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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: 03-31-2014

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 05-14-2014
[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
028-05909	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: 210
Form 13F Information Table Value Total: 3,104,469
(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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response: 23.8

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	11,152	82,202	SH		SOLE	12	82,202	0	0
ABBOTT LABS	COMMON	002824100	8,672	225,197	SH		SOLE	12	225,197	0	0
ACCESS MIDSTREAM PARTNERS L	COMMON	00434L109	3,118	54,174	SH		SOLE	12	54,174	0	0
ADVANCE AUTO PARTS INC	COMMON	00751Y106	20,796	164,394	SH		SOLE	12	164,394	0	0
AETNA INC NEW	COMMON	00817Y108	3,476	46,365	SH		SOLE	12	46,365	0	0
AGILENT TECHNOLOGIES INC	COMMON	00846U101	2,847	50,904	SH		SOLE	12	50,904	0	0
AIR PRODS & CHEMS INC	COMMON	009158106	8,553	71,853	SH		SOLE	12	71,853	0	0
ALLERGAN INC	COMMON	018490102	40,361	325,233	SH		SOLE	12	325,233	0	0
ALTERA CORP	COMMON	021441100	6,947	191,704	SH		SOLE	12	191,704	0	0
AMERICAN ELEC PWR INC	COMMON	025537101	8,734	172,406	SH		SOLE	12	172,406	0	0
AMERIPRISE FINL INC	COMMON	03076C106	3,126	28,402	SH		SOLE	12	28,402	0	0
ANALOG DEVICES INC	COMMON	032654105	2,030	38,203	SH		SOLE	12	38,203	0	0
APPLE INC	COMMON	037833100	74,583	138,955	SH		SOLE	12	138,955	0	0
AT&T INC	COMMON	00206R102	14,699	419,144	SH		SOLE	12	419,144	0	0
AUTOZONE INC	COMMON	053332102	3,312	6,166	SH		SOLE	12	6,166	0	0
BAIDU INC	COMMON FOREIGN	056752108	14,781	97,000	SH		SOLE	12	97,000	0	0
BALL CORP	COMMON	058498106	3,014	54,988	SH		SOLE	12	54,988	0	0
BANK N S HALIFAX	COMMON FOREIGN	064149107	14,349	247,350	SH		SOLE	11	247,350	0	0
BARRICK GOLD CORP	COMMON FOREIGN	067901108	14,710	825,000	SH		SOLE	12	825,000	0	0
BAXTER INTL INC	COMMON	071813109	8,633	117,334	SH		SOLE	12	117,334	0	0
BB&T CORP	COMMON	054937107	3,332	82,944	SH		SOLE	12	82,944	0	0
BEMIS INC	COMMON	081437105	7,481	190,656	SH		SOLE	12	190,656	0	0
BEST BUY INC	COMMON	086516101	13,205	500,000	SH		SOLE	12	500,000	0	0
BLACKROCK BUILD AMER BD TR	COMMON	09248X100	1,038	51,308	SH		SOLE	12	51,308	0	0
BLACKROCK CR ALLCTN INC TR	COMMON	092508100	2,764	204,412	SH		SOLE	12	204,412	0	0
CA INC	COMMON	12673P105	17,926	578,817	SH		SOLE	12	578,817	0	0
CACI INTL INC	COMMON	127190304	11,070	150,000	SH		SOLE	12	150,000	0	0

