

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: 06-30-2014

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 08-13-2014
[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:	219
Form 13F Information Table Value Total:	3,698,106
	(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/ PRN	PUT/ CALL	INVESTMENT DISCRETION		SOLE	SHARED	NONE
3M CO	COMMON	88579Y101	20,712	144,596	SH		SOLE	12	144,596	0	0
ABBOTT LABS	COMMON	002824100	13,977	341,738	SH		SOLE	12	341,738	0	0
ACCESS MIDSTREAM PARTNERS L	COMMON	00434L109	6,025	94,805	SH		SOLE	12	94,805	0	0
ACTAVIS PLC	COMMON	G0083B108	2,252	10,095	SH		SOLE	12	10,095	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	22,180	164,394	SH		SOLE	12	164,394	0	0
AETNA INC NEW	COMMON	00817Y108	7,562	93,265	SH		SOLE	12	93,265	0	0
AGILENT TECHNOLOGIES INC	COMMON	00846U101	7,187	125,117	SH		SOLE	12	125,117	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	13,976	108,665	SH		SOLE	12	108,665	0	0
ALLY FINL INC	COMMON	02005N100	7,173	300,000	SH		SOLE	12	300,000	0	0
ALTERA CORP	COMMON	021441100	11,614	334,128	SH		SOLE	12	334,128	0	0
AMERICAN ELEC PWR INC	COMMON	025537101	14,025	251,481	SH		SOLE	12	251,481	0	0
AMERIPRISE FINL INC	COMMON	03076C106	7,681	64,006	SH		SOLE	12	64,006	0	0
AMERISOURCEBERGEN CORP	COMMON	03073E105	2,096	28,849	SH		SOLE	12	28,849	0	0
ANADARKO PETE CORP	COMMON	032511107	16,017	146,316	SH		SOLE	12	146,316	0	0
ANALOG DEVICES INC	COMMON	032654105	6,844	126,574	SH		SOLE	12	126,574	0	0
APPLE INC	COMMON	037833100	63,721	685,685	SH		SOLE	12	685,685	0	0
AT&T INC	COMMON	00206R102	19,922	563,414	SH		SOLE	12	563,414	0	0
AUTOZONE INC	COMMON	053332102	7,029	13,108	SH		SOLE	12	13,108	0	0
BALL CORP	COMMON	058498106	7,624	121,629	SH		SOLE	12	121,629	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	16,649	249,767	SH		SOLE	11	249,767	0	0
BARRICK GOLD CORP	COMMON FOREIGN	067901108	15,098	825,000	SH		SOLE	12	825,000	0	0
BAXTER INTL INC	COMMON	071813109	12,952	179,136	SH		SOLE	12	179,136	0	0
BB&T CORP	COMMON	054937107	6,975	176,900	SH		SOLE	12	176,900	0	0
BEMIS INC	COMMON	081437105	13,187	324,333	SH		SOLE	12	324,333	0	0
BLACKROCK BUILD AMER BD TR	COMMON	09248X100	1,113	51,308	SH		SOLE	12	51,308	0	0
BLACKROCK CR ALLCTN INC TR	COMMON	092508100	2,811	204,412	SH		SOLE	12	204,412	0	0
CA INC	COMMON	12673P105	20,819	724,392	SH		SOLE	12	724,392	0	0
CACI INTL INC	COMMON	127190304	12,594	179,383	SH		SOLE	12	179,383	0	0
CAMERON INTERNATIONAL CORP	COMMON	13342B105	17,605	260,000	SH		SOLE	12	260,000	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	19,886	432,025	SH		SOLE	11	432,025	0	0

CANADIAN PAC RY LTD	COMMON FOREIGN	13645T100	4,842	26,733	SH	SOLE	12	26,733	0	0
CARDINAL HEALTH INC	COMMON	14149Y108	31,322	456,850	SH	SOLE	12	456,850	0	0
