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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: 12-31-2013

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 02-12-2014
[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
028-05909	RHUMBLINE ADVISERS
028-04295	BLACKROCK ADVISORS LLC

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 202
Form 13F Information Table Value Total: 2,697,806
(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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FORM 13F INFORMATION TABLE

OMB APPROVAL

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COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
				SHRS OR PRN AMT	SH/ PUT/ CALL	SOLE			SOLE	SOLE	SOLE
3M CO	COMMON	88579Y101	7,008	49,969	SH		SOLE	12	49,969	0	0
ABBOTT LABS	COMMON	002824100	5,756	150,163	SH		SOLE	12	150,163	0	0
ACCESS MIDSTREAM PARTNERS L	COMMON	00434L109	1,132	20,000	SH		SOLE	12	20,000	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	18,195	164,394	SH		SOLE	12	164,394	0	0
AETNA INC NEW	COMMON	00817Y108	1,618	23,586	SH		SOLE	12	23,586	0	0
AGILENT TECHNOLOGIES INC	COMMON	00846U101	1,640	28,685	SH		SOLE	12	28,685	0	0
AGRIUM INC	COMMON FOREIGN	008916108	6,694	73,171	SH		SOLE	12	73,171	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	6,604	59,083	SH		SOLE	12	59,083	0	0
ALLERGAN INC	COMMON	018490102	36,127	325,233	SH		SOLE	12	325,233	0	0
AMERICAN ELEC PWR INC	COMMON	025537101	11,179	239,181	SH		SOLE	12	239,181	0	0
AMERIPRISE FINL INC	COMMON	03076C106	1,687	14,666	SH		SOLE	12	14,666	0	0
APPLE INC	COMMON	037833100	27,469	48,955	SH		SOLE	12	48,955	0	0
AT&T INC	COMMON	00206R102	6,650	189,126	SH		SOLE	12	189,126	0	0
AUTOZONE INC	COMMON	053332102	1,618	3,385	SH		SOLE	12	3,385	0	0
BALL CORP	COMMON	058498106	1,626	31,471	SH		SOLE	12	31,471	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	15,311	244,886	SH		SOLE	11	244,886	0	0
BAXTER INTL INC	COMMON	071813109	5,269	75,755	SH		SOLE	12	75,755	0	0
BB&T CORP	COMMON	054937107	1,710	45,814	SH		SOLE	12	45,814	0	0
BEMIS INC	COMMON	081437105	5,552	135,554	SH		SOLE	12	135,554	0	0
BHP BILLITON LTD	COMMON FOREIGN	088606108	6,980	102,343	SH		SOLE	12	102,343	0	0
CA INC	COMMON	12673P105	18,248	542,303	SH		SOLE	12	542,303	0	0
CABLEVISION SYS CORP	COMMON	12686C109	7,614	424,627	SH		SOLE	12	424,627	0	0
CAMPBELL SOUP CO	COMMON	134429109	5,472	126,424	SH		SOLE	12	126,424	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	14,601	432,025	SH		SOLE	11	432,025	0	0
CANADIAN NATL RY CO	COMMON	136375102	7,650	134,166	SH		SOLE	12	134,166	0	0
CANADIAN PAC RY LTD	COMMON FOREIGN	13645T100	757	5,000	SH		SOLE	12	5,000	0	0

