All meetings of the stockholders for the election of directors shall be held at the registered office of the corporation or at such other place determined by the Board, within or without the State of Delaware, as may be set forth in the notice of call. Meetings of stockholders for any other purpose may be held at such time and place determined by the Board, within or without the State of Delaware, as shall be stated in the notice of call.

Section 2. Annual Meeting. The annual meeting of stockholders shall be held each year at a time and place determined by the Board. At the annual meeting, the stockholders shall elect a Board and transact such other business as may properly be brought before the meeting.

Section 3. Notice of Annual Meetings. Written notice of the annual meeting shall be given to each stockholder entitled to vote at the meeting at least ten and not more than 60 days before the date of the meeting.

Section 4. Stockholder List. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder for any purpose germane to the meeting for a period of at least ten days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder

during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

Section 5. Special Meetings.

(A) **Definitions.** For purposes of Section 5 of this Article II and references to Stockholder Requested Special Meetings in these bylaws, the following terms shall have the following meanings:

(i) "Own", "Owned" or "Owning" shall mean shares (a) with respect to which a person has title or to which a person's nominee, custodian or other agent has title and which such nominee, custodian or other agent is holding on behalf of such person, or (b) with respect to which a person (1) has purchased, or has entered into an unconditional contract, binding on both parties thereto, to purchase such shares, but has not yet received such shares, (2) owns a security convertible into or exchangeable for such shares and has tendered such security for conversion or exchange, (3) has an option to purchase or acquire, or rights or warrants to subscribe to, such shares, and has exercised such option, rights or warrants or (4) holds a securities futures contract to purchase such shares and has received notice that the position will be physically settled and is irrevocably bound to receive the underlying shares; provided, that (I) a stockholder or beneficial owner shall be deemed to Own shares only to the extent that such stockholder or beneficial owner has a net long position in such shares, (II) the number of shares Owned, directly or indirectly, by any stockholder or beneficial owner shall not include the number of shares as to which such holder does not have the right to vote or direct the vote on the matter or matters to be brought before the special stockholders meeting, (III) a stockholder or beneficial owner shall not be deemed to Own shares as to which such holder has entered into any Derivative Transaction (as defined in Section 15(A)(i) of this Article II), (IV) to the extent that any affiliates of the stockholder or beneficial owner are acting in concert with the stockholder or beneficial owner with respect to the calling of the special stockholders meeting, the determination of shares Owned may include the effect of aggregating the shares Owned by such affiliate or affiliates and (V) whether shares constitute shares Owned shall be decided by the Board in its reasonable determination, which determination shall be conclusive and binding on the corporation and its stockholders.

(ii) "Request Receipt Date" shall mean the first date on which unrevoked valid Special Meeting Requests made by holders of record Owning shares of common stock representing in the aggregate not less than the Requisite Percent shall have been delivered to the Secretary at the principal executive offices of the corporation.

(iii) "Requisite Percent" shall mean 10% of all outstanding shares of common stock of the corporation which shares are determined to be Owned of record continuously for a period of at least one year prior to the Request Receipt Date by the requesting stockholder(s) delivering a Special Meeting Request to the Secretary in accordance with this Section 5.

(iv) "Similar Item" shall mean, with respect to an item of business which is the subject of a Special Meeting Request, any identical or substantially similar item of business; provided, that the Board shall determine the existence of any Similar Items in its reasonable

determination, which determination shall be conclusive and binding on the corporation and its stockholders; provided, however, that the removal of directors without electing replacements shall not be a Similar Item to the election of directors.

(v) "Special Meeting Request" shall mean a written request by one or more stockholders of record for a special stockholders meeting.

(vi) "Stockholder Requested Special Meeting" shall mean a special stockholders meeting called at the request of a stockholder or stockholders, by the Secretary, in accordance with Section 5(C) of this Article II.

(B) Calling Special Meetings. Special stockholders meetings, for any purpose or purposes, unless otherwise prescribed by the certificate of incorporation, may be called only by (i) the Chairman of the Board or (ii) solely to the extent required by Section 5(C) of this Article II, the Secretary of the corporation. The Chairman of the Board shall call a special stockholders meeting at the request in writing of a majority of the Board, which request shall state the purpose or purposes of the proposed meeting.

(C) Calling Stockholder Requested Special Meetings. A special stockholders meeting shall be called by the Secretary upon receipt of a Special Meeting Request from stockholders of record Owning in the aggregate not less than the Requisite Percent, subject to the following:

(i) In order for a Stockholder Requested Special Meeting to be called by the Secretary, a Special Meeting Request stating the purpose of the meeting and the matters proposed to be acted upon thereat, which Special Meeting Request is signed and dated by each stockholder of record (or a duly authorized agent of such stockholder) requesting the meeting and Owning individually or in the aggregate the Requisite Percent, must be delivered to the Secretary at the principal executive offices of the corporation, and must include:

(a) in the case of any nominations of persons for election to the Board at such Stockholder Requested Special Meeting, the information required by Section 16(B) and Section 17(B) of this Article II for a stockholder notice of a nomination at an annual meeting (including the completed and signed questionnaire, representation and agreement required by Section 16(E) of this Article II);

(b) in the case of any business, other than the election of a director or directors, proposed to be conducted at such Stockholder Requested Special Meeting, the information required by Section 15 and Section 17(B) of this Article II for a stockholder notice of proposed business at an annual meeting;

(c) an agreement by the requesting stockholder(s) to notify the corporation immediately in the case of any disposition on or prior to the date of such Stockholder Requested Special Meeting of shares of common stock of the corporation Owned by such stockholder(s) and an acknowledgement by the requesting stockholder(s) and the beneficial owner(s), if any, on whose behalf the Special Meeting Request is being made, that any reduction in the number of shares Owned by such stockholder(s) below

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the Requisite Percent following delivery of the Special Meeting Request shall be deemed a revocation of such Special Meeting Request;

(d) documentary evidence that the requesting stockholder(s) Own at least the Requisite Percent as of the Request Receipt Date; provided, however, that if the requesting stockholder(s) are not the beneficial owner(s) of the shares representing the Requisite Percent, then to be valid, the Special Meeting Request must also include documentary evidence (or, if not simultaneously provided with the Special Meeting Request, such documentary evidence must be delivered to the Secretary within ten days after the Request Receipt Date) that the beneficial owner(s) on whose behalf the Special Meeting Request is made Own the Requisite Percent as of the Request Receipt Date; and

(e) if a record holder is not the signatory to the Special Meeting Request, documentary evidence of such signatory's authority to execute the Special Meeting Request on behalf of the record holder.

In addition, the requesting stockholder(s) and the beneficial owner(s) on whose behalf the Special Meeting Request is made shall promptly provide any other information reasonably requested by the corporation.

A requesting stockholder may revoke his, her or its Special Meeting Request at any time by written revocation delivered to the Secretary at the principal executive offices of the corporation; provided, however, that if following such revocation (or any deemed revocation pursuant to clause (C)(i)(c) of this Section 5), the number of shares of common stock Owned by the requesting stockholder(s) with respect to any unrevoked valid Special Meeting Request represent in the aggregate less than the Requisite Percent, there shall be no requirement to hold a special stockholders meeting.

(ii) A Special Meeting Request shall not be valid if:

(a) the Special Meeting Request does not comply with this Section 5;

(b) the Special Meeting Request relates to an item of business that is not a proper subject for stockholder action under applicable law;

(c) the Request Receipt Date is during the period commencing 90 days prior to the one-year anniversary of the date of the annual meeting of the previous year and ending on the date of the next annual meeting;

(d) a Similar Item is included in the corporation's notice as an item of business to be brought before an annual or special stockholders meeting that has been called but not yet held or that is called for a date within 90 days after the Request Receipt Date; or

(e) the Special Meeting Request was made in a manner that involved a violation of Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the "Exchange Act") or other applicable law.

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In the event that the Board determines that the requirements set forth in this Section 5 have been satisfied, the Stockholder Requested Special Meeting shall be called for a date not more than 90 days after the Request Receipt Date unless a later date is required in order to allow for the corporation to file information required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies pursuant to Section 14 of the Exchange Act.

Section 6. Notice of Special Meetings. Written notice of a special stockholders meeting, stating the date, time, place and purpose or purposes thereof, shall be given to each stockholder entitled to vote at the meeting, at least ten and not more than 60 days before the date fixed for the meeting.

Section 7. Business Transacted At Special Meetings. Business transacted at any special stockholders meeting shall be limited to the purposes stated in the corporation's notice of meeting; provided, however, that business transacted at any Stockholder Requested Special Meeting shall be limited to (i) the purpose(s) stated in the unrevoked valid Special Meeting Request received from stockholder(s) of record Owning shares representing in the aggregate at least the Requisite Percent and (ii) any additional matters that the Board determines to include in the corporation's notice of the meeting. Nominations of persons for election to the Board made by a stockholder or stockholders at any special stockholders meeting shall be made only in accordance with the notice procedures and requirements set forth in Section 5 of this Article II, in the case of a Stockholder Requested Special Meeting, and Section 16(C)(i)(c) of this Article II, in the case of any other special stockholders meeting. Proposals made by a stockholder or stockholders of other business to be conducted at a special stockholders meeting may be made only in accordance with the procedures set forth in Section 5 of this Article II. Notwithstanding the provisions of Section 5 of this Article II or this Section 7, a stockholder shall also comply with all applicable requirements of the Exchange Act with respect to the matters set forth in Section 5 of this Article II. Any references to the Exchange Act are not intended to and shall not limit the requirements applicable to stockholder-proposed business to be considered pursuant to Section 5 of this Article II.

Section 8. Appointment of Inspectors of Election. In advance of sending to the stockholders any notice of a meeting of the holders of any class of shares, the Board shall appoint one or more inspectors of election to act at such meeting or any adjournment or postponement thereof and to make a written report thereof. The Board may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is so appointed or if no inspector or alternate is able to act, the Chairman of the Board shall appoint one or more inspectors to act at such meeting. Each inspector, before entering upon the discharge of such inspector's duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of such inspector's ability. No inspector shall be a director, officer or employee of the corporation.

Section 9. Quorum; Adjournment. Except as otherwise required by law or the certificate of incorporation, the holders of a majority of the stock issued and outstanding and entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum at such stockholder meeting. When any stockholders meeting is convened, the chair of the meeting may adjourn the meeting without a stockholders vote if (i) so directed by the Board and

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(ii) either (a) no quorum is present or (b) the Board determines that adjournment is necessary or appropriate to enable the stockholders (1) to fully consider information that the Board determines has not been made sufficiently available to stockholders or has not been made available to them on a timely basis or (2) to otherwise effectively exercise their voting rights. If a quorum is present or represented at the reconvening of an adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days or if, after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 10. Voting Power. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes, the certificate of incorporation or these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 11. Voting; Proxies. Except as otherwise provided by law or by the certificate of incorporation and subject to these bylaws, at every stockholders meeting each stockholder shall be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder. No proxy shall be voted on after three years from its date, unless the proxy provides for a longer period. No share of stock shall be voted in any election for directors that has been transferred on the books of the corporation within 20 days next preceding such election of directors, except as otherwise provided by law or the certificate of incorporation or unless the transfer books of the corporation have been closed or a date has been fixed as a record date for the determination of stockholders entitled to vote in such election.

Section 12. Ballots. The vote on any matter, including the election of directors, shall be by written ballot. Each ballot shall be signed by the stockholder voting or by such stockholder's proxy and shall state the number of shares voted.

Section 13. Stock Ledger. The stock ledger of the corporation shall be the only evidence as to who are the stockholders entitled (i) to examine the stock ledger, any stockholder list required by these bylaws or the books of the corporation or (ii) to vote in person or by proxy at any meeting of stockholders.

Section 14. Stockholder Action By Written Consent.

(A) **General.** Certain actions required or permitted to be taken by the stockholders of the corporation may be effected without a meeting by the written consent of the holders of common stock of the corporation, but only if such action is taken in accordance with the provisions of Article ELEVENTH of the certificate of incorporation, or by the written consent of the holders of any class or series of Preferred Stock of the corporation if the terms of such class or series of Preferred Stock expressly provide for such action by written consent.

(B) **Definitions.** For purposes of determining the record ownership of common stock pursuant to Article ELEVENTH of the certificate of incorporation, "own,"

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"owned" or "owning" shall mean shares (i) with respect to which a person has title or to which a person's nominee, custodian or other agent has title and which such nominee, custodian or other agent is holding on behalf of such person, or (ii) with respect to which a person (a) has purchased, or has entered into an unconditional contract, binding on both parties thereto, to purchase such shares, but has not yet received such shares, (b) owns a security convertible into or exchangeable for such shares and has tendered such security for conversion or exchange, (c) has an option to purchase or acquire, or rights or warrants to

subscribe to, such shares, and has exercised such option, rights or warrants or (d) holds a securities futures contract to purchase such shares and has received notice that the position will be physically settled and is irrevocably bound to receive the underlying shares; provided, that (1) a stockholder or beneficial owner shall be deemed to own shares only to the extent that such stockholder or beneficial owner has a net long position in such shares, (2) the number of shares owned, directly or indirectly, by any stockholder or beneficial owner shall not include the number of shares as to which such holder does not have the right to consent or direct the granting of a consent on the matter or matters to be acted upon by written consent, (3) a stockholder or beneficial owner shall not be deemed to own shares as to which such holder has entered into any Derivative Transaction (as defined in Section 15(A)(i) of this Article II), (4) to the extent that any affiliates of the stockholder or beneficial owner are acting in concert with the stockholder or beneficial owner with respect to the action sought to be taken by written consent, the determination of shares owned may include the effect of aggregating the shares owned by such affiliate or affiliates and (5) whether shares constitute shares owned shall be decided by the Board in its reasonable determination, which determination shall be conclusive and binding on the corporation and its stockholders.

(C) Agreement by Requesting Stockholder. Each stockholder requesting that a record date be fixed for determining stockholders entitled to authorize or take action by written consent pursuant to Article ELEVENTH of the certificate of incorporation shall also deliver an agreement by the requesting stockholder to notify the corporation immediately in the case of any disposition of shares of common stock of the corporation on or prior to the delivery of the requisite number of written consents to effect the action being sought to be taken by written consent and an acknowledgement by the requesting stockholder and the beneficial owner, if any, on whose behalf such request is being made that any reduction in the number of shares owned by such stockholder which results in the requesting stockholders no longer owning the percentage required by Article ELEVENTH to so request that a record date be fixed shall be deemed to be a revocation of the request.

