

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: 06-30-2015

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-14491

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ KENNETH MARCOTTE NORTHBROOK, IL 08-13-2015  
[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: 221  
Form 13F Information Table Value Total: 1,121,786  
(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

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 INFORMATION TABLE

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

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			COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
					SH/	PUT/	INVESTMENT DISCRETION		SOLE	SHARED	NONE
3M CO	COMMON	88579Y101	2,118	13,726	SH		SOLE	12	13,726	0	0
ABBOTT LABS	COMMON	002824100	6,904	140,668	SH		SOLE	12	140,668	0	0
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	2,193	22,658	SH		SOLE	12	22,658	0	0
ACE LTD	COMMON	H0023R105	2,065	20,308	SH		SOLE	12	20,308	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	1,480	9,289	SH		SOLE	12	9,289	0	0
AETNA INC NEW	COMMON	00817Y108	1,377	10,800	SH		SOLE	12	10,800	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	2,048	14,966	SH		SOLE	12	14,966	0	0
AIRGAS INC	COMMON	009363102	2,257	21,338	SH		SOLE	12	21,338	0	0
ALLERGAN PLC	COMMON	G0177J108	21,282	70,131	SH		SOLE	12	70,131	0	0
ALLY FINL INC	COMMON	02005N100	5,877	261,998	SH		SOLE	12	261,998	0	0
AMERIPRISE FINL INC	COMMON	03076C106	2,927	23,426	SH		SOLE	12	23,426	0	0
AMERISOURCEBERGEN CORP	COMMON	03073E105	7,218	67,874	SH		SOLE	12	67,874	0	0
AMGEN INC	COMMON	031162100	4,443	28,940	SH		SOLE	12	28,940	0	0
AMPHENOL CORP NEW	COMMON	032095101	2,227	38,421	SH		SOLE	12	38,421	0	0
ANTHEM INC	COMMON	036752103	2,533	15,431	SH		SOLE	12	15,431	0	0
AON PLC	COMMON	G0408V102	2,348	23,555	SH		SOLE	12	23,555	0	0
APPLE INC	COMMON	037833100	25,020	199,480	SH		SOLE	12	199,480	0	0
ARMSTRONG WORLD INDS INC NE	COMMON	04247X102	1,597	29,965	SH		SOLE	12	29,965	0	0
AT&T INC	COMMON	00206R102	2,463	69,342	SH		SOLE	12	69,342	0	0
AUTOZONE INC	COMMON	053332102	1,962	2,942	SH		SOLE	12	2,942	0	0
AVERY DENNISON CORP	COMMON	053611109	2,560	42,002	SH		SOLE	12	42,002	0	0
BANC CALIF INC	COMMON	05990K106	11,840	861,101	SH		SOLE	12	861,101	0	0
BANK AMER CORP	COMMON	060505104	1,995	117,225	SH		SOLE	12	117,225	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	12,038	233,182	SH		SOLE	11	233,182	0	0
BANK NEW YORK MELLON CORP	COMMON	064058100	2,029	48,336	SH		SOLE	12	48,336	0	0
BANKFINANCIAL CORP	COMMON	06643P104	11,080	940,600	SH		SOLE	12	940,600	0	0
BARD C R INC	COMMON	067383109	2,165	12,684	SH		SOLE	12	12,684	0	0
BARRICK GOLD CORP	COMMON FOREIGN	067901108	4,626	433,989	SH		SOLE	12	433,989	0	0
BAXTER INTL INC	COMMON	071813109	2,311	33,051	SH		SOLE	12	33,051	0	0
BB&T CORP	COMMON	054937107	2,025	50,240	SH		SOLE	12	50,240	0	0
BEMIS INC	COMMON	081437105	2,201	48,890	SH		SOLE	12	48,890	0	0
BEST BUY INC	COMMON	086516101	2,095	64,248	SH		SOLE	12	64,248	0	0
BLOOMIN BRANDS INC	COMMON	094235108	2,743	128,487	SH		SOLE	12	128,487	0	0