CAMPBELL SOUP CO	COMMON	134429109	8,202	182,748	SH	SOLE	12	182,748	0	0
CANADIAN NAT RES LTD	COMMON FOREIGN	136385101	16,576	432,025	SH	SOLE	11	432,025	0	0
CANADIAN PAC RY LTD	COMMON FOREIGN	13645T100	2,242	14,907	SH	SOLE	12	14,907	0	0
CARDINAL HEALTH INC	COMMON	14149Y108	24,502	350,131	SH	SOLE	12	350,131	0	0
CAREFUSION CORP	COMMON	14170T101	25,964	645,546	SH	SOLE	12	645,546	0	0
CATERPILLAR INC DEL	COMMON	149123101	3,159	31,789	SH	SOLE	12	31,789	0	0
CBS CORP NEW	COMMON	124857202	3,524	57,017	SH	SOLE	12	57,017	0	0
CDN IMPERIAL BK OF COMMERCE	COMMON FOREIGN	136069101	13,845	160,436	SH	SOLE	11	160,436	0	0
CELGENE CORP	COMMON	151020104	7,957	57,000	SH	SOLE	12	57,000	0	0
CF INDS HLDGS INC	COMMON	125269100	5,727	21,971	SH	SOLE	12	21,971	0	0
CHENIERE ENERGY INC	COMMON	16411R208	9,888	178,654	SH	SOLE	12	178,654	0	0
CHEVRON CORP NEW	COMMON	166764100	12,615	106,088	SH	SOLE	12	106,088	0	0
CHUBB CORP	COMMON	171232101	3,107	34,789	SH	SOLE	12	34,789	0	0
CISCO SYS INC	COMMON	17275R102	6,625	295,618	SH	SOLE	12	295,618	0	0
CITIGROUP INC	COMMON	172967424	4,760	100,000	SH	SOLE	12	100,000	0	0
CLIFFS NAT RES INC	COMMON	18683K101	17,105	836,031	SH	SOLE	12	836,031	0	0
CLOROX CO DEL	COMMON	189054109	7,668	87,123	SH	SOLE	12	87,123	0	0
CMS ENERGY CORP	COMMON	125896100	7,888	269,384	SH	SOLE	12	269,384	0	0
COCA COLA CO	COMMON	191216100	10,790	279,107	SH	SOLE	12	279,107	0	0
CONAGRA FOODS INC	COMMON	205887102	7,614	245,391	SH	SOLE	12	245,391	0	0
CONCHO RES INC	COMMON	20605P101	7,252	59,202	SH	SOLE	12	59,202	0	0
CONOCOPHILLIPS	COMMON	20825C104	9,932	141,181	SH	SOLE	12	141,181	0	0
CONTINENTAL RESOURCES INC	COMMON	212015101	8,726	70,218	SH	SOLE	12	70,218	0	0
CRANE CO	COMMON	224399105	1,732	24,346	SH	SOLE	12	24,346	0	0
CSX CORP	COMMON	126408103	7,849	270,938	SH	SOLE	12	270,938	0	0
CUMMINS INC	COMMON	231021106	3,182	21,354	SH	SOLE	12	21,354	0	0
DANAHER CORP DEL	COMMON	235851102	2,398	31,972	SH	SOLE	12	31,972	0	0
DELPHI AUTOMOTIVE PLC	COMMON	G27823106	11,842	174,500	SH	SOLE	12	174,500	0	0
DELTA AIR LINES INC DEL	COMMON	247361702	10,672	308,000	SH	SOLE	12	308,000	0	0
DISCOVER FINL SVCS	COMMON	254709108	3,485	59,891	SH	SOLE	12	59,891	0	0
DOVER CORP	COMMON	260003108	3,941	48,209	SH	SOLE	12	48,209	0	0
DR PEPPER SNAPPLE GROUP INC	COMMON	26138E109	3,236	59,422	SH	SOLE	12	59,422	0	0
DTE ENERGY CO	COMMON	233331107	8,875	119,465	SH	SOLE	12	119,465	0	0
DUKE ENERGY CORP NEW	COMMON	26441C204	8,945	125,602	SH	SOLE	12	125,602	0	0
DUN & BRADSTREET CORP DEL N	COMMON	26483E100	2,290	23,048	SH	SOLE	12	23,048	0	0
E M C CORP MASS	COMMON	268648102	2,790	101,799	SH	SOLE	12	101,799	0	0
EATON CORP PLC	COMMON FOREIGN	G29183103	13,808	183,806	SH	SOLE	12	183,806	0	0