CAREFUSION CORP	COMMON	14170T101	28,630	645,546	SH	SOLE	12	645,546	0	0
CATAMARAN CORP	COMMON	148887102	1,758	39,807	SH	SOLE	12	39,807	0	0
CATERPILLAR INC DEL	COMMON	149123101	7,090	65,241	SH	SOLE	12	65,241	0	0
CBS CORP NEW	COMMON	124857202	7,092	114,132	SH	SOLE	12	114,132	0	0
CDN IMPERIAL BK COMM TORONT	COMMON FOREIGN	136069101	14,610	160,436	SH	SOLE	11	160,436	0	0
CELGENE CORP	COMMON	151020104	9,790	114,000	SH	SOLE	12	114,000	0	0
CF INDS HLDGS INC	COMMON	125269100	31,715	131,855	SH	SOLE	12	131,855	0	0
CHENIERE ENERGY INC	COMMON	16411R208	16,437	229,240	SH	SOLE	12	229,240	0	0
CHEVRON CORP NEW	COMMON	166764100	14,125	108,196	SH	SOLE	12	108,196	0	0
CHUBB CORP	COMMON	171232101	6,976	75,687	SH	SOLE	12	75,687	0	0
CISCO SYS INC	COMMON	17275R102	14,398	579,387	SH	SOLE	12	579,387	0	0
CITIGROUP INC	COMMON	172967424	5,080	107,852	SH	SOLE	12	107,852	0	0
CLIFFS NAT RES INC	COMMON	18683K101	12,582	836,031	SH	SOLE	12	836,031	0	0
CLOROX CO DEL	COMMON	189054109	13,298	145,497	SH	SOLE	12	145,497	0	0
CMS ENERGY CORP	COMMON	125896100	13,678	439,117	SH	SOLE	12	439,117	0	0
COACH INC	COMMON	189754104	4,199	122,820	SH	SOLE	12	122,820	0	0
COCA COLA CO	COMMON	191216100	14,650	345,855	SH	SOLE	12	345,855	0	0
COMMUNITY HEALTH SYS INC NE	COMMON	203668108	1,791	39,484	SH	SOLE	12	39,484	0	0
CONAGRA FOODS INC	COMMON	205887102	12,584	424,000	SH	SOLE	12	424,000	0	0
CONCHO RES INC	COMMON	20605P101	12,416	85,924	SH	SOLE	12	85,924	0	0
CONOCOPHILLIPS	COMMON	20825C104	15,194	177,226	SH	SOLE	12	177,226	0	0
CONTINENTAL RESOURCES INC	COMMON	212015101	16,179	102,374	SH	SOLE	12	102,374	0	0
CRANE CO	COMMON	224399105	7,140	96,024	SH	SOLE	12	96,024	0	0
CUMMINS INC	COMMON	231021106	4,312	27,950	SH	SOLE	12	27,950	0	0
CVS CAREMARK CORPORATION	COMMON	126650100	2,013	26,710	SH	SOLE	12	26,710	0	0
DANAHER CORP DEL	COMMON	235851102	28,283	359,236	SH	SOLE	12	359,236	0	0
DELPHI AUTOMOTIVE PLC	COMMON	G27823106	11,995	174,500	SH	SOLE	12	174,500	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	13,823	357,000	SH	SOLE	12	357,000	0	0
DISCOVER FINL SVCS	COMMON	254709108	7,459	120,341	SH	SOLE	12	120,341	0	0
DOVER CORP	COMMON	260003108	14,468	159,076	SH	SOLE	12	159,076	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	7,478	127,650	SH	SOLE	12	127,650	0	0
DTE ENERGY CO	COMMON	233331107	13,425	172,398	SH	SOLE	12	172,398	0	0
DUKE ENERGY CORP NEW	COMMON	26441C204	13,478	181,673	SH	SOLE	12	181,673	0	0
DUN & BRADSTREET CORP DEL N	COMMON	26483E100	7,452	67,623	SH	SOLE	12	67,623	0	0
E M C CORP MASS	COMMON	268648102	6,666	253,082	SH	SOLE	12	253,082	0	0
EATON CORP PLC	COMMON FOREIGN	G29183103	28,667	371,431	SH	SOLE	12	371,431	0	0
EBAY INC	COMMON	278642103	14,580	291,241	SH	SOLE	12	291,241	0	0
EMERSON ELEC CO	COMMON	291011104	13,395	201,852	SH	SOLE	12	201,852	0	0