BOEING CO	COMMON	097023105	1,962	14,145	SH	SOLE	12	14,145	0	0
BRINKER INTL INC	COMMON	109641100	2,963	51,397	SH	SOLE	12	51,397	0	0
CA INC	COMMON	12673P105	3,985	136,065	SH	SOLE	12	136,065	0	0
CAMERON INTERNATIONAL CORP	COMMON	13342B105	1,703	32,516	SH	SOLE	12	32,516	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	9,732	358,395	SH	SOLE	11	358,395	0	0
CAPITAL ONE FINL CORP	COMMON	14040H105	4,620	52,517	SH	SOLE	12	52,517	0	0
CARDINAL HEALTH INC	COMMON	14149Y108	6,158	73,613	SH	SOLE	12	73,613	0	0
CBS CORP NEW	COMMON	124857202	1,943	35,011	SH	SOLE	12	35,011	0	0
CDN IMPERIAL BK COMM TORONT	COMMON FOREIGN	136069101	11,696	158,596	SH	SOLE	11	158,596	0	0
CF INDS HLDGS INC	COMMON	125269100	4,390	68,300	SH	SOLE	12	68,300	0	0
CHENIERE ENERGY INC	COMMON	16411R208	2,109	30,456	SH	SOLE	12	30,456	0	0
CHUBB CORP	COMMON	171232101	1,998	20,997	SH	SOLE	12	20,997	0	0
CIGNA CORPORATION	COMMON	125509109	2,968	18,324	SH	SOLE	12	18,324	0	0
CISCO SYS INC	COMMON	17275R102	2,118	77,119	SH	SOLE	12	77,119	0	0
CIT GROUP INC	COMMON	125581801	10,460	225,000	SH	SOLE	12	225,000	0	0
CLECO CORP NEW	COMMON	12561W105	2,460	45,678	SH	SOLE	12	45,678	0	0
COCA COLA CO	COMMON	191216100	2,190	55,832	SH	SOLE	12	55,832	0	0
COLUMBIA PIPELINE PARTNERS	COMMON	198281107	15,120	600,000	SH	SOLE	12	600,000	0	0
COMERICA INC	COMMON	200340107	2,124	41,385	SH	SOLE	12	41,385	0	0
COMMUNITY HEALTH SYS INC NE	COMMON	203668108	1,833	29,104	SH	SOLE	12	29,104	0	0
COMMUNITY HEALTHCARE TR INC	COMMON	20369C106	3,176	165,000	SH	SOLE	12	165,000	0	0
CONCHO RES INC	COMMON	20605P101	2,057	18,063	SH	SOLE	12	18,063	0	0
CONCORDIA HEALTHCARE CORP	COMMON FOREIGN	206519100	5,099	70,530	SH	SOLE	11	70,530	0	0
CONTINENTAL RESOURCES INC	COMMON	212015101	1,388	32,754	SH	SOLE	12	32,754	0	0
CORNING INC	COMMON	219350105	5,384	272,898	SH	SOLE	12	272,898	0	0
COSTCO WHSL CORP NEW	COMMON	22160K105	4,622	34,222	SH	SOLE	12	34,222	0	0
CVS HEALTH CORP	COMMON	126650100	6,937	66,142	SH	SOLE	12	66,142	0	0
DANAHER CORP DEL	COMMON	235851102	1,876	21,915	SH	SOLE	12	21,915	0	0
DARDEN RESTAURANTS INC	COMMON	237194105	3,196	44,970	SH	SOLE	12	44,970	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	1,647	40,084	SH	SOLE	12	40,084	0	0
DISCOVER FINL SVCS	COMMON	254709108	4,400	76,358	SH	SOLE	12	76,358	0	0
DISNEY WALT CO	COMMON	254687106	2,477	21,700	SH	SOLE	12	21,700	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	1,972	27,046	SH	SOLE	12	27,046	0	0
DTE ENERGY CO	COMMON	233331107	2,053	27,500	SH	SOLE	12	27,500	0	0
E M C CORP MASS	COMMON	268648102	2,192	83,043	SH	SOLE	12	83,043	0	0
E TRADE FINANCIAL CORP	COMMON	269246401	2,140	71,449	SH	SOLE	12	71,449	0	0
EDWARDS LIFESCIENCES CORP	COMMON	28176E108	2,450	17,200	SH	SOLE	12	17,200	0	0
ENERGY TRANSFER PRTNRS L P	COMMON	29273R109	1,606	30,760	SH	SOLE	12	30,760	0	0
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	1,017	34,020	SH	SOLE	12	34,020	0	0
ENVISION HEALTHCARE HLDGS I	COMMON	29413U103	1,671	42,315	SH	SOLE	12	42,315	0	0
EOG RES INC	COMMON	26875P101	1,912	21,840	SH	SOLE	12	21,840	0	0