(D) Revocation. A requesting stockholder may revoke his, her or its request that a record date be fixed for determining stockholders entitled to authorize or take action by written consent by written revocation delivered to the Secretary at the principal executive offices of the corporation.

Section 15. Advance Notice of Stockholder - Proposed Business at Annual Meeting.

(A) Definitions. For purposes of this Section 15, the following terms shall have the following meanings:

(i) "Derivative Instruments" shall mean any option, warrant, convertible or exchangeable security, stock appreciation right or right similar to any of the foregoing,

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hedging transactions or borrowed or loaned shares, with an exercise, conversion or exchange privilege, or settlement payment or mechanism related to, any security of the corporation, or similar instrument with a value derived in whole or in part from the value of a security of the corporation, in any such case whether or not it is subject to settlement in a security of the corporation or otherwise.

(ii) "Derivative Transaction" shall mean any (a) transaction in, or arrangement, agreement, understanding or relationship with respect to, any Derivative Instrument, (b) any transaction, arrangement, agreement, proxy, understanding or relationship which included or includes an opportunity for such person, directly or indirectly, to profit or share in any profit derived from any increase or decrease in the value of any security of the corporation, to receive or share in the receipt of dividends payable on any securities of the corporation separate or separable from the underlying shares, to mitigate any loss or manage any risk associated with any increase or decrease in the value of any security of the corporation or to increase or decrease the number of securities of the corporation which such person was, is or will be entitled to vote, in any case whether or not it is subject to settlement in a security of the corporation or otherwise, in each case under clauses (a) and (b) including, without limitation, any put or call arrangement, short position, borrowed shares or swap or similar arrangement and (c) any transaction, arrangement, agreement, understanding or relationship with respect to the borrowing or lending of securities of the corporation or any interest therein.

(iii) "Insider Report" shall mean a statement required to be filed pursuant to Section 16 of the Exchange Act by a person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of any equity security of the corporation or who is a director or an executive officer of the corporation.

(iv) "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press, Reuters or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(v) "Stockholder Associated Person(s)" shall mean, with respect to the applicable stockholder, (a) any beneficial owner of shares of the corporation owned of record or beneficially by such stockholder, (b) any associate of such stockholder or beneficial owner, (c) any affiliate of such stockholder or beneficial owner and (d) any other person acting in concert, directly or indirectly pursuant to any agreement, arrangement, understanding or otherwise, whether written or oral, with such stockholder or beneficial owner (or any of their respective affiliates or associates).

(B) Proper Business. To be properly brought before an annual meeting, business must be (i) specified in the corporation's notice of meeting (or any supplement thereto) given by or at the direction of the Board, (ii) otherwise properly brought before the meeting by or at the direction of the Board or (iii) otherwise properly brought before the meeting by a stockholder who (a) was a stockholder of record at the time of giving of notice provided for in Section 3 of this Article II and continues to be a stockholder of record at the time of the annual meeting, (b) is entitled to vote at the meeting and (c) complies with the notice procedures and requirements set forth in Sections 15 and 17(B) of this Article II.

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(C) Timely Notice of Stockholder Proposed Business. For business (other than with respect to the nomination and election of directors, which is governed by Section 16 of this Article II) to be properly brought before any annual meeting by a stockholder, whether pursuant to the corporation's notice of meeting or otherwise, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation and such business must be a proper matter for stockholder action and, if the stockholder proposing such business or any Stockholder Associated Person solicits or participates in the solicitation of proxies in support of such proposal, the stockholder must have indicated each such person's intention to so solicit or participate in the solicitation of proxies in such notice. To be timely, a stockholder's notice must be received by the Secretary at the corporation's principal

place of business not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the one-year anniversary of the date of the annual meeting of the previous year. However, in the event that the date of the annual meeting is more than 30 days before or after such anniversary date, in order to be timely, a stockholder's notice must be received by the Secretary at the corporation's principal place of business not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting and the 10th day following the date of the first public announcement of the annual meeting date. In no event shall the public announcement of an adjournment or postponement of an annual meeting, or such adjournment or postponement, commence a new time period or otherwise extend any time period for the giving of a stockholder's notice as described above.

(D) Notice.

(i) As to each matter the stockholder proposes to bring before the annual meeting, to be in proper form, the stockholder's notice shall set forth and include the following:

(a) a brief description of the business desired to be brought before the annual meeting, including the text of any proposal regarding such business (including the text of any resolutions proposed for consideration and, if such business includes a proposal to amend these bylaws, the text of the proposed amendment), and the reasons for conducting such business at the annual meeting, which shall not exceed 500 words,

(b) any interest of such stockholder and/or the Stockholder Associated Persons in such business,

(c) a detailed description of all communications by such stockholder and/or the Stockholder Associated Persons with any other stockholder or beneficial owner of any securities of the corporation regarding such business and a detailed description of every agreement, arrangement and understanding between such stockholder and/or the Stockholder Associated Person, on the one hand, and any other person or persons (including their names), on the other hand, in connection with the proposal of such business by such stockholder, and

(d) a list of each company to which such stockholder and/or the Stockholder Associated Persons has proposed at any time during the past five years, or is

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currently proposing, business that is substantially similar to the business desired to be brought before the annual meeting, together with the date such proposal was made.

(ii) As to the stockholder giving such notice, to be in proper form, the stockholder's notice shall set forth and include the following:

(a) the name and address, as they appear on the corporation's books, of the stockholder proposing such business and the name and address of the Stockholder Associated Persons and a detailed description of the relationship between such stockholder and the Stockholder Associated Persons and every agreement, arrangement and understanding between such stockholder and the Stockholder Associated Persons in connection with the proposal of such business by such stockholder,

(b) the class or series and number of shares of securities of the corporation which are, directly or indirectly, owned beneficially and of record by such stockholder and/or the Stockholder Associated Persons,

(c) a detailed description of all purchases and sales of securities of the corporation by such stockholder and/or the Stockholder Associated Persons during the previous twelve month period, including, without limitation, the date of such transactions, the class and number of securities involved in such transactions, the consideration involved in such transactions and the investment intent in respect thereof,

(d) a detailed description of all Derivative Transactions by, of or on behalf of such stockholder and/or the Stockholder Associated Persons during the previous twelve month period, including, without limitation, the date of such transactions and the class and number of securities involved in, and the material terms of such transactions (such description to include all information that such stockholder and/or the Stockholder Associated Persons would have been required to report on an Insider Report if such stockholder and/or Stockholder Associated Persons had been directly or indirectly the beneficial owner of more than ten percent (10%) of any class of any equity security of the corporation or a director or an officer of the corporation at the time of such transactions and the effect of such Derivative Transactions on any voting or economic rights relating to the securities of the corporation as of the date of the notice and any change in such voting or economic rights which may arise pursuant to the terms of the Derivative Transactions under any circumstances, whether or not then contingent or subject to conditions precedent or subsequent),

(e) to the extent actually known by the stockholder giving the notice, the name and address of any other person who owns, of record or beneficially, any securities of the corporation and who supports the proposal of such business that such stockholder proposes to bring before the meeting on the date of such stockholder's notice,

(f) a detailed description of each proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder and/or the Stockholder Associated Persons has a right to vote, or cause or direct the vote of, any securities of the corporation,

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(g) a detailed description of any Derivative Instruments which are owned, directly or indirectly, by such stockholder or the Stockholder Associated Persons or any proportionate interest in shares of the corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder and/or Stockholder Associated Person, if any, is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership, and a detailed description of any performance related fees (other than an asset-based fee) that such stockholder or the Stockholder Associated Persons is entitled to based on any increase or decrease in the value of shares of the corporation or any Derivative Instruments,

(h) any other information relating to such stockholder and the Stockholder Associated Persons that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal pursuant to Section 14 of the Exchange Act,

(i) a representation that the stockholder is a holder of record of stock of the corporation and is entitled to vote at such meeting, and intends to appear in person or by proxy at the meeting to propose such business,

(j) a representation whether the stockholder or the beneficial owner intends or is part of a group which intends (I) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding capital stock required to approve or adopt the proposal and/or (II) otherwise to solicit proxies from stockholders in support of such proposal, and

(k) in the case of a beneficial owner, evidence establishing such beneficial owner's indirect ownership of stock and entitlement to vote such stock at such meeting.

(E) General. Notwithstanding anything in these bylaws to the contrary, only such business shall be conducted at an annual meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 15. Notwithstanding the foregoing provisions of this Section 15, a stockholder shall also comply with all applicable requirements of the Exchange Act with respect to the matters set forth in this Section 15. Any references to the Exchange Act are not intended to and shall not limit the requirements applicable to stockholder-proposed business to be considered pursuant to this Section 15.

Section 16. Nomination of Directors; Advance Notice of Stockholder Nominations. Only persons who are nominated in accordance with the procedures set forth in this Section 16 shall be eligible for election as directors.

(A) Definitions. For purposes of this Section 16, the following terms shall have the following meanings:

(i) "Proposed Nominee" means each person whom a stockholder proposes to nominate for election as a director.

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(ii) "Proposed Nominee Associated Persons" shall mean, with respect to the applicable Proposed Nominee, (a) any beneficial owner of shares of the corporation owned of record or beneficially by such Proposed Nominee, (b) any associate of such Proposed Nominee or beneficial owner, (c) any affiliate of such Proposed Nominee or beneficial owner and (d) any other person acting in concert, directly or indirectly pursuant to any agreement, arrangement, understanding or otherwise, whether written or oral, with such Proposed Nominee or beneficial owner (or any of their respective affiliates or associates).

(iii) "Special Meeting Request" shall mean a written request by one or more stockholders of record for a special stockholders meeting in accordance with Section 5 of this Article II.

(iv) "Stockholder Associated Person(s)" shall mean, with respect to the applicable stockholder, (a) any beneficial owner of shares of the corporation owned of record or beneficially by such stockholder, (b) any associate of such stockholder or beneficial owner, (c) any affiliate of such stockholder or beneficial owner and (d) any other person acting in concert, directly or indirectly pursuant to any agreement, arrangement, understanding or otherwise, whether written or oral, with such stockholder or beneficial owner (or any of their respective affiliates or associates).

(v) "Voting Commitment" means any agreement, arrangement or understanding with, and any commitment or assurance to, any person or entity as to how a person, if elected as a director of the corporation, will act or vote on any issue or question.

(B) Annual Meetings of Stockholders. (i) Nominations of persons for election to the Board at any annual meeting may be made (a) pursuant to the corporation's notice of meeting, (b) at the annual meeting by or at the direction of the Board or by any nominating committee or person appointed for such purpose by the Board, or (c) by any stockholder of the corporation who (1) was a stockholder of record at the time of giving of notice provided for in Section 3 of this Article II and continues to be a stockholder of record at the time of the annual meeting, (2) is entitled to vote at the meeting, and (3) complies with the notice procedures and requirements set forth in this Section 16(B) and Section 17(B) of this Article II.

(ii) For nominations to be properly brought before any annual meeting by a stockholder pursuant to Section 16(B)(i)(c) of this Article II, whether pursuant to the corporation's notice of meeting or otherwise, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation and, if the stockholder making such nomination or any Stockholder Associated Person solicits or participates in the solicitation of proxies in support of such nomination, the stockholder must have indicated each such person's intention to so solicit or participate in the solicitation of proxies in such notice. To be timely, a stockholder's notice of a nomination must be received by the Secretary at the corporation's principal place of business during the applicable period described in Section 15(C) of this Article II for a timely stockholder's notice of a matter proposed to be brought before such annual meeting. In no event shall the public announcement of an adjournment or postponement of an annual meeting, or such adjournment or postponement, commence a new time period or otherwise extend any time period for the giving of a stockholder's notice as described above.

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(iii) As to each Proposed Nominee, to be in proper form, the stockholder's notice shall set forth and include the following:

(a) all information relating to the Proposed Nominee and the Proposed Nominee Associated Persons that is required to be disclosed in solicitations for proxies for election of directors in a contested election (even if a contested election is not involved) pursuant to and in accordance with Section 14 of the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected),

(b) a detailed description of all direct and indirect material compensation and other monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such stockholder and/or the Stockholder

Associated Persons, on the one hand, and each Proposed Nominee and/or the Proposed Nominee Associated Persons, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Item 404 promulgated under Regulation S-K (or its successor Item) if the stockholder making the nomination and/or the Stockholder Associated Persons were the “registrant” for purposes of such item and the Proposed Nominee and/or the Proposed Nominee Associated Persons, were a director or executive officer of such registrant,

(c) a detailed description of all communications by such stockholder and/or the Stockholder Associated Persons with any other stockholder or beneficial owner of any securities of the corporation regarding such nomination and a detailed description of every agreement, arrangement and understanding between such stockholder and/or the Stockholder Associated Persons, on the one hand, and any other person or persons (including their names), on the other hand, in connection with the proposal of such nomination by such stockholder, and

(d) the completed and signed questionnaire, representation and agreement required by Section 16(E) of this Article II.

(iv) As to the stockholder giving such notice, to be in proper form, the stockholder’s notice shall set forth and include the

following:

(a) all information described in Section 15(D)(ii) of this Article II, and

(b) any other information relating to such stockholder and the Stockholder Associated Persons that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the election of directors in a contested election (even if a contested election is not involved) pursuant to Section 14 of the Exchange Act.

The corporation may require any Proposed Nominee to furnish such other information as may reasonably be required by the corporation to determine the qualifications of such Proposed Nominee (x) to serve as an independent director of the corporation or that could be material to a reasonable stockholder’s understanding of the independence, or lack thereof, of such Proposed

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Nominee or (y) to comply with insurance regulatory requirements that may be applicable, from time to time, to directors of the corporation.

Notwithstanding anything in Section 16(B)(ii) of this Article II to the contrary, in the event that the number of directors to be elected to the Board at an annual meeting is increased and the corporation does not make a public announcement naming all of the nominees for director or specifying the size of the increased Board at least 100 days prior to the first anniversary of the preceding year’s annual meeting, a stockholder’s notice required by this Section 16 shall also be considered timely with respect to nominees for any new positions created by such increase if it is received by the Secretary at the corporation’s principal place of business not later than the close of business on the 10th day after the day on which such public announcement is first made by the corporation.

