



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2008

OF THE CONDITION AND AFFAIRS OF THE

Allstate Insurance Company

NAIC Group Code 0008 (Current) 0008 (Prior) NAIC Company Code 19232 Employer's ID Number 36-0719665

Organized under the Laws of Illinois, State of Domicile or Port of Entry IL

Country of Domicile United States of America

Incorporated/Organized 02/09/1931 Commenced Business 04/17/1931

Statutory Home Office 2775 Sanders Road (Street and Number) Northbrook, IL 60062-6127 (City or Town, State and Zip Code)

Main Administrative Office 2775 Sanders Road (Street and Number) Northbrook, IL 60062-6127 (City or Town, State and Zip Code) 847-402-5000 (Area Code) (Telephone Number)

Mail Address 3075 Sanders Road, Suite H1A (Street and Number or P.O. Box) Northbrook, IL 60062-7127 (City or Town, State and Zip Code)

Primary Location of Books and Records 3075 Sanders Road, Suite H1A (Street and Number) Northbrook, IL 60062-7127 (City or Town, State and Zip Code) 847-402-5000 (Area Code) (Telephone Number)

Internet Web site Address www.allstate.com

Statutory Statement Contact LYNN CIRRINCIONE (Name) 847-402-3029 (Area Code) (Telephone Number) LYNN.CIRRINCIONE@ALLSTATE.COM (E-mail Address) 847-402-0508 (FAX Number)

OFFICERS

President and Chief Executive Officer THOMAS JOSEPH WILSON, II Treasurer STEVEN CARL VERNEY
Secretary MARY JOVITA MCGINN Acting Chief Financial Officer SAMUEL HENRY PILCH* #

OTHER

CATHERINE SPEARMAN BRUNE, Senior Vice President
JAMES EDWARD HOHMANN, Senior Vice President
CHARLES NELSON PAUL, Group Vice President
ERIC ALLEN SIMONSON, Senior Vice President
FREDERICK FLORIAN CRIPE, Senior Vice President
JEFFREY LYNN KAUFMAN, Group Vice President
MICHAEL JOHN ROCHE, Senior Vice President
STEVEN PAUL SORENSON, Senior Vice President
JAMES DAVID DEVRIES # Senior Vice President
MICHELE COLEMAN MAYES, Senior Vice President
GEORGE EDWARD RUEBENSON, Senior Vice President
JOAN HELENA WALKER, Senior Vice President

DIRECTORS OR TRUSTEES

CATHERINE SPEARMAN BRUNE
JAMES EDWARD HOHMANN
MICHAEL JOHN ROCHE
STEVEN PAUL SORENSON
FREDERICK FLORIAN CRIPE
MICHELE COLEMAN MAYES
GEORGE EDWARD RUEBENSON
JOAN HELENA WALKER
JAMES DAVID DEVRIES #
SAMUEL HENRY PILCH #
ERIC ALLEN SIMONSON
THOMAS JOSEPH WILSON, II

State of Illinois SS:
County of Cook

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

THOMAS JOSEPH WILSON, II
President

MARY JOVITA MCGINN
Secretary

STEVEN CARL VERNEY
Treasurer

Subscribed and sworn to before me this 8TH day of August 2008

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

Katherine Grefsheim
Notary
2/26/2009

* Person having charge of the accounts and finances of the insurer.

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	24,457,814,821		24,457,814,821	27,710,343,782
2. Stocks:				
2.1 Preferred stocks	502,661,227		502,661,227	612,189,811
2.2 Common stocks	7,793,155,462	4,317,872	7,788,837,590	8,333,881,952
3. Mortgage loans on real estate:				
3.1 First liens	765,293,405		765,293,405	795,247,729
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	265,420,154		265,420,154	265,444,580
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)	26,243,310		26,243,310	26,243,310
5. Cash (\$(424,980,501)), cash equivalents (\$934,251,680) and short-term investments (\$339,457,917)	848,729,096		848,729,096	317,697,598
6. Contract loans (including \$ premium notes)				
7. Other invested assets	2,085,299,402	28,964,604	2,056,334,798	1,809,832,931
8. Receivables for securities	147,222,347		147,222,347	13,645,719
9. Aggregate write-ins for invested assets	100,577,986		100,577,986	68,732,415
10. Subtotals, cash and invested assets (Lines 1 to 9)	36,992,417,209	33,282,476	36,959,134,733	39,953,259,827
11. Title plants less \$ charged off (for Title insurers only)				
12. Investment income due and accrued	291,251,491		291,251,491	313,842,357
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	810,583,911	12,318,859	798,265,052	808,737,960
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	3,195,800,410	2,764,551	3,193,035,859	3,227,345,520
13.3 Accrued retrospective premiums	2,936,469	293,647	2,642,822	2,642,822
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	72,881,292		72,881,292	85,277,418
14.2 Funds held by or deposited with reinsured companies	1,268,164	65,816	1,202,348	1,283,948
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset	1,567,760,705	418,141,505	1,149,619,200	1,047,805,605
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software	332,510,073	278,004,679	54,505,394	59,534,596
19. Furniture and equipment, including health care delivery assets (\$)	218,826,219	218,826,219		
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	181,060,940	2,341,006	178,719,934	242,216,865
22. Health care (\$) and other amounts receivable				
23. Aggregate write-ins for other than invested assets	1,394,950,308	998,509,962	396,440,346	420,487,377
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	45,062,247,191	1,964,548,720	43,097,698,471	46,162,434,295
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	45,062,247,191	1,964,548,720	43,097,698,471	46,162,434,295
DETAILS OF WRITE-INS				
0901. Security lending principal	74,783,441		74,783,441	46,433,208
0902. Call options	25,794,545		25,794,545	22,299,207
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	100,577,986		100,577,986	68,732,415
2301. Cash surrender value of COLI	262,992,783		262,992,783	283,100,301
2302. Accounts receivable	68,904,754	203,977	68,700,777	57,474,421
2303. Pension intangible asset	55,362,000	2,000	55,360,000	55,880,000
2398. Summary of remaining write-ins for Line 23 from overflow page	1,007,690,771	998,303,985	9,386,786	24,032,655
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	1,394,950,308	998,509,962	396,440,346	420,487,377

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$11,146,084,406)	11,146,084,408	11,162,167,967
2. Reinsurance payable on paid losses and loss adjustment expenses	2,123,620	3,462,642
3. Loss adjustment expenses	3,126,995,366	3,064,863,530
4. Commissions payable, contingent commissions and other similar charges	171,837,840	188,994,308
5. Other expenses (excluding taxes, licenses and fees)	1,341,026,044	1,554,875,664
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	195,299,538	228,460,670
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))	136,187,298	4,613,853
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$163,122,549 and including warranty reserves of \$)	8,698,370,381	8,874,686,588
10. Advance premium	316,732,896	279,455,746
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)	140,484	2,037,258
13. Funds held by company under reinsurance treaties	2,705,412	2,843,412
14. Amounts withheld or retained by company for account of others	27,520,670	26,059,565
15. Remittances and items not allocated	22,547,259	21,015,268
16. Provision for reinsurance	82,936,279	88,096,073
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	87,387,701	216,599,589
20. Payable for securities	204,048,882	318,481,864
21. Liability for amounts held under uninsured plans		
22. Capital notes \$ and interest thereon \$		
23. Aggregate write-ins for liabilities	1,286,529,221	2,091,182,673
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23)	26,848,473,299	28,127,896,673
25. Protected cell liabilities		
26. Total liabilities (Lines 24 and 25)	26,848,473,299	28,127,896,673
27. Aggregate write-ins for special surplus funds	26,917,797	27,436,312
28. Common capital stock	4,200,000	4,200,000
29. Preferred capital stock		
30. Aggregate write-ins for other than special surplus funds		
31. Surplus notes		
32. Gross paid in and contributed surplus	2,359,878,041	2,357,833,601
33. Unassigned funds (surplus)	13,858,229,334	15,645,067,708
34. Less treasury stock, at cost:		
34.1 shares common (value included in Line 28 \$)		
34.2 shares preferred (value included in Line 29 \$)		
35. Surplus as regards policyholders (Lines 27 to 33, less 34)	16,249,225,172	18,034,537,621
36. Totals	43,097,698,471	46,162,434,295
DETAILS OF WRITE-INS		
2301. Securities lending collateral	873,006,293	1,649,230,103
2302. Accounts payable	283,439,033	322,168,660
2303. Reserve for uncashed checks	110,108,604	96,989,618
2398. Summary of remaining write-ins for Line 23 from overflow page	19,975,290	22,794,293
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	1,286,529,221	2,091,182,673
2701. SCOR retroactive reinsurance account	26,917,797	27,436,312
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page		
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	26,917,797	27,436,312
3001.		
3002.		
3003.		
3098. Summary of remaining write-ins for Line 30 from overflow page		
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)		

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 5,540,836,605)	5,738,472,141	6,243,761,000	12,229,708,762
1.2 Assumed (written \$ 7,030,859,739)	6,989,304,442	6,590,655,266	13,394,865,851
1.3 Ceded (written \$ 293,006,954)	272,770,986	292,022,971	572,641,589
1.4 Net (written \$ 12,278,689,389)	12,455,005,596	12,542,393,296	25,051,933,023
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 7,178,901,248):			
2.1 Direct	2,896,768,398	2,821,913,618	5,899,954,974
2.2 Assumed	4,338,113,631	3,614,144,766	7,521,070,237
2.3 Ceded	55,980,785	57,666,727	130,480,542
2.4 Net	7,178,901,244	6,378,391,657	13,290,544,669
3. Loss adjustment expenses incurred	1,470,969,581	1,372,025,094	2,945,237,262
4. Other underwriting expenses incurred	3,066,679,335	3,149,623,483	6,446,519,840
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	11,716,550,160	10,900,040,234	22,682,301,772
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	738,455,437	1,642,353,061	2,369,631,251
INVESTMENT INCOME			
9. Net investment income earned	785,576,405	901,947,835	2,720,016,715
10. Net realized capital gains (losses) less capital gains tax of \$ (977,417)	(276,670,408)	604,179,289	987,592,885
11. Net investment gain (loss) (Lines 9 + 10)	508,905,998	1,506,127,124	3,707,609,599
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ amount charged off \$ 41,223,162)	(41,223,162)	(33,780,344)	(67,620,133)
13. Finance and service charges not included in premiums	154,470,084	156,318,132	303,180,898
14. Aggregate write-ins for miscellaneous income	(3,117,374)	(7,471,175)	(11,583,075)
15. Total other income (Lines 12 through 14)	110,129,548	115,066,613	223,977,690
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	1,357,490,983	3,263,546,798	6,301,218,541
17. Dividends to policyholders			(8,455)
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	1,357,490,983	3,263,546,798	6,301,226,996
19. Federal and foreign income taxes incurred	421,796,941	831,856,001	1,343,002,566
20. Net income (Line 18 minus Line 19)(to Line 22)	935,694,042	2,431,690,797	4,958,224,431
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	18,034,537,622	19,129,160,177	19,129,160,177
22. Net income (from Line 20)	935,694,042	2,431,690,797	4,958,224,431
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ (165,275,632)	(751,896,965)	81,896,631	(1,288,503,251)
25. Change in net unrealized foreign exchange capital gain (loss)	(17,621,473)		15,981,293
26. Change in net deferred income tax	57,916,785	(10,025,333)	10,375,059
27. Change in nonadmitted assets	(87,741,571)	113,661,156	41,283,904
28. Change in provision for reinsurance	5,159,794	(6,110,236)	65,496,996
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in	2,044,440	27,714,045	30,065,014
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders	(1,900,000,000)	(2,500,000,000)	(4,921,500,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	(28,867,500)		(6,046,000)
38. Change in surplus as regards policyholders (Lines 22 through 37)	(1,785,312,450)	138,827,060	(1,094,622,555)
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	16,249,225,172	19,267,987,237	18,034,537,622
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598)(Line 5 above)			
1401. Transferable tax credits	(1,270,095)		548,551
1402. Allocated share of loss on sale of fixed assets	(1,061,636)		
1403. Retroactive reinsurance gain	(417,833)	(6,327,188)	(9,585,966)
1498. Summary of remaining write-ins for Line 14 from overflow page	(367,810)	(1,143,987)	(2,545,660)
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	(3,117,374)	(7,471,175)	(11,583,075)
3701. Additional minimum pension liability	(28,867,500)		(6,046,000)
3702.			
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(28,867,500)		(6,046,000)

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	12,359,577,433	24,993,612,500
2. Net investment income	774,413,768	2,611,693,637
3. Miscellaneous income	110,129,548	223,977,690
4. Total (Lines 1 to 3)	13,244,120,749	27,829,283,827
5. Benefit and loss related payments	7,182,588,677	13,391,618,624
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	4,720,370,269	9,444,613,036
8. Dividends paid to policyholders		(8,455)
9. Federal and foreign income taxes paid (recovered) net of \$(977,417) tax on capital gains (losses)	289,246,079	1,944,220,141
10. Total (Lines 5 through 9)	12,192,205,025	24,780,443,346
11. Net cash from operations (Line 4 minus Line 10)	1,051,915,724	3,048,840,481
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	7,759,917,139	12,478,759,278
12.2 Stocks	5,019,216,407	8,838,336,169
12.3 Mortgage loans	29,154,223	115,825,375
12.4 Real estate		291,648
12.5 Other invested assets	77,033,917	551,727,491
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	155,302	156,495
12.7 Miscellaneous proceeds		484,631,258
12.8 Total investment proceeds (Lines 12.1 to 12.7)	12,885,476,988	22,469,727,714
13. Cost of investments acquired (long-term only):		
13.1 Bonds	4,786,194,675	12,430,215,718
13.2 Stocks	5,350,390,273	7,384,876,307
13.3 Mortgage loans	(34,975)	262,595,840
13.4 Real estate	11,352,356	19,401,677
13.5 Other invested assets	322,665,544	729,719,023
13.6 Miscellaneous applications	225,896,362	
13.7 Total investments acquired (Lines 13.1 to 13.6)	10,696,464,235	20,826,808,566
14. Net increase (or decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	2,189,012,752	1,642,919,148
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock	2,044,440	30,065,014
16.3 Borrowed funds		(52,791,627)
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders	1,900,000,000	4,921,500,000
16.6 Other cash provided (applied)	(811,941,418)	510,658,311
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(2,709,896,978)	(4,433,568,302)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	531,031,498	258,191,328
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	317,697,598	59,506,270
19.2 End of period (Line 18 plus Line 19.1)	848,729,096	317,697,598

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Proceeds from bonds sold, matured or repaid	53,678,918	263,072,766
20.0002. Proceeds from equities sold	22,062,218	67,716,055
20.0003. Cost of bonds acquired	60,920,952	182,763,505
20.0004. Cost of equities acquired	369,513,590	116,671,844

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

There have been no material changes to the following December 31, 2007 Annual Statement notes: 1, 3-5, 6(A), 7, 8, 9(B, E, F), 10(G-I, K), 11, 12, 13(1-8, 10-12), 14(B-D), 15, 16(2), 17(A, B1, B3-B6), 18, 19, 20(A, B, D-G, I2, I4), 22(A, B, C2, C3, D-G), 23 (A, B, D) and 24-34.

2. Accounting Changes and Corrections of Errors

The Company remeasured its pension and other postretirement benefit plans as of January 1, 2008 to transition to a December 31 measurement date in 2008. As a result, the Company recorded a decrease of \$29 million to beginning surplus in 2008.

6. Joint Ventures, Partnerships and Limited Liability Companies

B. The Company recognized impairment write-downs of \$12 million on three partnership investments during the first six months of 2008. An impairment write-down of \$6 million was recognized on an underperforming partnership that acquires investments in medium and small sized companies. Another impairment write-down of \$2 million was recognized on a partnership that is nearing liquidation and the Company believes it is unlikely it will recover its carrying value. The fair value of both of these partnerships was determined by assessing the market value of the investments that the partnerships were holding. There was also an impairment write-down of \$4 million recognized on a partnership which experienced a large decrease in its intangible assets. The fair value of this partnership was determined by performing an updated discounted cash flow analysis. All three impairment write-downs were identified during the Company's normal ongoing portfolio monitoring process.

The Company did not recognize impairment write-downs during the first six months of 2007.

9. Income Taxes

A. The components of the net deferred tax asset were as follows:

(in millions)	June 30, 2008	December 31, 2007
Total of gross deferred tax assets	\$ 1,849	\$ 1,788
Total of gross deferred tax liabilities	(281)	(444)
Net deferred tax asset	1,568	1,344
Deferred tax asset nonadmitted	418	296
Net admitted deferred tax asset	\$ 1,150	\$ 1,048
(Increase) decrease in nonadmitted asset	\$ (122)	

C. The provision for incurred income taxes for the six months ended June 30 was:

(in millions)	2008	2007
Federal income tax - excluding net capital gains (losses)	\$ 422	\$ 832
Federal income tax on net capital gains (losses)	(1)	210
Federal income taxes incurred	\$ 421	\$ 1,042

The provision for income tax incurred did not include foreign income taxes for the six months ended June 30, 2008 or 2007.

The tax effects of temporary differences that gave rise to significant portions of deferred tax assets and deferred tax liabilities were as follows:

(in millions)	June 30, 2008	December 31, 2007
Deferred tax assets:		
Adjustment for unearned premiums	\$ 636	\$ 644
Nonadmitted assets	541	552
Reserve discounting	328	331
Investments	189	82
Employee benefits	61	58
Additional minimum pension liability	16	16
Uncollectible reinsurance	6	6
Other	72	99
Total deferred tax assets	1,849	1,788
Nonadmitted deferred tax assets	418	296
Admitted deferred tax assets	1,431	1,492
Deferred tax liabilities:		
Unrealized net gains	(199)	(365)
Fixed assets	(53)	(50)
Premium acquisition expense	(10)	(10)
Salvage and subrogation discounting	(10)	(10)
Premium taxes	(7)	(7)
Deposit accounting adjustments	(2)	(2)
Total deferred tax liabilities	(281)	(444)
Net admitted deferred tax asset	\$ 1,150	\$ 1,048

The change in net deferred income tax was comprised of the following (this analysis is exclusive of nonadmitted assets, as the change in nonadmitted assets is reported separately from the change in net deferred income tax in the surplus section of the Quarterly Statement):

(in millions)	June 30, 2008	December 31, 2007	Change
Total deferred tax assets	\$ 1,849	\$ 1,788	\$ 61
Total deferred tax liabilities	(281)	(444)	163
Net deferred tax asset (liability)	\$ 1,568	\$ 1,344	224
Tax effect of unrealized gains (losses)			(166)
Change in net deferred income tax			58
Tax effect of nonadmitted assets			11
Adjustment of prior year tax liabilities			(10)
Change in net deferred income tax relating to the provision			\$ 59

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

(in millions)	June 30, 2007	December 31, 2006	Change
Total deferred tax assets	\$ 1,770	\$ 1,801	\$ (31)
Total deferred tax liabilities	(658)	(632)	(26)
Net deferred tax asset (liability)	<u>\$ 1,112</u>	<u>\$ 1,169</u>	(57)
Tax effect of unrealized gains (losses)			47
Change in net deferred income tax			(10)
Tax effect of nonadmitted assets			22
Adjustment of prior year tax liabilities			-
Change in net deferred income tax relating to the provision			<u>\$ 12</u>

- D. The provision for federal income taxes incurred was different from that which would have been obtained by applying the statutory federal income tax rate to income before taxes. The items causing this difference were as follows at June 30:

(in millions)	2008	Effective Tax Rate
Provision computed at statutory rate	\$ 475	35.0 %
Change in net deferred income taxes	59	4.4
Tax exempt interest deduction	(119)	(8.8)
Other	6	0.4
Total statutory income taxes	<u>\$ 421</u>	<u>31.0 %</u>

(in millions)	2007	Effective Tax Rate
Provision computed at statutory rate	\$ 1,216	35.0 %
Change in net deferred income taxes	12	0.3
Tax exempt interest deduction	(119)	(3.4)
Other	(67)	(1.9)
Total statutory income taxes	<u>\$ 1,042</u>	<u>30.0 %</u>

10. Information Concerning Parent, Subsidiaries and Affiliates

- A.,
B. &
C. The following transactions were entered into by the Company with related parties during the first six months of 2008 and in 2007 that involved more than 1/2 of 1% of the Company's admitted assets. Activity resulting from reinsurance agreements, insurance contracts or cost allocation transactions in accordance with intercompany agreement provisions was excluded.

Transactions with The Allstate Corporation ("Corporation")

The Company paid the following cash dividends to its parent, the Corporation:

(in millions)	2008	2007
<u>Date of payment</u>		
February 1	\$ 400	\$ 400
March 15	-	300
March 17	300	-
April 2	300	300
May 7	-	400
May 14	400	-
June 1	-	500
June 2	500	-
July 2	-	600
August 1	-	500
September 6	-	500
October 3	-	500
November 1	-	500
December 3	-	422
Total	<u>\$ 1,900</u>	<u>\$ 4,922</u>

The Company received excess tax benefits of \$2 million and \$30 million at June 30, 2008 and December 31, 2007, respectively, primarily related to the Corporation's stock options exercised by Company employees. These amounts are presented in the Company's Statement of Income as surplus paid in.

The Company entered into an intercompany loan agreement with the Corporation. The amount available to the Company is at the discretion of the Corporation, however, the maximum amount of loans the Corporation can have outstanding to all eligible subsidiaries at any given point in time is limited to \$1 billion. From time to time, the Company borrows money from the Corporation to meet its short-term cash needs. At June 30, 2008 and December 31, 2007, the Company did not have intercompany loans with the Corporation outstanding. No interest was paid on intercompany debt during the first six months of 2008. Total interest paid on intercompany debt during 2007 was \$52 thousand.

Transactions with Allstate Life Insurance Company ("ALIC")

In June 2008, the Company made a capital contribution of \$350 million to its subsidiary, ALIC. The contribution consisted of securities with a fair value of \$343 million which was paid on June 27 and cash of \$7 million which was paid on June 30. Also, on June 30, 2008, the Company approved an additional capital contribution of up to \$400 million to ALIC, payable in cash and/or securities on or before September 1, 2008.

The Company received the following cash dividends on common stock from ALIC:

(in millions)	2007
<u>Date of payment</u>	
September 24	\$ 85
December 17	251
December 21	389
Total	<u>\$ 725</u>

The \$389 million of dividends paid on December 21, 2007 were extraordinary dividends.

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D. The Company reported the following as receivable from affiliates:

(in millions)	June 30, 2008	December 31, 2007
ALIC	\$ 85	\$ 129
Lincoln Benefit Life Company	36	59
American Heritage Life Insurance Company	10	10
Allstate Financial Services, LLC ("AFS")	8	13
Allstate Investments, LLC	7	12
Allstate Texas Lloyd's	6	2
Allstate Motor Club, Inc.	4	5
Allstate Floridian Insurance Company	4	-
E.R.J. Insurance Group, Inc.	4	3
First Colonial Insurance Company	3	2
Allstate Indemnity Company	3	-
Allstate Life Insurance Company of New York ("ALNY")	2	2
Northbrook Services, Inc.	1	2
Allstate Insurance Company of Canada	1	1
Allstate Distributors, LLC	1	1
Encompass Indemnity Company	1	-
Allstate Fire and Casualty Insurance Company	1	-
Kennett Capital, Inc.	1	-
Allstate Bank	1	-
Encompass Insurance Company	-	1
Total	<u>\$ 179</u>	<u>\$ 242</u>

The Company also reported the following as payable to affiliates:

(in millions)	June 30, 2008	December 31, 2007
Corporation	\$ 66	\$ 178
Allstate New Jersey Insurance Company	19	14
Allstate Property and Casualty Insurance Company	1	3
Allstate Investment Management Limited	1	-
Allstate Indemnity Company	-	3
Allstate Floridian Insurance Company	-	18
Encompass Insurance Company of America	-	1
Total	<u>\$ 87</u>	<u>\$ 217</u>

Intercompany receivable and payable balances are evaluated on an individual company basis. Net intercompany balances less than \$1 million and those equal to or greater than \$1 million are generally settled quarterly and monthly, respectively, with two exceptions. Net intercompany balances with AFS are settled monthly regardless of dollar amount. In addition, net intercompany balances with the Corporation related to stock options and profit sharing the Corporation grants to the Company's employees are settled annually.

E. The Company purchased structured settlement annuities, a type of immediate annuity, at prices determined based on interest rates in effect at the time of purchase, to fund structured settlements from ALIC and its subsidiary, ALNY. Prior to July 1, 2001, these annuities were issued to Allstate Settlement Corporation ("ASC"), a subsidiary of ALIC. Most of the structured settlements issued to ASC were under a "qualified assignment", meaning these entities assumed the Company's obligation to make future payments.

The Company issued surety bonds to guarantee the payment of structured settlement benefits assumed by ASC (from both the Company and non-related parties) and funded by certain annuity contracts issued by ALIC and ALNY. ASC entered into a General Indemnity Agreement pursuant to which it indemnified the Company for any liabilities associated with the surety bonds and provided certain collateral security rights with respect to the annuities and certain other rights in the event of default covered by the surety bonds. Reserves recorded by ALIC and ALNY for annuities that are guaranteed by the surety bonds were \$4.98 billion at both June 30, 2008 and December 31, 2007.

The Company and ALIC entered into a Capital Support Agreement effective December 14, 2007. Under the terms of this agreement, the Company agrees to provide capital and surplus to ALIC in order for ALIC to maintain a company action level risk-based capital ("RBC") ratio of at least 150%. The Company's obligation to provide capital and surplus to ALIC is limited to an aggregate amount of \$1 billion. In exchange for providing this capital and surplus, on March 1 of each year, ALIC will pay the Company an annual commitment fee of 1% of the amount of the Capital and Surplus Maximum, as defined in the agreement, that remains available on January 1 of such year. ALIC or the Company have the right to terminate this agreement when: 1) ALIC qualifies for a financial strength rating from Standard and Poor's, Moody's or A.M. Best, without giving weight to the existence of this agreement, that is the same or better than its rating with such support; or 2) ALIC's company action level RBC ratio is at least 300% or 3) the Company no longer directly or indirectly owns at least 50% of the voting stock of ALIC. At June 30, 2008 and December 31, 2007, no capital or surplus had been provided by the Company under this agreement.

F. Effective May 8, 2008, the Company, ALIC and the Corporation became parties to a one-year Amended and Restated Intercompany Liquidity Agreement ("Liquidity Agreement") which amends and restates the Intercompany Liquidity Agreement between the Company and ALIC, dated January 1, 2008. The purpose of the agreement is to allow for short-term advances of funds to be made between parties for liquidity and other general corporate purposes. It shall be automatically renewed for subsequent one-year terms unless terminated by the parties. The Liquidity Agreement does not establish a commitment to advance funds on the part of either party. While the Company and ALIC each serve as a lender and borrower, the Corporation's role is only as a lender. The maximum amount of advances each party may make or receive is limited to \$1 billion. Netting or offsetting of advances made and received is not permitted. Advances between the parties are required to have specified due dates less than or equal to 364 days from the date of the advance and be payable upon demand by written request from the lender at least ten business days prior to the demand date. The borrower may make prepayments of the outstanding principal balance of an advance without penalty. Advances will bear interest equal to or greater than the rate applicable to 30-day commercial paper issued by the Corporation on the date the advance is made with an adjustment on the first day of each month thereafter. Additional direct and indirect subsidiaries of the Corporation may be added to the Liquidity Agreement from time to time and are subject to obtaining all required corporate authorizations and regulatory approvals.

For information on the Company's other material management, service, and cost-sharing agreements, please refer to the 2007 Annual Statement notes.

J. The Company recognized impairment write-downs of \$12 million on partnership investments during the first six months of 2008. All these write-downs were on investments that were also considered subsidiary, controlled or affiliated entities. The details of the write-downs are described in Note 6. The Company did not recognize impairment write-downs during the first six months of 2007.

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

9. Cumulative unrealized gains and losses, net of tax, increased unassigned funds by \$1.39 billion and \$2.16 billion at June 30, 2008 and December 31, 2007, respectively.

NOTES TO FINANCIAL STATEMENTS

14. Contingencies

A. Contingent Commitments

The Company has made the following contingent commitments in addition to the related party commitments described in Note 10, Part E.

Commitments to acquire financial interests or make capital contributions

The Company made commitments to invest in limited partnerships interests of \$891 million and \$999 million at June 30, 2008 and December 31, 2007, respectively. These commitments are generally for acquiring financial interests and making additional capital contributions.

California Earthquake Authority ("CEA")

Exposure to certain potential losses from earthquakes in California is limited by the Company's participation in the CEA, which provides insurance for California earthquake losses. The CEA is a privately-financed, publicly-managed state agency created to provide insurance coverage for earthquake damage. Insurers selling homeowners insurance in California are required to offer earthquake insurance to their customers either through their company or by participation in the CEA. The Company's homeowners policies continue to include coverages for losses caused by explosions, theft, glass breakage and fires following an earthquake, which are not underwritten by the CEA.

Should losses arising from an earthquake cause a deficit in the CEA, additional funding would be obtained through reinsurance proceeds and assessments on participating insurance companies. Participating insurers are required to pay an assessment, currently estimated not to exceed \$2.20 billion, if the capital of the CEA falls below \$350 million. Participating insurers are required to pay a second assessment, currently estimated not to exceed \$1.47 billion, if aggregate CEA earthquake losses exceed \$8.62 billion and the capital of the CEA falls below \$350 million.

In 2007, the authority of the CEA to assess participating insurers was extended for ten years from December 1, 2008, the date the previous authority was due to expire. Beginning December 1, 2008, participating insurers would be required to pay an assessment currently estimated not to exceed \$1.47 billion if the capital of the CEA falls below \$350 million. Participating insurers are required to pay a second assessment, currently estimated not to exceed \$1.30 billion, if aggregate CEA earthquake losses exceed \$8.62 billion and the capital of the CEA falls below \$350 million.

At September 30, 2007, the CEA's capital balance was approximately \$2.81 billion. If the CEA assesses its member insurers for any amount, the amount of future assessments on members is reduced by the amounts previously assessed. To date, the only assessment made by the CEA has been its initial assessment paid by participating insurers beginning in 1996.

All future assessments on participating CEA insurers are based on their CEA insurance market share as of December 31 of the preceding year. As of December 31, 2006, the Company's share of the CEA was 21.6%. The Company does not expect its CEA market share to materially change. At this level, the Company's maximum possible CEA assessment would be \$791 million during the period of January 1, 2008 to November 30, 2008, and \$597 million beginning December 1, 2008. Accordingly, assessments from the CEA for a particular quarter or annual period may be material to income and cash flows, but not the financial position of the Company. Management believes the Company's exposure to earthquake losses in California has been significantly reduced as a result of its participation in the CEA.

Shared markets

As a condition of maintaining its licenses to write personal property and casualty insurance in various states, the Company is required to participate in assigned risk plans, reinsurance facilities and joint underwriting associations that provide various types of insurance coverage to individuals or entities that otherwise are unable to purchase such coverage from private insurers. Underwriting results related to these arrangements, which tend to be adverse, were immaterial to the Statement of Income.

Guarantees

The Company provides residual value guarantees on Company leased automobiles. If all outstanding leases were terminated effective June 30, 2008, the Company's maximum obligation pursuant to these guarantees, assuming the automobiles have no residual value, would be \$19 million at June 30, 2008. If all outstanding leases were terminated effective December 31, 2007, the Company's maximum obligation pursuant to these guarantees, assuming the automobiles have no residual value, would be \$17 million at December 31, 2007. The remaining term of each residual value guarantee is equal to the term of the underlying lease, which ranges from less than one year to three years. Historically, the Company has not made any material payments pursuant to these guarantees.

The Company owns certain bonds that obligate the Company to exchange credit risk or to forfeit principal due, depending on the nature or occurrence of specified credit events for the referenced entities. In the event all such specified credit events were to occur, the Company's maximum amount at risk on these bonds, as measured by the amount of the aggregate initial investment was \$10 million at both June 30, 2008 and December 31, 2007. The obligations associated with these bonds expire at various dates during the next six years.

PMI Runoff Support Agreement

The Company has certain limited rights and obligations under a capital support agreement ("Runoff Support Agreement") with PMI Mortgage Insurance Company ("PMI"), the primary operating subsidiary of The PMI Group, related to the Company's disposition of PMI in prior years. Under the Runoff Support Agreement, the Company would be required to pay claims on PMI policies written prior to October 28, 1994, if PMI fails certain financial covenants and fails to pay such claims. The agreement only covers these policies and not any policies issued on or after that date. In the event any amounts are so paid, the Company would receive a commensurate amount of preferred stock or subordinated debt of PMI Group or PMI. The Runoff Support Agreement also restricts PMI's ability to write new business and pay dividends under certain circumstances. Management does not believe this agreement will have a material adverse effect on the net income, liquidity or financial position of the Company.

E. All Other Contingencies

Regulation

The Company is subject to changing social, economic and regulatory conditions. From time to time, regulatory authorities or legislative bodies seek to influence and restrict premium rates, require premium refunds to policyholders, restrict the ability of insurers to cancel or non-renew policies, require insurers to continue to write new policies or limit their ability to write new policies, limit insurers' ability to change coverage terms or to impose underwriting standards, impose additional regulations regarding agent and broker compensation and otherwise expand overall regulation of insurance products and the insurance industry. The ultimate changes and eventual effects of these initiatives on the Company's business, if any, are uncertain.

The Florida Office of Insurance Regulation ("FL OIR") filed an Immediate Final Order ("IFO") with respect to ten affiliated Allstate companies on January 17, 2008, suspending their certificates of authority in Florida and ordering them to discontinue transacting any new insurance business in Florida until all requested documents were produced in accordance with previously issued FL OIR subpoenas. The subpoenas were issued in connection with the investigation of residential property insurance rate practices but sought a wide range of information. The IFO allowed the companies to continue all of their existing insurance business and renewals of that insurance; only the writing of new insurance policies was prohibited. On January 18, 2008, the companies filed an emergency motion for immediate relief with the First District Court of Appeal of the state of Florida. The Court granted the motion and stayed the order and subsequently upheld the stay pending a final disposition on the merits. On May 16, 2008, the FL OIR stayed enforcement of its IFO, relying on the companies' submission of an affidavit

NOTES TO FINANCIAL STATEMENTS

certifying that the companies had complied with Florida law by providing all documents requested by the FL OIR. That same day, the companies resumed writing new property and casualty business. In June 2008, the Florida Supreme Court denied the companies' request to review the First District Court of Appeal's ruling that the FL OIR had the authority to issue the IFO. The companies are abiding by the Court's decision. Additionally, in February 2008, the FL OIR filed an administrative complaint against the companies regarding the response to the subpoenas and their rate filing certification process. The filing of this complaint provided the companies with an opportunity for an evidentiary hearing, which was required by Florida law after the FL OIR issued the IFO. There were also hearings in February 2008 regarding residential property insurance rate practices before the Florida Senate Select Committee on Property Insurance Accountability. Subsequently, the Committee submitted a request to the companies to produce certain documents. The companies have provided responsive documents to both the FL OIR and the Committee.

Legal and regulatory proceedings and inquiries

Background

The Company and certain subsidiaries are involved in a number of lawsuits, regulatory inquiries, and other legal proceedings arising out of various aspects of its business. As background to the "Proceedings" subsection below, please note the following:

- These matters raise difficult and complicated factual and legal issues and are subject to many uncertainties and complexities, including the underlying facts of each matter; novel legal issues; variations between jurisdictions in which matters are being litigated, heard or investigated; differences in applicable laws and judicial interpretations; the length of time before many of these matters might be resolved by settlement, through litigation or otherwise; the fact that some of the lawsuits are putative class actions in which a class has not been certified and in which the purported class may not be clearly defined; the fact that some of the lawsuits involve multi-state class actions in which the applicable law(s) for the claims at issue is in dispute and therefore unclear; and the current challenging legal environment faced by large corporations and insurance companies.
- The outcome on these matters may also be affected by decisions, verdicts, and settlements, and the timing of such decisions, verdicts, and settlements, in other individual and class action lawsuits that involve the Company, other insurers, or other entities and by other legal, governmental, and regulatory actions that involve the Company, other insurers, or other entities.
- In the lawsuits, plaintiffs seek a variety of remedies including equitable relief in the form of injunctive and other remedies and monetary relief in the form of contractual and extra contractual damages. In some cases, the monetary damages sought include punitive or treble damages. Often specific information about the relief sought, such as the amount of damages, is not available because plaintiffs have not requested specific relief in their pleadings. When specific monetary demands are made, they are often set just below a state court jurisdictional limit in order to seek the maximum amount available in state court, regardless of the specifics of the case, while still avoiding the risk of removal to federal court. In the Company's experience, monetary demands in pleadings bear little relation to the ultimate loss, if any, to the Company.
- In connection with regulatory examinations and proceedings, government authorities may seek various forms of relief, including penalties, restitution and changes in business practices. The Company may not be advised of the nature and extent of relief sought until the final stages of the examination or proceeding.
- For the reasons specified above, it is often not possible to make meaningful estimates of the amount or range of loss that could result from the matters described below in the "Proceedings" subsection. The Company reviews these matters on an ongoing basis and follows the provisions of SSAP No. 5, *Liabilities, Contingencies and Impairments of Assets* ("SSAP No. 5"), when making accrual and disclosure decisions. When assessing reasonably possible and probable outcomes, the Company bases its decisions on its assessment of the ultimate outcome following all appeals.
- Due to the complexity and scope of the matters disclosed in the "Proceedings" subsection below and the many uncertainties that exist, the ultimate outcome of these matters cannot be reasonably predicted. In the event of an unfavorable outcome in one or more of these matters, the ultimate liability may be in excess of amounts currently reserved and may be material to the Company's net income or cash flows for a particular quarterly or annual period. However, based on information currently known to it, management believes that the ultimate outcome of all matters described below as they are resolved over time is not likely to have a material adverse effect on the financial position of the Company.

Proceedings

There are a number of state and nationwide class action lawsuits pending in various state courts challenging the legal propriety of the Company's medical bill review processes on a number of grounds, including the manner in which the Company determines reasonableness and necessity. These lawsuits, which to a large degree mirror similar lawsuits filed against other carriers in the industry, allege these processes are used by the Company systematically to undervalue claims. Plaintiffs seek monetary damages in the form of contractual and extra contractual damages. The Company denies these allegations. One nationwide class action has been certified. The Company continues to vigorously defend these cases.

There is a nationwide putative class action pending against the Company that challenges the Company's use of a vendor's automated database in valuing total loss automobiles. To a large degree, this lawsuit mirrors similar lawsuits filed against other carriers in the industry. Plaintiffs allege the Company systematically underpays first party total loss vehicle claims. The plaintiffs are seeking actual and punitive damages. The lawsuit is in the early stages of discovery and the Company is vigorously defending it.

The Company is defending a number of matters filed in the aftermath of Hurricanes Katrina and Rita, including individual lawsuits, and several statewide putative class action lawsuits pending in Mississippi and Louisiana. These matters are in various stages of development. The lawsuits and developments in litigation arising from the hurricanes include the following:

- The Mississippi Attorney General filed a suit asserting that the flood exclusion found in the Company's and other insurance companies' policies is either ambiguous, unenforceable as unconscionable or contrary to public policy, or inapplicable to the damage suffered in the wake of Hurricane Katrina. The Company's motion for judgment on the pleadings is pending.
- In a putative class action in Mississippi, some members of the Mississippi Windstorm Underwriters Association ("MWUA") have filed suit again the MWUA board members and the companies they represent, including a subsidiary of the Company, alleging that the Board purchased insufficient reinsurance to protect the MWUA members. Plaintiffs' motion for class certification has been denied. Discovery as to the individual plaintiffs' claims is ongoing.
- In a putative class action in Louisiana, the federal trial court ruled that the Company's and other insurers' flood, water and negligent construction exclusions do not preclude coverage for damage caused by flooding in the New Orleans area to the extent it was caused by human negligence in the design, construction and/or maintenance of the levees. The Company and other insurers pursued an interlocutory appeal and in June 2007, the United States Court of Appeals for the Fifth Circuit reversed the trial court's ruling. The matter has been remanded to the trial court for further proceedings, which have been consolidated along with other putative class and individual actions brought against the Company and other insurers, challenging the adjustment and settlement of Hurricane Katrina claims. In a case in Louisiana state court involving a similar challenge to the flood exclusion of another carrier, the Louisiana Supreme Court issued its ruling in April 2008 that the flood exclusion is clear and unambiguous, and therefore, valid and enforceable regardless of whether the source of flooding was natural or man-made. The Louisiana Supreme Court has denied plaintiffs' motion for reconsideration of its ruling. In light of the Louisiana Supreme Court's ruling, the federal trial court has issued an order that all claims for insurance coverage for flood damage, where the policy has a flood exclusion, are dismissed. The plaintiffs' bar has moved for reconsideration of the federal trial court's dismissal.

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- The Company has also been sued in a putative class action in the United States District Court for the Western District of Louisiana. The plaintiffs allege that they were entitled to, but did not receive, payment for general contractor overhead and profit or that the overhead and profit they received was not adequate to compensate them for the entire costs of a general contractor. The Company's motion to strike the class allegations was denied and the parties are proceeding with discovery. Plaintiffs' motion for class certification is pending.
- The Louisiana Attorney General filed a class action lawsuit in state court against the Company and other insurers on behalf of Road Home fund recipients alleging that the insurers have failed to pay all damages owed under their policies. The insurers removed the matter to federal court. The district court denied plaintiffs' motion to remand the matter to state court and the U.S. Court of Appeals for the Fifth Circuit has upheld the denial of remand motion. The matter will now proceed in federal court.
- The Louisiana Attorney General also has filed a lawsuit in the state court against the Company, other insurers, a consulting company and two computer database companies. The lawsuit is brought under the Louisiana Monopolies Act and generally alleges the defendants conspired to suppress competition and thwart policyholder recoveries. The defendants removed the matter to federal court. Plaintiffs' motion to remand to state court was defeated at both the trial court and Court of Appeals levels. The matter will now proceed in federal court.
- Private plaintiffs have filed *qui tam* actions under the Federal False Claims Act against the Company and certain other insurers in Louisiana and Mississippi federal courts regarding claims that they administered under the federally funded National Flood Insurance Program ("NFIP"). The basic allegations are that insurers and engineering firms falsely or fraudulently identified the cause of Hurricane Katrina related property damage as "flood" so that those claims would be paid through the NFIP. The action brought in federal court in Louisiana has been dismissed. Plaintiffs are appealing that dismissal. In the Mississippi action, plaintiffs have, with the government's consent, filed a motion to voluntarily dismiss the Company.

The various suits described above seek a variety of remedies, including actual and/or punitive damages in unspecified amounts and/or declaratory relief. The Company has been vigorously defending these suits and other matters related to Hurricanes Katrina and Rita.

In addition, the Company has been providing documents to federal and state authorities conducting investigations into the insurance industry's handling of claims in the aftermath of Hurricanes Katrina and Rita, including a federal grand jury sitting in the Southern District of Mississippi. With the agreement of the respective authorities, the Company currently has suspended the production of documents. Other insurers have received similar subpoenas and requests for information.

The Company is defending various lawsuits involving worker classification issues. These lawsuits include several certified class actions challenging the overtime exemption claimed by the Company under the Fair Labor Standards Act or a state wage and hour law. In these cases, plaintiffs seek monetary relief, such as penalties and liquidated damages, and non-monetary relief, such as injunctive relief. These class actions mirror similar lawsuits filed against other carriers in the industry and other employers. The Company is continuing to vigorously defend its worker classification lawsuits.

The Company is defending certain matters relating to the Company's agency program reorganization announced in 1999. These matters are in various stages of development.

- These matters include a lawsuit filed in 2001 by the U.S. Equal Employment Opportunity Commission ("EEOC") alleging retaliation under federal civil rights laws (the "EEOC I" suit) and a class action filed in 2001 by former employee agents alleging retaliation and age discrimination under the Age Discrimination in Employment Act ("ADEA"), breach of contract and ERISA violations (the "Romero I" suit). In 2004, in the consolidated EEOC I and Romero I litigation, the trial court issued a memorandum and order that, among other things, certified classes of agents, including a mandatory class of agents who had signed a release, for purposes of effecting the court's declaratory judgment that the release is voidable at the option of the release signer. The court also ordered that an agent who voids the release must return to the Company "any and all benefits received by the [agent] in exchange for signing the release." The court also stated that, "on the undisputed facts of record, there is no basis for claims of age discrimination." The EEOC and plaintiffs asked the court to clarify and/or reconsider its memorandum and order and in January 2007, the judge denied their request. In June 2007, the court granted the Company's motions for summary judgment. Following plaintiffs' filing of a notice of appeal, the Third Circuit issued an order in December 2007 stating that the notice of appeal was not taken from a final order within the meaning of the federal law and thus not appealable at this time. In March 2008, the Third Circuit decided that the appeal should not summarily be dismissed and that the question of whether the matter is appealable at this time will be addressed by the Court along with the merits of the appeal.
- The EEOC also filed another lawsuit in 2004 alleging age discrimination with respect to a policy limiting the rehire of agents affected by the agency program reorganization (the "EEOC II" suit). In EEOC II, in 2006, the court granted partial summary judgment to the EEOC. Although the court did not determine that the Company was liable for age discrimination under the ADEA, it determined that the rehire policy resulted in a disparate impact, reserving for trial the determination on whether the Company had reasonable factors other than age to support the rehire policy. In June 2008, the Eighth Circuit Court of Appeals affirmed summary judgment in the EEOC's favor. The Company filed a petition for rehearing *en banc*.
- The Company is also defending a certified class action filed by former employee agents who terminated their employment prior to the agency program reorganization. Plaintiffs allege that they were constructively discharged so that the Company could avoid paying Employee Retirement Income Security Act ("ERISA") and other benefits offered under the reorganization. They claim that the constructive discharge resulted from the implementation of agency standards, including mandatory office hours and a requirement to have licensed staff available during business hours. The court approved the form of class notice which was sent to approximately 1,800 potential class members in November 2007. Fifteen individuals opted out. The Company's motions for judgment on the pleadings were partially granted. In May 2008, the Court granted summary judgment in the Company's favor on all class claims. Plaintiff's moved for reconsideration and in the alternative to decertify the class. The Company opposed this motion and filed a motion for summary judgment with respect to the remaining non-class claim.
- A putative nationwide class action has also been filed by former employee agents alleging various violations of ERISA, including a worker classification issue. These plaintiffs are challenging certain amendments to the Agents Pension Plan and are seeking to have exclusive agent independent contractors treated as employees for benefit purposes. This matter was dismissed with prejudice by the trial court, was the subject of further proceedings on appeal, and was reversed and remanded to the trial court in 2005. In June 2007, the court granted the Company's motion to dismiss the case. Following plaintiffs' filing of a notice of appeal, the Third Circuit issued an order in December 2007 stating that the notice of appeal was not taken from a final order within the meaning of the federal law and thus not appealable at this time. In March 2008, the Third Circuit decided that the appeal should not summarily be dismissed and that the question of whether the matter is appealable at this time will be addressed by the Court along with the merits of the appeal.

In all of these various matters, plaintiffs seek compensatory and punitive damages, and equitable relief. The Company has been vigorously defending these lawsuits and other matters related to its agency program reorganization.

The Company is defending a certified 13-state class action challenging the method by which the Company discloses installment fees. The plaintiffs contend that installment fees must be disclosed on the insurance policy itself, which would include the declarations page, because the fees allegedly meet the legal definition of "premium". Plaintiffs seek repayment of installment fees since October 1996. The New Mexico trial court had initially certified the 13-state class in 2005. In 2007, the class, except for New Mexico, was set aside on appeal. In June 2008, the New Mexico Supreme Court reinstated the 13-state class of the Company's policyholders who paid installment fees from October 1996 to present. The Court has denied the Company's motion for reconsideration.

The Company had been vigorously defending its auto and homeowners insurance rates in administrative actions filed by the Texas and California Departments of Insurance. The Departments had been focusing on the reasonableness of the Company's rates for the risks to which they apply.

NOTES TO FINANCIAL STATEMENTS

- In 2004, the Company made a homeowners rate filing in Texas requesting to reduce its rates by approximately 1.5%. In December 2004, the Texas Commissioner of Insurance ("Texas Commissioner") disapproved that filing and began proceedings to disapprove the Company's then current rates. Following an administrative hearing process, in 2006, the Texas Commissioner ordered the Company to reduce its then current rates by 5.0% and to pay refunds on the difference plus interest back to December 30, 2004, for which the Company has been accruing. The Company implemented a 5.0% rate decrease occurring in two stages, but challenged this 2006 refund order in the Travis County, Texas district court. In March 2007, the district court affirmed in whole the Texas Commissioner's rate refund order. In April 2007, the Company appealed the judgment of the district court to the Third Court of Appeals, Austin, Texas. In May 2008, the Company resolved the dispute with the Texas Commissioner. The Company has agreed to dismiss its appeal and the Texas Commissioner has agreed to amend his order. Instead, the Company will be required to pay refunds in the total amount of principal and interest of \$37 million for the period of December 1, 2004 through April 23, 2006.
- The Company filed and implemented an 8.0% homeowners rate increase in August 2007 and immediately received an order from the Texas Commissioner disapproving the rate change. In addition, in October 2007, the Texas Commissioner ordered the Company to pay refunds of its homeowners rates amounting to approximately 6.5% for the period between August 20, 2007 and October 5, 2007, and refunds of approximately 18.5% for the period following October 5, 2007, plus interest. In May 2008, the Company resolved this dispute with the Texas Commissioner. The Texas Commissioner has agreed to vacate his refund order and vacate his disapproval of the Company's August 2007 rate increase. The Company has agreed to provide credits or refunds of 3.0% to certain policyholders for the period between August 20, 2007 and June 1, 2008, and to also reduce its current rate level by an average of 3.0%, effective June 1, 2008.
- In 2006, the Company made an automobile rate filing in California. Following a rate hearing, the California Department of Insurance ("CA DOI") issued an order in March 2008 directing the Company to reduce its rates by 15.9%. The Company implemented the rate reduction effective April 28, 2008. The Company has withdrawn its appeal of the order.
- In 2006, the Company made a homeowners rate filing in California. Following a rate hearing, the CA DOI issued an order in July 2008 directing the Company to reduce its rates by 28.5%. The Company is complying with this order. Additionally, in May 2007, the CA DOI issued an order to show cause and commenced an administrative hearing seeking an order directing the Company to issue refunds to its California homeowners customers for rates dating to May 2007 based upon the allegation that the Company's current rates are excessive. The CA DOI has made the decision to withdraw the order to show cause.

Other matters

Various other legal, governmental and regulatory actions, including state market conduct exams, and other governmental and regulatory inquiries are currently pending that involve the Company and specific aspects of its conduct of business. Like other members of the insurance industry, the Company is the target of a number of class action lawsuits and other types of proceedings, some of which involve claims for substantial or indeterminate amounts. These actions are based on a variety of issues and target a range of the Company's practices. The outcome of these disputes is currently unpredictable.

One or more of these matters could have an adverse effect on the Company's net income or cash flows for a particular quarterly or annual period. However, based on information currently known to it, management believes that the ultimate outcome of all matters described in this "Other matters" subsection, in excess of amounts currently reserved, as they are resolved over time is not likely to have a material effect on the net income, cash flows or financial position of the Company.

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Derivative financial instruments

1. The following tables summarize the notional amount, statement value and fair value of the Company's derivative financial instruments:

(in millions)	June 30, 2008		
	Notional Amount	Statement Value	Fair Value
Interest rate contracts			
Interest rate swap agreements	\$ 21,500	\$ 15	\$ 15
Financial futures contracts	1,280	-	-
Total interest rate contracts	22,780	15	15
Equity and index contracts			
Options, commodities and financial futures	620	-	-
Foreign currency contracts			
Foreign currency forward and option contracts	205	-	-
Other derivative financial instruments			
Replication credit default swap agreement	588	(3)	(28)
Credit default swap agreements – buying protection	498	12	12
Total other derivative financial instruments	1,086	9	(16)
Total derivative financial instruments	\$ 24,691	\$ 24	\$ (1)

(in millions)	December 31, 2007		
	Notional Amount	Statement Value	Fair Value
Interest rate contracts			
Interest rate swap agreements	\$ 21,500	\$ 23	\$ 23
Financial futures contracts	1,587	-	(10)
Total interest rate contracts	23,087	23	13
Equity and index contracts			
Options, commodities and financial futures	173	-	-
Foreign currency contracts			
Foreign currency forward and option contracts	59	-	-
Other derivative financial instruments			
Replication credit default swap agreement	548	(3)	(16)
Credit default swap agreements – buying protection	225	2	2
Total other derivative financial instruments	773	(1)	(14)
Total derivative financial instruments	\$ 24,092	\$ 22	\$ (1)

The notional amounts specified in the contracts are used to calculate the exchange of contractual payments under the agreements and are generally not representative of the potential for gain or loss on these agreements. However, the notional amounts specified in credit default swap agreements represent the maximum amount of potential loss, assuming no recoveries. Statement values are generally equal to consideration paid or received except when non-hedge accounting is used, in which case statement value is equal to current fair value. Fair value is the estimated amount that the Company would receive or pay to terminate the derivative contracts at the reporting date. The fair value for exchange traded derivative contracts is based on observable market quotations in active markets, whereas the fair value for non-exchange traded derivative contracts is determined using widely accepted valuation models and other appropriate valuation methods.

NOTES TO FINANCIAL STATEMENTS

3. The following table summarizes the credit exposure on the Company's over-the-counter contracts:

(in millions)	June 30, 2008	December 31, 2007
Interest rate swap agreements	\$ 15	\$ 22
Credit default swap agreements – buying protection	12	2
Replication credit default swap agreements	(3)	(2)
Foreign currency contracts	-	-
Total derivative financial instruments	\$ 24	\$ 22

Credit exposure represents the Company's potential loss if all counterparties concurrently fail to perform under the terms of the contracts and all collateral, if any, becomes worthless. This exposure is measured by the fair value of contracts with a positive fair value at the reporting date reduced by the effect, if any, of master netting agreements. The Company has not incurred any losses on derivative financial instruments due to counterparty nonperformance.

4. In general, the collateral pledged by the Company is in the custody of a counterparty or an exchange. However, the Company has access to this collateral at any time, subject to replacement. For exchange traded derivatives, the exchange requires margin deposits as well as daily cash settlements of margin accounts. At June 30, 2008, the Company did not have securities pledged for margin deposits. At December 31, 2007, the Company pledged \$36 million of securities in the form of margin deposits. Usually, the Company pledges U.S. Treasury bonds to satisfy this collateral requirement. The Company uses master netting agreements for over-the-counter derivative transactions. These agreements permit either party to net payments due for transactions covered by the agreements. Under the provisions of the agreements, collateral is either pledged or obtained when certain predetermined exposure limits are exceeded. At June 30, 2008, counterparties did not have cash or securities pledged to the Company and the Company had \$87 million of securities pledged to counterparties. As of December 31, 2007, counterparties pledged \$40 thousand in cash to the Company, however, the Company did not pledge any collateral to counterparties.

Other than derivative financial instruments

1. The contractual amounts of off-balance sheet financial instruments, other than derivatives, were as follows:

(in millions)	June 30, 2008	December 31, 2007
Commitments to invest in limited partnership interests	\$ 891	\$ 999
Credit guarantees	10	10
Commitments to invest – other	-	1

3. For information on the credit exposure of off-balance sheet financial instruments other than derivative financial instruments, please refer to the 2007 Annual Statement notes.
4. The Company does not require collateral or other security to support off-balance sheet financial instruments with credit risk.
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- B.
2. The Company entered into securities lending agreements using U.S. Treasury and corporate bonds and domestic and foreign equities in 2008 and 2007. Securities lent were either specifically identified by the lending bank or segregated into a separate custody account. The fair values of securities loaned were \$842 million and \$1.59 billion at June 30, 2008 and December 31, 2007, respectively. The Company receives collateral for securities loaned in an amount generally equal to 102% and 105% of the fair value of securities and records the related obligations to return the collateral in aggregate write-ins for liabilities. All collateral is received in the form of cash, unrestricted and maintained in a separate custody account. None of the collateral was sold or repledged.

Generally, collateral is invested in short-term investments or bonds during the agreement period. The Company monitors the fair value of securities loaned on a daily basis and obtains additional collateral as necessary to mitigate counterparty credit risk. The Company maintains the right and ability to redeem the securities loaned on short notice. Substantially all of the Company's securities loaned were placed with large brokerage firms. Securities lending transactions are generally short-term in nature, usually 30 days or less.

- C. In the course of managing the Company's investment portfolio, securities are sold and reacquired within 30 days of the sale date. Such transactions are referred to as wash sales. The details, by NAIC designation 3 or below, of securities sold and reacquired within 30 days of the sale date were:

(\$ in millions)	June 30, 2008			
	Number of Transactions	Book Value of Securities Sold	Cost of Securities Repurchased	Gain (Loss)
Bonds				
NAIC 3	1	\$ 1	\$ 1	\$ -
NAIC 4	2	2	2	-
NAIC 5	1	1	1	-
Preferred stocks				
NAIC P/RP3	-	-	-	-
NAIC P/RP4	-	-	-	-
(\$ in millions)	December 31, 2007			
	Number of Transactions	Book Value of Securities Sold	Cost of Securities Repurchased	Gain (Loss)
Bonds				
NAIC 3	4	\$ 8	\$ 7	\$ -
NAIC 4	8	7	8	1
NAIC 5	-	-	-	-
Preferred stocks				
NAIC P/RP3	-	-	-	-
NAIC P/RP4	3	2	2	-

20. Other Items

- C. Other Disclosures

The Company, along with ALIC and the Corporation, has access to a \$1 billion unsecured revolving credit facility that has an initial term of 5 years expiring in 2012 with two optional one-year extensions that can be exercised at the end of any of the remaining four years of the facility upon approval of existing or replacement lenders providing more than two thirds of the commitments to lend. This facility contains an increase provision that would allow up to an additional \$500 million of borrowing provided the increased portion could be fully syndicated at a later date among existing and new lenders. There were no borrowings under the line of credit during the first six months of 2008 or in 2007.

NOTES TO FINANCIAL STATEMENTS

H. Hybrid Securities

The Company had investments in hybrid securities of \$72 million and \$134 million at June 30, 2008 and December 31, 2007, respectively.

I. Subprime Mortgage Related Risk Exposure

- The Company identified that it had exposure to subprime residential mortgage related risk in the form of asset-backed residential mortgage-backed securities ("ABS RMBS"), as well as a limited partnership investment. The ABS RMBS portfolio includes securities that are collateralized by mortgage loans issued to borrowers that cannot qualify for prime or alternative financing terms due in part to an impaired or limited credit history. It also includes securities that are collateralized by certain second lien mortgages regardless of the borrower's credit profile. At June 30, 2008, the ABS RMBS portfolio had net unrealized losses of \$227 million, of which \$228 million were gross unrealized losses and \$1 million were gross unrealized gains. At December 31, 2007, the ABS RMBS portfolio had net unrealized losses of \$128 million, which were fully comprised of gross unrealized losses.

In addition, the Company owns Alt-A residential mortgage-backed securities ("Alt-A") which it does not consider to be a component of its exposure to subprime mortgage related risk. The Alt-A portfolio consists of mortgage-backed securities at fixed or variable rates and includes certain securities that are collateralized by residential mortgage loans issued to borrowers with stronger credit profiles than subprime borrowers, but do not qualify for prime financing terms due to high loan-to-value ratios or limited supporting documentation. At June 30, 2008, the Alt-A portfolio had net unrealized losses of \$46 million, of which \$47 million were gross unrealized losses and \$1 million were gross unrealized gains. At December 31, 2007, the Alt-A portfolio had net unrealized losses of \$11 million, of which \$12 million were gross unrealized losses and \$1 million were gross unrealized gains.

Both ABS RMBS and Alt-A securities are considered loan-backed, and included in bonds in the Company's Asset page. Additionally, at June 30, 2008 and December 31, 2007, 88% and 99%, respectively, of the total ABS RMBS securities were rated NAIC 1FE. All of the Alt-A securities were rated NAIC 1FE at both June 30, 2008 and December 31, 2007.

The Company has a comprehensive portfolio monitoring process to identify and evaluate, on a case-by-case basis, investments whose carrying value may be other-than-temporarily impaired. At June 30, 2008 and December 31, 2007, the Company recorded investment write-downs of \$26 million and \$3 million, respectively, in the ABS RMBS portfolio related to asset impairments. In addition, at June 30, 2008, investment write-downs of \$23 million were recorded in the ABS RMBS portfolio related to the potential sale of assets to meet future cash flow requirements. At December 31, 2007, the Company did not record investment write-downs in the ABS RMBS portfolio related to the potential sale of assets to meet future cash flow requirements. At June 30, 2008, the Company recorded investment write-downs in the Alt-A portfolio of \$14 million related to asset impairments and \$8 million due to the potential sale of assets to meet future cash flow requirements. No investment write-downs related to asset impairments or the potential sale of assets to meet future cash requirements had been recorded in the Alt-A portfolio at December 31, 2007. The Company continues to believe that the unrealized losses on these securities are not necessarily predictive of the performance of the underlying collateral. In the absence of further deterioration in the collateral relative to the Company's positions in the securities' respective capital structures, which could require recognition of other-than-temporary impairments, the unrealized losses should reverse over the remaining lives of the securities.

The Company's practice for acquiring and monitoring ABS RMBS and Alt-A mortgage-backed securities takes into consideration the quality of the originator, quality of the servicer, security credit rating, underlying characteristics of the mortgages, borrower characteristics, level of credit enhancement in the transaction, and bond insurer strength, where applicable. The originators and servicers of the underlying mortgage loans are primarily subsidiaries of large banks and broker/dealers.

- The Company's direct exposure for other subprime investments is summarized as follows:

(in millions)		June 30, 2008		
Type of Investment	Actual Cost	Book/Adjusted Carrying Values	Fair Values	Other-Than-Temporary Losses
ABS RMBS	\$ 1,366	\$ 1,339	\$ 1,120	\$ 49
Other assets	38	33	33	-
Total	\$ 1,404	\$ 1,372	\$ 1,153	\$ 49

(in millions)		December 31, 2007		
Type of Investment	Actual Cost	Book/Adjusted Carrying Values	Fair Values	Other-Than-Temporary Losses
ABS RMBS	\$ 1,616	\$ 1,603	\$ 1,475	\$ 3
Other assets	13	13	13	-
Total	\$ 1,629	\$ 1,616	\$ 1,488	\$ 3

In addition, the Company held Alt-A securities at June 30, 2008 with actual cost, book/adjusted carrying values and fair values of \$269 million, \$261 million and \$215 million, respectively. The Company also recorded other-than-temporary losses of \$22 million as of June 30, 2008 related to Alt-A securities. At December 31, 2007, the Company held Alt-A securities with actual cost and book/adjusted carrying values of \$321 million and fair values of \$310 million. The Company did not record other-than-temporary losses as of December 31, 2007 related to Alt-A securities.

