

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

FORM 13F COVER PAGE

OMB APPROVAL

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

Report for the Calendar Year or Quarter Ended: 03-31-2015

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-14491

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

Person Signing this Report on Behalf of Reporting Manager:

Name: PAUL SCHUTT
Title: VICE PRESIDENT OF INVESTMENT FINANCE
Phone: 847-402-5169

Signature, Place, and Date of Signing:

/s/ PAUL SCHUTT NORTHBROOK, IL 05-15-2015
[Signature] [City, State] [Date]

Report Type (Check only one.):

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

List of Other Managers Reporting for this Manager:

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

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

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 215
Form 13F Information Table Value Total: 1,194,682
(thousands)

List of Other Included Managers:

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

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

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

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

FORM 13F INFORMATION TABLE

| OMB APPROVAL | |
|--|--------------|
| OMB Number: | 3235-0006 |
| Expires: | Oct 31, 2018 |
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| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | COLUMN 7 | COLUMN 8 |
|-----------------------------|----------------|-----------|--------------------|--------------------|--------------------------------|------------------|--------------------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ INVESTMENT DISCRETION | OTHER MANAGER | VOTING AUTHORITY SOLE SHARED NONE |
| 3M CO | COMMON | 88579Y101 | 4,985 | 30,221 | SH | SOLE | 12 30,221 0 0 |
| ABBOTT LABS | COMMON | 002824100 | 4,781 | 103,190 | SH | SOLE | 12 103,190 0 0 |
| ACCENTURE PLC IRELAND | COMMON FOREIGN | G1151C101 | 2,242 | 23,933 | SH | SOLE | 12 23,933 0 0 |
| ACE LTD | COMMON | H0023R105 | 4,600 | 41,259 | SH | SOLE | 12 41,259 0 0 |
| ACTAVIS PLC | COMMON | G0083B108 | 5,163 | 17,347 | SH | SOLE | 12 17,347 0 0 |
| ADVANCE AUTO PARTS INC | COMMON | 00751Y106 | 6,728 | 44,943 | SH | SOLE | 12 44,943 0 0 |
| AIR PRODS & CHEMS INC | COMMON | 009158106 | 4,962 | 32,803 | SH | SOLE | 12 32,803 0 0 |
| AIRGAS INC | COMMON | 009363102 | 3,995 | 37,650 | SH | SOLE | 12 37,650 0 0 |
| ALIBABA GROUP HLDG LTD | COMMON FOREIGN | 01609W102 | 8,324 | 100,000 | SH | SOLE | 12 100,000 0 0 |
| ALLY FINL INC | COMMON | 02005N100 | 5,497 | 261,998 | SH | SOLE | 12 261,998 0 0 |
| AMERIPRISE FINL INC | COMMON | 03076C106 | 3,145 | 24,038 | SH | SOLE | 12 24,038 0 0 |
| AMERISOURCEBERGEN CORP | COMMON | 03073E105 | 11,434 | 100,586 | SH | SOLE | 12 100,586 0 0 |
| AMGEN INC | COMMON | 031162100 | 5,073 | 31,739 | SH | SOLE | 12 31,739 0 0 |
| AMPHENOL CORP NEW | COMMON | 032095101 | 4,591 | 77,898 | SH | SOLE | 12 77,898 0 0 |
| ANADARKO PETE CORP | COMMON | 032511107 | 4,547 | 54,911 | SH | SOLE | 12 54,911 0 0 |
| ANTHEM INC | COMMON | 036752103 | 2,664 | 17,256 | SH | SOLE | 12 17,256 0 0 |
| AON PLC | COMMON | G0408V102 | 4,318 | 44,921 | SH | SOLE | 12 44,921 0 0 |
| APPLE INC | COMMON | 037833100 | 27,101 | 217,803 | SH | SOLE | 12 217,803 0 0 |
| APPLIED MATLS INC | COMMON | 038222105 | 5,036 | 223,214 | SH | SOLE | 12 223,214 0 0 |
| ARMSTRONG WORLD INDS INC NE | COMMON | 04247X102 | 2,029 | 35,300 | SH | SOLE | 12 35,300 0 0 |
| AT&T INC | COMMON | 00206R102 | 4,116 | 126,068 | SH | SOLE | 12 126,068 0 0 |
| AUTOZONE INC | COMMON | 053332102 | 4,165 | 6,105 | SH | SOLE | 12 6,105 0 0 |
| BAKER HUGHES INC | COMMON | 057224107 | 1,232 | 19,370 | SH | SOLE | 12 19,370 0 0 |
| BANC CALIF INC | COMMON | 05990K106 | 10,600 | 861,101 | SH | SOLE | 12 861,101 0 0 |
| BANK AMER CORP | COMMON | 060505104 | 1,064 | 69,118 | SH | SOLE | 12 69,118 0 0 |
| BANK N S HALIFAX | COMMON FOREIGN | 064149107 | 11,581 | 230,842 | SH | SOLE | 11 230,842 0 0 |
| BANK NEW YORK MELLON CORP | COMMON | 064058100 | 1,183 | 29,403 | SH | SOLE | 12 29,403 0 0 |
| BANKFINANCIAL CORP | COMMON | 06643P104 | 5,152 | 392,100 | SH | SOLE | 12 392,100 0 0 |
| BARD C R INC | COMMON | 067383109 | 1,656 | 9,894 | SH | SOLE | 12 9,894 0 0 |
| BARRICK GOLD CORP | COMMON FOREIGN | 067901108 | 6,379 | 582,027 | SH | SOLE | 12 582,027 0 0 |
| BAXTER INTL INC | COMMON | 071813109 | 3,946 | 57,611 | SH | SOLE | 12 57,611 0 0 |
| BB&T CORP | COMMON | 054937107 | 1,161 | 29,768 | SH | SOLE | 12 29,768 0 0 |