EBAY INC	COMMON	278642103	11,048	200,000	SH	SOLE	12	200,000	0	0
EMERSON ELEC CO	COMMON	291011104	5,079	76,035	SH	SOLE	12	76,035	0	0
ENERGY TRANSFER PRTNRS L P	COMMON	29273R109	20,367	378,634	SH	SOLE	12	378,634	0	0
ENTERPRISE PRODS PARTNERS L	COMMON	293792107	24,955	359,793	SH	SOLE	12	359,793	0	0
EOG RES INC	COMMON	26875P101	8,089	41,236	SH	SOLE	12	41,236	0	0
EQT CORP	COMMON	26884L109	6,416	66,163	SH	SOLE	12	66,163	0	0
EXXON MOBIL CORP	COMMON	30231G102	17,299	177,095	SH	SOLE	12	177,095	0	0
F5 NETWORKS INC	COMMON	315616102	9,767	91,600	SH	SOLE	12	91,600	0	0
FIFTH THIRD BANCORP	COMMON	316773100	3,230	140,760	SH	SOLE	12	140,760	0	0
FINISAR CORP	COMMON	31787A507	6,681	252,000	SH	SOLE	12	252,000	0	0
FLEXTRONICS INTL LTD	COMMON	Y2573F102	16,660	1,803,050	SH	SOLE	12	1,803,050	0	0
GENERAL DYNAMICS CORP	COMMON	369550108	8,514	78,172	SH	SOLE	12	78,172	0	0
GENERAL ELECTRIC CO	COMMON	369604103	19,749	762,786	SH	SOLE	12	762,786	0	0
GENERAL MLS INC	COMMON	370334104	11,327	218,593	SH	SOLE	12	218,593	0	0
GILEAD SCIENCES INC	COMMON	375558103	13,852	195,479	SH	SOLE	12	195,479	0	0
GOLDCORP INC NEW	COMMON FOREIGN	380956409	17,136	700,000	SH	SOLE	12	700,000	0	0
GOLDMAN SACHS GROUP INC	COMMON	38141G104	4,201	25,641	SH	SOLE	12	25,641	0	0
GROUPE CGI INC	COMMON FOREIGN	39945C109	11,121	359,950	SH	SOLE	11	359,950	0	0
HARRIS CORP DEL	COMMON	413875105	22,678	309,984	SH	SOLE	12	309,984	0	0
HASBRO INC	COMMON	418056107	2,932	52,717	SH	SOLE	12	52,717	0	0
HESS CORP	COMMON	42809H107	16,478	198,814	SH	SOLE	12	198,814	0	0
HEWLETT PACKARD CO	COMMON	428236103	3,136	96,924	SH	SOLE	12	96,924	0	0
HILLSHIRE BRANDS CO	COMMON	432589109	14,385	386,084	SH	SOLE	12	386,084	0	0
HONEYWELL INTL INC	COMMON	438516106	3,105	33,473	SH	SOLE	12	33,473	0	0
HUBBELL INC	COMMON	443510201	1,745	14,556	SH	SOLE	12	14,556	0	0
ILLINOIS TOOL WKS INC	COMMON	452308109	2,302	28,309	SH	SOLE	12	28,309	0	0
INGERSOLL-RAND PLC	COMMON	G47791101	4,298	75,094	SH	SOLE	12	75,094	0	0
INTERNATIONAL BUSINESS MACH	COMMON	459200101	16,675	86,630	SH	SOLE	12	86,630	0	0
INTERPUBLIC GROUP COS INC	COMMON	460690100	16,273	949,444	SH	SOLE	12	949,444	0	0
IRON MTN INC	COMMON	462846106	6,444	233,732	SH	SOLE	12	233,732	0	0
ISHARES	COMMON	464286533	120,120	2,100,000	SH	SOLE	12	2,100,000	0	0
ISHARES	COMMON	464287168	101,371	1,382,770	SH	SOLE	12	1,382,770	0	0
ISHARES	COMMON	464287200	450,753	2,395,455	SH	SOLE	12	2,395,455	0	0
ISHARES	COMMON	464287655	294	2,525	SH	SOLE	12	2,525	0	0
ISHARES	COMMON	464288513	9,439	100,000	SH	SOLE	12	100,000	0	0
ISHARES TR	COMMON	46429B689	80,676	1,285,474	SH	SOLE	12	1,285,474	0	0
ISHARES TR	COMMON	46429B697	162,710	4,513,459	SH	SOLE	12	4,513,459	0	0
JOHNSON & JOHNSON	COMMON	478160104	13,879	141,295	SH	SOLE	12	141,295	0	0
KANSAS CITY	COMMON	485170302	2,549	24,974	SH	SOLE	12	24,974	0	0