21. Events Subsequent

On August 4, 2008, the Company declared a cash dividend of \$750 million payable to the Corporation on or after August 19, 2008, but no later than August 29, 2008.

22. Reinsurance

C. Reinsurance Assumed and Ceded

- The maximum amount of return commission which would have been due to reinsurers if they or the Company had canceled all of the Company's reinsurance, or if the Company or a receiver had canceled all the Company's insurance assumed with the return of unearned premium reserve was as follows:

(in millions)		June 30, 2008					
	Assumed Reinsurance Premium Reserve	Assumed Reinsurance Commission Equity	Ceded Reinsurance Premium Reserve	Ceded Reinsurance Commission Equity	Net Premium Reserve	Net Commission Equity	
(i) Affiliates	\$ 4,915	\$ 609	\$ -	\$ -	\$ 4,915	\$ 609	
(ii) All other	18	-	(163)	(25)	(145)	(25)	
(iii) Total	\$ 4,933	\$ 609	\$ (163)	\$ (25)	\$ 4,770	\$ 584	

(iv) Direct Unearned Premium Reserve \$3.93 billion

NOTES TO FINANCIAL STATEMENTS

(in millions)	December 31, 2007					
	Assumed Reinsurance Premium Reserve	Assumed Reinsurance Commission Equity	Ceded Reinsurance Premium Reserve	Ceded Reinsurance Commission Equity	Net Premium Reserve	Net Commission Equity
(i) Affiliates	\$ 4,873	\$ 609	\$ -	\$ -	\$ 4,873	\$ 609
(ii) All other	18	-	(143)	(22)	(125)	(22)
(iii) Total	<u>\$ 4,891</u>	<u>\$ 609</u>	<u>\$ (143)</u>	<u>\$ (22)</u>	<u>\$ 4,748</u>	<u>\$ 587</u>

(iv) Direct Unearned Premium Reserve \$4.13 billion

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- C. The amount of net premiums written by the Company in the first six months of 2008 and 2007 subject to retrospective rating features was \$750 million and \$338 million, respectively. These amounts represented 6.1% and 3.0% of the total net premiums written in the first six months of 2008 and 2007, respectively.

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

**PART 1 - COMMON INTERROGATORIES
GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A [X]
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2003
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2003
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 08/02/2005
- 6.4 By what department or departments?
DELAWARE, ILLINOIS, MISSISSIPPI
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [X] No []
- 7.2 If yes, give full information:
The FL OIR filed an Immediate Final Order with respect to ten named affiliated Allstate companies on January 17, 2008, suspending their certificates of authority in Florida and ordering them to discontinue transacting any new insurance business in Florida until all requested documents were produced in accordance with previously issued FL OIR subpoenas. The subpoenas were issued in connection with the investigation of residential property insurance rate practices but sought a wide range of information. The order did allow the companies to continue all of their existing insurance business and renewals of that insurance; only the writing of new insurance policies was prohibited. On January 18, 2008, the companies filed an emergency motion for immediate relief with the DCA of the state of Florida. The Court granted the motion and stayed the order and subsequently upheld the stay pending a final disposition on the merits. On April 4, 2008, the Court issued a ruling that the FL OIR was within its rights to suspend the companies' certificates of authority, and on May 14, in a subsequent ruling, the Court denied the companies' motion for reconsideration and lifted the stay of the order. The Companies complied with the Court's ruling by suspending the writing of new business. On May 16, the FL OIR stayed the enforcement of its order, relying on Allstate's submission of an affidavit certifying that it has complied with Florida law by providing all documents requested by the FL OIR. That same day, the Companies resumed writing new property and casualty business. On June 18, the Florida Supreme Court denied Allstate's request to review the DCA's ruling. Allstate is abiding by the Court's decision.
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
ALFS, INC.	3100 SANDERS ROAD, NORTHBROOK, IL 60062					YES
ALLSTATE BANK	544 LAKEVIEW PARKWAY, VERNON HILLS, IL 60061			YES		
ALLSTATE DISTRIBUTORS, LLC	3100 SANDERS ROAD, NORTHBROOK, IL 60062					YES
ALLSTATE FINANCIAL ADVISORS, LLC	3100 SANDERS ROAD, NORTHBROOK, IL 60062					YES
ALLSTATE FINANCIAL SERVICES, LLC	2920 SOUTH 84TH STREET, LINCOLN, NE 68506					YES
ALLSTATE INVESTMENT MANAGEMENT COMPANY	2775 SANDERS ROAD, NORTHBROOK, IL 60062					YES
ALLSTATE INSTITUTIONAL ADVISORS, LLC	3100 SANDERS ROAD, NORTHBROOK, IL 60062					YES

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [] No []
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No []
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
- 11.2 If yes, give full and complete information relating thereto:
 \$123,594,399 PLEDGED AS COLLATERAL; \$169,560,022 OPTION AGREEMENTS; \$144,945,190 LETTER STOCK OR SECURITIES RESTRICTED TO SALE; \$91,379,560 ON DEPOSIT WITH STATE OR OTHER REGULATORY BODY.
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 657,362,108
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$ 4,176,138,933	\$ 4,091,113,038
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$ 808,244,950	\$ 889,017,611
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 4,984,383,883	\$ 4,980,130,649
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$ 1,957,110	\$ 1,708,303

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
 If no, attach a description with this statement.

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY
GENERAL INTERROGATORIES

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
BANK OF NEW YORK (BNY MIDWEST TRUST COMPANY) CONTACT: KEITH BEAR 312-542-8003	209 W. JACKSON BLVD. SUITE 800 CHICAGO, IL 60606
CITIBANK, F.S.B. CONTACT: JON TOMAN 312-876-8548	233 S. WACKER DR. 86TH FLOOR CHICAGO, IL 60606

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
N/A	ALLSTATE INVESTMENTS, LLC.	3075 SANDERS ROAD, NORTHBROOK, IL 60062

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []

17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?..... Yes [] No [] N/A [X]
 If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [] No [X]
 If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [] No [X]

3.2 If yes, give full and complete information thereto.

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero? Yes [] No [X]

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
TOTAL										

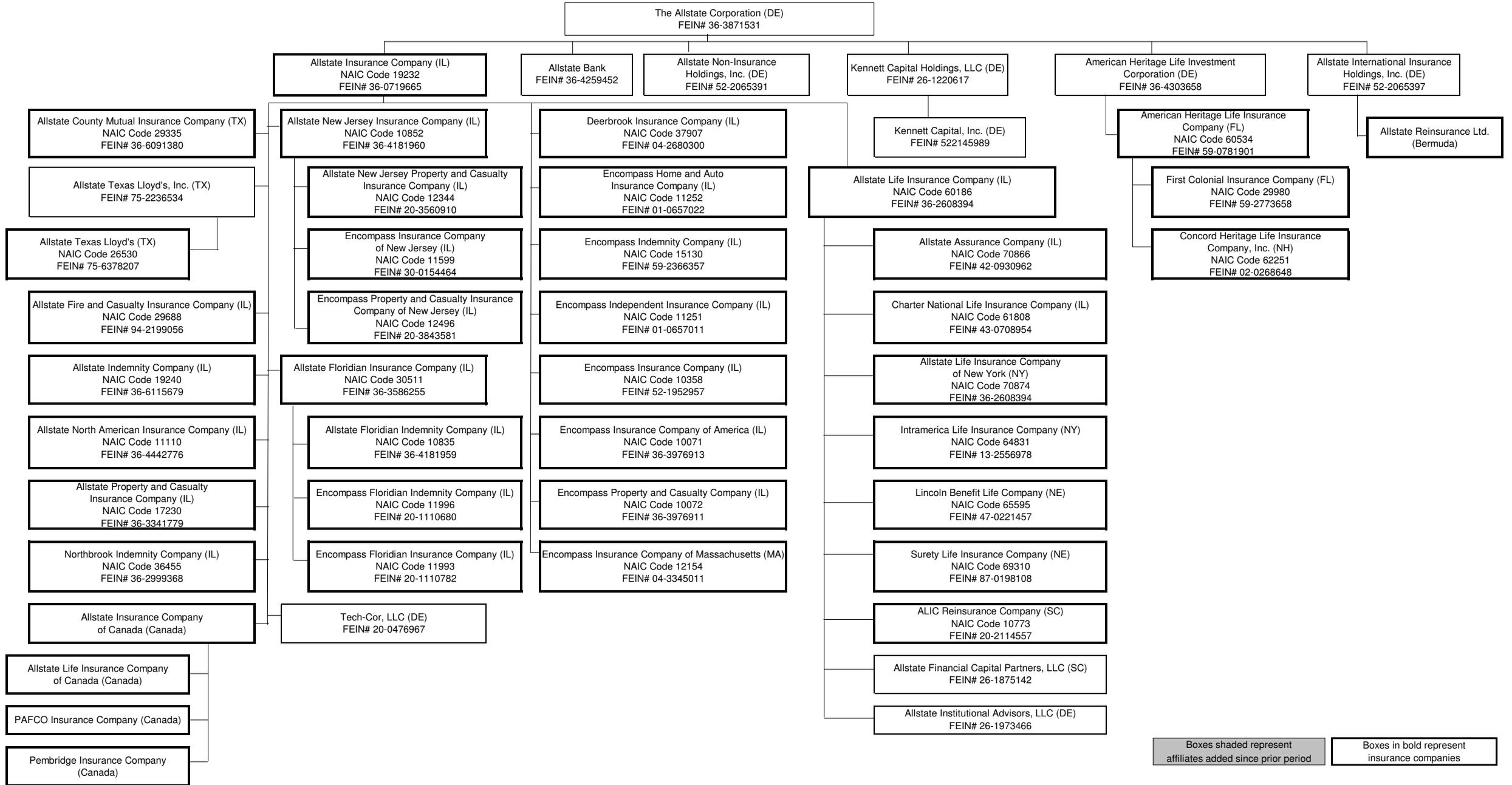
STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY
SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid		
		2	3	4	5	6	7	
States, etc.	Active Status	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	
1. Alabama	AL	L	92,968,465	98,779,877	49,594,747	49,590,027	53,658,720	62,214,738
2. Alaska	AK	L	49,271,764	52,651,360	23,900,046	23,747,039	41,453,304	38,603,139
3. Arizona	AZ	L	72,865,322	87,227,241	35,085,281	45,537,970	58,242,852	70,475,134
4. Arkansas	AR	L	44,407,745	49,532,713	40,293,673	22,800,455	31,751,762	27,910,300
5. California	CA	L	697,929,490	744,867,206	354,928,036	279,225,453	627,258,800	573,026,935
6. Colorado	CO	L	66,958,948	74,793,172	32,638,464	30,050,212	61,620,344	54,527,213
7. Connecticut	CT	L	124,248,150	133,670,313	63,268,824	62,651,180	154,921,992	181,139,103
8. Delaware	DE	L	15,295,145	16,888,228	8,829,532	9,023,973	58,232,037	61,079,431
9. District of Columbia	DC	L	10,854,210	11,964,480	5,911,309	4,739,494	8,463,654	7,109,341
10. Florida	FL	L	425,740,607	476,577,178	253,966,199	259,284,608	405,370,191	476,309,440
11. Georgia	GA	L	211,216,947	232,577,181	148,354,352	107,282,270	115,675,187	106,693,216
12. Hawaii	HI	L	39,000,400	37,573,716	16,543,007	13,942,804	24,875,995	23,823,217
13. Idaho	ID	L	20,049,948	22,745,087	10,376,446	10,390,124	18,463,901	17,931,872
14. Illinois	IL	L	237,164,387	262,941,352	125,307,824	137,628,447	391,901,053	374,724,504
15. Indiana	IN	L	73,215,419	84,094,498	42,002,984	43,857,035	70,153,121	60,054,525
16. Iowa	IA	L	10,741,909	12,421,119	5,463,818	5,055,372	8,961,804	7,876,454
17. Kansas	KS	L	21,983,671	24,999,525	11,978,778	12,069,904	14,060,680	13,311,611
18. Kentucky	KY	L	65,429,936	73,693,865	39,914,129	33,581,133	43,636,785	40,071,499
19. Louisiana	LA	L	196,620,001	207,839,171	125,917,136	141,264,846	256,224,192	345,392,838
20. Maine	ME	L	21,572,451	24,569,374	11,591,196	13,175,108	20,798,097	22,685,354
21. Maryland	MD	L	227,077,227	243,976,802	145,064,925	126,202,744	141,551,555	144,850,189
22. Massachusetts	MA	L			4,303	309,805	31,089,029	35,301,351
23. Michigan	MI	L	116,710,881	148,042,971	88,169,368	100,896,064	970,759,353	1,051,743,783
24. Minnesota	MN	L	36,317,648	42,383,694	26,579,616	20,893,757	54,582,400	52,890,496
25. Mississippi	MS	L	56,577,861	56,358,957	36,512,198	36,751,812	78,365,906	101,701,813
26. Missouri	MO	L	32,966,776	37,318,242	22,355,671	22,487,656	27,122,739	32,035,914
27. Montana	MT	L	8,414,060	9,584,596	3,805,654	4,553,999	7,339,685	9,377,467
28. Nebraska	NE	L	13,270,898	15,414,973	5,889,082	7,133,247	12,716,780	14,188,427
29. Nevada	NV	L	46,851,618	55,638,094	26,005,440	29,193,636	41,541,400	49,834,373
30. New Hampshire	NH	L	22,054,697	24,699,198	12,212,653	12,033,449	16,516,888	20,240,607
31. New Jersey	NJ	N	(90)	25,348	15,711,519	16,759,559	235,490,063	295,608,570
32. New Mexico	NM	L	36,538,525	40,095,755	18,191,168	23,047,464	28,109,065	31,778,438
33. New York	NY	L	931,322,744	982,569,775	531,986,789	548,187,822	1,332,596,044	1,354,473,387
34. North Carolina	NC	L	146,474,946	159,125,989	73,038,062	75,771,995	94,387,899	94,992,515
35. North Dakota	ND	L	4,073,221	4,297,720	2,204,025	1,588,677	2,899,588	3,430,275
36. Ohio	OH	L	134,128,688	147,594,422	79,935,141	93,266,046	202,710,784	200,861,339
37. Oklahoma	OK	L	54,587,708	61,980,080	42,868,616	28,586,735	39,116,367	35,211,200
38. Oregon	OR	L	56,118,013	62,131,021	35,615,339	34,406,087	45,331,083	47,393,339
39. Pennsylvania	PA	L	340,833,775	384,938,258	191,425,845	215,843,521	626,258,560	658,838,601
40. Rhode Island	RI	L	33,831,460	37,209,773	16,118,843	17,875,021	42,954,337	42,961,789
41. South Carolina	SC	L	137,021,591	143,678,531	66,663,181	61,114,168	75,656,386	85,775,026
42. South Dakota	SD	L	2,435,413	2,654,602	913,467	1,136,344	2,443,132	2,404,853
43. Tennessee	TN	L	81,201,702	87,964,975	49,796,693	45,268,981	61,810,394	64,174,826
44. Texas	TX	L	74,136,425	80,274,888	30,883,433	37,938,990	101,641,812	113,487,282
45. Utah	UT	L	56,871,555	63,146,902	34,367,138	30,674,779	42,631,161	45,663,454
46. Vermont	VT	L	12,140,909	13,601,024	5,736,976	7,105,699	10,236,325	10,654,223
47. Virginia	VA	L	176,288,818	189,155,806	89,447,931	87,851,992	108,265,752	113,571,580
48. Washington	WA	L	136,057,460	148,573,936	81,292,006	105,104,931	138,142,493	134,573,384
49. West Virginia	WV	L	33,740,279	35,774,635	17,731,568	19,684,670	27,922,416	29,301,735
50. Wisconsin	WI	L	29,812,093	33,057,515	18,589,244	15,894,928	100,334,011	111,477,387
51. Wyoming	WY	L	5,444,786	5,893,961	3,053,573	2,367,060	3,968,107	4,124,553
52. American Samoa	AS	N						
53. Guam	GU	N						
54. Puerto Rico	PR	L		(602)	77,519	(2,975)	3,735,873	4,341,861
55. U.S. Virgin Islands	VI	N						
56. Northern Mariana Islands	MP	N						
57. Canada	CN	L						
58. Aggregate Other Alien	OT	XXX			120,594		1,351,313	1,537,165
59. Totals	(a) 51		5,540,836,602	6,047,568,497	3,178,233,361	3,134,826,117	7,175,303,171	7,563,761,066
DETAILS OF WRITE-INS								
5801. Other alien		XXX			120,594		1,351,313	1,537,165
5802.		XXX						
5803.		XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page		XXX						
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)		XXX			120,594		1,351,313	1,537,165

(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART



Boxes shaded represent affiliates added since prior period Boxes in bold represent insurance companies

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

PART 1 - LOSS EXPERIENCE

Lines of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire	15,830,491	8,948,492	56.5	67.1
2. Allied Lines	120,656,037	32,978,942	27.3	27.3
3. Farmowners multiple peril				
4. Homeowners multiple peril	1,616,137,271	879,966,678	54.4	42.3
5. Commercial multiple peril	242,505,167	149,761,849	61.8	46.6
6. Mortgage guaranty				
8. Ocean marine	1,317,549	379,295	28.8	22.0
9. Inland marine	59,264,532	18,918,316	31.9	30.3
10. Financial guaranty				
11.1 Medical malpractice - occurrence				
11.2 Medical malpractice - claims-made				
12. Earthquake	1,500,275	1,597,206	106.5	(10.7)
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation		(691,422)		
17.1 Other liability - occurrence	21,193,888	103,795,152	489.7	23.2
17.2 Other liability - claims-made				
18.1 Products liability - occurrence	886,909	8,712,240	982.3	890.9
18.2 Products liability - claims-made				
19.1,19.2 Private passenger auto liability	1,952,139,013	968,236,114	49.6	52.1
19.3,19.4 Commercial auto liability	106,436,367	47,378,043	44.5	47.9
21. Auto physical damage	1,596,952,572	676,456,396	42.4	41.0
22. Aircraft (all perils)	27,472			
23. Fidelity	149,295	12,942	8.7	15.9
24. Surety	2,248	23,769	1,057.3	(10.8)
26. Burglary and theft	338,642	28,189	8.3	10.2
27. Boiler and machinery	775,670	161,688	20.8	9.3
28. Credit				
29. International				
30. Warranty	(225,982)	129,080	(57.1)	
31. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	2,584,725	(24,571)	(1.0)	70.0
35. Totals	5,738,472,141	2,896,768,398	50.5	45.2
DETAILS OF WRITE-INS				
3401. Identity theft	2,164,564	2,097	0.1	
3402. Mechanical breakdown	420,160	(26,668)	(6.3)	70.0
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	2,584,725	(24,571)	(1.0)	70.0

PART 2 - DIRECT PREMIUMS WRITTEN

Lines of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire	7,017,892	14,325,927	16,211,362
2. Allied Lines	87,149,312	140,790,864	135,791,406
3. Farmowners multiple peril			
4. Homeowners multiple peril	820,284,043	1,496,930,836	1,592,798,472
5. Commercial multiple peril	116,077,091	230,427,347	254,018,437
6. Mortgage guaranty			
8. Ocean marine	856,505	1,384,695	1,699,693
9. Inland marine	36,571,238	59,800,133	66,348,665
10. Financial guaranty			
11.1 Medical malpractice - occurrence			
11.2 Medical malpractice - claims-made			
12. Earthquake	787,148	1,418,676	1,114,164
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation			
17.1 Other liability - occurrence	50,317,525	66,508,224	38,812,745
17.2 Other liability - claims-made			
18.1 Products liability - occurrence	416,338	899,095	987,617
18.2 Products liability - claims-made			
19.1,19.2 Private passenger auto liability	895,960,348	1,863,241,992	2,117,406,663
19.3,19.4 Commercial auto liability	53,146,243	105,506,218	120,364,138
21. Auto physical damage	755,640,134	1,556,378,853	1,700,528,901
22. Aircraft (all perils)	(112)	10,156	24,311
23. Fidelity	73,894	148,934	168,869
24. Surety	2,838	3,048	
26. Burglary and theft	146,234	289,138	430,235
27. Boiler and machinery	391,013	730,314	871,144
28. Credit			
29. International			
30. Warranty	(1,110)	(1,110)	
31. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX
32. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX
33. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business	1,124,328	2,043,265	(8,327)
35. Totals	2,825,960,902	5,540,836,605	6,047,568,495
DETAILS OF WRITE-INS			
3401. Identity theft	1,124,328	2,043,265	
3402. Mechanical breakdown			(8,327)
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	1,124,328	2,043,265	(8,327)

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	2008 Loss and LAE Payments on Claims Reported as of Prior Year-End	2008 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2008 Loss and LAE Payments (Cols. 4+5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols.7+8+9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols.4+7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12)
1. 2005 + Prior	3,605,129	1,944,467	5,549,596	904,886	99,241	1,004,128	2,866,304	45,452	1,719,216	4,630,972	166,062	(80,558)	85,504
2. 2006	2,106,075	606,196	2,712,272	552,004	35,102	587,106	1,610,428	49,120	457,771	2,117,318	56,356	(64,204)	(7,847)
3. Subtotals 2006 + Prior	5,711,204	2,550,663	8,261,867	1,456,891	134,343	1,591,234	4,476,732	94,572	2,176,986	6,748,290	222,418	(144,762)	77,657
4. 2007	4,731,004	1,234,160	5,965,164	2,348,472	309,160	2,657,632	2,209,106	281,256	853,573	3,343,935	(173,426)	209,829	36,403
5. Subtotals 2007 + Prior	10,442,209	3,784,823	14,227,032	3,805,363	443,503	4,248,866	6,685,838	375,828	3,030,559	10,092,225	48,992	65,068	114,060
6. 2008	XXX	XXX	XXX	XXX	4,354,951	4,354,951	XXX	3,235,387	945,469	4,180,856	XXX	XXX	XXX
7. Totals	10,442,209	3,784,823	14,227,032	3,805,363	4,798,454	8,603,817	6,685,838	3,611,215	3,976,028	14,273,081	48,992	65,068	114,060
8. Prior Year-End Surplus As Regards Policyholders	18,034,538										Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
											1. 0.5	2. 1.7	3. 0.8
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. 0.6

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

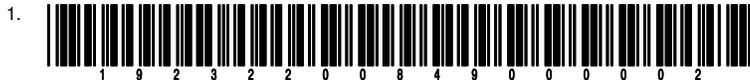
The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Malpractice Supplement) be filed with this statement?	YES
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanations:

- 1.
- 3.

Bar Codes:



Trusteed Surplus Statement [Document Identifier 490]



Medicare Part D Coverage Supplement [Document Identifier 365]

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 23

2304.	Prepaid reinsurance premium	5,248,815		5,248,815	19,894,681
2305.	Transferable state tax credits	3,342,615		3,342,615	3,342,617
2306.	Equities and deposits in pools and associations	795,356		795,356	795,357
2307.	Prepaid expenses	974,683,683	974,683,683		
2308.	Advances	23,620,302	23,620,302		
2397.	Summary of remaining write-ins for Line 23 from overflow page	1,007,690,771	998,303,985	9,386,786	24,032,655

Additional Write-ins for Liabilities Line 23

2304.	Deposit for assumed reinsurance from CNA			35,023,068	36,018,399
2305.	Deferred gain on intercompany asset transfer			11,908,052	14,250,239
2306.	Retroactive reinsurance reserve ceded			(26,955,831)	(27,474,346)
2397.	Summary of remaining write-ins for Line 23 from overflow page			19,975,290	22,794,293

Additional Write-ins for Statement of Income Line 14

1404.	CNA renewal rights and option agreement	(280,136)	(1,102,040)		(1,632,024)
1405.	Fines and penalties	(88,142)	(41,947)		(913,636)
1406.	Miscellaneous income	468			
1497.	Summary of remaining write-ins for Line 14 from overflow page	(367,810)	(1,143,987)		(2,545,660)

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	291,687,889	299,131,887
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		2,285,322
2.2 Additional investment made after acquisitions		
3. Current year change in encumbrances	11,352,356	17,116,355
4. Total gain (loss) on disposals		187,260
5. Deduct amounts received on disposals		291,648
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation	11,376,782	26,741,287
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	291,663,463	291,687,889
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	291,663,463	291,687,889

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	795,247,729	648,449,686
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		262,787,727
2.2 Additional investment made after acquisitions	(34,975)	(191,887)
3. Capitalized deferred interest and other		
4. Accrual of discount	168,718	27,578
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals	(933,844)	
7. Deduct amounts received on disposals	29,154,223	115,825,375
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	765,293,406	795,247,729
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	765,293,406	795,247,729

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,827,497,372	1,279,460,341
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions	123,065,622	366,309,678
2.2 Additional investment made after acquisitions	199,599,922	363,409,345
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	24,965,068	104,027,980
6. Total gain (loss) on disposals	12,919,622	187,622,655
7. Deduct amounts received on disposals	77,033,917	452,121,093
8. Deduct amortization of premium and depreciation	12,851,364	13,921,050
9. Total foreign exchange change in book/adjusted carrying value	(989,696)	1,993,807
10. Deduct current year's other than temporary impairment recognized	11,873,228	9,284,290
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	2,085,299,402	1,827,497,372
12. Deduct total nonadmitted amounts	28,964,604	17,664,442
13. Statement value at end of current period (Line 11 minus Line 12)	2,056,334,798	1,809,832,930

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	36,660,733,416	38,551,647,110
2. Cost of bonds and stocks acquired	10,136,584,948	19,815,092,026
3. Accrual of discount	48,578,091	99,931,031
4. Unrealized valuation increase (decrease)	(917,808,768)	(1,628,431,092)
5. Total gain (loss) on disposals	170,282,945	1,192,399,784
6. Deduct consideration for bonds and stocks disposed of	12,779,133,546	21,317,095,447
7. Deduct amortization of premium	29,269,576	68,642,272
8. Total foreign exchange change in book/adjusted carrying value	(17,998,336)	15,832,276
9. Deduct current year's other than temporary impairment recognized	518,337,663	
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	32,753,631,510	36,660,733,416
11. Deduct total nonadmitted amounts	4,317,872	4,317,873
12. Statement value at end of current period (Line 10 minus Line 11)	32,749,313,638	36,656,415,543

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	23,118,944,059	22,462,321,878	23,862,653,965	(377,118,162)	23,118,944,059	21,341,493,809		24,480,711,907
2. Class 2 (a)	2,705,629,337	204,404,061	467,090,716	212,830,127	2,705,629,337	2,655,772,809		2,389,408,303
3. Class 3 (a)	792,229,376	88,835,742	76,444,347	(15,800,828)	792,229,376	788,819,943		773,352,569
4. Class 4 (a)	694,735,784	88,168,239	131,957,805	(33,384,898)	694,735,784	617,561,320		830,038,823
5. Class 5 (a)	209,301,509	21,919,106	23,026,934	97,410,184	209,301,509	305,603,865		220,673,152
6. Class 6 (a)	18,487,885		310,232	4,095,019	18,487,885	22,272,672		19,379,775
7. Total Bonds	27,539,327,950	22,865,649,025	24,561,483,999	(111,968,558)	27,539,327,950	25,731,524,418		28,713,564,529
PREFERRED STOCK								
8. Class 1	333,923,600	39,942,701	95,805,071	1,105,798	333,923,600	279,167,028		296,660,789
9. Class 2	142,677,651	8,845,586	19,097,144	(49,656,357)	142,677,651	82,769,735		148,964,270
10. Class 3	69,876,241	3,000,000	18,316,529	44,869,009	69,876,241	99,428,721		89,465,983
11. Class 4	59,562,786	167,158	4,653,275	(16,068,426)	59,562,786	39,008,244		73,031,894
12. Class 5	3,222,875			(935,375)	3,222,875	2,287,500		4,066,875
13. Class 6								
14. Total Preferred Stock	609,263,153	51,955,445	137,872,019	(20,685,351)	609,263,153	502,661,228		612,189,811
15. Total Bonds and Preferred Stock	28,148,591,103	22,917,604,471	24,699,356,018	(132,653,909)	28,148,591,103	26,234,185,646		29,325,754,340

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 1,273,709,597 ; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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SCHEDULE DA - PART 1**Short-Term Investments Owned End of Current Quarter**

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
8299999 Totals	339,457,917	XXX	339,375,449	58,605	

SCHEDULE DA - VERIFICATION**Short-Term Investments**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	54,401,280	195,610
2. Cost of short-term investments acquired	1,006,723,929	1,726,774,367
3. Accrual of discount	265,533	1,920,548
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	721,932,824	1,674,489,246
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	339,457,917	54,401,280
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	339,457,917	54,401,280

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART F - SECTION 1

Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset						
1 Replication RSAT Number	2 Description	3 NAIC Designation or Other Description	4 Statement Value	5 Fair Value	Derivative Instruments Open		Cash Instrument(s) Held				
					6 Description	7 Fair Value	8 CUSIP	9 Description	10 Statement Value	11 Fair Value	12 NAIC Designation or Other Description
01958XG@0	JACOBS ENTERTAINMENT. CDS CS2026884 ON ALLIED WASTE INDS INC	4	1,237,500	1,323,744	CDS CS2026884 ON ALLIED WASTE INDS INC	86,244	469815-AG-9	JACOBS ENTERTAINMENT	1,237,500	1,237,500	4FE
01958XG@0	MIRANT MID-ATLANTIC LLC. CDS CS2026884 ON ALLIED WASTE INDS INC	4	1,420,416	1,494,813	CDS CS2026884 ON ALLIED WASTE INDS INC	70,563	60467M-AA-9	MIRANT MID-ATLANTIC LLC	1,420,416	1,424,250	3FE
075560*6	DC ARENA LP. CDS CS2229124 ON BEAZER HOMES USA	2	1,500,000	1,234,567	CDS CS2229124 ON BEAZER HOMES USA	(198,260)	23307*-AC-6	DC ARENA LP	1,500,000	1,432,827	2
12513#AB7	TBW 2006-4 A4. CDS CXS527361 ON CDX.NA.IG.HVOL.8	2	24,996,292	15,354,318	CDS CXS527361 ON CDX.NA.IG.HVOL.8	(2,135,960)	872224-AE-0	TBW 2006-4 A4	24,996,292	17,490,278	1FE
12513#AC5	HFCHC 2006-3 A3V. CDS CXS527361 ON CDX.NA.IG.HVOL.8	2	15,380,757	11,793,141	CDS CXS527361 ON CDX.NA.IG.HVOL.8	(1,314,107)	40430X-AF-0	HFCHC 2006-3 A3V	15,380,757	13,107,248	1FE
12513#AC5	JPMAC 2006-FRE2 A3. CDS CXS527361 ON CDX.NA.IG.HVOL.8	2	9,619,244	8,468,866	CDS CXS527361 ON CDX.NA.IG.HVOL.8	(821,853)	46626L-GZ-7	JPMAC 2006-FRE2 A3	9,619,244	9,290,718	1FE
184502B#8	COMMONWEALTH EDISON. CDS CS2198402 ON CLEAR CHANNEL COMMUNICA	2	3,979,888	3,950,373	CDS CS2198402 ON CLEAR CHANNEL COMMUNICA	(29,515)	202795-HV-3	COMMONWEALTH EDISON	3,979,888	3,979,888	2FE
26056@BA3	BURLINGTON NORTH SANTA F. CDS CXS529920 ON CDX.NA.IG.8	2	6,860,115	6,542,553	CDS CXS529920 ON CDX.NA.IG.8	(317,562)	12189T-AZ-7	BURLINGTON NORTH SANTA F	6,860,115	6,860,115	2FE
26056@BA3	FHR 3220 PD. CDS CXS529920 ON CDX.NA.IG.8	2	35,378,475	33,790,113	CDS CXS529920 ON CDX.NA.IG.8	(1,522,997)	31397B-4N-8	FHR 3220 PD	35,378,475	35,313,110	1
26056@BA3	JP MORGAN CHASE BANK NA. CDS CXS529920 ON CDX.NA.IG.8	2	7,616,466	7,276,268	CDS CXS529920 ON CDX.NA.IG.8	(340,198)	48121C-JN-7	JP MORGAN CHASE BANK NA	7,616,466	7,616,466	1FE
26056@BC9	CIVL 2006-S8 A3. CDS CXS570882 ON CDX.NA.IG.8	2	4,999,951	2,345,509	CDS CXS570882 ON CDX.NA.IG.8	(218,076)	12668X-AC-9	CIVL 2006-S8 A3	4,999,951	2,563,585	1FE
26056@BC9	GENERAL ELEC CAP CORP. CDS CXS570882 ON CDX.NA.IG.8	2	5,122,728	4,830,664	CDS CXS570882 ON CDX.NA.IG.8	(218,076)	36962G-3K-8	GENERAL ELEC CAP CORP	5,122,728	5,048,740	1FE
26056@BC9	GENERAL ELEC CAP CORP. CDS CXS570882 ON CDX.NA.IG.8	2	14,695,020	14,040,793	CDS CXS570882 ON CDX.NA.IG.8	(654,227)	36962G-3T-9	GENERAL ELEC CAP CORP	14,695,020	14,695,020	1FE
26056@BD7	GEMINT 2006-1 A. CDS CXS529920 ON CDX.NA.IG.8	2	24,888,765	24,300,689	CDS CXS529920 ON CDX.NA.IG.8	(1,090,378)	36159J-AR-2	GEMINT 2006-1 A	24,888,765	25,391,068	1FE
33938EA@6	ORACLE CORP. CDS SP7401NIW3 ON FLEXTRONICS INTERNATIONAL	3	1,996,569	1,960,698	CDS SP7401NIW3 ON FLEXTRONICS INTERNATIONAL	(44,258)	68389X-AE-5	ORACLE CORP	1,996,569	2,004,956	1FE
370425S#8	GOLDMAN SACHS GROUP INC. CDS CS2193296 ON GMAC LLC	3	5,771,406	5,602,771	CDS CS2193296 ON GMAC LLC	(168,635)	38141G-DK-7	GOLDMAN SACHS GROUP INC	5,771,406	5,771,406	1FE
37247DB@4	UNION TANK CAR CO. SR NTS. CDS SPG4026L4 ON GENWORTH FINANCIAL INC	1	5,000,000	4,515,718	CDS SPG4026L4 ON GENWORTH FINANCIAL INC	(298,323)	908594-AC-8	UNION TANK CAR CO. SR NTS	5,000,000	4,814,041	1
413627B*0	PNC FUNDING CORP. CDS CS2198410 ON HARRAHS OPER CO INC	3	8,473,356	8,380,364	CDS CS2198410 ON HARRAHS OPER CO INC	(92,992)	693476-AZ-6	PNC FUNDING CORP	8,473,356	8,473,356	1FE
48666KA*0	CBASS 2005-CB6 A3. CDS CS2195853 ON KB HOME	3	985,132	971,760	CDS CS2195853 ON KB HOME	(9,957)	12489W-NV-0	CBASS 2005-CB6 A3	985,132	981,717	1FE
532776A#8	TELEFONICA EMISIONES SAU. CDS SP3302RJ2 ON LIN TELEVISION CORP	4	3,000,000	2,995,172	CDS SP3302RJ2 ON LIN TELEVISION CORP	(50,047)	87938W-AB-9	TELEFONICA EMISIONES SAU	3,000,000	3,045,219	2FE
55295*AB4	TARGET CORP. CDS CS2211213 ON MBIA INSURANCE CORPORAT	1	9,787,450	5,063,716	CDS CS2211213 ON MBIA INSURANCE CORPORAT	(4,723,735)	87612E-AP-1	TARGET CORP	9,787,450	9,787,450	1FE
58445MB#8	GENERAL ELEC CAP CORP. CDS CS2206098 ON MEDIACOM LLC	4	5,048,740	5,011,198	CDS CS2206098 ON MEDIACOM LLC	(37,542)	36962G-3K-8	GENERAL ELEC CAP CORP	5,048,740	5,048,740	1FE
62618#AD2	ABSHE 2003-HE4 M1. CDS CS2236806 ON FLORIDA STATE GO 60%	1	20,008,633	17,476,154	CDS CS2236806 ON FLORIDA STATE GO 60%	(345,428)	04541G-EU-2	ABSHE 2003-HE4 M1	20,008,633	17,821,582	1FE
62618#AE0	FHR 3016 ZC. CDS CS2236814 ON NEW JERSEY ST GO 60%	1	24,561,108	26,329,303	CDS CS2236814 ON NEW JERSEY ST GO 60%	(446,907)	31395W-ZJ-9	FHR 3016 ZC	24,561,108	26,776,210	1
85375CA@0	UNION PACIFIC RAILROAD LEASE-BACKED NOTE. CDS CS2034581 ON STANDARD PACIFIC CORP.	3	1,000,000	936,772	CDS CS2034581 ON STANDARD PACIFIC CORP.	(87,162)	90781#-AC-6	UNION PACIFIC RAILROAD LEASE-BACKED NOTE	1,000,000	1,023,934	1
85590AA@3	SAMSON INV CO FLOAT RATE SER 2005-C. CDS SPD402FB9 ON STARWOOD HOTELS & RESOR	2	1,000,000	969,988	CDS SPD402FB9 ON STARWOOD HOTELS & RESOR	(30,012)	79603#-AL-5	SAMSON INV CO FLOAT RATE SER 2005-C	1,000,000	1,000,000	2

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART F - SECTION 1

Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset						
1 Replication RSAT Number	2 Description	3 NAIC Designation or Other Description	4 Statement Value	5 Fair Value	Derivative Instruments Open		Cash Instrument(s) Held				
					6 Description	7 Fair Value	8 CUSIP	9 Description	10 Statement Value	11 Fair Value	12 NAIC Designation or Other Description
911365A*5	GENERAL ELECTRIC CAPITAL CORP. / DIAMOND. CDS CS2200968 ON UNITED RENTALS -NORTH A	5	5,000,000	5,099,436	CDS CS2200968 ON UNITED RENTALS - NORTH A	(6,295)	252737-AB-7	GENERAL ELECTRIC CAPITAL CORP. / DIAMOND	5,000,000	5,105,731	1
62618#AJ9	LXS 2007-15N AF3. CDS CS2262406 ON STATE OF CALIFORNIA RR4	1	23,711,687	7,878,763	CDS CS2262406 ON STATE OF CALIFORNIA RR4	(3,760,667)	52524V-AL-3	LXS 2007-15N AF3	23,711,687	11,639,430	1FE
254067A*2	WILLIAMS COS. CDS CS2264964 ON DILLARD'S INC	2	4,069,152	3,853,180	CDS CS2264964 ON DILLARD'S INC	(26,820)	96946R-AB-1	WILLIAMS COS	4,069,152	3,880,000	2FE
34539*FB0	PRUDENTIAL FINANCIAL INC. CDS CS2267520 ON FORD MOTOR CREDIT CO	1	3,976,400	3,843,412	CDS CS2267520 ON FORD MOTOR CREDIT CO	(132,988)	74432Q-AP-0	PRUDENTIAL FINANCIAL INC	3,976,400	3,976,400	1FE
345370D*8	CIGNA CORP. CDS CS2270086 ON FORD MOTOR COMPANY	2	3,523,488	3,354,448	CDS CS2270086 ON FORD MOTOR COMPANY	(169,040)	125509-BH-1	CIGNA CORP	3,523,488	3,523,488	2FE
629377E*9	FEDERATED RETAIL HOLDING. CDS CS2272645 ON NRG ENERGY INC	2	2,310,546	2,287,442	CDS CS2272645 ON NRG ENERGY INC	(23,104)	314275-AC-2	FEDERATED RETAIL HOLDING	2,310,546	2,310,546	2FE
62618#AK6	ASSET BACKED SECURITIES CORP H. CDS CS2275218 ON STATE OF TEXAS RR85%	1	15,042,977	11,788,266	CDS CS2275218 ON STATE OF TEXAS RR85%	14,239	04541G-HX-3	ASSET BACKED SECURITIES CORP H	15,042,977	11,774,027	1FE
62618#AM2	JPMAC 2007-CH1 AF6. CDS CS2275226 ON STATE OF TEXAS RR85%	1	7,616,011	7,650,775	CDS CS2275226 ON STATE OF TEXAS RR85%	16,799	46630L-AG-9	JPMAC 2007-CH1 AF6	7,616,011	7,633,976	1FE
34540#AE4	SEMINOLE HARD ROCK ENT. CDS CS2290571 ON FORD MOTOR CREDIT CO	4	1,260,000	1,215,520	CDS CS2290571 ON FORD MOTOR CREDIT CO	(44,480)	816752-AA-7	SEMINOLE HARD ROCK ENT	1,260,000	1,260,000	4FE
369622@W6	TYCO ELECTRONICS GROUP S. CDS CS2295745 ON GENERAL ELECTRIC CAP CO	2	3,026,904	2,912,740	CDS CS2295745 ON GENERAL ELECTRIC CAP CO	(114,164)	902133-AF-4	TYCO ELECTRONICS GROUP S	3,026,904	3,026,904	2FE
91911TA*4	KROGER CO.. CDS CS2295794 ON CVRD 125 01/20/2013	2	2,984,286	3,027,229	CDS CS2295794 ON CVRD 125 01/20/2013	(32,642)	501044-CG-4	KROGER CO.	2,984,286	3,059,871	2FE
29273RB@7	SCHERING-PLOUGH. CDS CS2295828 ON ENTRPA 125.1 03/20/2013	2	2,962,620	2,954,263	CDS CS2295828 ON ENTRPA 125.1 03/20/2013	(8,357)	806605-AJ-0	SCHERING-PLOUGH	2,962,620	2,962,620	2FE
48666KB*9	CSX CORP. CDS CS2300818 ON KB HOME CAPITAL ONE BANK. CDS CS2303366 ON BOYD GAMING CORP	2	3,850,580	3,864,408	CDS CS2300818 ON KB HOME	13,828	126408-GM-9	CSX CORP	3,850,580	3,850,580	2FE
103304C*0	XSTRATA FINANCE CANADA. CDS CS2305924 ON FIRST DATA CORPORATION	2	5,771,418	5,784,134	CDS CS2303366 ON BOYD GAMING CORP	(34,871)	14040E-HG-0	CAPITAL ONE BANK	1,958,458	1,958,458	2FE
319963C#9	STANDARD CHARTERED BANK. CDS CS2308530 ON PRUDENTIAL FINANCIAL I	P	2,583,774	2,512,649	CDS CS2305924 ON FIRST DATA CORPORATION	12,716	98417E-AC-4	XSTRATA FINANCE CANADA	5,771,418	5,771,418	2FE
744320B*2	PEPSICO INC. CDS CS2311054 ON MGM MIRAGE	1	2,997,514	3,039,508	CDS CS2308530 ON PRUDENTIAL FINANCIAL I	(71,125)	853254-AB-6	STANDARD CHARTERED BANK	2,583,774	2,583,774	P3UZ*
552953A#8	TESORO CORP. CDS CS2316160 ON STANDARD PACIFIC CORP.	3	897,500	839,250	CDS CS2311054 ON MGM MIRAGE	(5,024)	713448-BG-2	PEPSICO INC	2,997,514	3,044,532	1FE
85375CA#8	HASBRO INC. CDS CS2321285 ON CVRD 180 02/20/2013	2	4,937,750	4,993,541	CDS CS2316160 ON STANDARD PACIFIC CORP.	(58,250)	881609-AT-8	TESORO CORP	897,500	897,500	3FE
91911TA@2	ECHOSTAR DBS CORP. CDS CS2334114 ON CP-RAILWAY 140 03/20/20	3	2,775,000	2,819,987	CDS CS2321285 ON CVRD 180 02/20/2013	55,791	418056-AP-2	HASBRO INC	4,937,750	4,937,750	2FE
13645RA#1	ENEL FINANCE INTERNATION. CDS CS2346928 ON D.R. HORTON INC.	1	2,992,116	2,989,802	CDS CS2334114 ON CP-RAILWAY 140 03/20/20	44,987	27876G-AY-4	ECHOSTAR DBS CORP	2,775,000	2,775,000	3FE
23331AA@8	CITIGROUP INC. CDS CS2352009 ON NORTEL NETWORKS CORPORA	1	3,838,812	3,895,850	CDS CS2346928 ON D.R. HORTON INC.	(35,329)	29268B-AC-5	ENEL FINANCE INTERNATION	2,992,116	3,025,131	1FE
656568A*3	BAXTER INTL. CDS CS2357123 ON EIX-SOUCAL 115 03/20/20	1	2,995,232	3,023,619	CDS CS2352009 ON NORTEL NETWORKS CORPORA	57,038	172967-EM-9	CITIGROUP INC	3,838,812	3,838,812	1FE
842400F*9	DEL MONTE CORP. CDS CS2364806 ON GMAC LLC	4	1,015,000	922,873	CDS CS2357123 ON EIX-SOUCAL 115 03/20/20	15,783	071813-AX-7	BAXTER INTL	2,995,232	3,007,836	1FE
370425U@7	COMMONWEALTH EDISON. CDS CS2367387 ON MERRILL LYNCH & CO INC	2	2,928,522	2,929,479	CDS CS2364806 ON GMAC LLC	(92,127)	245217-AM-6	DEL MONTE CORP	1,015,000	1,015,000	4FE
APPLIED	DISCOVER FINANCIAL SVS. CDS CS2367403 ON WEYERHAEUSER CO.	2	5,915,980	5,800,604	CDS CS2367387 ON MERRILL LYNCH & CO INC	957	202795-HU-7	COMMONWEALTH EDISON	2,928,522	2,928,522	2FE
APPLIED	DRIVE 2006-2 A3. CDS CS2252167 ON CITY OF NEW YORK RR40%	1	24,999,874	21,813,319	CDS CS2367403 ON WEYERHAEUSER CO.	(115,376)	254709-AD-0	DISCOVER FINANCIAL SVS	5,915,980	5,915,980	2FE
62618#AF7	UNION PACIFIC CORP. CDS CS2369920 ON ENTRPA 185 06/20/2013	2	4,918,020	5,028,372	CDS CS2252167 ON CITY OF NEW YORK RR40%	(1,566,664)	26207R-AC-0	DRIVE 2006-2 A3	24,999,874	23,379,983	1FE
APPLIED					CDS CS2369920 ON ENTRPA 185 06/20/2013	110,352	907818-CZ-9	UNION PACIFIC CORP	4,918,020	4,918,020	2FE

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SCHEDULE DB - PART F - SECTION 1

Replicated (Synthetic) Assets Open

Replicated (Synthetic) Asset					Components of the Replicated (Synthetic) Asset						
1 Replication RSAT Number	2 Description	3 NAIC Designation or Other Description	4 Statement Value	5 Fair Value	Derivative Instruments Open		Cash Instrument(s) Held				
					6 Description	7 Fair Value	8 CUSIP	9 Description	10 Statement Value	11 Fair Value	12 NAIC Designation or Other Description
62618#AP5	BSSLT 2007-SV1A A3. CDS CS2318729 ON HOUSTON TEXAS RR 85%	1	14,192,048	8,958,770	CDS CS2318729 ON HOUSTON TEXAS RR 85%	(48,752)	07401U-AU-7	BSSLT 2007-SV1A A3	14,192,048	9,007,523	1FE
62618#AP5	SASC 2007-GEL2 A1. CDS CS2318729 ON HOUSTON TEXAS RR 85%	1	10,771,377	9,657,461	CDS CS2318729 ON HOUSTON TEXAS RR 85%	(36,778)	86363M-AA-9	SASC 2007-GEL2 A1	10,771,377	9,694,239	1FE
62618#AN0	LEA POWER PARTNERS 2033. CDS CS2318737 ON PHOENIX ARIZONA RR85%	2	5,000,000	4,715,987	CDS CS2318737 ON PHOENIX ARIZONA RR85%	(34,013)	521615-AA-2	LEA POWER PARTNERS 2033	5,000,000	4,750,000	2FE
62618#AN0	TENASKA GATEWAY. CDS CS2318737 ON PHOENIX ARIZONA RR85%	2	10,000,000	9,497,673	CDS CS2318737 ON PHOENIX ARIZONA RR85%	(68,027)	88031V-AA-7	TENASKA GATEWAY	10,000,000	9,565,700	2FE
62618#AN0	SANDVIK AB UNSECURED NOTES 12 YEAR. CDS CS2318737 ON PHOENIX ARIZONA RR85%	1	10,000,000	10,097,775	CDS CS2318737 ON PHOENIX ARIZONA RR85%	(68,027)	W7468#-AD-3	SANDVIK AB UNSECURED NOTES 12 YEAR	10,000,000	10,165,802	1
62618#AQ3	CIVL 2005-1 3AV3. CDS CS2318745 ON SHELBY TENNESSEE RR85%	1	1,025,237	1,014,832	CDS CS2318745 ON SHELBY TENNESSEE RR85%	(7,072)	126673-WW-8	CIVL 2005-1 3AV3	1,025,237	1,021,904	1FE
62618#AQ3	SVHE 2007-NS1 A4. CDS CS2318745 ON SHELBY TENNESSEE RR85%	1	23,923,028	14,515,846	CDS CS2318745 ON SHELBY TENNESSEE RR85%	(165,415)	83612Q-AD-0	SVHE 2007-NS1 A4	23,923,028	14,681,261	1FE
58445MA#1	MEDTRONIC INC. -UNITED STATES 2012. CDS CS2070445 ON MEDIACOM LLC	1	3,000,000	2,658,203	CDS CS2070445 ON MEDIACOM LLC	(425,816)	58506#-AA-3	MEDTRONIC INC. -UNITED STATES 2012	3,000,000	3,084,019	1
346091A#8	COVENTRY HEALTH CARE INC. CDS CS2126726 ON FOREST OIL CORPORATION	2	3,770,800	3,689,957	CDS CS2126726 ON FOREST OIL CORPORATION	(80,843)	222862-AH-7	COVENTRY HEALTH CARE INC	3,770,800	3,770,800	2FE
62618#AG5	CIVL 2006-S8 A3. CDS CS2252175 ON NEW YORK STATE GO RR40%	1	9,999,901	4,345,235	CDS CS2252175 ON NEW YORK STATE GO RR40%	(781,935)	12668X-AC-9	CIVL 2006-S8 A3	9,999,901	5,127,170	1FE
62618#AG5	MSIX 2006-1 A3. CDS CS2252175 ON NEW YORK STATE GO RR40%	1	14,999,535	9,727,748	CDS CS2252175 ON NEW YORK STATE GO RR40%	(1,172,902)	61749Q-AD-2	MSIX 2006-1 A3	14,999,535	10,900,650	1FE
428040K#7	RURAL CELLULAR CORP. CDS CS2198444 ON HERTZ CORP	4	3,075,000	3,064,965	CDS CS2198444 ON HERTZ CORP	(10,035)	781904-AM-9	RURAL CELLULAR CORP	3,075,000	3,075,000	4FE
APPLIED	TYCO ELECTRONICS GROUP S. CDS CS2400709 ON COUNTRYWIDE HOME LOANS ERAC USA FINANCE COMPANY. CDS	2	2,990,511	3,037,057	CDS CS2400709 ON COUNTRYWIDE HOME LOANS	10,153	902133-AF-4	TYCO ELECTRONICS GROUP S	2,990,511	3,026,904	2FE
APPLIED	CS2405831 ON THE THOMSON CORPORATION DR PEPPER SNAPPLE GROUP. CDS	2	2,680,800	2,707,364	CDS CS2405831 ON THE THOMSON CORPORATION	26,564	26882P-BB-7	ERAC USA FINANCE COMPANY	2,680,800	2,680,800	2FE
APPLIED	CS2405856 ON UNITEDHEALTH GROUP INCO UNITEDHEALTH GROUP INC. CDS CS2418560 ON XRX 105 06/20/2013	2	2,999,555	2,974,989	CDS CS2405856 ON UNITEDHEALTH GROUP INCO	(37,389)	26138E-AC-3	DR PEPPER SNAPPLE GROUP	2,999,555	3,012,378	2FE
APPLIED	AMTT 2007-1 A-FX. CDS CS2257281 ON MASSACHUSETTS GO RR40%	1	2,921,052	2,893,947	CDS CS2418560 ON XRX 105 06/20/2013	(27,105)	91324P-AW-2	UNITEDHEALTH GROUP INC	2,921,052	2,921,052	1FE
62618#AH3	JC PENNEY CORPORATION IN. CDS CS2257281 ON MASSACHUSETTS GO RR40%	2	20,000,000	18,331,896	CDS CS2257281 ON MASSACHUSETTS GO RR40%	(954,104)	03027W-AA-0	AMTT 2007-1 A-FX	20,000,000	19,286,000	1FE
62618#AH3	AT&T INC. CDS CS2426241 ON CATERPILLAR FINANCIAL S	1	4,175,970	3,937,444	CDS CS2426241 ON CATERPILLAR FINANCIAL S	(238,526)	708130-AC-3	JC PENNEY CORPORATION IN	4,175,970	4,175,970	2FE
APPLIED	UNITEDHEALTH GROUP INC. CDS CS2426258 ON AMERICAN INTERNATIONAL	1	2,927,043	2,906,087	CDS CS2426258 ON AMERICAN INTERNATIONAL	(20,956)	00206R-AM-4	AT&T INC	2,927,043	2,927,043	1FE
APPLIED	KRAFT FOODS INC. CDS CS2259840 ON MBIA INSURANCE CORPORAT	2	2,762,793	2,636,621	CDS CS2426258 ON AMERICAN INTERNATIONAL	(126,172)	91324P-BE-1	UNITEDHEALTH GROUP INC	2,762,793	2,762,793	1FE
55295*AD0	AGILENT TECHNOLOGIES INC. CDS CS2441604 ON AGO-AGC 465 06/20/2013	2	4,972,598	2,699,703	CDS CS2259840 ON MBIA INSURANCE CORPORAT	(2,306,662)	50075N-AS-3	KRAFT FOODS INC	4,972,598	5,006,365	2FE
RS10537	AMEREN CORPORATION. CDS CS2446728 ON ALLEGHENY ENERGY SUPPLY	2	2,922,096	2,502,643	CDS CS2441604 ON AGO-AGC 465 06/20/2013	(419,453)	00846U-AC-5	AGILENT TECHNOLOGIES INC	2,922,096	2,922,096	2FE
RS10540	NGPL PIPECO LLC. CDS CS2449284 ON VALERO ENERGY CO	2	3,000,000	2,965,853	CDS CS2446728 ON ALLEGHENY ENERGY SUPPLY	(38,329)	02360X-AK-3	AMEREN CORPORATION	3,000,000	3,004,182	2FE
RS10541	DR PEPPER SNAPPLE GROUP. CDS CS2451843 ON TW-CAB 152 06/20/2013	2	3,000,000	3,053,193	CDS CS2449284 ON VALERO ENERGY CO	(12,990)	62912X-AB-0	NGPL PIPECO LLC	3,000,000	3,066,183	2FE
RS10542	EDUCATION MANAGEMENT LLC. CDS CS2456966 ON STANDARD PACIFIC CORP	5	2,999,281	3,143,995	CDS CS2451843 ON TW-CAB 152 06/20/2013	(4,217)	26138E-AE-9	DR PEPPER SNAPPLE GROUP	2,999,281	3,148,212	2FE
RS10544			930,000	943,398	CDS CS2456966 ON STANDARD PACIFIC CORP	13,398	28140J-AC-4	EDUCATION MANAGEMENT LLC	930,000	930,000	5FE
9999999 - Totals			564,226,255	481,685,125	XXX	(28,029,632)	XXX	XXX	564,226,255	509,714,758	XXX

S104.2

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year-to-Date	
	1 Number of Positions	2 Total Replicated (Synthetic) Assets Statement Value	3 Number of Positions	4 Total Replicated (Synthetic) Assets Statement Value	5 Number of Positions	6 Total Replicated (Synthetic) Assets Statement Value	7 Number of Positions	8 Total Replicated (Synthetic) Assets Statement Value	9 Number of Positions	10 Total Replicated (Synthetic) Assets Statement Value
1. Beginning Inventory	44	551,677,610	99	820,813,067					44	551,677,610
2. Add: Opened or Acquired Transactions.....	93	624,367,391	47	266,342,368					140	890,709,760
3. Add: Increases in Replicated Asset Statement Value.....	XXX	398,583	XXX	5,270,592	XXX		XXX		XXX	5,669,175
4. Less: Closed or Disposed of Transactions.....	38	351,398,679	66	501,625,100					104	853,023,778
5. Less: Positions Disposed of For Failing Effectiveness Criteria.....										
6. Less: Decreases in Replicated (Synthetic) Asset Statement Value	XXX	4,231,839	XXX	26,574,673	XXX		XXX		XXX	30,806,511
7. Ending Inventory	99	820,813,067	80	564,226,255					80	564,226,255

SCHEDULE E - VERIFICATION**Cash Equivalents**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	948,819,468	729,843,296
2. Cost of cash equivalents acquired	40,408,375,184	94,196,337,976
3. Accrual of discount	11,870,486	61,767,390
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	108,859	
6. Deduct consideration received on disposals	40,434,922,317	94,039,129,194
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	934,251,680	948,819,468
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	934,251,680	948,819,468

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED During the Current Quarter

1 Loan Number	2 Location		3 State	4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Actual Cost at Time of Acquisition	8 Additional Investment Made After Acquisition	9 Value of Land and Buildings
	City								
122641	PALATINE		IL		07/29/2005	4.940		(34,975)	
0599999. Mortgages in good standing - Commercial mortgages-all other								(34,975)	
0899999. Total Mortgages in good standing								(34,975)	
1699999. Total - Restructured Mortgages									
2499999. Total - Mortgages with overdue interest over 90 days									
3299999. Total - Mortgages in the process of foreclosure									
3399999 - Totals								(34,975)	

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1 Loan Number	2 Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	8 Change in Book Value/Recorded Investment					14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15 Consid-eration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal
	City	State					8 Unrealized Valuation Increase (Decrease)	9 Current Year's (Amortization) /Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (8+9-10+11)					
122605	ROUND ROCK	TX		07/11/2005	04/22/2008	5,000,000						5,000,000	5,000,000			
122844	LAS VEGAS	NV		07/10/2006	06/03/2008	5,000,000						5,000,000	5,000,000			
0199999. Mortgages closed by repayment						10,000,000						10,000,000	10,000,000			
0299999. Mortgages with partial repayments						295,698,310		37,535			37,535	20,088,067	19,154,223		(933,844)	(933,844)
0599999 - Totals						305,698,310		37,535			37,535	30,088,067	29,154,223		(933,844)	(933,844)

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED During the Current Quarter

1 CUSIP Identification	2 Name or Description	3 Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		City	State									
000000-00-0	LEXINGTON MIDDLE MARKET INVESTORS	NEW YORK	NY	LEXINGTON PRTRNS		06/25/2004			545,453		4,494,941	5.470
1699999	Joint Venture Interests - Common Stock - Affiliated							9,000,000	3,525,812		22,215,018	XXX
000000-00-0	BEACON CAPITAL STRATEGIC PARTNERS IV LP	BOSTON	MA	BEACON PARTNERS		06/22/2006			760,000			0.880
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS IV	NEW YORK	NY	BLACKSTONE GROUP		10/22/2003			160,904			0.900
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS V	NEW YORK	NY	BLACKSTONE GROUP		04/21/2006			700,462			0.640
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS VI LP	NEW YORK	NY	BLACKSTONE GROUP		09/27/2007			157,973			0.300
000000-00-0	CABOT PROPERTIES VALUE FUND II	BOSTON	MA	CABOT INDUSTRIAL		11/15/2005			856,000			2.500
000000-00-0	CB STRATEGIC PARTNERS IV LP	LOS ANGELES	CA	CB RICHARD ELLIS		12/07/2005			1,754,070			1.270
000000-00-0	GEM REALTY FUND III	CHICAGO	IL	GEM REALTY CAPITAL		10/26/2005			40,650			3.610
000000-00-0	IMPACT PCCP IV LLC	SAN FRANCISCO	CA	IMPACT COMMUNITY		10/18/2006			156,767			8.330
000000-00-0	JER FUND II	MCLEAN	VA	JER REALTY		06/04/1999			2,017			2.520
000000-00-0	KEYSTONE INDUSTRIAL FUND LP	CONSHOHOCKEN	PA	KTR CAPITAL PARTNERS		10/24/2005			49,500			2.930
000000-00-0	KTR INDUSTRIAL FUND II	CONSHOHOCKEN	PA	KTR CAPITAL PARTNERS		12/31/2007			75,000			2.670
000000-00-0	LANDMARK REAL ESTATE FUND V LP	SIMSBURY	CT	LANDMARK PARTNERS		07/27/2005			566,646			4.000
000000-00-0	MORGAN STANLEY REAL ESTATE FUND II	NEW YORK	NY	MORGAN STANLEY RE GP		01/23/1995			5,585			3.440
000000-00-0	MORGAN STANLEY REAL ESTATE FUND III	NEW YORK	NY	MORGAN STANLEY RE GP		06/05/1998			4,234			8.010
000000-00-0	MORGAN STANLEY REAL ESTATE FUND V	NEW YORK	NY	MORGAN STANLEY RE GP		10/10/2006			1,970,952			1.600
000000-00-0	MORGAN STANLEY REAL ESTATE FUND VI-INTL	NEW YORK	NY	MORGAN STANLEY RE GP		07/30/2007			1,337,128			0.160
000000-00-0	MORGAN STANLEY REAL ESTATE IV	NEW YORK	NY	MORGAN STANLEY RE GP		11/06/2002			286,769			5.000
000000-00-0	O'CONNOR NORTH AMERICAN PROPERTIES	NEW YORK	NY	O'CONNOR GROUP		09/30/2004			955,213			2.650
000000-00-0	RLJ URBAN LODGING FUND II LP	BETHESDA	MD	RLJ CAPITAL PARTNERS		06/12/2006			436,073			2.820
000000-00-0	ROCKPOINT REAL ESTATE FUND I	DALLAS	TX	ROCKPOINT GROUP		09/28/2004			16,473			1.750
000000-00-0	ROCKPOINT REAL ESTATE FUND III LP	DALLAS	TX	ROCKPOINT GROUP		09/27/2007			566,154			5.000
000000-00-0	ROCKPOINT REAL ESTATE PARTNERS II LP	DALLAS	TX	ROCKPOINT GROUP		09/29/2005			306,887			1.200
000000-00-0	STARWOOD HOSPITALITY I	GREENWICH	CT	STARWOOD CAPITAL		01/10/2006			5,250,000			2.630
000000-00-0	STARWOOD OPPORTUNITY FUND VII LP	GREENWICH	CT	STARWOOD CAPITAL		01/10/2006			3,000,000			2.400
000000-00-0	WALTON STREET REAL ESTATE FUND V	CHICAGO	IL	WALTON STREET		08/08/2006			2,254,926			1.920
000000-00-0	WESTBROOK REAL ESTATE FUND II	NEW YORK	NY	WESTBROOK PARTNERS		06/12/1997			2,475			2.800
000000-00-0	WESTBROOK REAL ESTATE FUND II-A	NEW YORK	NY	WESTBROOK PARTNERS		09/10/2004			900			2.800
000000-00-0	WESTBROOK REAL ESTATE FUND III	NEW YORK	NY	WESTBROOK PARTNERS		09/01/1998			1,959			2.710
000000-00-0	WESTBROOK REAL ESTATE FUND III-A	NEW YORK	NY	WESTBROOK PARTNERS		09/13/2004			653			2.710
000000-00-0	WESTBROOK REAL ESTATE FUND IV	NEW YORK	NY	WESTBROOK PARTNERS		10/17/2000			5,322			1.200
000000-00-0	WESTBROOK REAL ESTATE FUND VII	NEW YORK	NY	WESTBROOK PARTNERS		12/03/2007			94,730			1.540
000000-00-0	WESTBROOK REAL ESTATE PARTNERS VI	NEW YORK	NY	WESTBROOK PARTNERS		05/04/2006			55,284			2.670
000000-00-0	WESTBROOK REAL ESTATE PARTNERS LP	NEW YORK	NY	WESTBROOK PARTNERS		10/01/2004			46,969			4.170
1799999	Joint Venture Interests - Real Estate - Unaffiliated								21,878,674			XXX
000000-00-0	MMA RENEWABLE VENTURES SOLAR FUND IV	NELLIS	NV	MMA SOLAR FUND IV		07/20/2007			7,000			22.500
2099999	Joint Venture Interests - Other - Affiliated								7,000			XXX
000000-00-0	TCF A/NC-1 LLC	DURHAM	NC	TAX CREDIT INVT GROUP		08/16/2007			130,523			99.990
3499999	State Low Income Housing Tax Credit - Affiliated								130,523			XXX
3999999	Total - Unaffiliated							910,946	71,538,332		326,756,654	XXX
4099999	Total - Affiliated							9,000,000	3,663,335		22,215,018	XXX
4199999	Totals							9,910,946	75,201,668		348,971,672	XXX