CARDINAL HEALTH INC	COMMON	14149Y108	23,174	346,871	SH	SOLE	12	346,871	0	0
CAREFUSION CORP	COMMON	14170T101	25,706	645,546	SH	SOLE	12	645,546	0	0
CARNIVAL CORP	COMMON	143658300	7,567	188,376	SH	SOLE	12	188,376	0	0
CASH AMER INTL INC	COMMON	14754D100	6,194	161,716	SH	SOLE	12	161,716	0	0
CBS CORP NEW	COMMON	124857202	1,712	26,861	SH	SOLE	12	26,861	0	0
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	13,696	160,436	SH	SOLE	11	160,436	0	0
CENTURYLINK INC	COMMON	156700106	6,370	200,000	SH	SOLE	12	200,000	0	0
CF INDS HLDGS INC	COMMON	125269100	2,367	10,159	SH	SOLE	12	10,159	0	0
CHENIERE ENERGY INC	COMMON	16411R208	2,372	55,000	SH	SOLE	12	55,000	0	0
CHESAPEAKE ENERGY CORP	COMMON	165167107	2,036	75,000	SH	SOLE	12	75,000	0	0
CHEVRON CORP NEW	COMMON	166764100	12,370	99,035	SH	SOLE	12	99,035	0	0
CHUBB CORP	COMMON	171232101	1,623	16,795	SH	SOLE	12	16,795	0	0
CISCO SYS INC	COMMON	17275R102	1,681	74,872	SH	SOLE	12	74,872	0	0
CLIFFS NAT RES INC	COMMON	18683K101	21,912	836,031	SH	SOLE	12	836,031	0	0
CLOROX CO DEL	COMMON	189054109	5,779	62,303	SH	SOLE	12	62,303	0	0
CMS ENERGY CORP	COMMON	125896100	5,210	194,614	SH	SOLE	12	194,614	0	0
COCA COLA CO	COMMON	191216100	5,578	135,037	SH	SOLE	12	135,037	0	0
CONAGRA FOODS INC	COMMON	205887102	5,094	151,159	SH	SOLE	12	151,159	0	0
CONCHO RES INC	COMMON	20605P101	2,160	20,000	SH	SOLE	12	20,000	0	0
CONOCOPHILLIPS	COMMON	20825C104	14,398	203,790	SH	SOLE	12	203,790	0	0
CONSOLIDATED EDISON INC	COMMON	209115104	17,575	317,933	SH	SOLE	12	317,933	0	0
CONTINENTAL RESOURCES INC	COMMON	212015101	2,532	22,500	SH	SOLE	12	22,500	0	0
CSX CORP	COMMON	126408103	7,795	270,938	SH	SOLE	12	270,938	0	0
CUMMINS INC	COMMON	231021106	789	5,600	SH	SOLE	12	5,600	0	0
DEERE & CO	COMMON	244199105	7,015	76,808	SH	SOLE	12	76,808	0	0
DEVON ENERGY CORP NEW	COMMON	25179M103	7,229	116,848	SH	SOLE	12	116,848	0	0
DIAMOND OFFSHORE DRILLING I	COMMON	25271C102	6,440	113,134	SH	SOLE	12	113,134	0	0
DISCOVER FINL SVCS	COMMON	254709108	1,667	29,794	SH	SOLE	12	29,794	0	0
DOMINION RES INC VA NEW	COMMON	25746U109	5,169	79,899	SH	SOLE	12	79,899	0	0
DOVER CORP	COMMON	260003108	1,681	17,411	SH	SOLE	12	17,411	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	1,596	32,755	SH	SOLE	12	32,755	0	0
DTE ENERGY CO	COMMON	233331107	13,591	204,714	SH	SOLE	12	204,714	0	0
DUKE ENERGY CORP NEW	COMMON	26441C204	11,282	163,481	SH	SOLE	12	163,481	0	0
DUN & BRADSTREET CORP DEL N	COMMON	26483E100	1,670	13,603	SH	SOLE	12	13,603	0	0
DUPONT FABROS TECHNOLOGY IN	COMMON	26613Q106	7,036	284,736	SH	SOLE	12	284,736	0	0