(C) Special Meetings of Stockholders. (i) Nominations of persons for election to the Board at a special meeting of stockholders at which directors are to be elected may be made (a) pursuant to the corporation’s notice of meeting, (b) at the meeting by or at the direction of the Board or by any nominating committee or person appointed for such purpose by the Board, or (c) provided that the Board has determined that directors shall be elected at such meeting, by any stockholder of the corporation who (1) was a stockholder of record at the time of giving of notice provided for in Section 6 of this Article II and continues to be a stockholder of record at the time of the special meeting, (2) is entitled to vote at the meeting, and (3) complies with the notice procedures and requirements set forth in this Section 16(C) and 17(B) of this Article II.

(ii) In the event the corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board (other than a Stockholder Requested Special Meeting, which is governed by Section 5 of this Article II), any such stockholder may nominate a person or persons (as the case may be) for election to such position(s) as specified in the corporation’s notice of meeting, if the stockholder’s notice is in the proper form for a notice pursuant to Section 16(B) of this Article II for a stockholder notice of a nomination at an annual meeting (including the completed and signed questionnaire, representation and agreement required by Section 16(E) of this Article II) and is received by the Secretary at the principal place of business of the corporation not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting and the 10th day following the date of the first public announcement of the special meeting date and of the nominees proposed by the Board to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting, or such adjournment or postponement, commence a new time period or otherwise extend any time period for the giving of a stockholder’s notice as described above.

(D) General. Notwithstanding anything in these bylaws to the contrary, only such persons who are nominated in accordance with the procedures set forth in this Section 16 shall be eligible to be elected at an annual or special meeting of stockholders to serve as directors (other than in accordance with Section 5 of this Article II in the case of a Stockholder Requested Special Meeting). Notwithstanding the foregoing provisions of this Section 16, a stockholder shall also comply with all applicable requirements of the Exchange Act with respect to the matters set forth in this Section 16. Any references to the Exchange Act are not intended to and

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shall not limit the requirements applicable to nominations to be considered pursuant to this Section 16.

(E) Submission of Questionnaire, Representation and Agreement. To be eligible to be a nominee for election or reelection, and to serve, as a director of the corporation, a person must deliver (in accordance with the time periods prescribed for delivery of notice under this Section 16) to the Secretary at the corporation’s principal place of business a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (i) will abide by the requirements of Section 2 of Article III, (ii) is not and will not become a party to (a) any Voting Commitment that has not been disclosed to the corporation or (b) any Voting Commitment that could limit or interfere with such person’s ability to comply, if elected as a director of the corporation, with such person’s fiduciary duties under applicable law, (iii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other

than the corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, (iv) will comply with all informational and similar requirements of applicable insurance and other laws and regulations, (v) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, if elected as a director of the corporation, will be in compliance with, and will in the future comply with, all applicable policies and guidelines of the corporation, including, without limitation, those relating to corporate governance, conflict of interest, confidentiality, stock ownership and securities trading and (vi) if elected as a director of the corporation, will act in the best interests of the corporation and its stockholders and not in the interests of individual constituencies.

Section 17. General.

(A) **Exclusive Means.** Section 15(B)(iii) and Section 16(B)(i)(c) of this Article II shall be the exclusive means for a stockholder to make business proposals or nominations before a special or annual meeting of stockholders, respectively (other than matters properly brought under and in compliance with the rules and regulations promulgated under the Exchange Act and included in the corporation's notice of meeting, and other than in accordance with Section 5 of this Article II in the case of a Stockholder Requested Special Meeting).

(B) **Requirement to Update Information.** A stockholder providing notice of any business proposals or nominations as required under this Article II, including, without limitation, pursuant to a Special Meeting Request, shall further update and supplement such notice so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the applicable meeting and as of the date that is ten business days prior to such meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the corporation not later than five business days after the record date for such meeting (in the case of the update and supplement required to be made as of the record date), and not later than eight business days prior to the date for such meeting or any

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adjournment or postponement thereof (in the case of the update and supplement required to be made as of ten business days prior to such meeting or any adjournment or postponement thereof).

Section 18. Stockholder Proposals; Preferred Stock Election Rights. Subject to compliance with the procedures and requirements set forth in Sections 15 and 16 of this Article II, nothing in this Article II shall be deemed to affect any rights of (i) stockholders to request inclusion of proposals or nominations in the corporation's proxy statement pursuant to the rules and regulations promulgated under the Exchange Act or (ii) the holders of any series of preferred stock if and to the extent provided under law, the certificate of incorporation or these bylaws.

Section 19. Procedural Matters.

(A) **Defective Proposals and Nominations.** Except as otherwise provided by law, the certificate of incorporation or these bylaws, the chair of a stockholders meeting shall have the sole power and duty to determine whether any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in Sections 5, 7, 15, 16 and 17 of this Article II, as applicable, or in accordance with laws or rules applicable to the meeting and, if any proposed business is not in compliance with such sections, laws or rules, to declare that such defective proposal or nomination shall be disregarded, which determination shall be conclusive and binding on the corporation and its stockholders. Notwithstanding anything in these bylaws to the contrary, if the applicable stockholder(s) (or a qualified representative) does not appear at the annual or special meeting to present a nomination or other proposed business, such nomination may be disregarded or such business may not be transacted, as the case may be, notwithstanding that proxies in respect of such matter may have been received by the corporation. To be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager, or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as a proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders. As to all such matters, the chair of the meeting shall make all necessary determinations which shall be conclusive and binding on the corporation and its stockholders.

(B) **Polls and Rules of Conduct.** At each stockholders meeting, the chair of the meeting shall fix and announce the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote and shall determine the order of business and all other matters of procedure. Except to the extent inconsistent with any rules that are adopted by the Board, the chair shall have the right and authority to convene and (for any or no reason) to recess and/or adjourn the meeting, to establish rules, regulations and procedures and to do all such acts as, in the judgment of the chair, are appropriate for the conduct of the meeting, including, without limitation, the establishment of an agenda or order of business for the meetings and the establishment of rules restricting attendance to bona fide stockholders of record, their proxies and other persons in attendance at the invitation of the chair and rules governing speeches, presentation of business to be transacted, and debates. In establishing rules, the chair will have absolute discretion and his or her rulings will not be subject to appeal. Rules established by the chair need not be in writing.

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ARTICLE III

DIRECTORS

Section 1. Powers. The business of the corporation shall be managed by or under the direction of its Board. The Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by law, by the certificate of incorporation or by these bylaws directed or required to be exercised or done by the stockholders.

Section 2. Election of Directors.

(A) **Size of the Board.** The Board shall consist of a minimum of three directors and a maximum of 15 directors. The number of directors shall be established by resolution of the Board. The directors shall be elected as provided in this Section 2 or in Section 3 of this Article III, and each director elected shall hold office until a successor is duly elected and qualified or his or her earlier resignation or removal.

(B) **Majority Vote.** Each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present, subject to the rights of the holders of any series of preferred stock to elect directors in accordance with the terms thereof. For purposes of this bylaw, a majority of votes cast shall mean that the number of shares voted “for” a director’s election exceeds 50% of the number of votes cast with respect to that director’s election. Votes cast shall include votes to withhold authority in each case and exclude abstentions with respect to that director’s election. Notwithstanding the foregoing, if an election of directors is contested, then directors shall be elected by the vote of a plurality of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this bylaw, a contested election shall mean any election of directors in which, as of the record date, the number of nominees for election as directors exceeds the number of directors to be elected.

(C) **Tender of Resignation in Majority Vote Context.** If a nominee for director who is an incumbent director is not elected and no successor has been elected at such meeting, the director shall tender his or her resignation to the Board promptly following the certification of election results by the inspector of elections. The Nominating and Governance Committee shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board shall act on the tendered resignation, taking into account the Nominating and Governance Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board with respect to his or her resignation. If such incumbent director’s resignation is not accepted by the Board, such director shall continue to serve until the end of his or her term and until his or her successor is duly elected, or his or her earlier

resignation or removal. If a director’s resignation is accepted by the Board pursuant to this bylaw, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Section 3 of this Article III or may decrease the size of the Board pursuant to the provisions of Section 2(A) of this Article III.

Section 3. Filling of Vacancies. Vacancies and newly created directorships may be filled by a majority of the directors then in office, though less than a quorum. Each director so chosen shall hold office until a successor is duly elected and qualified or his or her earlier resignation or removal. If there are no directors in office, then an election of directors may be held in the manner provided by the General Corporation Law of the State of Delaware. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

Section 4. Resignation. Any director may resign at any time upon written notice to the corporation sent to the General Counsel or the Secretary. Such written resignation shall take effect at the time specified therein, but in no event earlier than the time of receipt by the General Counsel or the Secretary, or if no time be specified, at the time of its receipt by the General Counsel or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 5. Meetings of the Board. The Board may hold both regular and special meetings, either within or without the State of Delaware.

Section 6. Annual Meetings. The annual meeting of each newly elected Board shall be held without notice immediately after the annual meeting of stockholders, within or without the State of Delaware.

Section 7. Regular Meetings. Regular meetings, other than the annual meeting, of the Board may be held within or without the State of Delaware at such time and at such place as shall be determined by the Board.

Section 8. Special Meetings. Special meetings of the Board shall be called by the Secretary or an Assistant Secretary on the request of the Chairman of the Board or on the request in writing of one-third of the whole Board, stating the purpose or purposes of such meeting.

Section 9. Notice of Meetings. Notices of Board meetings may be made in writing, by electronic transmission, by telephone or in person. If a Board meeting notice is made in writing, it shall be addressed to each director at his or her usual place of business, residence or such other location at which he or she is known to be. Any such notice in writing shall be sent not later than three days before such meeting. If a Board meeting notice is made by electronic transmission, by telephone or in person, it shall be sent or given not later than three hours before the meeting. If a Board meeting notice is sent by electronic transmission, it shall be sent to each director at such destination and by such means as such director shall have previously consented to. Notice of any Board meeting need not be given to any director who shall sign a written waiver thereof either before or after the meeting or who shall be present at the meeting and participate in the business transacted. Any and all business transacted at any Board meeting shall

be fully effective without any notice thereof having been given if all the members shall be present. Unless limited by law, the certificate of incorporation, the bylaws, or by the terms of the notice thereof, any and all business may be transacted at any meeting without the notice thereof having so specially enumerated the matters to be acted upon.

Section 10. Lead Director. At its discretion, the Board may appoint a Lead Director. The Lead Director shall have such duties as may be assigned by the Board

Section 11. Organization. The Chairman of the Board shall preside at all Board meetings at which he or she is present. If the Chairman of the Board shall be absent from any Board meeting, the duties otherwise provided in this Section 11 to be performed by the Chairman of the Board at such meeting shall be performed at such meeting by the Lead Director or, if there is no Lead Director or the Lead Director is not present, one of the directors chosen by the members of the Board present at such meeting. The Secretary of the corporation shall act as the secretary at all Board meetings and, in the Secretary’s absence, the chair of the meeting shall appoint a temporary secretary.

Section 12. Quorum; Voting; Adjournment. Except as otherwise required by law, by the certificate of incorporation or by these bylaws, at all Board meetings, a majority of the whole Board shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at any Board meeting, the directors who are present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

Section 13. Action By Unanimous Written Consent. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any Board meeting or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 14. Participation in Meetings by Conference Telephone or Other Communications Equipment. Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or any committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

Section 15. Committees of Directors. The corporation elects to be governed by Section 141(c)(2) of the Delaware General Corporation Law. By resolution passed by a majority of the whole Board, the Board may designate one or more committees. Each committee shall consist of one or more of the directors of the corporation. To the extent provided in the resolution, each committee shall have and may exercise the powers of the Board in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it. Each committee shall have such name as may be determined by resolution adopted by the Board.

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Section 16. Committee Members. Each member of any such committee shall hold office until such member's successor is elected and has qualified, unless such member sooner dies, resigns, or is removed. Subject to these bylaws, the number of directors which shall constitute any committee shall be determined by the whole Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any committee meeting.

Section 17. Committee Secretary. The Board may elect a secretary of any such committee. If the Board does not elect such a secretary, the committee shall do so. The secretary of any committee need not be a member of the committee, but shall be selected from a member of the staff of the office of the Secretary of the corporation, unless otherwise provided by the Board.

Section 18. Minutes of Committee Meetings. The secretary of each committee shall keep regular minutes of the committee meetings and shall provide copies of the minutes to the Secretary of the corporation, unless otherwise provided by the Board.

Section 19. Committee Meetings. Meetings of committees of the Board may be held at any place, within or without the State of Delaware, as shall be designated by the Board or the committee. Regular meetings of any committee shall be held at such times as may be determined by the Board or the committee and no notice shall be required for any regular meeting. A special meeting of any committee shall be called by the Board or by the Secretary or an Assistant Secretary upon the request of any member of the committee. Notices of special meetings may be made in writing, by electronic transmission, by telephone or in person. If such meeting notice is made in writing, it shall be addressed to each member at his or her usual place of business, residence or such other location at which he or she is known to be. Any such notice in writing shall be sent not later than two days before such meeting. If a meeting notice is made by electronic transmission, by telephone or in person, it shall be sent or given not later than three hours before the meeting. If a committee meeting notice is sent by electronic transmission, it shall be sent to each member at such destination and by such means as such member shall have previously consented to. Notice of any such meeting need not be given to any member who shall sign a written waiver thereof, either before or after the meeting, or who shall be present at the meeting and participate in the business transacted. Any and all business transacted at any meeting of any committee shall be fully effective without any notice thereof having been given if all the members of the committee shall be present. Unless limited by law, the certificate of incorporation, these bylaws, or by the terms of the notice thereof, any and all business may be transacted at any special meeting without the notice thereof having so specifically enumerated the matters to be acted upon.

Section 20. Executive Committee. The Board may designate an Executive Committee by resolution of the Board. The Executive Committee shall consist of a director, who shall serve as chair of the Executive Committee, and not less than two other directors, a majority of whom shall not be officers or employees of the corporation, as shall be prescribed by the Board. Unless otherwise provided by resolution of the Board, between Board meetings the Executive Committee shall have all the powers of the Board and may perform all of the Board's duties. However, the Executive Committee shall have no authority as to the following matters: (i) submission to stockholders of any action that requires stockholders' authorization under the

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General Corporation Law of the State of Delaware; and (ii) amendment or repeal of these bylaws or the adoption of new bylaws.

Section 21. Audit Committee. The size of the Audit Committee shall be set by the Board, but will always consist of at least three directors. The members of the Audit Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee in accordance with the independence and experience requirements of the New York Stock Exchange. The powers, responsibilities and functions of the Audit Committee shall be as set forth in the Audit Committee charter, which shall be adopted and approved by the Board. The Audit Committee shall review and reassess the adequacy of its charter on an annual basis and recommend any proposed changes to the Board for its adoption and approval.