E03.1

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encum- brances, Prior Year	Change in Book/Adjusted Carrying Value						15 Book/ Adjusted Carrying Value Less Encum- brances on Disposal	16 Consid- eration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Invest- ment Income	
		3 City	4 State					9 Unrealized Valuation Increase (De- crease)	10 Current Year's (Depre- ciation) or (Amorti- zation)/ Accretion	11 Current Year's Other Than Temporary Impair- ment Recog- nized	12 Capital- ized Deferred Interest and Other	13 Total Change in Book/ Adjusted Carrying Value (9+10- 11+12)	14 Total Foreign Exchange Change in Book/ Adjusted Carrying Value							
000000-00-0	PFINGSTEN EXECUTIVE FUND II	DEERFIELD	IL	PFINGSTEN PARTNERS	09/15/1997	05/20/2008	1,476	2,188,875					2,188,875	2,190,351	2,190,351				(1,888,744)	
000000-00-0	PROTEGE OPPORTUNISTIC FUND LP	NEW YORK	NY	PROTEGE PARTNER GP	02/28/2008	06/30/2008		(19,917)					(19,917)	(771,215)	(771,215)				771,215	
000000-00-0	WAND/PARAGON INVESTMENTS I L.P.	NEW YORK	NY	WAND PARTNERS	10/20/2006	06/30/2008		517,834					517,834	517,834	517,834				(517,834)	
1699999. Joint Venture Interests - Common Stock - Affiliated								(503,162)	2,849,929				2,849,929	1,595,470	1,595,470				(382,262)	
000000-00-0	CABOT PROPERTIES VALUE FUND II	BOSTON	MA	CABOT INDUSTRIAL	11/15/2005	06/06/2008	43,364	(320)					43,045	43,045					48,515	
000000-00-0	CB STRATEGIC PARTNERS III	LOS ANGELES	CA	CB RICHARD ELLIS	01/06/2004	05/08/2008	414,861	(20,904)					393,957	393,957					2,605,721	
000000-00-0	CBRE STRATEGIC US OPP V LP	LOS ANGELES	CA	CB RICHARD ELLIS	12/11/2007	04/30/2008	5,449	(116)					5,333	5,333						
000000-00-0	DRA GROWTH & INCOME I	NEW YORK	NY	DRA ADVISORS	03/31/1998	06/12/2008	1,326,230	(13,886)					1,312,344	1,312,344						
000000-00-0	DRA GROWTH & INCOME IV	NEW YORK	NY	DRA ADVISORS	05/29/2003	05/15/2008	(282,440)	(2,681)					(265,121)	(265,121)					440,629	
000000-00-0	EMERGING MARKETS I	LOS ANGELES	CA	TCW/HINES	09/16/1996	04/10/2008	3,861	37					3,898	3,898						
000000-00-0	GEM REALTY FUND III	CHICAGO	IL	GEM REALTY CAPITAL	10/26/2005	06/02/2008	252,104	(60,408)					191,696	191,696					25,104	
000000-00-0	IMPACT PCCP IV LLC	SAN FRANCISCO	CA	IMPACT COMMUNITY	10/18/2006	06/02/2008	35,439						35,439	35,439						
000000-00-0	JER FUND I	MCLEAN	VA	JER REALTY	07/31/1997	06/30/2008		(964,169)					(964,169)	(964,169)					964,169	
000000-00-0	JER FUND II	MCLEAN	VA	JER REALTY	06/04/1999	04/30/2008	2,075	(57)					2,017	2,017						
000000-00-0	JER FUND III	MCLEAN	VA	JER REALTY	01/05/2005	06/30/2008	(130,974)	10,706					(120,268)	(120,268)					120,268	
000000-00-0	JER REAL ESTATE PARTNERS IV LP	MCLEAN	VA	JER REALTY	07/09/2007	06/27/2008	116,952	6,075					123,027	123,027					59,583	
000000-00-0	KEYSTONE INDUSTRIAL FUND LP	CONSHOHOCKEN	PA	KTR CAPITAL PARTNERS	10/24/2005	06/20/2008	178,658	(3,367)					175,291	175,291					396,981	
000000-00-0	LANDMARK FUND IV	SIMSBURY	CT	LANDMARK PARTNERS	03/27/2002	06/30/2008	(35,191)	(8,169)					(43,360)	(43,360)					43,360	
000000-00-0	LANDMARK REAL ESTATE FUND V LP	SIMSBURY	CT	LANDMARK PARTNERS	07/27/2005	05/15/2008	90,228	(2,074)					88,154	88,154						
000000-00-0	LION GABLES APARTMENT FUND	NEW YORK	NY	ING CLARION	11/02/2005	06/30/2008	(667,680)	(21,076)					(688,756)	(688,756)					688,756	
000000-00-0	MORGAN STANLEY REAL ESTATE FUND II	NEW YORK	NY	MORGAN STANLEY RE GP	01/23/1995	05/09/2008	1,840,697	69,913					1,910,610	1,910,610					1,530,649	
000000-00-0	MORGAN STANLEY REAL ESTATE FUND V	NEW YORK	NY	MORGAN STANLEY RE GP	10/10/2006	06/30/2008	1,942,417	(154,769)					1,787,648	1,787,648						
000000-00-0	MORGAN STANLEY REAL ESTATE FUND VI-INTL	NEW YORK	NY	MORGAN STANLEY RE GP	07/30/2007	06/20/2008	130,114	(8,977)					121,137	121,137						
000000-00-0	RLJ URBAN LODGING FUND II LP	BETHESDA	MD	RLJ CAPITAL PARTNERS	06/12/2006	05/15/2008	11,476						11,476	11,476					297,275	
000000-00-0	RLJ URBAN LODGING FUND LP	BETHESDA	MD	RLJ CAPITAL PARTNERS	04/29/2005	06/25/2008								1,076,557	1,076,557		1,076,557	1,076,557		
000000-00-0	ROCKPOINT REAL ESTATE FUND III LP	DALLAS	TX	ROCKPOINT GROUP	09/27/2007	06/24/2008	24,605	(5,861)					18,744	18,744						
000000-00-0	ROCKPOINT REAL ESTATE PARTNERS II LP	DALLAS	TX	ROCKPOINT GROUP	09/29/2005	06/30/2008	(187,182)	(1,339)					(188,521)	(188,521)					188,521	
000000-00-0	VERDE GROUP LLC	EL PASO	TX	VERDE GROUP	04/15/2005	05/12/2008		171					171	171					(171)	
000000-00-0	WESTBROOK REAL ESTATE FUND IV	NEW YORK	NY	WESTBROOK PARTNERS	10/17/2000	06/30/2008	(49,932)	(802)					(50,734)	(50,734)					50,734	
000000-00-0	WESTBROOK REAL ESTATE PARTNERS VI	NEW YORK	NY	WESTBROOK PARTNERS	05/04/2006	06/30/2008	(411,091)	(43,782)					(454,873)	(454,873)					1,080,451	
000000-00-0	WESTBROOK REAL ESTATE PARTNERS LP	NEW YORK	NY	WESTBROOK PARTNERS	10/01/2004	06/30/2008	(536,254)	(387,060)					(923,314)	(923,314)					1,415,641	
1799999. Joint Venture Interests - Real Estate - Unaffiliated								4,117,788	(1,612,916)				(1,612,916)	2,504,872	3,581,428		1,076,557	1,076,557	9,966,186	
000000-00-0	DRA GROWTH & INCOME II	NEW YORK	NY	DRA ADVISORS	11/01/1998	06/30/2008	(60,553)	21,079					(39,474)	(39,474)					39,474	
000000-00-0	MORGAN STANLEY REAL ESTATE FUND I	NEW YORK	NY	MORGAN STANLEY RE GP	09/28/1994	06/23/2008	338,317	(4,399,041)					(4,060,724)	(4,060,724)					4,311,733	
1899999. Joint Venture Interests - Real Estate - Affiliated								277,764	(4,377,962)				(4,377,962)	(4,100,198)	(4,100,198)					4,351,207
000000-00-0	MMA RENEWABLE VENTURES SOLAR FUND IV	NELLIS	NV	MMA SOLAR FUND IV	07/20/2007	04/01/2008	116,794						116,794	116,794						
2099999. Joint Venture Interests - Other - Affiliated								116,794					116,794	116,794						
3999999. Total - Unaffiliated								14,178,490	1,602,159		3,925,898		(2,323,738)	738,356	14,097,531	15,441,476		1,343,944	1,343,944	15,322,172
4099999. Total - Affiliated								(82,451)	(1,528,015)				(1,528,015)	(2,361,764)	(2,361,764)					4,075,732
4199999 - Totals								14,096,039	74,144		3,925,898		(3,851,753)	738,356	11,735,768	13,079,712		1,343,944	1,343,944	19,397,904

E03.3

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
02580E-CN-1	AMERICAN EXPRESS BK FSB 04/16/2013		04/11/2008	SALOMON SMITH BARNEY		4,988,350	5,000,000		1FE
36211B-4U-5	GOVT NATL MTG ASSOC I #508535 09/15/2037		03/14/2008	BARCLAYS BANK		28,859	28,386	.87	1
36202S-7E-2	GOVT NATL MTG ASSOC I #608493 06/15/2037		03/14/2008	BARCLAYS BANK		35,779	35,194	108	1
36202T-AA-4	GOVT NATL MTG ASSOC I #608501 07/15/2037		03/14/2008	BARCLAYS BANK		26,530	26,096	.80	1
36290U-FH-4	GOVT NATL MTG ASSOC I #617668 08/15/2037		03/14/2008	BARCLAYS BANK		854,843	840,850	2,569	1
36290U-GH-3	GOVT NATL MTG ASSOC I #617700 08/15/2037		03/14/2008	BARCLAYS BANK		27,106	26,662	.81	1
36290U-GR-1	GOVT NATL MTG ASSOC I #617708 09/15/2037		03/14/2008	BARCLAYS BANK		962,885	947,124	2,894	1
36290U-ME-3	GOVT NATL MTG ASSOC I #617857 12/15/2037		03/14/2008	BARCLAYS BANK		27,205	26,760	.82	1
36294V-RJ-1	GOVT NATL MTG ASSOC I #661189 12/15/2037		03/14/2008	BARCLAYS BANK		26,349	25,918	.79	1
36294W-2K-3	GOVT NATL MTG ASSOC I #662378 06/15/2037		03/14/2008	BARCLAYS BANK		31,394	30,880	.94	1
36294W-7B-8	GOVT NATL MTG ASSOC I #662490 07/15/2037		03/14/2008	BARCLAYS BANK		26,730	26,293	.80	1
36294X-AV-8	GOVT NATL MTG ASSOC I #662520 08/15/2037		03/14/2008	BARCLAYS BANK		126,604	124,531	381	1
36294X-BF-2	GOVT NATL MTG ASSOC I #662538 08/15/2037		03/14/2008	BARCLAYS BANK		28,460	27,994	.86	1
36295A-VJ-1	GOVT NATL MTG ASSOC I #664917 06/15/2037		03/14/2008	BARCLAYS BANK		913,215	898,267	2,745	1
36295C-YD-8	GOVT NATL MTG ASSOC I #666776 07/15/2037		03/14/2008	BARCLAYS BANK		30,796	30,292	.93	1
36295F-KM-5	GOVT NATL MTG ASSOC I #669100 06/15/2037		03/14/2008	BARCLAYS BANK		26,551	26,116	.80	1
36295H-L4-0	GOVT NATL MTG ASSOC I #670947 10/15/2037		03/14/2008	BARCLAYS BANK		33,901	33,346	102	1
36295H-NB-9	GOVT NATL MTG ASSOC I #671015 08/15/2037		03/14/2008	BARCLAYS BANK		45,302	44,560	136	1
36295H-YN-4	GOVT NATL MTG ASSOC I #671317 07/15/2037		03/14/2008	BARCLAYS BANK		776,982	764,264	2,335	1
36295H-YY-6	GOVT NATL MTG ASSOC I #671324 07/15/2037		03/14/2008	BARCLAYS BANK		929,850	914,630	2,795	1
36295H-ZK-9	GOVT NATL MTG ASSOC I #671346 07/15/2037		03/14/2008	BARCLAYS BANK		963,762	947,987	2,897	1
36295H-5C-0	GOVT NATL MTG ASSOC I #671443 07/15/2037		03/14/2008	BARCLAYS BANK		959,323	943,621	2,883	1
36295H-7D-6	GOVT NATL MTG ASSOC I #671492 08/15/2037		03/14/2008	BARCLAYS BANK		41,476	40,797	1.25	1
36295N-GY-7	GOVT NATL MTG ASSOC I #675315 04/01/2038		03/14/2008	BARCLAYS BANK		11,200,841	11,017,503	33,665	1
36295P-RW-4	GOVT NATL MTG ASSOC I #676501 12/15/2037		03/14/2008	BARCLAYS BANK		955,641	939,999	2,872	1
36295Q-VB-3	GOVT NATL MTG ASSOC I #677510 10/15/2037		03/14/2008	BARCLAYS BANK		67,604	66,497	203	1
36295S-TG-1	GOVT NATL MTG ASSOC I #679251 12/15/2037		03/14/2008	BARCLAYS BANK		135,072	132,861	406	1
36295T-UR-3	GOVT NATL MTG ASSOC I #680192 04/15/2038		03/14/2008	BARCLAYS BANK		10,546,388	10,373,762	31,698	1
36295T-VC-5	GOVT NATL MTG ASSOC I #680211 04/15/2038		03/14/2008	BARCLAYS BANK		618,865	608,735	1,860	1
36295U-DK-4	GOVT NATL MTG ASSOC I #680606 12/15/2037		03/14/2008	BARCLAYS BANK		954,451	938,828	2,869	1
36295U-EY-3	GOVT NATL MTG ASSOC I #680651 12/15/2037		03/14/2008	BARCLAYS BANK		113,030	111,180	340	1
912810-PU-6	US TREASURY N/B 05/15/2037		05/09/2008	Various		85,930,348	78,005,000	1,665,218	1
912810-PW-2	US TREASURY N/B 02/15/2038		05/29/2008	MORGAN STANLEY DEAN WITTER		32,428,651	34,500,000	435,397	1
912828-GA-2	US TREASURY N/B 11/30/2011		05/06/2008	J. P. MORGAN SECURITIES, INC.		33,886,250	32,000,000	625,574	1
912828-HV-5	US TREASURY N/B 03/31/2013		04/21/2008	Various		29,827,140	30,005,000	31,428	1
912828-HX-1	US TREASURY N/B 04/30/2010		05/16/2008	Various		40,253,205	40,500,000	44,434	1
912828-HY-9	US TREASURY N/B 04/30/2013		05/14/2008	Various		60,136,720	60,000,000	60,292	1
912828-HZ-6	US TREASURY N/B 05/15/2018		06/10/2008	Various		183,662,771	185,675,000	317,692	1
0399999. Bonds - U.S. Governments						502,629,227	496,684,934	3,274,758	XXX
00819A-CT-5	AUSTRALIAN GOVERNMENT 08/15/2010	D	03/27/2008	TORONTO DOMINION SECURITIES (USA) INC.		(1,141,780)	(1,165,581)	(7,728)	1FE
D1R27G-AA-6	BUNDESREPUB. DEUTSCHLAND 01/04/2018	D	06/12/2008	SALOMON SMITH BARNEY		57,356,490	58,745,615	1,222,204	1FE
P4R09T-AC-7	MEX BONDS DESARR FIX RT 12/14/2017	D	06/03/2008	SALOMON SMITH BARNEY		4,694,899	4,848,297	169,084	2FE
P9767G-B3-4	MEXICAN FIXED RATE BONDS 12/05/2024	D	06/03/2008	SALOMON SMITH BARNEY		5,586,203	4,848,297	218,173	1FE
105756-BN-9	REPUBLIC OF BRAZIL 01/10/2028	D	04/29/2008	Various		8,018,646	8,879,729	256,972	2FE
1099999. Bonds - All Other Governments						74,514,458	76,156,356	1,858,706	XXX
607267-KG-7	MOBILE CNTY AL G O 2008 06/01/2038		04/18/2008	GARDNYR MICHAEL CAPITAL, INC		14,724,450	15,000,000	60,417	1FE
050286-CS-0	AUBURN CA UNIFIED SCH DIST CO 06/01/2033		05/15/2008	DAIN RAUSCHER INCORPORATED		3,175,000	3,175,000		1FE
586840-GP-9	MENLO PARK CA SCH DIST CAP AP 07/01/2032		06/19/2008	STONE & YOUNGBERG		1,406,796	5,705,000		1FE
586840-GQ-7	MENLO PARK CA SCH DIST CAP AP 07/01/2033		06/19/2008	STONE & YOUNGBERG		1,317,456	5,705,000		1FE
630360-DP-7	NAPA VALLEY CA CMNTY CLGE 02 08/01/2022		04/02/2008	CITIGROUP GLOBAL MARKETS		4,779,555	10,270,000		1FE
764440-FV-0	RICHMOND CA JT PIIRS LEASE CIV 08/01/2037		05/27/2008	DAIN RAUSCHER INCORPORATED		15,000,000	15,000,000		1FE
75289F-AN-0	RANGEVIEW CO LIBRARY DIST COP 12/15/2022		06/05/2008	STIFEL NICOLAUS & CO, INC.		2,152,486	2,040,000		1FE
75289F-AG-3	RANGEVIEW CO LIBRARY DIST COP 12/15/2024		06/05/2008	STIFEL NICOLAUS & CO, INC.		2,112,314	2,020,000		1FE
75289F-AR-1	RANGEVIEW CO LIBRARY DIST COP 12/15/2025		06/05/2008	STIFEL NICOLAUS & CO, INC.		1,494,466	1,435,000		1FE
75289F-AS-9	RANGEVIEW CO LIBRARY DIST COP 12/15/2026		06/05/2008	STIFEL NICOLAUS & CO, INC.		2,292,212	2,210,000		1FE
75289F-AW-0	RANGEVIEW CO LIBRARY DIST COP 12/15/2030		06/05/2008	STIFEL NICOLAUS & CO, INC.		5,466,985	5,340,000		1FE
108151-XM-8	BRIDGEPORT CT G O 2002 A REF 08/15/2016		04/14/2008	STONE & YOUNGBERG		5,613,278	5,315,000	49,201	2FE
71319R-AR-8	PEORIA CNTY IL MET ARPT G O D 12/01/2025		05/30/2008	STIFEL NICOLAUS & CO, INC.		5,352,958	5,310,000	8,113	1FE
71319R-AS-6	PEORIA CNTY IL MET ARPT G O D 12/01/2026		05/30/2008	STIFEL NICOLAUS & CO, INC.		5,893,597	5,870,000	8,968	1FE
71319R-AT-4	PEORIA CNTY IL MET ARPT G O D 12/01/2027		05/30/2008	STIFEL NICOLAUS & CO, INC.		6,490,000	6,490,000	9,900	1FE
34525P-CB-3	FORD CNTY KS JAIL G O SALES T 09/01/2024		04/22/2008	PRAGER MCCARTHY & SEALY		1,478,209	1,480,000	1,295	1FE
34525P-CC-1	FORD CNTY KS JAIL G O SALES T 09/01/2025		04/22/2008	PRAGER MCCARTHY & SEALY		1,535,715	1,545,000	1,352	1FE
251093-Q4-5	DETROIT MI G O 2008 A-2 04/01/2014		06/02/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		20,000,000	20,000,000		2FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
79165T-ND-9	ST LOUIS MO MUN FIN LSE JUV D 06/01/2028		.06/05/2008	SEIBERT BRANFORD		1,482,435	1,500,000		1FE
79165T-NE-7	ST LOUIS MO MUN FIN LSE JUV D 06/01/2038		.06/05/2008	SEIBERT BRANFORD		4,334,985	4,500,000		1Z
646046-NR-0	NEW JERSEY ST COP EQUIP LSE 2 06/15/2022		.04/10/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		3,052,380	3,000,000		1FE
646046-NS-8	NEW JERSEY ST COP EQUIP LSE 2 06/15/2023		.04/10/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		1,013,440	1,000,000		1FE
515318-JY-0	LANE CNTY OR SD NO 19 SPRINGF 06/15/2021		.04/01/2008	SEIBERT BRANFORD		2,390,544	4,680,000		1FE
01728V-JQ-4	ALLEGHENY CNTY PA G O 2008 C- 12/01/2025		.05/29/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		2,375,660	2,390,000		1FE
01728V-JS-0	ALLEGHENY CNTY PA G O 2008 C- 12/01/2027		.05/29/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		1,969,360	2,000,000		1FE
01728V-JT-8	ALLEGHENY CNTY PA G O 2008 C- 12/01/2028		.05/29/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		488,865	500,000		1FE
207889-ML-7	CONNELLSVILLE PA AREA SCH DIS 11/15/2031		.04/10/2008	FERRIS BAKER WATTS		3,465,980	3,500,000		1FE
207889-MM-5	CONNELLSVILLE PA AREA SCH DIS 11/15/2037		.04/10/2008	FERRIS BAKER WATTS		1,000,000	1,000,000		1FE
762243-EB-2	RHODE ISLAND HLTH PUB SCH FIN 05/15/2023		.05/09/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		2,483,825	2,500,000		1FE
762243-E9-0	RHODE ISLAND HLTH PUB SCH FIN 05/15/2024		.05/09/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		2,469,100	2,500,000		1FE
762243-F2-4	RHODE ISLAND HLTH PUB SCH FIN 05/15/2025		.05/09/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		2,944,050	3,000,000		1FE
762243-F3-2	RHODE ISLAND HLTH PUB SCH FIN 05/15/2026		.05/09/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		2,965,680	3,000,000		1FE
521840-3E-6	LEANDER TX INDPT SCH DIST 200 08/15/2036		.05/02/2008	DAIN RAUSCHER INCORPORATED		9,101,084	47,195,000		1FE
521840-3F-3	LEANDER TX INDPT SCH DIST 200 08/15/2037		.05/02/2008	DAIN RAUSCHER INCORPORATED		8,615,314	47,630,000		1FE
521840-3G-1	LEANDER TX INDPT SCH DIST 200 08/15/2038		.05/02/2008	DAIN RAUSCHER INCORPORATED		8,152,672	48,070,000		1FE
521840-3H-9	LEANDER TX INDPT SCH DIST 200 08/15/2039		.05/02/2008	DAIN RAUSCHER INCORPORATED		7,711,150	48,510,000		1FE
549815-JQ-2	LUFKIN TX INDPT SCH DIST SCH 08/15/2031		.04/09/2008	SOUTHWEST SECURITIES, INC.		1,458,705	1,500,000	1,385	1FE
835214-BH-9	SOMERVILL CNTY TX COP 2008 02/15/2033		.04/14/2008	SOUTHWEST SECURITIES, INC.		2,963,672	2,995,000	14,923	1FE
835214-BJ-5	SOMERVILL CNTY TX COP 2008 02/15/2038		.04/14/2008	SOUTHWEST SECURITIES, INC.		2,590,368	2,640,000	13,154	1FE
181144-RO-1	CLARK CNTY WA VANCOUVER SD NO 12/01/2018		.04/16/2008	SEIBERT BRANFORD		7,216,365	11,500,000		1FE
2499999. Bonds - Political Subdivisions						180,521,111	359,010,000	168,707	XXX
31409Y-FT-9	FED NATL MTG ASSOC #882278 04/01/2036		.05/09/2008	BANK OF AMERICA		462,646	449,444	899	1
31410C-YB-2	FED NATL MTG ASSOC #885506 07/01/2036		.05/09/2008	BANK OF AMERICA		168,697	163,883	328	1
31410K-DW-1	FED NATL MTG ASSOC #889417 04/01/2023		.04/14/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		2,621,125	2,600,000	5,778	1
31410W-KL-1	FED NATL MTG ASSOC #899499 05/01/2037		.05/09/2008	BANK OF AMERICA		1,666,320	1,618,769	3,238	1
31410W-VZ-5	FED NATL MTG ASSOC #899928 12/01/2037		.05/09/2008	BANK OF AMERICA		11,031,475	10,716,673	21,433	1
31411N-QE-0	FED NATL MTG ASSOC #912253 03/01/2037		.05/09/2008	BANK OF AMERICA		291,867	283,539	567	1
31412D-MR-6	FED NATL MTG ASSOC #922068 02/01/2037		.05/09/2008	BANK OF AMERICA		101,102	98,216	196	1
31412D-MT-2	FED NATL MTG ASSOC #922070 02/01/2037		.05/09/2008	BANK OF AMERICA		133,798	129,979	260	1
31412V-3M-8	FED NATL MTG ASSOC #936504 06/01/2037		.05/09/2008	BANK OF AMERICA		436,618	424,159	848	1
31412W-FF-8	FED NATL MTG ASSOC #936766 05/01/2037		.05/09/2008	BANK OF AMERICA		453,801	440,851	882	1
31412W-UL-8	FED NATL MTG ASSOC #937187 05/01/2037		.05/09/2008	BANK OF AMERICA		1,953,709	1,897,956	3,796	1
31413A-XQ-1	FED NATL MTG ASSOC #939987 06/01/2037		.05/09/2008	BANK OF AMERICA		376,279	365,541	731	1
31413B-JN-2	FED NATL MTG ASSOC #940469 06/01/2037		.05/09/2008	BANK OF AMERICA		1,002,997	974,375	1,949	1
31413B-SR-8	FED NATL MTG ASSOC #941056 08/01/2037		.05/09/2008	BANK OF AMERICA		73,593	73,436	147	1
31413F-BC-5	FED NATL MTG ASSOC #943835 07/01/2037		.05/09/2008	BANK OF AMERICA		295,074	286,653	573	1
31414B-YF-1	FED NATL MTG ASSOC #961610 02/01/2038		.06/06/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		1,917,029	1,999,998	3,056	1
31414H-DQ-7	FED NATL MTG ASSOC #966411 12/01/2037		.05/09/2008	BANK OF AMERICA		662,388	643,486	1,287	1
31414H-GT-9	FED NATL MTG ASSOC #967182 12/01/2037		.05/09/2008	BANK OF AMERICA		177,253	172,195	344	1
31414K-FS-4	FED NATL MTG ASSOC #968277 02/01/2038		.05/09/2008	BANK OF AMERICA		772,263	750,225	1,500	1
31414K-UZ-1	FED NATL MTG ASSOC #968700 02/01/2038		.05/09/2008	BANK OF AMERICA		950,054	922,943	1,846	1
31414Q-QD-2	FED NATL MTG ASSOC #973052 03/01/2038		.05/09/2008	BANK OF AMERICA		4,251,635	4,130,307	8,261	1
31414T-SS-1	FED NATL MTG ASSOC #975840 05/01/2038		.06/06/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		959,051	1,000,558	1,529	1
31414T-TL-5	FED NATL MTG ASSOC #975855 04/01/2038		.06/06/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		3,130,492	3,265,979	4,990	1
31415A-5D-9	FED NATL MTG ASSOC #981544 05/01/2038		.06/06/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		3,076,638	3,209,795	4,904	1
31415B-SP-5	FED NATL MTG ASSOC #982126 05/01/2038		.06/06/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		2,170,000	2,263,917	3,459	1
31415B-5Q-8	FED NATL MTG ASSOC #982455 05/01/2038		.06/06/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		3,124,517	3,259,745	4,980	1
31339W-RA-6	FHR 2442 PH 04/15/2032		.06/13/2008	BANK OF AMERICA		10,073,438	10,000,000	28,333	1
31395J-JA-5	FHR 2882 PE 05/15/2033		.06/13/2008	BARCLAYS BANK		13,213,568	13,744,000	32,451	1
31395W-K5-5	FHR 3005 ZG 02/15/2020		.06/01/2008	SCHEDULED PAY UP		42,782	42,782		1
31395W-ZJ-9	FHR 3016 ZC 08/15/2035		.06/01/2008	SCHEDULED PAY UP		440,342	440,342		1
31396H-Z9-3	FHR 3116 ZB 02/15/2036		.06/01/2008	SCHEDULED PAY UP		70	70		1
31397B-DF-5	FHR 3210 FA 09/15/2036		.05/20/2008	MERRILL LYNCH CAPITAL MARKETS		15,398,883	15,643,310	10,131	1
31397B-4N-8	FHR 3220 PD 10/15/2034		.06/04/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		35,382,770	34,919,000	46,559	1
31397P-FG-0	FHR 3387 PF 11/15/2037		.05/20/2008	BARCLAYS BANK		14,446,560	14,574,084	9,504	1
31393A-2V-8	FNR 2003-38 MP 05/25/2023		.06/04/2008	BANK OF AMERICA		21,805,457	21,666,654	52,963	1
31394V-4W-7	FNR 2006-16 FA 03/25/2036		.04/14/2008	GREENWICH CAPITAL MARKETS, INC.		4,633,185	4,795,017	8,494	1
010632-LP-0	ALABAMA ST UNIV 2008 05/01/2038		.05/01/2008	STERNE AGEE & LEACH		1,086,800	1,100,000	2,139	1FE
44045P-AA-7	HORIZONS IMP DIST AL SPL ASSM 05/01/2038		.04/15/2008	GARDNYR MICHAEL CAPITAL, INC		6,000,000	6,000,000		4Z
75966W-AA-1	RENAISSANCE COOP DIST AL SPL 05/01/2037		.04/28/2008	GARDNYR MICHAEL CAPITAL, INC		8,500,000	8,500,000		4Z
861578-AA-0	STONE BRIDGE LAKE MARTN IMP D 05/01/2038		.04/15/2008	GARDNYR MICHAEL CAPITAL, INC		6,690,000	6,690,000		4Z

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
97710B-AY-8	WISCONSIN HLTH & ED MINISTRY 08/01/2031		04/11/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		994,470	1,000,000		1FE
97710B-BA-9	WISCONSIN HLTH & ED MINISTRY 08/01/2034		04/11/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		4,941,950	5,000,000		1FE
3199999. Bonds - Special Revenues						578,576,164	700,192,882	983,604	XXX
059172-AA-4	BALTIMORE GAS & ELECTRIC 07/01/2013		06/23/2008	GREENWICH CAPITAL MARKETS, INC.		2,999,700	3,000,000		2FE
125896-AW-0	CMS ENERGY CORP 2.875000% 12/ 12/01/2024		06/26/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		3,344,488	2,800,000	6,708	3FE
26442C-AE-4	DUKE ENERGY CAROLINAS 04/15/2038		04/09/2008	BARCLAYS BANK		2,991,750	3,000,000		1FE
462613-AD-2	IPALCO ENTERPRISES INC 11/14/2011		06/11/2008	MERRILL LYNCH CAPITAL MARKETS		2,105,000	2,000,000	14,854	3FE
462613-AE-0	IPALCO ENTERPRISES INC 04/01/2016		04/02/2008	MERRILL LYNCH CAPITAL MARKETS		1,625,679	1,650,000		3FE
67059T-AA-3	MUSTAR LOGISTICS 04/15/2018		04/01/2008	BARCLAYS BANK		3,992,080	4,000,000		2FE
77340R-AB-3	ROCKIES EXPRESS PIPELINE 07/15/2013		06/24/2008	LEHMAN BROTHERS INC.		2,998,440	3,000,000		2FE
991099-9C-8	TEXAS COMPETITIVE ELECTRIC HO 10/10/2014		04/24/2008	MORGAN STANLEY DEAN WITTER		2,765,625	3,000,000		3FE
46507M-AA-0	ISRAEL ELECTRIC CORP LTD 01/15/2019	F.	05/01/2008	LEHMAN BROTHERS INC.		4,242,818	4,250,000		2FE
3899999. Bonds - Public Utilities						27,065,580	26,700,000	21,563	XXX
000886-AE-1	ADC TELECOMMUNICATIONS I 3.50 07/15/2015		06/03/2008	MORGAN STANLEY DEAN WITTER		1,046,330	1,000,000	15,556	3
00763M-AK-4	ADVANCED MEDICAL OPTICS 3.250 08/01/2026		05/16/2008	MCMAHAN SECURITIES CO LP		1,530,900	2,000,000	19,726	4FE
010392-EZ-7	ALABAMA POWER CO 05/15/2038		05/08/2008	LEHMAN BROTHERS INC.		2,992,230	3,000,000		1FE
018490-AL-6	ALLERGAN INC 1.500000% 04/01/ 04/01/2026		06/19/2008	Various		2,178,602	2,000,000	6,542	1FE
01958X-BS-5	ALLIED WASTE NORTH AMER 06/01/2017		06/19/2008	DONALDSON, LUFKIN & JENRETTE SECURITIES		1,635,900	1,640,000	7,203	3FE
02076X-AA-0	ALPHA NATURAL RESOURCES 2.375 04/15/2015		04/01/2008	CITIGROUP GLOBAL MARKETS		500,000	500,000		3FE
023135-AF-3	AMAZON.COM INC 4.750000% 02/0 02/01/2009		05/20/2008	DEUTSCHE BANK CAPITAL CORP.		811,875	750,000	11,083	4FE
02360X-AK-3	AMEREN CORPORATION 04/15/2018		04/04/2008	LEHMAN BROTHERS INC.		3,000,000	3,000,000		2FE
0258MO-CW-7	AMERICAN EXPRESS 05/02/2013		05/28/2008	SALOMON SMITH BARNEY		2,989,710	3,000,000		1FE
026874-BR-7	AMERICAN INTL GROUP 05/15/2058		05/13/2008	SALOMON SMITH BARNEY		9,000,000	9,000,000		1Z
031162-AQ-3	AMGEN INC .375000% 02/01/2013 02/01/2013		06/19/2008	DEUTSCHE BANK CAPITAL CORP.		1,698,860	2,000,000	2,979	1FE
00206R-AM-4	AT&T INC 05/15/2018		05/09/2008	DEUTSCHE BANK SECURITIES		2,997,480	3,000,000		1FE
00206R-AN-2	AT&T INC 05/15/2038		05/09/2008	DEUTSCHE BANK SECURITIES		5,976,960	6,000,000		1FE
060505-DT-8	BANK OF AMERICA CORP 12/29/2049		04/24/2008	BANK OF AMERICA		3,000,000	3,000,000		1FE
06051G-DI-6	BANK OF AMERICA NA 05/01/2013		04/29/2008	BANK OF AMERICA		5,983,440	6,000,000		1FE
06739H-AA-5	BARCLAYS BANK PLC 04/29/2049		04/18/2008	BARCLAYS BANK		9,000,000	9,000,000		1FE
055381-AQ-0	BE AEROSPACE INC 07/01/2018		06/26/2008	J. P. MORGAN SECURITIES, INC.		2,460,000	2,460,000		3FE
075811-AD-1	BECKMAN COULTER INC 2.500000% 12/15/2036		04/16/2008	MORGAN STANLEY DEAN WITTER		810,000	750,000	6,563	2FE
085790-AP-8	BERRY PLASTICS 02/15/2015		04/16/2008	BANK OF AMERICA		1,545,700	1,640,000		4FE
550785-AE-9	BIOMET INC 10/15/2017		04/14/2008	LEHMAN BROTHERS INC.		1,689,200	1,640,000	1,059	5FE
110394-AC-7	BRISTOW GROUP INC 3.000000% 0 06/15/2038		06/11/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		500,000	500,000		3Z
144577-AA-1	CARRIZO OIL & GAS INC 4.37500 06/01/2028		06/26/2008	Various		3,097,285	3,000,000	7,292	4Z
12489W-LB-8	CBASS 2005-CB3 AF2 05/25/2035		06/01/2008	SCHEDULED PAY UP		2	2		1FE
165167-CB-1	CHESAPEAKE ENERGY CORP 2.2500 12/15/2038		06/17/2008	Various		6,634,450	6,400,000	3,450	3FE
171232-AR-2	CHUBB CORP 05/15/2018		05/01/2008	SALOMON SMITH BARNEY		2,973,180	3,000,000		1FE
171232-AS-0	CHUBB CORP 05/15/2038		05/01/2008	SALOMON SMITH BARNEY		2,964,420	3,000,000		1FE
172967-EQ-0	CITIGROUP INC 04/11/2013		04/04/2008	SALOMON SMITH BARNEY		2,984,760	3,000,000		1FE
172967-ER-8	CITIGROUP INC 04/29/2049		04/21/2008	SALOMON SMITH BARNEY		6,000,000	6,000,000		1Z
179584-AC-1	CLAIRE'S STORES INC 06/01/2015		04/04/2008	J. P. MORGAN SECURITIES, INC.		637,500	1,000,000	32,889	5FE
196777-KU-9	COLLEGEINV STUD LN NOTES SR - 06/01/2040		06/30/2008	DAIN RAUSCHER INCORPORATED		15,300,000	15,300,000		1FE
20030N-AG-6	COMCAST CORP 06/15/2016		06/18/2008	WACHOVIA SECURITIES		2,781,690	3,000,000	3,300	2FE
20030N-AW-1	COMCAST CORP 05/15/2018		05/02/2008	DEUTSCHE BANK SECURITIES		2,999,280	3,000,000		2FE
20030N-AX-9	COMCAST CORP 05/15/2038		05/02/2008	MERRILL LYNCH CAPITAL MARKETS		2,993,580	3,000,000		2FE
222372-AJ-3	COUNTRYWIDE FINL CORP 05/15/2016		05/30/2008	J. P. MORGAN SECURITIES, INC.		1,262,800	1,435,000	4,734	3FE
22238H-GQ-7	COUNTRYWIDE FINL CORP 06/07/2012		06/06/2008	J. P. MORGAN SECURITIES, INC.		1,171,575	1,230,000	793	2FE
2254CO-TC-1	CREDIT SUISSE NEW YORK 05/15/2013		05/12/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		6,513,195	6,500,000	8,125	1FE
126304-AU-8	CSC HOLDINGS INC 06/15/2015		05/28/2008	BANK OF AMERICA		1,225,000	1,225,000		4FE
225470-UM-3	CSMC 2006-1 1A5 02/25/2036		06/01/2008	SCHEDULED PAY UP		8,812	8,812		1FE
23331A-AT-6	D.R. HORTON INC 09/15/2014		06/26/2008	MERRILL LYNCH CAPITAL MARKETS		835,000	1,000,000	16,563	3FE
23918K-AE-8	DAVITA INC 03/15/2013		06/19/2008	DONALDSON, LUFKIN & JENRETTE SECURITIES		2,398,500	2,460,000	44,818	4FE
24702R-AA-9	DELL INC 04/15/2013		04/14/2008	J. P. MORGAN SECURITIES, INC.		2,998,290	3,000,000		1FE
24702R-AB-7	DELL INC 04/15/2018		04/14/2008	J. P. MORGAN SECURITIES, INC.		2,992,080	3,000,000		1FE
260543-BV-4	DOW CHEMICAL COMPANY 05/15/2018		05/01/2008	MERRILL LYNCH CAPITAL MARKETS		4,479,885	4,500,000		1FE
26138E-AA-7	DR PEPPER SNAPPLE GROUP 05/01/2013		04/25/2008	J. P. MORGAN SECURITIES, INC.		4,499,415	4,500,000		2FE
26138E-AC-3	DR PEPPER SNAPPLE GROUP 05/01/2018		04/25/2008	J. P. MORGAN SECURITIES, INC.		5,999,100	6,000,000		2FE
26138E-AE-9	DR PEPPER SNAPPLE GROUP 05/01/2038		04/25/2008	J. P. MORGAN SECURITIES, INC.		2,999,280	3,000,000		2FE
233326-AB-3	DST SYSTEMS INC 4.125000% 08/ 08/15/2023		04/01/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		3,703,618	2,500,000	14,036	2
280907-BM-7	EDUCATION LOANS INC SR - TRUS 12/01/2036		06/30/2008	DAIN RAUSCHER INCORPORATED		24,600,000	24,600,000	72,988	1FE
268648-AM-4	EMC CORP 1.750000% 12/01/2013 12/01/2013		06/10/2008	Various		3,081,503	2,500,000	10,938	1FE
29264F-AA-4	ENDO PHARMACEUT HLDGS IN 1.75 04/15/2015		06/09/2008	Various		3,587,790	3,500,000	5,007	3Z

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29365P-AM-4	ENERGY GULF STATES LA 05/01/2018		05/16/2008	BARCLAYS BANK		2,972,880	3,000,000	2,500	2FE
298736-AD-1	EURONET WORLDWIDE INC 1.62500 12/15/2024		06/02/2008	MCMAHAN SECURITIES CO LP		1,403,520	1,500,000	11,510	4
302915-AA-1	FGIC CORP 01/15/2034		04/02/2008	SALOMON SMITH BARNEY		91,300	415,000	5,672	4FE
318169-AA-7	FIREKEEPERS DEV AUTHORIT 05/01/2015		04/22/2008	MERRILL LYNCH CAPITAL MARKETS		3,818,800	3,900,000		4FE
319963-AN-4	FIRST DATA CORPORATION 09/24/2015		04/04/2008	KBC FINANCIAL PRODUCTS USA INC		1,394,400	1,660,000	4,098	4FE
338032-AX-3	FISHER SCIENTIFIC INTL 3.2500 03/01/2024		06/13/2008	DEUTSCHE BANK CAPITAL CORP.		317,530	200,000	1,932	2FE
341099-CX-3	FLORIDA POWER CORP 06/15/2018		06/11/2008	BARCLAYS BANK		2,989,170	3,000,000		1FE
36156H-AG-3	GO ED LOAN FUNDING STUDENT L 09/01/2040		06/30/2008	DAIN RAUSCHER INCORPORATED		15,000,000	15,000,000	9,958	1FE
36962G-3K-8	GENERAL ELEC CAP CORP 10/19/2012		05/14/2008	J. P. MORGAN SECURITIES, INC.		5,125,750	5,000,000	21,875	1FE
36962G-3P-7	GENERAL ELEC CAP CORP 01/14/2038		04/16/2008	LEHMAN BROTHERS INC.		6,007,560	6,500,000	102,894	1FE
36962G-3T-9	GENERAL ELEC CAP CORP 05/01/2013		04/16/2008	LEHMAN BROTHERS INC.		14,968,650	15,000,000		1FE
36962G-3U-6	GENERAL ELEC CAP CORP 05/01/2018		04/16/2008	LEHMAN BROTHERS INC.		14,959,950	15,000,000		1FE
370425-RX-0	GENERAL MTRS ACCEP CORP 09/15/2011		06/26/2008	MERRILL LYNCH CAPITAL MARKETS		715,000	1,000,000	20,243	4FE
36186C-AH-6	GMAC LLC 05/15/2012		04/23/2008	GOLDMAN, SACHS & CO.		830,000	1,000,000	29,997	4FE
38141G-AZ-7	GOLDMAN SACHS GP 01/15/2011		04/02/2008	GOLDMAN, SACHS & CO.		10,495,600	10,000,000	156,597	1FE
413627-AY-6	HARRAHS OPERATING CO INC 02/01/2016		06/09/2008	Various		2,276,000	2,660,000	71,834	4FE
420122-AH-6	HAWKER BEECHCRAFT ACQ CO 04/01/2017		05/12/2008	DONALDSON, LUFKIN & JENRETTE SECURITIES		1,303,125	1,250,000	14,896	5FE
421933-AJ-1	HEALTH MANAGEMENT ASSOC 3.750 05/01/2028		05/16/2008	BANK OF AMERICA SECURITIES LLC		1,000,000	1,000,000		4Z
427093-AA-7	HERCULES OFFSHORE LLC 3.37500 06/01/2038		06/30/2008	GOLDMAN, SACHS & CO.		1,057,680	1,000,000	2,813	4Z
436440-AA-9	HOLOGIC INC 2.000000% 12/15/2 12/15/2037		06/05/2008	Various		2,948,692	3,250,000	29,500	4FE
45245W-AF-6	IMCLONE SYSTEMS 1.375000% 05/ 05/15/2024		05/20/2008	MCMAHAN SECURITIES CO LP		1,451,250	1,500,000	458	3
457985-AH-2	INTEGRA LIFESCIENCES HLD 2.37 06/01/2012		06/11/2008	KBC FINANCIAL PRODUCTS USA INC		455,000	500,000	495	3
459902-AP-7	INTL GAME TECHNOLOGY 2.600000 12/15/2036		06/27/2008	MCMAHAN SECURITIES CO LP		2,416,719	2,500,000	1,896	2FE
460146-CA-9	INTL PAPER CO 06/15/2018		05/28/2008	J. P. MORGAN SECURITIES, INC.		5,999,280	6,000,000		2FE
47580*-AU-3	JELD-WEN, INC. (2006 TRANSACT 09/28/2012		06/23/2008	VARIOUS		(30,000)			4
478160-AT-1	JOHNSON & JOHNSON 07/15/2038		06/18/2008	J. P. MORGAN SECURITIES, INC.		2,998,560	3,000,000		1FE
478160-AU-8	JOHNSON & JOHNSON 07/15/2018		06/18/2008	GOLDMAN, SACHS & CO.		2,993,820	3,000,000		1FE
46625H-HA-1	JPMORGAN CHASE & CO 04/29/2049		04/16/2008	J. P. MORGAN SECURITIES, INC.		6,000,000	6,000,000		1Z
49460W-AF-6	KINETIC CONCEPTS INC 3.250000 04/15/2015		04/16/2008	J. P. MORGAN SECURITIES, INC.		2,500,000	2,500,000		4FE
50075N-AQ-7	KRAFT FOODS INC 02/11/2013		04/16/2008	J. P. MORGAN SECURITIES, INC.		3,092,520	3,000,000	35,000	2FE
50075N-AR-5	KRAFT FOODS INC 08/11/2037		04/15/2008	J. P. MORGAN SECURITIES, INC.		3,060,750	3,000,000	39,083	2FE
50540R-AG-7	LABORATORY CORP AMERICA HOLDI 09/11/2021		06/11/2008	MCMAHAN SECURITIES CO LP		503,900	500,000		2
990954-9B-7	LAS VEGAS SANDS LLC DELAYED D 05/23/2014		05/23/2008	GOLDMAN, SACHS & CO.		200,000	200,000		3FE
521863-AK-6	LEAP WIRELESS INTL INC 4.5000 07/15/2014		06/19/2008	GOLDMAN, SACHS & CO.		1,000,000	1,000,000		4Z
521865-AO-8	LEAR CORP 12/01/2016		06/11/2008	SALOMON SMITH BARNEY		1,435,000	1,640,000	5,381	4FE
5252MO-FD-4	LEHMAN BROTHERS HOLDINGS 05/02/2018		04/17/2008	LEHMAN BROTHERS INC.		5,980,140	6,000,000		1Z
52602E-AA-0	LENDER PROCESS SERVICES 07/01/2016		06/18/2008	J. P. MORGAN SECURITIES, INC.		820,000	820,000		3FE
530718-AF-2	LIBERTY MEDIA LLC 3.12500% 03 03/30/2023		06/03/2008	Various		7,414,667	7,250,000	10,894	3FE
502161-AJ-1	LSI CORP 4.000000% 05/15/2010 05/15/2010		06/26/2008	BANK OF AMERICA SECURITIES LLC		1,079,113	1,100,000	5,622	3FE
573284-AK-2	MARTIN MARIETTA MATERIAL 04/15/2018		04/16/2008	J. P. MORGAN SECURITIES, INC.		5,995,740	6,000,000		2FE
585055-AM-8	MEDTRONIC INC 1.625000% 04/15 04/15/2013		06/04/2008	Various		7,416,458	7,000,000	16,160	1FE
59000G-AA-8	MERITOR AUTOMOTIVE INC 02/15/2009		04/09/2008	SALOMON SMITH BARNEY		3,586,125	3,650,000	40,677	4FE
59018Y-N6-4	MERRILL LYNCH & CO 04/25/2018		04/22/2008	MERRILL LYNCH CAPITAL MARKETS		8,992,260	9,000,000		1FE
590188-W4-6	MERRILL LYNCH & CO 0% 03/13/2 03/13/2032		05/16/2008	Various		11,152,994	9,950,000		1FE
592179-JG-1	MET LIFE GLOB FUNDING I 04/10/2013		04/07/2008	MORGAN STANLEY DEAN WITTER		5,995,560	6,000,000		1FE
552848-AB-9	MGIC INVESTMENT CORP 9.000000 04/01/2063		05/28/2008	BANK OF AMERICA SECURITIES LLC		1,188,504	1,000,000	16,000	2FE
59832W-AF-6	MIDWEST GENERATION LLC 01/02/2016		05/08/2008	MERRILL LYNCH CAPITAL MARKETS		2,723,536	2,504,401	78,009	3FE
60855R-AA-8	MOLINA HEALTHCARE 10/01/2014		05/13/2008	WARBURG DILLION READ LLC		1,039,235	1,200,000	5,625	4Z
61166W-AG-6	MONSATNO CO 04/15/2038		04/10/2008	SALOMON SMITH BARNEY		2,955,900	3,000,000		1FE
631103-AB-4	NASDAQ STOCK MARKET INC 2.500 08/15/2013		06/17/2008	MCMAHAN SECURITIES CO LP		3,326,000	3,500,000	26,875	3FE
64110D-AA-2	NETAPP INC 1.750000% 06/01/20 06/01/2013		06/04/2008	GOLDMAN, SACHS & CO.		2,000,000	2,000,000		3Z
655844-AY-4	NORFOLK SOUTHERN CORP 04/01/2018		04/01/2008	MERRILL LYNCH CAPITAL MARKETS		5,983,380	6,000,000		2FE
656559-BH-3	NORTEK INC 12/01/2013		05/29/2008	KBC FINANCIAL PRODUCTS USA INC		816,750	825,000	2,979	4FE
670704-AA-3	NUVASIVE INC 2.250000% 03/15/ 03/15/2013		04/04/2008	GOLDMAN, SACHS & CO.		104,063	100,000	200	4Z
67090F-AC-0	NUVEEN INVESTMENTS INC 11/15/2015		05/12/2008	Various		2,257,550	2,320,000	75,250	4FE
67090F-9A-6	NUVEEN INVESTMENTS, INC. TERM 11/13/2014		04/24/2008	WACHOVIA SECURITIES		1,426,875	1,500,000		3FE
681919-AK-2	OMNICOM GROUP 02/07/2031		04/23/2008	KBC FINANCIAL PRODUCTS USA INC		3,488,393	3,500,000		1FE
682189-AG-0	ON SEMICONDUCTOR CORP 2.62500 12/15/2026		05/14/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		585,000	500,000	5,615	4FE
68389X-AD-7	ORACLE CORP 04/15/2013		04/02/2008	SALOMON SMITH BARNEY		2,998,920	3,000,000		1FE
68389X-AE-5	ORACLE CORP 04/15/2038		04/02/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		2,994,840	3,000,000		1FE
70109H-AH-8	PARKER-HANNIFIN CORP 05/15/2018		05/13/2008	MORGAN STANLEY DEAN WITTER		2,992,950	3,000,000		1FE
70109H-AJ-4	PARKER-HANNIFIN CORP 05/15/2038		05/13/2008	MORGAN STANLEY DEAN WITTER		2,998,380	3,000,000		1FE
70336T-AA-2	PATRIOT COAL CORP 3.250000% 0 05/31/2013		05/21/2008	LEHMAN BROTHERS INC.		1,250,000	1,250,000		4Z

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1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
70645J-BM-3	PEMEX PROJ FDG MASTER TR 06/15/2038		05/28/2008	LEHMAN BROTHERS INC.		2,990,970	3,000,000		2FE
716578-AB-5	PETROLEUM DEVELOPMENT CO 02/15/2018		06/30/2008	Various		3,029,436	3,000,000	140,867	4FE
723456-AC-3	PINNACLE ENTERTAINMENT 03/15/2012		04/11/2008	CIBC WORLD MARKETS		965,000	1,000,000	7,104	4FE
723787-AH-0	PIONEER NATURAL RESOURCE 2.87 01/15/2038		04/24/2008	Various		1,491,250	1,200,000	9,136	3FE
72650R-AS-1	PLAINS ALL AMER PIPELINE 05/01/2018		04/18/2008	BANK OF AMERICA		2,982,720	3,000,000		2FE
729416-AH-0	PLY GEM INDUSTRIES 06/15/2013		06/03/2008	DONALDSON, LUFKIN & JENRETTE SECURITIES		1,627,265	1,640,000		4FE
742962-AD-5	PRIVATEBANCORP INC 3.625000% 03/15/2027		06/23/2008	MCMAHAN SECURITIES CO LP		1,928,125	2,000,000	14,097	3Z
744320-AJ-1	PRUDENTIAL FINANCIAL INC 1.17 12/15/2037		04/17/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		6,681,250	7,000,000	8,483	1FE
744320-AG-7	PRUDENTIAL FINANCIAL INC 2.94 12/12/2036		04/03/2008	KBC FINANCIAL PRODUCTS USA INC		5,351,500	5,500,000	2,068	1FE
990965-9C-1	ROYALTY PHARMA FINANCE TRUST 05/15/2015		05/29/2008	BANK OF AMERICA		3,946,920	4,000,000		3FE
781904-AT-4	RURAL CELLULAR CORP 06/01/2013		06/26/2008	CIBC WORLD MARKETS		2,478,450	2,460,000	11,648	5FE
80004C-AC-5	SANDISK CORP 1.000000% 05/15/ 05/15/2013		06/02/2008	MCMAHAN SECURITIES CO LP		1,134,000	1,500,000	833	3FE
80007P-AC-3	SANDRIDGE ENERGY INC 06/01/2018		06/03/2008	Various		6,642,513	6,560,000	10,751	4FE
78388J-AJ-5	SBA COMMUNICATIONS CORP .3750 12/01/2010		06/27/2008	GOLDMAN, SACHS & CO.		810,831	700,000	226	5
80874P-AD-1	SCIENTIFIC GAMES CORP .750000 12/01/2024		06/17/2008	JEFFERIES & COMPANY, INC.		1,060,330	850,000	124	3FE
81211K-AG-5	SEALED AIR CORP 3.000000% 06/ 06/30/2033		06/26/2008	KBC FINANCIAL PRODUCTS USA INC		962,500	1,000,000	.83	2FE
83272A-AC-8	SMURFIT-STONE CONTAINER 03/15/2017		04/22/2008	J. P. MORGAN SECURITIES, INC.		1,361,200	1,640,000	78,413	4FE
845467-AD-1	SOUTHWESTERN ENERGY CO 02/01/2018		06/16/2008	CIBC WORLD MARKETS		2,552,250	2,460,000	17,578	3FE
871130-AB-6	SYBASE INC 1.750000% 02/22/20 02/22/2025		04/22/2008	Various		2,396,353	2,050,000	5,476	3
87612B-AA-0	TARGA RESOURCES PARTNERS 07/01/2016		06/12/2008	DEUTSCHE BANK SECURITIES		1,640,000	1,640,000		4FE
881609-AS-0	TESORO CORP 11/01/2015		05/30/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		1,614,375	1,750,000	10,628	3FE
88732J-AL-2	TIME WARNER CABLE INC 07/01/2018		06/16/2008	MORGAN STANLEY DEAN WITTER		2,997,510	3,000,000		2FE
88732J-AN-8	TIME WARNER CABLE INC 07/01/2038		06/16/2008	BANK OF AMERICA		2,991,180	3,000,000		2FE
887317-AB-1	TIME WARNER INC 11/15/2011		06/05/2008	WACHOVIA SECURITIES		5,969,220	6,000,000	22,917	2FE
893830-AV-1	TRANSOCEAN INC 1.500000% 12/1 12/15/2037		06/25/2008	BANK OF AMERICA SECURITIES LLC		14,308,486	12,300,000	72,442	2FE
896522-AF-6	TRINITY INDUSTRIES INC 3.8750 06/01/2036		04/30/2008	BANK OF AMERICA SECURITIES LLC		442,427	500,000	8,288	3FE
911365-AL-8	UNITED RENTALS NA INC 11/15/2013		05/12/2008	J. P. MORGAN SECURITIES, INC.		1,301,250	1,500,000		4FE
913017-BP-3	UNITED TECHNOLOGIES CORP 07/15/2038		05/13/2008	SALOMON SMITH BARNEY		2,991,210	3,000,000		1FE
902973-AG-9	US BANCORP INC 3.600000% 09/2 09/20/2036		04/08/2008	CITIGROUP GLOBAL MARKETS		5,031,250	5,000,000	2,420	1FE
92343E-AD-4	VERISIGN INC 3.250000% 08/15/ 08/15/2037		05/08/2008	DEUTSCHE BANK CAPITAL CORP.		755,598	600,000	4,767	3Z
92343V-AP-9	VERIZON COMMUNICATIONS 04/15/2038		04/01/2008	BANK OF AMERICA		5,923,440	6,000,000		1FE
92769L-AA-9	VIRGIN MEDIA INC 6.500000% 11 11/15/2016		04/10/2008	GOLDMAN, SACHS & CO.		5,000,000	5,000,000		4Z
927804-FF-6	VIRGINIA ELEC & POWER CO 04/30/2018		04/14/2008	BARCLAYS BANK		2,993,250	3,000,000		2FE
92976G-AG-6	WACHOVIA BANK NA 02/01/2037		05/01/2008	SALOMON SMITH BARNEY		2,671,800	3,000,000	46,313	1FE
931142-CM-3	WAL-MART STORES INC 04/15/2038		04/08/2008	GOLDMAN, SACHS & CO.		11,964,360	12,000,000		1FE
942683-AC-7	WATSON PHARMACEUTICALS 1.7500 03/15/2023		06/26/2008	MCMAHAN SECURITIES CO LP		114,450	120,000	618	3FE
94973V-AG-2	WELLPOINT INC 12/15/2014		05/07/2008	J. P. MORGAN SECURITIES, INC.		5,715,840	6,000,000	122,500	1FE
94986E-AA-8	WELLS FARGO CAPITAL X111 12/29/2049		05/12/2008	J. P. MORGAN SECURITIES, INC.		4,500,000	4,500,000		1FE
95082P-AG-0	WESCO INTERNATIONAL INC 1.750 11/15/2026		05/30/2008	DEUTSCHE BANK CAPITAL CORP.		1,297,395	1,500,000	1,385	4
984121-BW-2	XEROX CORPORATION 05/15/2018		04/23/2008	BARCLAYS BANK		5,991,360	6,000,000		2FE
985577-AA-3	YELLOW ROADWAY CORP 5.000000% 08/08/2023		04/09/2008	MCMAHAN SECURITIES CO LP		895,000	1,000,000	9,167	3FE
20825V-AB-8	CONOCOPHILLIPS CANADA 10/15/2036	T.	04/18/2008	BARCLAYS BANK		6,041,040	6,000,000	7,933	1FE
292505-AG-9	ENCANA CORP 02/01/2038	T.	05/12/2008	CANTOR, FITZGERALD & CO.		3,030,090	3,000,000	87,208	1FE
656568-AF-9	NORTEL NETWORKS CORP 1.750000 04/15/2012	T.	06/26/2008	CIBC WORLD MARKETS		3,425,805	4,500,000	15,944	4FE
71644E-AH-5	PETRO-CANADA LTD 05/15/2018	T.	05/12/2008	SALOMON SMITH BARNEY		2,994,870	3,000,000		2FE
71644E-AJ-1	PETRO-CANADA LTD 05/15/2038	T.	05/12/2008	DEUTSCHE BANK SECURITIES		2,993,520	3,000,000		2FE
86722T-AA-0	SUNCOR ENERGY INC 06/01/2018	T.	06/03/2008	MORGAN STANLEY DEAN WITTER		5,992,980	6,000,000		1FE
86722T-AB-8	SUNCOR ENERGY INC 06/01/2039	T.	06/03/2008	BANK OF AMERICA		3,976,640	4,000,000		1FE
884903-BA-2	THOMSON REUTERS CORP 07/15/2013	T.	06/17/2008	GREENWICH CAPITAL MARKETS, INC.		5,969,880	6,000,000		1FE
884903-BB-0	THOMSON REUTERS CORP 07/15/2018	T.	06/17/2008	BARCLAYS BANK		4,161,528	4,200,000		1FE
92658T-AL-2	VIDEOTRON LTD 04/15/2018	T.	04/07/2008	BANK OF AMERICA		812,064	825,000		3Z
251540-NY-5	DEUTSCHE BANK AG LONDON 05/20/2013	F.	05/15/2008	DEUTSCHE BANK SECURITIES		5,991,840	6,000,000		1FE
268789-AB-0	E.ON INTL FINANCE BV 04/30/2038	F.	04/15/2008	BANK OF AMERICA		2,987,160	3,000,000		1Z
33938E-AL-1	FLEXTRONICS INTL LTD 1.000000 08/01/2010	F.	06/12/2008	MCMAHAN SECURITIES CO LP		972,370	1,000,000	3,778	3FE
377372-AD-9	GLAXOSMITHKLINE CAPITAL 05/15/2018	F.	05/06/2008	SALOMON SMITH BARNEY		5,996,340	6,000,000		1FE
377372-AE-7	GLAXOSMITHKLINE CAPITAL 05/15/2038	F.	05/06/2008	SALOMON SMITH BARNEY		5,981,640	6,000,000		1FE
4041A2-AH-7	HBOS PLC 05/21/2018	F.	05/15/2008	GOLDMAN, SACHS & CO.		5,975,040	6,000,000		1FE
50065A-AA-2	KOREA SOUTHERN POWER CO 04/18/2013	F.	04/11/2008	SALOMON SMITH BARNEY		996,100	1,000,000		1FE
63872A-AA-8	NATIXIS 04/29/2049	F.	04/24/2008	MERRILL LYNCH CAPITAL MARKETS		6,000,000	6,000,000		1FE
70645J-BD-3	PEMEX PROJ FDG MASTER TR 03/01/2018	F.	05/28/2008	HSBC SECURITIES, INC.		2,995,050	3,000,000	44,563	2FE
767201-AE-6	RIO TINTO FIN USA LTD 07/15/2013	F.	06/24/2008	DEUTSCHE BANK SECURITIES		2,988,750	3,000,000		1FE
87927V-AU-2	TELECOM ITALIA CAPITAL 06/04/2018	F.	05/28/2008	GOLDMAN, SACHS & CO.		6,000,000	6,000,000		2FE
87927V-AV-0	TELECOM ITALIA CAPITAL 06/04/2038	F.	05/28/2008	LEHMAN BROTHERS INC.		6,000,000	6,000,000		2FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
88165F-AA-0	TEVA PHARMACEUT FIN BV 1.7500 02/01/2026	F	04/03/2008	J. P. MORGAN SECURITIES, INC.		1,143,233	1,000,000	3,257	2FE
4599999. Bonds - Industrial and Miscellaneous						637,313,118	637,678,215	1,916,193	XXX
6099997. Total - Bonds - Part 3						2,000,619,658	2,296,422,388	8,223,531	XXX
6099998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
6099999. Total - Bonds						2,000,619,658	2,296,422,388	8,223,531	XXX
026874-11-5	AMERICAN INTL GROUP		06/20/2008	Various	130,000,000	9,490,930	0.00		RP1LFE
060505-68-2	BANK OF AMERICA CORP		04/25/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	200,000	209,918	0.00		P1LFE
313586-74-5	FANNIE MAE		05/15/2008	CITIGROUP GLOBAL MARKETS	40,000,000	2,130,800	0.00		P1L
524901-30-3	LEGG MASON INC		06/17/2008	Various	30,000,000	1,473,300	0.00		RP2LFE
52523J-45-3	LEHMAN BROTHERS HOLDINGS		05/16/2008	Various	11,650,000	14,309,860	0.00		P1LFE
929903-21-9	WACHOVIA CORP		05/20/2008	Various	12,000,000	13,801,193	0.00		P1LFE
6299999. Preferred Stocks - Banks, Trust, and Insurance Companies						41,416,001	XXX	59,260	XXX
039483-20-1	ARCHER DANIELS		06/27/2008	CITIGROUP GLOBAL MARKETS	75,000,000	3,231,375	0.00		P2L
053611-30-7	AVERY DENNISON CORP		06/05/2008	GOLDMAN, SACHS & CO.	30,000,000	1,507,140	0.00		RP2LFE
59156C-AB-7	METLIFE CAPITAL TRUST X		04/01/2008	DEUTSCHE BANK SECURITIES	3,000,000,000	3,000,000	0.00		RP3U2*
628530-20-6	MYLAN INC		06/30/2008	MCMAHAN SECURITIES CO LP	190,000	167,158	0.00		P4LFE
06739F-EY-3	BARCLAYS BANK PLC	F	04/10/2008	LEHMAN BROTHERS INC.	3,000,000,000	2,489,250	0.00	59,260	P2U2*
D61577-10-8	PORSCHE AUTOMOBIL HOLDING SE	D	05/30/2008	ALLIANCE BERNSTEIN	783,000	144,521	0.00		P2L
6399999. Preferred Stocks - Industrial and Miscellaneous						10,539,444	XXX	59,260	XXX
6599997. Total - Preferred Stocks - Part 3						51,955,445	XXX	59,260	XXX
6599998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
6599999. Total - Preferred Stocks						51,955,445	XXX	59,260	XXX
15189T-10-7	CENTERPOINT ENERGY		04/30/2008	CONVERSION	80,298,000	922,389			L
74347R-10-7	ULTRA SP500 PRSHARES		06/30/2008	Various	526,617,000	36,403,133			L
X2337V-12-1	CEZ CZK100	D	05/05/2008	ALLIANCE BERNSTEIN	3,170,000	237,050			U
6699999. Common Stocks - Public Utilities						37,562,573	XXX		XXX
017175-10-0	ALLEGHANY CORP.		06/05/2008	LAZARD FRERES & COMPANY	4,500,000	1,605,319			L
026874-10-7	AMERICAN INT'L GRO		06/19/2008	Various	37,500,000	1,243,084			L
05968L-10-2	BANCOLOMBIA S.A. - SPONS ADR		05/02/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	241,800,000	10,330,737			L
14754D-10-0	CASH AMERICA INTERNATIONAL INC		04/25/2008	WARBURG DILLION READ LLC	95,600,000	4,575,607			L
172967-10-1	CITIGROUP INC		05/01/2008	Various	56,800,000	1,495,679			L
253922-10-8	DIME COMMUNITY BANCSHARES		04/25/2008	Various	44,271,000	824,162			L
254709-10-8	DISCOVER FINANCIAL		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	42,900,000	736,593			L
38141G-10-4	GOLDMAN SACHS GROUP		06/30/2008	Various	39,120,000	6,948,038			L
395259-10-4	GREENHILL CO		06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	18,797,000	1,101,175			L
443683-10-7	HUDSON CITY BANCORP		04/17/2008	MORGAN STANLEY DEAN WITTER	61,670,000	1,109,525			L
45865V-10-0	INTERCONTINENTALEX		06/20/2008	Various	18,670,000	2,632,098			L
464288-77-8	ISHARES DJ US REGIONAL BANKS		04/18/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	30,400,000	1,113,865			L
6491BT-10-8	IVESCO LTD		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	43,400,000	1,208,690			L
46625H-10-0	JPMORGAN CHASE & COMPANY		06/20/2008	JEFFERIES & COMPANY, INC.	50,600,000	1,952,846			L
524901-10-5	LEGG MASON		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	13,700,000	737,471			L
524908-10-0	LEHMAN BROTHERS		04/22/2008	CANTOR, FITZGERALD & CO.	6,000,000	266,455			L
540424-10-8	LOEWS CORP		06/18/2008	Various	41,130,000	2,085,624			L
064058-10-0	MELLON BANK CORP.		05/01/2008	CANTOR, FITZGERALD & CO.	13,100,000	582,302			L
590188-10-8	MERRILL LYNCH & CO., INC.		05/01/2008	CANTOR, FITZGERALD & CO.	1,300,000	65,715			L
631103-10-8	NASDAQ OMX GROUP		06/02/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	100,000,000	3,374,290			L
629491-10-1	NYSE EURONEXT		05/07/2008	BLAIR, WILLIAM, & COMPANY, L.L.C.	11,391,000	837,330			L
74251V-10-2	PRINCIPAL FINANCIAL		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	29,300,000	1,579,270			L
743315-10-3	PROGRESSIVE CORP		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	65,500,000	1,315,240			L
744320-10-2	PRUDENTIAL FINANCIA		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	13,900,000	1,038,608			L
75902E-10-0	REGIONAL BANK HOLDERS TRUST DEPOSITORY		04/03/2008	WARBURG DILLION READ LLC	4,200,000	524,244			L
78442P-10-6	SLM CORPORATION		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	45,100,000	1,023,319			L
857477-10-3	STATE STREET CORP.		06/20/2008	Various	33,045,000	2,317,101			L
74347R-74-3	ULTRA FINL PROSHARES		06/25/2008	Various	1,398,940,000	46,675,820			L
74347R-62-8	ULTRASHORT FINL		06/11/2008	Various	129,300,000	16,210,627			L
74347R-87-5	ULTRASHORT QQQ PROSHARES		06/26/2008	Various	151,900,000	6,506,720			L
303901-10-2	FAIRFAX FINL HLDGS SUB-VTG COM NPV	C	04/09/2008	ALLIANCE BERNSTEIN	2,400,000	760,184			U
780087-10-2	ROYAL BANK CANADA	T	03/04/2008	MERGER	7,053,000	340,072			U
ROY275-43-F	ROYAL BK OF CANADA COM NPV	C	03/04/2008	MERGER	(7,053,000)	(340,157)			U
891160-50-9	TORONTO-DOMINI ON BA	T	04/01/2008	MERGER	869,820	51,572			U
T05040-10-9	ASSICURAZIONI GENERALI S.P.A.	D	04/18/2008	ALLIANCE BERNSTEIN	9,539,000	443,273			L