EDWARDS LIFESCIENCES CORP	COMMON	28176E108	7,031	106,922	SH	SOLE	12	106,922	0	0

EMERSON ELEC CO ENERGY	COMMON	291011104	1,649	23,492	SH	SOLE	12	23,492	0	0
TRANSFER PARTNERS LP	COMMON	29273R109	17,418	304,240	SH	SOLE	12	304,240	0	0
ENSCO PLC	COMMON FOREIGN	G3157S106	6,273	109,706	SH	SOLE	12	109,706	0	0
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	19,905	300,220	SH	SOLE	12	300,220	0	0
EOG RES INC	COMMON	26875P101	2,132	12,700	SH	SOLE	12	12,700	0	0
EQT CORP	COMMON	26884L109	2,245	25,000	SH	SOLE	12	25,000	0	0
EQUINIX INC	COMMON	29444U502	7,223	40,706	SH	SOLE	12	40,706	0	0
EXELON CORP	COMMON	30161N101	17,005	620,837	SH	SOLE	12	620,837	0	0
EXXON MOBIL CORP	COMMON	30231G102	13,438	132,788	SH	SOLE	12	132,788	0	0
FIFTH THIRD BANCORP	COMMON	316773100	1,637	77,860	SH	SOLE	12	77,860	0	0
FLEXTRONICS INTL LTD	COMMON	Y2573F102	14,010	1,803,050	SH	SOLE	12	1,803,050	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	7,276	76,146	SH	SOLE	12	76,146	0	0
GENERAL ELECTRIC CO	COMMON	369604103	1,629	58,133	SH	SOLE	12	58,133	0	0
GENERAL MLS INC	COMMON	370334104	7,229	144,846	SH	SOLE	12	144,846	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	1,653	9,323	SH	SOLE	12	9,323	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	12,030	359,950	SH	SOLE	11	359,950	0	0
HALLIBURTON CO	COMMON	406216101	7,994	157,526	SH	SOLE	12	157,526	0	0
HARRIS CORP DEL	COMMON	413875105	20,526	294,024	SH	SOLE	12	294,024	0	0
HASBRO INC	COMMON	418056107	1,669	30,332	SH	SOLE	12	30,332	0	0
HESS CORP	COMMON	42809H107	16,502	198,814	SH	SOLE	12	198,814	0	0
HILLSHIRE BRANDS CO	COMMON	432589109	12,911	386,084	SH	SOLE	12	386,084	0	0
INGERSOLL-RAND PLC	COMMON	G47791101	1,719	27,912	SH	SOLE	12	27,912	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	6,353	33,871	SH	SOLE	12	33,871	0	0
INTERPUBLIC GROUP COS INC	COMMON	460690100	16,805	949,444	SH	SOLE	12	949,444	0	0
IRON MTN INC	COMMON	462846106	7,094	233,732	SH	SOLE	12	233,732	0	0
ISHARES	COMMON	464286533	174,780	3,000,000	SH	SOLE	12	3,000,000	0	0
ISHARES	COMMON	464287168	98,661	1,382,770	SH	SOLE	12	1,382,770	0	0
ISHARES	COMMON	464287200	181,009	975,000	SH	SOLE	12	975,000	0	0
ISHARES	COMMON	464287655	291	2,525	SH	SOLE	12	2,525	0	0
ISHARES	COMMON	464288372	31,334	804,677	SH	SOLE	12	804,677	0	0
ISHARES	COMMON	464288513	9,288	100,000	SH	SOLE	12	100,000	0	0
ISHARES	COMMON	46429B689	79,262	1,285,474	SH	SOLE	12	1,285,474	0	0
ISHARES	COMMON	46429B697	160,228	4,513,459	SH	SOLE	12	4,513,459	0	0
ISHARES INC	COMMON	46434G103	169,354	3,400,000	SH	SOLE	12	3,400,000	0	0
JOHNSON & JOHNSON	COMMON	478160104	6,123	66,854	SH	SOLE	12	66,854	0	0
KANSAS CITY SOUTHERN	COMMON	485170302	774	6,250	SH	SOLE	12	6,250	0	0