SOUTHERN										
KELLOGG CO	COMMON	487836108	8,315	132,596	SH	SOLE	12	132,596	0	0
KEYCORP NEW	COMMON	493267108	3,003	210,907	SH	SOLE	12	210,907	0	0
KIMBERLY CLARK CORP	COMMON	494368103	11,191	101,504	SH	SOLE	12	101,504	0	0
KINDER MORGAN ENERGY PARTNE	COMMON	494550106	27,354	369,897	SH	SOLE	12	369,897	0	0
KNOWLES CORP	COMMON	49926D109	704	22,304	SH	SOLE	12	22,304	0	0
KOHL'S CORP	COMMON	500255104	3,102	54,614	SH	SOLE	12	54,614	0	0
L-3										
COMMUNICATIONS HLDGS IN	COMMON	502424104	10,865	91,959	SH	SOLE	12	91,959	0	0
LABORATORY										
CORP AMER HLDGS	COMMON	50540R409	13,193	134,334	SH	SOLE	12	134,334	0	0
LILLY ELI & CO	COMMON	532457108	9,156	155,552	SH	SOLE	12	155,552	0	0
LINCOLN NATL CORP IND	COMMON	534187109	2,904	57,312	SH	SOLE	12	57,312	0	0
LOCKHEED MARTIN CORP	COMMON	539830109	11,615	71,154	SH	SOLE	12	71,154	0	0
LOWES COS INC	COMMON	548661107	3,932	80,411	SH	SOLE	12	80,411	0	0
LYONDELLBASELL INDUSTRIES N	COMMON FOREIGN	N53745100	21,812	245,249	SH	SOLE	12	245,249	0	0
MACYS INC	COMMON	55616P104	3,317	55,939	SH	SOLE	12	55,939	0	0
MAGELLAN										
MIDSTREAM PRTNRS L	COMMON	559080106	9,258	132,748	SH	SOLE	12	132,748	0	0
MAGNA INTL INC										
	COMMON FOREIGN	559222401	12,863	133,940	SH	SOLE	11	133,940	0	0
MANULIFE FINL CORP										
	COMMON FOREIGN	56501R106	2,080	107,800	SH	SOLE	11	107,800	0	0
MARATHON PETE CORP										
	COMMON	56585A102	8,525	97,945	SH	SOLE	12	97,945	0	0
MARKWEST ENERGY PARTNERS L										
	COMMON	570759100	10,395	159,135	SH	SOLE	12	159,135	0	0
MARRIOTT INTL INC NEW										
	COMMON	571903202	3,258	58,152	SH	SOLE	12	58,152	0	0
MATTEL INC										
	COMMON	577081102	12,033	300,000	SH	SOLE	12	300,000	0	0
MCDONALDS CORP										
	COMMON	580135101	9,474	96,647	SH	SOLE	12	96,647	0	0
MEDTRONIC INC										
	COMMON	585055106	9,298	151,093	SH	SOLE	12	151,093	0	0
MERCK & CO INC NEW										
	COMMON	58933Y105	13,860	244,151	SH	SOLE	12	244,151	0	0
METHANEX CORP										
	COMMON FOREIGN	59151K108	2,400	37,533	SH	SOLE	12	37,533	0	0
MONDELEZ INTL INC										
	COMMON	609207105	16,380	474,094	SH	SOLE	12	474,094	0	0
MOAIC CO NEW										
	COMMON	61945C103	25,659	513,181	SH	SOLE	12	513,181	0	0
NABORS INDUSTRIES LTD										
	COMMON	G6359F103	20,588	835,197	SH	SOLE	12	835,197	0	0
NETAPP INC										
	COMMON	64110D104	13,223	358,346	SH	SOLE	12	358,346	0	0
NEWMONT MINING CORP										
	COMMON	651639106	15,119	645,000	SH	SOLE	12	645,000	0	0
NEXTERA ENERGY INC										
	COMMON	65339F101	9,390	98,205	SH	SOLE	12	98,205	0	0
NORDSTROM INC										
	COMMON	655664100	2,933	46,968	SH	SOLE	12	46,968	0	0
NORFOLK SOUTHERN CORP										
	COMMON	655844108	2,357	24,253	SH	SOLE	12	24,253	0	0
NORTHEAST UTILS										
	COMMON	664397106	8,475	186,260	SH	SOLE	12	186,260	0	0
NORTHROP										
	COMMON	666807102	8,518	69,035	SH	SOLE	12	69,035	0	0