Section 22. Compensation and Succession Committee. The size of the Compensation and Succession Committee shall be set by the Board, but will always consist of at least two directors. The members of the Compensation and Succession Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee and shall be limited to directors who are not employees of the corporation or any of its subsidiaries. The powers, responsibilities and functions of the Compensation and Succession Committee shall be as set forth in the Compensation and Succession Committee charter, which shall be adopted and approved by the Board.

Section 23. Nominating and Governance Committee. The size of the Nominating and Governance Committee shall be set by the Board, but will always consist of at least two directors. The members of the Nominating and Governance Committee shall be appointed by the Board upon the

recommendation of either the Chairman of the Board or the Nominating and Governance Committee and shall be limited to directors who are not employees of the corporation or any of its subsidiaries. The powers, responsibilities and functions of the Nominating and Governance Committee shall be as set forth in the Nominating and Governance Committee charter, which shall be adopted and approved by the Board.

Section 24. Compensation of Directors. Unless otherwise restricted by the certificate of incorporation, the Board shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV

INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

Section 1. Definitions. As used in this Article:

(A) “acted properly” as to any Employee Indemnitee (as defined below) shall mean that such person:

(i) acted in good faith;

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(ii) acted in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation; and

(iii) with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, or dismissal (with or without prejudice), shall not, of itself, create a presumption that the person did not act properly.

(B) “covered person” shall mean an Indemnitee (as defined below) or an Employee Indemnitee (as defined below).

(C) “Employee Indemnitee” shall mean any person who is or was a non-officer employee of the corporation or of a subsidiary, including an employee providing professional services, to the extent that such person was providing services specifically to or on behalf of the corporation.

(D) “expenses” shall include attorneys’ fees and expenses and any attorneys’ fees and expenses of establishing a right to indemnification under this Article.

(E) “Indemnitee” shall mean any person who is or was

(i) a director or officer of the corporation and/or any subsidiary;

(ii) a trustee or a fiduciary under any employee pension, profit sharing, welfare, or similar plan or trust of the corporation and/or any subsidiary; or

(iii) serving at the request of the corporation as a director or officer of or in a similar capacity in another corporation, partnership, joint venture, trust, or other enterprise, (which shall, for the purpose of this Article be deemed to include not-for-profit or for-profit entities of any type), whether acting in such capacity or in any other capacity including, without limitation, as a trustee or fiduciary under any employee pension, profit sharing, welfare, or similar plan or trust.

(F) “proceeding” shall mean any threatened, pending or completed action or proceeding, whether civil or criminal, and whether judicial, legislative or administrative, and shall include investigative action by any person or body; provided, however, that with respect to any particular covered person, “proceeding” shall not include any of the above (or part thereof) commenced by such covered person, unless the commencement of such proceeding (or part thereof) was authorized in the specific case by the Board.

(G) “subsidiary” shall mean a corporation or other entity, 50% or more of the shares, or other ownership interests, of which at the time outstanding having voting power for the

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election of directors are owned directly or indirectly by the corporation or by one or more subsidiaries or by the corporation and one or more subsidiaries.

Section 2. Indemnification.

(A) The corporation shall indemnify any Indemnitee to the fullest extent permitted under law (as the same now or hereafter exists), who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an Indemnitee against liabilities, expenses, judgments, fines, excise taxes or penalties assessed, including, without limitation, those with respect to an employee benefit plan or trust, and amounts paid in settlement actually and reasonably incurred by him or her.

(B) The corporation shall indemnify any Employee Indemnitee who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that such person is or was an Employee Indemnitee against liabilities, expenses, judgments, fines, excise taxes or penalties assessed, including, without limitation, those with respect to an employee benefit plan or trust, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such proceeding if such person acted properly.

(C) The corporation shall indemnify any Employee Indemnitee who was or is a party or is threatened to be made a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was an Employee Indemnitee against amounts paid in settlement and against expenses actually and reasonably incurred by him or her in connection with the defense or settlement of such proceeding if he or she acted properly, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Advances. Expenses incurred in defending a proceeding, or incurred in a proceeding to establish a right to indemnification under this Article IV, shall be paid by the corporation to or on behalf of a covered person in advance of the final disposition of such proceeding if the corporation shall have received an undertaking by or on behalf of such person to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article.

Section 4. Procedures for Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific proceeding upon a determination that indemnification to a covered person is proper in the circumstances. Such determination shall be made:

(A) by the Board, by a majority vote of a quorum consisting of directors who were not made parties to such proceeding, or

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(B) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or

(C) in the absence of a determination made under (A) or (B), by the stockholders.

Section 5. Indemnification — Other Entities. The corporation shall indemnify or advance funds to any Indemnitee described in Section 1(E) (iii) only after such person shall have sought indemnification or an advance from the corporation, partnership, joint venture, trust, or other enterprise in which he or she was serving at the corporation's request, shall have failed to receive such indemnification or advance and shall have assigned irrevocably to the corporation any right to receive indemnification which he or she might be entitled to assert against such other corporation, partnership, joint venture, trust, or other enterprise.

Section 6. Miscellaneous.

(A) The indemnification provided to a covered person by this Article:

(i) shall not be deemed exclusive of any other rights to which such person may be entitled by law or under any articles of incorporation, by-law, agreement, vote of shareholders or disinterested directors or otherwise;

(ii) shall inure to the benefit of the legal representatives of such person or his or her estate, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such person; and

(iii) shall be a contract right between the corporation and each such person who serves in any such capacity at any time while this Article IV is in effect, and any repeal or modification of law or this Article IV shall not negatively affect any rights or obligations then existing with respect to any state of facts or any proceedings then existing.

(B) The indemnification and advances provided to a covered person by this Article shall extend to and include claims for such payments arising out of any proceeding commenced or based on actions of such person taken prior to the effective date of this Article; provided that payment of such claims had not been agreed to or denied by the corporation at the effective date.

(C) The corporation shall have the power to purchase and maintain insurance on behalf of any covered person against any liability asserted against him or her and incurred by him or her as a covered person or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article. The corporation shall also have power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of the indemnification of covered persons under the provisions of this Article.

(D) The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

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ARTICLE V

NOTICES

Section 1. Notice. Except as otherwise specifically provided for in these bylaws, notices to directors and stockholders shall be in writing and, if mailed, shall be deemed given when deposited in the United States mail, postage prepaid, directed to the director or stockholder at such address as appears on the records of the corporation.

Section 2. Waiver. Whenever any notice is required to be given by law or by the certificate of incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Any person who is present at a meeting shall be conclusively presumed to have waived notice of such meeting except when such person attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. In the case of directors, such member shall be conclusively presumed to have assented to any action taken unless his or her dissent shall be entered in the minutes of the meeting or unless his or her written dissent to such action shall be filed with the person acting as the secretary of the meeting before the adjournment thereof or shall be forwarded by registered mail to the secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to any member who voted in favor of such action.

ARTICLE VI

OFFICERS

Section 1. General. The officers of the corporation shall be elected by the Board and shall be a Chairman of the Board, a Chief Executive Officer, a President, a Chief Financial Officer, one or more Vice Presidents, a Secretary, a Controller and a Treasurer. The Board may also choose one or more Assistant Secretaries and Assistant Treasurers. Two or more offices may be held by the same person, with the exception of the office of Chairman of the Board and the office of Secretary. The officers of the corporation need not be stockholders, employees or directors of the corporation. Vice Presidents and other officers, including appointed officers (as defined in Section 15 of this Article VI), may have such further titles as shall be specified by the Chief Executive Officer of the corporation.

Section 2. Election. At its first meeting held after each annual meeting of stockholders, the Board shall elect the officers of the corporation. Such officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor is duly elected and qualified or until his or her earlier resignation or removal as hereinafter provided.

Section 3. Other Officers and Agents. The Board may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board.

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Section 4. Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board. Any vacancy occurring in any office of the corporation shall be filled by the Board.

Section 5. Chairman of the Board. The Chairman of the Board shall be a member of the Board and may be an employee of the corporation. The Chairman of the Board shall preside at all meetings of the Board and of the stockholders at which he or she is present. In the absence or disability of the Chairman of the Board, the duties of the Chairman of the Board shall be performed and his or her authority shall be exercised by the Lead Director or, if there is no Lead Director or the Lead Director is not present, one of the other directors as designated for this purpose by the Board.

Section 6. Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer of the corporation; shall direct, coordinate and control the corporation's business and activities and its operating expenses and capital expenditures; shall have general authority to exercise all the powers necessary for the chief executive officer of the corporation; and shall perform such other duties and have such other powers as may properly belong to his or her office or as shall be prescribed by the Board or these bylaws, all in accordance with basic policies as established by and subject to the control of the Board. In the absence or disability of the Chief Executive Officer, the duties of the Chief Executive Officer shall be performed and his or her authority shall be exercised by the President or, in the absence or inability of the President, by one of the Vice Presidents designated for this purpose by the Board. The Chief Executive Officer may be a member of the Board.

Section 7. President. The President shall be the chief operating officer of the corporation and shall have general administrative control and supervision over the operations of the corporation subject to the supervision of the Chief Executive Officer. He or she shall, in the absence or inability of the Chief Executive Officer, perform the duties and exercise the powers of the Chief Executive Officer. He or she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the corporation. He or she shall also perform such other duties as may properly belong to his or her office or as shall be prescribed by the Chief Executive Officer or by the Board.

Section 8. Chief Financial Officer. The Chief Financial Officer of the corporation shall, under the direction of the Chief Executive Officer, be responsible for all financial and accounting matters. The Chief Financial Officer shall have such other powers and perform such other duties as the Board, the Chief Executive Officer, or these bylaws may prescribe.

Section 9. Vice Presidents. Each Vice President shall have such powers and shall perform such duties as may be assigned to him or her by the Chief Executive Officer or by the Board. In the absence or in the case of inability of the Chief Executive Officer and the President to act, the Board may designate which one of the Vice Presidents shall be the acting Chief Executive Officer of the corporation during such absence or inability, whereupon such acting Chief Executive Officer shall have all the powers and perform all of the duties incident to the

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office of Chief Executive Officer during the absence or inability of the Chief Executive Officer to act.

Section 10. Controller. Under the direction of the Chief Executive Officer and the Chief Financial Officer, the Controller shall have general charge, control, and supervision over the accounting and auditing affairs of the corporation. The Controller or such persons as the Controller shall designate shall have responsibility for the custody and safekeeping of all permanent financial and accounting records and papers of the corporation. The Controller shall have responsibility for the preparation and maintenance of the books of account and of the accounting records and papers of the corporation; shall supervise the preparation of all financial statements and reports on the operation and condition of the business; shall have responsibility for the establishment of financial procedures, records, and forms used by the corporation; shall have responsibility for the filing of all financial reports and returns, required by law; shall render to the Chief Executive Officer, the Chief Financial Officer or the Board, whenever they may require, an account of the Controller's transactions;

and in general shall have such other powers and perform such other duties as are incident to the office of Controller and as the Board, the Chief Executive Officer, the Chief Financial Officer, or these bylaws may prescribe.

Section 11. Secretary. The Secretary shall attend all Board meetings and all stockholder meetings; shall record all the proceedings of the meetings of the corporation and of the Board in a book to be kept for that purpose; shall perform like duties for the standing or special committees when required; and shall have such other powers and perform such other duties as the Board, the Chairman of the Board, the Chief Executive Officer or these bylaws may prescribe. Under the Chairman of the Board's supervision, the Secretary shall give, or cause to be given, all notices required to be given by these bylaws or by law. The Secretary shall keep in safe custody the seal of the corporation, shall have the authority to affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature or by the signature of an Assistant Secretary.

Section 12. Assistant Secretaries. In the absence or disability of the Secretary, the Assistant Secretary or Assistant Secretaries shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board, the Chairman of the Board or the Chief Executive Officer may prescribe.

Section 13. Treasurer. Under the direction of the Chief Executive Officer, the Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; shall deposit all monies and other valuable effects in the name and to the credit of the corporation as may be ordered by the Board; shall cause the funds of the corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements; shall render to the Chief Executive Officer and the Board, at its regular meeting or when the Board so requires, an account of the Treasurer's actions; and shall have such other powers and perform such other duties as the Board, the Chief Executive Officer or these bylaws may prescribe.

Section 14. Assistant Treasurers. In the absence or disability of the Treasurer, the Assistant Treasurer or the Assistant Treasurers shall perform the duties and exercise the powers

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of the Treasurer and shall perform such other duties and have such other powers as the Board or the Chief Executive Officer may prescribe.

Section 15. Appointed Officers. The Chief Executive Officer of the corporation may establish positions and offices identified as a function, department or other organizational component of the corporation, and may appoint individuals, who need not be employees of the corporation, to occupy those positions, subject to approval of the Compensation and Succession Committee. The titles of such individuals (herein referred to as "appointed officers") may be either conventional corporate officer titles or titles designating a functional activity, but in all cases shall contain, as an integral part of the title, a reference to the function, organizational component or department within which the position is established.

Section 16. Appointment, Removal and Term of Appointed Officers. Appointed officers may be appointed by the Chief Executive Officer. The Chief Executive Officer may remove any appointed officer at any time without notice or accept such appointed officer's resignation. No term of office shall be established for any appointed officer.

Section 17. Duties of Appointed Officers. An appointed officer shall have such powers as may be assigned by the Chief Executive Officer, the Board or any committee of the Board and shall perform such duties (not including duties normally performed by an officer of the corporation) as may be assigned by the Chief Executive Officer, the Board, any committee of the Board or the officer of the corporation having management responsibility for the organizational component or function to which such appointed officer is assigned.

ARTICLE VII

CERTIFICATE OF STOCK

Section 1. Certificates of Stock. The shares of the corporation shall be represented by certificates or shall be uncertificated. Each registered holder of shares, upon request to the corporation, shall be provided with a certificate of stock representing the number of shares owned by such holder. The certificates of stock of the corporation shall be in the form or forms from time to time approved by the Board. Such certificates shall be numbered consecutively and registered, shall exhibit the holder's name and the number of shares, and shall be signed in the name of the corporation by the Chairman of the Board, the Chief Executive Officer or a Vice President of the corporation and by the Secretary or an Assistant Secretary of the corporation.