KELLOGG CO	COMMON	487836108	5,194	85,051	SH	SOLE	12	85,051	0	0
KEYCORP NEW	COMMON	493267108	1,634	121,730	SH	SOLE	12	121,730	0	0
KIMBERLY CLARK CORP	COMMON	494368103	7,414	70,973	SH	SOLE	12	70,973	0	0
KINDER MORGAN	COMMON	494550106	16,916	209,716	SH	SOLE	12	209,716	0	0

ENERGY PARTNE											
KOHL'S CORP	COMMON	500255104	1,643	28,956	SH	SOLE	12	28,956	0	0	
L-3 COMMUNICATIONS HLDGS IN	COMMON	502424104	8,880	83,103	SH	SOLE	12	83,103	0	0	
LABORATORY CORP AMER HLDGS	COMMON	50540R409	12,274	134,334	SH	SOLE	12	134,334	0	0	
LENNAR CORP	COMMON	526057104	7,598	192,056	SH	SOLE	12	192,056	0	0	
LILLY ELI & CO	COMMON	532457108	4,864	95,368	SH	SOLE	12	95,368	0	0	
LINCOLN NATL CORP IND	COMMON	534187109	1,604	31,065	SH	SOLE	12	31,065	0	0	
LOCKHEED MARTIN CORP	COMMON	539830109	10,296	69,259	SH	SOLE	12	69,259	0	0	
LOWES COS INC	COMMON	548661107	1,658	33,469	SH	SOLE	12	33,469	0	0	
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	2,609	32,500	SH	SOLE	12	32,500	0	0	
MACYS INC	COMMON	55616P104	1,637	30,651	SH	SOLE	12	30,651	0	0	
MAGELLAN MIDSTREAM PRTNRS L	COMMON	559080106	9,068	143,327	SH	SOLE	12	143,327	0	0	
MAGNA INTL INC	COMMON FOREIGN	559222401	10,976	133,940	SH	SOLE	11	133,940	0	0	
MANULIFE FINL CORP	COMMON FOREIGN	56501R106	2,126	107,800	SH	SOLE	11	107,800	0	0	
MARATHON OIL CORP	COMMON	565849106	6,846	193,935	SH	SOLE	12	193,935	0	0	
MARATHON PETE CORP	COMMON	56585A102	2,752	30,000	SH	SOLE	12	30,000	0	0	
MARKWEST ENERGY PARTNERS L	COMMON	570759100	8,684	131,313	SH	SOLE	12	131,313	0	0	
MARRIOTT INTL INC NEW	COMMON	571903202	1,680	34,031	SH	SOLE	12	34,031	0	0	
MARTIN MARIETTA MATLS INC	COMMON	573284106	6,783	67,868	SH	SOLE	12	67,868	0	0	
MCDONALDS CORP	COMMON	580135101	5,154	53,119	SH	SOLE	12	53,119	0	0	
MEDTRONIC INC	COMMON	585055106	6,560	114,302	SH	SOLE	12	114,302	0	0	
MERCK & CO INC NEW	COMMON	58933Y105	7,456	148,967	SH	SOLE	12	148,967	0	0	
METHANEX CORP	COMMON FOREIGN	59151K108	717	12,100	SH	SOLE	12	12,100	0	0	
MITEL NETWORKS CORP	COMMON FOREIGN	60671Q104	1,602	160,300	SH	SOLE	11	160,300	0	0	
MONDELEZ INTL INC	COMMON	609207105	16,736	474,094	SH	SOLE	12	474,094	0	0	
MONSANTO CO NEW	COMMON	61166W101	7,708	66,137	SH	SOLE	12	66,137	0	0	
MOSAIC CO NEW	COMMON	61945C103	27,502	581,817	SH	SOLE	12	581,817	0	0	
NABORS INDUSTRIES LTD	COMMON	G6359F103	14,190	835,197	SH	SOLE	12	835,197	0	0	
NETAPP INC	COMMON	64110D104	14,742	358,346	SH	SOLE	12	358,346	0	0	
NEXTERA ENERGY INC	COMMON	65339F101	12,803	149,530	SH	SOLE	12	149,530	0	0	
NOBLE ENERGY INC	COMMON	655044105	7,920	116,278	SH	SOLE	12	116,278	0	0	