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|-----------------------------|----------------|-----------|--------|---------|----|------|----|---------|---|---|
| BEMIS INC | COMMON | 081437105 | 4,992 | 107,801 | SH | SOLE | 12 | 107,801 | 0 | 0 |
| BEST BUY INC | COMMON | 086516101 | 2,844 | 75,268 | SH | SOLE | 12 | 75,268 | 0 | 0 |
| BLOOMIN BRANDS INC | COMMON | 094235108 | 3,663 | 150,535 | SH | SOLE | 12 | 150,535 | 0 | 0 |
| BOEING CO | COMMON | 097023105 | 2,277 | 15,173 | SH | SOLE | 12 | 15,173 | 0 | 0 |
| BRINKER INTL INC | COMMON | 109641100 | 3,707 | 60,214 | SH | SOLE | 12 | 60,214 | 0 | 0 |
| CA INC | COMMON | 12673P105 | 4,866 | 149,220 | SH | SOLE | 12 | 149,220 | 0 | 0 |
| CAMERON INTERNATIONAL CORP | COMMON | 13342B105 | 4,083 | 90,498 | SH | SOLE | 12 | 90,498 | 0 | 0 |
| CANADIAN NAT RES LTD | COMMON FOREIGN | 136385101 | 11,844 | 386,510 | SH | SOLE | 11 | 386,510 | 0 | 0 |
| CAPITAL ONE FINL CORP | COMMON | 14040H105 | 5,323 | 67,529 | SH | SOLE | 12 | 67,529 | 0 | 0 |
| CARDINAL HEALTH INC | COMMON | 14149Y108 | 9,437 | 104,545 | SH | SOLE | 12 | 104,545 | 0 | 0 |
| CATAMARAN CORP | COMMON | 148887102 | 3,371 | 56,623 | SH | SOLE | 12 | 56,623 | 0 | 0 |
| CBS CORP NEW | COMMON | 124857202 | 1,937 | 31,942 | SH | SOLE | 12 | 31,942 | 0 | 0 |
| CDN IMPERIAL BK COMM TORONT | COMMON FOREIGN | 136069101 | 11,493 | 158,596 | SH | SOLE | 11 | 158,596 | 0 | 0 |
| CF INDS HLDGS INC | COMMON | 125269100 | 4,028 | 14,200 | SH | SOLE | 12 | 14,200 | 0 | 0 |
| CHENIERE ENERGY INC | COMMON | 16411R208 | 2,710 | 35,018 | SH | SOLE | 12 | 35,018 | 0 | 0 |
| CHUBB CORP | COMMON | 171232101 | 1,653 | 16,347 | SH | SOLE | 12 | 16,347 | 0 | 0 |
| CISCO SYS INC | COMMON | 17275R102 | 1,994 | 72,459 | SH | SOLE | 12 | 72,459 | 0 | 0 |
| CIT GROUP INC | COMMON | 125581801 | 4,901 | 108,620 | SH | SOLE | 12 | 108,620 | 0 | 0 |
| CLECO CORP NEW | COMMON | 12561W105 | 2,490 | 45,678 | SH | SOLE | 12 | 45,678 | 0 | 0 |
| CMS ENERGY CORP | COMMON | 125896100 | 5,072 | 145,276 | SH | SOLE | 12 | 145,276 | 0 | 0 |
| COCA COLA CO | COMMON | 191216100 | 4,276 | 105,458 | SH | SOLE | 12 | 105,458 | 0 | 0 |
| COLUMBIA PIPELINE PARTNERS | COMMON | 198281107 | 16,614 | 600,000 | SH | SOLE | 12 | 600,000 | 0 | 0 |
| COMERICA INC | COMMON | 200340107 | 1,152 | 25,526 | SH | SOLE | 12 | 25,526 | 0 | 0 |
| COMMUNITY HEALTH SYS INC NE | COMMON | 203668108 | 2,738 | 52,375 | SH | SOLE | 12 | 52,375 | 0 | 0 |
| COMPUTER SCIENCES CORP | COMMON | 205363104 | 2,108 | 32,293 | SH | SOLE | 12 | 32,293 | 0 | 0 |
| CONCHO RES INC | COMMON | 20605P101 | 2,407 | 20,768 | SH | SOLE | 12 | 20,768 | 0 | 0 |
| CONTINENTAL RESOURCES INC | COMMON | 212015101 | 1,645 | 37,660 | SH | SOLE | 12 | 37,660 | 0 | 0 |
| CORNING INC | COMMON | 219350105 | 6,737 | 297,039 | SH | SOLE | 12 | 297,039 | 0 | 0 |
| COSTCO WHSL CORP NEW | COMMON | 22160K105 | 7,787 | 51,402 | SH | SOLE | 12 | 51,402 | 0 | 0 |
| CVS HEALTH CORP | COMMON | 126650100 | 6,116 | 59,257 | SH | SOLE | 12 | 59,257 | 0 | 0 |
| DANAHER CORP DEL | COMMON | 235851102 | 8,910 | 104,945 | SH | SOLE | 12 | 104,945 | 0 | 0 |
| DARDEN RESTAURANTS INC | COMMON | 237194105 | 3,653 | 52,687 | SH | SOLE | 12 | 52,687 | 0 | 0 |
| DELTA AIR LINES INC DEL | COMMON | 247361702 | 2,095 | 46,596 | SH | SOLE | 12 | 46,596 | 0 | 0 |
| DISCOVER FINL SVCS | COMMON | 254709108 | 2,832 | 50,250 | SH | SOLE | 12 | 50,250 | 0 | 0 |
| DR PEPPER SNAPPLE GROUP INC | COMMON | 26138E109 | 1,909 | 24,325 | SH | SOLE | 12 | 24,325 | 0 | 0 |
| E M C CORP MASS | COMMON | 268648102 | 1,566 | 61,252 | SH | SOLE | 12 | 61,252 | 0 | 0 |
| E TRADE FINANCIAL CORP | COMMON | 269246401 | 1,293 | 45,276 | SH | SOLE | 12 | 45,276 | 0 | 0 |
| ENERGY TRANSFER PRTNRS L P | COMMON | 29273R109 | 1,972 | 35,367 | SH | SOLE | 12 | 35,367 | 0 | 0 |
| ENTERPRISE PRODS PARTNERS L | COMMON | 293792107 | 1,288 | 39,115 | SH | SOLE | 12 | 39,115 | 0 | 0 |
| ENVISION HEALTHCARE HLDGS I | COMMON | 29413U103 | 2,839 | 74,028 | SH | SOLE | 12 | 74,028 | 0 | 0 |
| EOG RES INC | COMMON | 26875P101 | 2,302 | 25,111 | SH | SOLE | 12 | 25,111 | 0 | 0 |
| EQT CORP | COMMON | 26884L109 | 2,308 | 27,847 | SH | SOLE | 12 | 27,847 | 0 | 0 |