Section 2. Countersigned Certificates; Signature of Former Officers, Transfer Agents or Registrars. Where a certificate is countersigned by (i) a transfer agent other than the corporation or its employee or (ii) a registrar other than the corporation or its employee, any signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

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Section 3. Lost, Stolen or Destroyed Certificates. The Board may direct a new certificate or certificates to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate, the Board may, in its discretion as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or his or her legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4. Transfer of Stock. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 5. Closing of Transfer Books; Record Dates. The Board may close the stock transfer books of the corporation for a period not exceeding 60 days preceding the date of any stockholders meeting, the date for payment of any dividend, the date for the allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect or for a period not exceeding 60 nor less than ten days in connection with obtaining the consent of stockholders for any purpose. In lieu of closing the stock transfer books, the Board may fix in advance a date, not exceeding 60 days preceding the date of any meeting of stockholders, the date for the payment of any dividend, the date for the allotment of rights, the date when any change or conversion or exchange of capital stock shall go into effect or a date in connection with obtaining such consent, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting and any adjournment thereof, to receive payment of any such dividend, to any such allotment of rights, to exercise the rights in respect of any such change, conversion or exchange of capital stock or to give such consent. In such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, to receive payment of such dividend, to receive such allotment of rights, to exercise such rights or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date.

Section 6. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner. The corporation shall be entitled to hold liable for calls and assessments a person registered on its books as the owner of shares. The corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person or persons, except as otherwise provided by the General Corporation Law of the State of Delaware.

Section 7. Stock Subscriptions. Unless otherwise provided for in the subscription agreement, subscriptions for shares shall be paid in full at such time, or in such installments and at such times, as shall be determined by the Board. Any call made by the Board for payment on

subscriptions shall be uniform as to all shares of the same class or as to all shares of the same series. In case of default in the payment of any installment or call when such payment is due, the corporation may proceed to collect the amount due in the same manner as any debt due the corporation.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Dividends. Subject to the provisions of the certificate of incorporation, any dividends upon the corporation's capital stock may be declared by the Board at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Reserves. Before payment of any dividend, there may be set aside, out of any funds of the corporation available for dividends, such sum or sums as the directors, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, for equalizing dividends, for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation. The directors may modify or abolish any such reserve in the manner in which it is created.

Section 3. Checks. All checks or demands for money and notes of the corporation shall be signed by such person or persons as shall be designated by the Board or by such officer or officers of the corporation as shall be appointed for that purpose by the Board.

Section 4. Fiscal Year. The fiscal year of the corporation shall be the calendar year, unless otherwise fixed by resolution of the Board.

Section 5. Seal. The corporate seal shall have inscribed thereon the name of the corporation and shall be in such form as may be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 6. Inspection of Books and Records. Any stockholder, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's stock ledger, a list of its stockholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean any purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in the State of Delaware or at its principal place of business.

Section 7. Severability; Titles. If any provision of these bylaws (or any portion, including words or phrases, thereof) or the application of any provision (or any portion, including words or phrases, thereof) to any person or circumstance shall be held invalid, illegal or unenforceable in any respect under applicable law by a court of competent jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provisions hereof (or the

remaining portion thereof) or the application of such provision to any other persons or circumstances, which unaffected provisions (or portions thereof) shall remain valid, legal and enforceable to the fullest extent permitted by law. The section titles contained in these bylaws are for convenience only and shall be without substantive meaning or content of any kind whatsoever.

Section 8. Writing and Signing; Electronic Transmission. Whenever any provision of these bylaws specifies that a writing is required or permitted to take action or to give notice, such action or notice may also be accomplished by electronic transmission. Electronic transmission means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such recipient through an automated process. If an electronic transmission is used to satisfy any provision of these bylaws that specifies that a writing is required or permitted to take action or to give notice and these bylaws require that such writing be signed by a particular person, such electronic transmission need not be signed but must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by that person.

An electronic transmission shall be deemed given: (i) if by facsimile telecommunication, when directed to a number at which the director or stockholder has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the director or stockholder has consented to receive notice; (iii) if by posting on an electronic network together with separate notice to the director or stockholder of such specific posting, upon the later of (a) such posting or (b) the giving of such separate notice; and (iv) if by any other form of electronic transmission, when directed to the director or stockholder.

ARTICLE IX

AMENDMENTS

Section 1. **Amendments.** These bylaws may be amended or repealed by the vote of a majority of the directors present at any meeting at which a quorum is present or by the affirmative vote of the holders of not less than a majority of the total number of votes entitled to be cast generally in the election of directors.



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**A MESSAGE FROM THOMAS J. WILSON
 ALLSTATE CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER**

Allstate's values and principles are the foundation for Our Shared Vision. They form the foundation for everything we do and every interaction with more than 16 million households. Our commitment to doing the right thing has been at the core of this company throughout our history. We do the right thing, the right way at the right time.

The Allstate Code of Ethics guides both our overall purpose as a company and the things we do every day. This Code provides a roadmap for making decisions and ensuring we make the right choices.

Allstate stands apart because of our people. You are the key to our success. This Code reflects the values and principles you embody and ensure Allstate has the highest ethical standards.

**A MESSAGE FROM RICHARD C. CRIST, JR.
 SENIOR VICE PRESIDENT, CHIEF ETHICS AND COMPLIANCE OFFICER AND CHIEF PRIVACY OFFICER**

Making a good decision often appears easier than it is in reality. Our decisions are a reflection of who we are both individually and collectively. They say a great deal about our values, beliefs and experiences. At work, our decisions also reflect Allstate's integrity, which is why doing the right thing is critical to our company and our reputation.

The choices we face in challenging circumstances can be among the most difficult to make and often carry significant risks. So when you're faced with a tough situation, especially one that doesn't feel right, explore it more. Even seemingly familiar topics can have subtle differences, competing values and broad implications. By stepping back, we gain appropriate insight, a clearer perspective and the ability to act with confidence.

Our values and principles provide us with the parameters within which we work, and the Code of Ethics guides our decisions. Use the Code of Ethics to your advantage—to learn and to enhance your problem-solving skills. The Code will help you to sort out the gray in situations and improve your ability to make the best decisions for our customers and our company.

As a company built on integrity and trust, we must work continuously to refine our decision-making skills.

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Our Employees *In My Good Hands*SM

Valuing Diversity and Inclusion
Preventing Harassment
Promoting a Safe and Healthy Workplace

Our Customers *In My Good Hands*SM

Selling and Marketing with Integrity
Promoting Fair Competition
Gathering Competitive Intelligence
Preventing Bribery and Corruption
Protecting Personal Data

Our Investors *In My Good Hands*SM

Avoiding Conflicts of Interest
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Creating and Maintaining Accurate Records
Protecting Our Assets
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Our Communities *In My Good Hands*SM

Giving Back to Our Communities

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Protecting the Environment
Speaking to the News Media and the Public
Using Social Media Responsibly

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OUR VALUES IN ACTION

At Allstate, we're committed to operating with absolute integrity. Always doing the right thing in the right way for the right reason is important to our business and our reputation. It builds trust, making Allstate a stronger, more cohesive organization, and it strengthens the bonds with our customers and other stakeholders and prepares us for the future.

Our path to sustainable success is mapped out in ***Our Shared Vision***. Making this vision a reality is all about aligning Allstate's purpose, strategy and execution with behaviors. The behaviors, which are exemplified in this Code, should be guided by the values that are at the core of who we are and what we do. Our values define our culture and core beliefs and set forth expectations for how we conduct our work.

They are:

- Honesty, Caring and Integrity
- Inclusive Diversity
- Engagement
- Accountability
- Superior Performance

We put our values into action by demonstrating them through our behaviors, decisions and interactions each and every day. When faced with decisions, sometimes the answer is clear and the right decision is easy. Other times, decisions can be complex and guidance is needed.

All of our choices matter. This Code is one of many resources available to help us make the right choices and honor our values. Read the Code carefully, and consider how it applies to you and your job. It is a business resource as well as a symbol of Allstate's commitment to doing the right thing and delivering on

the *Good Hands® promise*. Read the Code in its entirety, seek guidance whenever needed and be comfortable speaking up when you have questions or concerns.

By understanding the Code and seeking help in unclear situations, you're in the best position to promote the values of Allstate, which are reflected in its You're In Good Hands With Allstate® slogan.

USING THE CODE

We know that situations involving business conduct and ethics can be complex. As a cornerstone of our commitment to operating with integrity, this Code includes information and resources, links to relevant Company policies (when connected to the Company intranet) and realistic question-and-answer scenarios to help guide us in making decisions.

The Code topics are organized under four major headings representing expectations of key stakeholder groups. They are:

- Our Employees
- Our Customers
- Our Investors
- Our Communities

The categories are not exclusive; the obligations laid out within them may overlap. We must never assume based on our job responsibilities or interactions that any part of the Code does not

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apply to us as individuals. In fact, while specific details may be more relevant to some of us than others, we are all responsible and accountable for upholding the Code in its entirety.

The interpretation of this Code is subject to applicable laws. If you have questions about the Code or its content, speak with your manager, another manager, your local Human Resources consultant, or send an e-mail to HRComply.

OUR RESPONSIBILITIES

COMPLIANCE WITH THE LAW

We share the responsibility for ensuring that Allstate achieves its goals in the right way. It is important to be proactive in regard to the matters covered in the Code so that we can anticipate and avoid problems that could disrupt our business or harm Allstate's reputation and relationships. We also need to be able to address issues that do occur in an appropriate way and as quickly as possible.

Each of us has a personal obligation to ask questions, raise concerns and report misconduct. Allstate is committed to fostering an environment in which everyone feels comfortable and well supported in doing these things.

Each of us needs to understand and comply with the laws, rules and regulations applicable to our jobs.

Compliance with laws, rules and regulations, both foreign and domestic, protects the customers who depend on us and the shareholders who have invested in our Company. In addition to not engaging in any illegal or unethical activity, we all must report observed or suspected noncompliance.

At Allstate, we:

- Act with honesty, caring and integrity in a manner that protects Allstate's reputation
- Follow the law and Allstate policies when conducting Company business
- Respect colleagues and those with whom we do business
- Ask questions and seek help if we are unsure about making the right choices
- Promptly report all known or suspected violations of the law, this Code or Company policies
- Encourage an environment of comfort speaking up about concerns
- Cooperate with all Company investigations
- Never intimidate or retaliate against colleagues who report an ethics or compliance concern or participate in any investigation

Additionally, the Violent Crime Control and Law Enforcement Act is a federal insurance fraud law regulating the involvement in the insurance business of individuals convicted of felonies that involve dishonesty or breach of trust. You must inform Allstate of any felony conviction involving dishonesty or breach of trust by sending an e-mail to HRComply. Failure to report a conviction is a serious legal concern that may subject you to civil and criminal penalties.

For more information, see the Violent Crime Control and Law Enforcement Act Policy.

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SPECIAL RESPONSIBILITIES OF LEADERS AND MANAGERS

Managers have the added responsibility of exemplifying the behaviors we expect of everyone at Allstate and promoting the ethical culture we want to sustain.

In particular, if you are a leader or manager, you should:

- Promote a culture of ethics and legal compliance through personal leadership that demonstrates the highest ethical standards and quality in your work every day
- Achieve performance goals in a manner consistent with the values and principles of our Company
- Be aware of laws, rules, regulations, policies, procedures and processes pertinent to your responsibilities
- Guide and empower your teams by ensuring that they have the knowledge, training and resources necessary to follow the law and the Code
- Be visibly engaged and proactive in relation to ethics and compliance matters
- Supervise employees by ensuring they follow the law, this Code and Allstate policies and procedures
- Respond quickly to ethics and compliance questions (with assistance, if required, from others including Human Resources or Enterprise Business Conduct)
- Ensure that any actual or potential breach of the Code is dealt with or escalated immediately
- Listen respectfully
- Stand against any form of intimidation or retaliation

ASKING QUESTIONS AND REPORTING CONCERNS

MAKING ETHICAL DECISIONS

Every decision we make is a reflection of our Company.

No code of ethics can cover every situation. When faced with ethical issues where the right decision or course of action is unclear, we should ask ourselves:

- Is it legal?
- Is it the right thing to do?
- Does it conflict with our values?
- Is it consistent with the Code and Company policies?
- Could it adversely affect our Company or its stakeholders?
- What are the consequences?
- How would it be perceived by your family and friends?
- Would you feel comfortable reading about your action in the news?

If you are still uncertain about the ethics or legality of an issue, seek additional guidance before proceeding.

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RESOURCES FOR GETTING ANSWERS OR RAISING CONCERNS

Each of us plays an important role in ensuring that Allstate achieves the highest levels of ethical conduct.

Part of doing the right thing in the right way for the right reason is speaking up if something does not feel right. If you see or suspect misconduct, report it immediately. If the Code or policies and procedures do not provide enough direction, seek help.

Below are many resources available to help you when you have a question, need additional guidance about the topics discussed in this Code or want to raise an issue or report a concern:

- **For assistance with Code-related ethics and compliance concerns or questions about Allstate's company policies, send an e-mail to HRComply.**
- **To report a potential violation of laws, rules or regulations or a potential violation of the Code, speak with your manager, another manager or your local Human Resources consultant. You may also use the Allstate i-Report process.**

Allstate i-Report is Allstate's commitment to a fair, prompt and safe resolution of your concern. It should be used to report ethical, legal, regulatory or compliance concerns regarding Allstate employees, agents, vendors, clients and customers. You can use the Allstate i-Report Process by calling the **Allstate i-Report Line at 1-800-706-9855**, which is a 24/7 toll-free number, or accessing the website at <https://allstatei-report.alertline.com>.

Anonymous reports cannot be submitted using the Allstate i-Report website. To remain anonymous, please use the Allstate i-Report Line. We would prefer that people identify themselves since this always helps us conduct thorough and efficient investigations and necessary follow-up. If you choose to remain anonymous, we will conduct an investigation using the facts provided while working to maintain your anonymity as far as permitted by law.

NON-RETALIATION

We do not tolerate intimidation or retaliation against anyone who raises a concern, reports a violation or participates in an investigation.

We understand that it isn't always easy to speak up regarding a concern and that doing so takes courage and may not feel comfortable.

No matter what our position within the Company, we report all instances of retaliation if we see or are aware of them. Retaliation by anyone against an employee for raising an issue or reporting a concern may result in discipline, up to and including termination of employment.

ADMINISTRATION OF THE CODE

ANNUAL COMPLIANCE CONFIRMATION

Allstate's compliance standards and procedures are designed to ensure prompt and consistent action against violations of the Code. As a condition of employment, each of us is required annually to read and certify to our understanding of the Code and, where applicable, individual

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business unit professional conduct requirements. Failure to complete Annual Compliance Confirmation may result in discipline, up to and including termination of employment.