NORDSTROM INC	COMMON	655664100	1,603	25,938	SH	SOLE	12	25,938	0	0	
NORFOLK SOUTHERN CORP	COMMON	655844108	8,068	86,914	SH	SOLE	12	86,914	0	0	
NORTHEAST UTILS	COMMON	664397106	20,837	491,552	SH	SOLE	12	491,552	0	0	

NORTHROP GRUMMAN CORP	COMMON	666807102	9,061	79,063	SH	SOLE	12	79,063	0	0
NUCOR CORP	COMMON	670346105	763	14,300	SH	SOLE	12	14,300	0	0
OCCIDENTAL PETE CORP DEL	COMMON	674599105	22,121	232,613	SH	SOLE	12	232,613	0	0
OMNICOM GROUP INC	COMMON	681919106	6,600	88,744	SH	SOLE	12	88,744	0	0
ONEOK PARTNERS LP	COMMON	68268N103	8,022	152,359	SH	SOLE	12	152,359	0	0
OPEN TEXT CORP	COMMON FOREIGN	683715106	8,330	90,770	SH	SOLE	11	90,770	0	0
ORACLE CORP	COMMON	68389X105	1,734	45,333	SH	SOLE	12	45,333	0	0
PEABODY ENERGY CORP	COMMON	704549104	6,420	328,730	SH	SOLE	12	328,730	0	0
PEPSICO INC	COMMON	713448108	5,665	68,297	SH	SOLE	12	68,297	0	0
PG&E CORP	COMMON	69331C108	16,631	412,877	SH	SOLE	12	412,877	0	0
PHILLIPS 66	COMMON	718546104	12,422	161,050	SH	SOLE	12	161,050	0	0
PIONEER NAT RES CO	COMMON	723787107	2,043	11,100	SH	SOLE	12	11,100	0	0
PLAINS ALL AMERN PIPELINE L	COMMON	726503105	16,644	321,505	SH	SOLE	12	321,505	0	0
PLUM CREEK TIMBER CO INC	COMMON	729251108	6,444	138,553	SH	SOLE	12	138,553	0	0
POTASH CORP SASK INC	COMMON	73755L107	5,257	159,508	SH	SOLE	12	159,508	0	0
PPL CORP	COMMON	69351T106	16,200	538,386	SH	SOLE	12	538,386	0	0
PROCTER & GAMBLE CO	COMMON	742718109	5,547	68,135	SH	SOLE	12	68,135	0	0
PROSPERITY BANCSHARES INC	COMMON	743606105	761	12,000	SH	SOLE	12	12,000	0	0
PUBLIC SVC ENTERPRISE GROUP	COMMON	744573106	12,789	399,172	SH	SOLE	12	399,172	0	0
QUEST DIAGNOSTICS INC	COMMON	74834L100	16,705	312,006	SH	SOLE	12	312,006	0	0
RAYONIER INC	COMMON	754907103	5,065	120,306	SH	SOLE	12	120,306	0	0
RAYTHEON CO	COMMON	755111507	8,462	93,293	SH	SOLE	12	93,293	0	0
RIO TINTO PLC	COMMON	767204100	8,687	153,942	SH	SOLE	12	153,942	0	0
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	8,247	122,750	SH	SOLE	11	122,750	0	0
SCHLUMBERGER LTD	COMMON	806857108	8,220	91,219	SH	SOLE	12	91,219	0	0
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	1,748	31,121	SH	SOLE	12	31,121	0	0
SEMPRA ENERGY	COMMON	816851109	1,735	19,324	SH	SOLE	12	19,324	0	0
SILVER WHEATON CORP	COMMON FOREIGN	828336107	2,507	124,307	SH	SOLE	11	124,307	0	0
SMUCKER J M CO	COMMON	832696405	1,595	15,390	SH	SOLE	12	15,390	0	0
SOUTHWEST AIRLS CO	COMMON	844741108	1,610	85,444	SH	SOLE	12	85,444	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	24,476	132,538	SH	SOLE	11	132,538	0	0
SPDR S&P 500 ETF TR	COMMON	78462F103	151,796	821,987	SH	SOLE	12	821,987	0	0
SPECTRA ENERGY CORP	COMMON	847560109	14,340	402,582	SH	SOLE	12	402,582	0	0