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)	
E15870-34-3	BANCO SANTANDER CENTRAL HISP	D	.05/16/2008	ALLIANCE BERNSTEIN	174,707.000	3,785,743			L	
G08036-12-4	BARCLAYS ORD GBPO.25	D	.06/13/2008	ALLIANCE BERNSTEIN	79,900.000	499,480			L	
H36980-41-9	CREDIT SUISSE GROUP AG CHF0.5	D	.05/29/2008	ALLIANCE BERNSTEIN	14,492.000	733,424			L	
D17922-12-7	DEUTSCHE BANK A. G.	D	.06/13/2008	ALLIANCE BERNSTEIN	9,600.000	1,048,292			U	
G43640-10-6	HBOS ORD GBPO.25	D	.06/13/2008	ALLIANCE BERNSTEIN	362,440.000	2,883,908			U	
G46981-11-7	ICAP PLC ORD GBPO.10	D	.05/16/2008	ALLIANCE BERNSTEIN	27,298.000	344,124			L	
H44076-26-3	JULIUS BAER HLDGS AG-REG PAR CHF .05	D	.05/30/2008	ALLIANCE BERNSTEIN	22,476.000	1,720,616			U	
G65336-11-9	NATIONAL AUSTRALIA BANK NPV	D	.06/24/2008	ALLIANCE BERNSTEIN	15,800.000	396,836			L	
W58204-10-3	NORDEA BANK AB ORD EURO.39632(SEK QUOTE)	D	.06/13/2008	ALLIANCE BERNSTEIN	23,000.000	343,880			U	
G72899-10-0	PRUDENTIAL CORP	D	.05/02/2008	ALLIANCE BERNSTEIN	79,095.000	1,094,066			U	
G76891-11-1	ROYAL BANK OF SCOTLAND GRP	D	.05/08/2008	ALLIANCE BERNSTEIN	177,500.000	1,255,069			L	
F43638-14-1	SOC GENERALE EUR1.25	D	.06/06/2008	EXCHANGE	5,482.000	410,627			L	
G84228-15-7	STANDARD CHARTERED ORD USD0.50	D	.05/16/2008	ALLIANCE BERNSTEIN	2,065.000	66,997			L	
679999. Common Stocks - Banks, Trust and Insurance Companies							137,855,560		XXX	XXX
004239-10-9	ACADIA REALTY TRUST		.05/20/2008	Various	13,800.000	349,126			L	
004930-20-2	ACTIVISION		.06/10/2008	Various	512,403.000	14,846,533			L	
00508X-20-3	ACTUANT CORP		.05/30/2008	MCMAHAN SECURITIES CO LP	22,000.000	803,880			L	
00724F-10-1	ADOBE SYSTEMS		.05/30/2008	Various	319,831.000	13,492,510			L	
00738A-10-6	ADTRAN INC		.05/14/2008	BLOOMBERG TRADEBOOK LLC	47,570.000	1,183,965			L	
007974-10-8	ADVENT SOFTWARE		.06/20/2008	JEFFERIES & COMPANY, INC.	30,267.000	1,222,021			L	
00766T-10-0	AECOM TECHNOLOGY GROUP		.05/20/2008	JEFFERIES & COMPANY, INC.	173,383.000	5,500,437			L	
007865-10-8	AEROPOSTALE INC		.05/01/2008	Various	156,052.000	5,073,207			L	
001084-10-2	AGCO CORP.		.04/17/2008	Various	22,104.000	1,457,973			L	
008916-10-8	AGRIUM INC		.06/04/2008	Various	19,473.000	1,696,316			L	
009363-10-2	AIRGAS INC		.06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	31,195.000	1,952,732			L	
001547-10-8	AK STEEL HOLDING CO		.04/17/2008	Various	23,341.000	1,522,372			L	
00971T-10-1	AKAMAI TECHNOLOGIES		.06/11/2008	CANTOR, FITZGERALD & CO.	27,771.000	996,715			L	
015271-10-9	ALEXANDRIA REAL ESTATE		.05/20/2008	Various	14,500.000	1,517,045			L	
015351-10-9	ALEXION PHARMACEUTICAL INC		.04/17/2008	Various	21,817.000	1,478,223			L	
018490-10-2	ALLERGAN INC		.06/18/2008	LEHMAN BROTHERS INC.	50,000.000	2,776,500			L	
018581-10-8	ALLIANCE DATA SYSTEMS CORP		.06/16/2008	GOLDMAN, SACHS & CO.	18,820.000	1,150,470			L	
018804-10-4	ALLIANT TECHSYSTEMS, INC.		.05/07/2008	GOLDMAN, SACHS & CO.	14,820.000	1,666,716			L	
023135-10-6	AMAZON CORP.		.06/18/2008	Various	144,212.000	11,512,785			L	
00163T-10-9	AMB PROPERTY CORP		.05/20/2008	Various	42,100.000	2,515,642			L	
023436-10-8	AMEDISYS INC		.06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	35,748.000	1,841,337			L	
024835-10-0	AMERICAN CAMPUS COMMUNITIES INC		.06/13/2008	Various	21,354.000	652,364			L	
030111-10-8	AMERICAN SUPERCONDUCTOR CORP		.06/24/2008	J. P. MORGAN SECURITIES, INC.	30,030.000	1,312,239			L	
031100-10-0	AMETEK INC		.06/20/2008	Various	29,519.000	1,511,751			L	
031162-10-0	AMGEN INC		.06/24/2008	GOLDMAN, SACHS & CO.	100,000.000	4,640,000			L	
032511-10-7	ANADARKO PETROLEUM		.06/19/2008	Various	264,700.000	20,504,968			L	
032654-10-5	ANALOG DEVICES		.05/19/2008	MORGAN STANLEY DEAN WITTER	152,600.000	5,489,938			L	
036620-10-5	ANSYS INC		.05/16/2008	CANTOR, FITZGERALD & CO.	25,631.000	1,148,184			L	
037411-10-5	APACHE CORP.		.06/20/2008	Various	100,462.000	13,214,486			L	
037833-10-0	APPLE INC.		.06/20/2008	Various	118,131.000	20,191,071			L	
03938L-10-4	ARCELORMITTAL-NY REG		.06/06/2008	Various	273,100.000	25,414,783			L	
040049-10-8	ARENA RESOURCES INC		.06/24/2008	Various	60,537.000	3,145,295			L	
045604-10-5	ASSOCIATED ESTATES		.05/20/2008	Various	20,500.000	241,420			L	
00206R-10-2	AT&T INC		.05/15/2008	CANTOR, FITZGERALD & CO.	55,800.000	2,225,243			L	
050095-10-8	ATWOOD OCEANICS INC		.06/26/2008	WARBURG DILLION READ LLC	74,000.000	8,348,495			L	
052769-10-6	AUTODESK INC.		.05/30/2008	Various	45,117.000	1,799,465			L	
053340-10-7	AUXILIUM PHARMACEUTICALS INC		.06/16/2008	Various	35,544.000	1,272,105			L	
053484-10-1	AVALONBAY COMMUNITI		.05/20/2008	Various	35,700.000	3,750,386			L	
054615-10-9	AXSYS TECHNOLOGIES		.05/07/2008	Various	20,119.000	1,044,665			L	
057224-10-7	BAKER HUGHES		.04/16/2008	JEFFERIES & COMPANY, INC.	77,800.000	5,920,518			L	
05874B-10-7	BALLY TECHNOLOGIES INC		.05/14/2008	BLOOMBERG TRADEBOOK LLC	27,690.000	1,186,193			L	
067383-10-9	BARD (C.R.) INC.		.04/17/2008	Various	14,472.000	1,401,627			L	
06985P-10-0	BASICENERGY SERVICES INC		.06/16/2008	GOLDMAN, SACHS & CO.	39,450.000	1,155,739			L	
073176-10-9	BAYTEX ENERGY TRUST		.06/20/2008	Various	85,069.000	2,699,834			L	
05534B-76-0	BCE INC.		.04/15/2008	WARBURG DILLION READ LLC	29,330.000	1,063,943			L	
085789-10-5	BERRY PETROLEUM CO CL A		.06/20/2008	Various	29,048.000	1,667,252			L	
09062X-10-3	BIOGEN IDEC INC.		.04/15/2008	INVESTMENT TECHNOLOGY GROUP, INC.	45,800.000	2,938,464			L	
09061G-10-1	BIOMARIN PHARMACEUTICAL INC		.06/06/2008	Various	42,021.000	1,628,929			L	
09063H-10-7	BIOMED REALTY TRUST INC		.05/20/2008	Various	27,000.000	736,940			L	

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
055482-10-3	BJ SERVICES		.04/17/2008	Various	215,616.000	6,235,430			
05548J-10-6	BJ'S WHOLESALE CLUB		.06/19/2008	Various	54,974.000	2,104,217			
055921-10-0	BMC SOFTWARE		.06/16/2008	Various	63,164.000	2,421,351			
09738U-10-3	BOIS D ARC ENERGY INC		.06/20/2008	Various	59,510.000	1,465,792			
101121-10-1	BOSTON PROPERTIES		.05/30/2008	Various	58,400.000	5,857,523			
101137-10-7	BOSTON SCIENTIFIC		.04/17/2008	Various	50,549.000	665,130			
105368-20-3	BRANDYWINE REALTY		.05/20/2008	Various	41,800.000	803,443			
05564E-10-6	BRE PROPERTIES INC		.05/20/2008	Various	26,400.000	1,354,673			
109696-10-4	BRINKS COMPANY		.06/20/2008	Various	19,711.000	1,337,510			
11133T-10-3	BROADRIDGE FINANCIAL SOLUTIONS		.05/14/2008	BLOOMBERG TRADEBOOK LLC	54,870.000	1,168,629			
118440-10-6	BUCKLE INC		.05/01/2008	Various	98,233.000	4,868,074			
118759-10-9	BUCYRUS INTERNATIONAL INC CL A		.06/20/2008	Various	157,763.000	17,427,303			
G16962-10-5	BUNGE LTD		.05/14/2008	BLOOMBERG TRADEBOOK LLC	9,860.000	1,150,893			
12189T-10-4	BURLINGTON NORTHERN		.04/16/2008	WEEDEN & COMPANY	17,600.000	1,752,698			
126408-10-3	C S X CORP		.04/16/2008	Various	115,200.000	6,675,877			
12541H-20-9	C.H. ROBINSON WORLD		.05/01/2008	Various	193,098.000	12,294,639			
12673P-10-5	CA INC		.06/16/2008	GOLDMAN, SACHS & CO.	47,430.000	1,143,267			
127097-10-3	CABOT OIL & GAS		.06/20/2008	CANTOR, FITZGERALD & CO.	1,100.000	72,561			
127387-10-8	CADENCE DESIGNS SYS INC		.05/14/2008	BLOOMBERG TRADEBOOK LLC	105,460.000	1,182,955			
133131-10-2	CAMDEN PROP		.05/20/2008	Various	29,500.000	1,547,378			
13342B-10-5	CAMERON INTERNATION		.05/13/2008	DEUTSCHE BANK CAPITAL CORP.	45,000.000	2,393,447			
139594-10-5	CAPELLA EDUCATION CO		.06/20/2008	JEFFERIES & COMPANY, INC.	22,005.000	1,348,466			
14149Y-10-8	CARDINAL HEALTH IN		.05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	37,600.000	2,126,656			
142339-10-0	CARLISLE CORP		.04/15/2008	WARBURG DILLION READ LLC	34,710.000	1,169,848			
143658-30-0	CARNIVAL CRUISE LINES		.05/23/2008	LEHMAN BROTHERS INC.	21,200.000	789,422			
144577-10-3	CARRIZO OIL GAS INC		.06/17/2008	Various	17,430.000	1,178,462			
147528-10-3	CASEYS GENERAL STORES, INC.		.06/16/2008	GOLDMAN, SACHS & CO.	47,170.000	1,162,934			
124830-10-0	CBL AND ASSOCIATES		.05/20/2008	Various	35,200.000	963,307			
150602-20-9	CEDAR SHOPPING CENTERS INC		.05/20/2008	Various	28,800.000	343,474			
151020-10-4	CELGENE CORP		.04/17/2008	Various	57,246.000	3,625,402			
156700-10-6	CENTURYTEL INC		.04/15/2008	BLOOMBERG TRADEBOOK LLC	36,990.000	1,137,019			
125269-10-0	CF INDUSTRIES HOLDING INC		.04/17/2008	Various	11,300.000	1,580,979			
161150-30-8	CHART INDUSTRIES INC		.06/20/2008	Various	40,082.000	1,769,946			
165167-10-7	CHESAPEAKE ENERGY		.04/09/2008	INVESTMENT TECHNOLOGY GROUP, INC.	136,900.000	6,710,920			
166764-10-0	CHEVRON CORP		.05/16/2008	Various	200,670.000	19,733,354			
169656-10-5	CHIPOTLE MEXICAN GRILL		.04/30/2008	Various	29,138.000	3,054,618			
20440W-10-5	CIA SIDERURGICA NACL ADR		.05/13/2008	Various	252,700.000	11,021,090			
125509-10-9	CIGNA CORP		.05/30/2008	Various	118,100.000	4,838,222			
17275R-10-2	CISCO SYSTEMS		.05/02/2008	BLOOMBERG TRADEBOOK LLC	147,249.000	3,964,768			
184496-10-7	CLEAN HARBORS		.06/24/2008	CANTOR, FITZGERALD & CO.	18,893.000	1,402,543			
185896-10-7	CLEVELAND-CLIFFS, INC.		.06/04/2008	Various	63,220.000	8,335,315			
12618H-30-9	CNX GAS CORP		.06/20/2008	JEFFERIES & COMPANY, INC.	47,533.000	2,007,550			
189754-10-4	COACH INC		.04/30/2008	Various	525,630.000	17,247,141			
191216-10-0	COCA COLA CO		.05/28/2008	Various	93,000.000	5,403,331			
192446-10-2	COGNIZANT TECHNOLOG		.06/11/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	36,544.000	1,268,724			
205638-10-9	COMPUNARE CORP		.04/15/2008	BLOOMBERG TRADEBOOK LLC	163,560.000	1,273,868			
205887-10-2	CONAGRA FOODS INC		.04/15/2008	BLOOMBERG TRADEBOOK LLC	47,420.000	1,143,073			
206708-10-9	CONCUR TECHNOLOGIES		.06/18/2008	J. P. MORGAN SECURITIES, INC.	24,200.000	885,120			
21075N-20-4	CONTANGO OIL GAS		.04/15/2008	JONES TRADING	15,060.000	1,165,039			
212015-10-1	CONTINENTAL RESOURCES INC OK		.04/17/2008	Various	43,054.000	1,622,401			
217204-10-6	COPART INC		.06/24/2008	Various	25,343.000	1,208,364			
N22717-10-7	CORE LABORATORIES		.06/17/2008	Various	14,269.000	1,936,887			
219350-10-5	CORNING INC		.05/20/2008	Various	248,900.000	6,737,274			
22002T-10-8	CORPORATE OFFICE PROPERTIES TRUST		.05/20/2008	Various	22,300.000	863,590			
22160K-10-5	COSTCO CO		.05/20/2008	Various	207,700.000	14,929,833			
222795-10-6	COUSINS PROPERTY		.05/20/2008	Various	23,300.000	670,322			
231021-10-6	CUMMINS INC		.06/04/2008	Various	195,880.000	13,074,523			
232806-10-9	CYPRESS SEMICONDUCTOR CORP		.05/15/2008	J. P. MORGAN SECURITIES, INC.	28,922.000	861,048			
237266-10-1	DARLING INTERNATIONAL INC		.06/20/2008	Various	180,224.000	2,883,561			
244199-10-5	DEERE & CO		.04/16/2008	WEEDEN & COMPANY	37,500.000	3,377,861			
247916-20-8	DENBURY RESOURCES INC		.06/20/2008	Various	58,096.000	2,177,214			
251591-10-3	DEVELOPERS DIVER REALTY CORP		.05/20/2008	Various	53,500.000	2,276,495			
Y2066G-10-4	DIANA SHIPPING INC		.06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	43,251.000	1,372,527			

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
253868-10-3	DIGITAL REALTY TRUST INC		.05/20/2008	Various	25,900.000	1,104,736			
25659T-10-7	DOLBY LABORATORIES CL A		.05/30/2008	WEEDEN & COMPANY	17,716.000	839,001			
260543-10-3	DOW CHEM CO COM		.05/27/2008	MORGAN STANLEY DEAN WITTER	55,000.000	2,208,778			
26153C-10-3	DREAMWORKS ANIMATION SKG INC		.04/15/2008	CANTOR, FITZGERALD & CO.	43,940.000	1,145,195			
261570-10-5	DRESS BARN, INC.		.06/18/2008	LAZARD FRERES & COMPANY	65,000.000	890,843			
Y2109Q-10-1	DRYSHIPS INC		.05/07/2008	Various	47,956.000	4,203,545			
23335C-10-1	DTS INC		.06/24/2008	Various	41,954.000	1,313,294			
264411-50-5	DUKE REALTY CORPORATION		.05/20/2008	Various	61,900.000	1,648,225			
Y2187A-10-1	EAGLE BULK SHIPPING INC		.05/07/2008	GOLDMAN, SACHS & CO.	116,300.000	4,050,124			
277276-10-1	EASTGROUP PROPERTY		.05/20/2008	Various	12,800.000	619,514			
278058-10-2	EATON CORP.		.05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	11,200.000	1,083,040			
278642-10-3	EBAY INC.		.04/15/2008	INVESTMENT TECHNOLOGY GROUP, INC.	310,400.000	9,828,630			
28176E-10-8	EDWARDS LIFESCIENCES CORP.		.06/17/2008	CANTOR, FITZGERALD & CO.	14,100.000	865,459			
28336L-10-9	EL PASO CORPORATION		.05/07/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	100,000.000	1,848,000			
268648-10-2	EMC CORP.		.05/08/2008	WARBURG DILLION READ LLC	200,000.000	3,212,000			
29264F-20-5	ENDO PHARMACEUTICALS HLDGS		.04/15/2008	BLOOMBERG TRADEBOOK LLC	44,380.000	1,146,505			
26875P-10-1	EDG RESOURCES		.05/20/2008	Various	50,700.000	6,491,329			
29472R-10-8	EQUITY LIFESTYLE PROPERTIES		.05/20/2008	Various	15,200.000	760,584			
294752-10-0	EQUITY ONE INC		.05/20/2008	Various	22,600.000	554,516			
29476L-10-7	EQUITY RESIDENTIAL		.05/20/2008	Various	131,200.000	5,857,651			
29481V-10-8	ERESEARCH TECHNOLOGY INC		.06/20/2008	Various	146,137.000	2,400,700			
297178-10-5	ESSEX PROPERTY		.05/20/2008	Various	8,400.000	1,016,368			
30033R-10-8	EVERGREEN SOLAR INC		.06/20/2008	LAZARD FRERES & COMPANY	32,500.000	396,539			
269279-40-2	EXCO RESOURCES INC		.04/17/2008	Various	34,396.000	770,691			
302182-10-0	EXPRESS SCRIPTS		.05/28/2008	Various	39,567.000	2,706,920			
30231G-10-2	EXXON MOBIL CORP.		.05/22/2008	Various	89,000.000	8,139,600			
302491-30-3	F M C CORP.		.06/11/2008	JEFFERIES & COMPANY, INC.	15,751.000	1,182,629			
305560-10-4	FAIRPOINT COMMUNICATIONS INC		.04/07/2008	Various	9,479.670	78,179			
311900-10-4	FASTENAL CO		.05/02/2008	Various	94,920.000	4,818,658			
313747-20-6	FEDERAL REALTY INVESTMENT TRUST REIT		.05/20/2008	Various	23,700.000	1,998,508			
31428X-10-6	FEDEX CORPORATION		.04/01/2008	FRANKEL, STUART, & CO., INC	38,600.000	3,723,047			
31430F-10-1	FELCOR LODGING TRUST INC		.05/20/2008	Various	37,500.000	575,676			
31620M-10-6	FIDELITY NATIONAL I		.05/14/2008	BLOOMBERG TRADEBOOK LLC	30,140.000	1,182,034			
32054K-10-3	FIRST INDUSTRIAL REALTY TRUST		.05/20/2008	Various	11,200.000	361,992			
33610F-10-9	FIRST POTOMAC REALTY TRUST		.05/20/2008	Various	22,000.000	381,522			
336433-10-7	FIRST SOLAR		.06/20/2008	Various	73,417.000	19,709,388			
302445-10-1	FLIR SYSTEMS		.06/04/2008	Various	262,040.000	10,200,565			
34354P-10-5	FLOWSERVE CORPORATION		.06/16/2008	Various	53,749.000	7,083,953			
343412-10-2	FLUOR CORP. (NEW)		.06/24/2008	Various	109,171.000	18,609,308			
30249U-10-1	FMC TECHNOLOGIES INC		.06/17/2008	Various	28,596.000	1,916,297			
345425-10-2	FORDING CANADIAN COAL TRUST		.04/22/2008	WARBURG DILLION READ LLC	99,013.000	6,435,949			
349882-10-0	FOSSIL INC		.06/16/2008	GOLDMAN, SACHS & CO.	36,020.000	1,162,391			
35671D-85-7	FREEPORT-MCMORAN CP		.05/30/2008	Various	111,300.000	13,211,552			
36467W-10-9	GAMESTOP CORP.		.06/20/2008	Various	120,446.000	6,442,958			
365558-10-5	GARDNER DENVER INC		.06/24/2008	GOLDMAN, SACHS & CO.	15,879.000	872,896			
369604-10-3	GENERAL ELECTRIC		.06/23/2008	Various	71,800.000	1,974,561			
370021-10-7	GENERAL GROWTH PROPERTIES, INC		.05/30/2008	Various	121,600.000	5,273,388			
36866T-10-3	GEN-PROBE INC		.05/07/2008	Various	100,495.000	5,741,943			
372917-10-4	GENZYME CORP.		.04/17/2008	Various	77,774.000	5,837,803			
375558-10-3	GILEAD SCIENCES		.06/04/2008	Various	118,100.000	6,283,297			
36188G-10-2	GIH COMMUNITIES TRUST		.05/20/2008	Various	33,300.000	221,451			
38011M-10-8	GIX RESOURCES INC		.06/11/2008	Various	16,392.000	897,537			
380956-40-9	GOLDCORP INC		.06/27/2008	Various	629,692.000	27,378,679			
38259P-50-8	GOOGLE INC.		.05/28/2008	Various	71,700.000	38,282,910			
384313-10-2	GRAFTECH INTERNATIONAL LTD		.06/27/2008	Various	289,584.000	7,449,160			
387328-10-7	GRANITE CONSTRUCTION INC		.04/15/2008	CANTOR, FITZGERALD & CO.	35,590.000	1,173,484			
406216-10-1	HALLIBURTON CO.		.05/08/2008	WARBURG DILLION READ LLC	85,000.000	4,035,800			
411310-10-5	HANSEN NATURAL CORP.		.06/03/2008	WARBURG DILLION READ LLC	65,720.000	2,083,804			
412822-10-8	HARLEY-DAVIDSON		.05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	13,000.000	540,670			
413875-10-5	HARRIS CORP.		.05/14/2008	BLOOMBERG TRADEBOOK LLC	19,540.000	1,175,036			
418056-10-7	HASBRO, INC.		.06/11/2008	CANTOR, FITZGERALD & CO.	21,514.000	818,212			
40414L-10-9	HCP INC		.05/01/2008	CANTOR, FITZGERALD & CO.	2,700.000	96,513			
42235N-10-8	HEARTLAND PAYMENT SYSTEMS INC		.05/14/2008	BLOOMBERG TRADEBOOK LLC	42,850.000	1,185,779			

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SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

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CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
42809H-10-7	HESS CORPORATION		.06/20/2008	Various	166,427.000	18,710,303			
436440-10-1	HOLOGIC, INC.		.04/17/2008	Various	47,199.000	1,355,345			
44044K-10-1	HORIZON LINES INC		.05/21/2008	LAZARD FRERES & COMPANY	12,000.000	155,920			
440543-10-6	HORNBECK OFFSHORE SERVICES INC		.06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	36,675.000	2,068,672			
44106M-10-2	HOSPITALITY PROPERTY TRUST		.05/20/2008	Various	38,000.000	1,216,912			
44107P-10-4	HOTEL & RESORTS INC		.05/20/2008	Various	235,100.000	4,389,116			
902104-10-8	JI VI INC		.04/17/2008	Various	37,038.000	1,445,053			
452308-10-9	ILLINOIS TOOL WORKS		.05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	45,200.000	2,428,144			
452327-10-9	ILLUMINA INC		.06/24/2008	Various	26,550.000	2,124,692			
457985-20-8	INTEGRA LIFE SCIENCES		.04/16/2008	CONVERSION	(14,845.050)	(689,357)			
459200-10-1	INTERNATIONAL BUS.		.05/01/2008	Various	27,300.000	3,351,932			
46121Y-10-2	INTREPID POTASH INC		.05/07/2008	Various	12,237.000	515,119			
46120E-60-2	INTUITIVE SURGICAL		.05/30/2008	Various	18,470.000	6,272,745			
464280-10-9	ISHARES SILVER TRUST		.06/26/2008	Various	59,300.000	10,536,034			
464287-30-9	ISHARES TRUST S&P 500 BARRA GROWTH		.06/20/2008	WARBURG DILLION READ LLC	334,633.000	22,078,181			
464288-75-2	ISHARES-DJ HO		.04/07/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	37,530.000	609,654			
46612H-40-2	J CREW GROUP INC		.04/02/2008	FRANKEL, STUART, & CO., INC	27,700.000	1,313,465			
708160-10-6	J.C. PENNEY CO. INC.		.05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	12,700.000	511,302			
46626E-20-5	J2 GLOBAL COMMUNICATIONS INC		.05/14/2008	BLOOMBERG TRADEBOOK LLC	48,040.000	1,167,535			
469814-10-7	JACOBS ENGINEERING		.06/24/2008	Various	139,540.000	13,125,978			
481165-10-8	JOY GLOBAL INC		.06/05/2008	Various	166,064.000	12,176,999			
48203R-10-4	JUNIPER NETWORKS		.05/27/2008	Various	50,000.000	1,405,207			
485170-30-2	KANSAS CITY SOUTHERN		.06/09/2008	Various	249,776.000	11,742,732			
49427F-10-8	KILROY REALTY CORPORATION		.05/20/2008	Various	19,100.000	1,020,476			
49446R-10-9	KIMCO REALTY		.05/20/2008	Various	104,800.000	4,316,103			
50060P-10-6	KOPPERS CO.		.06/06/2008	BERNSTEIN (SANFORD C.) & CO., INC.	17,800.000	850,521			
502424-10-4	L-3 COMMUNICATIONS		.04/22/2008	BERNSTEIN (SANFORD C.) & CO., INC.	14,651.000	1,646,482			
517942-10-8	LASALLE HOTELS		.05/20/2008	Various	18,900.000	623,831			
531172-10-4	LIBERTY PROPERTY TRUST		.05/20/2008	Various	40,600.000	1,480,524			
535555-10-6	LINDSAY CORP		.06/18/2008	Various	24,721.000	2,773,570			
535678-10-6	LINEAR TECHNOLOGY C		.04/17/2008	Various	44,264.000	1,419,579			
548661-10-7	LOWE'S COS.		.05/02/2008	Various	23,000.000	575,342			
549764-10-8	LUFKIN INDUSTRIES INC		.06/16/2008	GOLDMAN, SACHS & CO.	14,550.000	1,151,170			
550021-10-9	LULULEMON ATHLETICA INC		.04/17/2008	Various	43,565.000	1,371,348			
550030-10-3	LUMBER LIQUIDATORS INC		.05/13/2008	JEFFERIES & COMPANY, INC.	54,500.000	858,113			
554382-10-1	MACERICH COMPANY		.05/20/2008	Various	36,700.000	2,714,075			
554489-10-4	MACK-CALI REALTY CORP		.05/20/2008	Various	31,000.000	1,206,552			
559775-10-1	MAGUIRE PPTYS INC		.05/20/2008	Various	16,400.000	246,040			
563571-10-8	MANITOWOC CO.		.06/20/2008	Various	67,230.000	2,648,997			
57383T-10-3	MARVELENTERTAINMENT INC		.06/11/2008	J. P. MORGAN SECURITIES, INC.	22,834.000	839,218			
576206-10-6	MASSEY ENERGY COMPANY		.06/24/2008	Various	125,428.000	9,744,864			
576360-10-4	MASTERCARD		.06/04/2008	Various	20,990.000	5,524,079			
580135-10-1	MCDONALD'S CORP.		.05/22/2008	Various	253,500.000	15,221,877			
583840-10-3	MECHEL ADR		.05/28/2008	Various	238,486.000	18,689,482			
58405U-10-2	MEDCO HEALTH SOLUTI		.04/22/2008	FRANKEL, STUART, & CO., INC	114,900.000	5,829,670			
585055-10-6	MEDTRONIC INC.		.05/27/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	80,000.000	4,016,000			
552715-10-4	MEMC ELECTRONIC MAT		.05/07/2008	BLAIR, WILLIAM, & COMPANY, L.L.C.	12,854.000	859,944			
58733R-10-2	MERCADOLIBRE INC		.05/13/2008	Various	95,431.000	5,297,469			
594918-10-4	MICROSOFT CORP.		.04/21/2008	INVESTMENT TECHNOLOGY GROUP, INC.	178,100.000	5,434,347			
59522J-10-3	MID AMERICA APT		.05/20/2008	Various	13,200.000	731,270			
L6388F-11-0	MILLICOM INTL CELLULAR S A		.06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	12,815.000	1,438,367			
60855R-10-0	MOLINA HEALTHCARE INC		.06/19/2008	LAZARD FRERES & COMPANY	5,000.000	130,752			
61166H-10-1	MONSANTO CO.		.06/19/2008	Various	252,966.000	33,078,620			
617700-10-9	MORNINGSTAR INC		.06/20/2008	JEFFERIES & COMPANY, INC.	19,138.000	1,396,525			
61945A-10-7	MOSAIC COMPANY		.06/20/2008	Various	123,636.000	16,277,308			
620076-10-9	MOTOROLA INC.		.05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	225,900.000	2,112,165			
553530-10-6	MSC INDL DIRECT INC		.04/17/2008	Various	40,604.000	1,861,627			
626717-10-2	MURPHY OIL		.06/20/2008	Various	17,541.000	1,567,355			
62855J-10-4	MYRIAD GENETICS INC		.06/30/2008	CANTOR, FITZGERALD & CO.	18,000.000	821,646			
637071-10-1	NATIONAL OILWELL VA		.04/22/2008	Various	10,212.960	761,581			
62886E-10-8	NCR CORP.		.05/14/2008	BLOOMBERG TRADEBOOK LLC	45,590.000	1,151,758			
64110L-10-6	NETFLIX INC		.04/17/2008	Various	39,447.000	1,481,798			
64126X-20-1	NEUSTAR INC CLASS A		.06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	47,214.000	1,085,398			

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
651587-10-7	NEW MARKET CORP		.04/17/2008	Various	31,524.000	2,624,181			
654106-10-3	NIKE INC		.05/01/2008	Various	141,600.000	9,616,500			
666807-10-2	NORTHROP GRUMMAN CORP		.06/20/2008	DEUTSCHE BANK CAPITAL CORP.	27,400.000	1,916,257			
670008-10-1	NOVELLUS SYSTEMS		.04/15/2008	BLOOMBERG TRADEBOOK LLC	54,310.000	1,146,523			
670346-10-5	NUCOR CORP.		.05/20/2008	Various	43,800.000	3,507,689			
670704-10-5	NUVASIVE, INC.		.06/18/2008	Various	29,700.000	1,300,802			
674599-10-5	OCCIDENTAL PETROLEU		.06/20/2008	Various	29,347.000	2,527,137			
675232-10-2	OCEANEERING INTERNATIONAL INC		.05/13/2008	DEUTSCHE BANK CAPITAL CORP.	121,191.000	9,279,571			
680665-20-5	OLIN CORP.		.06/20/2008	Various	127,619.000	3,011,793			
670872-10-0	OM GROUP INC		.04/15/2008	BLOOMBERG TRADEBOOK LLC	21,140.000	1,142,578			
683715-10-6	OPEN TEXT CORP		.06/06/2008	Various	115,800.000	4,298,022			
68389X-10-5	ORACLE CORP.		.06/20/2008	Various	220,637.000	4,987,841			
690768-40-3	OWENS-ILLINOIS, INC.		.04/15/2008	Various	30,270.000	1,738,744			
70336T-10-4	PATRIOT COAL CORP		.06/16/2008	Various	38,388.000	4,940,196			
704326-10-7	PAYCHEX INC.		.04/15/2008	BLOOMBERG TRADEBOOK LLC	32,250.000	1,147,278			
714290-10-3	PERRIGO COMPANY		.04/17/2008	Various	36,031.000	1,409,274			
716495-10-6	PETROHAWK ENERGY CORP		.06/24/2008	Various	30,208.000	1,214,544			
71654V-40-8	PETROLEO BRASILEIRO SA ADR		.06/12/2008	Various	95,700.000	6,581,760			
717124-10-1	PHARMACEUTICAL PRODUCT DEVEL		.04/17/2008	Various	32,542.000	1,364,561			
721467-10-8	PILGRIMS PRIDE		.04/15/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	117,510.000	2,369,534			
726505-10-0	PLAINS EXPLORATION AND PRODUCT		.04/04/2008	JEFFERIES & COMPANY, INC.	14,480.000	844,749			
727493-10-8	PLANTRONICS INC		.06/16/2008	GOLDMAN, SACHS & CO.	48,890.000	1,165,034			
731572-10-3	POLO RALPH LAUREN C		.04/15/2008	BLOOMBERG TRADEBOOK LLC	19,350.000	1,121,893			
737464-10-7	POST PROPERTIES, INC.		.05/20/2008	Various	20,500.000	755,829			
74005P-10-4	PRAXAIR INC.		.06/24/2008	Various	68,700.000	6,718,443			
741503-40-3	PRICELINE.COM		.05/30/2008	Various	96,647.000	12,473,516			
741530-10-2	PRIDE INTL		.04/30/2008	DEUTSCHE BANK CAPITAL CORP.	5,800.000	242,498			
743410-10-2	PROLOGIS		.05/20/2008	Various	109,200.000	7,198,312			
69360J-10-7	PS BUSINESS PKX INC CALIF COM		.05/20/2008	Various	8,400.000	466,646			
74460D-10-9	PUBLIC STORAGE		.05/20/2008	Various	61,700.000	5,486,612			
747525-10-3	QUALCOMM INC.		.06/13/2008	Various	274,900.000	13,173,353			
747619-10-4	QUANEX BUILDING PRODUCTS		.04/24/2008	DISTRIBUTION	20,104.000	219,108			
74762E-10-2	QUANTA SERVICES		.05/01/2008	LAZARD FRERES & COMPANY	6,000.000	159,128			
74837R-10-4	QUICKSILVER RESOURCES INC		.06/20/2008	Various	222,529.000	8,683,032			
749121-10-9	QUEST COMMUNICATIONS INTL		.05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	166,800.000	812,316			
751028-10-1	RALCORP HOLDINGS INC		.05/14/2008	BLOOMBERG TRADEBOOK LLC	19,160.000	1,155,618			
75281A-10-9	RANGE RESOURCES COR		.04/17/2008	Various	90,972.000	6,266,402			
756577-10-2	RED HAT INC.		.05/30/2008	JEFFERIES & COMPANY, INC.	52,477.000	1,273,905			
758849-10-3	REGENCY CENTERS CORPORATION		.05/20/2008	Various	30,600.000	2,115,967			
767744-10-5	RICHIE BROS AUCTIONEERS		.04/25/2008	JONES TRADING	56,200.000	4,984,103			
778296-10-3	ROSS STORES, INC.		.06/24/2008	Various	35,048.000	1,318,680			
749685-10-3	RPM INTERNATIONAL INC		.06/18/2008	CIBC WORLD MARKETS	66,000.000	1,621,950			
74973W-10-7	RTI INTERNATIONAL METALS		.05/14/2008	BLOOMBERG TRADEBOOK LLC	25,880.000	1,181,326			
79377W-10-8	SAKS HOLDINGS INC		.05/15/2008	MCMAHAN SECURITIES CO LP	40,000.000	566,496			
79466L-30-2	SALESFORCE COM INC		.06/24/2008	Various	245,229.000	16,870,587			
800013-10-4	SANDERSON FARMS INC		.06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	42,577.000	1,703,697			
80007P-30-7	SANDRIDGE ENERGY INC		.06/24/2008	Various	100,684.000	5,794,090			
803111-10-3	SARA LEE CORP		.05/02/2008	GOLDMAN, SACHS & CO.	367,040.000	5,416,776			
806857-10-8	SCHLUMBERGER LTD.		.05/01/2008	Various	129,400.000	11,345,088			
806882-10-6	SCHNITZER STEEL INDUSTRIES INC		.04/17/2008	Various	17,519.000	1,502,975			
816636-20-3	SEMI CONDUCTOR HOLDRS TRUST		.04/25/2008	JEFFERIES & COMPANY, INC.	25,000.000	773,705			
826552-10-1	SIGMA-ALDRICH		.04/17/2008	Various	23,096.000	1,423,809			
828806-10-9	SIMON PROPERTY GROU		.06/20/2008	Various	113,600.000	11,658,487			
78440X-10-1	SL GREEN REALTY CORP		.05/20/2008	Various	26,800.000	2,678,814			
83408W-10-3	SOHU COM INC		.05/13/2008	Various	63,006.000	4,759,268			
83421A-10-4	SOLERA HOLDINGS INC		.05/20/2008	DISTRIBUTION	39,865.000	1,026,524			
845467-10-9	SOUTHWESTERN ENERGY		.06/20/2008	Various	168,793.000	6,738,951			
78463V-10-7	SPDR GOLD TRUST ETF		.06/30/2008	Various	123,900.000	11,400,847			
78464A-88-8	SPDR HOMEBUILDERS ETF		.04/04/2008	KNIGHT SECURITIES, L.P.	192,080.000	4,404,141			
78462F-10-3	SPDR S&P DEP RCPT TRADES AND QUOTES		.06/20/2008	Various	1,230,989.000	165,776,849			
784635-10-4	SPX CORP		.05/30/2008	CANTOR, FITZGERALD & CO.	9,749.000	1,292,284			
790849-10-3	ST JUDE MEDICAL		.04/09/2008	INVESTMENT TECHNOLOGY GROUP, INC.	82,600.000	3,678,393			
858119-10-0	STEEL DYNAMICS INC		.05/22/2008	GOLDMAN, SACHS & CO.	5,900.000	220,164			

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SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
858912-10-8	STERICYCLE INC		.06/11/2008	CANTOR, FITZGERALD & CO.	14,787.000	832,937			L
86272T-10-6	STRATEGIC HOTEL CAPITAL		.05/20/2008	Various	13,300.000	192,138			L
863236-10-5	STRAYER EDUCATION INC		.06/20/2008	Various	7,733.000	1,655,435			L
866674-10-4	SUN COMMUNITIES		.05/20/2008	Various	9,900.000	208,488			L
867652-10-9	SUNPOWER		.04/16/2008	Various	113,300.000	11,225,150			L
867892-10-1	SUNSTONE HOTEL INVESTORS INC		.05/20/2008	Various	35,300.000	730,923			L
871130-10-0	SYBASE INC		.06/10/2008	Various	645,800.000	19,780,267			L
871570-10-9	SYNAPTICS INC		.05/07/2008	CANTOR, FITZGERALD & CO.	22,230.000	819,745			L
87306E-10-7	T 3 ENERGY SERVICES INC		.06/17/2008	Various	66,291.000	4,010,046			L
875465-10-6	TANGER FACTORY OUTLETS		.05/20/2008	Various	9,900.000	398,366			L
876664-10-3	TAUBMAN CENTERS INC		.05/20/2008	Various	28,000.000	1,575,535			L
878377-10-0	TECHNE CORP		.06/24/2008	GOLDMAN, SACHS & CO.	14,671.000	1,145,554			L
87971M-20-2	TELUS CORP		.05/14/2008	BLOOMBERG TRADEBOOK LLC	21,360.000	955,076			U
880915-10-3	TERRA INDUSTRIES INC		.06/20/2008	BERNSTEIN (SANFORD C.) & CO., INC.	41,228.000	2,232,921			L
881005-20-1	TERRANITROGEN CO L P		.06/20/2008	Various	31,028.000	4,418,785			L
882508-10-4	TEXAS INSTRUMENTS		.05/27/2008	Various	135,000.000	4,122,300			L
883556-10-2	THERMO FISHER SCIEN		.06/17/2008	CANTOR, FITZGERALD & CO.	102,900.000	6,102,927			L
884768-10-2	THOMPSON CREEK METALS CO INC		.04/15/2008	KNIGHT SECURITIES, L.P.	53,480.000	1,150,622			U
872960-10-9	TNS INC		.04/17/2008	Various	33,504.000	747,410			L
690073-10-0	TRANSOCEAN INC. (NE		.06/24/2008	Various	82,900.000	12,825,353			L
898986-10-4	TUPPERWARE BRANDS CORP		.04/17/2008	Various	126,896.000	5,238,391			L
87311L-10-4	TW TELECOM INC		.04/22/2008	MCMAHAN SECURITIES CO LP	25,000.000	410,118			L
902494-10-3	TYSON FOODS, INC. CLASS A		.04/14/2008	INVESTMENT TECHNOLOGY GROUP, INC.	414,900.000	7,068,983			L
91274F-10-4	U STORE IT		.05/20/2008	Various	24,900.000	323,802			L
902653-10-4	UDR INC		.05/20/2008	Various	73,200.000	1,856,815			L
903914-10-9	ULTRA PETROLEUM CORP		.04/16/2008	Various	40,780.000	3,372,275			L
74347R-66-9	ULTRA SEMICONDUCTOR ETF		.05/02/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	331,100.000	18,733,494			L
74347R-69-3	ULTRA TECHNOLOGY ETF		.05/02/2008	GOLDMAN, SACHS & CO.	280,000.000	18,845,791			L
74347R-88-3	ULTRASHORT S&P500 PROSHARES		.06/26/2008	Various	99,300.000	6,376,118			L
911312-10-6	UNITED PARCEL SERVI		.05/30/2008	Various	163,900.000	12,055,749			L
912909-10-8	UNITED STATES STEEL		.06/24/2008	Various	201,172.000	29,505,817			L
91307C-10-2	UNITED THERAPEUTICS CORP		.05/09/2008	Various	8,000.000	707,282			L
917047-10-2	URBAN OUTFITTERS INC		.06/20/2008	Various	334,707.000	11,259,131			L
912318-10-2	US NATURAL GAS FUND		.06/10/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	93,200.000	5,570,573			L
91913Y-10-0	VALERO ENERGY		.05/30/2008	Various	69,000.000	3,522,913			L
920253-10-1	VALMONT INDUSTRIES INC		.06/20/2008	Various	28,990.000	3,086,627			L
918194-10-1	VCA ANTECH INC		.05/14/2008	BLOOMBERG TRADEBOOK LLC	34,010.000	1,152,630			L
92337F-10-7	VERDE REALTY PRIVATE REIT		.07/24/2007	Various	552,242.000	17,199,982			L
92343E-10-2	VERISIGN INC		.05/07/2008	LAZARD FRERES & COMPANY	10,000.000	367,270			L
92532F-10-0	VERTEX PHARMACEUTICALS		.06/18/2008	MORGAN STANLEY DEAN WITTER	25,900.000	870,292			L
92826C-83-9	VISA INC		.06/05/2008	Various	269,930.000	21,421,904			L
928563-40-2	VM WARE INC		.04/30/2008	Various	276,900.000	18,936,058			L
929042-10-9	VORNADO REALTY TRUS		.06/20/2008	Various	80,100.000	7,757,643			L
92922P-10-6	W & T OFFSHORE		.06/20/2008	Various	60,572.000	2,872,852			L
92927K-10-2	WABCO HOLDINGS INC		.05/15/2008	BLOOMBERG TRADEBOOK LLC	23,670.000	1,217,940			L
929740-10-8	WABTEC		.05/13/2008	Various	268,739.000	11,837,044			L
931142-10-3	WAL-MART STORES		.06/06/2008	Various	139,600.000	8,210,788			L
254687-10-6	WALT DISNEY CO.		.06/24/2008	Various	627,600.000	20,381,989			L
948741-10-3	WEINGARTEN REALTY		.05/20/2008	Various	38,900.000	1,430,264			L
94973V-10-7	WELLPOINT INC		.05/30/2008	Various	61,440.000	3,255,629			L
958102-10-5	WESTERN DIGITAL CORP.		.06/20/2008	Various	92,128.000	3,329,681			L
966387-10-2	WILLAMETTE INDUSTRIES, INC.		.06/17/2008	Various	14,728.000	1,532,666			L
980745-10-3	WOODWARD GOVERN		.06/20/2008	Various	67,321.000	2,667,909			L
98156Q-10-8	WORLD WRESTLING ENTERTAINMENT		.04/09/2008	LEHMAN BROTHERS INC.	163,700.000	3,222,565			L
983024-10-0	WYETH		.06/24/2008	Various	150,000.000	6,921,900			L
984121-10-3	XEROX CORP.		.05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	57,800.000	786,080			L
983919-10-1	XILINX INC		.06/24/2008	Various	48,920.000	1,338,025			L
98385X-10-6	XTO ENERGY INC.		.06/19/2008	Various	131,900.000	9,210,331			L
988498-10-1	YUM! BRANDS INC		.05/20/2008	MORGAN STANLEY DEAN WITTER	101,600.000	4,065,717			L
989922-10-9	ZOLL MED CORP		.06/17/2008	J. P. MORGAN SECURITIES, INC.	23,400.000	877,087			L
112900-10-5	BROOKFIELD PROPERTIES	T	.05/20/2008	Various	88,500.000	1,866,026			L
457983-10-4	INMET MINING CORP COM NPV	C	.04/09/2008	ALLIANCE BERNSTEIN	9,000.000	780,293			U
73755L-10-7	POTASH CORP OF SASKATCHEWAN	T	.06/20/2008	Various	130,836.000	24,770,682			L

E04.12

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
760975-10-2	RESEARCH IN MOTION	T	.06/20/2008	Various	88,278.000	11,481,038			L
H01301-10-2	ALCON, INC	F	.04/30/2008	J. P. MORGAN SECURITIES, INC.	24,700.000	3,916,556			L
G03764-13-4	ANGLO AMERICAN PLC OMN STK	D	.05/15/2008	ALLIANCE BERNSTEIN	3,209.000	214,807			L
W10020-11-8	ATLAS COPCO AB-A S HS	D	.04/08/2008	ALLIANCE BERNSTEIN	130,218.000	2,334,368			U
056752-10-8	BAIDU.COM ADR	F	.05/20/2008	Various	75,775.000	24,894,778			L
G1104A-10-3	BHP BILLITON PLC ORD USD0.50	D	.05/29/2008	ALLIANCE BERNSTEIN	19,701.000	806,915			U
G1846J-11-5	CAPITA GROUP PLC OMN STK	D	.05/09/2008	ALLIANCE BERNSTEIN	841.000	11,373			U
F4113C-10-3	FRANCE TELECOM	D	.05/26/2008	ALLIANCE BERNSTEIN	24,300.000	779,175			U
Y2685T-10-7	GENCO SHIPPING & TRADING LIMITED	F	.05/07/2008	Various	57,134.000	4,184,856			L
Q4887E-10-1	INCITEC PIVOT NPV	D	.05/01/2008	ALLIANCE BERNSTEIN	3,038.000	428,535			L
D35415-10-4	INFINEON TECHNOLOGIES AG	D	.04/09/2008	ALLIANCE BERNSTEIN	157,400.000	1,186,322			U
46626D-10-8	JSC MMC NORILSK NI ADR EACH REP 1 ORD RU	F	.04/11/2008	ALLIANCE BERNSTEIN	19,000.000	564,057			U
N5017D-12-2	KONINKLIJKE DSM NV EUR1.5	D	.04/22/2008	ALLIANCE BERNSTEIN	18,900.000	1,003,714			U
677862-10-4	LUKOIL OIL COMPANY SPON ADR REP 1 ORD	F	.04/21/2008	ALLIANCE BERNSTEIN	7,600.000	707,104			U
G5876H-10-5	MARVELL TECHNOLOGY GROUP INC.	F	.06/06/2008	Various	321,554.000	4,849,873			L
J43830-11-6	MINIBUS CORPORATION	D	.04/11/2008	ALLIANCE BERNSTEIN	23,400.000	808,703			L
G6359F-10-3	NABORS INDUSTRIES L	F	.05/28/2008	KBC FINANCIAL PRODUCTS USA INC	55,000.000	2,244,000			L
J51699-10-6	NINTENDO CO LTD	D	.05/01/2008	ALLIANCE BERNSTEIN	200.000	107,637			U
J57160-12-9	NISSAN MOTOR	D	.05/08/2008	ALLIANCE BERNSTEIN	87,700.000	819,815			U
G65422-10-0	NOBLE CORPORATION	F	.06/24/2008	Various	136,570.000	8,579,344			L
H58200-15-0	NOVARTIS REGISTERED	D	.06/26/2008	ALLIANCE BERNSTEIN	63,957.000	3,275,275			U
K73036-12-9	NOVO NORDISK AS DKK2 SER B	D	.05/16/2008	ALLIANCE BERNSTEIN	17,772.000	1,199,861			L
G74079-10-7	RECKITT BENCKISER GROUP PLC	D	.06/02/2008	ALLIANCE BERNSTEIN	808.000	47,923			L
G7945J-10-4	SEAGATE TECHNOLOGY HOLDINGS	F	.05/30/2008	Various	82,750.000	1,702,097			L
G82343-16-4	SMITH & NEPHEW ORD USD0.20	D	.05/01/2008	ALLIANCE BERNSTEIN	36,155.000	453,239			U
B82095-11-6	SOLVAY SA NPV	D	.05/08/2008	ALLIANCE BERNSTEIN	10,300.000	1,393,688			U
85771L-99-4	STATOILHYDRO ASA NOK 2.5	D	.05/15/2008	ALLIANCE BERNSTEIN	108,805.000	4,012,571			U
H84140-11-2	SYNGENTA CHF8.3	D	.05/15/2008	ALLIANCE BERNSTEIN	1,254.000	373,512			U
W95878-11-7	TELE2 AB SER B SEK1.25	D	.04/21/2008	ALLIANCE BERNSTEIN	60,600.000	1,270,741			U
T41329-10-2	TELECOM ITALIA EURO.55	D	.04/10/2008	ALLIANCE BERNSTEIN	350,700.000	639,752			U
T92778-10-8	TELECOM ITALIA EURO.55	D	.05/26/2008	ALLIANCE BERNSTEIN	395,400.000	878,788			U
G87621-10-1	TESCO	D	.04/16/2008	ALLIANCE BERNSTEIN	306,078.000	2,539,139			L
F92124-10-0	TOTAL SA EUR 2.5	D	.06/11/2008	ALLIANCE BERNSTEIN	11,900.000	1,050,690			U
F95922-10-4	VALLOUREC EUR 4	D	.06/24/2008	ALLIANCE BERNSTEIN	1,700.000	550,006			U
G95089-10-1	WEATHERFORD INTERNA	F	.06/19/2008	Various	267,900.000	18,622,019			L
G9826T-10-2	XSTRATA PLC ORD USD0.50	D	.04/17/2008	ALLIANCE BERNSTEIN	9,251.000	725,437			U
6899999. Common Stocks - Industrial and Miscellaneous						1,893,992,881	XXX		XXX
020038-10-1	ALLSTATE LIFE INSURANCE COMPANY		.06/30/2008	DISTRIBUTION	0.000	350,000,000			J
6999999. Common Stocks - Parent, Subsidiaries and Affiliates						350,000,000	XXX		XXX
261934-10-3	DREYFUS MONEY MARKET		.06/30/2008	DIRECT	117,763,274.500	117,763,275			L
7199999. Money Market Mutual Funds						117,763,275	XXX		XXX
7299997. Total - Common Stocks - Part 3						2,537,174,289	XXX		XXX
7299998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
7299999. Total - Common Stocks						2,537,174,289	XXX		XXX
7399999. Total - Preferred and Common Stocks						2,589,129,734	XXX	59,260	XXX
7499999 - Totals						4,589,749,392	XXX	8,282,791	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues34