INVESTIGATIONS

We are committed to thoroughly investigating reports of potential violations. Most investigations are handled internally. In rare circumstances, an investigation may be referred to an outside agency.

Reports that concern a possible violation of the law or the Code, or any complaints or concerns about accounting, auditing, disclosure or other financial or reporting practices will be referred to the General Counsel for investigation. The General Counsel may refer these matters to the Audit Committee.

DISCIPLINARY ACTION

Violations of the Code or the law, or retaliation by anyone against an employee for raising an issue or reporting a concern, may result in discipline, up to and including termination of employment.

ADOPTION AND DISCLOSURE OF THE CODE

The Allstate Code of Ethics, in its entirety, applies to every Allstate employee and officer, as well as Allstate's outside directors. This Code was adopted by the Audit Committee of the Board of Directors of The Allstate Corporation. The Audit Committee is responsible for periodic review and assessment and approval of changes to the Code.

WAIVERS OF THE CODE

We recognize that in rare circumstances a strict application of the Code may result in a serious hardship. In these exceptional cases, a waiver of the Code in order to mitigate a serious hardship may be sought.

Any waiver of the Code of Ethics for the Chief Executive Officer, Chief Financial Officer, Controller, other senior financial or executive officers, or members of the board of directors must be approved by the Audit Committee. For all other employees, any waiver of the Code of Ethics must be approved in accordance with procedures adopted by the Audit Committee.

For more information, see the Code of Ethics Waiver Process.

“We are committed to thoroughly investigating the report of a potential violation.”

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OUR EMPLOYEES

A positive and dynamic work environment with a robust ethical culture is essential to Allstate's success. It defines and enriches our interactions with each other and our customers; it also helps to foster the mutual respect and trust that enables us to collaborate effectively and serve those who count on Allstate. This environment doesn't happen by accident. We create and sustain it when we treat each other with fairness and respect, support our colleagues and work in harmony with Allstate's values. Our workplace and businesses are enhanced when we value the individual differences, unique perspectives and contributions that each of us brings to Allstate.

VALUING DIVERSITY AND INCLUSION

At Allstate, we value and leverage the full breadth of our differences, which enrich our perspectives in the service of customers and make us a strong and inclusive organization.

Everyone counts and has a voice at Allstate, regardless of role or length of service. Our ability to outperform competitors in serving customers depends on attracting, developing and retaining a rich mix of talented, committed people based on merit. Treating people inside and outside our organization fairly and respectfully honors our values of honesty, caring and integrity and helps to protect and enhance our reputation. It also builds the trust upon which collaboration and long-term mutual benefit are based.

We Value Diversity and Prevent Discrimination By:

- Treating each other with dignity, respect and courtesy
- Strictly prohibiting discrimination on the basis of:

- Race; color; age; sex; sexual orientation; gender identity/gender expression; national origin; religion; disability; citizenship; status as a veteran; military service or any other status protected by applicable law
- Making reasonable accommodations as appropriate for others' disabilities and religious beliefs
- Committing to equal opportunity for all employees and applicants
- Complying with all applicable employment laws, rules and regulations
- Making employment-related decisions on the basis of job performance
- Reporting instances of unfair treatment or discrimination to your manager, another manager, your local Human Resources consultant or by contacting Allstate i-Report
- Not retaliating against anyone who reports discrimination or participates in an investigation of these reports

To learn more, see our Managing Diversity Policy, Positive Workplace Policy and Employee Relations Policy.

“Inclusive Diversity is a key business strategy and competitive advantage for Allstate. It’s about creating a work environment where individual diversity is valued, so that all employees can reach their potential while maximizing their contributions to our customers and shareholders.”

Michael Escobar, Vice President, Chief Diversity and Organization Effectiveness Officer

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INTEGRITY IN ACTION SCENARIO

Q: I’m considering an applicant who came to the interview in a wheelchair for a job in which she’d be working in the field with our customers. I believe that she can satisfy the expectations of the job, but I’m afraid that some customers may be uncomfortable with her disability. Assuming that she can perform the requirements of the job, is this a legitimate reason not to hire her?

A: No. To deny an applicant or employee a job based on the reaction of others to a disability or other protected status is unlawful discrimination. If the applicant is the best qualified person for the job, we should hire her. At Allstate, we appreciate what makes each of us different. Our customers expect nothing less.

PREVENTING HARASSMENT

At Allstate, we believe that everyone has both the right to work in an environment free from harassment as well as the duty to help prevent it.

Our commitment to a workplace free from harassment applies to all people, regardless of whether they’re Allstate employees. Everyone is entitled to be treated with dignity and respect. We don’t tolerate any form of verbal or physical harassment, intimidation or bullying. Remember that harassment isn’t always obvious or deliberate and that unintentional or seemingly innocent behavior could be interpreted as harassment.

We Respect Each Other and Prevent Harassment By:

- Conducting ourselves appropriately in all dealings with others in the workplace
- Being conscientious as to how our actions and comments might be perceived or misunderstood by others
- Avoiding behavior that creates a hostile, intimidating or offensive work environment, such as:
 - Unwanted verbal or physical conduct or degrading/disparaging jokes relating to race; color; age; sex; sexual orientation; gender identity/gender expression; national origin; religion; disability; citizenship; status as a veteran; military service or any other status protected by applicable law
 - Persistent or unwelcome flirting, sexual advances, sexual comments, touching, pressure for dates or other sexually suggestive behavior
- Being vigilant for signs that others may be experiencing harassment
- Reporting instances of harassment to your manager, another manager, your local Human Resources consultant or by contacting Allstate i-Report about the concern
- Not retaliating against anyone who reports harassment or participates in an investigation of these reports

To learn more, see our Employee Relations Policy.

“Feeling safe and secure at work is absolutely critical for Allstate employees, and is foundational to employee satisfaction. Additionally, Allstate wants even more for its employees — to feel empowered and experience meaningful work through an environment of trust, transparency and integrity.”

Harriet Harty, Vice President, Human Capital Solutions, Human Resources

INTEGRITY IN ACTION SCENARIO

Q: One of my coworkers asked me to go on a date with him after our team meeting last week. I politely declined the offer because I’m already dating someone else. Since then, he has asked

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me out two more times. The offers are unwanted. I’m beginning to feel really uncomfortable. Is this considered harassment?

A: Yes. Persistent requests for dates can be considered sexual harassment. Harassment has no place at Allstate. We are committed to maintaining a positive, productive and safe work environment. You should alert your manager, another manager, your local Human Resources consultant or contact Allstate i-Report about this concern.

PROMOTING A SAFE AND HEALTHY WORKPLACE

At Allstate, we care about the health and safety of our employees, visitors and other companies' employees working at our facilities. We take reasonable and legally required precautions to provide safe and secure workplaces.

A safe and healthy workplace provides a productive work environment where all people have the ability to achieve their goals. The working conditions at Allstate are intended to protect the health and safety of employees, visitors and business partners. It is important for all of us to comply with all applicable health and safety policies and procedures at our work locations, including relevant standards, instructions and processes.

A drug- and alcohol-free workplace supports our health and safety goals and is vital to our integrity, reputation and business performance. We cannot allow our judgment to be impaired at any time. No one may be under the influence of intoxicants or any controlled substance that has not been prescribed by a licensed physician while conducting Allstate business or while on Company premises.

Acts of violence, threats or physical intimidation have no place at Allstate, and we all have a responsibility to help ensure they do not occur.

We Support a Safe and Healthy Work Environment By:

- Reporting to management any accident, injury, illness, or unsafe or unhealthy condition of which we become aware
- Knowing what to do in an emergency and cooperating during the practice of emergency drills
- Maintaining a drug- and alcohol-free workplace
- Not saying or doing anything that could create fear or threaten the safety or security of others
- Not bringing firearms or other weapons onto Company premises or while traveling on Company business (except to the extent we are required to permit this activity under applicable laws)
- Reporting instances of unsafe or violent behavior or unsafe working conditions to your manager, another manager, your local Human Resources consultant or by contacting Allstate i-Report
- Not retaliating against anyone who reports unsafe or violent behavior or unsafe workplace conditions or participates in an investigation of these reports

To learn more, see our Employee Health and Safety Policy and Employee Relations Policy.

“We want Allstate to be a great place for great people to do great work. Our goal is to provide employees and guests at each location with an environment that will enhance their efficiency, creativity and productivity while maintaining a safe and secure workplace. But we need your help. We all play a role in keeping Allstate safe and healthy.”

Jim DeVries, Executive Vice President and Chief Administrative Officer

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INTEGRITY IN ACTION SCENARIO

Q: My coworker talks about consuming alcohol after leaving work when he is busy or stressed and frequently says that he needs a drink. I think that he may have an alcohol dependency, and it could be affecting his health, working relationships and business judgment. If I report this to my manager, will my coworker lose his job?

A: No. Your coworker would not be terminated simply for having an alcohol dependency. We understand that addiction occurs and can be overcome. And our Employee Assistance Program (EAP) may be able to provide resources to help employees conquer addiction. In addition, to the extent that your coworker requires additional assistance to help him perform his job, your manager can talk to and work with him to provide appropriate assistance. However, we do expect that no employee will conduct business while under the influence. Employees under the influence at work may be subject to discipline.

For additional information on our Company policies, talk to your manager, another manager, your local Human Resources consultant or send an e-mail to HRComply.

OUR CUSTOMERS

Everything we do at Allstate should be driven by our purpose of protecting our customers from life's uncertainties and helping them prepare for the future. In allowing us to serve them, our customers place confidence and trust in us to do the right thing. We must demonstrate that we're worthy of this trust and assure our customers that Allstate lives into its *Good Hands[®] promise*. This is both a shared responsibility and an individual responsibility. Living up to it every day increases customer loyalty, enhances Allstate's reputation and strengthens our ability to grow and thrive in a competitive market.

SELLING AND MARKETING WITH INTEGRITY

We believe that consumers deserve the opportunity to determine which products and services best suit their families' needs. This is reflected in our commitment to selling and marketing with integrity.

We rely on superior customer service and the quality and competitive merits of our products and services to succeed in the market. We strive to maintain high ethical standards when marketing and selling our products and services.

We Earn Trust and Succeed in the Market By:

- Complying with all applicable laws, rules and regulations
 - Honestly and informatively marketing our products and services
 - Substantiating our product and service claims
 - Never making false, deceptive or misleading claims about, or otherwise disparaging our competitors' products or services
 - Dealing fairly with Allstate's customers, employees, suppliers and competitors. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice
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"I feel strongly that it is my responsibility to create an environment where the spirit, as well as the letter, of our business ethics and standards is upheld. As such, I strive to have everyone understand that personal and professional integrity are the bedrock of our operation. And to always, always do the right things for the right reasons."

Michelle Lee, Field Senior Vice President, Northwest Region

INTEGRITY IN ACTION SCENARIO

Q: I work at the Customer Contact Center. I've nearly closed the sale of an auto product to one of our current homeowner policyholders. She wants to compare our product with that of a competitor. Personally, it is my opinion that the competitor's product is not as good as ours. May I share my thoughts on the competitor's offering with the customer?

A: No. You may not share your personal opinion, but you may provide information on the factual differences and how our product helps meet the customer's needs. We are committed to selling our products and services based on their competitive merits, not by disparaging the product and service offerings of a competitor. You should reinforce all of the benefits of our offering to help the customer determine if it suits her needs.

PROMOTING FAIR COMPETITION

At Allstate, we seek to outperform our competitors fairly and honestly, achieving competitive advantages through superior performance and never through unethical or illegal business practices.

We comply with all applicable laws, rules and regulations that govern the way companies compete. These are known as antitrust laws in the United States and competition laws in Europe and elsewhere. These laws are designed to foster free and fair competition. Antitrust laws apply to marketing, sales, business development, procurement, contracting, and mergers and acquisitions and may vary depending on work location. The laws prohibit certain activities that:

- Unreasonably restrain or inhibit competition
- Bring about a monopoly
- Abuse a dominant market position
- Otherwise illegally hamper or distort normal commerce

Antitrust/competition laws are complex and vary from state to state and country to country. Proven violations carry significant fines and even imprisonment. We compete within appropriate legal boundaries and on the basis of price, quality, service and value. Even the appearance of improper agreements with competitors can harm our reputation or risk legal action against our Company.

We Compete Fairly By:

- Never making agreements with competitors to:
 - Fix prices
 - Assign volume or type of services offered
 - Divide geographic territories, product offerings or markets between the competitor and Allstate
 - Rig bidding processes and outcomes

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- Refuse to deal with another person or business to unfairly limit competition
- Unfairly limit competition or distort the free market in any other way
- Avoiding any direct or indirect communications with competitors about the above matters
- Exercising caution when engaging in conduct that could give the appearance of unfair competition or abuse of a dominant position in the market

To learn more, see our Antitrust Compliance Policy.

"In the military, there is a concept called 'rules of engagement'. In sports, it's simply called 'rules of the game'. In business, the concept of fair competition is equally important—we compete fairly and honorably against our competition, don't abuse our power and don't improperly collaborate with organizations we are competing against. It's common sense, and it ensures the integrity of the competitive playing field."

Matt Winter, President, Allstate Auto, Home and Agencies

INTEGRITY IN ACTION SCENARIO

Q: I recently attended an industry conference and had coffee with some acquaintances who work for direct competitors. The conversation turned to roadside assistance coverage, and two members of the group mentioned their companies' plans to implement programs without an annual fee, like Allstate. One asked if I knew the price of our pay-per-use towing services, and I provided it to her, since it is publicly available information. A second person then suggested it might be good to "reach an understanding about prices." I felt very uncomfortable at this point and excused myself from the group. Did I do the right thing, or is there more I could have done?

A: You did the right thing in leaving, though it would have been wise to have left as soon as the discussion turned to pricing. While no confidential information was provided during the conversation, we must avoid the risk of the appearance of collusion with competitors. When issues involving antitrust and competition laws arise, consult your manager or Allstate Law & Regulation counsel.

GATHERING COMPETITIVE INTELLIGENCE

We compete honestly by obtaining and using information about our competitors only in ways that are both legal and ethical.

The information that we collect about our competitors' products and services allows us to make strategic business decisions. We respect our competitors by complying with all applicable laws when gathering competitive intelligence. We treat our competitors' proprietary information the way we expect them to treat ours, and we do not seek to acquire confidential information.