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|-----------------------------|----------------|-----------|---------|-----------|----|------|----|-----------|---|---|
| EXPRESS SCRIPTS HLDG CO | COMMON | 30219G108 | 4,737 | 54,593 | SH | SOLE | 12 | 54,593 | 0 | 0 |
| F5 NETWORKS INC | COMMON | 315616102 | 1,822 | 15,850 | SH | SOLE | 12 | 15,850 | 0 | 0 |
| FEDEX CORP | COMMON | 31428X106 | 2,006 | 12,125 | SH | SOLE | 12 | 12,125 | 0 | 0 |
| FIDELITY SOUTHERN CORP NEW | COMMON | 316394105 | 5,132 | 304,000 | SH | SOLE | 12 | 304,000 | 0 | 0 |
| FIFTH THIRD BANCORP | COMMON | 316773100 | 1,786 | 94,754 | SH | SOLE | 12 | 94,754 | 0 | 0 |
| FLEXTRONICS INTL LTD | COMMON | Y2573F102 | 4,860 | 383,456 | SH | SOLE | 12 | 383,456 | 0 | 0 |
| FORTUNE BRANDS HOME & SEC I | COMMON | 34964C106 | 2,089 | 44,000 | SH | SOLE | 12 | 44,000 | 0 | 0 |
| GOLDCORP INC NEW | COMMON FOREIGN | 380956409 | 5,313 | 293,225 | SH | SOLE | 12 | 293,225 | 0 | 0 |
| GOLDMAN SACHS GROUP INC | COMMON | 38141G104 | 2,062 | 10,972 | SH | SOLE | 12 | 10,972 | 0 | 0 |
| GOOGLE INC | COMMON | 38259P508 | 11,780 | 21,237 | SH | SOLE | 12 | 21,237 | 0 | 0 |
| GREAT AJAX CORP | COMMON | 38983D300 | 12,231 | 841,793 | SH | SOLE | 12 | 841,793 | 0 | 0 |
| GROUPE CGI INC | COMMON FOREIGN | 39945C109 | 13,679 | 323,155 | SH | SOLE | 11 | 323,155 | 0 | 0 |
| HARTFORD FINL SVCS GROUP IN | COMMON | 416515104 | 2,222 | 53,130 | SH | SOLE | 12 | 53,130 | 0 | 0 |
| HCA HOLDINGS INC | COMMON | 40412C101 | 2,940 | 39,086 | SH | SOLE | 12 | 39,086 | 0 | 0 |
| HOME DEPOT INC | COMMON | 437076102 | 7,442 | 65,507 | SH | SOLE | 12 | 65,507 | 0 | 0 |
| HOMESTREET INC | COMMON | 43785V102 | 6,822 | 372,401 | SH | SOLE | 12 | 372,401 | 0 | 0 |
| HONEYWELL INTL INC | COMMON | 438516106 | 3,657 | 35,063 | SH | SOLE | 12 | 35,063 | 0 | 0 |
| HUMANA INC | COMMON | 444859102 | 4,540 | 25,500 | SH | SOLE | 12 | 25,500 | 0 | 0 |
| INGERSOLL-RAND PLC | COMMON | G47791101 | 1,987 | 29,193 | SH | SOLE | 12 | 29,193 | 0 | 0 |
| INTEL CORP | COMMON | 458140100 | 1,699 | 54,323 | SH | SOLE | 12 | 54,323 | 0 | 0 |
| INTERNATIONAL BUSINESS MACH | COMMON | 459200101 | 3,665 | 22,835 | SH | SOLE | 12 | 22,835 | 0 | 0 |