EQT CORP	COMMON	26884L109	1,970	24,219	SH	SOLE	12	24,219	0	0
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	5,986	67,309	SH	SOLE	12	67,309	0	0
F5 NETWORKS INC	COMMON	315616102	2,223	18,467	SH	SOLE	12	18,467	0	0
FACEBOOK INC	COMMON	30303M102	5,520	64,366	SH	SOLE	12	64,366	0	0
FIDELITY SOUTHERN CORP NEW	COMMON	316394105	4,552	261,000	SH	SOLE	12	261,000	0	0
FIFTH THIRD BANCORP	COMMON	316773100	2,344	112,608	SH	SOLE	12	112,608	0	0
FIRST MID ILL BANCSHARES IN	COMMON	320866106	4,863	226,190	SH	SOLE	12	226,190	0	0
FORTUNE BRANDS HOME & SEC I	COMMON	34964C106	1,713	37,380	SH	SOLE	12	37,380	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	2,240	15,812	SH	SOLE	12	15,812	0	0
GENERAL ELECTRIC CO	COMMON	369604103	9,858	371,015	SH	SOLE	12	371,015	0	0
GOLDCORP INC NEW	COMMON FOREIGN	380956409	8,003	494,019	SH	SOLE	12	494,019	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	2,358	11,292	SH	SOLE	12	11,292	0	0
GOOGLE INC	COMMON	38259P508	9,703	17,968	SH	SOLE	12	17,968	0	0
GREAT AJAX CORP	COMMON	38983D300	15,321	1,080,493	SH	SOLE	12	1,080,493	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	11,166	285,785	SH	SOLE	11	285,785	0	0
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	2,110	50,758	SH	SOLE	12	50,758	0	0
HCA HOLDINGS INC	COMMON	40412C101	1,777	19,586	SH	SOLE	12	19,586	0	0
HERTZ GLOBAL HOLDINGS INC	COMMON	42805T105	4,517	249,300	SH	SOLE	12	249,300	0	0
HOME DEPOT INC	COMMON	437076102	6,193	55,729	SH	SOLE	12	55,729	0	0
HOMESTREET INC	COMMON	43785V102	5,372	235,425	SH	SOLE	12	235,425	0	0
HONEYWELL INTL INC	COMMON	438516106	2,213	21,705	SH	SOLE	12	21,705	0	0
HUMANA INC	COMMON	444859102	14,012	73,256	SH	SOLE	12	73,256	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	2,023	22,043	SH	SOLE	12	22,043	0	0
ING GROEP N V	NON-REDEEM P/S	456837AF0	1,929	2,000,000	SH	SOLE	12	2,000,000	0	0
INTEL CORP	COMMON	458140100	2,065	67,883	SH	SOLE	12	67,883	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	2,294	14,106	SH	SOLE	12	14,106	0	0
ISHARES	COMMON	464288513	61,272	690,000	SH	SOLE	12	690,000	0	0
ISHARES TR	COMMON	464287168	26,152	348,000	SH	SOLE	12	348,000	0	0
ISHARES TR	COMMON	464287200	120,893	583,405	SH	SOLE	12	583,405	0	0
ISHARES TR	COMMON	46429B697	28,627	710,000	SH	SOLE	12	710,000	0	0
JARDEN CORP	COMMON	471109108	2,992	57,821	SH	SOLE	12	57,821	0	0
JOHNSON & JOHNSON	COMMON	478160104	2,193	22,506	SH	SOLE	12	22,506	0	0
JUNIPER NETWORKS INC	COMMON	48203R104	2,441	94,009	SH	SOLE	12	94,009	0	0
KEYCORP NEW	COMMON	493267108	2,252	149,904	SH	SOLE	12	149,904	0	0
KOHL'S CORP	COMMON	500255104	9,238	147,553	SH	SOLE	12	147,553	0	0
KROGER CO	COMMON	501044101	6,851	94,484	SH	SOLE	12	94,484	0	0
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	2,035	17,948	SH	SOLE	12	17,948	0	0
LABORATORY CORP AMER HLDGS	COMMON	50540R409	2,606	21,500	SH	SOLE	12	21,500	0	0
LEGG MASON INC	COMMON	524901105	1,982	38,454	SH	SOLE	12	38,454	0	0
LIFEPOINT HEALTH INC	COMMON	53219L109	1,867	21,477	SH	SOLE	12	21,477	0	0
LILLY ELI & CO	COMMON	532457108	2,602	31,164	SH	SOLE	12	31,164	0	0
LINCOLN NATL CORP IND	COMMON	534187109	2,055	34,704	SH	SOLE	12	34,704	0	0

