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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: 09-30-2014

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 INVESTMENT FINANCE
Phone: 847-402-5169

Signature, Place, and Date of Signing:

/s/ PAUL SCHUTT NORTHBROOK, IL 11-14-2014
[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

Form 13F Summary Page

Report Summary:

Number of Other Included Managers:	2
Form 13F Information Table Entry Total:	253
Form 13F Information Table Value Total:	2,197,593

(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 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5 SHRS OR PRN AMT	COLUMN 6 SH/ PUT/ DISCRETION	COLUMN 7 INVESTMENT OTHER MANAGER	COLUMN 8 VOTING AUTHORITY			
							SOLE	SHARED	NONE	
3M CO	COMMON	88579Y101	12,415	87,624	SH	SOLE	12	87,624	0	0
ABBOTT LABS	COMMON	002824100	7,597	182,658	SH	SOLE	12	182,658	0	0
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	4,226	51,967	SH	SOLE	12	51,967	0	0
ACCESS MIDSTREAM PARTNERS L	COMMON	00434L109	1,736	27,271	SH	SOLE	12	27,271	0	0
ACTAVIS PLC	COMMON	G0083B108	2,935	12,165	SH	SOLE	12	12,165	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	8,469	64,998	SH	SOLE	12	64,998	0	0
AETNA INC NEW	COMMON	00817Y108	2,100	25,930	SH	SOLE	12	25,930	0	0
AGILENT TECHNOLOGIES INC	COMMON	00846U101	2,016	35,388	SH	SOLE	12	35,388	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	7,443	57,174	SH	SOLE	12	57,174	0	0
ALTERA CORP	COMMON	021441100	5,257	146,921	SH	SOLE	12	146,921	0	0
AMERICAN AIRLS GROUP INC	COMMON	02376R102	8,028	226,270	SH	SOLE	12	226,270	0	0
AMERICAN ELEC PWR INC	COMMON	025537101	7,384	141,432	SH	SOLE	12	141,432	0	0
AMERIPRISE FINL INC	COMMON	03076C106	8,021	65,007	SH	SOLE	12	65,007	0	0
AMERISOURCEBERGEN CORP	COMMON	03073E105	2,747	35,539	SH	SOLE	12	35,539	0	0
AMGEN INC	COMMON	031162100	4,769	33,954	SH	SOLE	12	33,954	0	0
ANADARKO PETE CORP	COMMON	032511107	12,632	124,528	SH	SOLE	12	124,528	0	0
ANALOG DEVICES INC	COMMON	032654105	4,688	94,721	SH	SOLE	12	94,721	0	0
APPLE INC	COMMON	037833100	31,041	308,097	SH	SOLE	12	308,097	0	0
APPLIED MATLS INC	COMMON	038222105	4,862	225,000	SH	SOLE	12	225,000	0	0
AT&T INC	COMMON	00206R102	9,593	272,215	SH	SOLE	12	272,215	0	0
AUTOZONE INC	COMMON	053332102	7,522	14,758	SH	SOLE	12	14,758	0	0
BALL CORP	COMMON	058498106	6,290	99,409	SH	SOLE	12	99,409	0	0
BANC CALIF INC	COMMON	05990K106	3,894	334,800	SH	SOLE	12	334,800	0	0
BANK AMER CORP	COMMON	060505104	6,108	358,228	SH	SOLE	12	358,228	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	14,030	226,344	SH	SOLE	11	226,344	0	0
BANK NEW YORK MELLON CORP	COMMON	064058100	1,627	42,002	SH	SOLE	12	42,002	0	0
BANKFINANCIAL CORP	COMMON	06643P104	2,778	267,600	SH	SOLE	12	267,600	0	0
BARD C R INC	COMMON	067383109	4,031	28,244	SH	SOLE	12	28,244	0	0
BARRICK GOLD CORP	COMMON FOREIGN	067901108	12,095	825,000	SH	SOLE	12	825,000	0	0
BAXTER INTL INC	COMMON	071813109	7,238	100,843	SH	SOLE	12	100,843	0	0
BB&T CORP	COMMON	054937107	3,580	96,219	SH	SOLE	12	96,219	0	0