| INTERPUBLIC GROUP COS INC | COMMON | 460690100 | 4,671 | 211,169 | SH | SOLE | 12 | 211,169 | 0 | 0 |
| INTL PAPER CO | COMMON | 460146103 | 4,902 | 88,334 | SH | SOLE | 12 | 88,334 | 0 | 0 |
| ISHARES | COMMON | 464288513 | 107,998 | 1,191,900 | SH | SOLE | 12 | 1,191,900 | 0 | 0 |
| ISHARES TR | COMMON | 464287168 | 27,123 | 348,000 | SH | SOLE | 12 | 348,000 | 0 | 0 |
| ISHARES TR | COMMON | 464287200 | 41,957 | 201,880 | SH | SOLE | 12 | 201,880 | 0 | 0 |
| ISHARES TR | COMMON | 46429B697 | 29,295 | 710,000 | SH | SOLE | 12 | 710,000 | 0 | 0 |
| JARDEN CORP | COMMON | 471109108 | 3,583 | 67,740 | SH | SOLE | 12 | 67,740 | 0 | 0 |
| JOHNSON & JOHNSON | COMMON | 478160104 | 4,216 | 41,912 | SH | SOLE | 12 | 41,912 | 0 | 0 |
| JUNIPER NETWORKS INC | COMMON | 48203R104 | 2,165 | 95,862 | SH | SOLE | 12 | 95,862 | 0 | 0 |
| KEYCORP NEW | COMMON | 493267108 | 1,999 | 141,143 | SH | SOLE | 12 | 141,143 | 0 | 0 |
| KOHL'S CORP | COMMON | 500255104 | 4,822 | 61,627 | SH | SOLE | 12 | 61,627 | 0 | 0 |
| KROGER CO | COMMON | 501044101 | 9,397 | 122,581 | SH | SOLE | 12 | 122,581 | 0 | 0 |
| LEGG MASON INC | COMMON | 524901105 | 2,060 | 37,314 | SH | SOLE | 12 | 37,314 | 0 | 0 |
| LIFEPOINT HOSPITALS INC | COMMON | 53219L109 | 2,639 | 35,931 | SH | SOLE | 12 | 35,931 | 0 | 0 |
| LILLY ELI & CO | COMMON | 532457108 | 5,115 | 70,402 | SH | SOLE | 12 | 70,402 | 0 | 0 |
| LINCOLN NATL CORP IND | COMMON | 534187109 | 1,201 | 20,899 | SH | SOLE | 12 | 20,899 | 0 | 0 |
| LOCKHEED MARTIN CORP | COMMON | 539830109 | 5,061 | 24,938 | SH | SOLE | 12 | 24,938 | 0 | 0 |
| LOWES COS INC | COMMON | 548661107 | 5,436 | 73,069 | SH | SOLE | 12 | 73,069 | 0 | 0 |
| LYONDELLBASELL INDUSTRIES N | COMMON FOREIGN | N53745100 | 1,079 | 12,292 | SH | SOLE | 12 | 12,292 | 0 | 0 |
| M & T BK CORP | COMMON | 55261F104 | 1,181 | 9,301 | SH | SOLE | 12 | 9,301 | 0 | 0 |
| MACYS INC | COMMON | 55616P104 | 6,000 | 92,440 | SH | SOLE | 12 | 92,440 | 0 | 0 |
| MAGNA INTL INC | COMMON FOREIGN | 559222401 | 12,854 | 240,500 | SH | SOLE | 11 | 240,500 | 0 | 0 |
| MALLINCKRODT PUB | COMMON | G5785G107 | 7,512 | 59,313 | SH | SOLE | 12 | 59,313 | 0 | 0 |