LOCKHEED MARTIN CORP	COMMON	539830109	2,074	11,156	SH	SOLE	12	11,156	0	0
LOWES COS INC	COMMON	548661107	4,492	67,081	SH	SOLE	12	67,081	0	0
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	3,291	31,792	SH	SOLE	12	31,792	0	0
M & T BK CORP	COMMON	55261F104	2,000	16,012	SH	SOLE	12	16,012	0	0
MACERICH CO	COMMON	554382101	1,865	25,000	SH	SOLE	12	25,000	0	0
MACYS INC	COMMON	55616P104	2,392	35,452	SH	SOLE	12	35,452	0	0
MAGNA INTL INC	COMMON FOREIGN	559222401	12,543	224,025	SH	SOLE	11	224,025	0	0
MALLINCKRODT PUB LTD CO	COMMON	G5785G107	6,982	59,313	SH	SOLE	12	59,313	0	0
MARATHON PETE CORP	COMMON	56585A102	1,756	33,566	SH	SOLE	12	33,566	0	0
MARKWEST ENERGY PARTNERS L	COMMON	570759100	1,419	25,165	SH	SOLE	12	25,165	0	0
MARRIOTT INTL INC NEW	COMMON	571903202	1,966	26,430	SH	SOLE	12	26,430	0	0
MASCO CORP	COMMON	574599106	1,753	65,730	SH	SOLE	12	65,730	0	0
MCDONALDS CORP	COMMON	580135101	2,209	23,236	SH	SOLE	12	23,236	0	0
MCKESSON CORP	COMMON	58155Q103	4,183	18,605	SH	SOLE	12	18,605	0	0
MEAD JOHNSON NUTRITION CO	COMMON	582839106	1,949	21,600	SH	SOLE	12	21,600	0	0
MEDTRONIC PLC	COMMON	G5960L103	2,151	29,030	SH	SOLE	12	29,030	0	0
MERCK & CO INC NEW	COMMON	58933Y105	4,134	72,623	SH	SOLE	12	72,623	0	0
METHANEX CORP	COMMON FOREIGN	59151K108	953	17,119	SH	SOLE	12	17,119	0	0
MICHAEL KORS HLDGS LTD	COMMON FOREIGN	G60754101	2,264	53,797	SH	SOLE	12	53,797	0	0
MICROSOFT CORP	COMMON	594918104	11,720	265,466	SH	SOLE	12	265,466	0	0
MOHAWK INDS INC	COMMON	608190104	1,784	9,346	SH	SOLE	12	9,346	0	0
MOSAIC CO NEW	COMMON	61945C103	1,191	25,430	SH	SOLE	12	25,430	0	0
MYLAN N V	COMMON	N59465109	15,088	222,334	SH	SOLE	12	222,334	0	0
NATIONAL BK HLDGS CORP	COMMON	633707104	10,705	513,900	SH	SOLE	12	513,900	0	0
NEWBRIDGE BANCORP	COMMON	65080T102	13,041	1,460,353	SH	SOLE	12	1,460,353	0	0
NEXTERA ENERGY INC	COMMON	65339F101	2,133	21,759	SH	SOLE	12	21,759	0	0
NORDSTROM INC	COMMON	655664100	1,969	26,426	SH	SOLE	12	26,426	0	0
NORTHERN TR CORP	COMMON	665859104	2,079	27,195	SH	SOLE	12	27,195	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	4,114	25,936	SH	SOLE	12	25,936	0	0
NORTHSTAR RLTY FIN CORP	COMMON	66704R704	5,565	350,000	SH	SOLE	12	350,000	0	0
NVIDIA CORP	COMMON	67066G104	2,040	101,447	SH	SOLE	12	101,447	0	0
O REILLY AUTOMOTIVE INC NEW	COMMON	67103H107	2,275	10,068	SH	SOLE	12	10,068	0	0
OMNICOM GROUP INC	COMMON	681919106	2,018	29,034	SH	SOLE	12	29,034	0	0
OPEN TEXT CORP	COMMON FOREIGN	683715106	4,769	117,885	SH	SOLE	11	117,885	0	0
ORACLE CORP	COMMON	68389X105	1,982	49,186	SH	SOLE	12	49,186	0	0
PACIFIC DATAVISION INC	COMMON	694171307	3,370	80,000	SH	SOLE	12	80,000	0	0
PANERA BREAD CO	COMMON	69840W108	2,695	15,420	SH	SOLE	12	15,420	0	0
PEAK RESORTS INC	COMMON	70469L100	481	67,228	SH	SOLE	12	67,228	0	0
PEPSICO INC	COMMON	713448108	2,210	23,677	SH	SOLE	12	23,677	0	0
PERFORMANCE SPORTS GROUP LT	COMMON	71377G100	3,561	198,445	SH	SOLE	11	198,445	0	0
PFIZER INC	COMMON	717081103	4,023	119,993	SH	SOLE	12	119,993	0	0
PHILLIPS 66	COMMON	718546104	4,042	50,178	SH	SOLE	12	50,178	0	0
PIONEER NAT RES CO	COMMON	723787107	1,570	11,318	SH	SOLE	12	11,318	0	0
PLAINS ALL AMERN	COMMON	726503105	1,362	31,253	SH	SOLE	12	31,253	0	0