We Gather Competitive Intelligence Appropriately By:

- Not using any unethical or illegal means to collect information, such as bribery or theft
- Not accepting any confidential information without the owner's consent
- Gathering publicly available information, such as published articles, regulatory filings and online information

"Allstate has protected consumers throughout its history with industry-leading innovations. As we continue to reinvent protection and retirement, it is imperative that we

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do so with integrity. We're committed to gathering competitive information honestly and fairly."

Eric Huls, Vice President, Product Operations

INTEGRITY IN ACTION SCENARIO

Q: I received an e-mail from a friend who works for an Allstate competitor. The e-mail appears to have been sent to me in error. I see that the e-mail is marked confidential and has a lot of information about a new product that the competitor plans to introduce next month. What should I do with this information?

A: Since the information is marked confidential, and we do not have the owner's consent to use the information, you should delete the e-mail and not use the information contained within it. You should also notify the sender of the error and your action in response. We would expect no less from a competitor if they received confidential information that belonged to Allstate.

PREVENTING BRIBERY AND CORRUPTION

Trust and transparency are the foundation of our business relationships. We never offer or accept any form of payment or anything of value to improperly influence a business decision.

A bribe involves giving or offering any payment or anything of value to obtain favorable treatment. Kickbacks involve giving or receiving personal payments as a reward for the grant of a contract or other favorable outcome or business transaction.

We strive to maintain high ethical and legal standards in our business relationships. We win on the merits of our people, products and services and never offer or accept bribes or kickbacks.

We Prevent Bribery and Corruption By:

- Following Company policies related to giving and receiving gifts and entertainment
- Never offering, promising or giving anything of value to a government official, or to anyone else, in order to gain a business advantage
- Not offering or accepting bribes or kickbacks
- Not using a third party to make improper payments that we cannot make ourselves
- Recording all payments and receipts completely and accurately

To learn more, see the Anti-Bribery Compliance Policy.

"No bribe or kickback, no matter how large or small, is acceptable. It's not worth your job and your future, and we all need to be vigilant to protect Allstate's reputation."

Randy Sparks, Regulatory Compliance Senior Manager

INTEGRITY IN ACTION SCENARIO:

Q: I have a friend who owns a body shop and wants to become an Allstate-preferred auto repair shop. I put him in touch with someone in Claims, and, ultimately my friend's shop met our criteria

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and was added to the program. My friend has just sent me a check as a referral fee. Can I keep the money?

A: No. At a minimum, accepting such a check would be considered an improper personal benefit and the payment may constitute an illegal kickback. Contact Allstate Law & Regulation counsel to determine the best way to return the check, and allow the Company to decide how to handle the matter with the supplier.

PROTECTING PERSONAL DATA

At Allstate, we respect the privacy of all individuals and take the necessary and legally required precautions to protect personal data.

Keeping personal information secure at all times is fundamental to remaining a trusted business and employer. Not only is this the right thing to do, it is also mandated by increasingly stringent privacy laws in the states and countries in which we do business. Personal information must be protected from discovery by unauthorized parties. In the event personal information is inadvertently disclosed, Allstate may have an obligation, depending on applicable law, to notify those individuals whose information might have been compromised.

We Respect and Protect Personal Data By:

- Complying with all applicable privacy laws and Company policies on privacy and information technology usage
- Requesting and retaining only the personal information that is needed
- Communicating clearly how personal information is used, retained and disclosed
- Respecting and protecting the privacy of every individual's personal information
- Embedding strong privacy protection practices in all business processes and systems
- Using a secure site when accessing personal information electronically
- Never leaving personal information on or around workstations, and locking away any printed personal information
- Immediately e-mailing Privacy Incident Management if we know or suspect personal information has been disclosed inappropriately
- Disclosing personal data or other confidential business information only to those who have a valid business need to know, or as required by law
- Requiring suppliers or business partners to safeguard confidential consumer information and only use it to provide the requested services
- Only sharing consumer or employee information as permitted by our Privacy Policy

To learn more, see our Privacy Policy and IT Usage Policy.

“We’re in the business of protecting people from life’s unexpected events. As such, we have a responsibility to protect personal information entrusted to us. Know how to protect personal information and what to do if you suspect misuse.”

Mary Gardner, Privacy Senior Manager

INTEGRITY IN ACTION SCENARIO

Q: I work in Claims and I just received a call from someone at a body shop stating that he towed our customer's insured vehicle and that it is currently at their facility. They have requested the

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claim number and the customer's phone number. I have authenticated the caller, but I haven't spoken to our customer yet. Should I provide the phone number to the body shop representative?

A: Although you have authenticated the caller, you do not have our customer's permission to release their personal information. Before you provide the customer's phone number, you should contact the customer, verify the vehicle's location and ask permission to provide their personal data to the body shop. Our customers should expect nothing less than our absolute commitment to protecting their personal data.

For additional information on our Company policies, talk to your manager, another manager, your local Human Resources consultant or send an e-mail to HRComply.

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OUR INVESTORS

At Allstate, we focus on doing the right thing in the right way for the right reason. This enables us to build lasting business relationships, exceed our customers' expectations and create sustainable value for our investors and other stakeholders.

In order to accomplish these goals, we must always make decisions and act in accordance with Allstate's values. We maintain high ethical standards in all of our interactions because doing so is right and will earn the respect and trust of those we serve. We are personally accountable for conducting our business in a manner that protects Allstate's reputation as an honest and trusted company.

AVOIDING CONFLICTS OF INTEREST

At Allstate, we make objective, prudent decisions and act with integrity. We always put the interests of the Company, our customers and investors before our personal interests.

We must not allow ourselves to be influenced by what serves our personal interests or those of a third party when those interests are contrary to what is best for Allstate, our customers or our investors. Use good judgment to make unbiased decisions. Even the appearance of a conflict can be interpreted negatively or cause others to be concerned that we are not acting properly. So it's important to avoid the appearance of a conflict, as well as an actual conflict.

We Avoid Conflicts of Interest By:

- Consulting with a manager or local Human Resources consultant and, if necessary, obtaining prior approval before pursuing any outside activity that creates, or appears to create, a conflict of interest
- Declining external board service when it is inconsistent with our employment at Allstate
- Not allowing our personal or family financial interests to influence or affect Allstate's business or business relationships
- Ensuring that our close personal relationships do not interfere with our business judgment
- Never giving or accepting inappropriate gifts, loans or other improper personal benefits
- Not taking for ourselves opportunities that Allstate may have an interest in pursuing

While it is not possible to list all situations where a conflict of interest may arise, the following areas warrant special attention. Refer to page [xx] for ways to communicate potential conflicts of interest to Allstate.

Personal Conflicts of Interest

We will never put ourselves in a position where our decision making or actions could be influenced by close personal or family relationships.

Certain types of relationships in the workplace are problematic because they create an actual or apparent conflict of interest. For this reason, it is not appropriate to:

- Directly or indirectly supervise anyone with whom you have a close personal or family relationship

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- Participate in selecting or hiring a new employee when the candidate is a person with whom you have a close personal or family relationship
- Participate in the selection or relationship management of a business partner if the firm employs someone with whom you have a close personal or family relationship

Outside Employment or Self-Employment

We must each give our best effort every day at Allstate, not allowing other employment to hinder our contributions to the Company or service to customers.

We want our people to lead full and productive lives outside of work. Having your own business or other jobs is acceptable as long as these activities do not:

- Interfere with your job responsibilities or performance
- Involve competing against Allstate
- Risk damaging the Company's business or reputation
- Use Allstate's resources, including other employees
- Create any other kind of conflict of interest
- Involve employees seeking or accepting work assignments or employment with any insurance agency, including those that sell or service products or services for Allstate or its subsidiaries

External Board Service

Serving as a board member for an external organization is permitted only to the extent that it does not conflict with, or interfere with, our Allstate responsibilities.

When considering board service for any for-profit company, or when considering service for any organization relating to, or providing services to Allstate, send an e-mail to HRComply. You must secure the appropriate approvals through HRComply prior to accepting a position.

Not-for-profit board service, outside of any board relating to, or providing services to Allstate, is not required to be reported.

Political Activity

Allstate understands that you may become involved in civic and political activities, including holding political office.

Each of us has the right to participate in the political process and engage in political activities. We must make it clear that our views and actions are our own and not those of the Company. Wherever we do business, we comply with the local campaign finance and election laws.

When considering running for, and following appointment or election to office, inform Allstate by sending an e-mail to HRComply. Allstate's awareness will help to avoid conflicts, especially those that could arise from the Company's investment in a political entity.

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Outside Financial Activities or Investments

Our personal and family investment decisions must not create conflicts with Allstate's business relationships.

You may not make or hold an undisclosed financial interest in a business venture that is similar to Allstate or in an organization that has a business relationship with Allstate. We define financial interest as owner, proprietor, manager, active or silent partner, officer, director, shareholder or beneficiary.

In most instances, financial interest does not pertain to ownership of a limited number of shares in publicly held firms or shares owned through a mutual fund or similar diversified investment vehicle.

You must disclose in an e-mail to HRComply any holdings of five percent or more in publicly traded companies, including those held in our Allstate companies. You must also disclose holdings in any other company or business whose principal business or holdings relate to the insurance industry, such as insurance companies and agencies. Disclosures will be reviewed to determine whether a conflict exists and what further actions may be necessary.

Business Courtesies

We do not give or receive inappropriate gifts and entertainment.

Business courtesies are often exchanged in the normal course of business because they promote goodwill and enhance business relationships. Business courtesies include gifts, entertainment, meals, beverages and invitations to social and recreational events.

We must avoid giving or receiving any gift or entertainment of an inappropriate nature or value, because this could create a conflict of interest and call into question the motives of the giver and the recipient.

We protect our business relationships by ensuring that receipt of gifts of minimal value:

- Are approved by your manager
- Are legal and ethical and do not violate either party's policies
- Do not call the recipient's objectivity into question
- Create no risk or perception of improper influence
- Do not obligate you or Allstate to a customer, business partner or other party
- Represent normal business courtesies to create or maintain good business relations
- Are not gifts of cash or something of more than modest value

Employees involved in claim handling and procurement processes are not permitted to accept gifts, even of minimal value, from current or potential suppliers.

Invitations to an event or trade show may be acceptable if the primary result of your participation is discussion of business or development of valuable business relationships. You are required to obtain your manager's approval before participating, and Allstate should pay all associated expenses, whenever possible, for attendance and participation.

The exchange of courtesies with friends who are also business associates is permitted.

Improper Personal Benefits

We do not accept or offer any improper gift or personal benefit.

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We may not accept gifts or services of greater than minimal value, or solicit or require those of any value from any person doing business with Allstate, seeking to conduct business with Allstate, or with whom Allstate is seeking to conduct business.

Allstate will not make personal loans to executive officers or members of the board of directors.

Corporate Opportunities

We never take for ourselves personally any opportunity in which Allstate may have a proprietary interest.

We all have a duty to advance Allstate's legitimate interests when the opportunity arises. If our position at Allstate enables us to discover information or a business, investment or other opportunity that the Company may have an interest in pursuing, we must not divert that opportunity for our own personal gain,

for the benefit of another company or to compete against the Company.

To learn more, or if you have questions or concerns about a possible conflict of interest, see our Conflicts of Interest Policy, Business Gifts Policy and Board Service Policy.

“The speed at which the world is changing has accelerated exponentially in recent years, making it all the more important for us to make sure we take the time to think through how our actions, as individuals and as a company might be viewed by others.”

Lyn Scrine, Director of Ethics

INTEGRITY IN ACTION SCENARIO

Q: Today I received a package in the mail from one of our new vendors. It arrived shortly after our last meeting, in which I told them that I would be on maternity leave. The package includes a baby photo album and a gift certificate to a popular clothing store for children. Am I allowed to keep it?

A: Personal gifts and gratuities can create conflicts of interest, impair independent thinking and judgment, and could harm Allstate’s reputation. It is advised that you politely return the gift with a gift return letter, available under the Business Courtesies section of the HR Policy Guide.

CREATING AND MAINTAINING ACCURATE RECORDS

Allstate is committed to maintaining complete and accurate records in order to make responsible business decisions and to provide information in compliance with applicable legal disclosure requirements.

Business and financial records are essential to Allstate’s success. We rely on the integrity and accuracy of those records, both for internal decision making and for the benefit of investors, government agencies and others to whom we report. Accurate and transparent record-keeping protects our reputation, promotes organizational efficiency and helps us to meet our legal and regulatory obligations.

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Records include financial accounts as well as other documents, reports, submissions and files. Records can include information in any medium, including hard copies and electronically stored information.

Maintaining the integrity of our business and financial records is everyone’s responsibility, not just that of finance personnel. We manage records in a manner that protects the integrity of the information and ensures appropriate access. Creating, altering or destroying records or documents for the purpose of impeding the efforts of any governmental or regulatory agency is unacceptable and may be a criminal offense.

We Ensure the Integrity of Our Records By:

- Maintaining Company records and reports in accordance with the law and Company standards
- Recording financial transactions properly, accurately and fairly
- Recording all financial transactions in the proper account, department and accounting period
- Never falsifying or altering a record
- Ensuring that all reports, disclosures and communications to government authorities and investors are full, fair, accurate, timely and understandable

“Allstate employees are accountable to ensure their work is compliant with applicable laws and regulations for accurate and timely preparation of financial transactions and related disclosures; as well as the necessary maintenance and retrieval of company records and reports. Our continued success requires great teamwork throughout the organization, and is driven by our strong corporate values of integrity, honesty and commitment to quality.”

Randy Moreau, Senior Accounting Director, Corporate Accounting

INTEGRITY IN ACTION SCENARIO

Q: After calculating figures for our department’s quarterly report, I realize that I made a mistake. The error is minor and I doubt that it will have an impact on the report or create any deviation from the actual trend figures. Should I bring the mistake up to my manager?

A: Yes. Every employee has an obligation to ensure that we provide accurate information and errors are corrected. Being honest about mistakes is important. Even if the information is solely for internal use, we base our business decisions on the information we have available, and our decisions should be based on true and complete information.

PROTECTING OUR ASSETS

We protect Allstate’s reputation and other tangible and intangible assets so that we can better serve our customers and preserve value for our investors and other stakeholders.

Allstate’s assets are critical to our success and are acquired through the hard work of all of us. They are essential to running our company profitably and successfully. We all share the responsibility to protect company assets and ensure their efficient use. We take care to avoid loss, damage, destruction, theft, unauthorized or improper use and waste. All company assets should be used for legitimate business purposes.