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|-----------------------------|----------------|-----------|--------|---------|----|------|----|---------|---|---|--|
| LTD CO | | | | | | | | | | | |
| MARATHON PETE CORP | COMMON | 56585A102 | 1,976 | 19,297 | SH | SOLE | 12 | 19,297 | 0 | 0 | |
| MARKWEST ENERGY PARTNERS L | COMMON | 570759100 | 1,913 | 28,934 | SH | SOLE | 12 | 28,934 | 0 | 0 | |
| MARRIOTT INTL INC NEW | COMMON | 571903202 | 2,272 | 28,281 | SH | SOLE | 12 | 28,281 | 0 | 0 | |
| MASCO CORP | COMMON | 574599106 | 2,069 | 77,500 | SH | SOLE | 12 | 77,500 | 0 | 0 | |
| MCDONALDS CORP | COMMON | 580135101 | 5,036 | 51,679 | SH | SOLE | 12 | 51,679 | 0 | 0 | |
| MCKESSON CORP | COMMON | 58155Q103 | 3,754 | 16,595 | SH | SOLE | 12 | 16,595 | 0 | 0 | |
| MEDTRONIC PLC | COMMON | G5960L103 | 5,313 | 68,127 | SH | SOLE | 12 | 68,127 | 0 | 0 | |
| MERCK & CO INC NEW | COMMON | 58933Y105 | 6,119 | 106,453 | SH | SOLE | 12 | 106,453 | 0 | 0 | |
| METHANEX CORP | COMMON FOREIGN | 59151K108 | 1,054 | 19,683 | SH | SOLE | 12 | 19,683 | 0 | 0 | |
| MICHAEL KORS HLDGS LTD | COMMON FOREIGN | G60754101 | 3,879 | 59,001 | SH | SOLE | 12 | 59,001 | 0 | 0 | |
| MOHAWK INDS INC | COMMON | 608190104 | 2,043 | 11,000 | SH | SOLE | 12 | 11,000 | 0 | 0 | |
| MOSAIC CO NEW | COMMON | 61945C103 | 1,347 | 29,239 | SH | SOLE | 12 | 29,239 | 0 | 0 | |
| MYLAN N V | COMMON | N59465109 | 6,234 | 105,035 | SH | SOLE | 12 | 105,035 | 0 | 0 | |
| NATIONAL BK HLDGS CORP | COMMON | 633707104 | 5,244 | 278,800 | SH | SOLE | 12 | 278,800 | 0 | 0 | |
| NEWBRIDGE BANCORP | COMMON | 65080T102 | 8,647 | 969,353 | SH | SOLE | 12 | 969,353 | 0 | 0 | |
| NEWMONT MINING CORP | COMMON | 651639106 | 6,596 | 303,839 | SH | SOLE | 12 | 303,839 | 0 | 0 | |
| NEXTERA ENERGY INC | COMMON | 65339F101 | 4,636 | 44,557 | SH | SOLE | 12 | 44,557 | 0 | 0 | |
| NORDSTROM INC | COMMON | 655664100 | 1,700 | 21,166 | SH | SOLE | 12 | 21,166 | 0 | 0 | |
| NORTHERN TR CORP | COMMON | 665859104 | 1,135 | 16,293 | SH | SOLE | 12 | 16,293 | 0 | 0 | |
| NORTHROP GRUMMAN CORP | COMMON | 666807102 | 7,753 | 48,169 | SH | SOLE | 12 | 48,169 | 0 | 0 | |