PIPELINE L										
PNC FINL SVCS GROUP INC	COMMON	693475105	2,524	26,387	SH	SOLE	12	26,387	0	0
PRICE T ROWE GROUP INC	COMMON	74144T108	881	11,338	SH	SOLE	12	11,338	0	0
PRINCIPAL FINL GROUP INC	COMMON	74251V102	1,969	38,398	SH	SOLE	12	38,398	0	0
PROCTER & GAMBLE CO	COMMON	742718109	2,162	27,630	SH	SOLE	12	27,630	0	0
QUALCOMM INC	COMMON	747525103	1,956	31,231	SH	SOLE	12	31,231	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	3,000	41,362	SH	SOLE	12	41,362	0	0
RAYMOND JAMES FINANCIAL INC	COMMON	754730109	1,034	17,349	SH	SOLE	12	17,349	0	0
REPUBLIC SVCS INC	COMMON	760759100	2,187	55,821	SH	SOLE	12	55,821	0	0
RICE ENERGY INC	COMMON	762760106	2,034	97,669	SH	SOLE	12	97,669	0	0
RITE AID CORP	COMMON	767754104	4,696	562,422	SH	SOLE	12	562,422	0	0
ROCKWELL COLLINS INC	COMMON	774341101	2,166	23,453	SH	SOLE	12	23,453	0	0
ROSS STORES INC	COMMON	778296103	1,994	41,030	SH	SOLE	12	41,030	0	0
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	6,739	110,225	SH	SOLE	11	110,225	0	0
SCHWAB CHARLES CORP NEW	COMMON	808513105	2,121	64,949	SH	SOLE	12	64,949	0	0
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	1,935	40,745	SH	SOLE	12	40,745	0	0
SEMPRA ENERGY	COMMON	816851109	2,127	21,500	SH	SOLE	12	21,500	0	0
SHERWIN WILLIAMS CO	COMMON	824348106	1,679	6,106	SH	SOLE	12	6,106	0	0
SOUTHWEST AIRLS CO	COMMON	844741108	2,916	88,129	SH	SOLE	12	88,129	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	21,966	106,708	SH	SOLE	12	106,708	0	0
SPECTRA ENERGY CORP	COMMON	847560109	2,041	62,594	SH	SOLE	12	62,594	0	0
ST JUDE MED INC	COMMON	790849103	2,338	32,000	SH	SOLE	12	32,000	0	0
STARBUCKS CORP	COMMON	855244109	4,402	82,096	SH	SOLE	12	82,096	0	0
STARWOOD HOTELS&RESORTS WRL	COMMON	85590A401	3,933	48,500	SH	SOLE	12	48,500	0	0
STARZ	COMMON	85571Q102	1,812	40,513	SH	SOLE	12	40,513	0	0
STATE STR CORP	COMMON	857477103	4,134	53,692	SH	SOLE	12	53,692	0	0
STRYKER CORP	COMMON	863667101	2,346	24,543	SH	SOLE	12	24,543	0	0
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	6,868	249,555	SH	SOLE	11	249,555	0	0
SUNOCO LOGISTICS PRTNRS L P	COMMON	86764L108	5,850	153,827	SH	SOLE	12	153,827	0	0
SUNTRUST BKS INC	COMMON	867914103	2,011	46,751	SH	SOLE	12	46,751	0	0
SYSCO CORP	COMMON	871829107	2,166	60,007	SH	SOLE	12	60,007	0	0
TARGET CORP	COMMON	87612E106	5,097	62,445	SH	SOLE	12	62,445	0	0
TE CONNECTIVITY LTD	COMMON FOREIGN	H84989104	3,949	61,409	SH	SOLE	12	61,409	0	0
TENET HEALTHCARE CORP	COMMON	88033G407	1,776	30,684	SH	SOLE	12	30,684	0	0
TESORO CORP	COMMON	881609101	1,994	23,627	SH	SOLE	12	23,627	0	0
TEXAS INSTRS INC	COMMON	882508104	1,912	37,124	SH	SOLE	12	37,124	0	0
TEXTRON INC	COMMON	883203101	4,192	93,933	SH	SOLE	12	93,933	0	0
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	2,343	18,060	SH	SOLE	12	18,060	0	0
TIME WARNER INC	COMMON	887317303	4,641	53,098	SH	SOLE	12	53,098	0	0
TJX COS INC NEW	COMMON	872540109	2,551	38,548	SH	SOLE	12	38,548	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	14,598	343,674	SH	SOLE	11	343,674	0	0