STANDARD PAC CORP NEW	COMMON	85375C101	7,604	840,183	SH	SOLE	12	840,183	0	0
STARZ	COMMON	85571Q102	17,158	586,795	SH	SOLE	12	586,795	0	0
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	11,638	332,300	SH	SOLE	11	332,300	0	0

SUNOCO LOGISTICS PRTRNS L P	COMMON	86764L108	11,533	152,799	SH	SOLE	12	152,799	0	0
SYSCO CORP	COMMON	871829107	5,640	156,225	SH	SOLE	12	156,225	0	0
TARGET CORP	COMMON	87612E106	6,538	103,339	SH	SOLE	12	103,339	0	0
TE CONNECTIVITY LTD	COMMON	H84989104	18,341	332,810	SH	SOLE	12	332,810	0	0
TESORO CORP	COMMON	881609101	2,530	43,250	SH	SOLE	12	43,250	0	0
THE ADT CORPORATION	COMMON	00101J106	6,714	165,899	SH	SOLE	12	165,899	0	0
TIME WARNER CABLE INC	COMMON	88732J207	27,152	200,382	SH	SOLE	12	200,382	0	0
TIME WARNER INC	COMMON	887317303	8,146	116,840	SH	SOLE	12	116,840	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	20,218	214,621	SH	SOLE	11	214,621	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	7,434	82,111	SH	SOLE	12	82,111	0	0
TYSON FOODS INC	COMMON	902494103	1,564	46,743	SH	SOLE	12	46,743	0	0
U S G CORP	COMMON	903293405	7,149	251,916	SH	SOLE	12	251,916	0	0
UNION PAC CORP	COMMON	907818108	8,073	48,051	SH	SOLE	12	48,051	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	8,156	77,615	SH	SOLE	12	77,615	0	0
UNITED STATES STL CORP NEW	COMMON	912909108	817	27,700	SH	SOLE	12	27,700	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	6,771	59,500	SH	SOLE	12	59,500	0	0
UNUM GROUP	COMMON	91529Y106	1,626	46,347	SH	SOLE	12	46,347	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	11,386	225,920	SH	SOLE	12	225,920	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	17,273	419,959	SH	SOLE	11	419,959	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	86,959	2,113,742	SH	SOLE	12	2,113,742	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	5,342	108,710	SH	SOLE	12	108,710	0	0
VIACOM INC NEW	COMMON	92553P201	1,676	19,192	SH	SOLE	12	19,192	0	0
WAL-MART STORES INC	COMMON	931142103	5,615	71,359	SH	SOLE	12	71,359	0	0
WASTE MGMT INC DEL	COMMON	94106L109	6,367	141,907	SH	SOLE	12	141,907	0	0
WESTLAKE CHEM CORP	COMMON	960413102	2,686	22,000	SH	SOLE	12	22,000	0	0
WEYERHAEUSER CO	COMMON	962166104	7,242	229,400	SH	SOLE	12	229,400	0	0
WILLIAMS PARTNERS L P	COMMON	96950F104	9,070	178,335	SH	SOLE	12	178,335	0	0
WISCONSIN ENERGY CORP	COMMON	976657106	5,231	126,544	SH	SOLE	12	126,544	0	0
XCEL ENERGY INC	COMMON	98389B100	16,548	592,253	SH	SOLE	12	592,253	0	0
XL GROUP PLC	COMMON	G98290102	1,636	51,389	SH	SOLE	12	51,389	0	0
YAMANA GOLD INC	COMMON FOREIGN	98462Y100	3,905	453,900	SH	SOLE	11	453,900	0	0