| NVIDIA CORP | COMMON | 67066G104 | 2,115 | 101,093 | SH | SOLE | 12 | 101,093 | 0 | 0 | |
| O REILLY AUTOMOTIVE INC NEW | COMMON | 67103H107 | 2,531 | 11,704 | SH | SOLE | 12 | 11,704 | 0 | 0 | |
| OCWEN FINL CORP | COMMON | 675746309 | 4,367 | 529,363 | SH | SOLE | 12 | 529,363 | 0 | 0 | |
| OMNICOM GROUP INC | COMMON | 681919106 | 4,690 | 60,143 | SH | SOLE | 12 | 60,143 | 0 | 0 | |
| OPEN TEXT CORP | COMMON FOREIGN | 683715106 | 6,220 | 117,885 | SH | SOLE | 11 | 117,885 | 0 | 0 | |
| ORACLE CORP | COMMON | 68389X105 | 1,345 | 31,172 | SH | SOLE | 12 | 31,172 | 0 | 0 | |
| PANERA BREAD CO | COMMON | 69840W108 | 2,890 | 18,063 | SH | SOLE | 12 | 18,063 | 0 | 0 | |
| PEAK RESORTS INC | COMMON | 70469L100 | 2,503 | 406,277 | SH | SOLE | 12 | 406,277 | 0 | 0 | |
| PEPSICO INC | COMMON | 713448108 | 4,536 | 47,441 | SH | SOLE | 12 | 47,441 | 0 | 0 | |
| PERFORMANCE SPORTS GROUP LT | COMMON | 71377G100 | 3,847 | 198,445 | SH | SOLE | 11 | 198,445 | 0 | 0 | |
| PERKINELMER INC | COMMON | 714046109 | 2,224 | 43,487 | SH | SOLE | 12 | 43,487 | 0 | 0 | |
| PFIZER INC | COMMON | 717081103 | 19,272 | 553,939 | SH | SOLE | 12 | 553,939 | 0 | 0 | |
| PHILLIPS 66 | COMMON | 718546104 | 3,768 | 47,938 | SH | SOLE | 12 | 47,938 | 0 | 0 | |
| PIONEER NAT RES CO | COMMON | 723787107 | 2,128 | 13,012 | SH | SOLE | 12 | 13,012 | 0 | 0 | |
| PLAINS ALL AMERN PIPELINE L | COMMON | 726503105 | 1,753 | 35,935 | SH | SOLE | 12 | 35,935 | 0 | 0 | |
| PRICE T ROWE GROUP INC | COMMON | 74144T108 | 1,067 | 13,179 | SH | SOLE | 12 | 13,179 | 0 | 0 | |
| PRINCIPAL FINL GROUP INC | COMMON | 74251V102 | 1,137 | 22,137 | SH | SOLE | 12 | 22,137 | 0 | 0 | |
| PROCTER & GAMBLE CO | COMMON | 742718109 | 4,297 | 52,437 | SH | SOLE | 12 | 52,437 | 0 | 0 | |
| QIAGEN NV | COMMON FOREIGN | N72482107 | 2,068 | 82,064 | SH | SOLE | 12 | 82,064 | 0 | 0 | |
| QUALCOMM INC | COMMON | 747525103 | 3,944 | 56,884 | SH | SOLE | 12 | 56,884 | 0 | 0 | |
| QUEST DIAGNOSTICS INC | COMMON | 74834L100 | 5,347 | 69,571 | SH | SOLE | 12 | 69,571 | 0 | 0 | |
| RAYMOND JAMES FINANCIAL INC | COMMON | 754730109 | 1,145 | 20,166 | SH | SOLE | 12 | 20,166 | 0 | 0 | |