TRAVELERS COMPANIES INC	COMMON	89417E109	3,732	38,605	SH	SOLE	12	38,605	0	0
UNION PAC CORP	COMMON	907818108	1,994	20,904	SH	SOLE	12	20,904	0	0
UNITED CONTL HLDGS INC	COMMON	910047109	1,663	31,367	SH	SOLE	12	31,367	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	11,954	123,356	SH	SOLE	12	123,356	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	2,143	19,318	SH	SOLE	12	19,318	0	0
UNUM GROUP	COMMON	91529Y106	2,035	56,912	SH	SOLE	12	56,912	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	1,768	28,248	SH	SOLE	12	28,248	0	0
VALSPAR CORP	COMMON	920355104	1,606	19,626	SH	SOLE	12	19,626	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	16,114	393,979	SH	SOLE	11	393,979	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	2,170	46,557	SH	SOLE	12	46,557	0	0
VIACOM INC NEW	COMMON	92553P201	3,832	59,276	SH	SOLE	12	59,276	0	0
WALGREENS BOOTS ALLIANCE IN	COMMON	931427108	2,914	34,510	SH	SOLE	12	34,510	0	0
WAL-MART STORES INC	COMMON	931142103	3,913	55,164	SH	SOLE	12	55,164	0	0
WASTE MGMT INC DEL	COMMON	94106L109	1,935	41,749	SH	SOLE	12	41,749	0	0
WELLS FARGO & CO NEW	COMMON	949746101	2,341	41,619	SH	SOLE	12	41,619	0	0
WESTLAKE CHEM CORP	COMMON	960413102	662	9,657	SH	SOLE	12	9,657	0	0
WHITEWAVE FOODS CO	COMMON	966244105	6,609	135,202	SH	SOLE	12	135,202	0	0
WILLIAMS SONOMA INC	COMMON	969904101	2,643	32,122	SH	SOLE	12	32,122	0	0
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	1,922	23,465	SH	SOLE	12	23,465	0	0
YAHOO INC	COMMON	984332106	15,177	386,276	SH	SOLE	12	386,276	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	1,221	407,690	SH	SOLE	11	407,690	0	0