BEMIS INC	COMMON	081437105	6,511	171,246	SH	SOLE	12	171,246	0	0
BLACKROCK BUILD AMER BD TR	COMMON	09248X100	1,078	51,308	SH	SOLE	12	51,308	0	0
BLACKROCK CR ALLCTN INC TR	COMMON	092508100	2,721	204,412	SH	SOLE	12	204,412	0	0
BOEING CO	COMMON	097023105	4,196	32,941	SH	SOLE	12	32,941	0	0
CA INC	COMMON	12673P105	7,977	285,521	SH	SOLE	12	285,521	0	0
CACI INTL INC	COMMON	127190304	4,830	67,770	SH	SOLE	12	67,770	0	0
CAMERON INTERNATIONAL CORP	COMMON	13342B105	6,075	91,517	SH	SOLE	12	91,517	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	15,051	386,665	SH	SOLE	11	386,665	0	0
CANADIAN PAC RY LTD	COMMON FOREIGN	13645T100	1,411	6,802	SH	SOLE	12	6,802	0	0
CAPITAL ONE FINL CORP	COMMON	14040H105	5,319	65,171	SH	SOLE	12	65,171	0	0
CARDINAL HEALTH INC	COMMON	14149Y108	10,760	143,619	SH	SOLE	12	143,619	0	0
CAREFUSION CORP	COMMON	14170T101	7,770	171,715	SH	SOLE	12	171,715	0	0
CATAMARAN CORP	COMMON	148887102	2,040	48,410	SH	SOLE	12	48,410	0	0
CATERPILLAR INC DEL	COMMON	149123101	4,717	47,632	SH	SOLE	12	47,632	0	0
CBS CORP NEW	COMMON	124857202	5,247	98,072	SH	SOLE	12	98,072	0	0
CBS OUTDOOR AMERS INC	COMMON	14987J106	1,839	61,423	SH	SOLE	12	61,423	0	0
CDN IMPERIAL BK COMM TORONT	COMMON FOREIGN	136069101	12,972	144,161	SH	SOLE	11	144,161	0	0
CF INDS HLDGS INC	COMMON	125269100	12,978	46,480	SH	SOLE	12	46,480	0	0
CHENIERE ENERGY INC	COMMON	16411R208	7,183	89,759	SH	SOLE	12	89,759	0	0
CHEVRON CORP NEW	COMMON	166764100	6,969	58,407	SH	SOLE	12	58,407	0	0
CHUBB CORP	COMMON	171232101	6,203	68,103	SH	SOLE	12	68,103	0	0
CIGNA CORPORATION	COMMON	125509109	4,093	45,137	SH	SOLE	12	45,137	0	0
CISCO SYS INC	COMMON	17275R102	11,511	457,331	SH	SOLE	12	457,331	0	0
CITY NATL CORP	COMMON	178566105	1,602	21,172	SH	SOLE	12	21,172	0	0
CLECO CORP NEW	COMMON	12561W105	2,199	45,678	SH	SOLE	12	45,678	0	0
CLOROX CO DEL	COMMON	189054109	8,022	83,529	SH	SOLE	12	83,529	0	0
CMS ENERGY CORP	COMMON	125896100	7,403	249,594	SH	SOLE	12	249,594	0	0
COCA COLA CO	COMMON	191216100	7,777	182,307	SH	SOLE	12	182,307	0	0
COMERICA INC	COMMON	200340107	1,601	32,106	SH	SOLE	12	32,106	0	0
COMMUNITY HEALTH SYS INC NE	COMMON	203668108	2,495	45,540	SH	SOLE	12	45,540	0	0
COMPUTER SCIENCES CORP	COMMON	205363104	4,288	70,116	SH	SOLE	12	70,116	0	0
CONCHO RES INC	COMMON	20605P101	5,072	40,452	SH	SOLE	12	40,452	0	0
CONOCOPHILLIPS	COMMON	20825C104	6,975	91,156	SH	SOLE	12	91,156	0	0
CONTINENTAL RESOURCES INC	COMMON	212015101	5,566	83,718	SH	SOLE	12	83,718	0	0
CORNING INC	COMMON	219350105	3,949	204,180	SH	SOLE	12	204,180	0	0
CRANE CO	COMMON	224399105	4,405	69,691	SH	SOLE	12	69,691	0	0
CUMMINS INC	COMMON	231021106	3,447	26,116	SH	SOLE	12	26,116	0	0
CVS HEALTH CORP	COMMON	126650100	6,946	87,273	SH	SOLE	12	87,273	0	0
DANAHER CORP DEL	COMMON	235851102	12,004	157,994	SH	SOLE	12	157,994	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	8,319	230,133	SH	SOLE	12	230,133	0	0
DISCOVER FINL SVCS	COMMON	254709108	8,149	126,557	SH	SOLE	12	126,557	0	0
DOVER CORP	COMMON	260003108	6,445	80,236	SH	SOLE	12	80,236	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	6,677	103,822	SH	SOLE	12	103,822	0	0
DTE ENERGY CO	COMMON	233331107	7,460	98,061	SH	SOLE	12	98,061	0	0
DUKE ENERGY CORP	COMMON	26441C204	7,779	104,037	SH	SOLE	12	104,037	0	0