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|-----------------------------|----------------|-----------|--------|---------|----|------|----|---------|---|---|
| REPUBLIC SVCS INC | COMMON | 760759100 | 4,781 | 117,885 | SH | SOLE | 12 | 117,885 | 0 | 0 |
| RICE ENERGY INC | COMMON | 762760106 | 1,193 | 54,809 | SH | SOLE | 12 | 54,809 | 0 | 0 |
| RITE AID CORP | COMMON | 767754104 | 6,792 | 781,638 | SH | SOLE | 12 | 781,638 | 0 | 0 |
| ROCKWELL COLLINS INC | COMMON | 774341101 | 4,588 | 47,517 | SH | SOLE | 12 | 47,517 | 0 | 0 |
| ROSS STORES INC | COMMON | 778296103 | 2,513 | 23,847 | SH | SOLE | 12 | 23,847 | 0 | 0 |
| ROYAL BK CDA MONTREAL QUE | COMMON FOREIGN | 780087102 | 6,634 | 110,225 | SH | SOLE | 11 | 110,225 | 0 | 0 |
| SCHWAB CHARLES CORP NEW | COMMON | 808513105 | 1,227 | 40,295 | SH | SOLE | 12 | 40,295 | 0 | 0 |
| SEAGATE TECHNOLOGY PLC | COMMON FOREIGN | G7945M107 | 1,667 | 32,045 | SH | SOLE | 12 | 32,045 | 0 | 0 |
| SHERWIN WILLIAMS CO | COMMON | 824348106 | 2,048 | 7,200 | SH | SOLE | 12 | 7,200 | 0 | 0 |
| SOUTHWEST AIRLS CO | COMMON | 844741108 | 2,687 | 60,658 | SH | SOLE | 12 | 60,658 | 0 | 0 |
| SPDR S&P 500 ETF TR | COMMON | 78462F103 | 24,206 | 117,258 | SH | SOLE | 12 | 117,258 | 0 | 0 |
| SPECTRA ENERGY CORP | COMMON | 847560109 | 3,858 | 106,669 | SH | SOLE | 12 | 106,669 | 0 | 0 |
| STARBUCKS CORP | COMMON | 855244109 | 3,564 | 37,633 | SH | SOLE | 12 | 37,633 | 0 | 0 |
| STARZ | COMMON | 85571Q102 | 3,761 | 109,288 | SH | SOLE | 12 | 109,288 | 0 | 0 |
| STATE STR CORP | COMMON | 857477103 | 3,098 | 42,129 | SH | SOLE | 12 | 42,129 | 0 | 0 |
| STRYKER CORP | COMMON | 863667101 | 4,894 | 53,047 | SH | SOLE | 12 | 53,047 | 0 | 0 |
| SUNCOR ENERGY INC NEW | COMMON FOREIGN | 867224107 | 7,287 | 249,555 | SH | SOLE | 11 | 249,555 | 0 | 0 |
| SUNOCO LOGISTICS PRTNRS L P | COMMON | 86764L108 | 6,549 | 158,406 | SH | SOLE | 12 | 158,406 | 0 | 0 |
| SUNTRUST BKS INC | COMMON | 867914103 | 1,133 | 27,566 | SH | SOLE | 12 | 27,566 | 0 | 0 |
| SYNOVUS FINL CORP | COMMON | 87161C501 | 7,023 | 250,736 | SH | SOLE | 12 | 250,736 | 0 | 0 |
| SYSCO CORP | COMMON | 871829107 | 4,375 | 115,958 | SH | SOLE | 12 | 115,958 | 0 | 0 |
| T MOBILE US INC | COMMON | 872590104 | 3,305 | 104,299 | SH | SOLE | 12 | 104,299 | 0 | 0 |
| TARGET CORP | COMMON | 87612E106 | 9,031 | 110,037 | SH | SOLE | 12 | 110,037 | 0 | 0 |
| TE CONNECTIVITY LTD | COMMON FOREIGN | H84989104 | 4,823 | 67,347 | SH | SOLE | 12 | 67,347 | 0 | 0 |
| TENET HEALTHCARE CORP | COMMON | 88033G407 | 2,205 | 44,546 | SH | SOLE | 12 | 44,546 | 0 | 0 |
| TESORO CORP | COMMON | 881609101 | 2,480 | 27,165 | SH | SOLE | 12 | 27,165 | 0 | 0 |
| TEXAS INSTRS INC | COMMON | 882508104 | 2,302 | 40,258 | SH | SOLE | 12 | 40,258 | 0 | 0 |
| TEXTRON INC | COMMON | 883203101 | 4,566 | 103,000 | SH | SOLE | 12 | 103,000 | 0 | 0 |
| THERMO FISHER SCIENTIFIC IN | COMMON | 883556102 | 2,164 | 16,108 | SH | SOLE | 12 | 16,108 | 0 | 0 |
| TIME WARNER CABLE INC | COMMON | 88732J207 | 15,688 | 104,670 | SH | SOLE | 12 | 104,670 | 0 | 0 |
| TIME WARNER INC | COMMON | 887317303 | 4,804 | 56,890 | SH | SOLE | 12 | 56,890 | 0 | 0 |
| TJX COS INC NEW | COMMON | 872540109 | 3,164 | 45,161 | SH | SOLE | 12 | 45,161 | 0 | 0 |
| TORONTO DOMINION BK ONT | COMMON FOREIGN | 891160509 | 14,578 | 340,577 | SH | SOLE | 11 | 340,577 | 0 | 0 |
| TRAVELERS COMPANIES INC | COMMON | 89417E109 | 6,714 | 62,090 | SH | SOLE | 12 | 62,090 | 0 | 0 |
| UNION PAC CORP | COMMON | 907818108 | 4,469 | 41,259 | SH | SOLE | 12 | 41,259 | 0 | 0 |
| UNITED CONTL HLDGS INC | COMMON | 910047109 | 2,452 | 36,461 | SH | SOLE | 12 | 36,461 | 0 | 0 |
| UNITED PARCEL SERVICE INC | COMMON | 911312106 | 18,791 | 193,841 | SH | SOLE | 12 | 193,841 | 0 | 0 |
| UNITED TECHNOLOGIES CORP | COMMON | 913017109 | 4,629 | 39,496 | SH | SOLE | 12 | 39,496 | 0 | 0 |
| UNUM GROUP | COMMON | 91529Y106 | 1,144 | 33,929 | SH | SOLE | 12 | 33,929 | 0 | 0 |
| VALERO ENERGY CORP NEW | COMMON | 91913Y100 | 2,066 | 32,479 | SH | SOLE | 12 | 32,479 | 0 | 0 |
| VALSPAR CORP | COMMON | 920355104 | 1,941 | 23,100 | SH | SOLE | 12 | 23,100 | 0 | 0 |
| VANGUARD INTL EQUITY INDEX | COMMON | 922042858 | 15,547 | 380,679 | SH | SOLE | 11 | 380,679 | 0 | 0 |

