

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: 12-31-2014

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 02-12-2015
[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: 223
Form 13F Information Table Value Total: 1,305,648
(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	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	SOLE	SHARED	NONE
3M CO	COMMON	88579Y101	4,994	30,393	SH		SOLE	12	30,393	0	0
ABBOTT LABS	COMMON	002824100	4,037	89,671	SH		SOLE	12	89,671	0	0
ACCENTURE PLC IRELAND	COMMON FOREIGN	G1151C101	5,982	66,985	SH		SOLE	12	66,985	0	0
ACE LTD	COMMON	H0023R105	4,119	35,854	SH		SOLE	12	35,854	0	0
ACTAVIS PLC	COMMON	G0083B108	2,389	9,281	SH		SOLE	12	9,281	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	6,627	41,603	SH		SOLE	12	41,603	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	4,111	28,505	SH		SOLE	12	28,505	0	0
ALLY FINL INC	COMMON	02005N100	5,007	211,998	SH		SOLE	12	211,998	0	0
ALTERA CORP	COMMON	021441100	632	17,122	SH		SOLE	12	17,122	0	0
AMERICAN AIRLS GROUP INC	COMMON	02376R102	5,431	101,270	SH		SOLE	12	101,270	0	0
AMERICAN ELEC PWR INC	COMMON	025537101	4,364	71,873	SH		SOLE	12	71,873	0	0
AMERIPRISE FINL INC	COMMON	03076C106	7,538	57,001	SH		SOLE	12	57,001	0	0
AMERISOURCEBERGEN CORP	COMMON	03073E105	7,079	78,517	SH		SOLE	12	78,517	0	0
AMGEN INC	COMMON	031162100	4,680	29,380	SH		SOLE	12	29,380	0	0
ANADARKO PETE CORP	COMMON	032511107	10,255	124,300	SH		SOLE	12	124,300	0	0
ANALOG DEVICES INC	COMMON	032654105	631	11,364	SH		SOLE	12	11,364	0	0
APPLE INC	COMMON	037833100	22,970	208,101	SH		SOLE	12	208,101	0	0
AT&T INC	COMMON	00206R102	3,680	109,552	SH		SOLE	12	109,552	0	0
AUTOZONE INC	COMMON	053332102	6,615	10,684	SH		SOLE	12	10,684	0	0
BAKER HUGHES INC	COMMON	057224107	3,039	54,209	SH		SOLE	12	54,209	0	0
BALL CORP	COMMON	058498106	4,431	64,997	SH		SOLE	12	64,997	0	0
BANC CALIF INC	COMMON	05990K106	9,877	861,101	SH		SOLE	12	861,101	0	0
BANK AMER CORP	COMMON	060505104	7,752	433,337	SH		SOLE	12	433,337	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	13,078	228,431	SH		SOLE	11	228,431	0	0
BANK NEW YORK MELLON CORP	COMMON	064058100	1,704	42,002	SH		SOLE	12	42,002	0	0
BANKFINANCIAL CORP	COMMON	06643P104	3,980	335,600	SH		SOLE	12	335,600	0	0
BARD C R INC	COMMON	067383109	4,613	27,685	SH		SOLE	12	27,685	0	0
BARRICK GOLD CORP	COMMON FOREIGN	067901108	5,892	548,080	SH		SOLE	12	548,080	0	0
BAXTER INTL INC	COMMON	071813109	3,669	50,064	SH		SOLE	12	50,064	0	0
BB&T CORP	COMMON	054937107	1,678	43,155	SH		SOLE	12	43,155	0	0
BEMIS INC	COMMON	081437105	4,235	93,678	SH		SOLE	12	93,678	0	0

BOEING CO	COMMON	097023105	5,519	42,461	SH	SOLE	12	42,461	0	0
CA INC	COMMON	12673P105	4,206	138,128	SH	SOLE	12	138,128	0	0