NEW										
DUN & BRADSTREET CORP DEL N	COMMON	26483E100	2,292	19,514	SH	SOLE	12	19,514	0	0
E M C CORP MASS	COMMON	268648102	9,499	324,626	SH	SOLE	12	324,626	0	0
E TRADE FINANCIAL CORP	COMMON	269246401	1,587	70,234	SH	SOLE	12	70,234	0	0
EATON CORP PLC	COMMON FOREIGN	G29183103	22,233	350,840	SH	SOLE	12	350,840	0	0
EBAY INC	COMMON	278642103	16,493	291,241	SH	SOLE	12	291,241	0	0
EMERSON ELEC CO	COMMON	291011104	6,753	107,904	SH	SOLE	12	107,904	0	0
ENERGY TRANSFER PRTNRS L P	COMMON	29273R109	6,248	97,646	SH	SOLE	12	97,646	0	0
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	4,737	117,552	SH	SOLE	12	117,552	0	0
ENVISION HEALTHCARE HLDGS I	COMMON	29413U103	2,173	62,662	SH	SOLE	12	62,662	0	0
EOG RES INC	COMMON	26875P101	4,939	49,880	SH	SOLE	12	49,880	0	0
EQT CORP	COMMON	26884L109	4,942	53,986	SH	SOLE	12	53,986	0	0
EXELON CORP	COMMON	30161N101	10,656	312,598	SH	SOLE	12	312,598	0	0
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	8,717	123,419	SH	SOLE	12	123,419	0	0
EXXON MOBIL CORP	COMMON	30231G102	6,988	74,296	SH	SOLE	12	74,296	0	0
F5 NETWORKS INC	COMMON	315616102	4,086	34,412	SH	SOLE	12	34,412	0	0
FIDELITY SOUTHERN CORP NEW	COMMON	316394105	2,740	200,000	SH	SOLE	12	200,000	0	0
FIFTH THIRD BANCORP	COMMON	316773100	6,062	302,795	SH	SOLE	12	302,795	0	0
FLEXTRONICS INTL LTD	COMMON	Y2573F102	6,229	603,576	SH	SOLE	12	603,576	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	7,857	61,824	SH	SOLE	12	61,824	0	0
GENERAL ELECTRIC CO	COMMON	369604103	10,946	427,240	SH	SOLE	12	427,240	0	0
GENERAL MLS INC	COMMON	370334104	8,900	176,417	SH	SOLE	12	176,417	0	0
GENERAL MTRS CO	COMMON	37045V100	5,612	175,717	SH	SOLE	12	175,717	0	0
GOLDCORP INC NEW	COMMON FOREIGN	380956409	13,785	598,563	SH	SOLE	12	598,563	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	6,689	36,440	SH	SOLE	12	36,440	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	10,878	323,325	SH	SOLE	11	323,325	0	0
HALLIBURTON CO	COMMON	406216101	4,012	62,189	SH	SOLE	12	62,189	0	0
HARRIS CORP DEL	COMMON	413875105	1,733	26,097	SH	SOLE	12	26,097	0	0
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	4,297	115,352	SH	SOLE	12	115,352	0	0
HASBRO INC	COMMON	418056107	2,075	37,736	SH	SOLE	12	37,736	0	0
HCA HOLDINGS INC	COMMON	40412C101	2,430	34,453	SH	SOLE	12	34,453	0	0
HERITAGE OAKS BANCORP	COMMON	42724R107	1,036	148,069	SH	SOLE	12	148,069	0	0
HEWLETT PACKARD CO	COMMON	428236103	5,048	142,312	SH	SOLE	12	142,312	0	0
HONEYWELL INTL INC	COMMON	438516106	5,015	53,853	SH	SOLE	12	53,853	0	0
HOSPIRA INC	COMMON	441060100	2,620	50,355	SH	SOLE	12	50,355	0	0
HUBBELL INC	COMMON	443510201	4,618	38,314	SH	SOLE	12	38,314	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	4,871	57,704	SH	SOLE	12	57,704	0	0
INGERSOLL-RAND PLC	COMMON	G47791101	10,322	183,144	SH	SOLE	12	183,144	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	14,913	78,560	SH	SOLE	12	78,560	0	0
INTERPUBLIC GROUP COS INC	COMMON	460690100	6,108	333,402	SH	SOLE	12	333,402	0	0
INTL PAPER CO	COMMON	460146103	4,511	94,498	SH	SOLE	12	94,498	0	0