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We must take care and use good judgment in relation to the following types of assets:

Information assets are any data relating to Allstate business, regardless of how it is created, distributed, used or stored.

Financial assets are the Company's money, financial instruments and anything that can be converted to money.

Physical assets are anything of a tangible nature provided by the Company to employees for use in conducting Allstate business. Examples include information and communications equipment and systems, office equipment and supplies.

Intangible assets are things such as our reputation, ideas, inventions, improvements, intellectual property, registered and unregistered copyrights, trademarks, patents, service marks or trade secrets that we conceive, develop or practice.

We are Good Stewards of Allstate's Assets By:

- Safeguarding Company assets entrusted to us personally or to which we have access
- Taking reasonable care to prevent loss, damage, destruction, theft, unauthorized or improper use, or waste of Company assets
- Protecting, securing, retaining and destroying Allstate information in accordance with Company or business unit requirements
- Safeguarding data from unauthorized access, modification, duplication, destruction or disclosure, whether accidental or intentional
- Protecting Company information, both nonpublic and publicly available information in which Allstate or others have intellectual property rights
- Using or authorizing the use of any Company asset only for Allstate's business purposes, regardless of condition or value
- Never selling, lending, borrowing, giving away or disposing of Company assets without proper authorization
- Reporting any concerns about the use, abuse or endangerment of company assets to a manager or via the resources listed on page [xx]

The following asset-related topics warrant special attention.

Corporate Reputation

Our reputation is our most valued asset, and we must strive to protect and enhance it in everything we do.

Each of us is the face of Allstate to the communities in which we live and work. When representing Allstate, we must protect our reputation by using sound business judgment at all times.

Some of us may be called upon to speak publicly at conferences or in other situations where others will associate us with Allstate. During those occasions, we must conduct ourselves in a manner that honors Allstate's values.

Every one of us has a responsibility to ensure that our decisions and conduct every day help to sustain Allstate's good name and reputation for integrity. Certain employees have specific responsibilities to safeguard our reputation when dealing with external requests and inquiries from the media or investors (see *Speaking to News Media and the Public on page [xx]*).

THE ALLSTATE CODE OF ETHICS**Confidential and Proprietary Information**

We must safeguard Allstate's proprietary and confidential business information against unauthorized disclosure and misuse.

Proprietary information that Allstate owns is a valuable asset, especially when it is confidential business information. Allstate's proprietary information, especially our intellectual property, is vitally important in helping us develop new products and services, attracting new customers and maintaining our competitive advantage. Much of our proprietary information is confidential and, if disclosed, could be of value to competitors or harmful to Allstate or our customers. Examples of confidential business information include:

- Nonpublic financial information or projections
- Information about proposed transactions
- Intellectual property
- Proprietary Allstate processes
- Trade secrets
- New product or service plans
- Allstate-developed software and related documentation
- Business partner information
- Certain operating procedures
- Any other information that might be useful to competitors

We Safeguard Our Proprietary and Confidential Information By:

- Disclosing personal data or other confidential business information only to those who have a valid business need to know, or as required by law
- Not discussing confidential information in public places or where a conversation may be overheard, or on social media.
- Never using proprietary and confidential information for our own personal gain or to benefit anyone outside of Allstate
- Ensuring that confidential or proprietary information contained in our workspaces is properly protected
- Remembering that the obligation to protect the Company's confidential information continues after discontinuing employment with Allstate

Information & Communications Systems

Allstate's information and communications systems are provided to enable us to conduct our business. The data transmitted, received and stored by or within those systems is a valuable asset that we must take care to protect.

We must all be prudent and responsible in our use of the Company's information and communications equipment and systems. We must protect Company information and data from accidental or unauthorized disclosure, misuse, improper alteration or destruction. We must follow Company policy against storage of Company information on personally owned devices or equipment.

Minimal personal use of Company telephones, computers, faxes, photocopiers and network bandwidth is acceptable if incidental and infrequent, and this privilege must not be abused. The same principle applies to personal use of our own wireless devices during working hours.

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Personal use is not acceptable if it:

- Significantly reduces the value of Allstate's assets
- Incurs significant additional costs to the Company
- Interferes with our productivity
- Places Allstate at risk of liability

It is strictly prohibited to use Company systems (including e-mail, instant messaging, the Internet or the intranet) for activities that are unlawful, unethical or otherwise contrary to this Code or Company policy. Usage will always be inappropriate if it involves:

- Pornographic, obscene, offensive, harassing or discriminatory content
- Chain letters, pyramid schemes or commercial ventures
- Gambling, auctions or games
- Large personal files containing graphic or audio material
- Unauthorized mass distributions
- Violation of others' intellectual property rights
- Malicious software or instructions for compromising the Company's security

To learn more about information assets and proper technology use, see the Allstate IT Usage Policy.

“We are entrusted with great resources built over 80 years. We must be equally diligent to safeguard them.”

Kris DiGirolamo, Director of Regulatory Compliance and Privacy

INTEGRITY IN ACTION SCENARIO

Q: When I left the office yesterday, I forgot to empty my personal confidential paper bin. This morning, I noticed that it was empty. I'm afraid that those documents may have been thrown away by our custodial service. Who should I tell about this situation and how can I better protect our information assets?

A: First, you should speak with your manager about the possibility that the papers in your personal confidential bin were disposed of improperly and insecurely. Second, you may want to set a reminder to empty your personal confidential bin at the end of your shift, or put it in a more visible place as a reminder. If that doesn't work, you could bypass it altogether and securely dispose of the documents in your possession as soon as you are finished with them by placing them in your department's locked secure disposal bin.

AVOIDING INSIDER TRADING

We never use or disclose material, nonpublic information about Allstate or another company for the purpose of buying or selling securities.

Many of us have access to information about Allstate that may not be known to the public. Material, nonpublic “inside” information is information about any company that has not been made publicly available and that a reasonable investor would consider important when deciding to trade in the securities of that company.

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Using inside information for personal advantage can damage Allstate's reputation and erode the trust of those we serve. Insider trading can distort the financial marketplace and is a serious violation of the law carrying significant penalties. Insider trading is both unethical and illegal, and it will be dealt with decisively.

Some examples of nonpublic information that could be considered material are:

- Earnings announcements or estimates, or other unpublished financial information
- An acquisition, the sale of a business unit, a major change in management or strategy or a significant new contract or partnership
- A decision to expand or reduce operations

We Avoid Insider Trading By:

- Never purchasing or selling any type of security while we are personally aware of material, nonpublic information about Allstate or another company
- Not “tipping,” which means directly or indirectly passing along material, nonpublic information about any company to anyone who may trade while aware of such information
- Protecting material, nonpublic information from unauthorized disclosure

Insider trading rules are complex. When in doubt, review our Insider Trading Policy and consult Allstate Law & Regulation counsel.

“At Allstate, many of us work with information that is proprietary and confidential. This could be our financial results or details regarding a new strategy that hasn’t yet been released to the public. We should never use this information for personal gain or share it with others who might trade securities based on it. Not only is it the law — it’s also who we are. Allstate has a strong legacy built on trust and ethical behavior.”

Judy Greffin, Executive Vice President & Chief Investment Officer

INTEGRITY IN ACTION SCENARIO

Q: I’m aware of information about the acquisition of another company. Because I anticipate that we’ll have expanded operations and a lot of new customers, I’d like to invest some of my personal savings in Allstate stock. Would I be violating our Insider Trading Policy?

A: Yes. If the information on the acquisition is only available internally, it remains material and nonpublic. This is information that an investor would consider important when making investment decisions. You may not trade Allstate securities or inform anyone else about the acquisition so that they may trade in Allstate securities. Doing so would be a violation of insider trading laws and would subject you to severe penalties.

For additional information on our Company policies talk to your manager, another manager, your local Human Resources consultant or send an e-mail to HRComply.

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OUR COMMUNITIES

From teen driving initiatives to carbon footprint reduction, Allstate is committed to building stronger communities, bettering society and operating responsibly to reduce the impact that our operations have on the environment. We believe that giving back brings value not only to our Company, but also to the communities where we live and work. Helping people in times of need is not only the nature of our business, but the commitment we make to our communities and society.

GIVING BACK TO OUR COMMUNITIES

At Allstate, we’re committed to the communities where we do business and the betterment of society. Each and every day, we must continue to earn our reputation as a leading corporate citizen.

When we give back, we honor the special responsibility and role we play in helping our communities thrive. We are committed to making positive change through community partnerships, charitable giving and volunteerism. Our charitable contributions reflect our commitment to the communities we serve.

We Responsibly Give Back to Our Communities By:

- Getting proper approval before donating Company funds or making contributions in Allstate’s name
- Verifying that all Company charitable contributions are made in accordance with all applicable laws, rules and regulations
- Never pressuring others to contribute to charitable organizations
- Getting proper approval before acting as a Company representative at any community event

To learn more, visit Allstate.com/social-responsibility to view Allstate’s Corporate Social Responsibility Report.

“Giving back has always been important to us as a company and is a core part of our culture. We take social responsibility seriously. And I’m proud to say that as employees and leaders, many of us take it *personally*. There is tremendous power and potential in our collective commitment to being a great corporate citizen.”

Victoria Dinges, Vice President, Corporate Social Responsibility and Enterprise Communication

INTEGRITY IN ACTION SCENARIO

Q: I regularly volunteer at a local shelter for women and children who are survivors of domestic abuse. Since Allstate advocates for financial empowerment of domestic abuse survivors, can I represent to the shelter that my service is being provided on behalf of Allstate?

A: Allstate values and praises community involvement by our employees. We especially want to encourage your involvement in social issues that the Company supports. However, you should seek permission before presenting yourself as a Company representative. The Allstate

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Foundation may also support your involvement through a Helping Hands Grant, available to qualified nonprofit organizations, if you log your community service hours into Allstate's VolunteerMatch.

PROTECTING THE ENVIRONMENT

At Allstate, we're committed to environmental stewardship and solutions that protect our planet.

We promote sustainable business success by managing operations in ways that minimize our impact on the environment. That means reducing energy use in our facilities, stressing sustainability in building construction and renovation, cutting paper use by employees and in communications with customers, and maintaining or lowering our overall carbon footprint. Carelessness in environmental matters, including violations of environmental laws, can have serious consequences for our Company, our communities and the planet.

We Protect the Environment By:

- Complying with all applicable environmental laws and company environmental policies
- Adhering to the requirements of all environmental permits
- Immediately reporting environmental accidents

To learn more, visit Allstate.com/social-responsibility to view Allstate's Corporate Social Responsibility Report.

"To have the greatest impact, environmental stewardship must be a mindset, not an activity. Success comes with integration of environmental consciousness into all aspects of our daily activity, planning and decision making."

Brandi Landreth, Facilities Management Director, Administration and Real Estate

INTEGRITY IN ACTION SCENARIO

Q: When I think about the environment, I often think of pollution. We're in the business of insurance. We don't manufacture anything or have factories. How can we commit, as a company, to reducing our environmental impact?

A: Although we do not have factories or manufacturing plants, we have many Company facilities. We're committed to reducing our carbon footprint, reducing energy usage at our facilities, reducing our paper consumption and focusing on sustainability during the renovation and construction of our facilities.

SPEAKING TO NEWS MEDIA AND THE PUBLIC

At Allstate, we speak with one voice when communicating to the media, financial analysts, investors and the general public.

Our customers and shareholders deserve accurate, clear, complete and consistent communications about our Company. To be sure that we comply with the law and protect our interests, only those who are specifically designated to do so should represent the Company to

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the public or media. All requests for information from the media must go through Allstate's Media Relations Department.

If You Receive a Media Inquiry:

- Do not speak about the Company, unless you are authorized to do so
- Refer the reporter to Media Relations at 847-402-5600
- Assume you are on the record and that what you say may be used in a story
- Do not disclose any information
- Be friendly and courteous

To be sure that we comply with the law and protect Allstate, only those who are designated to speak on behalf of the Company should answer any public or media inquiry.

"Our company's engagement with the media is managed in a professional manner to ensure that the information we convey publicly is accurate and in full compliance with applicable disclosure rules. Proper handling of our interaction with the media protects the interests of our employees and the company's overall reputation."

Brian Faith, Director, External Relations

INTEGRITY IN ACTION SCENARIO

Q: A friend who works at a local newspaper has contacted me about one of Allstate's recent sponsorships. I know a little about the sponsorship from what I read in an article on our Company intranet. What can I tell him?

A: You may not speak to your friend about the sponsorship, since the information you provide may be communicated through the newspaper that employs him. Direct his inquiry to Media Relations at 847-402-5600.

USING SOCIAL MEDIA RESPONSIBLY

Everything we say and do affects our reputation, even as we find new ways to communicate with our customers and communities.

Social media is becoming part of mainstream corporate culture. We often use social media both personally and in our professional lives. At times, our work and social life intertwine through the use of social media; distinguishing the two is increasingly difficult but nevertheless important.

Social media includes, but is not limited to:

- Social networking sites
- Professional networking sites
- Video- and photo-sharing sites
- Blogs and microblogging sites
- Online forum and discussion boards
- Collaborative publishing

We believe social media can be a great vehicle for communicating our passion and knowledge to our customers and the outside world. When working with social media, we all have a

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responsibility to communicate in a manner that is consistent with Allstate's values. We are always careful to distinguish our personal views and opinions from the Company's position.

We Use Social Media Appropriately By:

- Adhering to the Company's values in all authorized business communications
- Complying with Allstate's Social Media Policy
- Never creating the impression that our personal opinions are those of Allstate
- Ensuring that the time and effort spent with social media does not interfere with our work commitments
- Not identifying yourself as a Company representative without authorization
- Not disclosing proprietary Company information
- Not divulging the personal information of others, especially personal data obtained as part of our Company relationships

To learn more, see our Social Media Policy.

“Social media has an amazing ability to connect us with the people, causes, information and companies that matter most to us. It can also amplify and accelerate the sharing of content faster and farther than ever before. Understanding the impact that sharing can have individually and for Allstate is an important consideration for each of us as we participate in social media.”

Roger Tye, Director, Consumer Engagement, Marketing

INTEGRITY IN ACTION SCENARIO

Q: I use a popular social networking site and want to reference Allstate as my employer, along with my service date. Am I allowed to do this?

A: You are permitted to reference Allstate as your employer. However, if you do so, you will need to add a disclaimer stating that the views you post on the site are your personal opinions and not necessarily representative of Allstate's position. Always be sure to comply with our Social Media Policy.

For additional information on our Company policies talk to your manager, another manager, your local Human Resources consultant or send an e-mail to HRComply.