CAMERON INTERNATIONAL CORP	COMMON	13342B105	2,661	53,267	SH	SOLE	12	53,267	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	11,980	386,510	SH	SOLE	11	386,510	0	0
CAPITAL ONE FINL CORP	COMMON	14040H105	5,471	66,278	SH	SOLE	12	66,278	0	0
CARDINAL HEALTH INC	COMMON	14149Y108	6,510	80,640	SH	SOLE	12	80,640	0	0
CATAMARAN CORP	COMMON	148887102	1,917	37,037	SH	SOLE	12	37,037	0	0
CATERPILLAR INC DEL	COMMON	149123101	506	5,530	SH	SOLE	12	5,530	0	0
CBS CORP NEW	COMMON	124857202	4,947	89,395	SH	SOLE	12	89,395	0	0
CDN IMPERIAL BK COMM TORONT	COMMON FOREIGN	136069101	12,444	144,366	SH	SOLE	11	144,366	0	0
CENTURY CMNTYS INC	COMMON	156504300	1,728	100,000	SH	SOLE	12	100,000	0	0
CF INDS HLDGS INC	COMMON	125269100	6,983	25,621	SH	SOLE	12	25,621	0	0
CHENIERE ENERGY INC	COMMON	16411R208	2,127	30,220	SH	SOLE	12	30,220	0	0
CHEVRON CORP NEW	COMMON	166764100	3,328	29,664	SH	SOLE	12	29,664	0	0
CHUBB CORP	COMMON	171232101	4,734	45,749	SH	SOLE	12	45,749	0	0
CIGNA CORPORATION	COMMON	125509109	5,988	58,182	SH	SOLE	12	58,182	0	0
CISCO SYS INC	COMMON	17275R102	6,539	235,100	SH	SOLE	12	235,100	0	0
CITY NATL CORP	COMMON	178566105	1,711	21,172	SH	SOLE	12	21,172	0	0
CLECO CORP NEW	COMMON	12561W105	2,491	45,678	SH	SOLE	12	45,678	0	0
CMS ENERGY CORP	COMMON	125896100	4,387	126,243	SH	SOLE	12	126,243	0	0
COCA COLA CO	COMMON	191216100	3,869	91,641	SH	SOLE	12	91,641	0	0
COMERICA INC	COMMON	200340107	1,504	32,106	SH	SOLE	12	32,106	0	0
COMMUNITY HEALTH SYS INC NE	COMMON	203668108	1,847	34,259	SH	SOLE	12	34,259	0	0
COMPUTER SCIENCES CORP	COMMON	205363104	5,698	90,380	SH	SOLE	12	90,380	0	0
CONCHO RES INC	COMMON	20605P101	1,788	17,923	SH	SOLE	12	17,923	0	0
CONOCOPHILLIPS	COMMON	20825C104	3,236	46,862	SH	SOLE	12	46,862	0	0
CONTINENTAL RESOURCES INC	COMMON	212015101	1,247	32,499	SH	SOLE	12	32,499	0	0
CORNING INC	COMMON	219350105	6,035	263,188	SH	SOLE	12	263,188	0	0
CRANE CO	COMMON	224399105	492	8,377	SH	SOLE	12	8,377	0	0
CUMMINS INC	COMMON	231021106	589	4,083	SH	SOLE	12	4,083	0	0
CVS HEALTH CORP	COMMON	126650100	7,576	78,658	SH	SOLE	12	78,658	0	0
DANAHER CORP DEL	COMMON	235851102	4,970	57,984	SH	SOLE	12	57,984	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	2,122	43,133	SH	SOLE	12	43,133	0	0
DISCOVER FINL SVCS	COMMON	254709108	7,330	111,921	SH	SOLE	12	111,921	0	0
DOVER CORP	COMMON	260003108	478	6,663	SH	SOLE	12	6,663	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	4,880	68,079	SH	SOLE	12	68,079	0	0
DTE ENERGY CO	COMMON	233331107	4,238	49,073	SH	SOLE	12	49,073	0	0
DUKE ENERGY CORP NEW	COMMON	26441C204	4,340	51,956	SH	SOLE	12	51,956	0	0
E M C CORP MASS	COMMON	268648102	5,906	198,573	SH	SOLE	12	198,573	0	0
E TRADE FINANCIAL CORP	COMMON	269246401	1,704	70,234	SH	SOLE	12	70,234	0	0
EATON CORP PLC	COMMON FOREIGN	G29183103	580	8,539	SH	SOLE	12	8,539	0	0