ISHARES TR	COMMON	464287168	108,779	1,472,770	SH	SOLE	12	1,472,770	0	0
ISHARES TR	COMMON	464287200	121,930	615,000	SH	SOLE	12	615,000	0	0
ISHARES TR	COMMON	464287655	276	2,525	SH	SOLE	12	2,525	0	0
ISHARES TR	COMMON	46429B689	18,780	300,000	SH	SOLE	12	300,000	0	0
ISHARES TR	COMMON	46429B697	170,067	4,513,459	SH	SOLE	12	4,513,459	0	0
JOHNSON & JOHNSON	COMMON	478160104	7,768	72,874	SH	SOLE	12	72,874	0	0
KANSAS CITY SOUTHERN	COMMON	485170302	1,404	11,586	SH	SOLE	12	11,586	0	0
KELLOGG CO	COMMON	487836108	7,072	114,802	SH	SOLE	12	114,802	0	0
KEYCORP NEW	COMMON	493267108	6,042	453,298	SH	SOLE	12	453,298	0	0
KIMBERLY CLARK CORP	COMMON	494368103	9,253	86,014	SH	SOLE	12	86,014	0	0
KOHL'S CORP	COMMON	500255104	8,213	134,572	SH	SOLE	12	134,572	0	0
KROGER CO	COMMON	501044101	1,662	31,959	SH	SOLE	12	31,959	0	0
LEGG MASON INC	COMMON	524901105	4,413	86,260	SH	SOLE	12	86,260	0	0
LIFEPOINT HOSPITALS INC	COMMON	53219L109	2,166	31,302	SH	SOLE	12	31,302	0	0
LILLY ELI & CO	COMMON	532457108	8,026	123,755	SH	SOLE	12	123,755	0	0
LINCOLN NATL CORP IND	COMMON	534187109	8,027	149,807	SH	SOLE	12	149,807	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	14,757	80,736	SH	SOLE	12	80,736	0	0
LOWES COS INC	COMMON	548661107	6,503	122,875	SH	SOLE	12	122,875	0	0
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	6,268	57,683	SH	SOLE	12	57,683	0	0
M & T BK CORP	COMMON	55261F104	1,609	13,053	SH	SOLE	12	13,053	0	0
MACYS INC	COMMON	55616P104	13,133	225,735	SH	SOLE	12	225,735	0	0
MAGNA INTL INC	COMMON FOREIGN	559222401	11,412	120,315	SH	SOLE	11	120,315	0	0
MALLINCKRODT PUB LTD CO	COMMON	G5785G107	5,720	63,451	SH	SOLE	12	63,451	0	0
MARATHON PETE CORP	COMMON	56585A102	6,036	71,287	SH	SOLE	12	71,287	0	0
MARKWEST ENERGY PARTNERS L	COMMON	570759100	2,976	38,737	SH	SOLE	12	38,737	0	0
MARRIOTT INTL INC NEW	COMMON	571903202	6,577	94,096	SH	SOLE	12	94,096	0	0
MCDONALDS CORP	COMMON	580135101	7,277	76,751	SH	SOLE	12	76,751	0	0
MCKESSON CORP	COMMON	58155Q103	2,732	14,035	SH	SOLE	12	14,035	0	0
MEDTRONIC INC	COMMON	585055106	7,362	118,833	SH	SOLE	12	118,833	0	0
MERCK & CO INC NEW	COMMON	58933Y105	13,874	234,042	SH	SOLE	12	234,042	0	0
METHANEX CORP	COMMON FOREIGN	59151K108	3,118	46,677	SH	SOLE	12	46,677	0	0
METLIFE INC	COMMON	59156R108	1,600	29,777	SH	SOLE	12	29,777	0	0
MICHAEL KORS HLDGS LTD	COMMON FOREIGN	G60754101	11,181	156,624	SH	SOLE	12	156,624	0	0
MICHAELS COS INC	COMMON	59408Q106	15,662	896,000	SH	SOLE	12	896,000	0	0
MONDELEZ INTL INC	COMMON	609207105	5,730	167,213	SH	SOLE	12	167,213	0	0
MOSAIC CO NEW	COMMON	61945C103	2,757	62,079	SH	SOLE	12	62,079	0	0
MYLAN INC	COMMON	628530107	2,548	56,017	SH	SOLE	12	56,017	0	0
NATIONAL BK HLDGS CORP	COMMON	633707104	5,029	263,000	SH	SOLE	12	263,000	0	0
NEWBRIDGE BANCORP	COMMON	65080T102	1,044	137,500	SH	SOLE	12	137,500	0	0
NEWMONT MINING CORP	COMMON	651639106	14,867	645,000	SH	SOLE	12	645,000	0	0
NEXTERA ENERGY INC	COMMON	65339F101	17,349	184,801	SH	SOLE	12	184,801	0	0
NORDSTROM INC	COMMON	655664100	6,159	90,088	SH	SOLE	12	90,088	0	0
NORFOLK SOUTHERN CORP	COMMON	655844108	5,517	49,435	SH	SOLE	12	49,435	0	0
NORTHEAST UTILS	COMMON	664397106	7,275	164,221	SH	SOLE	12	164,221	0	0
NORTHERN TR CORP	COMMON	665859104	1,628	23,936	SH	SOLE	12	23,936	0	0