ENERGY TRANSFER PRTNRS L P	COMMON	29273R109	11,635	200,708	SH	SOLE	12	200,708	0	0
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	11,900	152,002	SH	SOLE	12	152,002	0	0
ENVISION HEALTHCARE HLDGS I	COMMON	29413U103	1,790	49,842	SH	SOLE	12	49,842	0	0
EOG RES INC	COMMON	26875P101	12,568	107,550	SH	SOLE	12	107,550	0	0

EQT CORP	COMMON	26884L109	11,292	105,632	SH	SOLE	12	105,632	0	0
EXPRESS SCRIPTS HLDG CO	COMMON	30219G108	22,505	324,605	SH	SOLE	12	324,605	0	0
EXXON MOBIL CORP	COMMON	30231G102	13,283	131,929	SH	SOLE	12	131,929	0	0
F5 NETWORKS INC	COMMON	315616102	10,208	91,600	SH	SOLE	12	91,600	0	0
FIFTH THIRD BANCORP	COMMON	316773100	6,803	318,653	SH	SOLE	12	318,653	0	0
FINISAR CORP	COMMON	31787A507	4,977	252,000	SH	SOLE	12	252,000	0	0
FLEXTRONICS INTL LTD	COMMON	Y2573F102	19,960	1,803,050	SH	SOLE	12	1,803,050	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	13,846	118,797	SH	SOLE	12	118,797	0	0
GENERAL ELECTRIC CO	COMMON	369604103	13,341	507,636	SH	SOLE	12	507,636	0	0
GENERAL MLS INC	COMMON	370334104	20,004	380,742	SH	SOLE	12	380,742	0	0
GILEAD SCIENCES INC	COMMON	375558103	10,488	126,500	SH	SOLE	12	126,500	0	0
GOLDCORP INC NEW	COMMON FOREIGN	380956409	16,706	598,563	SH	SOLE	12	598,563	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	7,259	43,351	SH	SOLE	12	43,351	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	12,777	359,950	SH	SOLE	11	359,950	0	0
HARRIS CORP DEL	COMMON	413875105	7,179	94,777	SH	SOLE	12	94,777	0	0
HASBRO INC	COMMON	418056107	6,711	126,502	SH	SOLE	12	126,502	0	0
HCA HOLDINGS INC	COMMON	40412C101	1,754	31,105	SH	SOLE	12	31,105	0	0
HEWLETT PACKARD CO	COMMON	428236103	6,811	202,234	SH	SOLE	12	202,234	0	0
HONEYWELL INTL INC	COMMON	438516106	6,829	73,473	SH	SOLE	12	73,473	0	0
HOSPIRA INC	COMMON	441060100	2,156	41,974	SH	SOLE	12	41,974	0	0
HUBBELL INC	COMMON	443510201	7,128	57,881	SH	SOLE	12	57,881	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	7,061	80,640	SH	SOLE	12	80,640	0	0
INGERSOLL-RAND PLC	COMMON	G47791101	14,554	232,828	SH	SOLE	12	232,828	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	25,205	139,046	SH	SOLE	12	139,046	0	0
INTERPUBLIC GROUP COS INC	COMMON	460690100	18,524	949,444	SH	SOLE	12	949,444	0	0
INTUITIVE SURGICAL INC	COMMON	46120E602	5,106	12,400	SH	SOLE	12	12,400	0	0
ISHARES	COMMON	464287168	106,446	1,382,770	SH	SOLE	12	1,382,770	0	0
ISHARES	COMMON	464287200	511,305	2,595,455	SH	SOLE	12	2,595,455	0	0
ISHARES	COMMON	464287465	37,604	550,000	SH	SOLE	12	550,000	0	0
ISHARES	COMMON	464287655	300	2,525	SH	SOLE	12	2,525	0	0
ISHARES	COMMON	464288513	9,520	100,000	SH	SOLE	12	100,000	0	0
ISHARES TR	COMMON	46429B689	103,658	1,585,474	SH	SOLE	12	1,585,474	0	0
ISHARES TR	COMMON	46429B697	167,991	4,513,459	SH	SOLE	12	4,513,459	0	0
JOHNSON & JOHNSON	COMMON	478160104	13,862	132,502	SH	SOLE	12	132,502	0	0