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|-----------------------------|----------------|-----------|-------|---------|----|------|----|---------|---|---|
| VERIZON COMMUNICATIONS INC | COMMON | 92343V104 | 4,346 | 89,359 | SH | SOLE | 12 | 89,359 | 0 | 0 |
| VIACOM INC NEW | COMMON | 92553P201 | 6,073 | 88,919 | SH | SOLE | 12 | 88,919 | 0 | 0 |
| WALGREENS BOOTS ALLIANCE IN | COMMON | 931427108 | 2,607 | 30,781 | SH | SOLE | 12 | 30,781 | 0 | 0 |
| WAL-MART STORES INC | COMMON | 931142103 | 8,460 | 102,859 | SH | SOLE | 12 | 102,859 | 0 | 0 |
| WASTE MGMT INC DEL | COMMON | 94106L109 | 5,071 | 93,510 | SH | SOLE | 12 | 93,510 | 0 | 0 |
| WELLS FARGO & CO NEW | COMMON | 949746101 | 4,632 | 85,144 | SH | SOLE | 12 | 85,144 | 0 | 0 |
| WESTLAKE CHEM CORP | COMMON | 960413102 | 799 | 11,103 | SH | SOLE | 12 | 11,103 | 0 | 0 |
| WHITEWAVE FOODS CO | COMMON | 966244105 | 5,995 | 135,202 | SH | SOLE | 12 | 135,202 | 0 | 0 |
| WILLIAMS SONOMA INC | COMMON | 969904101 | 3,000 | 37,633 | SH | SOLE | 12 | 37,633 | 0 | 0 |
| WISCONSIN ENERGY CORP | COMMON | 976657106 | 4,906 | 99,114 | SH | SOLE | 12 | 99,114 | 0 | 0 |
| WYNDHAM WORLDWIDE CORP | COMMON | 98310W108 | 2,202 | 24,335 | SH | SOLE | 12 | 24,335 | 0 | 0 |
| YAHOO INC | COMMON | 984332106 | 7,062 | 158,936 | SH | SOLE | 12 | 158,936 | 0 | 0 |
| YAMANA GOLD INC | COMMON FOREIGN | 98462Y100 | 1,458 | 407,690 | SH | SOLE | 11 | 407,690 | 0 | 0 |