GRUMMAN CORP											
NUCOR CORP	COMMON	670346105	2,664	52,710	SH	SOLE	12	52,710	0	0	
NXP SEMICONDUCTORS N V	COMMON FOREIGN	N6596X109	7,998	136,000	SH	SOLE	12	136,000	0	0	
OASIS PETE INC NEW	COMMON	674215108	10,558	253,000	SH	SOLE	12	253,000	0	0	
OCCIDENTAL PETE CORP DEL	COMMON	674599105	15,351	161,094	SH	SOLE	12	161,094	0	0	
OCWEN FINL CORP	COMMON	675746309	14,579	372,101	SH	SOLE	12	372,101	0	0	
OMNICOM GROUP INC	COMMON	681919106	7,571	104,289	SH	SOLE	12	104,289	0	0	
ONEOK PARTNERS LP	COMMON	68268N103	8,159	152,359	SH	SOLE	12	152,359	0	0	
OPEN TEXT CORP	COMMON FOREIGN	683715106	6,256	131,300	SH	SOLE	11	131,300	0	0	
ORACLE CORP	COMMON	68389X105	7,852	191,927	SH	SOLE	12	191,927	0	0	
PACCAR INC	COMMON	693718108	2,252	33,387	SH	SOLE	12	33,387	0	0	
PALL CORP	COMMON	696429307	1,925	21,519	SH	SOLE	12	21,519	0	0	
PARKER HANNIFIN CORP	COMMON	701094104	1,908	15,937	SH	SOLE	12	15,937	0	0	
PENTAIR LTD	COMMON	H6169Q108	1,976	24,907	SH	SOLE	12	24,907	0	0	
PEPSICO INC	COMMON	713448108	10,567	126,554	SH	SOLE	12	126,554	0	0	
PHILLIPS 66	COMMON	718546104	19,690	255,513	SH	SOLE	12	255,513	0	0	
PIONEER NAT RES CO	COMMON	723787107	6,986	37,332	SH	SOLE	12	37,332	0	0	
PLAINS ALL AMERN PIPELINE L	COMMON	726503105	28,373	514,751	SH	SOLE	12	514,751	0	0	
PPL CORP	COMMON	69351T106	8,835	266,597	SH	SOLE	12	266,597	0	0	
PROCTER & GAMBLE CO	COMMON	742718109	12,260	152,114	SH	SOLE	12	152,114	0	0	
PROSPERITY BANCSHARES INC	COMMON	743606105	2,459	37,178	SH	SOLE	12	37,178	0	0	
QUALCOMM INC	COMMON	747525103	15,535	197,000	SH	SOLE	12	197,000	0	0	
QUEST DIAGNOSTICS INC	COMMON	74834L100	20,720	357,737	SH	SOLE	12	357,737	0	0	
RAYONIER INC	COMMON	754907103	13,194	287,379	SH	SOLE	12	287,379	0	0	
RAYTHEON CO	COMMON	755111507	8,269	83,701	SH	SOLE	12	83,701	0	0	
RICE ENERGY INC	COMMON	762760106	6,582	249,426	SH	SOLE	12	249,426	0	0	
ROCKWELL AUTOMATION INC	COMMON	773903109	2,091	16,786	SH	SOLE	12	16,786	0	0	
ROPER INDS INC NEW	COMMON	776696106	1,777	13,312	SH	SOLE	12	13,312	0	0	
ROYAL BK CDA MONTREAL QUE	COMMON FOREIGN	780087102	8,106	122,750	SH	SOLE	11	122,750	0	0	
SEAGATE TECHNOLOGY PLC	COMMON FOREIGN	G7945M107	2,981	53,075	SH	SOLE	12	53,075	0	0	
SILVER WHEATON CORP	COMMON FOREIGN	828336107	2,823	124,307	SH	SOLE	11	124,307	0	0	
SKYWORKS SOLUTIONS INC	COMMON	83088M102	8,967	239,000	SH	SOLE	12	239,000	0	0	
SMUCKER J M CO	COMMON	832696405	2,896	29,781	SH	SOLE	12	29,781	0	0	
SOUTHWEST AIRLS CO	COMMON	844741108	3,083	130,570	SH	SOLE	12	130,570	0	0	
SPDR S&P 500 ETF TR	COMMON	78462F103	23,920	127,888	SH	SOLE	11	127,888	0	0	
SPDR S&P 500 ETF TR	COMMON	78462F103	153,744	821,987	SH	SOLE	12	821,987	0	0	
SPECTRA ENERGY CORP	COMMON	847560109	8,152	220,682	SH	SOLE	12	220,682	0	0	