NORTHROP GRUMMAN CORP	COMMON	666807102	7,958	60,401	SH	SOLE	12	60,401	0	0
NUCOR CORP	COMMON	670346105	1,303	24,002	SH	SOLE	12	24,002	0	0
NVIDIA CORP	COMMON	67066G104	4,050	219,493	SH	SOLE	12	219,493	0	0
O REILLY AUTOMOTIVE INC NEW	COMMON	67103H107	1,629	10,834	SH	SOLE	12	10,834	0	0
OCCIDENTAL PETE CORP DEL	COMMON	674599105	5,585	58,088	SH	SOLE	12	58,088	0	0
OCWEN FINL CORP	COMMON	675746309	14,090	538,213	SH	SOLE	12	538,213	0	0
OMNICOM GROUP INC	COMMON	681919106	7,272	105,607	SH	SOLE	12	105,607	0	0
OPEN TEXT CORP	COMMON FOREIGN	683715106	6,506	117,950	SH	SOLE	11	117,950	0	0
ORACLE CORP	COMMON	68389X105	10,354	270,487	SH	SOLE	12	270,487	0	0
PACCAR INC	COMMON	693718108	4,587	80,650	SH	SOLE	12	80,650	0	0
PALL CORP	COMMON	696429307	5,173	61,799	SH	SOLE	12	61,799	0	0
PARKER HANNIFIN CORP	COMMON	701094104	4,779	41,868	SH	SOLE	12	41,868	0	0
PARSLEY ENERGY INC	COMMON	701877102	758	35,524	SH	SOLE	12	35,524	0	0
PENTAIR PLC	COMMON FOREIGN	G7S00T104	4,608	70,369	SH	SOLE	12	70,369	0	0
PEPSICO INC	COMMON	713448108	7,781	83,586	SH	SOLE	12	83,586	0	0
PERKINELMER INC	COMMON	714046109	1,582	36,288	SH	SOLE	12	36,288	0	0
PFIZER INC	COMMON	717081103	4,290	145,077	SH	SOLE	12	145,077	0	0
PHILLIPS 66	COMMON	718546104	11,966	147,170	SH	SOLE	12	147,170	0	0
PIONEER NAT RES CO	COMMON	723787107	4,981	25,287	SH	SOLE	12	25,287	0	0
PLAINS ALL AMERN PIPELINE L	COMMON	726503105	11,357	192,943	SH	SOLE	12	192,943	0	0
PPL CORP	COMMON	69351T106	7,180	218,638	SH	SOLE	12	218,638	0	0
PRICE T ROWE GROUP INC	COMMON	74144T108	1,632	20,815	SH	SOLE	12	20,815	0	0
PRINCIPAL FINL GROUP INC	COMMON	74251V102	1,606	30,614	SH	SOLE	12	30,614	0	0
PROCTER & GAMBLE CO	COMMON	742718109	7,739	92,421	SH	SOLE	12	92,421	0	0
QIAGEN NV	COMMON FOREIGN	N72482107	1,584	69,571	SH	SOLE	12	69,571	0	0
QUALCOMM INC	COMMON	747525103	7,204	96,344	SH	SOLE	12	96,344	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	8,911	146,852	SH	SOLE	12	146,852	0	0
RAYMOND JAMES FINANCIAL INC	COMMON	754730109	1,603	29,922	SH	SOLE	12	29,922	0	0
RAYONIER ADVANCED MATLS INC	COMMON	75508B104	5,476	166,398	SH	SOLE	12	166,398	0	0
RAYONIER INC	COMMON	754907103	9,809	314,994	SH	SOLE	12	314,994	0	0
RAYTHEON CO	COMMON	755111507	7,925	77,984	SH	SOLE	12	77,984	0	0
REGIONS FINL CORP NEW	COMMON	7591EP100	1,603	159,642	SH	SOLE	12	159,642	0	0
RICE ENERGY INC	COMMON	762760106	4,766	179,181	SH	SOLE	12	179,181	0	0
RITE AID CORP	COMMON	767754104	1,957	404,363	SH	SOLE	12	404,363	0	0
ROCKWELL AUTOMATION INC	COMMON	773903109	4,620	42,046	SH	SOLE	12	42,046	0	0
ROPER INDS INC NEW	COMMON	776696106	5,035	34,417	SH	SOLE	12	34,417	0	0
ROSS STORES INC	COMMON	778296103	1,668	22,075	SH	SOLE	12	22,075	0	0
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	7,884	110,275	SH	SOLE	11	110,275	0	0
SANDISK CORP	COMMON	80004C101	4,188	42,752	SH	SOLE	12	42,752	0	0
SCHWAB CHARLES CORP NEW	COMMON	808513105	1,613	54,878	SH	SOLE	12	54,878	0	0
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	6,129	107,024	SH	SOLE	12	107,024	0	0