KANSAS CITY SOUTHERN	COMMON	485170302	4,421	41,121	SH	SOLE	12	41,121	0	0
KELLOGG CO	COMMON	487836108	12,993	197,757	SH	SOLE	12	197,757	0	0
KEYCORP NEW	COMMON	493267108	7,243	505,415	SH	SOLE	12	505,415	0	0
KIMBERLY CLARK CORP	COMMON	494368103	19,818	178,189	SH	SOLE	12	178,189	0	0
KINDER MORGAN ENERGY PARTNE	COMMON	494550106	33,137	403,083	SH	SOLE	12	403,083	0	0
KNOWLES CORP	COMMON	49926D109	686	22,304	SH	SOLE	12	22,304	0	0
KOHL'S CORP	COMMON	500255104	6,609	125,464	SH	SOLE	12	125,464	0	0
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	20,496	169,735	SH	SOLE	12	169,735	0	0
LIFEPOINT HOSPITALS INC	COMMON	53219L109	1,695	27,300	SH	SOLE	12	27,300	0	0

LILLY ELI & CO	COMMON	532457108	13,720	220,681	SH	SOLE	12	220,681	0	0
LINCOLN NATL CORP IND	COMMON	534187109	7,404	143,928	SH	SOLE	12	143,928	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	20,194	125,637	SH	SOLE	12	125,637	0	0
LOWES COS INC	COMMON	548661107	6,964	145,121	SH	SOLE	12	145,121	0	0
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	28,691	293,813	SH	SOLE	12	293,813	0	0
MACYS INC	COMMON	55616P104	28,537	491,842	SH	SOLE	12	491,842	0	0
MAGNA INTL INC	COMMON FOREIGN	559222401	14,436	133,940	SH	SOLE	11	133,940	0	0
MARATHON PETE CORP	COMMON	56585A102	12,518	160,341	SH	SOLE	12	160,341	0	0
MARKWEST ENERGY PARTNERS L	COMMON	570759100	6,180	86,339	SH	SOLE	12	86,339	0	0
MARRIOTT INTL INC NEW	COMMON	571903202	7,666	119,600	SH	SOLE	12	119,600	0	0
MATTEL INC	COMMON	577081102	7,794	200,000	SH	SOLE	12	200,000	0	0
MCDONALDS CORP	COMMON	580135101	13,094	129,978	SH	SOLE	12	129,978	0	0
MCKESSON CORP	COMMON	58155Q103	2,073	11,130	SH	SOLE	12	11,130	0	0
MEDTRONIC INC	COMMON	585055106	13,640	213,933	SH	SOLE	12	213,933	0	0
MERCK & CO INC NEW	COMMON	58933Y105	20,890	361,107	SH	SOLE	12	361,107	0	0
METHANEX CORP	COMMON FOREIGN	59151K108	3,968	64,225	SH	SOLE	12	64,225	0	0
MONDELEZ INTL INC	COMMON	609207105	17,831	474,094	SH	SOLE	12	474,094	0	0
MOSAIC CO NEW	COMMON	61945C103	4,191	84,756	SH	SOLE	12	84,756	0	0
MYLAN INC	COMMON	628530107	15,360	297,915	SH	SOLE	12	297,915	0	0
NATIONAL BK HLDGS CORP	COMMON	633707104	462	23,167	SH	SOLE	12	23,167	0	0
NETAPP INC	COMMON	64110D104	13,087	358,346	SH	SOLE	12	358,346	0	0
NEWMONT MINING CORP	COMMON	651639106	16,409	645,000	SH	SOLE	12	645,000	0	0
NEXTERA ENERGY INC	COMMON	65339F101	13,801	134,668	SH	SOLE	12	134,668	0	0
NORDSTROM INC	COMMON	655664100	7,334	107,958	SH	SOLE	12	107,958	0	0
NORFOLK SOUTHERN CORP	COMMON	655844108	7,220	70,077	SH	SOLE	12	70,077	0	0
NORTHEAST UTILS	COMMON	664397106	13,456	284,670	SH	SOLE	12	284,670	0	0
NORTHROP GRUMMAN CORP	COMMON	666807102	13,147	109,897	SH	SOLE	12	109,897	0	0
NUCOR CORP	COMMON	670346105	3,954	80,291	SH	SOLE	12	80,291	0	0