EBAY INC	COMMON	278642103	19,462	346,796	SH	SOLE	12	346,796	0	0
EMERSON ELEC CO	COMMON	291011104	571	9,247	SH	SOLE	12	9,247	0	0
ENERGY TRANSFER	COMMON	29273R109	2,444	37,606	SH	SOLE	12	37,606	0	0

PRTNRS L P										
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	1,363	37,722	SH	SOLE	12	37,722	0	0
ENVISION HEALTHCARE HLDGS I	COMMON	29413U103	1,680	48,422	SH	SOLE	12	48,422	0	0
EOG RES INC	COMMON	26875P101	1,995	21,671	SH	SOLE	12	21,671	0	0
EQT CORP	COMMON	26884L109	1,819	24,032	SH	SOLE	12	24,032	0	0
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	6,490	76,645	SH	SOLE	12	76,645	0	0
EXXON MOBIL CORP	COMMON	30231G102	3,534	38,224	SH	SOLE	12	38,224	0	0
F5 NETWORKS INC	COMMON	315616102	5,787	44,357	SH	SOLE	12	44,357	0	0
FIDELITY SOUTHERN CORP NEW	COMMON	316394105	4,701	291,800	SH	SOLE	12	291,800	0	0
FIFTH THIRD BANCORP	COMMON	316773100	5,403	265,186	SH	SOLE	12	265,186	0	0
FLEXTRONICS INTL LTD	COMMON	Y2573F102	3,968	354,951	SH	SOLE	12	354,951	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	4,223	30,683	SH	SOLE	12	30,683	0	0
GENERAL ELECTRIC CO	COMMON	369604103	5,783	228,866	SH	SOLE	12	228,866	0	0
GOLDCORP INC NEW	COMMON FOREIGN	380956409	6,739	363,865	SH	SOLE	12	363,865	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	5,952	30,708	SH	SOLE	12	30,708	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	12,351	323,155	SH	SOLE	11	323,155	0	0
HARTFORD FINL SVCS GROUP IN	COMMON	416515104	6,199	148,688	SH	SOLE	12	148,688	0	0
HCA HOLDINGS INC	COMMON	40412C101	1,876	25,566	SH	SOLE	12	25,566	0	0
HEWLETT PACKARD CO	COMMON	428236103	648	16,136	SH	SOLE	12	16,136	0	0
HOMESTREET INC	COMMON	43785V102	5,566	319,701	SH	SOLE	12	319,701	0	0
HONEYWELL INTL INC	COMMON	438516106	622	6,222	SH	SOLE	12	6,222	0	0
HOSPIRA INC	COMMON	441060100	6,947	113,419	SH	SOLE	12	113,419	0	0
HUBBELL INC	COMMON	443510201	524	4,907	SH	SOLE	12	4,907	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	635	6,704	SH	SOLE	12	6,704	0	0
INGERSOLL-RAND PLC	COMMON	G47791101	5,984	94,402	SH	SOLE	12	94,402	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	3,685	22,967	SH	SOLE	12	22,967	0	0
INTERPUBLIC GROUP COS INC	COMMON	460690100	4,060	195,472	SH	SOLE	12	195,472	0	0
INTL PAPER CO	COMMON	460146103	4,381	81,768	SH	SOLE	12	81,768	0	0
ISHARES	COMMON	464288513	55,104	615,000	SH	SOLE	12	615,000	0	0
ISHARES TR	COMMON	464287168	27,631	348,000	SH	SOLE	12	348,000	0	0
ISHARES TR	COMMON	46429B697	28,741	710,000	SH	SOLE	12	710,000	0	0
JOHNSON & JOHNSON	COMMON	478160104	3,809	36,422	SH	SOLE	12	36,422	0	0
KEYCORP NEW	COMMON	493267108	5,491	395,021	SH	SOLE	12	395,021	0	0
KOHL'S CORP	COMMON	500255104	7,207	118,072	SH	SOLE	12	118,072	0	0
KROGER CO	COMMON	501044101	2,052	31,959	SH	SOLE	12	31,959	0	0
LEGG MASON INC	COMMON	524901105	5,934	111,189	SH	SOLE	12	111,189	0	0