SILVER WHEATON CORP	COMMON FOREIGN	828336107	2,221	111,532	SH	SOLE	11	111,532	0	0
SMUCKER J M CO	COMMON	832696405	1,943	19,626	SH	SOLE	12	19,626	0	0
SOUTHWEST AIRLS CO	COMMON	844741108	7,015	207,736	SH	SOLE	12	207,736	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	177,287	899,845	SH	SOLE	12	899,845	0	0
SPECTRA ENERGY CORP	COMMON	847560109	7,188	183,087	SH	SOLE	12	183,087	0	0
STANLEY BLACK & DECKER INC	COMMON	854502101	5,061	57,001	SH	SOLE	12	57,001	0	0
STARZ	COMMON	85571Q102	7,342	221,956	SH	SOLE	12	221,956	0	0
STATE STR CORP	COMMON	857477103	5,992	81,407	SH	SOLE	12	81,407	0	0
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	10,188	281,400	SH	SOLE	11	281,400	0	0
SUNOCO LOGISTICS PRTNRS L P	COMMON	86764L108	16,314	338,037	SH	SOLE	12	338,037	0	0
SUNTRUST BKS INC	COMMON	867914103	1,591	41,834	SH	SOLE	12	41,834	0	0
SYNOVUS FINL CORP	COMMON	87161C501	5,927	250,736	SH	SOLE	12	250,736	0	0
SYSCO CORP	COMMON	871829107	7,652	201,634	SH	SOLE	12	201,634	0	0
TARGET CORP	COMMON	87612E106	10,110	161,300	SH	SOLE	12	161,300	0	0
TE CONNECTIVITY LTD	COMMON FOREIGN	H84989104	7,750	140,162	SH	SOLE	12	140,162	0	0
TENET HEALTHCARE CORP	COMMON	88033G407	2,331	39,252	SH	SOLE	12	39,252	0	0
TESORO CORP	COMMON	881609101	6,331	103,827	SH	SOLE	12	103,827	0	0
TEXAS INSTRS INC	COMMON	882508104	4,168	87,408	SH	SOLE	12	87,408	0	0
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	1,657	13,617	SH	SOLE	12	13,617	0	0
TIME INC NEW	COMMON	887228104	223	9,501	SH	SOLE	12	9,501	0	0
TIME WARNER CABLE INC	COMMON	88732J207	11,240	78,331	SH	SOLE	12	78,331	0	0
TIME WARNER INC	COMMON	887317303	14,801	196,790	SH	SOLE	12	196,790	0	0
T-MOBILE US INC	COMMON	872590104	15,674	542,926	SH	SOLE	12	542,926	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	19,572	395,740	SH	SOLE	11	395,740	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	13,676	145,587	SH	SOLE	12	145,587	0	0
TRIBUNE PUBG CO	COMMON	896082104	252	12,500	SH	SOLE	12	12,500	0	0