STANLEY BLACK & DECKER INC	COMMON	854502101	1,875	23,085	SH	SOLE	12	23,085	0	0
STARZ	COMMON	85571Q102	18,942	586,795	SH	SOLE	12	586,795	0	0
SUNCOR ENERGY INC NEW	COMMON FOREIGN	867224107	11,618	332,300	SH	SOLE	11	332,300	0	0
SUNOCO LOGISTICS PRTRNS L P	COMMON	86764L108	16,769	184,519	SH	SOLE	12	184,519	0	0
SUSQUEHANNA BANCSHARES INC	COMMON	869099101	8,607	755,700	SH	SOLE	12	755,700	0	0
SYSCO CORP	COMMON	871829107	7,822	216,506	SH	SOLE	12	216,506	0	0
TARGET CORP	COMMON	87612E106	11,229	185,570	SH	SOLE	12	185,570	0	0
TE CONNECTIVITY LTD	COMMON	H84989104	21,628	359,217	SH	SOLE	12	359,217	0	0
TESORO CORP	COMMON	881609101	7,972	157,575	SH	SOLE	12	157,575	0	0
THE ADT CORPORATION	COMMON	00101J106	2,995	100,000	SH	SOLE	12	100,000	0	0
TIME WARNER CABLE INC	COMMON	88732J207	41,206	300,382	SH	SOLE	12	300,382	0	0
TIME WARNER INC	COMMON	887317303	11,388	174,309	SH	SOLE	12	174,309	0	0
TORONTO DOMINION BK ONT	COMMON FOREIGN	891160509	20,331	433,040	SH	SOLE	11	433,040	0	0
TRANSOCEAN LTD	COMMON FOREIGN	H8817H100	4,961	120,000	SH	SOLE	12	120,000	0	0
TRAVELERS COMPANIES INC	COMMON	89417E109	10,843	127,413	SH	SOLE	12	127,413	0	0
TYCO INTERNATIONAL LTD	COMMON	H89128104	2,035	48,000	SH	SOLE	12	48,000	0	0
TYSON FOODS INC	COMMON	902494103	3,693	83,913	SH	SOLE	12	83,913	0	0
UNION PAC CORP	COMMON	907818108	14,370	76,573	SH	SOLE	12	76,573	0	0
UNITED PARCEL SERVICE INC	COMMON	911312106	11,375	116,809	SH	SOLE	12	116,809	0	0
UNITED STATES STL CORP NEW	COMMON	912909108	2,517	91,178	SH	SOLE	12	91,178	0	0
UNITED TECHNOLOGIES CORP	COMMON	913017109	11,493	98,368	SH	SOLE	12	98,368	0	0
UNUM GROUP	COMMON	91529Y106	2,918	82,628	SH	SOLE	12	82,628	0	0
VALERO ENERGY CORP NEW	COMMON	91913Y100	15,654	294,809	SH	SOLE	12	294,809	0	0
VANGUARD INTL EQUITY INDEX	COMMON	922042858	17,038	419,959	SH	SOLE	11	419,959	0	0
VERIZON COMMUNICATIONS INC	COMMON	92343V104	25,435	534,681	SH	SOLE	12	534,681	0	0
VIACOM INC NEW	COMMON	92553P201	3,574	42,055	SH	SOLE	12	42,055	0	0
VMWARE INC	COMMON	928563402	10,802	100,000	SH	SOLE	12	100,000	0	0
WAL-MART STORES INC	COMMON	931142103	10,318	134,993	SH	SOLE	12	134,993	0	0
WASTE MGMT INC DEL	COMMON	94106L109	7,579	180,149	SH	SOLE	12	180,149	0	0
WESTLAKE CHEM CORP	COMMON	960413102	20,685	312,560	SH	SOLE	12	312,560	0	0
WILLIAMS PARTNERS L P	COMMON	96950F104	11,145	218,784	SH	SOLE	12	218,784	0	0
WISCONSIN ENERGY CORP	COMMON	976657106	8,103	174,063	SH	SOLE	12	174,063	0	0
XEROX CORP	COMMON	984121103	1,795	158,830	SH	SOLE	12	158,830	0	0
XILINX INC	COMMON	983919101	8,086	149,000	SH	SOLE	12	149,000	0	0
XL GROUP PLC	COMMON	G98290102	2,919	93,412	SH	SOLE	12	93,412	0	0

YAMANA GOLD
INC

COMMON 98462Y100 3,981
FOREIGN

453,900 SH

SOLE

11

453,900 0

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