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.04108K-RU-4	ARKANSAS DEV FIN CORRECTIONS 05B		05/16/2008	PRAGER MCCARTHY & SEALY		327,006	300,000	319,485	316,071		(680)		(680)		315,392		11,614	11,614	8,333	11/01/2018	1FE
.041042-KM-3	ARKANSAS ST HIGHER ED G O 2007B		06/27/2008	Various		2,605,608	2,590,000	2,552,316	2,553,050		829		829		2,553,878		51,729	51,729	67,586	06/01/2023	1FE
.041042-KQ-4	ARKANSAS ST HIGHER ED G O 2007B		06/26/2008	Various		973,664	970,000	977,779	977,389		(246)		(246)		977,143		(3,479)	(3,479)	20,436	06/01/2026	1FE
.041042-ME-9	ARKANSAS ST HIGHER ED G O 2007B		06/09/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		2,034,440	2,000,000	2,000,000	2,000,000						2,000,000		34,440	34,440	47,750	06/01/2025	1FE
.212597-QB-7	CONWAY AR SCH DIST NO 1 G O 04		05/07/2008	PRAGER MCCARTHY & SEALY		100,595	100,000	100,061	100,026		(4)		(4)		100,022		573	573	3,805	02/01/2029	1FE
.537428-ZD-9	LITTLE ROCK AR SCH DIST 2006		04/28/2008	PRAGER MCCARTHY & SEALY		296,969	300,000	297,570	297,666		27		27		297,693		(724)	(724)	9,236	02/01/2025	1FE
.641161-ML-5	NETTLETON AR SPL SCH DIST CRAIGHEAD 03B		06/12/2008	PRAGER MCCARTHY & SEALY		169,839	170,000	170,000	170,000						170,000		(162)	(162)	4,165	06/01/2020	1FE
.660631-SE-3	NORTH LITTLE ROCK AR SD NO 1 06 REF		04/11/2008	PRAGER MCCARTHY & SEALY		477,285	475,000	467,562	467,889		61		61		467,951		9,334	9,334	9,973	06/01/2028	1FE
.722460-PF-3	PINE BLUFF AR SCH DIST NO 3 G O 2006		06/12/2008	PRAGER MCCARTHY & SEALY		162,378	160,000	159,736	159,757		6		6		159,763		2,614	2,614	6,496	02/01/2021	1FE
.745400-04-6	PULASKI CNTY AR SPL SCH DIST 04 A REF		06/23/2008	MORGAN KEEGAN & COMPANY, INC.		966,330	1,000,000	996,800	996,970		29		29		997,000		(30,670)	(30,670)	42,882	02/01/2034	1FE
.850272-RJ-6	SPRINGDALE AR SCH DIST NO 50 2003 B		05/05/2008	PRAGER MCCARTHY & SEALY		99,935	100,000	98,955	99,148		17		17		99,165		770	770	1,908	06/01/2021	1FE
.864184-LE-4	STUTTIGART AR SCH DIST NO 22 2003 REF		06/25/2008	Various		588,469	600,000	578,532	581,128		328		328		581,456		7,013	7,013	24,488	02/01/2027	1FE
.130686-RR-9	CALIFORNIA PUB WKS BRD FOOD & AG 93A		06/01/2008	MATURED		890,000	890,000	808,084	885,675		4,325		4,325		890,000				23,585	06/01/2008	1FE
.130684-06-3	CALIFORNIA PUB WKS BRD GEN SVCS 06 A		04/10/2008	PRAGER MCCARTHY & SEALY		102,034	100,000	99,822	99,834		2		2		99,836		2,198	2,198	2,492	04/01/2023	1FE
.13062P-BB-4	CALIFORNIA ST G O BDS 2004 SEP		06/30/2008	PRAGER MCCARTHY & SEALY		1,434,675	1,430,000	1,445,730			(475)		(475)		1,445,255		(10,581)	(10,581)	46,349	03/01/2034	1FE
.13062R-X9-4	CALIFORNIA ST G O BDS 2005 DEC REF		05/19/2008	PRAGER MCCARTHY & SEALY		560,181	565,000	559,932	560,207		45		45		560,252		(70)	(70)	16,809	03/01/2028	1FE
.13063A-LX-0	CALIFORNIA ST G O VAR PURP 1993 APR		04/01/2008	CALLED @ 100.00000000		40,000	40,000	36,712	36,728		3,272		3,272		40,000				1,100	04/01/2019	1FE
.13063A-LZ-5	CALIFORNIA ST G O VAR PURP 1993 SEPT		03/01/2008	PRAGER MCCARTHY & SEALY							10,612		10,612		1,226		(1,226)	(1,226)	89,656	09/01/2018	1FE
.13062R-X4-5	CALIFORNIA ST G O VAR PURP 2005 DEC		06/09/2008	PRAGER MCCARTHY & SEALY		377,154	375,000	370,230	370,561		66		66		370,627		6,527	6,527	12,122	03/01/2025	1FE
.13062T-ZA-5	CALIFORNIA ST G O VAR PURP 2007 FEB		04/07/2008	PRAGER MCCARTHY & SEALY		94,085	100,000	97,380	97,409		13		13		97,422		(3,337)	(3,337)	1,613	12/01/2034	1FE
.13062R-HS-0	CALIFORNIA ST G O VETERANS 2005		06/12/2008	PRAGER MCCARTHY & SEALY		223,732	215,000	215,000	215,000						215,000		8,732	8,732	6,299	12/01/2012	1FE
.134141-XX-3	CAMPBELL CA UNI SCH DIST G O 2007		05/07/2008	PRAGER MCCARTHY & SEALY		396,377	400,000	396,992	397,049		21		21		397,069		(692)	(692)	13,075	08/01/2032	1FE
.134141-XH-8	CAMPBELL CA UNI SCH DIST G O 2007E		06/23/2008	PRAGER MCCARTHY & SEALY		294,766	300,000	298,701	298,729		15		15		298,744		(3,978)	(3,978)	11,900	08/01/2030	1FE
.190335-AZ-2	COAST CMNTY CLG DIST CA G O 2003 A		06/20/2008	PRAGER MCCARTHY & SEALY		237,547	220,000	228,327	225,219		(402)		(402)		224,816		12,731	12,731	9,900	08/01/2020	1FE
.190335-BA-6	COAST CMNTY CLG DIST CA G O 2003 A		06/27/2008	PRAGER MCCARTHY & SEALY		430,628	400,000	412,596	407,905		(633)		(633)		407,273		23,355	23,355	18,389	08/01/2021	1FE
.245595-EU-3	DELANO CA JT UNION HSD 2003 A REF		05/08/2008	PRAGER MCCARTHY & SEALY		110,160	100,000	103,364	102,808		(52)		(52)		102,756		7,404	7,404	3,995	02/01/2022	1FE
.344643-DH-1	FONTANA CA USD COP 2007		06/23/2008	PRAGER MCCARTHY & SEALY		196,868	200,000	197,826	197,869		34		34		197,904		(1,036)	(1,036)	7,338	09/01/2028	1FE
.358232-QW-9	FRESNO CA UNIFIED SCH DIST G O 2002 A RE		04/04/2008	PRAGER MCCARTHY & SEALY		352,041	300,000	347,547	332,339		(907)		(907)		331,433		20,608	20,608	12,350	02/01/2016	1FE
.366658-NN-8	GARVEY CA SCH DIST G O 2006 CAP		05/15/2008	PRAGER MCCARTHY & SEALY		34,909	100,000	34,887	36,523		634		634		37,158		(2,249)	(2,249)		08/01/2030	1FE
.544648-PP-7	LOS ANGELES CA USD COP CAP PROJ I 03B		04/23/2008	PRAGER MCCARTHY & SEALY		106,019	100,000	105,924	103,590		(187)		(187)		103,403		2,616	2,616	3,708	08/01/2020	1FE
.630360-DP-7	NAPA VALLEY CA CMNTY CLGE 02 ELECT 07C		04/28/2008	PRAGER MCCARTHY & SEALY		155,241	300,000	139,617			498		498		140,115		15,126	15,126		08/01/2022	1FE
.630360-DW-2	NAPA VALLEY CA CMNTY CLGE 02 ELECT 07C		05/14/2008	PRAGER MCCARTHY & SEALY		35,219	100,000	32,816	33,511		657		657		34,168		1,051	1,051		08/01/2029	1FE

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
..697511-AU-7	PALOMAR CA CMINTY CLG DIST 06 ELECT 07A		06/06/2008	PRAGER MCCARTHY & SEALY		1,154,263	1,150,000	1,150,909	1,150,860		(28)		(28)		1,150,832		3,430	3,430	27,750	05/01/2026	1FE
..69753R-AS-3	PALOMAR POMERADO HLTH CA G O 05 A		05/07/2008	PRAGER MCCARTHY & SEALY		105,379	100,000	104,534	103,827		(157)		(157)		103,671		1,708	1,708	3,903	08/01/2022	1FE
..76904K-BP-6	RIVERSIDE CA REDEV AGY DEPT GEN SVC 03A		04/25/2008	PRAGER MCCARTHY & SEALY		106,344	100,000	105,568	103,425		(175)		(175)		103,250		3,094	3,094	2,903	10/01/2019	1FE
..786110-MX-1	SACRAMENTO CNTY CA COP JUV COURTHSE 03		06/26/2008	PRAGER MCCARTHY & SEALY		105,407	105,000	101,764	102,003		31		31		102,033		3,374	3,374	3,063	12/01/2034	1FE
..797010-HV-0	SAN BUENAVENTURA CA COP 2001 C		05/21/2008	PRAGER MCCARTHY & SEALY		102,619	100,000	100,386	100,221		(16)		(16)		100,205		2,414	2,414	3,906	02/01/2024	1FE
..798153-FC-1	SAN JOSE CA FIN LSE CIVIC CTR PROJ 02B		04/18/2008	PRAGER MCCARTHY & SEALY		184,376	180,000	181,179	180,628		(40)		(40)		180,588		3,788	3,788	8,050	06/01/2032	1FE
..798186-VG-4	SAN JOSE CA USD G O 2006 C		05/20/2008	PRAGER MCCARTHY & SEALY		102,899	100,000	99,289	99,332		12		12		99,344		3,555	3,555	3,650	08/01/2023	1FE
..802595-DD-7	SANTA ROSA CA COP BLDG ACQ 07 B		06/23/2008	PRAGER MCCARTHY & SEALY		96,811	100,000	96,587	96,645		58		58		96,702		109	109	4,724	07/01/2037	1FE
..899111-CC-0	TULARE CITY CA PUB FIN LSE CAP FAC 08		04/04/2008	PRAGER MCCARTHY & SEALY		105,028	100,000	104,734			(63)		(63)		104,672		357	357	926	04/01/2032	1FE
..009008-BU-6	AIMS CO JR CLG DIST COP 2006		04/10/2008	PRAGER MCCARTHY & SEALY		108,573	100,000	105,340	104,773		(127)		(127)		104,646		3,927	3,927	4,167	12/15/2020	1FE
..009008-BW-2	AIMS CO JR CLG DIST COP 2006		06/16/2008	PRAGER MCCARTHY & SEALY		211,828	200,000	209,326	208,340		(278)		(278)		208,061		3,767	3,767	6,569	12/15/2022	1FE
..03866H-EG-0	ARAPAHOE CNTY CO COP 2002 REF		04/14/2008	PRAGER MCCARTHY & SEALY		650,516	580,000	645,186	620,390		(1,535)		(1,535)		618,855		31,661	31,661	11,503	12/01/2014	1FE
..03866H-EV-7	ARAPAHOE CNTY CO COP 2006 REF		05/21/2008	PRAGER MCCARTHY & SEALY		193,494	175,000	190,062	187,660		(542)		(542)		187,118		6,376	6,376	6,854	02/15/2017	1FE
..038681-Z6-2	ARAPAHOE CNTY CO SD 5 CHERRY G O 05B		06/17/2008	PRAGER MCCARTHY & SEALY		107,237	100,000	109,038	105,499		(836)		(836)		104,663		2,574	2,574	2,826	12/15/2010	1FE
..148471-DJ-1	CASTLE PINES CO NORTH METRO DIST G O 06		06/17/2008	Various		209,793	200,000	205,584	205,656		(227)		(227)		205,428		4,365	4,365	7,125	12/01/2025	1FE
..196711-JT-3	COLORADO COP UCDSHC FITZSIMONS 05B		05/22/2008	PRAGER MCCARTHY & SEALY		380,741	350,000	371,231	367,555		(733)		(733)		366,823		13,918	13,918	8,396	11/01/2018	1FE
..19679R-EH-9	COLORADO WTR RES PIIR PARKER WTR 04D		05/20/2008	PRAGER MCCARTHY & SEALY		211,611	200,000	206,560	204,655		(226)		(226)		204,429		7,182	7,182	7,083	09/01/2022	1FE
..249183-TR-5	DENVER CO COP HUMAN SVCS CTR 05 A		05/30/2008	PRAGER MCCARTHY & SEALY		425,416	400,000	427,961	417,633		(1,995)		(1,995)		415,638		9,778	9,778	11,292	05/01/2011	1FE
..249168-CV-5	DENVER CO COP WTR COMMRS 2001		06/27/2008	PRAGER MCCARTHY & SEALY		314,203	300,000	304,776	302,092		(237)		(237)		301,855		12,348	12,348	9,069	11/15/2015	1FE
..283365-BZ-6	EL PASO CNTY CO COP JUDL BLDG 02 A		06/02/2008	PRAGER MCCARTHY & SEALY		1,218,712	1,100,000	1,212,090	1,161,101		(4,750)		(4,750)		1,156,351		62,361	62,361	44,479	12/01/2014	1FE
..283479-GL-1	EL PASO CNTY CO SD NO 38 G O 01 REF		06/30/2008	PRAGER MCCARTHY & SEALY		171,367	145,000	173,763	169,755		(698)		(698)		169,057		2,310	2,310	5,123	12/01/2021	1FE
..283483-GH-2	EL PASO CNTY CO SD NO 49 FALCON 02-96R		06/04/2008	PRAGER MCCARTHY & SEALY		749,043	680,000	743,587	717,328		(2,292)		(2,292)		715,036		34,007	34,007	16,631	12/01/2013	1FE
..283484-BG-7	EL PASO CNTY CO SD NO 49 FALCON COP 06A		04/04/2008	PRAGER MCCARTHY & SEALY		101,844	100,000	101,130	101,003		(25)		(25)		100,978		866	866	4,083	12/15/2030	1FE
..283484-BV-4	EL PASO CNTY CO SD NO 49 FALCON COP 07A		04/10/2008	PRAGER MCCARTHY & SEALY		109,832	100,000	104,941	104,789		(112)		(112)		104,677		5,155	5,155	1,667	12/15/2019	1FE
..283484-BY-8	EL PASO CNTY CO SD NO 49 FALCON COP 07A		04/09/2008	PRAGER MCCARTHY & SEALY		107,232	100,000	104,265	104,134		(95)		(95)		104,039		3,193	3,193	1,653	12/15/2022	1FE
..283484-CC-5	EL PASO CNTY CO SD NO 49 FALCON COP 07A		04/01/2008	PRAGER MCCARTHY & SEALY		103,355	100,000	103,593	103,483		(72)		(72)		103,411		(56)	(56)	1,514	12/15/2026	1FE
..283484-CE-1	EL PASO CNTY CO SD NO 49 FALCON COP 07A		04/21/2008	PRAGER MCCARTHY & SEALY		136,414	130,000	134,130	134,004		(101)		(101)		133,904		2,511	2,511	2,329	12/15/2028	1FE
..283484-CF-8	EL PASO CNTY CO SD NO 49 FALCON COP 07A		05/12/2008	PRAGER MCCARTHY & SEALY		104,671	100,000	103,093	102,999		(89)		(89)		102,909		1,762	1,762	2,083	12/15/2029	1FE
..365892-JV-1	GARFIELD CNTY CO SD RE-1 ROARING 05		04/14/2008	PRAGER MCCARTHY & SEALY		21,906	20,000	21,878	21,234		(86)		(86)		21,148		758	758	356	12/15/2011	1FE
..385835-AV-5	GRAND JUNCTION CO LSE CBI LAB 06		05/06/2008	PRAGER MCCARTHY & SEALY		414,235	400,000	423,620	421,408		(705)		(705)		420,703		(6,468)	(6,468)	11,264	06/15/2027	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market In- dicator (a)
108151-E5-6	BRIDGEPORT CT G O 2004 C		04/02/2008	PRAGER MCCARTHY & SEALY		113,846	100,000	112,667	110,668		(170)		(170)		110,498		3,348	3,348	3,544	08/15/2020	1FE
108151-L6-6	BRIDGEPORT CT G O 2006 B		05/06/2008	PRAGER MCCARTHY & SEALY		103,972	100,000	99,111	99,179		15		15		99,195		4,777	4,777	4,225	12/01/2021	1FE
108151-L7-4	BRIDGEPORT CT G O 2006 B		04/30/2008	UNION BANK OF SWITZERLAND PRAGER MCCARTHY & SEALY		103,030	100,000	98,844	98,925		17		17		98,943		4,087	4,087	4,175	12/01/2022	1FE
20772F-4D-9	CONNECTICUT ST G O 2001 SER C REF		06/18/2008	PRAGER MCCARTHY & SEALY		106,566	100,000	108,537	105,021		(778)		(778)		104,244		2,322	2,322	2,742	12/15/2010	1FE
20772F-JN-1	CONNECTICUT ST G O 2001 SER C REF		05/12/2008	PRAGER MCCARTHY & SEALY		669,277	600,000	667,994	649,541		(3,169)		(3,169)		646,372		22,905	22,905	12,841	12/15/2012	1FE
20772F-JQ-4	CONNECTICUT ST G O 2001 SER C REF		06/20/2008	PRAGER MCCARTHY & SEALY		936,067	825,000	947,314	906,690		(4,038)		(4,038)		902,652		33,416	33,416	19,747	12/15/2014	1FE
645020-CA-4	NEW HAVEN CT G O 2002 C		06/25/2008	PRAGER MCCARTHY & SEALY		1,493,403	1,350,000	1,508,855	1,440,763		(5,003)		(5,003)		1,435,759		57,643	57,643	35,149	11/01/2013	1FE
696550-LU-4	PALM BEACH CNTY FL SCH BRD COP 03A		05/07/2008	PRAGER MCCARTHY & SEALY		430,008	400,000	428,960	417,791		(1,042)		(1,042)		416,748		13,260	13,260	15,611	08/01/2015	1FE
696550-UG-5	PALM BEACH CNTY FL SCH BRD COP 07		04/04/2008	PRAGER MCCARTHY & SEALY		127,498	130,000	131,498	131,407		(33)		(33)		131,375		(3,877)	(3,877)	4,030	08/01/2027	1FE
047681-JM-4	ATLANTA-FULTON GA REC PARK IMPT 05A		05/09/2008	PRAGER MCCARTHY & SEALY		555,102	540,000	534,087	534,543		74		74		534,617		20,485	20,485	9,655	12/01/2023	1FE
240451-XD-1	DEKALB CNTY GA SPL TRANSN PARKS 06		06/09/2008	PRAGER MCCARTHY & SEALY		614,786	600,000	607,572	606,344		(263)		(263)		606,082		8,704	8,704	17,200	12/01/2024	1FE
240451-XE-9	DEKALB CNTY GA SPL TRANSN PARKS 06		06/30/2008	PRAGER MCCARTHY & SEALY		557,619	550,000	555,187	554,347		(181)		(181)		554,166		3,452	3,452	19,581	12/01/2025	1FE
360064-LX-5	FULTON CNTY GA SCH DIST G O REF 1991		05/01/2008	CALLED @ 100,00000000 PRAGER MCCARTHY & SEALY		1,155,000	1,155,000	1,275,559	1,179,178		(5,586)		(5,586)		1,173,592		(18,592)	(18,592)	36,816	05/01/2010	1FE
373383-W4-6	GEORGIA ST G O 2006 B		06/09/2008	Various		519,080	500,000	500,000	500,000						500,000		19,080	19,080	15,238	03/01/2021	1FE
403760-FJ-5	WINNETT CNTY GA WTR & SEW AUTH 2006		06/09/2008	Various PRAGER MCCARTHY & SEALY		1,333,367	1,300,000	1,307,397	1,306,375		(247)		(247)		1,306,127		27,240	27,240	47,800	08/01/2024	1FE
577285-J2-6	MAUI CNTY HI G O 2005 A B C		04/04/2008	SEIBERT BRANFORD		295,991	280,000	293,498	290,783		(351)		(351)		290,432		5,559	5,559	8,478	03/01/2021	1FE
09746L-AU-7	BOISE CITY ID URBAN ADA CNTY COURT 99		06/06/2008	Various		4,749,045	4,500,000	4,949,369	4,721,722		(47,415)		(47,415)		4,674,307		74,738	74,738	218,054	08/15/2029	1FE
556819-FC-9	MADISON CNTY ID SD 321 REXBURG 06		06/09/2008	Various SEATTLE NORTHWEST SECURITIES CORP. PRAGER MCCARTHY & SEALY		206,556	200,000	201,628	201,478		(59)		(59)		201,419		5,137	5,137	7,400	08/15/2024	1FE
556819-FD-7	MADISON CNTY ID SD 321 REXBURG 06		04/10/2008	PRAGER MCCARTHY & SEALY		307,308	300,000	301,455	301,321		(34)		(34)		301,287		6,021	6,021	6,750	08/15/2025	1FE
215457-AP-7	COOK CNTY IL HSD 201 J STERLING MORTON 0		04/25/2008	PRAGER MCCARTHY & SEALY		185,598	300,000	139,086	167,907		2,725		2,725		170,632		14,966	14,966		12/01/2019	1FE
262651-RK-0	DU PAGE CNTY IL FST PRESV DIST G O 2005A		05/19/2008	PRAGER MCCARTHY & SEALY		1,129,423	1,100,000	1,092,234	1,092,886		129		129		1,093,015		36,408	36,408	27,113	11/01/2022	1FE
262651-RL-8	DU PAGE CNTY IL FST PRESV DIST G O 2005A		05/28/2008	PRAGER MCCARTHY & SEALY		204,150	200,000	197,570	197,757		41		41		197,798		6,352	6,352	5,275	11/01/2023	1FE
84552Y-GU-9	SOUTHWESTERN IL DEV EDWARDSVILLE 07		05/19/2008	PRAGER MCCARTHY & SEALY		51,065	100,000	48,341			793		793		49,134		1,931	1,931		12/01/2023	1FE
914325-AV-7	UNIVERSITY OF ILLINOIS COP 07A		06/18/2008	CITIGROUP GLOBAL MARKETS		508,006	500,000	495,175	495,175		66		66		495,241		12,765	12,765	10,136	10/01/2027	1FE
40785E-LS-3	HAMILTON SOUTHEASTN IN CONS SCH BLDG 04B		06/16/2008	RAYMOND JAMES & ASSOCIATES, INC. PRAGER MCCARTHY & SEALY		1,171,589	1,075,000	1,110,335	1,099,608		(1,526)		(1,526)		1,098,083		73,506	73,506	49,868	07/15/2019	1FE
455421-KH-9	INDIANAPOLIS-MARION CNTY IN PUB LIBR 06		05/07/2008	PRAGER MCCARTHY & SEALY		5,672,169	5,660,000	5,653,151	5,653,538		111		111		5,653,649		18,520	18,520	220,033	01/01/2023	3FE
46263R-CT-0	IPS MULTI-SCH BLDG CORP IN 2006		04/28/2008	PRAGER MCCARTHY & SEALY		97,221	100,000	97,226	97,339		23		23		97,361		(140)	(140)	3,575	01/15/2031	1FE
596232-CF-3	MIDDLEBURY IN SCH BLDG 1ST MTG 07		05/06/2008	PRAGER MCCARTHY & SEALY		201,312	200,000	199,494	199,510		7		7		199,517		1,795	1,795	7,350	07/15/2025	1FE
604829-BA-8	MISHAWAKA IN SCH CITY MULTI-SCH BLDG 98		01/15/2008	CALLED @ 102,00000000 PRAGER MCCARTHY & SEALY				2,550,000	2,550,000										70,313	01/15/2023	1FE
12343C-AY-0	BUTLER CNTY KS PUB BLDG COMM 05		05/13/2008	PRAGER MCCARTHY & SEALY		105,778	100,000	102,779	102,165		(90)		(90)		102,076		3,702	3,702	2,813	10/01/2018	1FE
12343C-AZ-7	BUTLER CNTY KS PUB BLDG COMM 05		04/15/2008	PRAGER MCCARTHY & SEALY		105,165	100,000	102,267	101,768		(58)		(58)		101,710		3,455	3,455	2,463	10/01/2019	1FE
478712-JL-7	JOHNSON CNTY KS USD NO 232 DE SOTO 04		04/01/2008	PRAGER MCCARTHY & SEALY		104,997	100,000	102,027	101,421		(48)		(48)		101,374		3,623	3,623	2,810	09/01/2019	1FE

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SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

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										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market In- dicator (a)
..478712-LJ-9	JOHNSON CNTY KS USD NO 232 DE SOTO 05A		04/09/2008	PRAGER MCCARTHY & SEALY		104,997	100,000	101,170	100,964		(31)		(31)		100,934		4,063	4,063	2,788	09/01/2018	1FE
..481502-D3-3	JUNCTION CITY KS GO REF & IMPT 07 DP		04/04/2008	PRAGER MCCARTHY & SEALY		102,960	100,000	106,174	105,888		(135)		(135)		105,753		(2,793)	(2,793)	4,500	09/01/2027	1FE
..522218-CS-3	LEAVENWORTH CNTY KS USD NO 458 05 REF		06/17/2008	PRAGER MCCARTHY & SEALY		368,252	355,000	363,027	359,849		(537)		(537)		359,311		8,941	8,941	10,844	09/01/2011	1FE
..522218-CT-1	LEAVENWORTH CNTY KS USD NO 458 05 REF		06/23/2008	PRAGER MCCARTHY & SEALY		334,519	325,000	330,775	328,856		(372)		(372)		328,484		6,035	6,035	10,653	09/01/2012	1FE
..522218-CY-0	LEAVENWORTH CNTY KS USD NO 458 05 REF		04/09/2008	PRAGER MCCARTHY & SEALY		105,858	100,000	103,080	102,406		(77)		(77)		102,329		3,529	3,529	2,788	09/01/2017	1FE
..815645-GW-0	SEDGWICK CNTY KS USD NO 261 GO 05		05/28/2008	PRAGER MCCARTHY & SEALY		406,416	400,000	396,304	396,612		63		63		396,674		9,742	9,742	10,257	11/01/2023	1FE
..815645-GX-8	SEDGWICK CNTY KS USD NO 261 GO 05		05/06/2008	PRAGER MCCARTHY & SEALY		200,804	200,000	197,078	197,302		39		39		197,340		3,464	3,464	4,569	11/01/2024	1FE
..982671-JP-5	WYANDOTTE CNTY KC KS UNI GOVT G O 04 A		04/11/2008	PRAGER MCCARTHY & SEALY		107,039	100,000	104,889	103,346		(131)		(131)		103,214		3,825	3,825	3,188	08/01/2015	1FE
..982683-DU-5	WYANDOTTE CNTY KS USD 202 G O 2004 A REF		06/17/2008	PRAGER MCCARTHY & SEALY		144,940	130,000	144,897	142,308		(565)		(565)		141,742		3,197	3,197	5,479	09/01/2016	1FE
..120280-NH-2	BULLITT CNTY KY SCH DIST FIN 2ND 04		04/25/2008	PRAGER MCCARTHY & SEALY		101,662	100,000	98,578	98,732		25		25		98,757		2,905	2,905	2,467	10/01/2020	1FE
..473020-LV-5	JEFFERSON CNTY KY LSE CAP PROJS 07A		04/29/2008	PRAGER MCCARTHY & SEALY		99,812	100,000	100,280	100,263		(8)		(8)		100,255		(443)	(443)	1,835	06/01/2025	1FE
..473020-LW-3	JEFFERSON CNTY KY LSE CAP PROJS 07A		04/04/2008	PRAGER MCCARTHY & SEALY		97,956	100,000	100,116	100,109		(3)		(3)		100,106		(2,150)	(2,150)	1,556	06/01/2026	1FE
..472904-VZ-1	JEFFERSON CNTY KY SCH DIST FIN CORP 04 A		06/11/2008	Various		811,449	800,000	794,928	795,652		87		87		795,739		15,710	15,710	33,238	01/01/2023	1FE
..472904-WA-5	JEFFERSON CNTY KY SCH DIST FIN CORP 04 A		05/02/2008	PRAGER MCCARTHY & SEALY		202,519	200,000	197,146	197,521		35		35		197,556		4,963	4,963	7,475	01/01/2024	1FE
..491089-JJ-8	KENTON CNTY KY SD SCH BLDG 2005		05/02/2008	PRAGER MCCARTHY & SEALY		203,124	200,000	195,854	196,288		82		82		196,371		6,753	6,753	6,440	02/01/2020	1FE
..680454-QF-5	OLDHAM CNTY KY SCH DIST - COP 07		06/04/2008	PRAGER MCCARTHY & SEALY		102,638	100,000	97,836	97,874		33		33		97,907		4,731	4,731	2,415	06/01/2026	1FE
..680454-RB-3	OLDHAM CNTY KY SCH DIST 2ND - COP 07		04/15/2008	PRAGER MCCARTHY & SEALY		356,759	350,000	344,726	344,768		53		53		344,821		11,937	11,937	9,931	09/01/2026	1FE
..546279-M8-0	LOUISIANA LOC GOVT EAST ASCENSION 07		05/20/2008	PRAGER MCCARTHY & SEALY		263,338	250,000	252,920	252,857		(98)		(98)		252,759		10,578	10,578	5,375	12/01/2020	1FE
..546279-M9-8	LOUISIANA LOC GOVT EAST ASCENSION 07		04/23/2008	PRAGER MCCARTHY & SEALY		103,951	100,000	100,775	100,758		(21)		(21)		100,737		3,214	3,214	1,838	12/01/2021	1FE
..546279-N2-2	LOUISIANA LOC GOVT EAST ASCENSION 07		06/02/2008	PRAGER MCCARTHY & SEALY		257,442	250,000	250,958	250,937		(28)		(28)		250,909		6,533	6,533	4,813	12/01/2022	1FE
..546279-S6-8	LOUISIANA LOC GOVT ENVIR BOSSIER CITY 07		04/08/2008	SOUTHWEST SECURITIES, INC.		989,379	980,000	976,521	976,539		38		38		976,578		12,801	12,801	18,130	11/01/2024	1FE
..546279-S7-6	LOUISIANA LOC GOVT ENVIR BOSSIER CITY 07		04/10/2008	PRAGER MCCARTHY & SEALY		152,948	150,000	148,901	148,906		12		12		148,917		4,030	4,030	2,850	11/01/2025	1FE
..546279-T4-2	LOUISIANA LOC GOVT ENVIR BOSSIER CITY 07		06/25/2008	PRAGER MCCARTHY & SEALY		194,152	200,000	200,000	200,000						200,000		(5,848)	(5,848)	5,990	11/01/2034	1FE
..546405-BZ-3	LOUISIANA OFFICE FACS LSE CAPITOL 01		06/03/2008	Various		754,478	700,000	777,441	736,699		(3,159)		(3,159)		733,540		20,938	20,938	20,931	05/01/2013	1FE
..64763F-KF-5	NEW ORLEANS LA G O 2005 REF		06/24/2008	PRAGER MCCARTHY & SEALY		217,552	200,000	216,698	213,322		(823)		(823)		212,499		5,053	5,053	6,008	12/01/2014	1FE
..64763F-LB-3	NEW ORLEANS LA G O LTD TAX 2005		04/22/2008	PRAGER MCCARTHY & SEALY		216,984	200,000	212,700	209,126		(498)		(498)		208,628		8,356	8,356	6,444	03/01/2013	1FE
..787515-QY-4	ST BERNARD PARISH LA SD NO 1 G O 04		06/05/2008	PRAGER MCCARTHY & SEALY		335,674	300,000	326,477	320,622		(722)		(722)		319,900		15,774	15,774	11,390	03/01/2017	1FE
..56041M-GF-5	MAINE GOVT FAC LSE RENTAL 2004 C		04/30/2008	PRAGER MCCARTHY & SEALY		213,956	195,000	209,921	206,667		(629)		(629)		206,038		7,918	7,918	5,796	10/01/2013	1FE
..560425-QK-9	MAINE HLTH & HIGHER EDL FACS AUTH 03D		04/30/2008	PRAGER MCCARTHY & SEALY		333,647	310,000	330,094	322,364		(659)		(659)		321,705		11,942	11,942	12,799	07/01/2016	1FE
..560425-QP-8	MAINE HLTH & HIGHER EDL FACS AUTH 03D		05/08/2008	PRAGER MCCARTHY & SEALY		106,369	100,000	104,773	102,948		(176)		(176)		102,772		3,597	3,597	4,333	07/01/2018	1FE

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1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market Indi- cator (a)
560425-XU-9	MAINE HLTH & HIGHER EDL FACS AUTH 06A		04/02/2008	PRAGER MCCARTHY & SEALY		159,129	150,000	159,903	158,237		(253)		(253)		157,985		1,144	1,144	5,750	07/01/2020	1FE
560425-K6-6	MAINE HLTH & HIGHER EDL FACS AUTH 07A		04/11/2008	PRAGER MCCARTHY & SEALY		210,076	200,000	200,466	200,449		(11)		(11)		200,438		9,638	9,638	7,072	07/01/2023	1FE
560425-K7-4	MAINE HLTH & HIGHER EDL FACS AUTH 07A		04/02/2008	PRAGER MCCARTHY & SEALY		205,594	200,000	200,000	200,000						200,000		5,594	5,594	6,835	07/01/2024	1FE
560425-K9-0	MAINE HLTH & HIGHER EDL FACS AUTH 07A		06/04/2008	PRAGER MCCARTHY & SEALY		156,533	150,000	149,439	149,447		8		8		149,456		7,077	7,077	6,353	07/01/2026	1FE
575827-EK-2	MASSACHUSETTS G O 1996 A REF		04/09/2008	PRAGER MCCARTHY & SEALY		586,800	490,000	594,522	557,571		(2,406)		(2,406)		555,165		31,635	31,635	14,226	11/01/2014	1FE
575827-P5-3	MASSACHUSETTS G O CONS LOAN 2000 C		06/17/2008	PRAGER MCCARTHY & SEALY		107,194	100,000	110,240	105,646		(926)		(926)		104,720		2,474	2,474	4,137	10/01/2019	1FE
57582N-DL-6	MASSACHUSETTS G O CONS LOAN 2002 C		06/19/2008	PRAGER MCCARTHY & SEALY		644,297	575,000	649,319	617,598		(2,595)		(2,595)		615,004		29,293	29,293	17,848	11/01/2013	1FE
071446-AU-2	BATTLE CREEK MI SCH DIST BLD & SITE 07		06/27/2008	PRAGER MCCARTHY & SEALY		811,958	800,000	793,672	793,771		87		87		793,858		18,100	18,100	27,761	05/01/2028	1FE
170016-SX-8	CHIPPEWA VLY MI SCH G O 2003 REF		05/07/2008	PRAGER MCCARTHY & SEALY		318,264	300,000	316,812	309,759		(596)		(596)		309,163		9,101	9,101	7,958	05/01/2018	1FE
182252-NW-2	CLARKSTON MI CMNTY SCH G O 1998 REF		05/01/2008	PRAGER MCCARTHY & SEALY		2,050,000	2,050,000	2,038,602	2,044,427		5,573		5,573		2,050,000				50,738	05/01/2014	1FE
251093-ZA-1	DETROIT MI G O 2004 A-1		04/22/2008	PRAGER MCCARTHY & SEALY		105,594	100,000	104,321	103,024		(134)		(134)		102,891		2,703	2,703	2,833	04/01/2021	1FE
365136-ME-7	GARDEN CITY MI SCH DIST G O 06 REF		05/02/2008	PRAGER MCCARTHY & SEALY		324,778	325,000	323,310	323,386		20		20		323,406		1,372	1,372	9,431	05/01/2026	1FE
385536-FX-0	GRAND HAVEN MI PUB SCHS 2008		06/04/2008	PRAGER MCCARTHY & SEALY		577,602	550,000	576,202			(3,349)		(3,349)		572,853		4,749	4,749	8,021	05/01/2010	1FE
443114-QR-7	HOWELL MI PUB SCHS G O 2004 REF		05/22/2008	PRAGER MCCARTHY & SEALY		624,587	600,000	615,482	611,116		(437)		(437)		610,679		13,908	13,908	12,150	05/01/2018	1FE
443114-QS-5	HOWELL MI PUB SCHS G O 2004 REF		05/15/2008	PRAGER MCCARTHY & SEALY		649,597	625,000	636,231	632,531		(391)		(391)		632,139		17,457	17,457	15,234	05/01/2019	1FE
443114-QU-0	HOWELL MI PUB SCHS G O 2004 REF		06/04/2008	PRAGER MCCARTHY & SEALY		646,876	630,000	632,520	631,694		(80)		(80)		631,615		15,261	15,261	14,418	05/01/2021	1FE
483270-AP-9	KALAMAZOO MI PUB SCHS 2006 REF		05/02/2008	PRAGER MCCARTHY & SEALY		373,586	350,000	363,395	361,780		(399)		(399)		361,381		12,205	12,205	11,375	05/01/2021	1FE
594614-YX-1	MICHIGAN ST BLDG AUTH FAC PROG 2005 I		06/18/2008	PRAGER MCCARTHY & SEALY		184,139	175,000	187,587	182,226		(1,190)		(1,190)		181,036		3,103	3,103	6,028	10/15/2010	1FE
594913-AN-5	MICHIGAN ST COP HSE REPRESENTIVES 98		06/24/2008	PRAGER MCCARTHY & SEALY		1,182,973	1,100,000	1,171,522	1,136,358		(3,506)		(3,506)		1,132,852		50,121	50,121	50,050	08/15/2012	1FE
771537-ST-5	ROCHESTER MI CSD SCH BLDG G O 2004 REF		06/02/2008	PRAGER MCCARTHY & SEALY		782,358	750,000	769,833	764,184		(696)		(696)		763,488		18,870	18,870	17,544	05/01/2018	1FE
119638-KC-7	BUFFALO MN G O WTR SWIR 2008		06/13/2008	PRAGER MCCARTHY & SEALY		37,695	100,000	36,828			537		537		37,365		330	330		10/01/2027	1FE
119638-KD-5	BUFFALO MN G O WTR SWIR 2008		06/05/2008	PRAGER MCCARTHY & SEALY		107,250	300,000	104,148			1,408		1,408		105,556		1,694	1,694		10/01/2028	1FE
227840-FJ-9	CROW WING CNTY MN G O CAP IMPT 04A		04/03/2008	PRAGER MCCARTHY & SEALY		691,454	660,000	665,366	663,891		(124)		(124)		663,766		27,688	27,688	22,592	02/01/2022	1FE
311315-QP-3	FARMINGTON MN INDP SCH DIST 192 06A		04/09/2008	PRAGER MCCARTHY & SEALY		121,963	120,000	120,277	120,236		(7)		(7)		120,229		1,734	1,734	3,795	02/01/2024	1FE
616157-PU-1	MOORHEAD MN ISD NO 152 G O 2005		04/04/2008	PRAGER MCCARTHY & SEALY		2,136,815	2,125,000	2,074,456	2,079,189		694		694		2,079,883		56,932	56,932	47,163	04/01/2021	1FE
648176-GA-7	NEW PRAGUE MN ISD NO 721 SCH BLDG 05 A		04/04/2008	PRAGER MCCARTHY & SEALY		939,576	950,000	921,045	923,400		337		337		923,737		15,839	15,839	27,749	02/01/2023	1FE
648176-GC-3	NEW PRAGUE MN ISD NO 721 SCH BLDG 05 A		06/18/2008	PRAGER MCCARTHY & SEALY		200,573	200,000	194,179	194,577		100		100		194,676		5,897	5,897	7,753	02/01/2025	1FE
681181-MH-3	OLMSTED CNTY MN RESOURCE REC 2007A		06/27/2008	PRAGER MCCARTHY & SEALY		797,456	810,000	808,404	808,446		18		18		808,464		(11,008)	(11,008)	37,699	02/01/2026	1FE
681181-MJ-9	OLMSTED CNTY MN RESOURCE REC 2007A		06/27/2008	PRAGER MCCARTHY & SEALY		2,406,097	2,445,000	2,436,834	2,437,030		99		99		2,437,129		(31,032)	(31,032)	119,391	02/01/2027	1FE
605340-QD-1	MISSISSIPPI DEV BK HINDS 2007A		06/11/2008	PRAGER MCCARTHY & SEALY		5,900,927	6,065,000	6,003,875	6,004,793		493		493		6,005,286		(104,360)	(104,360)	168,017	10/01/2036	1FE
605340-QG-9	MISSISSIPPI DEV BK JACKSON 2006		04/02/2008	PRAGER MCCARTHY & SEALY		98,171	100,000	99,738	99,748		2		2		99,750		(1,579)	(1,579)	2,700	03/01/2026	1FE
605579-3Y-5	MISSISSIPPI ST G O 2002 A REF		04/11/2008	PRAGER MCCARTHY & SEALY		5,927,051	5,350,000	5,889,128	5,639,078		(15,627)		(15,627)		5,623,450		303,601	303,601	107,836	12/01/2012	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market Indi- cator (a)
..605579-2X-8	MISSISSIPPI ST G O CAP IMPT 01		04/01/2008	PRAGER MCCARTHY & SEALY		490,824	450,000	484,619	472,665		(1,427)		(1,427)		471,238		19,586	19,586	21,333	11/01/2016	1FE
..105445-DM-9	BRANSON MO REORG SCH DIST NO R-4 05		05/09/2008	PRAGER MCCARTHY & SEALY		209,816	200,000	208,764	207,550		(335)		(335)		207,215		2,601	2,601	7,028	03/01/2025	1FE
..16645P-DA-6	CHESTERFIELD MO COP 2004		04/11/2008	PRAGER MCCARTHY & SEALY		999,918	900,000	958,158	946,718		(1,081)		(1,081)		945,636		54,282	54,282	30,125	02/15/2018	1FE
..467578-BN-9	JACKSON CNTY MO SPL TRUMAN SPORTS 06		04/16/2008	STIFEL NICOLAUS & CO, INC.		137,226	125,000	132,831	131,263		(356)		(356)		130,907		6,319	6,319	5,556	12/01/2012	1FE
..467578-BP-4	JACKSON CNTY MO SPL TRUMAN SPORTS 06		04/08/2008	PRAGER MCCARTHY & SEALY		110,449	100,000	106,668	105,541		(233)		(233)		105,308		5,141	5,141	4,306	12/01/2013	1FE
..472538-GS-0	JEFFERSON CITY MO SCH DIST 2007		05/13/2008	Various		397,895	375,000	388,361	387,791		(401)		(401)		387,390		10,505	10,505	16,823	03/01/2025	1FE
..485052-RG-1	KANSAS CITY MO MUN ASSIST CORP 04 B-1		06/12/2008	PRAGER MCCARTHY & SEALY		255,586	440,000	196,917	230,000		4,528		4,528		234,527		21,058	21,058		04/15/2021	1FE
..585195-BH-2	MEHLVILLE MO SD NO R-9 COP CAP IMPT 02		04/11/2008	PRAGER MCCARTHY & SEALY		992,556	900,000	987,489	945,099		(2,577)		(2,577)		942,522		50,034	50,034	29,531	09/01/2014	1FE
..60636F-BG-6	MISSOURI ST DEV FIN BRD OFFICE BLDG 05		06/24/2008	PRAGER MCCARTHY & SEALY		152,466	150,000	149,760	149,788		7		7		149,795		2,671	2,671	4,849	10/01/2019	1FE
..764707-CS-2	RICHMOND HEIGHTS MO COP 2005 REF		04/11/2008	PRAGER MCCARTHY & SEALY		993,321	900,000	975,528	958,585		(1,933)		(1,933)		956,652		36,669	36,669	30,125	08/15/2016	1FE
..791460-EY-0	ST LOUIS CNTY MO SCH DIST R 8 LINDBERGH		06/04/2008	PRAGER MCCARTHY & SEALY		397,691	400,000	399,000	399,025		12		12		399,037		(1,346)	(1,346)	12,250	03/01/2027	1FE
..79165T-GX-3	ST LOUIS MO MUN FIN LSE CONV CTR 03		04/28/2008	PRAGER MCCARTHY & SEALY		984,618	900,000	953,127	941,327		(2,789)		(2,789)		938,539		46,079	46,079	37,538	07/15/2012	1FE
..79165T-HL-8	ST LOUIS MO MUN FIN LSE CONV CTR 03		04/08/2008	PRAGER MCCARTHY & SEALY		111,588	100,000	111,224	107,126		(268)		(268)		106,858		4,730	4,730	3,879	07/15/2014	1FE
..79165T-ND-9	ST LOUIS MO MUN FIN LSE JUV DTN CTR 08		06/10/2008	SEIBERT BRANFORD		1,482,435	1,500,000	1,482,435			2		2		1,482,437		(2)	(2)	188	06/01/2028	1FE
..79165T-NE-7	ST LOUIS MO MUN FIN LSE JUV DTN CTR 08		06/05/2008	SEIBERT BRANFORD		4,357,485	4,500,000	4,334,985							4,334,985		22,500	22,500		06/01/2038	1Z
..006078-AR-0	ADAMS CNTY NE SCH DIST NO 18 HASTING 06		05/02/2008	PRAGER MCCARTHY & SEALY		204,644	200,000	196,746	196,905		39		39		196,944		7,700	7,700	8,158	12/15/2026	1FE
..259309-SX-1	DOUGLAS CNTY NE SD NO 10 ELKHORN 07		06/04/2008	PRAGER MCCARTHY & SEALY		203,456	200,000	201,692	201,386		(142)		(142)		201,243		2,213	2,213	4,350	12/15/2022	1FE
..259309-TB-8	DOUGLAS CNTY NE SD NO 10 ELKHORN 07		04/21/2008	PRAGER MCCARTHY & SEALY		402,876	400,000	401,956	401,603		(118)		(118)		401,485		1,391	1,391	6,450	12/15/2026	1FE
..259309-TC-6	DOUGLAS CNTY NE SD NO 10 ELKHORN 07		04/21/2008	PRAGER MCCARTHY & SEALY		399,765	400,000	401,596	401,308		(87)		(87)		401,221		(1,456)	(1,456)	5,925	12/15/2027	1FE
..259309-TP-7	DOUGLAS CNTY NE SD NO 10 ELKHORN 08		06/10/2008	PRAGER MCCARTHY & SEALY		204,310	200,000	202,662			(187)		(187)		202,475		1,835	1,835	3,668	07/15/2026	1FE
..259309-TS-1	DOUGLAS CNTY NE SD NO 10 ELKHORN 08		05/02/2008	PRAGER MCCARTHY & SEALY		202,838	200,000	201,770			(92)		(92)		201,678		1,160	1,160	2,718	07/15/2028	1FE
..259327-D3-5	DOUGLAS CNTY NE SD NO 17 MILLARD 06		06/20/2008	PRAGER MCCARTHY & SEALY		101,539	100,000	98,946	99,006		22		22		99,028		2,512	2,512	2,375	06/15/2023	1FE
..533735-FC-5	LINCOLN-LANCASTER CNTY NE PUB BLDG 04		04/30/2008	PRAGER MCCARTHY & SEALY		363,556	350,000	353,290	352,327		(106)		(106)		352,221		11,335	11,335	7,428	12/01/2026	1FE
..698856-QZ-7	PAPILLION NE VAR PURP 2007 D		05/05/2008	PRAGER MCCARTHY & SEALY		201,435	200,000	197,122	197,141		34		34		197,175		4,260	4,260	10,463	12/15/2027	1FE
..641459-J2-9	NEVADA G O CAP IMPT 1998 B JULY		06/01/2008	CALLED @ 100.00000000		1,670,000	1,670,000	1,655,070	1,668,321		1,679		1,679		1,670,000				41,750	06/01/2015	1FE
..296806-KG-6	ESSEX CNTY NJ CNTY CORRECTIONAL FAC 03A		05/06/2008	PRAGER MCCARTHY & SEALY		549,345	500,000	542,720	519,207		(1,057)		(1,057)		518,150		31,195	31,195	15,139	10/01/2015	1FE
..29680P-BW-9	ESSEX CNTY NJ IMPT PROJ CONS GTD 06		06/06/2008	PRAGER MCCARTHY & SEALY		111,225	100,000	108,076	106,780		(453)		(453)		106,327		4,898	4,898	5,192	12/15/2013	1FE
..29680P-BZ-2	ESSEX CNTY NJ IMPT PROJ CONS GTD 06		06/06/2008	PRAGER MCCARTHY & SEALY		113,210	100,000	109,292	108,308		(344)		(344)		107,964		5,246	5,246	5,192	12/15/2016	1FE
..621800-AS-0	MOUNT LAUREL TWP NJ MUN UTIL AUTH 77		06/15/2008	CALLED @ 100.00000000		90,000	90,000	90,000	90,000						90,000					06/15/2017	1
..645771-KR-6	NEW JERSEY BLDG AUTH ST BLDG 1999		05/14/2008	PRAGER MCCARTHY & SEALY		124,944	115,000	130,977	121,851		(716)		(716)		121,135		3,809	3,809	2,829	06/15/2011	1FE
..64605L-ZZ-7	NEW JERSEY EDL FAC AUTH HIGHER ED 06 A		06/13/2008	PRAGER MCCARTHY & SEALY		1,551,655	1,500,000	1,512,990	1,511,709		(426)		(426)		1,511,284		40,371	40,371	48,094	09/01/2022	1FE
..646046-KP-6	NEW JERSEY ST COP EQUIP LSE 2000 A REF		04/30/2008	DAIN RAUSCHER INCORPORATED		1,018,953	975,000	1,035,275	995,673		(2,775)		(2,775)		992,898		26,055	26,055	19,906	06/15/2012	1FE

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
..646046-NR-0	NEW JERSEY ST COP EQUIP LSE 2008 A		05/28/2008	PRAGER MCCARTHY & SEALY		535,610	500,000	508,730			(74)		(74)		508,656		26,954	26,954	2,778	06/15/2022	1FE
..646039-FW-2	NEW JERSEY ST G O REF 2002 J		06/30/2008	PRAGER MCCARTHY & SEALY		1,387,400	1,300,000	1,398,969			(9,129)		(9,129)		1,389,840		(2,440)	(2,440)	23,326	07/15/2011	1FE
..646039-LA-3	NEW JERSEY ST G O REF 2005 N		06/27/2008	PRAGER MCCARTHY & SEALY		399,228	380,000	408,443	396,452		(3,146)		(3,146)		393,306		5,922	5,922	19,230	07/15/2010	1FE
..646135-Z4-8	NEW JERSEY TRANS TR FD AUTH 04A		06/03/2008	Various		3,031,634	2,750,000	2,888,793	2,847,970		(5,425)		(5,425)		2,842,545		189,088	189,088	62,281	06/15/2021	1FE
..646135-QY-2	NEW JERSEY TRANS TR FD AUTH 99A		05/12/2008	PRAGER MCCARTHY & SEALY		115,736	100,000	115,921	111,150		(414)		(414)		110,736		5,000	5,000	5,271	06/15/2016	1FE
..090473-DV-8	BINGHAMTON CITY NY SD ENERGY MGMT 97		06/15/2008	CALLED @ 100.00		213,190	213,190	213,190	213,190						213,190				6,023	03/15/2010	1
..527462-CD-5	LEVITTOWN NY UNION FREE SCH DIST NY ENGY		04/15/2008	PRAGER MCCARTHY & SEALY		267,551	267,551	267,551	267,551						267,551				15,384	04/15/2012	1
..64966A-YQ-2	NEW YORK NY G O FISCAL 2001 SER G		06/26/2008	PRAGER MCCARTHY & SEALY		1,048,340	1,000,000	1,028,480	1,011,011		(1,234)		(1,234)		1,009,778		38,562	38,562	48,125	08/01/2015	1FE
..64966G-UR-1	NEW YORK NY G O FISCAL 2008 SER C-1		06/30/2008	Various		6,436,252	6,500,000	6,448,715	6,449,249		1,062		1,062		6,450,312		(14,059)	(14,059)	209,728	10/01/2023	1FE
..64983R-R5-8	NEW YORK ST DORM ST UNIV EDL FAC 97		05/15/2008	CALLED @ 101.00000000		202,000	200,000	201,808	201,808		192		192		202,000				5,000	05/15/2017	1FE
..649901-NN-2	NEW YORK ST DORM ST UNIV EDL FAC 97		05/15/2008	CALLED @ 101.00000000		1,383,700	1,370,000	1,362,803	1,370,000		13,700		13,700		1,383,700				35,106	05/15/2021	1FE
..649901-MR-3	NEW YORK ST DORM ST UNIV EDL FAC 98B		05/15/2008	CALLED @ 101.00000000		1,540,250	1,525,000	1,526,580	1,538,531		1,719		1,719		1,540,250				38,125	05/15/2018	1FE
..650017-PW-0	NEW YORK ST THRUWAY LOC HIWY BRDG SVC01		06/16/2008	PRAGER MCCARTHY & SEALY		827,593	775,000	854,910	806,141		(3,870)		(3,870)		802,270		25,322	25,322	27,541	04/01/2011	1FE
..986082-AV-7	YONKERS NY G O 2004 E		05/21/2008	PRAGER MCCARTHY & SEALY		109,885	100,000	107,903	106,227		(320)		(320)		105,907		3,978	3,978	2,444	12/01/2016	1FE
..986082-EY-7	YONKERS NY G O 2007 A		06/18/2008	PRAGER MCCARTHY & SEALY		215,623	200,000	215,666	214,804		(485)		(485)		214,319		1,304	1,304	5,347	05/01/2019	1FE
..120518-FQ-3	BUNCOMBE CNTY NC CTFES PARTN 2007		06/10/2008	PRAGER MCCARTHY & SEALY		355,866	350,000	350,515	350,498		(17)		(17)		350,480		5,386	5,386	13,178	04/01/2032	1FE
..121352-BW-7	BURKE CNTY NC COP 2006 B		04/15/2008	PRAGER MCCARTHY & SEALY		166,065	150,000	159,518	158,394		(255)		(255)		158,140		7,925	7,925	4,104	04/01/2017	1FE
..121352-CC-0	BURKE CNTY NC COP 2006 B		05/01/2008	PRAGER MCCARTHY & SEALY		105,745	100,000	104,494	103,969		(140)		(140)		103,829		1,916	1,916	2,986	04/01/2023	1FE
..121891-AN-5	BURLINGTON NC COP WTR & SWR SYS 04		06/25/2008	PRAGER MCCARTHY & SEALY		105,015	100,000	103,155	102,149		(150)		(150)		101,999		3,016	3,016	3,736	04/01/2019	1FE
..147054-AR-1	CARY NC COP PUB IMPT PROJ 2002 A		04/04/2008	PRAGER MCCARTHY & SEALY		132,964	125,000	133,469	130,072		(256)		(256)		129,817		3,147	3,147	2,222	12/01/2018	1FE
..161037-NC-6	CHARLOTTE NC COP GOVT FAC 03 G		04/29/2008	PRAGER MCCARTHY & SEALY		378,341	350,000	370,129	362,226		(658)		(658)		361,568		16,773	16,773	7,146	06/01/2015	1FE
..161037-NN-2	CHARLOTTE NC COP GOVT FAC 03 G		06/05/2008	PRAGER MCCARTHY & SEALY		1,426,801	1,400,000	1,390,336	1,391,109		75		75		1,391,185		35,616	35,616	33,000	06/01/2033	1FE
..161037-PH-3	CHARLOTTE NC COP TRANSIT PROJ 04A		04/03/2008	PRAGER MCCARTHY & SEALY		213,254	200,000	213,777	209,302		(417)		(417)		208,885		4,370	4,370	3,528	06/01/2017	1FE
..161037-PK-6	CHARLOTTE NC COP TRANSIT PROJ 04A		06/25/2008	PRAGER MCCARTHY & SEALY		104,843	100,000	106,508	104,082		(338)		(338)		103,744		1,099	1,099	2,903	06/01/2018	1FE
..206444-CG-4	CONCORD NC COPS 2005		04/15/2008	PRAGER MCCARTHY & SEALY		165,954	150,000	161,734	159,466		(328)		(328)		159,137		6,817	6,817	2,854	06/01/2016	1FE
..206444-CJ-8	CONCORD NC COPS 2005		05/28/2008	PRAGER MCCARTHY & SEALY		215,969	200,000	213,381	210,807		(432)		(432)		210,375		5,594	5,594	4,278	06/01/2018	1FE
..396288-BN-1	GREENVILLE NC COP PUB FACS & EQUIP 04		04/07/2008	Various		244,490	225,000	245,036	240,142		(570)		(570)		239,573		4,918	4,918	10,121	06/01/2018	1FE
..462670-CH-1	IREDELL CNTY NC COP SCH PROJ 2006		05/01/2008	PRAGER MCCARTHY & SEALY		106,345	100,000	103,596	103,115		(107)		(107)		103,008		3,337	3,337	4,653	06/01/2022	1FE
..462670-CJ-7	IREDELL CNTY NC COP SCH PROJ 2006		04/09/2008	PRAGER MCCARTHY & SEALY		106,029	100,000	103,432	102,973		(84)		(84)		102,890		3,139	3,139	4,347	06/01/2023	1FE
..644802-CS-7	NEW HANOVER CNTY NC COP 2003		04/01/2008	PRAGER MCCARTHY & SEALY		424,264	400,000	426,376	418,590		(687)		(687)		417,903		6,361	6,361	11,833	03/01/2019	1FE
..658200-AZ-6	NORTH CAROLINA INFRA COP CORR FAC 04A		04/11/2008	PRAGER MCCARTHY & SEALY		122,198	115,000	121,278	119,142		(175)		(175)		118,967		3,231	3,231	4,073	02/01/2020	1FE
..658200-CZ-4	NORTH CAROLINA INFRA COP REPAIR RENOV 06		05/13/2008	PRAGER MCCARTHY & SEALY		362,446	360,000	359,525	359,548		5		5		359,553		2,893	2,893	14,306	06/01/2025	1FE
..658200-GX-5	NORTH CAROLINA INFRA COP REPAIR RENOV 07		06/16/2008	Various		722,354	720,000	707,083	707,159		158		158		707,317		15,037	15,037	18,420	06/01/2027	1FE
..658256-WZ-1	NORTH CAROLINA ST G O 2006 A		05/30/2008	PRAGER MCCARTHY & SEALY		313,889	300,000	302,394	302,087		(87)		(87)		302,000		11,889	11,889	9,063	06/01/2021	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
658256-XA-5	NORTH CAROLINA ST G O 2006 A		06/17/2008	Various		4,243,694	4,100,000	4,106,437	4,105,614				(212)		4,105,401		138,293	138,293	149,050	06/01/2022	1FE
658256-GD-8	NORTH CAROLINA ST G O PUB IMPT 2001 A		06/27/2008	Various		3,483,497	3,320,000	3,388,790	3,356,288				(2,977)		3,353,311		130,186	130,186	126,928	03/01/2013	1FE
658255-5V-2	NORTH CAROLINA ST G O PUB SCH 1998 A		04/01/2008	CALLED @ 102.00000000		11,928,900	11,928,900	11,899,107	11,920,041				8,859		11,928,900			277,756	277,756	04/01/2013	1FE
658255-5W-0	NORTH CAROLINA ST G O PUB SCH 1998 A		04/01/2008	CALLED @ 102.00000000		6,201,600	6,080,000	5,910,064	6,177,407				24,193		6,201,600			144,400	144,400	04/01/2014	1FE
724500-GS-6	PITT CNTY NC COP SCH FACS 2007		04/24/2008	PRAGER MCCARTHY & SEALY		105,697	100,000	107,432	106,947				(204)		106,743		(1,046)	(1,046)	2,889	04/01/2025	1FE
783228-BR-9	RUTHERFORD CNTY NC COP PUB IMPT 2002		04/21/2008	PRAGER MCCARTHY & SEALY		109,273	100,000	110,511	106,178				(321)		105,857		3,416	3,416	3,236	09/01/2013	1FE
658905-CH-5	NORTH DAKOTA BLDG AUTH FAC IMPT 05A		06/13/2008	PRAGER MCCARTHY & SEALY		275,924	275,000	273,834	273,942				24		273,966		1,958	1,958	6,584	12/01/2022	1FE
658905-CJ-1	NORTH DAKOTA BLDG AUTH FAC IMPT 05A		05/05/2008	PRAGER MCCARTHY & SEALY		100,470	100,000	99,066	99,146				13		99,159		1,311	1,311	4,095	12/01/2023	1FE
952734-JY-8	WEST FARGO ND PUB SCH DIST NO 6 2005		04/09/2008	PRAGER MCCARTHY & SEALY		103,459	100,000	101,186	100,875				(35)		100,841		2,618	2,618	4,288	05/01/2019	1FE
952734-JZ-5	WEST FARGO ND PUB SCH DIST NO 6 2005		06/25/2008	PRAGER MCCARTHY & SEALY		101,450	100,000	100,738	100,545				(38)		100,508		942	942	2,988	05/01/2020	1FE
172252-YS-1	CINCINNATI OH CITY SCH DIST G O IMPT 05		04/30/2008	PRAGER MCCARTHY & SEALY		108,894	100,000	108,572	106,153				(397)		105,757		3,137	3,137	2,139	12/01/2012	1FE
172252-YT-9	CINCINNATI OH CITY SCH DIST G O IMPT 05		04/10/2008	PRAGER MCCARTHY & SEALY		331,587	300,000	327,080	320,521				(903)		319,619		11,968	11,968	5,583	12/01/2013	1FE
353172-S7-5	FRANKLIN CNTY OH G O 2005		06/24/2008	PRAGER MCCARTHY & SEALY		105,509	100,000	107,127	104,226				(679)		103,547		1,962	1,962	2,861	12/01/2010	1FE
363838-AV-5	GALLIPOLIS CITY OH SCH DIST IMPT 06		06/19/2008	PRAGER MCCARTHY & SEALY		203,363	200,000	199,748	199,766				5		199,770		3,593	3,593	2,400	12/01/2023	1FE
363838-AX-1	GALLIPOLIS CITY OH SCH DIST IMPT 06		04/09/2008	PRAGER MCCARTHY & SEALY		506,100	500,000	495,465	495,722				45		495,767		10,333	10,333	19,563	12/01/2025	1FE
363838-AY-9	GALLIPOLIS CITY OH SCH DIST IMPT 06		04/28/2008	PRAGER MCCARTHY & SEALY		100,332	100,000	98,671	98,741				14		98,755		1,577	1,577	4,125	12/01/2026	1FE
391674-GP-7	GREATER CLEVELAND OH REGL TRANS 04		05/08/2008	PRAGER MCCARTHY & SEALY		109,867	100,000	109,136	106,797				(379)		106,417		3,450	3,450	2,250	12/01/2013	1FE
391674-GR-3	GREATER CLEVELAND OH REGL TRANS 04		05/08/2008	PRAGER MCCARTHY & SEALY		278,058	250,000	272,194	267,814				(709)		267,105		10,952	10,952	5,625	12/01/2015	1FE
430416-FQ-5	HIGHLAND OH LOC SCH DIST SCH IMPT 06		05/15/2008	Various		205,326	200,000	202,284	201,944				(65)		201,879		3,447	3,447	3,775	12/01/2022	1FE
430416-FS-1	HIGHLAND OH LOC SCH DIST SCH IMPT 06		06/05/2008	PRAGER MCCARTHY & SEALY		662,095	650,000	653,146	652,680				(113)		652,567		9,528	9,528	18,263	12/01/2024	1FE
492692-LD-8	KETTERING CITY OH SCH DIST G O 2003		06/30/2008	PRAGER MCCARTHY & SEALY		327,033	300,000	321,147	312,927				(832)		312,096		14,937	14,937	7,653	12/01/2017	1FE
522777-ET-4	LEBANON OH CITY SCH DIST 2007		05/14/2008	PRAGER MCCARTHY & SEALY		368,700	350,000	374,570	372,972				(719)		372,252		(3,552)	(3,552)	16,465	12/01/2025	1FE
537292-HX-5	LITTLE MIAMI OH LOC SCH DIST G O 2007		06/20/2008	Various		212,984	215,000	217,451	217,292				(74)		217,218		(4,234)	(4,234)	4,390	12/01/2027	1FE
537292-HY-3	LITTLE MIAMI OH LOC SCH DIST G O 2007		05/01/2008	PRAGER MCCARTHY & SEALY		1,324,545	1,350,000	1,364,270	1,363,346				(326)		1,363,019		(38,475)	(38,475)	22,206	12/01/2028	1FE
667689-OP-1	NORTHWEST OH LOC SCH DIST G O 05 REF		06/20/2008	Various		765,128	750,000	751,778	751,459				(75)		751,384		13,743	13,743	19,125	12/01/2020	1FE
67755A-YU-1	OHIO ST BLDG AUTH ADULT CORRECTL 98A		04/01/2008	CALLED @ 101.00000000		1,949,300	1,930,000	1,935,192	1,947,994				1,306		1,949,300			50,663	50,663	04/01/2014	1FE
677519-PC-8	OHIO ST G O COMMON SCHOOLS 2003 A		04/03/2008	PRAGER MCCARTHY & SEALY		614,396	600,000	593,886	595,293				86		595,379		19,017	19,017	15,113	03/15/2019	1FE
677520-JA-7	OHIO ST G O COMMON SCHOOLS 2006 A		05/05/2008	PRAGER MCCARTHY & SEALY		101,451	100,000	98,000	98,128				29		98,157		3,294	3,294	2,913	09/15/2023	1FE
677520-PX-0	OHIO ST G O COMMON SCHOOLS 2006 D		06/02/2008	PRAGER MCCARTHY & SEALY		871,221	850,000	866,099	864,357				(598)		863,759		7,462	7,462	26,738	09/15/2022	1FE
677519-HW-3	OHIO ST G O INFRASTR IMPT 2002 B		06/26/2008	PRAGER MCCARTHY & SEALY		116,618	110,000	113,464	111,730				(191)		111,539		5,078	5,078	4,583	03/01/2019	1FE
742327-BX-6	PRINCETON OH CITY SCH DIST 2006		05/15/2008	PRAGER MCCARTHY & SEALY		102,067	100,000	100,874	100,801				(29)		100,773		1,294	1,294	2,113	12/01/2024	1FE
742327-BZ-1	PRINCETON OH CITY SCH DIST 2006		05/14/2008	PRAGER MCCARTHY & SEALY		101,208	100,000	100,554	100,508				(18)		100,490		718	718	2,100	12/01/2026	1FE
865015-HC-8	SUGARCREEK OH LOC SCH DIST 03 REF		05/08/2008	PRAGER MCCARTHY & SEALY		379,691	350,000	373,685	365,083				(831)		364,252		15,438	15,438	7,875	12/01/2015	1FE