LIFEPOINT HOSPITALS INC	COMMON	53219L109	1,690	23,502	SH	SOLE	12	23,502	0	0
LILLY ELI & CO	COMMON	532457108	4,221	61,178	SH	SOLE	12	61,178	0	0
LINCOLN NATL CORP IND	COMMON	534187109	7,534	130,637	SH	SOLE	12	130,637	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	10,115	52,528	SH	SOLE	12	52,528	0	0
LOWES COS INC	COMMON	548661107	5,374	78,107	SH	SOLE	12	78,107	0	0

LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	4,103	51,679	SH	SOLE	12	51,679	0	0
M & T BK CORP	COMMON	55261F104	1,640	13,053	SH	SOLE	12	13,053	0	0
MACYS INC	COMMON	55616P104	24,914	378,916	SH	SOLE	12	378,916	0	0
MAGNA INTL INC	COMMON FOREIGN	559222401	13,067	120,250	SH	SOLE	11	120,250	0	0
MALLINCKRODT PUB LTD CO	COMMON	G5785G107	5,437	54,904	SH	SOLE	12	54,904	0	0
MARATHON PETE CORP	COMMON	56585A102	1,503	16,653	SH	SOLE	12	16,653	0	0
MARKWEST ENERGY PARTNERS L	COMMON	570759100	2,006	29,849	SH	SOLE	12	29,849	0	0
MARRIOTT INTL INC NEW	COMMON	571903202	6,176	79,148	SH	SOLE	12	79,148	0	0
MCDONALDS CORP	COMMON	580135101	8,447	90,145	SH	SOLE	12	90,145	0	0
MCKESSON CORP	COMMON	58155Q103	2,253	10,855	SH	SOLE	12	10,855	0	0
MEDTRONIC INC	COMMON	585055106	4,274	59,203	SH	SOLE	12	59,203	0	0
MERCK & CO INC NEW	COMMON	58933Y105	8,835	155,581	SH	SOLE	12	155,581	0	0
METHANEX CORP	COMMON FOREIGN	59151K108	818	17,852	SH	SOLE	12	17,852	0	0
METLIFE INC	COMMON	59156R108	1,611	29,777	SH	SOLE	12	29,777	0	0
MONDELEZ INTL INC	COMMON	609207105	3,902	107,425	SH	SOLE	12	107,425	0	0
MOSAIC CO NEW	COMMON	61945C103	1,152	25,233	SH	SOLE	12	25,233	0	0
MYLAN INC	COMMON	628530107	2,479	43,979	SH	SOLE	12	43,979	0	0
NATIONAL BK HLDGS CORP	COMMON	633707104	5,412	278,800	SH	SOLE	12	278,800	0	0
NEWBRIDGE BANCORP	COMMON	65080T102	6,346	728,600	SH	SOLE	12	728,600	0	0
NEWMONT MINING CORP	COMMON	651639106	6,521	345,000	SH	SOLE	12	345,000	0	0
NEXTERA ENERGY INC	COMMON	65339F101	4,115	38,719	SH	SOLE	12	38,719	0	0
NORDSTROM INC	COMMON	655664100	4,703	59,239	SH	SOLE	12	59,239	0	0
NORFOLK SOUTHERN CORP	COMMON	655844108	622	5,676	SH	SOLE	12	5,676	0	0
NORTHEAST UTILS	COMMON	664397106	4,495	83,994	SH	SOLE	12	83,994	0	0
NORTHERN TR CORP	COMMON	665859104	1,613	23,936	SH	SOLE	12	23,936	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	4,369	29,640	SH	SOLE	12	29,640	0	0
NVIDIA CORP	COMMON	67066G104	5,673	282,926	SH	SOLE	12	282,926	0	0
O REILLY AUTOMOTIVE INC NEW	COMMON	67103H107	2,087	10,834	SH	SOLE	12	10,834	0	0
OMNICOM GROUP INC	COMMON	681919106	4,049	52,264	SH	SOLE	12	52,264	0	0
OPEN TEXT CORP	COMMON FOREIGN	683715106	6,880	117,885	SH	SOLE	11	117,885	0	0
ORACLE CORP	COMMON	68389X105	4,793	106,578	SH	SOLE	12	106,578	0	0
OUTFRONT MEDIA INC	COMMON	69007J106	1,524	56,783	SH	SOLE	12	56,783	0	0
PACCAR INC	COMMON	693718108	641	9,429	SH	SOLE	12	9,429	0	0
PALL CORP	COMMON	696429307	746	7,370	SH	SOLE	12	7,370	0	0