TYCO INTERNATIONAL LTD	COMMON	H89128104	5,016	112,546	SH	SOLE	12	112,546	0	0
TYSON FOODS INC	COMMON	902494103	1,859	47,208	SH	SOLE	12	47,208	0	0
UNION PAC CORP	COMMON	907818108	6,721	61,993	SH	SOLE	12	61,993	0	0
UNITED CONTL HLDGS INC	COMMON	910047109	1,579	33,751	SH	SOLE	12	33,751	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	9,259	94,204	SH	SOLE	12	94,204	0	0
UNITED STATES STL CORP NEW	COMMON	912909108	1,929	49,247	SH	SOLE	12	49,247	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	11,769	111,446	SH	SOLE	12	111,446	0	0
UNUM GROUP	COMMON	91529Y106	3,624	105,407	SH	SOLE	12	105,407	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	5,345	115,518	SH	SOLE	12	115,518	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	17,850	427,859	SH	SOLE	11	427,859	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	7,667	153,371	SH	SOLE	12	153,371	0	0
VIACOM INC NEW	COMMON	92553P201	5,805	75,450	SH	SOLE	12	75,450	0	0
WALGREEN CO	COMMON	931422109	2,508	42,322	SH	SOLE	12	42,322	0	0
WAL-MART STORES INC	COMMON	931142103	7,604	99,437	SH	SOLE	12	99,437	0	0
WASTE MGMT INC DEL	COMMON	94106L109	7,848	165,113	SH	SOLE	12	165,113	0	0

WELLS FARGO & CO NEW	COMMON	949746101	7,637	147,226	SH	SOLE	12	147,226	0	0
WESTLAKE CHEM CORP	COMMON	960413102	5,914	68,295	SH	SOLE	12	68,295	0	0
WILLIAMS PARTNERS L P	COMMON	96950F104	1,669	31,458	SH	SOLE	12	31,458	0	0
WISCONSIN ENERGY CORP	COMMON	976657106	7,185	167,094	SH	SOLE	12	167,094	0	0
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	4,293	52,836	SH	SOLE	12	52,836	0	0
XEROX CORP	COMMON	984121103	5,138	388,362	SH	SOLE	12	388,362	0	0
XL GROUP PLC	COMMON	G98290102	2,057	62,018	SH	SOLE	12	62,018	0	0
YAHOO INC	COMMON	984332106	26,595	652,628	SH	SOLE	12	652,628	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	2,449	407,875	SH	SOLE	11	407,875	0	0
ZIONS BANCORPORATION	COMMON	989701107	1,614	55,537	SH	SOLE	12	55,537	0	0