NXP SEMICONDUCTORS N V	COMMON FOREIGN	N6596X109	9,000	136,000	SH	SOLE	12	136,000	0	0
OCCIDENTAL PETE CORP DEL	COMMON	674599105	16,533	161,094	SH	SOLE	12	161,094	0	0
OCWEN FINL CORP	COMMON	675746309	19,968	538,213	SH	SOLE	12	538,213	0	0
OMNICOM GROUP INC	COMMON	681919106	13,314	186,935	SH	SOLE	12	186,935	0	0
OPEN TEXT CORP	COMMON FOREIGN	683715106	6,277	131,300	SH	SOLE	11	131,300	0	0
ORACLE CORP	COMMON	68389X105	13,538	334,022	SH	SOLE	12	334,022	0	0
PACCAR INC	COMMON	693718108	6,625	105,441	SH	SOLE	12	105,441	0	0
PALL CORP	COMMON	696429307	6,728	78,796	SH	SOLE	12	78,796	0	0
PARKER HANNIFIN CORP	COMMON	701094104	6,946	55,243	SH	SOLE	12	55,243	0	0
PARSLEY ENERGY INC	COMMON	701877102	2,800	116,324	SH	SOLE	12	116,324	0	0
PENTAIR PLC	COMMON FOREIGN	G7500T104	6,346	87,996	SH	SOLE	12	87,996	0	0
PEPSICO INC	COMMON	713448108	14,050	157,259	SH	SOLE	12	157,259	0	0
PERKINELMER INC	COMMON	714046109	1,286	27,450	SH	SOLE	12	27,450	0	0
PHILLIPS 66	COMMON	718546104	20,943	260,393	SH	SOLE	12	260,393	0	0
PIONEER NAT RES CO	COMMON	723787107	12,958	56,386	SH	SOLE	12	56,386	0	0
PLAINS ALL AMERN	COMMON	726503105	37,208	619,617	SH	SOLE	12	619,617	0	0

PIPELINE L											
PPL CORP	COMMON	69351T106	13,817	388,886	SH	SOLE	12	388,886	0	0	
PROCTER & GAMBLE CO	COMMON	742718109	12,673	161,256	SH	SOLE	12	161,256	0	0	
QIAGEN NV	COMMON FOREIGN	N72482107	1,360	55,627	SH	SOLE	12	55,627	0	0	
QUALCOMM INC	COMMON	747525103	28,733	362,791	SH	SOLE	12	362,791	0	0	
QUEST DIAGNOSTICS INC	COMMON	74834L100	25,565	435,586	SH	SOLE	12	435,586	0	0	
RAYONIER INC	COMMON	754907103	11,198	314,994	SH	SOLE	12	314,994	0	0	
RAYTHEON CO	COMMON	755111507	12,388	134,290	SH	SOLE	12	134,290	0	0	
RICE ENERGY INC	COMMON	762760106	11,090	364,215	SH	SOLE	12	364,215	0	0	
RITE AID CORP	COMMON	767754104	1,913	266,835	SH	SOLE	12	266,835	0	0	
ROCKWELL AUTOMATION INC	COMMON	773903109	6,880	54,968	SH	SOLE	12	54,968	0	0	
ROPER INDS INC NEW	COMMON	776696106	7,270	49,789	SH	SOLE	12	49,789	0	0	
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	8,776	122,750	SH	SOLE	11	122,750	0	0	
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	7,140	125,668	SH	SOLE	12	125,668	0	0	
SILVER WHEATON CORP	COMMON FOREIGN	828336107	3,263	124,307	SH	SOLE	11	124,307	0	0	
SKYWORKS SOLUTIONS INC	COMMON	83088M102	11,223	239,000	SH	SOLE	12	239,000	0	0	
SMUCKER J M CO	COMMON	832696405	7,450	69,905	SH	SOLE	12	69,905	0	0	
SOUTHWEST AIRLS CO	COMMON	844741108	7,668	285,483	SH	SOLE	12	285,483	0	0	
SPDR S&P 500 ETF TR	COMMON	78462F103	22,124	113,038	SH	SOLE	11	113,038	0	0	
SPDR S&P 500 ETF TR	COMMON	78462F103	160,879	821,987	SH	SOLE	12	821,987	0	0	
SPECTRA ENERGY CORP	COMMON	847560109	14,184	333,905	SH	SOLE	12	333,905	0	0	
STANLEY BLACK & DECKER INC	COMMON	854502101	7,313	83,278	SH	SOLE	12	83,278	0	0	