PARKER HANNIFIN CORP	COMMON	701094104	658	5,100	SH	SOLE	12	5,100	0	0
PEAK RESORTS INC	COMMON	70469L100	3,698	462,200	SH	SOLE	12	462,200	0	0
PENTAIR PLC	COMMON FOREIGN	G7S00T104	566	8,526	SH	SOLE	12	8,526	0	0
PEPSICO INC	COMMON	713448108	3,898	41,226	SH	SOLE	12	41,226	0	0
PERFORMANCE SPORTS GROUP LT	COMMON FOREIGN	71377G100	3,553	198,445	SH	SOLE	11	198,445	0	0
PERKINELMER INC	COMMON	714046109	1,244	28,445	SH	SOLE	12	28,445	0	0
PFIZER INC	COMMON	717081103	16,728	537,004	SH	SOLE	12	537,004	0	0
PHILLIPS 66	COMMON	718546104	5,762	80,363	SH	SOLE	12	80,363	0	0
PIONEER NAT RES CO	COMMON	723787107	1,671	11,229	SH	SOLE	12	11,229	0	0

PLAINS ALL AMERN PIPELINE L	COMMON	726503105	1,962	38,230	SH	SOLE	12	38,230	0	0
PPL CORP	COMMON	69351T106	4,021	110,670	SH	SOLE	12	110,670	0	0
PRICE T ROWE GROUP INC	COMMON	74144T108	1,787	20,815	SH	SOLE	12	20,815	0	0
PRINCIPAL FINL GROUP INC	COMMON	74251V102	1,590	30,614	SH	SOLE	12	30,614	0	0
PROCTER & GAMBLE CO	COMMON	742718109	4,151	45,568	SH	SOLE	12	45,568	0	0
QIAGEN NV	COMMON FOREIGN	N72482107	1,259	53,678	SH	SOLE	12	53,678	0	0
QUALCOMM INC	COMMON	747525103	3,674	49,431	SH	SOLE	12	49,431	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	4,054	60,457	SH	SOLE	12	60,457	0	0
RAYMOND JAMES FINANCIAL INC	COMMON	754730109	1,714	29,922	SH	SOLE	12	29,922	0	0
REGIONS FINL CORP NEW	COMMON	7591EP100	1,686	159,642	SH	SOLE	12	159,642	0	0
REPUBLIC SVCS INC	COMMON	760759100	4,123	102,441	SH	SOLE	12	102,441	0	0
RICE ENERGY INC	COMMON	762760106	1,279	60,979	SH	SOLE	12	60,979	0	0
RITE AID CORP	COMMON	767754104	2,468	328,125	SH	SOLE	12	328,125	0	0
ROCKWELL AUTOMATION INC	COMMON	773903109	566	5,087	SH	SOLE	12	5,087	0	0
ROPER INDS INC NEW	COMMON	776696106	619	3,961	SH	SOLE	12	3,961	0	0
ROSS STORES INC	COMMON	778296103	2,081	22,075	SH	SOLE	12	22,075	0	0
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	7,631	110,225	SH	SOLE	11	110,225	0	0
SANDISK CORP	COMMON	80004C101	5,399	55,107	SH	SOLE	12	55,107	0	0
SCHWAB CHARLES CORP NEW	COMMON	808513105	1,657	54,878	SH	SOLE	12	54,878	0	0
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	5,961	89,636	SH	SOLE	12	89,636	0	0
SILVER WHEATON CORP	COMMON FOREIGN	828336107	2,268	111,322	SH	SOLE	11	111,322	0	0
SOUTHWEST AIRLS CO	COMMON	844741108	7,184	169,763	SH	SOLE	12	169,763	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	147,802	719,230	SH	SOLE	12	719,230	0	0
SPECTRA ENERGY CORP	COMMON	847560109	3,365	92,694	SH	SOLE	12	92,694	0	0
STANLEY BLACK & DECKER INC	COMMON	854502101	626	6,520	SH	SOLE	12	6,520	0	0
STARZ	COMMON	85571Q102	3,829	128,934	SH	SOLE	12	128,934	0	0
STATE STR CORP	COMMON	857477103	7,732	98,498	SH	SOLE	12	98,498	0	0
STRYKER CORP	COMMON	863667101	4,348	46,098	SH	SOLE	12	46,098	0	0