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
..897105-EM-0	TROTWOOD-MADISON OH SCH DIST G O 02		06/20/2008	PRAGER MCCARTHY & SEALY		538,000	500,000	529,095	515,804		(1,412)		(1,412)		514,392		23,608	23,608	14,167	12/01/2015	1FE
..897659-MB-1	TROY OH G O VAR PURP 2004		04/10/2008	PRAGER MCCARTHY & SEALY		520,055	500,000	508,950	506,318		(247)		(247)		506,070		13,985	13,985	13,590	12/01/2022	1FE
..897659-MD-7	TROY OH G O VAR PURP 2004		04/09/2008	PRAGER MCCARTHY & SEALY		530,007	515,000	517,760	516,953		(75)		(75)		516,878		13,130	13,130	21,269	12/01/2024	1FE
..915506-KD-0	UPPER ARLINGTON OH CITY SCH DIST 05		06/11/2008	Various		1,204,357	1,100,000	1,189,813	1,172,293		(3,543)		(3,543)		1,168,750		35,607	35,607	27,611	12/01/2016	1FE
..915506-KE-8	UPPER ARLINGTON OH CITY SCH DIST 05		04/10/2008	PRAGER MCCARTHY & SEALY		328,743	300,000	322,575	318,185		(612)		(612)		317,573		11,170	11,170	5,583	12/01/2017	1FE
..67908N-LR-0	OKLAHOMA CAP IMPT HIGHER ED 2005 F		05/14/2008	Various		788,078	740,000	765,426	761,901		(952)		(952)		760,948		27,130	27,130	32,683	07/01/2022	1FE
..678739-RD-7	OKLAHOMA CNTY OK 1SD NO 12 EDMOND 07		06/30/2008	PRAGER MCCARTHY & SEALY		543,497	530,000	533,079	532,498		(378)		(378)		532,120		11,377	11,377	28,362	03/01/2011	1FE
..678841-FZ-5	OKLAHOMA CNTY OK 1SD NO 89 OK CITY 02		06/24/2008	BAIRD (ROBERT W.) & CO. INC.		1,466,675	1,395,000	1,446,908	1,419,168		(2,667)		(2,667)		1,416,500		50,175	50,175	63,163	02/01/2014	1FE
..89952P-AM-7	TULSA CNTY OK INDL LEASE OIWASSO 08		06/23/2008	BAIRD (ROBERT W.) & CO. INC.		4,104,988	3,800,000	4,222,066			(23,449)		(23,449)		4,198,617		(93,629)	(93,629)	77,056	09/01/2014	1FE
..178882-HG-4	CLACKAMAS CNTY OR SD 3JT WEST LINN 03A		05/07/2008	PRAGER MCCARTHY & SEALY		96,620	130,000	72,748	88,664		1,472		1,472		90,136		6,484	6,484		06/15/2016	1FE
..178882-HJ-8	CLACKAMAS CNTY OR SD 3JT WEST LINN 03A		06/25/2008	PRAGER MCCARTHY & SEALY		65,777	100,000	49,917	61,425		1,440		1,440		62,865		2,912	2,912		06/15/2018	1FE
..467736-DA-9	JACKSON CNTY OR SD NO 5 ASHLAND 07		06/03/2008	PRAGER MCCARTHY & SEALY		110,720	100,000	105,381	105,075		(252)		(252)		104,822		5,898	5,898	2,375	06/15/2015	2FE
..467754-FN-2	JACKSON CNTY OR SD NO 6 CENTRAL PT 00		06/20/2008	PRAGER MCCARTHY & SEALY		212,032	200,000	219,922	210,858		(2,066)		(2,066)		208,792		3,240	3,240	6,069	06/15/2014	1FE
..515318-JY-0	LANE CNTY OR SD NO 19 SPRINGFIELD 07A		06/02/2008	PRAGER MCCARTHY & SEALY		169,983	300,000	153,240			1,241		1,241		154,481		15,502	15,502		06/15/2021	1FE
..68608K-BD-9	OREGON ST G O BRD HIGHER ED 2007 A		04/23/2008	PRAGER MCCARTHY & SEALY		355,784	350,000	356,339	355,980		(158)		(158)		355,822		(39)	(39)	11,444	08/01/2025	1FE
..68608K-BZ-0	OREGON ST G O BRD HIGHER ED 2007 B		04/11/2008	PRAGER MCCARTHY & SEALY		196,019	190,000	194,077	193,846		(96)		(96)		193,751		2,269	2,269	6,056	08/01/2023	1FE
..68608K-CB-2	OREGON ST G O BRD HIGHER ED 2007 B		06/16/2008	Various		508,475	500,000	509,055	508,543		(339)		(339)		508,204		271	271	19,813	08/01/2025	1FE
..68608B-AJ-7	OREGON ST G O DEPT OF ADMIN SVCS OPP 02		06/16/2008	PRAGER MCCARTHY & SEALY		418,321	385,000	406,421	402,013		(1,258)		(1,258)		400,755		17,566	17,566	14,268	12/01/2012	1FE
..68608B-CG-1	OREGON ST G O DEPT OF ADMIN SVCS OPP 03		06/04/2008	PRAGER MCCARTHY & SEALY		604,234	585,000	586,837	586,191		(78)		(78)		586,113		18,121	18,121	13,697	12/01/2020	1FE
..68608B-CH-9	OREGON ST G O DEPT OF ADMIN SVCS OPP 03		06/18/2008	Various		613,146	600,000	596,328	596,913		66		66		596,979		16,167	16,167	13,338	12/01/2021	1FE
..68608B-CJ-5	OREGON ST G O DEPT OF ADMIN SVCS OPP 03		04/23/2008	PIPER JAFFRAY INC.		537,222	525,000	517,088	518,244		103		103		518,348		18,874	18,874	9,647	12/01/2022	1FE
..937440-BU-8	WASHINGTON CNTY OR SCH DIST NO 88J 07B		04/22/2008	PRAGER MCCARTHY & SEALY		110,681	100,000	108,787	108,132		(227)		(227)		107,906		2,775	2,775	1,806	06/15/2018	1FE
..153300-OB-7	CENTRAL DAUPHIN PA SCH DIST NTS 2006		06/27/2008	Various		3,212,450	3,185,000	3,212,455	3,209,642		(1,053)		(1,053)		3,208,589		3,861	3,861	122,768	02/01/2024	1FE
..161398-GQ-9	CHARTIERS VALLEY PA SCH DIST G O 04A		04/21/2008	PRAGER MCCARTHY & SEALY		216,372	200,000	210,246	207,206		(288)		(288)		206,919		9,453	9,453	5,250	10/15/2018	1FE
..207889-ML-7	CONNELLSVILLE PA AREA SCH DIST 08B		05/19/2008	PRAGER MCCARTHY & SEALY		984,668	970,000	960,572			6		6		960,578		24,090	24,090	1,165	11/15/2031	1FE
..207889-MM-5	CONNELLSVILLE PA AREA SCH DIST 08B		05/22/2008	PRAGER MCCARTHY & SEALY		737,257	720,000	720,000							720,000		17,257	17,257	1,694	11/15/2037	1FE
..353244-DA-1	FRANKLIN CNTY PA G O 2004		06/30/2008	PRAGER MCCARTHY & SEALY		205,704	200,000	206,236	204,514		(295)		(295)		204,220		1,484	1,484	7,178	04/01/2021	1FE
..708553-KL-5	PENNSBURY PA SCH DIST G O 2004		06/17/2008	PRAGER MCCARTHY & SEALY		158,094	145,000	157,927	154,093		(575)		(575)		153,518		4,576	4,576	6,424	08/01/2014	1FE
..708553-KQ-4	PENNSBURY PA SCH DIST G O 2004		04/17/2008	PRAGER MCCARTHY & SEALY		308,495	285,000	300,305	295,832		(443)		(443)		295,389		13,107	13,107	10,331	08/01/2018	1FE
..708553-KS-0	PENNSBURY PA SCH DIST G O 2004		05/07/2008	PRAGER MCCARTHY & SEALY		450,841	425,000	442,582	437,471		(563)		(563)		436,908		13,932	13,932	16,115	08/01/2020	1FE
..20281P-AA-0	PENNSYLVANIA COMILTH FIN AUTH 2005 A		06/18/2008	PRAGER MCCARTHY & SEALY		763,720	750,000	747,495	747,742		51		51		747,793		15,927	15,927	22,188	06/01/2021	1FE
..85732G-BH-2	PENNSYLVANIA PUB SCH COP DAN BOONE 07		05/14/2008	PRAGER MCCARTHY & SEALY		103,034	100,000	101,139	101,051		(36)		(36)		101,015		2,019	2,019	2,850	04/01/2022	1FE

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
..85732G-BJ-8	PENNSYLVANIA PUB SCH COP DAN BOONE 07		04/01/2008	PRAGER MCCARTHY & SEALY		353,917	350,000	353,409	353,145		(71)		(71)		353,074		843	843	8,006	04/01/2023	1FE
..85732G-BK-5	PENNSYLVANIA PUB SCH COP DAN BOONE 07		06/26/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		200,168	200,000	201,620	201,495		(66)		(66)		201,428		(1,260)	(1,260)	6,750	04/01/2024	1FE
..725209-FB-1	PITTSBURGH PA G O SER 2006 B REF		06/26/2008	PRAGER MCCARTHY & SEALY		215,620	200,000	211,910	210,084		(657)		(657)		209,427		6,193	6,193	8,278	09/01/2014	1FE
..755638-SD-6	READING PA SCH DIST G O 2005		06/26/2008	UNION BANK OF SWITZERLAND		252,408	250,000	250,998	250,831		(44)		(44)		250,787		1,620	1,620	10,813	01/15/2021	1FE
..755638-SG-9	READING PA SCH DIST G O 2005		05/07/2008	PRAGER MCCARTHY & SEALY		369,453	365,000	361,868	362,106		45		45		362,151		7,302	7,302	13,551	01/15/2024	1FE
..901039-BY-2	TUSSEY MOUNTAIN PA SCH DIST 2007		04/30/2008	PRAGER MCCARTHY & SEALY		100,048	100,000	100,618	100,536		(40)		(40)		100,496		(448)	(448)	2,675	04/01/2027	1FE
..224561-7U-8	CRANSTON RI G O 2004		05/08/2008	PRAGER MCCARTHY & SEALY		212,311	200,000	210,112	206,703		(315)		(315)		206,388		5,923	5,923	7,042	02/15/2020	1FE
..224561-7W-4	CRANSTON RI G O 2004		04/22/2008	PRAGER MCCARTHY & SEALY		263,945	250,000	259,358	256,219		(282)		(282)		255,938		8,007	8,007	8,681	02/15/2022	1FE
..743787-03-0	PROVIDENCE RI G O 2004 A REF		05/08/2008	Various		1,989,488	1,850,000	1,981,049	1,949,487		(4,357)		(4,357)		1,945,130		44,358	44,358	72,667	07/15/2018	1FE
..743787-04-8	PROVIDENCE RI G O 2004 A REF		06/19/2008	PRAGER MCCARTHY & SEALY		427,347	400,000	425,864	418,349		(980)		(980)		417,369		9,978	9,978	17,167	07/15/2019	1FE
..76222N-EB-3	RHODE ISLAND G O CONS CAP DEV LN 02 B		06/13/2008	PRAGER MCCARTHY & SEALY		107,862	100,000	109,600	105,128		(450)		(450)		104,678		3,184	3,184	3,310	11/01/2014	1FE
..76222N-GA-3	RHODE ISLAND G O CONS CAP DEV LN 04 A		06/04/2008	PRAGER MCCARTHY & SEALY		361,463	350,000	357,875	355,203		(278)		(278)		354,925		6,538	6,538	12,331	02/01/2019	1FE
..762243-UB-7	RHODE ISLAND HLTH PROVIDENCE SCH 06A		04/17/2008	PRAGER MCCARTHY & SEALY		769,671	700,000	751,345	745,766		(1,424)		(1,424)		744,341		25,330	25,330	32,764	05/15/2018	1FE
..762243-XY-4	RHODE ISLAND HLTH PROVIDENCE SCH 07A		04/09/2008	PRAGER MCCARTHY & SEALY		147,303	145,000	144,823	144,824		2		2		144,826		2,477	2,477	2,846	05/15/2025	1FE
..084203-QM-3	BERKELEY CNTY SC SCH DIST G O 2000		04/01/2008	CALLED @ 102.00000000		2,697,900	2,645,000	2,774,579	2,700,760		(2,860)		(2,860)		2,697,900				71,084	04/01/2013	1FE
..189152-FL-0	CLOVER SC SCH DIST NO 2 2007A		05/08/2008	PRAGER MCCARTHY & SEALY		1,005,909	1,000,000	1,002,250	1,002,199		(61)		(61)		1,002,139		3,770	3,770	25,713	03/01/2025	1FE
..189152-FM-8	CLOVER SC SCH DIST NO 2 2007A		05/08/2008	PRAGER MCCARTHY & SEALY		518,039	515,000	514,341	514,347		8		8		514,355		3,684	3,684	14,345	03/01/2026	1FE
..189152-FN-6	CLOVER SC SCH DIST NO 2 2007A		05/05/2008	PRAGER MCCARTHY & SEALY		247,484	250,000	248,390	248,404		16		16		248,420		(936)	(936)	6,325	03/01/2027	1FE
..396074-BE-5	GREENVILLE CNTY SC COP UNIV CTR 05		04/03/2008	PRAGER MCCARTHY & SEALY		164,649	155,000	165,022	162,962		(254)		(254)		162,708		1,941	1,941	151	04/01/2019	1FE
..396066-EC-2	GREENVILLE CNTY SC SD BEST 06		05/06/2008	PRAGER MCCARTHY & SEALY		101,353	100,000	98,505	98,597		20		20		98,616		2,737	2,737	4,225	12/01/2024	1FE
..763665-SV-9	RICHLAND CNTY SC SD NO 01 G O 2003		05/05/2008	PRAGER MCCARTHY & SEALY		230,407	215,000	226,745	222,541		(383)		(383)		222,158		8,249	8,249	7,007	03/01/2015	1FE
..763665-TB-2	RICHLAND CNTY SC SD NO 01 G O 2003		04/04/2008	PRAGER MCCARTHY & SEALY		103,658	100,000	99,527	99,609		6		6		99,615		4,043	4,043	2,876	03/01/2021	1FE
..80585T-AT-8	SCAGO SC ED FAC PICKENS SD 2006		05/07/2008	PRAGER MCCARTHY & SEALY		249,833	250,000	248,955	248,986		12		12		248,998		835	835	10,656	12/01/2028	1FE
..837108-AN-9	SOUTH CAROLINA FAC INSTAL PUB SAFETY 03		05/05/2008	PRAGER MCCARTHY & SEALY		107,639	100,000	105,689	103,547		(185)		(185)		103,362		4,277	4,277	4,264	01/01/2016	1FE
..986523-MR-6	YORK CNTY SC SCH DIST 3 ROCK HILL 05A		04/09/2008	PRAGER MCCARTHY & SEALY		412,540	400,000	401,172	400,912		(31)		(31)		400,881		11,659	11,659	11,088	03/01/2020	1FE
..986523-MT-2	YORK CNTY SC SCH DIST 3 ROCK HILL 05A		04/04/2008	PRAGER MCCARTHY & SEALY		101,820	100,000	99,537	99,579		6		6		99,585		2,235	2,235	2,725	03/01/2022	1FE
..986523-MU-9	YORK CNTY SC SCH DIST 3 ROCK HILL 05A		05/28/2008	PRAGER MCCARTHY & SEALY		305,495	300,000	297,141	297,378		40		40		297,418		8,077	8,077	8,913	03/01/2023	1FE
..095175-LX-1	BLOUNT CNTY TN PUB WASHINGTON CNTY 07 B1		04/14/2008	PRAGER MCCARTHY & SEALY		1,071,009	1,000,000	1,080,240	1,075,669		(1,409)		(1,409)		1,074,260		(3,251)	(3,251)	17,639	06/01/2022	1FE
..586145-PG-3	MEMPHIS TN G O GEN IMPT 2005 REF		06/13/2008	PRAGER MCCARTHY & SEALY		212,035	200,000	213,722	208,149		(1,190)		(1,190)		206,958		5,077	5,077	6,681	10/01/2010	1FE
..586145-PK-4	MEMPHIS TN G O GEN IMPT 2005 REF		04/02/2008	PRAGER MCCARTHY & SEALY		109,039	100,000	108,210	105,960		(307)		(307)		105,652		3,387	3,387	2,583	10/01/2012	1FE

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1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
..832016-FF-1	SMITH CNTY TN G O SCH 2005 REF		04/02/2008	PRAGER MCCARTHY & SEALY		629,582	570,000	620,295	611,409			(1,135)	(1,135)		610,273		19,309	19,309	14,725	04/01/2016	1FE
..832016-FG-9	SMITH CNTY TN G O SCH 2005 REF		04/03/2008	PRAGER MCCARTHY & SEALY		109,670	100,000	108,741	107,366			(178)	(178)		107,188		2,482	2,482	2,597	04/01/2017	1FE
..832016-FH-7	SMITH CNTY TN G O SCH 2005 REF		04/03/2008	PRAGER MCCARTHY & SEALY		108,763	100,000	108,140	106,864			(165)	(165)		106,699		2,064	2,064	2,597	04/01/2018	1FE
..052396-HF-8	AUSTIN TX PUB IMPT 2004 REF		04/24/2008	PRAGER MCCARTHY & SEALY		203,996	200,000	198,508	198,624			19	19		198,643		5,353	5,353	5,850	09/01/2023	1FE
..104763-FW-2	BRADY TX ISD SCH BLDG 2007		05/23/2008	PRAGER MCCARTHY & SEALY		104,870	100,000	102,544	102,462			(97)	(97)		102,365		2,505	2,505	3,750	08/15/2028	1FE
..111664-CX-4	BROCK TX INDPT SCH DIST CAP APPEC 2007		05/01/2008	COMMERCE CAPITAL		360,740	1,000,000	335,810	342,759			6,235	6,235		348,994		11,746	11,746		08/15/2028	1FE
..117565-M7-3	BRYAN TX G O 2005 REF		05/23/2008	WELLS FARGO		512,665	500,000	491,620	492,260			141	141		492,401		20,264	20,264	17,750	08/15/2023	1FE
..127253-NK-4	CADDO MILLS TX INDPT SCH DIST BLDG 07		04/01/2008	PRAGER MCCARTHY & SEALY		98,439	100,000	97,988	98,007			12	12		98,019		420	420	3,022	08/15/2032	1FE
..138555-KF-3	CANTON TX ISD SCH BLDG 2007		05/07/2008	PRAGER MCCARTHY & SEALY		304,706	300,000	296,892	296,932			32	32		296,964		7,742	7,742	9,790	02/15/2028	1FE
..184540-J7-8	CLEAR CREEK TX INDPT SCH DIST 06		05/15/2008	PRAGER MCCARTHY & SEALY		303,090	300,000	291,105	291,600			102	102		291,702		11,388	11,388	9,375	02/15/2025	1FE
..194738-Q3-7	COLLIN CNTY TX G O ROAD 06		04/01/2008	PRAGER MCCARTHY & SEALY		100,320	100,000	99,630	99,653			4	4		99,657		663	663	2,863	02/15/2024	1FE
..232760-WH-7	CYPRESS-FAIRBANKS ISD TX G O 06 REF		04/28/2008	PRAGER MCCARTHY & SEALY		200,379	200,000	197,250	197,381			26	26		197,407		2,972	2,972	6,275	02/15/2028	1FE
..270301-GB-4	EARLY TX INDPT SCH DIST SCH BLDG 07		05/02/2008	PRAGER MCCARTHY & SEALY		206,770	200,000	207,238	206,951			(218)	(218)		206,733		37	37	7,278	02/15/2029	1FE
..346838-BB-4	FORT BEND TX INDPT SCH DIST 2004 A		05/05/2008	PRAGER MCCARTHY & SEALY		204,898	200,000	198,497	198,603			29	29		198,633		6,265	6,265	6,429	08/15/2020	1FE
..356865-BH-7	FREER TX INDPT SCH DIST SCH BLDG 2007		04/25/2008	PRAGER MCCARTHY & SEALY		103,862	100,000	102,215	102,143			(59)	(59)		102,084		1,778	1,778	3,542	08/15/2028	1FE
..363334-V2-6	GALENA PARK TX ISD SCH BLDG 2007		04/16/2008	PRAGER MCCARTHY & SEALY		102,230	100,000	100,162	100,152			(4)	(4)		100,148		2,082	2,082	3,075	08/15/2025	1FE
..364496-LS-6	GALVESTON TX ISD SCH HSE 04		04/01/2008	PRAGER MCCARTHY & SEALY		102,571	100,000	102,509	101,773			(66)	(66)		101,706		865	865	3,206	02/01/2022	1FE
..366155-MT-3	GARLAND TX ISD G O SCH BLDG 2003 CAP		06/27/2008	PRAGER MCCARTHY & SEALY		759,321	1,265,000	569,996	718,578			10,640	10,640		729,218		30,103	30,103		02/15/2019	1FE
..366155-MU-0	GARLAND TX ISD G O SCH BLDG 2003 CAP		06/27/2008	PRAGER MCCARTHY & SEALY		681,108	1,200,000	507,264	641,767			13,686	13,686		655,453		25,655	25,655		02/15/2020	1FE
..366155-MV-8	GARLAND TX ISD G O SCH BLDG 2003 CAP		05/02/2008	PRAGER MCCARTHY & SEALY		213,824	400,000	158,380	201,089			3,566	3,566		204,655		9,169	9,169		02/15/2021	1FE
..373046-NZ-0	GEORGETOWN TX INDPT SCH DIST 2006		04/16/2008	PRAGER MCCARTHY & SEALY		101,681	100,000	99,872	99,880			1	1		99,882		1,799	1,799	3,075	02/15/2025	1FE
..375082-GU-2	GIDDINGS TX ISD SCH BLDG 2007A		04/16/2008	PRAGER MCCARTHY & SEALY		202,982	200,000	199,476	199,482			5	5		199,487		3,495	3,495	7,059	02/15/2028	1FE
..414004-QP-0	HARRIS CNTY TX TAX & CTF OBLIG 98		05/23/2008	WELLS FARGO		1,002,210	1,000,000	982,740	984,233			324	324		984,557		17,653	17,653	29,750	10/01/2023	1FE
..442402-3L-5	HOUSTON TX INDPT SCH DIST 05		06/16/2008	WELLS FARGO BROKERAGE SERVICES		100,415	100,000	97,935	98,077			35	35		98,112		2,303	2,303	3,800	02/15/2025	1FE
..445042-4N-1	HUMBLE TX INDPT SCH DIST G O 07 A		05/21/2008	PRAGER MCCARTHY & SEALY		797,602	800,000	809,296	808,804			(238)	(238)		808,566		(10,964)	(10,964)	25,888	02/15/2033	1FE
..448492-QP-6	HUTTO TX INDPT SCH DIST 2007		06/26/2008	Various		11,757,074	11,895,000	11,895,000	11,895,000						11,895,000		(137,926)	(137,926)	393,723	08/01/2037	1FE
..448492-QV-3	HUTTO TX INDPT SCH DIST 2007		04/28/2008	PRAGER MCCARTHY & SEALY		101,752	100,000	99,663	99,663			1	1		99,665		2,087	2,087	2,500	08/01/2043	1FE
..463813-LD-5	IRVING TX ISD CAP APPREC 2006		04/03/2008	PRAGER MCCARTHY & SEALY		150,516	400,000	135,020	145,204			2,088	2,088		147,292		3,224	3,224		02/15/2027	1FE
..492440-KZ-4	KERRVILLE TX INDPT SCH DIST 04 REF		05/20/2008	PRAGER MCCARTHY & SEALY		760,850	700,000	747,359	735,821			(1,601)	(1,601)		734,221		26,629	26,629	25,014	08/15/2017	1FE
..492440-LB-6	KERRVILLE TX INDPT SCH DIST 04 REF		05/05/2008	PRAGER MCCARTHY & SEALY		213,916	200,000	207,658	206,474			(300)	(300)		206,174		7,742	7,742	7,306	08/15/2019	1FE
..503462-MW-0	LA JOYA TX ISD SCH BLDG 2004		05/21/2008	BANC AMERICA SECURITIES		535,490	500,000	526,395	518,373			(1,075)	(1,075)		517,297		18,193	18,193	19,583	02/15/2019	1FE

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1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market In- dicator (a)
503462-MZ-3	LA JOYA TX ISD SCH BLDG 2004		06/25/2008	PRAGER MCCARTHY & SEALY		103,729	100,000	103,095	102,163		(154)		(154)		102,009		1,720	1,720	4,375	02/15/2021	1FE
516840-TL-9	LAREDO TX ISD SCH BLDG 2006		05/23/2008	Various		829,358	800,000	794,816	795,134		99		99		795,233		34,125	34,125	28,588	08/01/2021	1FE
516840-TM-7	LAREDO TX ISD SCH BLDG 2006		06/24/2008	PRAGER MCCARTHY & SEALY		252,018	250,000	247,195	247,351		63		63		247,415		4,603	4,603	10,188	08/01/2022	1FE
516840-TN-5	LAREDO TX ISD SCH BLDG 2006		05/23/2008	WELLS FARGO		514,165	500,000	493,000	493,357		121		121		493,479		20,686	20,686	18,625	08/01/2023	1FE
516840-TP-0	LAREDO TX ISD SCH BLDG 2006		05/07/2008	PRAGER MCCARTHY & SEALY		101,300	100,000	98,308	98,387		24		24		98,411		2,889	2,889	3,513	08/01/2024	1FE
521840-3G-1	LEANDER TX INDPT SCH DIST 2008 CAP		05/08/2008	APEX PRYOR SECURITIES		2,582,400	15,000,000	2,544,000							2,544,000		38,400	38,400		08/15/2038	1FE
521840-3H-9	LEANDER TX INDPT SCH DIST 2008 CAP		06/27/2008	PRAGER MCCARTHY & SEALY		7,827,089	48,510,000	7,711,150			41,763		41,763		7,752,913		74,176	74,176		08/15/2039	1FE
527318-FA-2	LEVELLAND TX CONS INDPT SCH DIST 2004		04/04/2008	PRAGER MCCARTHY & SEALY		3,793,498	3,745,000	3,647,256	3,653,343		517		517		3,653,860		139,638	139,638	124,755	02/15/2034	1FE
528928-KP-0	LEWISVILLE TX ISD 2005 REF		05/23/2008	WELLS FARGO		1,013,240	1,000,000	985,913	986,965		218		218		987,183		26,057	26,057	35,500	08/15/2024	1FE
549815-JQ-2	LUFKIN TX INDPT SCH DIST SCH BLDG 08		05/27/2008	PRAGER MCCARTHY & SEALY		407,936	400,000	388,988			13		13		389,001		18,935	18,935	1,240	08/15/2031	1FE
590759-P6-7	MESQUITE TX ISD SCH BLDG 2005 A CAP		05/01/2008	PRAGER MCCARTHY & SEALY		154,709	240,000	129,547	144,857		2,411		2,411		147,267		7,442	7,442		08/15/2018	1FE
590759-2E-5	MESQUITE TX ISD SCH BLDG 2007 REF		04/03/2008	PRAGER MCCARTHY & SEALY		159,372	400,000	152,676	155,450		2,136		2,136		157,586		1,786	1,786		08/15/2026	1FE
590759-2H-8	MESQUITE TX ISD SCH BLDG 2007 REF		05/07/2008	COMMERCE CAPITAL		340,890	1,000,000	323,600	329,548		6,200		6,200		335,748		5,142	5,142		08/15/2029	1FE
642543-PH-9	NEW BRAUNFELS TX INDPT SCH DIST 2004		05/23/2008	WELLS FARGO		1,101,395	1,080,000	1,084,644	1,082,884		(210)		(210)		1,082,674		18,721	18,721	40,230	02/01/2022	1FE
698482-BV-7	PANHANDLE TX ISD SCH BLDG 2007		06/23/2008	Various		7,202,959	7,300,000	7,244,009	7,244,305		494		494		7,244,799		(41,839)	(41,839)	305,365	02/15/2037	1FE
730553-MC-5	POINT ISABEL TX INDPT SCH DIST 06 B		04/16/2008	PRAGER MCCARTHY & SEALY		203,879	200,000	199,760	199,773		3		3		199,776		4,103	4,103	6,288	02/01/2023	1FE
730553-ME-1	POINT ISABEL TX INDPT SCH DIST 06 B		04/01/2008	PRAGER MCCARTHY & SEALY		99,625	100,000	99,377	99,406		6		6		99,412		213	213	3,038	02/01/2025	1FE
775830-HF-2	ROMA TX INDPT SCH DIST 2006		05/23/2008	WELLS FARGO		514,225	500,000	499,385	499,418		11		11		499,429		14,796	14,796	17,750	08/15/2023	1FE
806640-RY-6	SCHERTZ-CIBOLO-UNVL CITY TX ISD 07		05/05/2008	PRAGER MCCARTHY & SEALY		434,410	1,000,000	404,330	405,102		7,631		7,631		412,733		21,677	21,677		02/01/2025	1FE
816826-BQ-3	SEMINOLE TX ISD SCH BLDG 2007 A		05/12/2008	PRAGER MCCARTHY & SEALY		103,451	100,000	102,636	102,573		(85)		(85)		102,488		963	963	4,361	02/15/2031	1FE
850000-D4-9	SPRING TX INDPT SCH DIST 2006		04/16/2008	PRAGER MCCARTHY & SEALY		200,109	200,000	199,300	199,342		7		7		199,349		760	760	5,938	08/15/2026	1FE
882721-LS-0	TEXAS ST G O TRANSN COMMN MOBILITY 06		05/19/2008	PRAGER MCCARTHY & SEALY		261,283	240,000	253,889	252,235		(489)		(489)		251,745		9,538	9,538	7,700	04/01/2019	1FE
882721-NU-3	TEXAS ST G O TRANSN COMMN MOBILITY 06 A		04/02/2008	PRAGER MCCARTHY & SEALY		4,966,182	5,065,000	5,073,155	5,072,417		(173)		(173)		5,072,243		(106,062)	(106,062)	97,511	04/01/2026	1FE
882721-P5-6	TEXAS ST PUB FIN AUTH G O 2008		06/26/2008	PRAGER MCCARTHY & SEALY		264,395	250,000	272,365			(2,167)		(2,167)		270,198		(5,803)	(5,803)	4,549	10/01/2011	1FE
89438V-E4-4	TRAVIS CNTY TX PERM IMPT 2006		04/15/2008	PRAGER MCCARTHY & SEALY		306,518	300,000	301,173	301,005		(29)		(29)		300,976		5,542	5,542	8,338	03/01/2023	1FE
921254-FV-5	VAN TX INDPT SCH DIST G O 2006		04/30/2008	PRAGER MCCARTHY & SEALY		202,792	200,000	200,000	200,000						200,000		2,792	2,792	6,833	02/15/2036	1FE
969887-SL-3	WILLIAMSON CNTY TX G O 06 A		04/16/2008	PRAGER MCCARTHY & SEALY		101,907	100,000	99,200	99,233		9		9		99,242		2,665	2,665	3,075	02/15/2025	1FE
969887-UH-9	WILLIAMSON CNTY TX UNLTD TAX ROAD 07		04/14/2008	PRAGER MCCARTHY & SEALY		101,667	100,000	100,303	100,294		(10)		(10)		100,284		1,383	1,383	2,982	02/15/2032	1FE
127145-FW-5	CACHE CNTY UT BRD OF ED G O GTD 04B		04/21/2008	CRONIN & COMANY		264,253	250,000	256,788	254,884		(190)		(190)		254,694		9,559	9,559	4,255	06/15/2019	1FE
917547-NB-3	UTAH ST BLDG OWNERSHIP AUTH LEASE 01A		06/13/2008	PRAGER MCCARTHY & SEALY		107,271	100,000	104,276	103,223		(360)		(360)		102,863		4,408	4,408	2,958	05/15/2013	1FE
917547-LP-4	UTAH ST BLDG OWNERSHIP AUTH LEASE 98C		05/07/2008	PRAGER MCCARTHY & SEALY		164,054	150,000	169,533	160,115		(778)		(778)		159,337		4,716	4,716	4,056	05/15/2012	1FE
165321-7E-4	CHESAPEAKE VA G O WTR SWR 04 B REF		05/23/2008	PRAGER MCCARTHY & SEALY		421,736	380,000	420,307	409,245		(1,426)		(1,426)		407,819		13,917	13,917	8,839	12/01/2014	1FE
165321-7F-1	CHESAPEAKE VA G O WTR SWR 04 B REF		06/18/2008	PRAGER MCCARTHY & SEALY		357,971	325,000	359,172	350,710		(1,285)		(1,285)		349,425		8,545	8,545	8,646	12/01/2015	1FE
30383A-BN-0	FAIRFAX CNTY VA ECON TRANSN RT 28 07A		04/04/2008	PRAGER MCCARTHY & SEALY		352,272	365,000	369,705	369,401		(106)		(106)		369,295		(17,023)	(17,023)	8,578	04/01/2033	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.348761-BD-8 .394350-AP-7	FORT SMITH AR SALES & USE TAX 2001 A GREENE CNTY AR SALES & USE TAX 2001		06/01/2008 06/01/2008	CALLED @ 100.00000000 CALLED @ 100.00000000 PRAGER MCCARTHY & SEALY		1,880,000 360,000	1,880,000 360,000	1,880,000 360,000	1,880,000 360,000						1,880,000 360,000				41,360 9,180	12/01/2009 06/01/2015	1FE 2FE
.537445-JK-5 .537445-JC-3	LITTLE ROCK AR SWR 2007 LITTLE ROCK AR SWR 2007A		06/06/2008 06/24/2008	Various PRAGER MCCARTHY & SEALY		102,354 9,606,900	100,000 10,000,000	101,341 9,887,500	101,321	(48) 124			(48) 124		101,273 9,887,624		1,081 (280,724)	(1,081) (280,724)	3,299 33,369	10/01/2029 06/01/2037	1FE 1FE
.745392-GH-7	PULASKI CNTY AR HOSP CHILDRENS 05		04/09/2008	PRAGER MCCARTHY & SEALY		104,598	100,000	103,201	102,596	(88)			(88)		102,508		2,090	2,090	3,097	03/01/2025	1FE
.775086-CK-5 .007947-A*-5	ROGERS AR SWR IMPT SER 2007 SPRINGDALE AR INDL DEV AERT INC 03 TXBL		04/17/2008 04/22/2008	CALLED @ 100 PRAGER MCCARTHY & SEALY		263,073 1,000,000	250,000 1,000,000	265,048 1,000,000	263,998 1,000,000	(393)			(393)		263,604 1,000,000		(532)	(532)	9,063 110,819	02/01/2027 10/01/2017	1FE 4
.914084-RE-0	UNIVERSITY OF AR UALR CAP IMPT 04B		06/19/2008	PRAGER MCCARTHY & SEALY		100,864	100,000	98,979	99,097	19			19		99,116		1,748	1,748	2,538	12/01/2023	1FE
.914084-TY-4	UNIVERSITY OF AR VAR FAC UAMS 04 A		05/15/2008	PRAGER MCCARTHY & SEALY		330,270	300,000	324,651	318,991	(942)			(942)		318,049		12,221	12,221	8,292	11/01/2015	1FE
.914084-L5-5	UNIVERSITY OF AR VAR FAC UAMS 06		04/09/2008	PRAGER MCCARTHY & SEALY		105,662	100,000	105,026	104,285	(126)			(126)		104,159		1,503	1,503	3,097	03/01/2024	1FE
.937537-CH-9 13066K-KP-3	WASHINGTON CNTY AR HOSP WA MED 05 A CALIFORNIA DEPT OF WTR CENT VY 98 U		04/01/2008 06/10/2008	PRE-REFUNDING		192,842 2,720,360	200,000 2,720,000	198,166 2,721,360	198,244 2,720,475	9 (106)			9 (106)		198,253 2,720,370		(5,411) (10)	(5,411) (10)	6,750 71,400	02/01/2035 12/01/2029	2FE 1FE
13066Y-NU-0 130175-U6-7	CALIFORNIA DEPT OF WTR RES PWR SUP 08H CALIFORNIA EDL FAC POMONA COLLEGE 05A		05/20/2008 04/18/2008	BEAL, M.R., & CO. DAVIDSON, D.A., & CO. WEDBUSH MORGAN SECURITIES		10,497,350 51,275	10,000,000 100,000	10,279,300 39,795	10,279,300 45,882	(2,620) 723			(2,620) 723		10,276,680 46,605		220,670 4,670	220,670 4,670	60,417 4,670	05/01/2022 07/01/2023	1FE 1FE
.130178-NN-2	CALIFORNIA EDL FACS AUTH REV POMONA COLL		06/06/2008	PRAGER MCCARTHY & SEALY		1,336,740	2,000,000	1,324,360						1,324,360		12,380	12,380			01/01/2018	1Z
.189330-AV-8	CLOVIS CA PUB FIN AUTH WTR REV 03		05/05/2008	PRAGER MCCARTHY & SEALY		104,065	100,000	103,553	102,094	(128)			(128)		101,966		2,099	2,099	3,431	03/01/2023	1FE
.18979P-AS-2	COACHELLA CA WTR AUTH 2003		04/17/2008	PRAGER MCCARTHY & SEALY		463,320	450,000	447,912	448,109	16			16		448,125		15,195	15,195	14,438	03/01/2033	1FE
.292528-BF-2	ENCINITAS CA SPL TAX CFD NO 1 2004		05/15/2008	PRAGER MCCARTHY & SEALY		100,486	100,000	98,978	99,086	12			12		99,098		1,388	1,388	3,309	09/01/2028	1FE
.456567-UY-0	INDUSTRY CA URBAN DEV AGY TAX ALLOC 03B		06/02/2008	PRAGER MCCARTHY & SEALY		252,878	250,000	246,715	247,438	85			85		247,523		5,355	5,355	6,316	05/01/2018	1FE
.533021-AV-3	LINCOLN CA CMNTY FAC DIST 2003-1 07A		06/19/2008	PRAGER MCCARTHY & SEALY		96,290	100,000	97,991	98,017	22			22		98,039		(1,749)	(1,749)	3,663	09/01/2034	1FE
.544386-BE-4	LOS ANGELES CA CMNTY FAC PLAYA VISTA 03		04/09/2008	PRAGER MCCARTHY & SEALY		205,026	200,000	196,972	197,639	45			45		197,684		7,342	7,342	5,265	09/01/2019	1FE
.544386-BF-1	LOS ANGELES CA CMNTY FAC PLAYA VISTA 03		05/14/2008	PRAGER MCCARTHY & SEALY		102,775	100,000	98,498	98,800	27			27		98,827		3,948	3,948	3,135	09/01/2020	1FE
.54438E-GY-8	LOS ANGELES CA CMNTY REDEV BUNKER 04A		06/30/2008	PRAGER MCCARTHY & SEALY		104,727	100,000	103,139	102,226	(140)			(140)		102,086		2,641	2,641	2,944	12/01/2020	1FE
.54438E-GZ-5	LOS ANGELES CA CMNTY REDEV BUNKER 04A		04/04/2008	PRAGER MCCARTHY & SEALY		527,620	500,000	511,505	508,172	(275)			(275)		507,898		19,722	19,722	8,889	12/01/2021	1FE
.544552-NK-4	LOS ANGELES CA HARBOR DEPT 2005 A REF		06/05/2008	PRAGER MCCARTHY & SEALY		1,104,920	1,000,000	1,091,300	1,077,254	(2,953)			(2,953)		1,074,301		30,619	30,619	42,917	08/01/2017	1FE
.655531-HB-0	NORCO CA REDEV AGY TAX ALLOC NO 1 05		05/30/2008	PRAGER MCCARTHY & SEALY		521,070	500,000	513,355	510,837	(548)			(548)		510,288		10,782	10,782	18,958	03/01/2026	1FE
.691879-DV-9	OXNARD CA FING AUTH WTR 06		05/14/2008	PRAGER MCCARTHY & SEALY		104,353	100,000	101,436	101,242	(47)			(47)		101,195		3,158	3,158	4,592	06/01/2023	1FE
.724568-FX-3	PITTSBURG CA REDEV TAX LOS MEDANOS 99		05/06/2008	PRAGER MCCARTHY & SEALY		59,456	100,000	40,078	51,903	971			971		52,874		6,582	6,582		08/01/2020	1FE
.726030-GD-5	PLACER CNTY CA WTR AGY 2ND SR COP 08		06/11/2008	PRAGER MCCARTHY & SEALY		306,081	300,000	299,184		3			3		299,187		6,894	6,894	2,058	07/01/2029	1FE
.77781P-BJ-5	ROSEVILLE CA CMNTY FAC DIST SR 07A		05/15/2008	PRAGER MCCARTHY & SEALY		246,300	250,000	244,328	244,414	55			55		244,468		1,832	1,832	8,094	09/01/2033	1FE
.797300-XK-1	SAN DIEGO CA REDEV CENTRE CITY SUB 01A		04/25/2008	PRAGER MCCARTHY & SEALY		42,375	100,000	25,820	35,991	657			657		36,648		5,727	5,727		09/01/2026	1FE
.797300-FB-8	SAN DIEGO CA REDEV CENTRE CITY SUB 04A		04/25/2008	PRAGER MCCARTHY & SEALY		106,397	100,000	103,523	102,502	(107)			(107)		102,395		4,002	4,002	3,319	09/01/2020	1FE
.799054-FA-4	SAN MATEO CNTY CA TRAN DIST TAX 05A		04/01/2008	PRAGER MCCARTHY & SEALY		101,584	100,000	100,000	100,000						100,000		1,584	1,584	3,788	06/01/2022	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
..220245-HL-1	CORPUS CHRISTI TX UTIL SYS 2002 REF		06/25/2008	PRAGER MCCARTHY & SEALY		432,902	405,000	430,130	417,911		(1,271)		(1,271)	416,641		16,262	16,262	19,194	07/15/2016	1FE	
..366133-DL-7	GARLAND TX ELEC UTIL SYS 2006		04/16/2008	PRAGER MCCARTHY & SEALY		101,394	100,000	99,100	99,153		10		10	99,163		2,231	2,231	2,875	03/01/2026	1FE	
..396748-QJ-7	GREENVILLE TX WTR SWR & ELEC REV 77		04/01/2008	MATURED		100,000	100,000	77,887	99,600		400		400	100,000				2,375	04/01/2008	1	
..414152-NE-4	HARRIS CNTY TX HLTH MEM HERMANN 98		06/01/2008	MATURED		170,000	170,000	180,057	170,505		(505)		(505)	170,000				4,463	06/01/2008	1FE	
..414152-NN-4	HARRIS CNTY TX HLTH MEM HERMANN 98		06/17/2008	PRAGER MCCARTHY & SEALY		222,891	200,000	220,378	212,638		(793)		(793)	211,845		11,046	11,046	5,974	06/01/2014	1FE	
..414158-NT-8	HARRIS CNTY TX HSG FIN WINDSOR 95 A		06/01/2008	CALLED @ 100.00000000		125,000	125,000	123,335	123,904		33		33	123,936		1,064	1,064	3,938	06/01/2025	1	
..442348-T7-3	HOUSTON TX ARPT SYS SUB LIEN 02A		06/25/2008	LOOP CAPITAL MARKETS		1,594,937	1,685,000	1,682,894	1,682,897		23		23	1,682,920		(87,983)	(87,983)	86,116	07/01/2032	1FE	
..442348-XT-0	HOUSTON TX ARPT SYS SUB LIEN 98A		05/28/2008	Various		4,250,094	4,200,000	4,286,562			(36,151)		(36,151)	4,250,411		(317)	(317)	104,200	07/01/2011	1FE	
..442436-5J-6	HOUSTON TX WTR & SWR 98 JR LIEN A CAP		04/01/2008	PRAGER MCCARTHY & SEALY		615,400	1,000,000	464,064	549,572		7,179		7,179	556,750		58,650	58,650		12/01/2019	1FE	
..442436-H3-8	HOUSTON TX WTR & SWR 99 JR LIEN A CAP		04/17/2008	PRAGER MCCARTHY & SEALY		226,461	400,000	167,224	202,269		3,030		3,030	205,300		21,161	21,161		12/01/2021	1FE	
..576521-AZ-0	MATAGORDA CNTY TX NAV DIST 1 RELIANT 99C		04/10/2008	CALLED @ 102.00		5,100,000	5,000,000	5,000,000	5,000,000					5,000,000		100,000	100,000	176,667	05/01/2029	2FE	
..662851-BZ-8	NORTH TX TWY AUTH SYS 1ST TIER 08D		03/31/2008	SEIBERT BRANFORD		(62,930)										(62,930)	(62,930)		01/01/2034	1Z	
..796242-NV-3	SAN ANTONIO TX ARPT SYS IMPT 2007 SUB		06/23/2008	Various		4,467,653	4,800,000	4,700,208	4,700,286		1,162		1,162	4,701,447		(233,794)	(233,794)	156,667	07/01/2032	1FE	
..799204-UB-9	SAN PATRICIO TX MUN WTR DIST 2006		05/23/2008	WELLS FARGO		1,021,930	1,000,000	1,007,750	1,006,951		(325)		(325)	1,006,626		15,304	15,304	39,875	07/10/2024	1FE	
..875906-MV-8	TARRANT CNTY TX HLTH COOK CHLD MED 07B		04/09/2008	PRAGER MCCARTHY & SEALY		13,930,285	13,655,000	13,865,287	13,857,225		(4,604)		(4,604)	13,852,621		77,664	77,664	252,238	12/01/2030	1FE	
..876387-DA-6	TARRANT CNTY TX HOSP DIST CMC ENERGY		04/28/2008	SCHEDULED REDEMPTION		200,833	200,833	200,833	200,833					200,833				6,226	04/28/2012	1	
..882135-UZ-7	TEXAS A & M UNIV REVENUE FING SYS 2002		05/15/2008	PRAGER MCCARTHY & SEALY		258,078	250,000	253,205	252,446		(197)		(197)	252,249		5,829	5,829	6,167	05/15/2021	1FE	
..882854-NZ-1	TEXAS ST WTR DEV BRD REV JR 2007 B		05/30/2008	PRAGER MCCARTHY & SEALY		1,006,050	1,000,000	988,530	988,783		166		166	988,949		17,101	17,101	49,125	07/15/2026	1FE	
..62426V-AT-4	MOUNTAIN REGL WTR SPL SVC DIST UT 03		05/05/2008	PRAGER MCCARTHY & SEALY		153,992	150,000	151,757	151,167		(60)		(60)	151,107		2,885	2,885	6,729	12/15/2030	1FE	
..70451K-BB-7	PAYSON CITY UT SPL TAX 2006 B		04/02/2008	PRAGER MCCARTHY & SEALY		102,746	100,000	102,614	102,310		(59)		(59)	102,251		495	495	3,417	08/01/2026	1FE	
..917565-AN-3	UTAH TRANSIT AUTH SALES TAX 2002A		06/20/2008	PRAGER MCCARTHY & SEALY		107,665	100,000	108,327	104,452		(397)		(397)	104,055		3,610	3,610	2,639	06/15/2015	1FE	
..924195-E5-5	VERMONT HSG FIN AGY SGL FAM HSG 03 17B		05/01/2008	CALLED @ 100.00000000		40,000	40,000	40,000	40,000					40,000				980	11/01/2022	1FE	
..924211-4E-2	VERMONT MUN BOND BANK 2005-2 REF		05/30/2008	PRAGER MCCARTHY & SEALY		582,930	525,000	571,958	562,096		(1,762)		(1,762)	560,334		22,596	22,596	6,358	12/01/2014	1FE	
..924211-5E-1	VERMONT MUN BOND BANK 2005-3 REF		06/19/2008	PRAGER MCCARTHY & SEALY		291,670	275,000	293,640	286,292		(1,743)		(1,743)	284,549		7,121	7,121	7,608	12/01/2010	1FE	
..924211-5G-6	VERMONT MUN BOND BANK 2005-3 REF		06/13/2008	PRAGER MCCARTHY & SEALY		538,179	500,000	537,627	525,517		(2,698)		(2,698)	522,819		15,359	15,359	614	12/01/2011	1FE	
..160831-AN-3	CHARLOTTE CNTY VA HALIFAX REG HOSP 07		04/29/2008	BB&T CAPITAL MARKETS		1,405,980	1,500,000	1,490,685	1,490,722		62		62	1,490,784		(84,804)	(84,804)	40,625	09/01/2037	1FE	
..312066-BX-0	FAUQUIER CNTY VA FAUQUIER HOSP 07A		05/13/2008	Various		1,544,625	1,600,000	1,590,368			34		34	1,590,402		(45,778)	(45,778)	17,799	10/01/2037	2FE	
..415669-BJ-8	HARRISONBURG VA ROCKINGHAM MEM HOSP 06		04/25/2008	PRAGER MCCARTHY & SEALY		196,751	200,000	200,144	200,132		(4)		(4)	200,128		(3,377)	(3,377)	6,200	08/15/2036	1FE	
..852412-GT-6	STAFFORD CNTY VA IND VA MUN LEAGUE 05C		06/05/2008	PRAGER MCCARTHY & SEALY		101,890	100,000	100,000	100,000					100,000		1,890	1,890	3,863	08/01/2025	1FE	
..916277-JU-1	UPPER OCCOQUAN VA SWR AUTH REGL 07A		06/30/2008	PRAGER MCCARTHY & SEALY		1,469,759	1,490,000	1,505,824	1,504,836		(460)		(460)	1,504,376		(34,617)	(34,617)	55,429	07/01/2029	1FE	
..927781-GU-2	VIRGINIA CLG BLDG AUTH PUB HIGHER ED 07A		04/01/2008	PRAGER MCCARTHY & SEALY		492,300	500,000	494,150	494,180		48		48	494,228		(1,928)	(1,928)	9,563	09/01/2027	1FE	
..92812U-FF-0	VIRGINIA HSG DEV CMWLTH MTG 05 SUBA-2		05/13/2008	STEPHENS, INC.		2,242,240	2,200,000	2,195,754	2,197,272		298		298	2,197,569		44,671	44,671	52,938	04/01/2011	1FE	
..92812U-GT-9	VIRGINIA HSG DEV CMWLTH MTG 05 SUBA-4		05/21/2008	PRAGER MCCARTHY & SEALY		112,923	110,000	109,731	109,822		19		19	109,841		3,081	3,081	3,885	07/01/2011	1FE	
..928067-GH-4	VIRGINIA POLYTECH INST ATHLETIC 04D		05/16/2008	PRAGER MCCARTHY & SEALY		220,862	200,000	217,472	212,718		(481)		(481)	212,238		8,624	8,624	4,069	06/01/2015	1FE	
..928067-EU-7	VIRGINIA POLYTECH INST GEN PLEDGE 04A		05/19/2008	PRAGER MCCARTHY & SEALY		551,348	500,000	543,680	531,796		(1,215)		(1,215)	530,581		20,767	20,767	10,264	06/01/2015	1FE	
..928067-FV-4	VIRGINIA POLYTECH INST UNIV SVC SYS 04C		06/18/2008	PRAGER MCCARTHY & SEALY		763,079	700,000	761,152	744,514		(2,162)		(2,162)	742,352		20,727	20,727	17,444	06/01/2015	1FE	