STARZ	COMMON	85571Q102	17,481	586,795	SH	SOLE	12	586,795	0	0	
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	14,179	332,300	SH	SOLE	11	332,300	0	0	
SUNOCO LOGISTICS PRTNRS L P	COMMON	86764L108	10,738	227,941	SH	SOLE	12	227,941	0	0	
SYSCO CORP	COMMON	871829107	13,448	359,082	SH	SOLE	12	359,082	0	0	
TARGET CORP	COMMON	87612E106	19,426	335,228	SH	SOLE	12	335,228	0	0	
TE CONNECTIVITY LTD	COMMON	H84989104	25,902	418,863	SH	SOLE	12	418,863	0	0	
TENET HEALTHCARE CORP	COMMON	88033G407	1,662	35,403	SH	SOLE	12	35,403	0	0	
TESORO CORP	COMMON	881609101	15,776	268,888	SH	SOLE	12	268,888	0	0	
THERMO FISHER SCIENTIFIC IN	COMMON	883556102	1,273	10,784	SH	SOLE	12	10,784	0	0	
TIME INC NEW	COMMON	887228104	896	37,013	SH	SOLE	12	37,013	0	0	
TIME WARNER CABLE INC	COMMON	88732J207	31,641	214,809	SH	SOLE	12	214,809	0	0	
TIME WARNER INC	COMMON	887317303	21,387	304,437	SH	SOLE	12	304,437	0	0	
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	22,534	436,967	SH	SOLE	11	436,967	0	0	
TRAVELERS COMPANIES INC	COMMON	89417E109	21,239	225,781	SH	SOLE	12	225,781	0	0	
TYCO INTERNATIONAL LTD	COMMON	H89128104	7,266	159,345	SH	SOLE	12	159,345	0	0	
TYSON FOODS INC	COMMON	902494103	6,124	163,125	SH	SOLE	12	163,125	0	0	
UNION PAC CORP	COMMON	907818108	11,503	115,321	SH	SOLE	12	115,321	0	0	
UNITED PARCEL SERVICE INC	COMMON	911312106	20,660	201,250	SH	SOLE	12	201,250	0	0	
UNITED STATES STL CORP NEW	COMMON	912909108	4,000	153,629	SH	SOLE	12	153,629	0	0	

UNITED TECHNOLOGIES CORP	COMMON	913017109	19,811	171,598	SH	SOLE	12	171,598	0	0
UNUM GROUP	COMMON	91529Y106	7,045	202,686	SH	SOLE	12	202,686	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	27,871	556,304	SH	SOLE	12	556,304	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	18,298	424,459	SH	SOLE	11	424,459	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	13,267	271,140	SH	SOLE	12	271,140	0	0
VIACOM INC NEW	COMMON	92553P201	7,073	81,547	SH	SOLE	12	81,547	0	0
VMWARE INC	COMMON	928563402	9,681	100,000	SH	SOLE	12	100,000	0	0
WALGREEN CO	COMMON	931422109	2,059	27,777	SH	SOLE	12	27,777	0	0
WAL-MART STORES INC	COMMON	931142103	12,921	172,114	SH	SOLE	12	172,114	0	0
WASTE MGMT INC DEL	COMMON	94106L109	13,770	307,849	SH	SOLE	12	307,849	0	0
WESTLAKE CHEM CORP	COMMON	960413102	38,533	460,042	SH	SOLE	12	460,042	0	0
WILLIAMS PARTNERS LP	COMMON	96950F104	5,825	107,295	SH	SOLE	12	107,295	0	0
WISCONSIN ENERGY CORP	COMMON	976657106	13,090	278,983	SH	SOLE	12	278,983	0	0
XEROX CORP	COMMON	984121103	7,202	578,971	SH	SOLE	12	578,971	0	0
XILINX INC	COMMON	983919101	7,049	149,000	SH	SOLE	12	149,000	0	0
XL GROUP PLC	COMMON	G98290102	7,111	217,271	SH	SOLE	12	217,271	0	0
YAHOO INC	COMMON	984332106	14,653	417,102	SH	SOLE	12	417,102	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	3,741	453,900	SH	SOLE	11	453,900	0	0