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	8,955	281,255	SH	SOLE	11	281,255	0	0
SUNOCO LOGISTICS PRTNRS L P	COMMON	86764L108	6,629	158,665	SH	SOLE	12	158,665	0	0
SUNTRUST BKS INC	COMMON	867914103	1,753	41,834	SH	SOLE	12	41,834	0	0
SYNOVUS FINL CORP	COMMON	87161C501	6,792	250,736	SH	SOLE	12	250,736	0	0
SYSCO CORP	COMMON	871829107	3,999	100,767	SH	SOLE	12	100,767	0	0
T MOBILE US INC	COMMON	872590104	12,555	466,026	SH	SOLE	12	466,026	0	0
TARGET CORP	COMMON	87612E106	4,717	62,140	SH	SOLE	12	62,140	0	0
TE CONNECTIVITY LTD	COMMON FOREIGN	H84989104	3,943	62,341	SH	SOLE	12	62,341	0	0
TENET HEALTHCARE CORP	COMMON	88033G407	1,476	29,137	SH	SOLE	12	29,137	0	0
TESORO CORP	COMMON	881609101	1,743	23,442	SH	SOLE	12	23,442	0	0
TEXAS INSTRS INC	COMMON	882508104	6,024	112,669	SH	SOLE	12	112,669	0	0
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	1,320	10,536	SH	SOLE	12	10,536	0	0

TIME WARNER CABLE INC	COMMON	88732J207	27,359	179,922	SH	SOLE	12	179,922	0	0
TIME WARNER INC	COMMON	887317303	4,223	49,438	SH	SOLE	12	49,438	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	19,200	400,688	SH	SOLE	11	400,688	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	8,898	84,058	SH	SOLE	12	84,058	0	0
TRIBUNE MEDIA CO	COMMON	896047503	2,989	50,000	SH	SOLE	12	50,000	0	0
TYCO INTL PLC	COMMON	G91442106	580	13,223	SH	SOLE	12	13,223	0	0
UNION PAC CORP	COMMON	907818108	4,943	41,494	SH	SOLE	12	41,494	0	0
UNITED CONTL HLDGS INC	COMMON	910047109	2,258	33,751	SH	SOLE	12	33,751	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	4,287	38,562	SH	SOLE	12	38,562	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	4,571	39,747	SH	SOLE	12	39,747	0	0
UNUM GROUP	COMMON	91529Y106	1,611	46,180	SH	SOLE	12	46,180	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	1,387	28,028	SH	SOLE	12	28,028	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	15,203	380,179	SH	SOLE	11	380,179	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	3,633	77,652	SH	SOLE	12	77,652	0	0
VIACOM INC NEW	COMMON	92553P201	5,038	66,944	SH	SOLE	12	66,944	0	0
WALGREENS BOOTS ALLIANCE IN	COMMON	931427108	2,620	34,386	SH	SOLE	12	34,386	0	0
WAL-MART STORES INC	COMMON	931142103	23,852	277,736	SH	SOLE	12	277,736	0	0
WASTE MGMT INC DEL	COMMON	94106L109	4,170	81,260	SH	SOLE	12	81,260	0	0
WELLS FARGO & CO NEW	COMMON	949746101	4,056	73,989	SH	SOLE	12	73,989	0	0
WESTLAKE CHEM CORP	COMMON	960413102	780	12,764	SH	SOLE	12	12,764	0	0
WISCONSIN ENERGY CORP	COMMON	976657106	4,542	86,129	SH	SOLE	12	86,129	0	0
WYNDHAM WORLDWIDE CORP	COMMON	98310W108	5,841	68,106	SH	SOLE	12	68,106	0	0
XEROX CORP	COMMON	984121103	608	43,899	SH	SOLE	12	43,899	0	0
YAHOO INC	COMMON	984332106	19,642	388,881	SH	SOLE	12	388,881	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	1,640	407,690	SH	SOLE	11	407,690	0	0