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
29270M-CC-5 67501K-A*-9	ENERGY NORTHWEST WA WIND PROJ 05 OCEAN SHORES WA LOC IMPT DIST 98-01		06/10/2008	PRAGER MCCARTHY & SEALY CALLED @ 100.00		103,694 3,120,000	100,000 3,120,000	102,442 3,120,000	101,788 3,120,000		(108)		(108)		101,680 3,120,000		2,014 218,400	2,014	4,513 218,400	07/01/2021 04/01/2017	1FE 2
812643-AT-1	SEATTLE WA MUN LT & PIWR 2004 REF		06/23/2008	PRAGER MCCARTHY & SEALY		101,675	100,000	100,697	100,540		(35)		(35)		100,506		1,169	1,169	4,063	08/01/2020	1FE
93975W-AP-0 939781-QR-4	WASHINGTON ECON BIOMED UNIV OF WA 04A WASHINGTON HIGHER ED UNIV PUGET SOUND 98		05/28/2008 04/01/2008	PRAGER MCCARTHY & SEALY CALLED @ 101.00000000		108,693 1,939,200	100,000 1,920,000	107,920 1,896,518	105,560 1,914,225		(319) 24,975		(319) 24,975		105,241 1,939,200		3,452	3,452	2,640 51,600	06/01/2019 10/01/2030	1FE 1FE
823402-AZ-5	SHEPHERD UNIV WV WELLNESS CTR 07		06/17/2008	PRAGER MCCARTHY & SEALY		106,128	100,000	105,508	105,434		(209)		(209)		105,225		903	903	2,764	06/01/2022	1FE
95639R-BM-0	WEST VIRGINIA HIGHER ED PLCY CMIN 04B		05/30/2008	PRAGER MCCARTHY & SEALY		269,791	250,000	266,457	262,206		(610)		(610)		261,596		8,195	8,195	7,542	04/01/2017	1FE
956725-DM-4	WEST VIRGINIA WTR DEV AUTH INFRA 07A		05/14/2008	PRAGER MCCARTHY & SEALY		414,111	400,000	413,344	412,408		(412)		(412)		411,996		2,115	2,115	11,400	10/01/2026	1FE
956695-SJ-0	WEST VIRGINIA WTR DEV AUTH PROG II 03B		05/12/2008	PRAGER MCCARTHY & SEALY		219,088	200,000	216,660	211,114		(461)		(461)		210,653		8,435	8,435	4,917	11/01/2015	1FE
956695-SP-6	WEST VIRGINIA WTR DEV AUTH PROG II 03B		04/11/2008	PRAGER MCCARTHY & SEALY		205,181	200,000	207,352	205,935		(208)		(208)		205,726		(545)	(545)	9,458	11/01/2029	1FE
956695-WJ-5 963131-AA-5 505453-AN-0	WEST VIRGINIA WTR DEV AUTH PROG IV 05B WHEELING JESUIT UNIV WV 06C LAC COURTE OREILLES WI G O TRIBE 06A		06/25/2008 06/01/2008 06/01/2008	PRAGER MCCARTHY & SEALY CALLED @ 100.00000000 CALLED @ 100.00000000		352,693 5,000 115,000	355,000 5,000 115,000	352,178 4,738 115,000	352,302 4,739 115,000		28 3		28 3		352,330 4,742 115,000		363 258	363 258	9,960 194 4,025	11/01/2035 06/01/2032 06/01/2011	1FE 3Z 2
3199999	Bonds - Special Revenues					623,756,161	626,834,268	623,251,721	444,178,238	713,789	3,969,522		4,683,311		626,639,011		(2,882,850)	(2,882,850)	14,836,914	XXX	XXX
00130H-BH-7 00130H-BA-2	AES CORP AES CORPORATION		04/07/2008 06/19/2008	DONALDSON, LUFKIN & JENRETTE SECURITIES TENDER OFFER		2,531,250 1,147,500	2,500,000 1,125,000	2,500,000 1,220,625	2,500,000 1,174,219				(1,522)		2,500,000 1,172,696		31,250 (25,196)	31,250 (25,196)	97,222 82,128	10/15/2017 05/15/2013	3FE 3FE
03028P-AC-0 049560-AE-5 15189T-AM-9 20759T-DV-4 26816L-AT-9	AMERICAN TRANSMISSION CO, LLC 4.992% SR ATMOS ENERGY CORP CENTERPOINT ENERGY INC 3.750000% 05/15/2 CONNECTICUT LIGHT & PIWR DYNEGY HOLDINGS INC		06/27/2008 05/07/2008 04/30/2008 04/22/2008 06/17/2008	CO Various CONVERSION WACHOVIA SECURITIES SALOMON SMITH BARNEY ALLSTATE LIFE INSURANCE		4,818,579 5,947,890 4,397,389 4,015,880 3,931,250	5,000,000 6,000,000 3,475,000 4,000,000 3,900,000	5,000,000 5,738,820 4,256,544 3,997,920 4,016,375	5,000,000 5,865,238 3,658,418 3,997,959 3,812,250			22,889 (157,027) 8	22,889 (157,027) 8		5,000,000 5,888,127 3,501,391 3,997,967 4,003,959		(181,421) 59,763 895,998 17,913 (72,709)	(181,421) 59,763 895,998 17,913 (72,709)	174,720 126,667 101,600 197,348	04/15/2015 10/15/2009 05/15/2023 06/01/2036 05/01/2016	1FE 2FE 1FE 4FE
29250R-AM-8	ENBRIDGE ENERGY PARTNERS		06/27/2008	CO ALLSTATE LIFE INSURANCE		4,145,252	4,000,000	3,988,440			25		25		3,988,465		156,787	156,787	70,000	04/15/2038	2FE
29266M-AD-1 293791-AM-1	ENERGY EAST CORPORATION ENTERPRISE PRODUCTS OPER		06/27/2008 04/03/2008	CO WACHOVIA SECURITIES GREENWICH CAPITAL		5,192,175 3,011,220	5,000,000 3,000,000	4,991,750 2,991,570	4,995,645 2,996,777		417 467		417 467		4,996,062 2,997,244		196,113 13,976	196,113 13,976	180,000 66,677	06/15/2012 10/15/2009	2FE 2FE
341081-EV-5 38119#-AA-2	FLORIDA POWER & LIGHT GOLDEN SPREAD ELEC COOP SER A 1ST MTG		06/19/2008 06/27/2008	MARKETS, INC. Various ALLSTATE LIFE INSURANCE		5,550,360 4,360,936	6,000,000 4,638,764	5,957,280 4,638,764	5,958,330 4,638,764		277		277		5,958,607 4,638,764		(408,247) (277,828)	(408,247) (277,828)	304,158 170,145	02/01/2037 05/06/2025	1FE 1FE
754427-AA-0	KEYSPAN CORP - RAVENSWOOD UNIT 40 2004 P		06/27/2008	CO ALLSTATE LIFE INSURANCE		4,983,500	5,000,000	5,000,000	5,000,000						5,000,000		(16,500)	(16,500)	284,810	01/15/2019	1
598326-A#-3 60467M-AA-9	MIDWEST ISO SR NTS MIRANT MID-ATLANTIC LLC		06/27/2008 06/30/2008	CO SCHEDULED REDEMPTION ALLSTATE LIFE INSURANCE		2,470,625 559,005	2,500,000 559,005	2,500,000 596,937	2,500,000 588,113			(29,108)	(29,108)		2,500,000 559,005		(29,375)	(29,375)	65,181 24,107	10/07/2009 06/30/2012	1 3FE
64079*-AB-8 62912X-AC-8	NEPTUNE REGIONAL TRANSMISSION TRANCHE A NGPL PIPECO LLC		06/27/2008 05/20/2008	CO Various MERRILL LYNCH CAPITAL		4,685,550 6,408,450	5,000,000 6,000,000	5,000,000 6,000,000	5,000,000 6,000,000						5,000,000 6,000,000		(314,450) 408,450	(314,450) 408,450	151,163 195,495	06/30/2027 12/15/2037	2FE 2FE
67059T-AA-3 68268N-AB-9 694308-GC-5	NUSTAR LOGISTICS ONEOK PARTNERS LP PACIFIC GAS & ELECTRIC		05/30/2008 06/18/2008 04/03/2008	MARKETS Various WACHOVIA SECURITIES J. P. MORGAN SECURITIES, INC.		3,025,200 5,956,050 2,994,390	3,000,000 6,000,000 3,000,000	2,994,060 6,168,900 2,830,290	2,994,060 6,158,635 2,884,245		67 (5,620) 9,079		67 (5,620) 9,079		2,994,127 6,153,014 2,893,324		31,073 (196,964) 101,066	31,073 (196,964) 101,066	38,250 238,825 75,950	04/15/2018 10/01/2016 03/01/2011	2FE 2FE 1FE
69352J-AK-3 743263-AD-7	PPL ENERGY SUPPLY LLC PROGRESS ENERGY		06/17/2008 06/11/2008	INC. BARCLAYS BANK ALLSTATE LIFE INSURANCE		2,060,976 4,201,720	2,400,000 4,000,000	2,372,352 4,246,640	2,372,708 4,210,091		167 (28,328)		167 (28,328)		2,372,874 4,181,763		(311,898) 19,957	(311,898) 19,957	74,000 224,833	12/15/2036 03/01/2011	2FE 2FE
693627-AZ-4	PSI ENERGY INC		06/27/2008	CO		2,987,562	3,000,000	2,998,620	2,998,785		55		55		2,998,840		(11,278)	(11,278)	96,800	06/15/2016	2FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market In- dicator (a)
..805901-AP-0	SCANA CORP		06/27/2008	ALLSTATE LIFE INSURANCE CO		12,999,938	12,500,000	12,722,575	12,593,038		(12,289)		(12,289)		12,580,749		419,188	419,188	529,948	05/15/2011	2FE
..843646-AC-4	SOUTHERN POWER CO		06/27/2008	ALLSTATE LIFE INSURANCE CO		5,192,410	5,000,000	4,992,950	4,996,280		353		353		4,996,633		195,777	195,777	296,875	07/15/2012	2FE
..88031V-AA-7	TENASKA GATEWAY		03/31/2008	SCHEDULED REDEMPTION		140,756	140,756	140,756	140,756						140,756		4,259	4,259	4,259	12/31/2023	2FE
..882330-AC-7	TEXAS COMP ELEC HOLD LLC		04/04/2008	BROADPOINT FINANCIAL		864,875	850,000	807,500	807,739		938		938		808,677		56,198	56,198	38,480	11/01/2015	4FE
..991099-9C-8	TEXAS COMPETITIVE ELECTRIC HOLDINGS COMP		06/30/2008	SCHEDULED REDEMPTION		7,538	7,538	6,949			589		589		7,538				1,810	10/10/2014	3FE
..990789-9A-9	TPF GENERATION HOLDINGS LLC 1ST LIEN TER		06/30/2008	SCHEDULED REDEMPTION		28,577	28,577	27,380	27,409		1,168		1,168		28,577				1,030	12/15/2013	3FE
..882330-AA-1	TXU ENERGY CO LLC		04/04/2008	BROADPOINT FINANCIAL		610,500	600,000	600,000	594,000		6,000		6,000		600,000		10,500	10,500	27,163	11/01/2015	4FE
..909205-AB-2	UNISOURCE ENERGY CORP 4.500000% 03/01/20		05/30/2008	MCMAHAN SECURITIES CO LP		2,942,125	2,950,000	2,931,998	2,931,856		(504)		(504)		2,931,352		10,773	10,773	94,106	03/01/2035	3
..969457-BF-6	WILLIAMS COS INC		04/30/2008	SALOMON SMITH BARNEY		5,223,250	4,900,000	4,865,844	4,874,497		2,089		2,089		4,876,585		346,665	346,665	235,125	09/01/2011	2FE
..46507M-AA-0	ISRAEL ELECTRIC CORP LTD	F	05/05/2008	LEHMAN BROTHERS INC		4,353,105	4,250,000	4,242,818			1		1		4,242,819		110,286	110,286	856	01/15/2019	2FE
..75405U-AB-2	RASGAS 3 2016	F	06/27/2008	ALLSTATE LIFE INSURANCE CO		4,790,500	5,000,000	5,000,000	5,000,000						5,000,000		(209,500)	(209,500)	216,270	09/30/2016	1FE
..N4345#-AE-7	IBERDROLA INT'L BV 4.48% GTD SR NTS	F	06/27/2008	ALLSTATE LIFE INSURANCE CO		4,825,323	5,000,000	5,000,000	5,000,000						5,000,000		(174,677)	(174,677)	197,867	02/09/2012	1
..N4345#-AA-5	IBERDROLA INT'L BV GTD SER A SR NTS	F	06/27/2008	ALLSTATE LIFE INSURANCE CO		7,915,137	8,000,000	8,000,000	8,000,000						8,000,000		(84,863)	(84,863)	351,804	08/19/2011	1
..N4345#-AC-1	IBERDROLA INT'L BV GTD SER C SR NTS	F	06/27/2008	ALLSTATE LIFE INSURANCE CO		1,935,341	2,000,000	2,000,000	2,000,000						2,000,000		(64,659)	(64,659)	97,876	08/19/2016	1
..N4577#-AB-2	INTERNATIONAL ENDESA B.V. SER. B SR NTS	F	06/27/2008	ALLSTATE LIFE INSURANCE CO		4,917,230	5,000,000	5,000,000	5,000,000						5,000,000		(82,770)	(82,770)	209,200	09/09/2012	1
38999999	Bonds - Public Utilities					146,129,313	145,324,640	146,344,657	129,275,751	210,758	(208,862)		1,897		145,509,914		619,399	619,399	5,342,748	XXX	XXX
..28256#-AC-2	B4 LUMBER COMPANIES SENIOR NOTES SERIES		04/14/2008	PRINCIPAL PAYDOWN		5,000,000	5,000,000	4,836,500	4,897,955		14,571		14,571		4,912,526		87,474	87,474	213,300	11/30/2009	2
..002824-AS-9	ABBOTT LABORATORIES		04/02/2008	Various		10,524,810	10,000,000	9,993,500	9,995,430		331		331		9,995,761		529,049	529,049	220,889	05/15/2011	1FE
..04541G-FP-2	ABSHE 2003-HE5, M3		06/16/2008	SCHEDULED REDEMPTION		94,454	94,454	94,978	94,912		(457)		(457)		94,454				3,309	09/15/2033	1FE
..04541G-HM-7	ABSHE 2004-HE1, M2		06/16/2008	SCHEDULED REDEMPTION		632,088	632,088	637,767	636,038		(3,950)		(3,950)		632,088				16,509	01/15/2034	1FE
..14975T-AA-6	ABSN 2006-HE5, A1		06/04/2008	DISTRIBUTION		7,289											7,289	7,289		07/27/2036	6FE
..004421-BH-5	ACE 2002-HE3, M1		06/25/2008	SCHEDULED REDEMPTION		565,880	565,880	568,356	567,710		(1,829)		(1,829)		565,880				13,779	10/25/2032	1FE
..004421-EX-7	ACE 2004-OP1, M2		06/25/2008	SCHEDULED REDEMPTION		789,390	789,390	786,183	786,810		2,580		2,580		789,390				16,120	04/25/2034	1FE
..004421-TA-1	ACE 2005-ASP1, A2B		06/25/2008	SCHEDULED REDEMPTION		827,692	827,692	827,692	827,692						827,692				7,629	09/25/2035	1FE
..004421-MQ-3	ACE 2005-SN1, A1		06/01/2008	SCHEDULED REDEMPTION		810,671	810,671	810,632	810,671						810,671				16,496	11/25/2039	1FE
..004406-AA-2	ACE 2006-GP1, A		06/25/2008	SCHEDULED REDEMPTION		494,340	494,340	494,340	494,340						494,340				4,474	02/25/2031	1FE
..00508X-AB-0	ACTUANT CORPORATION 2.000000% 11/15/2023		05/30/2008	MCMAHAN SECURITIES CO LP		1,400,175	750,000	987,263	902,170		(23,821)		(23,821)		878,350		521,825	521,825	8,292	11/15/2023	4FE
..000886-AB-7	ADC TELECOMMUNICATIONS 3.065000% 06/15/2		06/03/2008	MCMAHAN SECURITIES CO LP		2,113,125	2,500,000	2,451,061	2,315,625	116,754	(2,055)		114,699		2,430,324		(317,199)	(317,199)	60,277	06/15/2013	3
..00770#-AA-2	ADVANTAGE CAPITAL MO PRTRNS		06/01/2008	MATURED		185,146	185,146	317,800	194,506		(9,361)		(9,361)		185,146				19,872	06/01/2008	1
..00777#-AA-5	ADVANTAGE CAPITAL WISCONSIN (BOND)		06/15/2008	SCHEDULED REDEMPTION		145,834	145,834	90,073	136,298		9,536		9,536		145,834				1,130	11/30/2004	1Z
..00780*-AA-4	ADVANTAGE COLORADO CAPCO I SER. A		05/01/2008	SCHEDULED REDEMPTION		19,853	19,853	12,427	16,074		3,779		3,779		19,853					03/01/2017	1
..00780*-AB-2	ADVANTAGE COLORADO CAPCO I SER. B		05/01/2008	SCHEDULED REDEMPTION		54,592	54,592	34,173	44,200		10,392		10,392		54,592					03/01/2017	1
..15132C-AA-0	AESOP 2005-1, A1		04/20/2008	SCHEDULED REDEMPTION		3,833,333	3,833,333	3,809,569	2,357,934		1,475,399		1,475,399		3,833,333					04/20/2009	1FE
..00826T-AG-3	AFFYMATRIX INC 3.500000% 01/15/2038		04/23/2008	CIBC WORLD MARKETS		1,542,762	1,900,000	2,030,899	2,027,095	3,039	(8,007)		(8,007)		2,022,127		(479,365)	(479,365)	29,925	01/15/2038	4Z
..013104-AJ-3	ALBERTSON'S		04/02/2008	BANK OF AMERICA		5,150,000	5,000,000	5,100,500	5,074,797		(5,791)		(5,791)		5,069,006		80,994	80,994	241,667	02/15/2011	4FE
..018804-AM-6	ALLIANT TECHSYSTEMS INC 2.750000% 09/15/		06/05/2008	BANK OF AMERICA SECURITIES LLC		745,939	600,000	600,000	600,000						600,000		145,939	145,939	12,146	09/15/2011	3FE
..018804-AK-0	ALLIANT TECHSYSTEMS INC 3.000000% 08/15/		06/05/2008	BANK OF AMERICA SECURITIES LLC		1,117,918	750,000	875,211	855,427		(7,063)		(7,063)		848,365		269,553	269,553	18,437	08/15/2024	3FE
..02076X-AA-0	ALPHA NATURAL RESOURCES 2.375000% 04/15/		04/07/2008	MCMAHAN SECURITIES CO LP		584,165	500,000	500,000	500,000						500,000		84,165	84,165	99	04/15/2015	3FE
..02261W-AB-5	ALZA CORP 0% 07/28/2020		05/14/2008	WARBURG DILLON READ LLC		929,096	1,000,000	888,100	687,667		7,893		7,893		695,560		233,536	233,536		07/28/2020	1FE
..023135-AF-3	AMAZON.COM INC 4.750000% 02/01/2009		06/18/2008	Various		3,401,723	3,250,000	3,391,875	2,520,979		(19,009)		(19,009)		3,313,845		87,878	87,878	94,868	02/01/2009	4FE
..03061N-HJ-1	AMCAR 2004-1, C		04/06/2008	SCHEDULED REDEMPTION		222,581	222,581	222,539	222,581						222,581				783	07/06/2009	1FE
..030612-AA-3	AMCAR 2006-RM A1		05/06/2008	SCHEDULED REDEMPTION		822,308	822,308	822,538	822,110		198		198		822,308				8,532	10/06/2009	1FE
..0258M0-CW-7	AMERICAN EXPRESS		06/27/2008	ALLSTATE LIFE INSURANCE CO		2,978,604	3,000,000	2,989,710			127		127		2,989,837		(11,233)	(11,233)	12,240	05/02/2013	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
025932-AD-6	AMERICAN FINANCIAL GROUP 1.486100% 06/02		05/07/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		955,832	2,000,000	1,016,154	962,268		(190,174)		(190,174)		772,094		183,738	183,738	13,210	06/02/2033	2FE
026660-B6-9	AMERICAN HONDA FINANCE		04/02/2008	SALOMON SMITH BARNEY		2,974,710	3,000,000	2,998,140			5		5		2,998,145		(23,435)	(23,435)	1,927	04/02/2013	1FE
026874-BR-7	AMERICAN INTL GROUP		05/15/2008	Various		9,091,830	9,000,000	9,000,000							9,000,000		91,830	91,830		05/15/2058	1Z
030729-DJ-1	AMSI 2002-4 M2		06/25/2008	SCHEDULED REDEMPTION		265,986	265,986	266,984	266,755		(769)		(769)		265,986				8,072	02/25/2033	1FE
025826-CX-6	AMXCA 2004-3, A		06/24/2008	BANK OF AMERICA		3,019,219	3,000,000	2,999,883	2,999,955		16		16		2,999,971		19,248	19,248	69,600	12/15/2011	1FE
025826-AM-0	AMXCA 2006-2 C		06/06/2008	LEHMAN BROTHERS INC.		9,652,344	10,000,000	9,956,250	9,961,701		4,509		4,509		9,966,210		(313,866)	(313,866)	276,222	01/15/2014	2FE
02582J-EG-1	AMXCA 2006-2, A		06/16/2008	SALOMON SMITH BARNEY		38,540,314	38,000,000	37,938,159	37,955,541		5,533		5,533		37,961,074		579,240	579,240	1,039,088	01/15/2014	1FE
038521-AD-2	ARAMARK CORP		04/23/2008	Various		3,572,500	3,500,000	3,574,375	3,521,875	43,924	(3,424)		40,500		3,562,375		10,125	10,125	210,729	02/01/2015	4FE
990798-9B-8	ARAMARK CORPORATION L/C FACILITY DEPOSIT		04/23/2008	DEUTSCHE BANK SECURITIES		46,241	48,294	47,509	47,528		36		36		47,564		(1,323)	(1,323)	1,208	01/26/2014	3FE
990798-9A-0	ARAMARK CORPORATION TERM LOAN		04/23/2008	DEUTSCHE BANK SECURITIES		727,869	760,176	747,823	748,125		572		572		748,697		(20,828)	(20,828)	23,315	01/26/2014	3FE
00204A-BE-0	ARG 2005-1, A1		04/20/2008	SCHEDULED REDEMPTION		2,500,000	2,500,000	2,499,987	2,499,987		13		13		2,500,000				8,375	04/20/2009	1FE
007036-PC-4	ARMT 2005-6A A22		06/25/2008	SCHEDULED REDEMPTION		12,805	12,805	12,805							12,805				198	11/25/2035	1FE
040104-MY-4	ARSI 2005-W1, A2		06/25/2008	SCHEDULED REDEMPTION		564,445	564,445	564,445	564,445						564,445				5,307	05/25/2035	3FE
040504-AA-1	ASSTEAD CAPITAL INC		05/12/2008	MARKETS		1,730,000	2,000,000	2,040,250	1,770,000	265,345	(1,522)		263,823		2,033,823		(303,823)	(303,823)	135,000	08/15/2016	4FE
04541G-HX-3	ASSET BACKED SECURITIES CORP H		06/25/2008	SCHEDULED REDEMPTION		2,005,733	2,005,733	2,020,150	2,013,026		(7,293)		(7,293)		2,005,733				42,925	04/25/2034	1FE
00209A-AE-6	AT&T WIRELESS		06/27/2008	Various		15,065,016	14,000,000	14,791,120	14,335,182		(38,975)		(38,975)		14,296,207		768,809	768,809	829,500	03/01/2011	1FE
049302-AB-8	ATLAS ENERGY RES LLC		06/23/2008	MORGAN STANLEY DEAN WITTER		894,625	850,000	850,000						850,000		44,625	44,625	38,834	02/01/2018	4FE	
05522R-AR-7	BACCT 2007-A1 A1		06/06/2008	SALOMON SMITH BARNEY		24,360,353	25,000,000	24,995,805	24,996,119		152		152		24,996,270		(635,918)	(635,918)	631,888	06/15/2019	1FE
05946X-SC-8	BAFC 2005-B 3A3		06/20/2008	SCHEDULED REDEMPTION		162,365	162,365	162,606	162,606		(220)		(220)		162,365				2,845	04/20/2035	1FE
059490-AA-3	BAFC 2006-2 1A1		06/06/2008	Various		28,051,904	32,130,550	30,775,043	30,992,178		1,759		1,759		30,993,937		(2,942,033)	(2,942,033)	847,295	03/25/2036	1FE
07386H-SQ-5	BALTA 2005-4 1A2		06/25/2008	SCHEDULED REDEMPTION		749,805	749,805	750,508	750,170		(365)		(365)		749,805				12,377	04/25/2035	1FE
073873-AB-7	BALTA 2006-5 11A2		06/30/2008	Various		520,119	590,318	325,000	620,119						620,119				5,925	08/25/2036	1FE
060505-DT-8	BANK OF AMERICA CORP		04/28/2008	LEHMAN BROTHERS INC.		3,052,500	3,000,000	3,000,000						3,000,000				52,500	12/29/2049	1FE	
740396-20-3	BANK OF AMERICA CORP - RITS 2006-B 2006-		06/24/2008	DISTRIBUTION		93											93	93	677	11/15/2026	1FE
06739H-AA-5	BARCLAYS BANK PLC		05/16/2008	Various		9,261,780	9,000,000	9,000,000						9,000,000		261,780	261,780	16,683	04/29/2049	1FE	
059484-AB-1	BASAT 2006-G1 A2		06/18/2008	SCHEDULED REDEMPTION		1,166,961	1,166,961	1,166,369	1,166,726		235		235		1,166,961				17,485	03/18/2009	1FE
071813-AW-9	BAXTER INTL		04/04/2008	GOLDMAN, SACHS & CO.		6,356,880	6,000,000	5,980,320	5,982,411		427		427		5,982,838		374,042	374,042	214,367	09/01/2016	1FE
054937-AC-1	BB&T CORPORATION 144A		06/27/2008	ALLSTATE LIFE INSURANCE CO		12,644,325	12,500,000	12,434,875	12,471,711		3,487		3,487		12,475,197		169,128	169,128	735,764	08/01/2011	1FE
073902-RU-4	BEAR STEARNS CO INC		06/27/2008	ALLSTATE LIFE INSURANCE CO		6,213,774	6,000,000	5,983,560			465		465		5,984,025		229,749	229,749	176,417	02/01/2018	2FE
075811-AD-1	BECKMAN COULTER INC 2.500000% 12/15/2036		06/19/2008	DEUTSCHE BANK CAPITAL CORP.		564,760	500,000	560,025			(4,064)		(4,064)		555,961		8,799	8,799	6,563	12/15/2036	2FE
085790-AP-8	BERRY PLASTICS		04/16/2008	MORGAN STANLEY DEAN WITTER		1,168,500	1,230,000	1,159,275						1,159,275		9,225	9,225		02/15/2015	4FE	
086516-AF-8	BEST BUY 2.250000% 01/15/2022		04/18/2008	BANK OF AMERICA SECURITIES LLC		273,845	250,000	270,958	250,004		(4)		(4)		250,000		23,845	23,845	4,344	01/15/2022	2FE
05948K-F9-5	BOAA 2005-6 6A1		06/01/2008	SCHEDULED REDEMPTION		527,996	527,996	525,604	526,112		1,885		1,885		527,996				12,721	07/25/2020	1FE
05950A-AV-8	BOAA 2006-4 5CB1		06/30/2008	Various		1,458,205	1,167,006	1,378,870	1,472,790		76,352		76,352		1,458,205				18,964	05/25/2046	1FE
05555#-AC-8	BOB EVANS FARMS INC SR UNSEC NTS SER. C		06/27/2008	ALLSTATE LIFE INSURANCE CO		6,809,005	7,000,000	7,000,000	7,000,000						7,000,000		(190,995)	(190,995)	237,938	07/28/2014	2
05567#-AE-2	BOCNY, LLC SR STRUCT NTS (BOND)		06/15/2008	SCHEDULED REDEMPTION		14,205	14,205	9,064	12,679		1,525		1,525		14,205				1	12/15/2009	1
06423R-AY-2	BOIT 2003-C3 C3		06/11/2008	BANK OF AMERICA		13,658,971	15,815,000	15,306,786	15,433,372		36,826		36,826		15,470,198		(1,811,227)	(1,811,227)	379,283	02/16/2016	2FE
06423R-BQ-8	BOIT 2004-B2, B2		06/16/2008	J. P. MORGAN SECURITIES, INC.		19,780,468	20,000,000	19,998,240	19,999,375		171		171		19,999,546		(219,078)	(219,078)	446,712	04/15/2012	1FE
09777#-9A-8	BOME INVESTORS II, L.L.C. SR STRCTD NT		06/30/2008	MATURED		450,907	450,907	299,418	429,542		21,365		21,365		450,907					06/30/2008	1Z
09777#-AA-6	BOME INVESTORS, II LLC SR. STRCTD. NTS		06/30/2008	MATURED		23,313	23,313	23,313	23,313						23,313					06/30/2008	1FE
97181#-HV-8	BORDERS GROUP SR SEC NTS		06/01/2008	SCHEDULED REDEMPTION		42,855	42,855	42,452	42,543		312		312		42,855				1,387	12/01/2017	2
10623P-DE-7	BRAZOS STUDENT FIN CORP SR - TRUST 1995		06/20/2008	CALLED @ 100.00000000		650,000	650,000	650,000	650,000						650,000				12,877	12/01/2042	1FE
10623P-CJ-7	BRAZOS STUDENT FIN CORP SR -TRUST 2003 A		06/09/2008	CALLED @ 100.00000000		600,000	600,000	600,000	600,000						600,000				11,921	07/01/2038	1FE
106238-FU-7	BRAZOS TX HIGHER ED AUTH REV SR TRUST 19		06/25/2008	CALLED @ 100.00000000		600,000	600,000	600,000	600,000						600,000				16,174	12/01/2034	1FE
110122-AN-8	BRISTOL-MYERS SQUIBB 2.510000% 09/15/202		05/20/2008	MCMAHAN SECURITIES CO LP		1,487,813	1,500,000	1,489,688	1,490,428		181		181		1,490,610		(2,797)	(2,797)	23,448	09/15/2023	1FE
110394-AB-9	BRISTOW GROUP INC		06/16/2008	GOLDMAN, SACHS & CO.		1,798,125	1,750,000	1,756,891	1,755,059	1,489	(301)		1,188		1,756,247		41,878	41,878	99,896	09/15/2017	3FE

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Designation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value								
110394-AC-7	BRISTOW GROUP INC 3.000000% 06/15/2038		06/12/2008	KBC FINANCIAL PRODUCTS USA INC		520,000	500,000	500,000						500,000		20,000	20,000			06/15/2038	3Z	
073877-BF-8	BSABS 2005-SD2, 1A1		06/25/2008	SCHEDULED REDEMPTION		502,020	502,020	502,020	502,020					502,020						4,586	03/25/2035	1FE
07387U-DN-8	BSABS 2006-EC2, A2		06/25/2008	SCHEDULED REDEMPTION		304,334	304,334	304,334	304,334					304,334						2,788	02/25/2036	1FE
07384M-4L-3	BSARM 2004-10 31A1		06/01/2008	SCHEDULED REDEMPTION		681,448	674,634	674,634	674,922		6,526		6,526	681,448						23,266	01/25/2035	1FE
07384M-6H-0	BSARM 2004-12 2A1		06/01/2008	SCHEDULED REDEMPTION		304,516	304,516	299,425	299,532		4,984		4,984	304,516						6,157	02/25/2035	1FE
07383F-EL-8	BSCMS 2000-WF2, C		04/25/2008	MERRILL LYNCH CAPITAL MARKETS		5,153,125	5,000,000	5,022,400	5,007,745		(878)		(878)	5,006,867		146,258	146,258			157,071	10/15/2032	1FE
07400W-AA-8	BSMF 2006-SL1, A		06/30/2008	Various		451,185	372,578	204,239	175,768	196,810		246,760	(49,951)	451,185						983	08/25/2036	4FE
07401U-AA-1	BSSLT 2007-SV1A, A1		06/25/2008	SCHEDULED REDEMPTION		634,414	634,414	634,414	634,414					634,414						5,896	12/25/2036	3FE
07401U-AU-7	BSSLT 2007-SV1A, A3		06/25/2008	Various		1,294,865	1,294,865	1,294,865	2,190,734					1,294,865						41,054	12/25/2036	1FE
12189T-AS-3	BURLINGTN NORTH SANTA FE		04/03/2008	HSBC SECURITIES, INC		5,389,950	5,000,000	5,842,500	5,369,188		(31,815)		(31,815)	5,337,373		52,577	52,577			111,823	12/15/2010	2FE
12189N-AA-5	BURLINGTON NORTHERN SECD NTS, BNSF 2005-		06/27/2008	ALLSTATE LIFE INSURANCE CO		1,402,388	1,432,367	1,432,367	1,432,367					1,432,367		(29,979)	(29,979)			60,778	06/28/2012	1
12189N-AB-3	BURLINGTON NORTHERN SECD NTS, BNSF 2005-		06/27/2008	ALLSTATE LIFE INSURANCE CO		1,551,864	1,569,958	1,569,958	1,569,958					1,569,958		(18,094)	(18,094)			65,876	01/02/2012	1
127190-AD-8	CACI INTERNATIONAL INC 2.125000% 05/01/2		04/04/2008	INC		158,100	150,000	145,128			160		160	145,288		12,812	12,812			1,399	05/01/2014	3Z
127387-AB-4	CADENCE DESIGN SYSTEMS 0% 08/15/2023		06/18/2008	Various		4,084,625	4,100,000	4,684,292	4,100,000					4,100,000		(15,375)	(15,375)				08/15/2023	3
14040H-AP-0	CAPITAL ONE FINANCIAL CO		06/18/2008	GREENWICH CAPITAL MARKETS, INC		4,675,000	5,000,000	5,000,000	5,000,000					5,000,000		(325,000)	(325,000)			115,738	09/10/2009	2FE
13974D-AA-4	CARAT 2007-3, A1		05/15/2008	SCHEDULED REDEMPTION		6,248,447	6,248,447	6,248,447	5,197,456		1,050,992		1,050,992	6,248,447						87,547	09/15/2008	1FE
141784-DG-0	CARGILL INC		06/27/2008	ALLSTATE LIFE INSURANCE CO		988,012	1,000,000	999,170			63		63	999,233		(11,221)	(11,221)			22,389	01/22/2013	1FE
14312U-AA-5	CARMX 2007-3 A1		04/15/2008	SCHEDULED REDEMPTION		1,205,753	1,205,753	1,205,753	900,105		305,648		305,648	1,205,753						6,258	09/15/2008	1FE
143658-AV-4	CARNIVAL CORP 1.132000% 04/29/2033		04/08/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		3,886,875	6,000,000	4,161,360	3,934,672		(44,529)		(44,529)	3,890,144		(3,269)	(3,269)			30,281	04/29/2033	1FE
144577-AA-1	CARRIZO OIL & GAS INC 4.375000% 06/01/20		05/22/2008	DEUTSCHE BANK CAPITAL CORP		1,030,000	1,000,000	1,000,000						1,000,000		30,000	30,000				06/01/2028	4Z
12489W-LB-8	CBASS 2005-CB3 AF2		05/01/2008	SCHEDULED REDEMPTION		2,167,643	2,167,643	2,134,875	2,158,552		9,091		9,091	2,167,643						43,414	05/25/2035	1FE
12489W-NM-2	CBASS 2005-CB6 A2		04/01/2008	SCHEDULED REDEMPTION		18,605	18,605	18,388	18,580		25		25	18,605						75	07/25/2035	1FE
12489W-NN-0	CBASS 2005-CB6 A3		06/01/2008	SCHEDULED REDEMPTION		373,477	373,477	366,007	367,405		6,072		6,072	373,477						9,065	07/25/2035	1FE
12489W-PH-1	CBASS 2005-CB7 AF2		06/01/2008	SCHEDULED REDEMPTION		494,428	494,428	489,793	491,166		3,262		3,262	494,428						11,987	11/25/2035	1FE
12498N-AB-9	CBASS 2006-CB2 AF2		06/01/2008	SCHEDULED REDEMPTION		168,205	168,205	167,483	167,915		291		291	168,205						4,626	12/25/2036	1FE
14983A-AA-7	CBASS 2006-SL1, A-1		06/25/2008	SCHEDULED REDEMPTION		464,260	464,260	464,260	464,260					464,260						4,022	09/25/2036	1FE
17305E-BQ-7	CCOIT 2003-C3		04/07/2008	SCHEDULED REDEMPTION		11,750,000	11,750,000	12,231,914	11,778,652		(28,652)		(28,652)	11,750,000						261,438	04/07/2010	2FE
17305E-CH-6	CCOIT 2004-A8, A8		06/06/2008	J. P. MORGAN SECURITIES, INC		25,469,844	26,000,000	25,932,032	25,931,299		3,439		3,439	25,934,738		(464,893)	(464,893)			640,539	12/12/2016	1FE
17305E-DA-0	CCOIT 2006-A2, A2		06/24/2008	BANK OF AMERICA		15,649,511	15,525,000	15,319,878	15,436,586		38,405		38,405	15,474,991		174,520	174,520			663,025	02/10/2011	1FE
17305E-DF-9	CCOIT 2006-A4, A4		06/16/2008	BANK OF AMERICA		42,339,013	41,654,000	42,143,792	42,024,834		(47,817)		(47,817)	41,977,016		361,996	361,996			1,381,004	05/10/2013	1FE
22822R-AF-7	CCI 2006-1A AFX		05/06/2008	LEHMAN BROTHERS INC		28,548,749	28,925,000	28,449,485	28,502,477		34,985		34,985	28,537,462						606,800	11/15/2036	1FE
17303C-BN-0	CCIMT 1999-2, A		06/16/2008	J. P. MORGAN SECURITIES, INC		2,147,972	2,130,000	2,234,669	2,166,526		(14,084)		(14,084)	2,152,441		(4,469)	(4,469)			101,521	03/10/2011	1FE
15132K-AA-2	CDTIM 2005-1, A1		06/20/2008	SCHEDULED REDEMPTION		455,364	455,364	455,331	455,345		18		18	455,364						9,981	05/20/2017	2FE
15135E-AB-1	CENTENNIAL CELL/COMMUNIC		06/10/2008	LEHMAN BROTHERS INC		1,283,188	1,225,000	1,324,531	1,286,250	14,452	(13,513)		939	1,287,189		(4,001)	(4,001)			61,327	06/15/2013	4FE
15133V-AG-4	CENTENNIAL COMMUNICATION		06/10/2008	BANK OF AMERICA		1,032,500	1,000,000	1,032,500	1,032,710		(2,912)		(2,912)	1,029,799		2,702	2,702			70,000	01/01/2013	5FE
14911X-AA-4	CFAT 2007-A A1		04/25/2008	SCHEDULED REDEMPTION		1,472,138	1,472,138	1,472,138	1,472,138					1,472,138						7,856	09/25/2008	1FE
161571-AL-8	CHAIT 2005-A4, A4		06/24/2008	SALOMON SMITH BARNEY		15,004,101	15,000,000	14,830,664	14,908,759		18,017		18,017	14,926,776		77,325	77,325			338,400	01/15/2013	1FE
159864-AB-3	CHARLES RIVER LABORATORI 2.250000% 06/15		04/17/2008	DEUTSCHE BANK CAPITAL CORP		128,674	100,000	107,500	106,138		(338)		(338)	105,801						794	06/15/2013	3FE
16411R-AD-1	CHENIERE ENERGY INC 2.250000% 08/01/2012		04/01/2008	KBC FINANCIAL PRODUCTS USA INC		375,340	500,000	500,000	500,000					500,000		(124,660)	(124,660)			7,594	08/01/2012	4
16411R-AE-9	CHENIERE ENERGY INC 2.250000% 08/01/2012		04/07/2008	KBC FINANCIAL PRODUCTS USA INC		381,500	500,000	593,930	525,000		39,335		(3,903)	560,432		(178,932)	(178,932)			7,781	08/01/2012	4
165167-BW-6	CHESAPEAKE ENERGY CORP 2.750000% 11/15/2		06/30/2008	Various		9,939,848	5,850,000	6,439,509	6,401,918		22,002		(34,720)	6,389,201		3,550,647	3,550,647			94,046	11/15/2035	3FE
995481-9D-2	CHS COMMUNITY HEALTH SYS. INC. TERM LOAN		06/09/2008	Various		2,569,712	2,721,072	2,721,072	2,716,840		4,232		4,232	2,721,072		(151,360)	(151,360)			59,169	07/25/2014	3FE
12558M-BM-3	CITHE 2003-1		06/01/2008	SCHEDULED REDEMPTION		92,294	92,294	92,283	92,291		3		3	92,294						2,028	10/20/2032	1FE
12558M-BN-1	CITHE 2003-1		06/01/2008	SCHEDULED REDEMPTION		92,294	92,294	92,265	92,285		9		9	92,294						2,265	09/20/2032	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
17305E-BT-1	CITIBANK CREDIT CARD ISSUANCE		06/11/2008	DEUTSCHE BANK SECURITIES		8,014,981	9,250,000	9,114,130	9,132,566		8,587		8,587		9,141,153		(1,126,172)	(1,126,172)	238,958	06/10/2015	2FE	
172967-CM-1	CITIGROUP INC		04/04/2008	SALOMON SMITH BARNEY		9,823,940	10,000,000	10,026,000	10,009,575		(1,761)		(1,761)		10,007,814		(183,874)	(183,874)	159,708	06/09/2009	1FE	
172967-DU-2	CITIGROUP INC		06/18/2008	Various		15,928,500	16,000,000	15,769,320	15,792,475		21,881		21,881		15,814,355		114,145	114,145	563,408	09/29/2011	1FE	
172967-ER-8	CITIGROUP INC		04/22/2008	Various		6,003,750	6,000,000	6,000,000							6,000,000		3,750	3,750		04/29/2019	1Z	
167685-JH-0	CITY OF CHICAGO SINGLE FAMILY MORTGAGE R		06/01/2008	SCHEDULED REDEMPTION		23,368	23,368	23,368	23,368						23,368				676	09/01/2032	1	
19458L-AC-4	COLLEGE FUNDING SERVICES ED LN TRUST 200		05/22/2008	CALLED @ 100.00000000		6,150,000	6,150,000	6,150,000	6,150,000						6,150,000				143,671	03/01/2042	1FE	
19458L-AD-2	COLLEGE FUNDING SERVICES ED LN TRUST 200		05/22/2008	CALLED @ 100.00000000		7,000,000	7,000,000	7,000,000	7,000,000						7,000,000				155,576	03/01/2042	1FE	
196777-KU-9	COLLEGEINV STUD LN NOTES SR - TRUST 1999		06/30/2008	DAIN RAUSCHER INCORPORATED		15,300,000	15,300,000	15,300,000	15,300,000						15,300,000				434,516	06/01/2040	1FE	
20030N-AW-1	COMCAST CORP		06/18/2008	DEUTSCHE BANK SECURITIES		2,882,280	3,000,000	2,999,280			7		7		2,999,287		(117,007)	(117,007)	21,850	05/15/2018	2FE	
14041N-AW-1	COMET 2003-A4, A4		06/05/2008	SALOMON SMITH BARNEY		6,710,469	6,700,000	6,503,449	6,649,122		31,650		31,650		6,680,772		29,697	29,697	118,879	07/15/2011	1FE	
14041N-AT-8	COMET 2003-B3, B3		06/05/2008	MORGAN STANLEY DEAN WITTER		7,508,204	7,500,000	7,495,537	7,499,383		436		436		7,499,819		8,384	8,384	164,063	06/15/2011	1FE	
14041N-CU-3	COMET 2006-A6, A6		06/16/2008	LEHMAN BROTHERS INC.		22,012,890	22,000,000	21,990,547	21,993,335		876		876		21,994,212		18,678	18,678	595,956	02/18/2014	1FE	
20557#-AB-7	COMPUTERSHARE LTD SER B GTD SR NTS		06/27/2008	ALLSTATE LIFE INSURANCE CO		6,835,667	7,000,000	7,000,000	7,000,000						7,000,000		(164,333)	(164,333)	264,153	03/22/2012	1	
20557#-AC-5	COMPUTERSHARE LTD SER C GTD SR NTS		06/27/2008	ALLSTATE LIFE INSURANCE CO		2,884,784	3,000,000	3,000,000	3,000,000						3,000,000		(115,216)	(115,216)	120,313	03/22/2015	1	
205887-AW-2	CONAGRA INC		06/27/2008	Various		7,102,177	6,666,000	6,976,036	6,777,979		(16,244)		(16,244)		6,761,735		340,442	340,442	377,959	09/15/2010	2FE	
22160K-AC-9	COSTCO WHOLESALE CORP		05/16/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		3,075,120	3,000,000	2,995,230	2,995,545		147		147		2,995,691		79,429	79,429	112,750	03/15/2017	1FE	
224044-BG-1	COX COMMUNICATIONS INC		06/19/2008	BARCLAYS BANK		4,992,500	5,000,000	4,804,400	4,935,306		41,237		41,237		4,976,543		15,957	15,957	141,545	10/01/2008	2FE	
12619R-AB-4	CPS 2007-A A2		06/15/2008	SCHEDULED REDEMPTION		3,577,448	3,577,448	3,577,193	3,577,349		100		100		3,577,448				88,643	10/15/2010	1FE	
12619M-AB-5	CPS 2007-B A2		06/15/2008	SCHEDULED REDEMPTION		2,384,862	2,384,862	2,384,721	2,384,801		61		61		2,384,862				61,495	02/15/2011	1FE	
22541H-BF-8	CREDIT SUISSE NEW YORK 1.000000% 08/26/2		06/25/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		888,090	700,000	700,000	700,000						700,000			188,090	188,090	5,911	08/26/2013	1FE
225434-AF-6	CREDIT SUISSE USA INC		04/03/2008	JEFFERIES & COMPANY, INC.		3,093,060	3,000,000	2,990,640	2,993,788		488		488		2,994,276		98,784	98,784	94,500	03/02/2011	1FE	
17310N-AF-5	CRMSI 2006-3, A6		06/17/2008	SALOMON SMITH BARNEY		13,800,000	15,000,000	14,999,700	14,999,745		20		20		14,999,766		(1,199,766)	(1,199,766)	466,655	11/25/2036	1FE	
225470-UM-3	CSMC 2006-1 1A5		04/01/2008	SCHEDULED REDEMPTION		373,964	373,964	366,687	366,446						373,964				8,570	02/25/2036	1FE	
12638P-BV-0	CSMC 2007-3 4A6		06/25/2008	SCHEDULED REDEMPTION		318,213	318,213	318,213	318,213						318,213				6,496	04/25/2037	1FE	
22944B-AK-4	CSMC 2007-5 1A10		06/24/2008	Various		296,465	206,125	238,948	276,948		56,809		56,809		296,465				3,602	08/25/2037	1FE	
22944B-AF-5	CSMC 2007-5 1A6		06/24/2008	Various		174,919	121,617	143,401	162,948		31,100		31,100		174,919				2,126	08/25/2037	1FE	
12667F-AG-0	CWALT 2004-2CB 1A1		06/01/2008	SCHEDULED REDEMPTION		618,959	618,959	605,807	616,626		2,334		2,334		618,959				12,388	03/25/2034	1FE	
12667F-AK-1	CWALT 2004-2CB 1A4		06/25/2008	SCHEDULED REDEMPTION		243,512	243,512	243,474	243,490		22		22		243,512				4,200	03/25/2034	1FE	
12668B-KC-6	CWALT 2006-J1 1A6		06/01/2008	SCHEDULED REDEMPTION		1,181,406	1,181,406	1,179,007	1,179,878		1,528		1,528		1,181,406				30,845	02/25/2036	1FE	
02151L-AA-4	CWALT 2007-20 A1		06/30/2008	Various		224,790	125,701	190,516	224,790						1,902,247,990				1,902,247,990	06/25/2047	1FE	
126685-AB-2	CWHL 2005-B, 2A		06/16/2008	SCHEDULED REDEMPTION		177,887	177,887	177,887	177,887						177,887				3,021	05/15/2035	3FE	
12669G-NM-9	CWHL 2005-7 1-A2		06/25/2008	SCHEDULED REDEMPTION		28,181	28,181	27,054	28,181		1,126		1,126		28,181				483	03/25/2035	1FE	
12669A-GD-4	CWHL 2005-HYB7 3A2		06/01/2008	SCHEDULED REDEMPTION		393,663	393,663	391,188	391,892		1,771		1,771		393,663				10,797	11/20/2035	1FE	
126671-RA-0	CWIL 2003-5, MF1		06/01/2008	SCHEDULED REDEMPTION		646,391	646,391	644,774	645,367		1,024		1,024		646,391				16,488	01/25/2034	1FE	
126671-R5-7	CWIL 2003-5, MF2		06/01/2008	SCHEDULED REDEMPTION		81,824	81,824	81,822	81,824		1		1		81,824				2,298	11/25/2033	1FE	
126673-DR-0	CWIL 2004-7, MF2		06/01/2008	SCHEDULED REDEMPTION		1,661,146	1,661,146	1,661,131	1,661,136		10		10		1,661,146				43,662	10/25/2034	1FE	
126673-WQ-1	CWIL 2005-1, 1AV2		05/27/2008	SCHEDULED REDEMPTION		1,569,186	1,569,186	1,569,214	1,569,214		(16)		(16)		1,569,186				12,130	07/25/2035	1FE	
126673-WE-8	CWIL 2005-1, MF1		06/01/2008	SCHEDULED REDEMPTION		281,771	281,771	281,769	281,771		1		1		281,771				7,297	07/25/2035	1FE	
126673-WF-5	CWIL 2005-1, MF2		06/01/2008	SCHEDULED REDEMPTION		190,195	190,195	190,188	190,191		4		4		190,195				4,643	07/25/2035	1FE	
126673-WG-3	CWIL 2005-1, MF3		06/01/2008	SCHEDULED REDEMPTION		105,664	105,664	105,661	105,663		1		1		105,664				2,603	07/25/2035	1FE	
126673-WH-1	CWIL 2005-1, MF4		06/01/2008	SCHEDULED REDEMPTION		140,885	140,885	140,880	140,882		3		3		140,885				3,532	07/25/2035	1FE	
126673-WJ-7	CWIL 2005-1, MF5		06/01/2008	SCHEDULED REDEMPTION		88,053	88,053	88,052	88,053		1		1		88,053				2,247	07/25/2035	1FE	
126673-ZU-9	CWIL 2005-3, AF6		06/11/2008	Various		18,218,440	20,000,000	19,756,250	19,762,062		3,791		3,791		19,765,853		(1,547,413)	(1,547,413)	563,859	08/25/2035	1FE	
126673-ZW-5	CWIL 2005-3, MF2		06/01/2008	SCHEDULED REDEMPTION		372,715	372,715	372,710	372,710		3		3		372,715				9,268	08/25/2035	1FE	
126673-ZX-3	CWIL 2005-3, MF3		06/01/2008	SCHEDULED REDEMPTION		462,167	462,167	462,164	462,155		12		12		462,167				11,592	08/25/2035	1FE	
126673-ZY-1	CWIL 2005-3, MF4		06/01/2008	SCHEDULED REDEMPTION		201,266	201,266	201,264	201,265		1		1		201,266				5,137	08/25/2035	1FE	
126673-ZZ-8	CWIL 2005-3, MF5		06/01/2008	SCHEDULED REDEMPTION		142,509	142,509	142,503	142,506		3		3		142,509				3,668	08/25/2035	1FE	
126685-CZ-7	CWIL 2006-S1, A2		06/01/2008	SCHEDULED REDEMPTION		3,416,192	3,416,192	3,416,138	3,416,180		12		12		3,416,192				78,965	08/25/2021	1FE	
12669R-AC-1	CWIL 2007-S1 A3		06/01/2008	SCHEDULED REDEMPTION		97,481	97,481	97,476	97,477		4		4		97,481				2,732	11/25/2036	1FE	
152314-OP-2	CXHE 2001-B A5		06/01/2008	SCHEDULED REDEMPTION		126,661	126,661															

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
152314-HS-2	CXHE 2003-C, M2		06/25/2008	SCHEDULED REDEMPTION		260,963	260,963	262,312	261,476		(513)		(513)		260,963				5,801	09/25/2033	1FE
152314-LN-8	CXHE 2004-D, MF2		06/01/2008	SCHEDULED REDEMPTION		127,979	127,979	127,939	127,962		17		17		127,979				3,299	09/25/2034	1FE
152314-NM-8	CXHE 2005-C AF3		04/01/2008	SCHEDULED REDEMPTION		122,965	122,965	121,971	122,827		138		138		122,965				631	06/25/2035	1FE
152314-NN-6	CXHE 2005-C, AF4		06/01/2008	SCHEDULED REDEMPTION		7,143,830	7,143,830	7,051,462	7,082,568		61,262		61,262		7,143,830				151,742	06/25/2035	1FE
235851-AF-9	DANAHER CORP 0% 01/22/2021		04/18/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		771,926	700,000	510,948	514,224		3,792		3,792		518,017		253,909	253,909		01/22/2021	1FE
24702R-AA-9	DELL INC		06/17/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		2,891,520	3,000,000	2,998,290			54		54		2,998,344		(106,824)	(106,824)	24,675	04/15/2013	1FE
24702R-AB-7	DELL INC		04/16/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		2,975,880	3,000,000	2,992,080			7		7		2,992,087		(16,207)	(16,207)	1,883	04/15/2018	1FE
251799-AA-0	DEVON ENERGY CORPORATION		04/17/2008	MERRILL LYNCH CAPITAL MARKETS		3,653,040	3,000,000	3,615,810	3,606,420		(3,312)		(3,312)		3,603,108		49,932	49,932	123,888	04/15/2032	2FE
25179M-AA-1	DEVON ENERGY CORPORATION 4.900000% 08/15		06/23/2008	CITIGROUP GLOBAL MARKETS		905,032	500,000	573,750	501,566		(1,222)		(1,222)		500,344		404,688	404,688	21,165	08/15/2008	2FE
26138E-AA-7	DR PEPPER SNAPPLE GROUP		05/08/2008	LEHMAN BROTHERS INC.		4,642,740	4,500,000	4,499,415			4		4		4,499,419		143,321	143,321	9,945	05/01/2013	2FE
26138E-AC-3	DR PEPPER SNAPPLE GROUP		04/29/2008	LEHMAN BROTHERS INC.		3,091,530	3,000,000	2,999,550							2,999,550		91,980	91,980	1,137	05/01/2018	2FE
26157V-9B-5	DRESSER INC. 1ST LIEN		10/29/2007	VARIOUS		3,343,767	2,500,000	2,437,735	2,435,346		(375)		(375)		2,434,972		908,795	908,795	41,106	05/04/2014	4FE
23330X-AK-6	DRS TECHNOLOGIES INC 2.000000% 02/01/202		05/30/2008	VARIOUS		3,343,767	2,500,000	2,437,735	2,435,346		(375)		(375)		2,434,972		908,795	908,795	41,106	02/01/2026	4FE
26442C-AB-0	DUKE ENERGY CAROLINAS		05/14/2008	WARBURG DILLION READ LLC		2,971,770	3,000,000	2,997,900			9		9		2,997,909		(26,139)	(26,139)	64,500	01/15/2038	1FE
277461-BE-8	EASTMAN KODAK CO 3.375000% 10/15/2033		06/11/2008	MCMAHAN SECURITIES CO LP		842,625	900,000	964,980	915,750	40,169	(9,088)		31,081		946,831		(104,206)	(104,206)	20,334	10/15/2033	4FE
280907-BM-7	EDUCATION LOANS INC SR - TRUST 2004 C/D		06/30/2008	VARIOUS		26,100,000	26,100,000	26,100,000	26,100,000						26,100,000				708,565	12/01/2036	1FE
268440-AE-4	EFISI STUDENT LN SR - TRUST 2003 - SER 03		06/25/2008	VARIOUS		3,500,000	3,500,000	3,500,000	3,500,000						3,500,000				80,571	06/01/2039	1FE
285661-AF-1	ELEC DATA SYSTEM		06/27/2008	VARIOUS		3,984,688	4,000,000	3,999,830	3,999,063		(690)		(690)		3,998,372		(13,685)	(13,685)	139,823	07/15/2023	2FE
286082-AA-0	ELECTRONICS FOR IMAGING 1.500000% 06/01/		05/06/2008	MCMAHAN SECURITIES CO LP		2,739,688	2,750,000	2,764,680	2,731,908		(7,184)		(7,184)		2,724,725		14,963	14,963	18,104	06/01/2023	2
29266R-L#-3	ENERGIZER HOLDINGS, INC. (SEPTEMBER 2007		06/27/2008	ALLSTATE LIFE INSURANCE CO		9,755,784	10,000,000	10,000,000	10,000,000						10,000,000		(244,216)	(244,216)	480,375	10/15/2017	2
29426L-AA-6	EPICOR SOFTWARE CORP 2.375000% 05/15/202		05/28/2008	MCMAHAN SECURITIES CO LP		735,000	1,000,000	1,000,000	905,000	95,000			95,000		1,000,000		(265,000)	(265,000)	12,997	05/15/2027	4Z
294751-DF-6	EQABS 2003-4, M1		06/01/2008	SCHEDULED REDEMPTION		106,424	106,424	105,667	105,915		509		509		106,424				2,754	10/25/2034	1FE
89838A-AA-7	ESTATE OF JAMES CAMPBELL SER A SR NTS		06/27/2008	ALLSTATE LIFE INSURANCE CO		4,776,690	5,000,000	5,000,000	5,000,000						5,000,000		(223,310)	(223,310)	127,096	09/30/2011	1
303727-AJ-0	FAIRCHILD SEMICONDUCTOR 5.000000% 11/01/		05/19/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		6,741,563	6,750,000	6,648,938	6,640,313	86,066	10,958		97,024		6,737,336		4,226	4,226	188,438	11/01/2008	4FE
302460-AB-9	FBRSI 2005-1, A2		05/28/2008	SCHEDULED REDEMPTION		294,994	294,994	294,994	294,994						294,994				4,499	06/28/2035	1FE
31959A-AA-1	FCHT 2005-1A, A		06/16/2008	SCHEDULED REDEMPTION		96,410	96,410	96,410	96,410						96,410				599	09/15/2022	1FE
302915-AA-1	FGIC CORP		06/30/2008	SALOMON SMITH BARNEY		29,050	415,000	91,300			27		27		91,327		(62,277)	(62,277)	11,620	01/15/2034	4FE
319963-AN-4	FIRST DATA CORPORATION		06/12/2008	CITIBANK		1,489,850	1,660,000	1,394,400			4,107		4,107		1,398,507		91,343	91,343	35,062	09/24/2015	4FE
836520-EQ-5	FIRST SOURCE CORP/CITY OF SO BEND		06/01/2008	SCHEDULED REDEMPTION		140,507	140,507	140,507	140,507						140,507		3,663	3,663	04/01/2012	1	
319098-AA-3	FIRST SOURCE CORP/FIRST BANK CNTR		06/01/2008	SCHEDULED REDEMPTION		40,931	40,931	40,931	40,931						40,931				1,335	04/01/2012	1
33738M-AE-1	FIRST UNION NATL BANK		06/27/2008	VARIOUS		15,846,360	15,000,000	16,672,050	15,611,216		(90,430)		(90,430)		15,520,787		325,573	325,573	918,667	08/18/2010	1FE
343412-AA-0	FLUOR CORP 1.500000% 02/15/2024		05/27/2008	JEFFERIES & COMPANY, INC.		410,100	125,000	188,471	146,245		(8,148)		(8,148)		138,097		272,003	272,003	1,484	02/15/2024	1FE
32113J-BR-5	FNLC 2005-3, AV2		06/25/2008	SCHEDULED REDEMPTION		727,088	727,088	727,088	727,088						727,088				6,633	12/25/2035	1FE
345397-UC-5	FORD MOTOR CREDIT CO		04/07/2008	MERRILL LYNCH CAPITAL MARKETS		5,452,500	6,000,000	5,308,340	5,405,868	246,688	43,621		290,309		5,696,177		(243,677)	(243,677)	251,750	01/15/2010	4FE
36156H-AG-3	GCO ED LOAN FUNDING STUDENT LN - TRUST I		06/30/2008	DAIN RAUSCHER INCORPORATED		15,000,000	15,000,000	15,000,000							15,000,000				316,979	09/01/2040	1FE
36158Y-BC-2	GEOMC 2001-1, C		06/19/2008	GOLDMAN, SACHS & CO.		10,357,813	10,000,000	11,484,375	10,799,558		(111,275)		(111,275)		10,688,283		(330,470)	(330,470)	393,087	05/15/2033	1FE
36962G-3P-7	GENERAL ELEC CAP CORP		06/13/2008	WACHOVIA SECURITIES		5,870,800	6,500,000	6,007,560			882		882		6,008,442		(137,642)	(137,642)	163,358	01/14/2038	1FE
36962G-3U-6	GENERAL ELEC CAP CORP		06/13/2008	RBC DAIN RAUSCHER		6,826,610	7,000,000	6,981,310			223		223		6,981,533		(154,923)	(154,923)	62,344	05/01/2018	1FE
36962G-M6-8	GENERAL ELEC CAP CORP		05/14/2008	J. P. MORGAN SECURITIES, INC.		5,031,000	5,000,000	4,725,900	4,796,275		18,161		18,161		4,814,437		216,563	216,563	108,160	11/21/2011	1FE
36962G-P6-5	GENERAL ELEC CAP CORP		06/13/2008	JEFFERIES & COMPANY, INC.		3,922,400	4,000,000	3,853,360	3,858,709		7,577		7,577		3,866,286		56,114	56,114	56,333	03/04/2015	1FE
370334-BF-0	GENERAL MILLS INC		04/02/2008	J. P. MORGAN SECURITIES, INC.		4,032,080	4,000,000	3,990,960			60		60		3,991,020		41,060	41,060	11,556	03/17/2015	2FE

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
370334-BC-7	GENERAL MILLS INC 5.250000% 04/11/2037		04/14/2008	Various		5,992,500	6,000,000	5,992,800	5,992,864				37		5,992,902		(402)	(402)	127,302	04/11/2037	2FE
372917-AN-4	GENZYME CORP 1.250000% 12/01/2023		04/16/2008	CITIGROUP GLOBAL MARKETS		1,587,404	1,400,000	1,451,745	1,419,583		(6,533)		(6,533)		1,413,051		174,353	(174,353)	6,806	12/01/2023	2FE
373298-CG-1	GEORGIA-PACIFIC CORP		05/16/2008	CIBC WORLD MARKETS		1,741,250	1,750,000	1,750,000	1,701,875	48,125			48,125		1,750,000		(8,750)	(8,750)	104,125	01/15/2015	4FE
361856-EC-7	GIACM 2005-HE1, A3		06/25/2008	SCHEDULED REDEMPTION		1,147,272	1,147,272	1,147,272	1,147,272						1,147,272				18,770	08/25/2035	3FE
36185H-EG-4	GIACM 2006-HLTV1, A-2		06/01/2008	SCHEDULED REDEMPTION		7,439,916	7,439,916	7,419,761	7,436,920		2,996		2,996		7,439,916				196,257	10/25/2029	2FE
38011M-AA-6	GMX RESOURCES INC 5.000000% 02/01/2013		06/18/2008	JEFFERIES & COMPANY, INC.		763,000	400,000	400,000						400,000		363,000	363,000	6,451	02/01/2013	4Z	
05069M-30-6	GOLDMAN SACHS - RITS 2006-7		05/22/2008	DISTRIBUTION		95										95	95		06/08/2026	1FE	
05069G-30-9	GOLDMAN SACHS - RITS 2006-8		05/15/2008	DISTRIBUTION		501										501	501		06/08/2026	1FE	
38143U-BE-0	GOLDMAN SACHS GROUP LP		04/02/2008	GOLDMAN, SACHS & CO.		10,036,900	10,000,000	9,979,500	9,989,289		1,111		1,111		9,990,399		46,501	46,501	140,000	06/15/2010	1FE
36228F-AK-2	GS MORTGAGE SECURITIES CORP 98-3 A		06/01/2008	SCHEDULED REDEMPTION		45,227	45,227	47,213	46,631		(1,404)		(1,404)		45,227				1,628	09/19/2027	1FE
36228F-AA-4	GS MTG PARTICIPATION SECURITIES 98-1 A		06/01/2008	SCHEDULED REDEMPTION		14,932	14,932	15,646	15,453		(521)		(521)		14,932				646	09/19/2027	1FE
36228F-AE-6	GS MTG PARTICIPATION SECURITIES 98-2 A		06/01/2008	SCHEDULED REDEMPTION		28,098	28,098	29,279	28,950		(852)		(852)		28,098				1,017	05/19/2027	1FE
36228F-P7-5	GSAMP 2004-NC1, M2		06/25/2008	SCHEDULED REDEMPTION		577,367	577,367	580,886	578,783		(1,433)		(1,433)		577,367				11,894	03/25/2034	1FE
362341-KA-6	GSAMP 2005-HE4 A2B		06/25/2008	SCHEDULED REDEMPTION		855,329	855,329	851,586	850,700		4,628		4,628		855,329				14,228	07/25/2045	1FE
36244M-AA-9	GSAMP 2006-S4, A1		06/25/2008	SCHEDULED REDEMPTION		447,468	447,468	447,468	447,468						447,468				3,950	05/25/2036	1FE
36228F-CG-9	GSMP 99-2 A1		06/01/2008	SCHEDULED REDEMPTION		63,907	63,907	65,704	65,162		(1,256)		(1,256)		63,907				2,448	09/19/2027	1FE
44920N-AA-2	HART 2007-A A1		04/15/2008	SCHEDULED REDEMPTION		1,332,195	1,332,195	1,332,195	1,332,195						1,332,195				5,678	10/15/2008	1FE
40430H-CK-2	HASC 2005-11, 2A1		05/27/2008	SCHEDULED REDEMPTION		136,287	136,287	136,287	136,287						136,287				1,318	11/25/2035	1FE
41809X-AA-2	HASON 2007-OPT1 A		06/26/2008	SCHEDULED REDEMPTION		13,594	13,594	13,493	13,578		16		16		13,594				325	12/26/2036	5FE
420122-AB-9	HAWKER BEECHCRAFT ACQ CO		05/12/2008	WITTER		517,500	500,000	500,000	500,000						500,000		17,500	17,500	26,444	04/01/2015	4FE
404119-AX-7	HCA INC		04/23/2008	Various		4,777,500	4,500,000	4,747,500	4,725,000	11,474	(7,875)		3,599		4,728,599		48,901	48,901	179,219	11/15/2016	4FE
197677-9A-7	HCA, INC. TRANCHE B TERM LOAN		06/30/2008	SCHEDULED REDEMPTION		10,038	10,038	10,038	10,038						10,038				375	11/17/2013	3FE
41283A-CD-9	HDOT 2006-1, A1		05/15/2008	SCHEDULED REDEMPTION		1,621,192	1,621,192	1,621,128	1,621,187		5		5		1,621,192				17,609	06/15/2010	1FE
421933-AJ-1	HEALTH MANAGEMENT ASSOC 3.750000% 05/01/2028		05/16/2008	USA INC		1,043,750	1,000,000	1,000,000	1,000,000						1,000,000		43,750	43,750		05/01/2028	4Z
22541N-ZE-2	HEAT 2003-1, M2		06/25/2008	SCHEDULED REDEMPTION		190,213	190,213	191,164	190,882		(669)		(669)		190,213				5,003	06/25/2033	1FE
127914-AB-5	HELIX ENERGY SOLUTIONS 3.250000% 12/15/2025		04/01/2008	BANK OF AMERICA SECURITIES LLC		1,212,178	1,000,000	1,315,388	1,268,107		(14,585)		(14,585)		1,253,522		(41,344)	(41,344)	9,840	12/15/2025	2
225470-QV-8	HEMT 2005-5, A1A		06/25/2008	SCHEDULED REDEMPTION		178,841	178,841	178,841	178,841						178,841				1,618	04/25/2036	1FE
2254W0-LG-8	HEMT 2005-HF1, A3A		06/25/2008	SCHEDULED REDEMPTION		202,620	202,620	202,620	202,620						202,620				1,829	02/25/2036	1FE
225470-XH-1	HEMT 2006-1, A-1B		06/25/2008	SCHEDULED REDEMPTION		256,279	256,279	256,279	256,279						256,279				1,965	05/25/2036	1FE
225470-W5-8	HEMT 2006-2, 2A1		06/25/2008	SCHEDULED REDEMPTION		195,974	195,974	195,974	195,974						195,974				1,833	07/25/2036	2FE
806407-AB-8	HENRY SCHEIN INC 3.000000% 08/15/2034		05/05/2008	BANK OF AMERICA SECURITIES LLC		199,125	150,000	177,226	169,697		(2,705)		(2,705)		166,992		32,133	32,133	3,288	08/15/2034	1
42726#-AA-9	HERITAGE OPERATING SENIOR NOTES		06/30/2008	SCHEDULED REDEMPTION		200,000	200,000	201,194	200,416		(416)		(416)		200,000				8,550	06/30/2011	2
42805R-AC-3	HERTZ 2004-1A A3		05/25/2008	SCHEDULED REDEMPTION		5,245,000	5,245,000	5,138,087	5,214,579		30,421		30,421		5,245,000				56,056	05/25/2009	1FE
428236-AS-2	HEWLETT-PACKARD CO		06/18/2008	WACHOVIA SECURITIES		5,892,720	6,000,000	5,995,920			95		95		5,996,015		(103,295)	(103,295)	100,833	03/01/2018	1FE
40431F-AD-3	HFCHC 2007-1 A1V		06/20/2008	SCHEDULED REDEMPTION		176,170	176,170	176,170	176,170						176,170				1,099	03/20/2036	1FE
40431M-AD-8	HFCHC 2007-2 A1V		06/20/2008	SCHEDULED REDEMPTION		1,897,679	1,897,679	1,897,679	1,897,679						1,897,679				11,480	07/20/2036	1FE
43718U-AA-4	HMLT 2006-1, A1		06/16/2008	SCHEDULED REDEMPTION		595,279	595,279	595,279	595,279						595,279				3,647	02/15/2037	1FE
43739E-AJ-6	HMBT 2004-2 A1		06/25/2008	SCHEDULED REDEMPTION		156,931	156,931	157,176	157,148		(217)		(217)		156,931				2,762	12/25/2034	1FE
43686#-AA-5	HOMAN SQUARE 3% SR NTS, DUE 12/11/15		06/01/2008	SCHEDULED REDEMPTION		40,232	40,232	33,489		33,628	6,604		40,232		40,232				570	12/01/2015	6
44044K-AB-7	HORIZON LINES INC 4.250000% 08/15/2012		04/18/2008	USA INC		456,000	600,000	550,875			1,241		1,241		552,116		(96,116)	(96,116)	4,817	08/15/2012	4FE
441812-KJ-2	HSBC FINANCE CORP		06/18/2008	GREENWICH CAPITAL MARKETS, INC.		24,610,500	25,000,000	25,082,500	25,035,921		(8,943)		(8,943)		25,026,978		(416,478)	(416,478)	621,814	11/16/2009	1FE
451663-AC-2	IDEARC INC		05/14/2008	MORGAN STANLEY DEAN WITTER		2,130,000	3,000,000	2,735,000	1,835,000	165,000	4,398		169,398		2,739,398		(609,398)	(609,398)	46,667	11/15/2016	4FE
45200#-AA-7	ILLINOIS FACILITIES FUND LOAN 3%		04/01/2008	SCHEDULED REDEMPTION		100,000	100,000	100,000	100,000						100,000				1,474	01/01/2015	4
452327-AA-7	ILLUMINA INC .625000% 02/15/2014		04/16/2008	CORP.		692,000	400,000	361,532	365,658		1,611		1,611		367,269		324,731	324,731	1,708	02/15/2014	4
45256#-AA-0	IMPACT C.I.L. PARENT, LLC		06/23/2008	SCHEDULED REDEMPTION		68,797	68,797	69,365	69,175		(378)		(378)		68,797				1,147	08/22/2013	2FE
45256H-AA-6	IMPACT FUNDING LLC SER 2001-A CL A COMM		06/01/2008	SCHEDULED REDEMPTION		390,468	390,468	401,373	400,420		(9,953)		(9,953)		390,468				11,980	07/25/2031	1
437089-AA-3	INDS 2006-1, A-1		06/25/2008	Various		698,800	698,800	698,800	927,063						698,800				7,384	05/25/2036	3FE
456610-AC-8	INDX 2006-AR15 A3		06/25/2008	SCHEDULED REDEMPTION		146,389	146,389	146,389	146,389						146,389				2,452	07/25/2036	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
456660-AB-8	INFORMATICA CORP 3.000000% 03/15/2026		04/17/2008	CITIGROUP GLOBAL MARKETS		1,072,000	1,000,000	1,016,250	1,012,997						1,011,794		60,206	60,206	18,083	03/15/2026	4
457985-AD-1	INTEGRA LIFESCENCES HLD 2.500000% 03/15		04/16/2008	CONVERSION		(39,357)			653,777				(1,204)	(1,204)			(39,357)	(39,357)		05/15/2008	4
465823-AG-7	IVAX CORP 4.500000% 05/15/2008		04/09/2008	Various		2,572,986	2,500,000	2,498,750	2,499,888			80	80		2,499,968		73,018	73,018	45,559	05/15/2008	2
46602W-AB-0	IXIS 2006-HE2, A2		06/25/2008	SCHEDULED REDEMPTION		747,684	747,684	747,714	747,699			(15)	(15)		747,684				7,218	08/25/2036	1FE
46626L-BW-9	JPMAC 2005-FRE1, A2F2		06/01/2008	SCHEDULED REDEMPTION		511,143	511,143	507,988	511,071			72	72		511,143				12,486	10/25/2035	1FE
46626L-GZ-7	JPMAC 2006-FRE2 A3		06/25/2008	SCHEDULED REDEMPTION		1,412,417	1,412,417	1,412,417	1,412,417						1,412,417				29,101	02/25/2036	1FE
617059-FF-2	JPMC 1999-C7, D		04/25/2008	GOLDMAN, SACHS & CO.		7,550,977	7,500,000	7,819,336	7,551,986					(18,317)			17,308	17,308	264,708	10/15/2035	1FE
46625H-HA-1	JPMORGAN CHASE & CO		04/17/2008	Various		6,056,250	6,000,000	6,000,000							6,000,000		56,250	56,250		04/29/2049	1Z
442488-AY-8	K. HOVNIAN ENTERPRISES		04/01/2008	INC.		822,000	1,200,000	837,000	816,000	21,510	7,133		28,643		844,643		(22,643)	(22,643)	53,958	01/15/2016	4FE
485170-BO-7	KANSAS CITY SOUTHERN		06/10/2008	Various		1,175,581		979,125	979,125						979,125		196,456	196,456	17,937	01/01/2049	1
488360-AB-4	KEMET CORP 2.250000% 11/15/2026		05/08/2008	BOSTON CORPORATION		695,000	1,000,000	982,120	910,000	72,302	274		72,576		982,576		(287,576)	(287,576)	11,125	11/15/2026	4Z
990776-9A-6	KEYSTONE AUTOMOTIVE OPERATIONS, INC. TER		06/27/2008	SCHEDULED REDEMPTION		95,237	95,237	95,333	95,254	84	(101)		(17)		95,237				130	01/12/2012	4FE
49460W-AF-6	KINETIC CONCEPTS INC 3.250000% 04/15/201		04/16/2008	Various		1,248,938	1,250,000	1,250,000							1,250,000		(1,063)	(1,063)		04/15/2015	4FE
48248A-AA-6	KKR FINANCIAL HOLDINGS 7.000000% 07/15/2		04/16/2008	CITIGROUP GLOBAL MARKETS		283,500	350,000	350,000	307,125	42,875			42,875		350,000		(66,500)	(66,500)	18,239	07/15/2012	3Z
50075N-AB-0	KRAFT FOODS INC		04/16/2008	J. P. MORGAN SECURITIES, INC.		6,146,460	6,000,000	6,064,920	6,055,987		(4,045)		(4,045)		6,051,942		94,518	94,518	159,375	11/01/2011	2FE
50075N-AR-5	KRAFT FOODS INC		05/16/2008	MERRILL LYNCH CAPITAL MARKETS		3,083,040	3,000,000	3,060,750			(61)		(61)		3,060,689		22,351	22,351	58,333	08/11/2037	2FE
50075N-AT-1	KRAFT FOODS INC		04/15/2008	J. P. MORGAN SECURITIES, INC.		3,035,220	3,000,000	2,980,530	2,980,540		59		59		2,980,599		54,621	54,621	72,188	02/01/2038	2FE
50075N-AU-8	KRAFT FOODS INC		05/16/2008	RBC DAIN RAUSCHER		3,015,930	3,000,000	2,985,450	2,985,504		410		410		2,985,915		30,015	30,015	81,156	02/01/2018	2FE
501044-CK-5	KROGER CO.		04/10/2008	J. P. MORGAN SECURITIES, INC.		4,671,900	4,500,000	4,474,890			12		12		4,474,902		196,998	196,998	15,525	04/15/2038	2FE
502413-AW-7	L-3 COMMUNICATIONS CORP 3.000000% 08/01/		04/28/2008	CITIGROUP GLOBAL MARKETS		923,788	725,000	719,563	719,747		41		41		719,788		204,000	204,000	16,313	08/01/2035	3FE
513075-AG-6	LAMAR MEDIA CORP		05/29/2008	KBC FINANCIAL PRODUCTS		1,231,250	1,250,000	1,222,049	1,227,205		1,615		1,615		1,228,820		2,430	2,430	83,576	01/01/2013	3FE
990854-9A-1	LANDSOURCE HOLDING CO. FACILITY B LOAN		05/08/2008	Various		920,573	1,307,287	1,165,129	1,158,254		14,303		14,303		1,172,558		(251,985)	(251,985)	20,512	02/27/2013	3FE
517834-AB-3	LAS VEGAS SANDS CORP		05/01/2008	LEHMAN BROTHERS INC.		2,206,250	2,500,000	2,390,625	2,350,000	48,624	3,868		52,492		2,402,492		(196,242)	(196,242)	115,547	02/15/2015	3FE
990954-9A-9	LAS VEGAS SANDS LLC TRANCHE B TERM LOAN		06/30/2008	SCHEDULED REDEMPTION		4,000	4,000	4,000	4,000						4,000				139	05/23/2014	3FE
991082-9A-8	LAUREATE EDUCATION, INC. TERM LOAN B		03/31/2008	SCHEDULED REDEMPTION		3,266	3,266	3,193	3,192		75		75		3,266				6,800	08/18/2014	4FE
501773-CU-7	LB COMMERCIAL MORTGAGE TRUST 1999-C1		04/25/2008	BARCLAYS BANK		6,989,222	6,904,000	6,581,723	6,843,025		14,539		14,539		6,857,564		131,657	131,657	200,596	06/15/2031	1FE
542391-BL-0	LBART 2003-C, A2		04/29/2008	Various		1,637											1,637	1,637		04/15/2010	1Z
542391-BZ-9	LBART 2005-A, A3		06/15/2008	SCHEDULED REDEMPTION		437,179	437,179	434,583	436,914		265		265		437,179				8,918	06/15/2010	1FE
501773-DJ-1	LBOMT 1999-C2, C		04/25/2008	GOLDMAN, SACHS & CO.		5,106,446	5,000,000	5,296,094	5,082,136		(14,812)		(14,812)		5,067,323		39,122	39,122	154,588	10/15/2032	1FE
52108H-DM-3	LBUBS 2001-C2, F		06/19/2008	DEUTSCHE BANK SECURITIES		4,322,665	4,286,000	4,878,338	4,616,160		(46,570)		(46,570)		4,569,590		(246,925)	(246,925)	167,508	09/15/2034	1FE
521863-AK-6	LEAP WIRELESS INTL INC 4.500000% 07/15/2		06/25/2008	KBC FINANCIAL PRODUCTS		957,253	1,000,000	1,000,000						1,000,000		(42,747)	(42,747)	625	07/15/2014	4Z	
52517P-2K-6	LEHMAN BROTHERS HOLDINGS		06/13/2008	LEHMAN BROTHERS INC.		9,333,045	10,000,000	9,573,300			36,125		36,125		9,609,425		(276,380)	(276,380)	69,547	05/25/2010	1FE
52517P-H6-1	LEHMAN BROTHERS HOLDINGS		05/14/2008	LEHMAN BROTHERS INC. CANTOR, FITZGERALD & CO.		5,854,200	6,000,000	5,984,940	5,987,921		741		741		5,988,662		(134,462)	(134,462)	174,417	05/17/2013	1FE
5252M0-FD-4	LEHMAN BROTHERS HOLDINGS		04/18/2008	LEHMAN BROTHERS INC.		6,082,800	6,000,000	5,980,140						5,980,140		102,660	102,660		05/02/2018	1Z	
524908-PN-4	LEHMAN BROTHERS HOLDINGS 1.500000% 03/29		06/04/2008	LEHMAN BROTHERS INC.		1,790,200	2,000,000	2,000,000	2,000,000						2,000,000		(209,800)	(209,800)	20,833	03/29/2013	1FE
52729N-AS-9	LEVEL 3 COMMUNICATIONS		05/06/2008	Various		1,570,750	1,850,000	1,744,188	1,646,500	116,649	12,372		129,021		1,775,521		(204,771)	(204,771)	69,608	03/15/2010	5FE
530715-AR-2	LIBERTY MEDIA CORP 3.250000% 03/15/2031		06/19/2008	LEHMAN BROTHERS INC.		1,950,000	3,000,000	2,235,385	2,193,750	69,357	8,183		77,540		2,271,290		(321,290)	(321,290)	102,653	03/15/2031	3FE
53219L-AH-2	LIFEPPOINT HOSPITALS INC 3.500000% 05/15/		04/18/2008	MEMPHAN SECURITIES CO LP		250,617	300,000	255,563	257,307		1,716		1,716		259,023		(8,406)	(8,406)	4,608	05/15/2014	4FE
532791-AC-4	LINCARE HOLDINGS INC 2.750000% 11/01/203		04/23/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		863,750	1,000,000	1,000,000	1,000,000						1,000,000		(136,250)	(136,250)	13,597	11/01/2037	3Z
534187-AW-9	LINCOLN NATIONAL CORP		05/06/2008	WACHOVIA SECURITIES		2,859,000	3,000,000	2,984,370	2,984,411		65		65		2,984,476		(125,476)	(125,476)	110,250	10/09/2037	1FE
53961*-AQ-9	LOCAL INITIATIVES SUPPORT CORPORATION		06/02/2008	SCHEDULED REDEMPTION		142,857	142,857	142,857	142,857						142,857				5,254	06/02/2014	4
548661-CG-0	LOWE'S COMPANIES INC .861000% 10/19/2021		06/16/2008	KBC FINANCIAL PRODUCTS		2,887,288	3,300,000	3,283,670	2,967,992		(79,063)		(79,063)		2,888,929		(1,642)	(1,642)		10/19/2021	1FE
55027Y-AD-0	LUMINENT MTG TRUST 2006-6 A1		06/16/2008	Various		7,225,794	9,930,708	9,930,708	9,930,708						9,930,708		(2,704,914)	(2,704,914)	165,339	10/25/2046	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
550785-AA-7	LVB ACQUISITION MERGER		04/14/2008	LEHMAN BROTHERS INC.		5,393,250	5,100,000	5,119,125	5,118,732		(477)		(477)		5,118,256		274,994	274,994	286,167	10/15/2017	4FE
525241-AL-9	LXS 2007-1 WF1		06/01/2008	SCHEDULED REDEMPTION		369,764	369,764	376,134	375,630		(5,866)		(5,866)		369,764				12,502	01/25/2037	1FE
52524V-AL-3	LXS 2007-1SN AF3		06/25/2008	SCHEDULED REDEMPTION		272,799	272,799	256,463	257,436		15,363		15,363		272,799				6,042	08/25/2047	1FE
5525V0-AU-0	M&I MARSHALL & ILSLEY BK		05/28/2008	FIRST TENNESSEE BANK		14,164,800	15,000,000	15,000,000	15,000,000						15,000,000		(835,200)	(835,200)	284,499	06/16/2010	1FE
57643L-KJ-4	MABS 2005-HE2, A3		06/25/2008	SCHEDULED REDEMPTION		1,076,784	1,076,784	1,076,784	1,076,784						1,076,784				10,359	10/25/2035	1FE
554153-AC-0	MAC-GRAY CORP		04/30/2008	J. P. MORGAN SECURITIES, INC.		4,407,000	4,520,000	4,546,524	4,407,000	131,769	(926)		130,843		4,537,843		(130,843)	(130,843)	247,008	08/15/2015	4FE
555904-AB-7	MACROVISION CORP 2.625000% 08/15/2011		05/08/2008	MCMAHAN SECURITIES CO LP		878,750	1,000,000	1,134,483	1,126,041		(12,922)		(12,922)		1,113,119		(234,369)	(234,369)	19,542	08/15/2011	4
56081#-AC-4	MAJOR LEAGUE BASEBALL TRUST, TERM NOTE D		06/27/2008	ALLSTATE LIFE INSURANCE CO		4,192,009	4,312,500	4,312,500	4,312,500						4,312,500		(120,491)	(120,491)	115,163	12/10/2013	1
576434-2K-9	MALT 2006-2 2A3		06/30/2008	Various		132,129	110,967	98,120	132,264		33,882		33,882		132,129				1,149	03/25/2036	1FE
565849-AD-8	MARATHON OIL CORP		06/27/2008	ALLSTATE LIFE INSURANCE CO		2,970,351	3,000,000	2,979,960	2,980,347		736		736		2,981,083		(10,732)	(10,732)	135,000	10/01/2017	2FE
573284-AK-2	MARTIN MARIETTA MATERIAL		04/16/2008	WARBURG DILLION READ LLC		3,002,010	3,000,000	2,997,870						2,997,870		4,140	4,140	4,140	04/15/2018	2FE	
577729-AE-6	MAXTOR CORP 2.375000% 08/15/2012		04/14/2008	JEFFERIES & COMPANY, INC.		1,113,330	850,000	1,245,495	1,152,058		(37,016)		(37,016)		1,115,042		(1,712)	(1,712)	13,570	08/15/2012	3FE
55262T-FJ-7	MBNA 2000-E		05/14/2008	MERRILL LYNCH CAPITAL MARKETS		27,330,915	25,450,000	27,263,462	26,490,648		(160,351)		(160,351)		26,330,297		1,000,618	1,000,618	849,182	10/15/2012	1FE
55262S-AC-9	MBNAM 1998-E C		04/15/2008	SCHEDULED REDEMPTION		5,000,000	5,000,000	5,053,125	5,016,778		(16,778)		(16,778)		5,000,000				110,000	09/15/2010	2FE
55262T-EU-3	MBNAM 1999-J A		06/16/2008	BANK OF AMERICA		16,089,970	15,540,000	16,972,796	16,179,292		(170,092)		(170,092)		16,009,200		80,770	80,770	555,986	02/15/2012	1FE
55262S-AN-5	MBNAM 1999-J, C		06/16/2008	J. P. MORGAN SECURITIES, INC.		1,786,801	1,770,000	2,009,503	1,855,774		(22,765)		(22,765)		1,833,009		(46,208)	(46,208)	71,016	02/15/2012	2FE
55264T-BJ-9	MBNAS 2002-C7 C7		05/14/2008	BANK OF AMERICA		3,561,321	3,715,000	3,936,014	3,904,440		(13,402)		(13,402)		3,891,038		(329,717)	(329,717)	106,476	03/16/2015	2FE
55264T-CZ-2	MBNAS 2005-A3, A3		06/16/2008	BANK OF AMERICA		41,960,975	42,200,000	40,899,921	40,965,558		230,493		230,493		41,196,051		764,924	764,924	884,325	10/15/2012	1FE
795549-AA-2	MCDONALD'S CORP/SALT CREEK LEASE-BACKED		06/27/2008	ALLSTATE LIFE INSURANCE CO		9,727,523	10,000,000	10,000,000	10,000,000						10,000,000		(272,477)	(272,477)	302,507	06/15/2014	1
61910D-FM-9	MCFI 1998-MC3, B		05/01/2008	SCHEDULED REDEMPTION		10,000,000	10,000,000	10,973,047	10,125,642		(125,642)		(125,642)		10,000,000				255,229	11/18/2031	1FE
584690-AB-7	MEDICIS PHARMACEUTICAL 1.500000% 06/04/2		05/02/2008	MCMAHAN SECURITIES CO LP		3,231,719	3,250,000	3,247,263	3,186,810	43,574	(7,232)		36,342		3,223,152		8,567	8,567	19,969	06/04/2033	3
585055-AK-2	MEDTRONIC INC 1.625000% 04/15/2013		06/02/2008	JEFFERIES & COMPANY, INC.		5,278,125	5,000,000	4,880,915	4,907,383		7,133		7,133		4,914,516		363,609	363,609	51,910	04/15/2013	1FE
585907-AM-0	MELLON BANK NA		04/03/2008	BANK OF AMERICA		2,948,580	3,000,000	2,985,210	2,989,044		362		362		2,989,406		(40,826)	(40,826)	44,729	12/15/2014	1FE
05070C-30-5	MERRILL LYNCH - RITS 2007-3 2007-3		06/30/2008	DISTRIBUTION		51,421	1,900,000	(1,732)	(1,732)						(1,732)		53,153	53,153	53,153	05/29/2027	1FE
05070D-30-3	MERRILL LYNCH - RITS 2007-4 2007-4		06/02/2008	DISTRIBUTION		27	1,900,000										27	27	27	06/01/2027	1FE
59018Y-N6-4	MERRILL LYNCH & CO		04/24/2008	Various		8,930,520	9,000,000	8,992,280			6		6		8,992,266		(61,746)	(61,746)	6,302	04/25/2018	1FE
59018Y-VV-0	MERRILL LYNCH & CO		04/23/2008	MERRILL LYNCH CAPITAL MARKETS		6,837,040	7,000,000	7,000,000	7,000,000						7,000,000		(162,960)	(162,960)	245,887	08/04/2010	1FE
59170#-AC-2	METRO-GOLDWYN-MAYER INC. TERM LOAN B-1		06/30/2008	SCHEDULED REDEMPTION		4,221	4,221	4,052	4,057		164		164		4,221				4	04/08/2012	4
552953-AF-8	MGM MIRAGE INC		06/30/2008	BANK OF AMERICA		591,750	600,000	576,345	588,537		3,172		3,172		591,709		41	41	27,200	10/01/2009	3FE
595112-AH-6	MICRON TECHNOLOGY INC 1.875000% 06/01/20		04/28/2008	KBC FINANCIAL PRODUCTS USA INC		801,250	1,000,000	1,067,538	796,250	266,283	(3,163)		263,120		1,059,370		(258,120)	(258,120)	7,813	06/01/2014	3FE
59020U-GK-6	MLM 2006-VMC2, A2B		06/01/2008	SCHEDULED REDEMPTION		2,749,469	2,749,469	2,749,465	2,749,466		3		3		2,749,469				71,910	03/25/2037	1FE
612130-GY-4	MONTANA HIGHER EDUCATION STUDENT ASSISTA		04/10/2008	CALLED @ 100.00000000		1,900,000	1,900,000	1,900,000	1,900,000						1,900,000				30,283	12/01/2034	1FE
617446-GM-5	MORGAN STANLEY		06/18/2008	BARCLAYS BANK		5,138,350	5,000,000	5,722,900	5,338,045		(46,097)		(46,097)		5,291,949		(153,599)	(153,599)	232,500	04/15/2011	1FE
617446-YT-0	MORGAN STANLEY		06/17/2008	BARCLAYS BANK		9,597,900	10,000,000	10,020,600	10,013,756		(2,017)		(2,017)		10,011,739		(413,839)	(413,839)	297,915	01/18/2011	1FE
61746S-BR-9	MORGAN STANLEY		05/14/2008	J. P. MORGAN SECURITIES, INC.		957,140	1,000,000	980,260	983,649		649		649		984,298		(27,158)	(27,158)	31,951	10/15/2015	1FE
61746R-BX-8	MSAC 2003-HE1, M3		04/25/2008	SCHEDULED REDEMPTION		64,185	64,185	64,712	64,185						64,185				1,596	05/25/2033	1FE
61746R-DB-4	MSAC 2003-HE2, M2		06/25/2008	SCHEDULED REDEMPTION		286,800	286,800	289,946	288,945		(2,146)		(2,146)		286,800				6,908	08/25/2033	1FE
61746R-EJ-6	MSAC 2003-HE3 M2		06/25/2008	SCHEDULED REDEMPTION		839,906	839,906	843,044	843,915		(4,010)		(4,010)		839,906				19,613	10/25/2033	1FE
61746R-EV-9	MSAC 2004-HE1, A4		06/25/2008	SCHEDULED REDEMPTION																01/25/2034	1FE
61746R-GT-2	MSAC 2004-VMC1 M2		06/25/2008	SCHEDULED REDEMPTION		890,730	890,730	896,854	894,738		(4,008)		(4,008)		890,730				19,418	06/25/2034	1FE
61755E-AB-4	MSAC 2007-NC4 A2A		06/25/2008	SCHEDULED REDEMPTION		1,337,182	1,337,182	1,337,182	1,337,182						1,337,182				11,995	05/25/2037	1FE
61745M-KL-6	MSC1 1999 - WF1 E		04/25/2008	COUNTRY WIDE		9,046,407	9,000,000	9,313,866	9,052,012		(27,556)		(27,556)		9,024,456		21,951	21,951	264,798	11/15/2031	1FE
61746W-HY-9	MSDWC 2001-NC2, M1		06/25/2008	SCHEDULED REDEMPTION		65,076	65,076	65,157	65,154		(78)		(78)		65,076				973	01/25/2032	1FE
61746W-UK-2	MSDWC 2002-AM3, M1		06/25/2008	SCHEDULED REDEMPTION		558,154	558,154	561,555	560,842		(2,689)		(2,689)		558,154				12,467	02/25/2033	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
61746W-NL-0	MSDNC 2002-AM3, M2		06/25/2008	SCHEDULED REDEMPTION		48,136	48,136	48,535	48,499		(363)		(363)		48,136				1,440	02/25/2033	1FE
61744C-YM-2	MSHEL 2006-2, A2		06/25/2008	SCHEDULED REDEMPTION		2,106,546	2,106,546	2,106,629	2,106,570		(24)		(24)		2,106,546				18,549	02/25/2036	1FE
626207-HP-2	MUNICIPAL ELECTRIC AUTHORITY OF GEORGIA		06/11/2008			1,750,000	1,750,000	1,750,000						1,750,000				27,700	01/01/2020	1FE	
57164U-AA-3	MVCOT 2006-2A A		06/01/2008	SCHEDULED REDEMPTION		463,617	463,617	463,610	463,611		.6		.6		463,617				11,714	10/20/2028	1FE
571628-AA-4	MVCOT 2007-1A A		06/01/2008	SCHEDULED REDEMPTION		1,123,490	1,123,490	1,123,462	1,123,465		25		25		1,123,490				29,047	05/20/2029	1FE
629568-AN-6	NABORS INDUSTRIES INC .940000% 05/15/201		06/17/2008	DEUTSCHE BANK CAPITAL CORP.		1,168,470	1,000,000	990,000	993,164		936		936		994,100		174,370	174,370	5,614	05/15/2011	1FE
41242*-AE-2	NATIONAL BASKETBALL ASSOCIATION - 2007 I		06/27/2008	ALLSTATE LIFE INSURANCE CO		9,686,104	10,000,000	10,000,000	10,000,000						10,000,000		(313,896)	(313,896)	315,000	06/07/2013	2Z
635405-AW-3	NATIONAL CITY CORP 4.000000% 02/01/2011		06/10/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		631,400	750,000	778,085			(2,730)		(2,730)		775,355		(143,955)	(143,955)	11,167	02/01/2011	1FE
63543P-AV-8	NSCLT 2004-2, A2		06/25/2008	SCHEDULED REDEMPTION		2,692,605	2,692,605	2,696,602	2,694,532		(1,928)		(1,928)		2,692,605				43,041	10/27/2025	1FE
990963-9A-0	NEFF CORP. SECOND LIEN		04/23/2008	BANK OF AMERICA		732,500	1,000,000	695,000			4,214		4,214		699,214		33,286	33,286	12,435	11/30/2014	4FE
64016*-DR-6	NEIGHBORHOOD HSG REPLACEMENT REHAB LOAN		04/01/2008	SCHEDULED REDEMPTION		124,587	124,587	124,587	124,587						124,587				3,115	01/01/2017	4
64016*-DQ-8	NEIGHBORHOOD HSG SVCS		04/01/2008	SCHEDULED REDEMPTION		4,006	4,006	4,006	4,006						4,006				.80	07/15/2012	4
64016*-DM-7	NEIGHBORHOOD HSG SVCS AMER-		04/01/2008	SCHEDULED REDEMPTION		3,061	3,061	3,061	3,061						3,061				.61	03/28/2010	4
64016*-DL-9	NEIGHBORHOOD HSG SVCS AMER-		04/01/2008	SCHEDULED REDEMPTION		440	440	440	440						440				.9	03/28/2010	4
649787-UF-3	NEW YORK STATE GO VAR BFD 01D TAXABLE		05/08/2008	CITIGROUP GLOBAL MARKETS		700,000	700,000	700,000	700,000						700,000				14,992	03/15/2011	1FE
651639-AG-1	NEWMONT MINING CORP 1.625000% 07/15/2017		06/03/2008	BANK OF AMERICA SECURITIES LLC		850,464	700,000	712,497	711,963		(514)		(514)		711,449		139,014	139,014	10,080	07/15/2017	2FE
65332V-AY-9	NEXTEL COMMUNIC		06/11/2008	MOHAWK SECURITIES CO LP		667,188	700,000	692,936	695,125		1,050		1,050		696,174		(28,987)	(28,987)	33,790	01/15/2010	2FE
63615F-AA-9	NFL 6.69% SR NTS		06/27/2008	Various		8,099,184	7,836,450	8,573,782	8,389,381		(49,257)		(49,257)		8,340,124		(240,940)	(240,940)	362,641	10/15/2016	1
62913N-AA-3	NHSA 1999-1 LLC		06/01/2008	SCHEDULED REDEMPTION		98,391	98,391	98,391	98,391						98,391				2,223	07/01/2032	4FE
990619-9A-8	NIELSEN FINANCE LLC DOLLAR TERM LOAN		06/30/2008	SCHEDULED REDEMPTION		9,994	9,994	9,954	9,952		.42		.42		9,994					08/09/2013	4FE
655844-AP-3	NORFOLK SOUTHERN CORP		06/27/2008	Various		9,276,692	8,800,000	9,574,774	9,141,616		(32,448)		(32,448)		9,109,167		167,525	167,525	448,144	02/15/2011	2FE
658262-EJ-5	NORTH CAROLINA STATE EDUCATION ASSISTANC		06/18/2008	INCORPORATED		50,000	50,000	50,000	50,000						50,000				1,338	07/01/2036	1FE
66988U-AC-4	NOVASTAR 2006-MTA1 2A-1B		06/25/2008	SCHEDULED REDEMPTION		180,622	180,622	180,521	180,521						180,622				2,674	09/25/2046	1FE
67090F-9A-6	NUVEEN INVESTMENTS, INC. TERM LOAN B		06/30/2008	SCHEDULED REDEMPTION		3,750	3,750	3,567			183		183		3,750				637	11/13/2014	3FE
681904-AL-2	OMNICARE INC 3.250000% 12/15/2035		04/23/2008	Various		5,634,063	8,450,000	7,786,866	6,157,938	1,644,676	3,813		1,648,489		7,806,427		(2,172,364)	(2,172,364)	89,109	12/15/2035	4FE
690742-AB-7	OWENS CORNING INC		06/19/2008	WARBURG DILLION READ LLC		820,000	1,000,000	980,230	980,462		101		101		980,563		(160,563)	(160,563)	39,472	12/01/2036	3FE
69121P-CG-6	OWINIT 2006-1 AF1		06/01/2008	SCHEDULED REDEMPTION		1,917,089	1,917,089	1,902,186	1,915,478		1,611		1,611		1,917,089				49,528	12/25/2036	1FE
69763N-AC-5	PANCO III 1998-1 CLASS B-2 FLTG RT NTS		05/01/2008	SCHEDULED REDEMPTION		428,175	428,175	424,189	415,955	19,760	(7,540)		12,220		428,175				11,764	05/01/2010	4FE
698476-DA-3	PANHANDLE-PLAINS HIGH ED - TRUST 1993 CD		06/25/2008	CALLED @ 100.00000000		200,000	200,000	200,000	200,000						200,000				5,127	04/01/2031	4FE
698657-AG-8	PANTRY INC		05/27/2008	WACHOVIA SECURITIES		2,703,125	3,500,000	3,543,125	3,220,000	317,808	(3,302)		314,506		3,534,506		(831,381)	(831,381)	214,524	02/15/2014	4FE
698657-AL-7	PANTRY INC 3.000000% 11/15/2012		04/16/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH		2,195,938	3,250,000	3,904,833	2,860,000	939,579	(34,221)		905,358		3,765,358		(1,569,420)	(1,569,420)	41,750	11/15/2012	4FE
70109H-AH-8	PARKER-HANNIFIN CORP		06/11/2008	WACHOVIA SECURITIES		1,237,250	1,250,000	1,247,063			.19		.19		1,247,081		(9,831)	(9,831)	5,729	05/15/2018	1FE
70109H-AJ-4	PARKER-HANNIFIN CORP		06/03/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		2,997,450	3,000,000	2,998,380			.1		.1		2,998,381		(931)	(931)	10,417	05/15/2038	1FE
74112A-AF-4	PART 2005-1, A2		06/15/2008	SCHEDULED REDEMPTION		644,655	644,655	644,499	644,625		.30		.30		644,655				13,181	06/15/2012	1FE
70336T-AA-2	PATRIOT COAL CORP 3.250000% 05/31/2013		05/22/2008	KBC FINANCIAL PRODUCTS		1,281,250	1,250,000	1,250,000							1,250,000		31,250	31,250		05/31/2013	4Z
72345W-AD-4	PCAT 2006-A, B		05/28/2008	USA INC		21,010,970	21,000,000	20,999,593	20,999,889		.91		.91		20,999,981		10,989	10,989	497,168	09/25/2009	1FE
72345W-AE-2	PCAT 2006-A, C		06/23/2008	MORGAN STANLEY DEAN WITTER		6,007,500	6,000,000	5,999,882	5,999,952		.31		.31		5,999,983		7,517	7,517	174,062	05/25/2010	1FE
71343P-AD-3	PEPSIAMERICAS INC		06/27/2008	ALLSTATE LIFE INSURANCE CO		10,165,850	10,000,000	9,959,000	9,970,840		3,840		3,840		9,974,680		191,170	191,170	323,438	05/31/2011	1FE
716578-AA-7	PETROLEUM DEVELOPMENT CO		06/30/2008	EXCHANGE		2,119,936	2,150,000	2,119,298			647		647		2,119,945		(9)	(9)	101,767	02/15/2018	4FE
69336R-CP-3	PHMIC 2005-6 A3		06/11/2008	Various		5,876,982	6,962,581	6,816,802	6,825,640		(551)		(551)		6,825,089		(948,107)	(948,107)	208,076	11/18/2035	1FE
69337N-AC-2	PHMIC 2007-3 A-3-1		06/01/2008	SCHEDULED REDEMPTION		2,031,147	2,031,147	2,019,264	2,020,209		10,938		10,938		2,031,147				56,545	05/18/2037	1FE
69336Q-AC-6	PHMIC 2007-4 A3		06/01/2008	SCHEDULED REDEMPTION		488,461	488,461	475,187	476,346		12,116		12,116		488,461				14,346	06/18/2037	1FE
729416-AH-0	PLY GEM INDUSTRIES		06/10/2008	KBC FINANCIAL PRODUCTS		1,570,300	1,640,000	1,627,265			.20		.20		1,627,286		(56,986)	(56,986)	2,141	06/15/2013	4FE
69347U-AC-4	PNC FUNDING CORP		04/03/2008	USA INC		3,055,140	3,000,000	2,998,830	2,999,274		.62		.62		2,999,336		55,804	55,804	125,563	12/14/2010	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
69348H-DH-8	PNCMA 2001-C1, C1		06/19/2008	DEUTSCHE BANK SECURITIES		6,080,156	6,000,000	6,831,797	6,442,142		(63,289)		(63,289)		6,378,853		(298,696)	(298,696)	230,067	03/12/2034	1FE
73102Q-AA-4	POLAR TANKERS INC		04/18/2008	BARCLAYS BANK		6,782,370	7,000,000	7,000,000	7,000,000						7,000,000		(217,630)	(217,630)	188,614	05/10/2037	1FE
73316P-BA-7	POPLR 2004-5, M1		06/01/2008	SCHEDULED REDEMPTION		114,902	114,902	114,902	114,902						114,902				3,019	12/25/2034	1FE
73316P-BT-6	POPLR 2005-1 M2		06/01/2008	SCHEDULED REDEMPTION		197,226	197,226	197,226	197,226		2,462		2,462		197,226				5,427	05/25/2035	1FE
73316P-CK-4	POPLR 2005-2, M1		06/01/2008	SCHEDULED REDEMPTION		69,380	69,380	69,380	69,380						69,380				1,878	04/25/2035	1FE
73316P-CL-2	POPLR 2005-2, M2		06/01/2008	SCHEDULED REDEMPTION		660,528	660,528	660,528	660,528						660,528				18,868	04/25/2035	1FE
73316P-KG-4	POPLR 2006-B, A-2		06/25/2008	SCHEDULED REDEMPTION		3,662,953	3,662,953	3,662,953	3,662,953						3,662,953				33,049	05/25/2036	1FE
73316M-AA-5	POPLR 2006-C, A-1		06/25/2008	SCHEDULED REDEMPTION		1,530,814	1,530,814	1,530,814	1,530,814						1,530,814				11,330	07/25/2036	1FE
78402*-AA-8	PPG INDUSTRIES / SC LEASING LLC SR SEC		06/30/2008	SCHEDULED REDEMPTION		89,942	89,942	92,596	92,069		(2,127)		(2,127)		89,942				2,339	12/31/2022	1
74153Q-AD-4	PRIDE INTERNATIONAL INC 3.250000% 05/01/		04/30/2008	Various		2,467,956	1,500,000	1,833,000	1,604,569		(61,394)		(61,394)		1,543,175		924,782	924,782	24,330	05/01/2033	3FE
74254P-VP-4	PRINCIPAL LIFE INC FDG		06/18/2008	DEUTSCHE BANK SECURITIES		5,950,980	6,000,000	5,995,320	5,995,359		397		397		5,995,756		(44,776)	(44,776)	166,950	12/14/2012	1FE
74254P-JR-4	PRINCIPAL LIFE INC FNDG		06/24/2008	MORGAN KEEGAN & COMPANY, INC.		5,060,000	5,000,000	4,997,550	4,998,520		237		237		4,998,757		61,243	61,243	160,333	11/15/2010	1FE
74367F-AE-8	PROTECTIVE LIFE SEC TR		06/19/2008	MORGAN KEEGAN & COMPANY, INC.		3,963,640	4,000,000	3,872,895	3,937,708		16,431		16,431		3,954,139		9,501	9,501	114,222	10/07/2009	1FE
74432Q-AQ-8	PRUDENTIAL FINANCIAL INC		05/08/2008	WACHOVIA SECURITIES		1,322,280	1,500,000	1,492,095	1,492,203		39		39		1,492,243		(169,963)	(169,963)	35,388	12/14/2036	1FE
74432Q-AY-1	PRUDENTIAL FINANCIAL INC		05/08/2008	J. P. MORGAN SECURITIES, INC.		1,013,850	1,000,000	998,900	998,944		31		31		998,974		14,876	14,876	25,078	06/15/2017	1FE
74837R-AB-0	QUICKSILVER RESOURCES 1.875000% 11/01/20		05/19/2008	DEUTSCHE BANK CAPITAL CORP.		651,348	250,000	322,647	303,658		(5,810)		(5,810)		297,847		353,500	353,500	2,617	11/01/2024	4
74955W-AE-9	R.H. DONNELLEY CORP		05/08/2008	MERRILL LYNCH CAPITAL MARKETS		1,043,800	1,535,000	1,385,109	1,373,825	41,972	7,069		49,041		1,422,866		(379,066)	(379,066)	87,356	01/15/2013	4FE
74955W-AF-6	R.H. DONNELLEY CORP		05/08/2008	MERRILL LYNCH CAPITAL MARKETS		112,200	165,000	148,646	147,675	4,512	760		5,272		152,947		(40,747)	(40,747)	9,390	01/15/2013	4FE
75040P-AF-5	RADIO ONE INC		04/14/2008	DONALDSON, LUFKIN & JENNETTE SECURITIES		1,854,330	2,188,000	2,268,960	2,048,515	181,869	(8,055)		173,814		2,222,329		(367,999)	(367,999)	154,269	07/01/2011	5FE
751028-AA-0	RALCORP HOLDINGS, SER B, DUE 2010		06/27/2008	ALLSTATE LIFE INSURANCE CO		1,767,618	1,800,000	1,800,000	1,800,000						1,800,000		(32,382)	(32,382)	39,220	12/22/2010	2
751028-AA-8	RALCORP HOLDINGS, SER C, DUE 2013		06/27/2008	ALLSTATE LIFE INSURANCE CO		1,930,695	2,000,000	2,000,000	2,000,000						2,000,000		(69,305)	(69,305)	55,808	12/22/2013	2
75970N-BD-8	RAMC 2005-3 AF3		06/01/2008	SCHEDULED REDEMPTION		818,050	818,050	808,943	813,915		4,135		4,135		818,050				19,690	11/25/2035	1FE
759950-FX-1	RAMC 2005-4, A3		06/01/2008	SCHEDULED REDEMPTION		2,344,126	2,344,126	2,344,126	2,344,126						2,344,126				60,461	02/25/2036	1FE
759950-GU-6	RAMC 2006-1, AF2		06/01/2008	SCHEDULED REDEMPTION		1,800,043	1,800,043	1,800,031	1,800,041		3		3		1,800,043				46,367	05/25/2036	1FE
75971E-AD-8	RAMC 2006-3 AF1		06/01/2008	Various		2,007,685	2,007,685	1,999,999	2,805,846		2,920		2,920		2,007,685				48,057	11/25/2036	1FE
760985-D2-4	RAMP 2003-RS10, M1		06/01/2008	SCHEDULED REDEMPTION		104,989	104,989	104,959	104,974		15		15		104,989				3,204	11/25/2033	1FE
760985-IR-8	RAMP 2003-R23, M1		06/01/2008	SCHEDULED REDEMPTION		89,848	89,848	89,809	89,835		13		13		89,848				2,039	06/25/2033	1FE
760985-YW-5	RAMP 2003-R24, M1		06/01/2008	SCHEDULED REDEMPTION		518,880	518,880	517,684	518,310		570		570		518,880				12,925	10/25/2033	1FE
760985-H9-5	RAMP 2003-R25, M1		06/01/2008	SCHEDULED REDEMPTION		128,306	128,306	128,278	128,296		10		10		128,306				3,164	12/25/2033	1FE
760985-4U-2	RAMP 2004-R22 A16		06/01/2008	SCHEDULED REDEMPTION		147,925	147,925	146,475	146,570		1,356		1,356		147,925				3,808	03/25/2034	2FE
75156V-AB-1	RAMP 2006-RS3, A-1-2		06/25/2008	SCHEDULED REDEMPTION		2,263,365	2,263,365	2,263,365	2,263,365						2,263,365				20,481	05/25/2036	1FE
76110W-MB-9	RASC 2001-KS3, A15		06/01/2008	SCHEDULED REDEMPTION		155,349	155,349	155,932	155,766		(417)		(417)		155,349				4,604	09/25/2031	1FE
76110W-UZ-7	RASC 2003-KS10 M12		06/01/2008	SCHEDULED REDEMPTION		73,773	73,773	73,760	73,767		5		5		73,773				1,940	12/25/2033	1FE
76110W-UY-0	RASC 2003-KS10, M11		06/01/2008	SCHEDULED REDEMPTION		98,363	98,363	98,333	98,351		12		12		98,363				2,378	12/25/2033	1FE
76110W-VS-2	RASC 2003-KS11, M12		05/01/2008	SCHEDULED REDEMPTION		103,838	103,838	103,813	103,827		11		11		103,838				2,699	01/25/2034	1FE
755111-AJ-0	RAYTHEON CO		06/27/2008	ALLSTATE LIFE INSURANCE CO		5,325,275	5,000,000	4,882,400	4,910,436		3,011		3,011		4,913,447		411,828	411,828	264,375	03/15/2018	2FE
990897-9C-6	REALOGY CORP. CREDIT LINK FACILITY		06/30/2008	SCHEDULED REDEMPTION		11,250	11,250	11,263	11,255	8	(13)		(5)		11,250					10/10/2013	3FE
75886F-AB-3	REGENERON PHARMACEUTICAL 5.500000% 10/17		06/16/2008	CIBC WORLD MARKETS		1,155,750	1,150,000	1,178,750	1,167,568		(10,273)		(10,273)		1,157,295		(1,545)	(1,545)	42,518	10/17/2008	5
76113B-AR-0	RESIDENTIAL CAPITAL		06/30/2008	Various		4,274,797	7,865,000	4,824,360	3,007,350	258,290	1,477,857		1,736,147		3,893,175		381,622	381,622		04/17/2013	5FE
76113B-AF-6	RESIDENTIAL CAPITAL CORP		04/30/2008	Various		5,805,000	9,000,000	4,514,938	5,760,000	3,227,205	(246,343)	247,500	2,733,362		4,522,500		1,282,500	1,282,500	327,375	06/30/2010	4FE
76113B-AL-3	RESIDENTIAL CAPITAL LLC		05/13/2008	MERRILL LYNCH CAPITAL MARKETS		1,724,645	2,018,000	1,259,970	1,604,310	27,711	94,649		122,360		1,382,330		342,315	342,315	40,132	11/21/2008	5FE
76110V-KG-2	RFMS2 2002-HS2		06/01/2008	SCHEDULED REDEMPTION		276,384	276,384	276,354	276,384						276,384				8,139	01/25/2032	1FE
76110V-MU-9	RFMS2 2003-HS2, M1		06/01/2008	SCHEDULED REDEMPTION		112,477	112,477	112,451	112,474		3		3		112,477				2,411	07/25/2033	1FE
76110V-SB-5	RFMS2 2005-H13, A-2		06/01/2008	SCHEDULED REDEMPTION		2,080,634	2,080,634	2,080,533	2,080,623		12		12		2,080,634				50,348	09/25/2035	1FE
74957V-AM-1	RFMS1 2006-S6 A12		06/01/2008	SCHEDULED REDEMPTION		729,099	729,099	730,808	730,685		(1,586)		(1,586)		729,099				20,658	07/25/2036	1FE
990985-9A-3	RITE AID CORP. TRANCHE 2 TERM LOAN		12/10/2007	VARIOUS															7,815	06/04/2014	3FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.749685-AK-9	RPM INTERNATIONAL INC. 1.389000% 05/13/2		06/18/2008	CIBC WORLD MARKETS		2,321,900	3,500,000	1,974,410	1,824,462		25,500		25,500		1,849,962		471,938	471,938	24,308	05/13/2033	2FE
.781904-AM-9	RURAL CELLULAR CORP		04/30/2008	SAMCO		2,296,878	2,205,000	2,309,169	2,284,267		(11,337)		(11,337)		2,272,930		23,948	23,948	114,540	03/15/2012	4FE
.785583-AC-9	SABINE PASS LNG LP		04/18/2008	Various		2,269,600	2,380,000	2,338,350			727		727		2,339,077		(69,477)	(69,477)	66,179	11/30/2013	3FE
.785778-QJ-3	SACO 2006-3, A1		06/25/2008	SCHEDULED REDEMPTION		278,560	278,560	278,560	278,560						278,560				2,536	04/25/2036	2FE
.785779-AA-7	SACO 2006-6, A		06/30/2008	Various		465,663	396,672	212,096	163,589	233,083		253,567	(20,484)		465,663				1,043	06/25/2036	3FE
.86360X-AA-8	SACO 2006-GEL3, A1		06/25/2008	SCHEDULED REDEMPTION		1,062,555	1,062,555	1,062,555	1,062,555						1,062,555				9,437	07/25/2036	1FE
.86358E-ZS-8	SAIL 2005-11 A6		06/25/2008	SCHEDULED REDEMPTION		1,351,977	1,351,977	1,351,555	1,351,728		249		249		1,351,977				29,077	01/25/2036	1FE
.07384M-6M-9	SAMI 0412 2A3		06/01/2008	SCHEDULED REDEMPTION		951,613	951,613	921,466	922,570		29,043		29,043		951,613				14,697	02/25/2035	1FE
.86360K-BL-1	SAMI 2006-AR3 3A3		06/30/2008	Various		305,422	261,896	201,880	305,422						305,422				2,648	02/25/2036	1FE
.797398-BS-2	SAN DIEGO COUNTY CA TXBL PENSION 02B-4		06/27/2008	CITIGROUP GLOBAL MARKETS		25,000	25,000	25,000	25,000						25,000				1,045	08/15/2032	1FE
.799183-AA-6	SAN PASQUAL CASINO		05/05/2008	BANK OF AMERICA		1,206,500	1,270,000	1,284,288	1,250,950	29,647	(885)		28,761		1,279,711		(73,211)	(73,211)	65,758	09/15/2013	4FE
.80004C-AC-5	SANDISK CORP 1.000000% 05/15/2013		04/18/2008	MCMAHAN SECURITIES CO LP		2,238,840	3,000,000	2,661,403	2,411,250	307,853	15,050		322,903		2,734,153		(495,313)	(495,313)	13,167	05/15/2013	3FE
.86364C-AB-8	SARM 2007-6 1A2		06/25/2008	SCHEDULED REDEMPTION		221,729	221,729	203,990	205,081		16,648		16,648		221,729				4,796	07/25/2037	1FE
.86363M-AA-9	SASC 2007-GEL2 A1		06/25/2008	SCHEDULED REDEMPTION		1,208,579	1,208,579	1,208,579	1,208,579						1,208,579				11,101	05/25/2037	1FE
.805564-PF-2	SAST 2003-3 M2		06/25/2008	SCHEDULED REDEMPTION		95,402	95,402	76,983	96,178		(464)		(464)		95,402				2,699	12/25/2033	1FE
.805564-PP-0	SAST 2004-1 M2		06/25/2008	SCHEDULED REDEMPTION		1,091,003	1,091,003	1,091,514	1,091,003						1,091,003				25,820	03/25/2035	1FE
.80556Y-AB-1	SAST 2007-2 A2A		06/25/2008	SCHEDULED REDEMPTION		308,266	308,266	308,266	308,266						308,266				2,745	05/25/2047	1FE
.80585B-AL-4	SBAC 2006-1A, A		05/06/2008	LEHMAN BROTHERS INC.		5,916,563	6,000,000	5,999,765	5,999,814		16		16		5,999,829		(83,267)	(83,267)	154,106	11/15/2036	1FE
.808627-AA-1	SCIELE PHARMA INC 2.625000% 05/15/2027		06/13/2008	Various		2,777,479	2,950,000	3,106,702	3,089,091		(13,546)		(13,546)		3,075,546		(298,067)	(298,067)	41,187	05/15/2027	2
.816752-AA-7	SEMINOLE HARD ROCK ENT		05/30/2008	KBC FINANCIAL PRODUCTS		850,000	1,000,000	948,881	195,775	12,992	2,290		15,282		950,407		(100,407)	(100,407)	30,128	03/15/2014	4FE
.81744L-AL-8	SEMT 2007-2 2AA1		06/01/2008	SCHEDULED REDEMPTION		527,017	527,017	519,770	520,541		6,475		6,475		527,017				14,050	01/20/2038	1FE
.817565-BA-1	SERVICE CORP INTL		04/10/2008	Various		2,930,000	3,000,000	2,760,000	2,786,207		5,331		5,331		2,791,538		138,462	138,462	108,750	04/01/2016	4FE
.817565-BQ-6	SERVICE CORP INTL		04/11/2008	DEUTSCHE BANK SECURITIES		1,498,125	1,500,000	1,493,745	1,481,250	12,938	183		13,121		1,494,371		3,754	3,754	54,844	04/01/2015	4FE
.82001C-AA-8	SHARP 2006-AHMS N1		06/25/2008	SCHEDULED REDEMPTION		4,450,802	4,450,802	4,441,549	4,445,719		5,083		5,083		4,450,802				141,404	11/25/2046	1FE
.826200-AD-9	SIEMENS FINANCIERINGSMAT		04/30/2008	LEHMAN BROTHERS INC.		5,777,340	6,000,000	5,987,640	5,988,096		118		118		5,988,214		(210,874)	(210,874)	261,333	08/17/2026	1FE
.78442F-DQ-8	SLM CORP		06/17/2008	Various		18,743,388	20,000,000	20,006,000	20,002,912		(783)		(783)		20,002,129		(1,258,741)	(1,258,741)	512,471	07/27/2009	2FE
.78442G-MX-1	SLMA 2004-9, A4		05/20/2008	Various		32,867,217	32,961,009	33,062,724	33,039,030		(12,423)		(12,423)		33,026,607		(159,390)	(159,390)	758,873	04/25/2017	1FE
.78442Q-QH-2	SLMA 2005-7, A3		04/25/2008	TENDER OFFER		35,000,000	35,000,000	34,995,310	34,999,422		578		578		35,000,000				771,750	07/25/2025	1FE
.78442Z-SC-1	SLMA 2006-3, A4		06/06/2008	LEHMAN BROTHERS INC.		19,600,000	20,000,000	20,000,000	20,000,000						20,000,000		(400,000)	(400,000)	514,716	07/25/2019	1FE
.832248-AH-1	SMITHFIELD FOODS INC		05/16/2008	BANK OF AMERICA		1,492,500	1,500,000	1,469,344	1,472,128		1,633		1,633		1,473,762		18,738	18,738	60,063	05/15/2013	3FE
.832248-AM-0	SMITHFIELD FOODS INC		06/05/2008	MORGAN STANLEY DEAN		1,470,000	1,500,000	1,450,754	1,460,939		4,261		4,261		1,465,200		4,800	4,800	90,125	08/01/2011	3FE
.83714R-AU-7	SOUTH CAROLINA STUDENT LOAN CORP - TRUST		06/30/2008	WITTER		5,350,000	5,350,000	5,350,000	5,350,000						5,350,000				144,087	06/01/2043	1FE
.84861#-AA-6	SPIRITS OF ST. LOUIS BASKETBALL CLUB		06/30/2008	Various		99,263	99,263	99,263	98,147						99,263				4,534	12/31/2021	2
.852060-AJ-1	SPRINT CAP CORP		04/09/2008	WARBURG DILLON READ LLC		2,356,250	2,500,000	2,512,000	2,504,989		(419)		(419)		2,504,571		(148,321)	(148,321)	134,497	01/30/2011	2FE
.852060-AD-4	SPRINT CAPITAL CORP		06/06/2008	LEHMAN BROTHERS INC.		2,497,500	3,000,000	2,826,321	2,826,024		(24,860)		(24,860)		2,844,884		252,616	252,616	118,021	11/15/2028	3FE
.790148-C*9	ST. JOE CO. SER G SR NTS		04/04/2008	PRINCIPAL PAYDOWN		5,000,000	5,000,000	5,000,000	5,000,000						5,000,000				701,373	08/25/2015	2
.991056-9A-2	STALLION OILFIELD SERVICES TERM LOANS		05/14/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		402,500	500,000	490,782	490,620		679		679		491,299		(88,799)	(88,799)	9,431	08/01/2012	5FE
.852591-AA-4	STALLION OILFIELD SVCS		05/14/2008	DONALDSON, LUFKIN & JENRETTE SECURITIES		598,125	725,000	725,000	667,000	58,000			58,000		725,000		(126,875)	(126,875)	56,550	02/01/2015	5FE
.85375C-AS-0	STANDARD PACIFIC CORP		06/04/2008	WARBURG DILLION READ LLC		920,000	1,000,000	640,000			41,866		41,866		681,866		238,134	238,134	53,039	08/15/2010	4FE
.855244-AC-3	STARBUCKS CORP		04/22/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		2,998,830	3,000,000	2,994,330	2,994,478		135		135		2,994,613		4,217	4,217	126,042	08/15/2017	2FE
.86063*-AB-9	STIFEL CAPOO SERIES B (BOND #2)		06/01/2008	BOSTON CORPORATION		87,500	87,500	53,802	81,826		5,674		5,674		87,500					12/31/2010	1
.86679W-AA-6	SUN LIFE FINANCIAL GLB		06/19/2008	SCHEDULED REDEMPTION		24,037,000	25,000,000	25,000,000	25,000,000						25,000,000		(963,000)	(963,000)	805,657	07/06/2011	1FE
.867363-AH-6	SUNGARD DATA SYSTEMS INC		04/16/2008	LEHMAN BROTHERS INC.		1,027,500	1,000,000	1,035,043	1,017,500	6,710	(1,781)		4,928		1,022,428		5,072	5,072	62,354	08/15/2013	4FE
.86787G-AB-8	SUNTRUST BANKS		06/17/2008	BANK OF AMERICA		10,232,100	10,000,000	10,133,600	10,054,380		(7,210)		(7,210)		10,047,171		184,929	184,929	458,646	04/01/2011	1FE
.84751P-HT-9	SURF 2005-BCA A2B		06/25/2008	SUNTRUST CAPITAL MARKETS		2,844,210	2,844,210	2,844,321	2,844,258		(49)		(49)		2,844,210				59,961	09/25/2036	1FE
.84751P-LM-9	SURF 2006-BC2, A2B		06/01/2008	SCHEDULED REDEMPTION		136,885	136,885	136,885	136,885						136,885				3,814	02/25/2037	1FE
.78487M-AA-7	SVQVM 2006-AA A		06/01/2008	SCHEDULED REDEMPTION		326,426	326,426	326,361	326,376		49		49		326,426				8,126	02/20/2024	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.871503-AE-8	SYMANTEC CORP 1.000000% 06/15/2013		06/13/2008	CREDIT SUISSE FIRST BOSTON CORPORATION		1,773,990	1,500,000	1,607,295	1,585,793		(7,314)		(7,314)		1,578,479		195,511	195,511	7,625	06/15/2013	2Z
.871503-AF-5	SYMANTEC CORP 1.000000% 06/15/2013		04/03/2008	USA INC		546,850	500,000	559,755	556,162		(2,844)		(2,844)		553,318		(6,468)	(6,468)	1,569	06/15/2013	2
.89579A-AB-7	TAROT 2007-A A2		06/12/2008	SCHEDULED REDEMPTION		2,302,483	2,302,483	2,302,467	2,302,473		10		10		2,302,483				57,787	03/14/2011	1FE
.990573-9C-3	TEXAS PETROCHEMICALS INCREMENTAL TERM LO		12/14/2007	VARIOUS															895	06/27/2013	3FE
.883199-AA-0	TEXTRON FINANCIAL CORP 4.39% SR. NTS		06/27/2008	Various		6,131,887	6,315,789	6,315,789	6,315,789						6,315,789		(183,903)	(183,903)	140,750	12/24/2013	1
.88732J-AG-3	TIME WARNER CABLE INC		06/05/2008	WACHOVIA SECURITIES		6,477,510	6,500,000	6,487,975	6,489,450		927		927		6,490,377		(12,867)	(12,867)	329,550	07/02/2012	2FE
.88732J-AH-1	TIME WARNER CABLE INC		05/21/2008	BANK OF AMERICA		2,929,860	3,000,000	3,007,680	3,007,323		(243)		(243)		3,007,080		(77,220)	(77,220)	100,425	05/01/2017	2FE
.88732J-AJ-7	TIME WARNER CABLE INC		05/21/2008	DEUTSCHE BANK SECURITIES		2,884,590	3,000,000	2,990,580	2,990,594		44		44		2,990,638		(106,048)	(106,048)	112,442	05/01/2037	2FE
.885220-JA-2	TMST 2005-3 A2		06/25/2008	SCHEDULED REDEMPTION		246,153	246,153	246,499	246,240		(87)		(87)		246,153				5,148	10/25/2035	1FE
.88157G-AA-8	TMTS 2007-1SL A1		06/25/2008	SCHEDULED REDEMPTION		602,676	602,676	602,676	602,676						602,676				5,441	01/25/2038	1FE
.892332-AQ-0	TOYOTA MOTOR CREDIT CORP		04/03/2008	RBC DOMINION SECURITIES		6,369,660	6,000,000	5,987,820	5,991,412		628		628		5,992,041		377,619	377,619	127,167	05/18/2011	1FE
.896882-AB-3	TRIZETTO GROUP 2.750000% 10/01/2025		06/17/2008	CIBC WORLD MARKETS		1,256,250	1,000,000	1,059,860	1,056,469		(9,255)		(9,255)		1,047,214		209,036	209,036	19,365	10/01/2025	4
.907818-CK-2	UNION PACIFIC CO		04/08/2008	Various		12,175,070	11,500,000	11,434,450	11,475,255		2,056		2,056		11,477,312		697,758	697,758	563,403	01/15/2011	2FE
.907818-AA-0	UNION PACIFIC RAILROAD LEASE-BACKED NOTE		06/27/2008	ALLSTATE LIFE INSURANCE CO		1,701,201	1,704,721	1,704,721	1,704,721						1,704,721		(3,520)	(3,520)	92,886	07/01/2015	1
.907818-AB-8	UNION PACIFIC RAILROAD LEASE-BACKED NOTE		06/27/2008	ALLSTATE LIFE INSURANCE CO		1,166,115	1,168,434	1,168,434	1,168,434						1,168,434		(2,319)	(2,319)	63,487	01/02/2014	1Z
.94978#-BQ-9	UNION PACIFIC RAILROAD LSE-BACKED NTS, S		06/27/2008	ALLSTATE LIFE INSURANCE CO		741,367	782,648	782,648	782,648						782,648		(41,281)	(41,281)	40,673	01/02/2021	1
.94978#-BR-7	UNION PACIFIC RAILROAD LSE-BACKED NTS, S		06/27/2008	ALLSTATE LIFE INSURANCE CO		569,532	601,239	601,239	601,239						601,239		(31,706)	(31,706)	31,245	01/02/2021	1
.94978#-BS-5	UNION PACIFIC RAILROAD LSE-BACKED NTS, S		06/27/2008	ALLSTATE LIFE INSURANCE CO		1,532,219	1,617,041	1,617,041	1,617,041						1,617,041		(84,822)	(84,822)	84,035	01/02/2021	1
.94978#-BT-3	UNION PACIFIC RAILROAD LSE-BACKED NTS, S		06/27/2008	ALLSTATE LIFE INSURANCE CO		1,755,611	1,866,083	1,866,083	1,866,083						1,866,083		(110,472)	(110,472)	96,977	01/02/2022	1
.911365-AN-4	UNITED RENTALS INC		05/12/2008	LEHMAN BROTHERS INC		1,398,750	1,500,000	1,376,875	453,750	33,768	8,298		42,066		1,388,316		10,434	10,434	56,875	02/15/2012	3FE
.913017-BM-0	UNITED TECHNOLOGIES CORP		04/01/2008	DEUTSCHE BANK SECURITIES		6,161,400	6,000,000	5,988,420	5,988,479		229		229		5,988,708		172,692	172,692	104,813	12/15/2017	1FE
.990466-9A-7	UNIVISION COMMUNICATIONS FIRST LIEN TERM		01/23/2008	Various		1,999,553	2,438,479	2,403,617	2,395,660	8,525	1,023		9,547		2,405,208		(405,655)	(405,655)	37,448	09/29/2014	4FE
.903206-AM-2	UPFCA 2005-B, A3		06/15/2008	SCHEDULED REDEMPTION		2,709,481	2,709,481	2,709,036	2,709,172		309		309		2,709,481				63,689	08/15/2011	1FE
.91730E-AA-3	US EDUCATION LOAN TRUST III 2004A-1		06/18/2008	CALLED @ 100.00000000		250,000	250,000	250,000	250,000						250,000				5,856	06/01/2039	1FE
.903278-CK-3	USAOT 2005-4, A3		06/15/2008	SCHEDULED REDEMPTION		2,741,912	2,741,912	2,736,771	2,737,502		4,410		4,410		2,741,912				62,430	04/15/2010	1FE
.903293-AR-9	USG CORP		04/24/2008	SALOMON SMITH BARNEY		2,467,500	3,000,000	3,013,740	2,710,179	302,447	(354)		302,093		3,012,272		(544,772)	(544,772)	86,100	11/15/2016	3FE
.903485-AA-8	USXL 2006-1A, A		06/15/2008	SCHEDULED REDEMPTION		2,134,108	2,134,108	2,134,099	2,134,102		6		6		2,134,108				54,151	04/15/2014	2FE
.922417-AB-6	VEECO INSTRUMENTS INC 4.125000% 12/21/20		05/21/2008	DEUTSCHE BANK CAPITAL CORP		1,498,125	1,500,000	1,324,250	1,447,552		21,411		21,411		1,468,963		29,162	29,162	26,813	12/21/2008	5
.92276M-AH-8	VENTAS REALTY LP/CAP CRP		06/12/2008	CIBC WORLD MARKETS		368,438	375,000	350,625	351,698		1,228		1,228		352,926		15,512	15,512	16,701	10/15/2014	2FE
.92276M-AP-0	VENTAS REALTY LP/CAP CRP		06/25/2008	CIBC WORLD MARKETS		1,712,750	1,700,000	1,698,705	1,695,463		873		873		1,696,336		16,414	16,414	65,044	06/01/2010	2FE
.92343V-AP-9	VERIZON COMMUNICATIONS		05/07/2008	SALOMON SMITH BARNEY		6,359,340	6,000,000	5,923,440	5,923,440		81		81		5,923,521		435,819	435,819	43,700	04/15/2038	1FE
.92769L-AA-9	VIRGIN MEDIA INC 6.500000% 11/15/2016		04/11/2008	Various		4,965,625	5,000,000	5,000,000						5,000,000		(34,375)	(34,375)		11/15/2016	4Z	
.927804-FF-6	VIRGINIA ELEC & POWER CO		04/18/2008	MERRILL LYNCH CAPITAL MARKETS		2,968,590	3,000,000	2,993,250			8		8		2,993,258		(24,668)	(24,668)	2,700	04/30/2018	2FE
.928298-AF-5	VISHAY INTERTECHNOLOGY 3.625000% 08/01/2		06/25/2008	MCMAHAN SECURITIES CO LP		3,148,031	3,150,000	3,074,079	3,080,815		1,623		1,623		3,082,439		65,592	65,592	104,355	08/01/2023	4FE
.92976G-AB-7	WACHOVIA BANK NA		05/07/2008	WACHOVIA SECURITIES		6,680,800	7,000,000	6,963,040	6,972,947		1,224		1,224		6,974,172		(293,372)	(293,372)	178,267	11/01/2014	1FE
.92976G-AJ-0	WACHOVIA BANK NA		05/01/2008	SALOMON SMITH BARNEY		3,422,195	3,500,000	3,492,720	3,492,725		28		28		3,492,753		(70,558)	(70,558)	95,608	01/15/2038	1FE
.931142-CK-7	WAL-MART STORES INC		04/08/2008	BANK OF AMERICA		3,680,390	3,500,000	3,527,020			(62)		(62)		3,526,958		153,432	153,432	143,451	08/15/2037	1FE
.931142-CM-3	WAL-MART STORES INC		06/18/2008	DEUTSCHE BANK SECURITIES		5,843,580	6,000,000	5,982,180			40		40		5,982,220		(138,640)	(138,640)	70,267	04/15/2038	1FE
.92977A-AC-7	WALOT 2006-1, A2		05/20/2008	SCHEDULED REDEMPTION		3,413,010	3,413,010	3,413,543	3,413,387		(377)		(377)		3,413,010				15,699	04/20/2010	1FE
.254687-CC-8	WALT DISNEY COMPANY		06/27/2008	CO		6,256,584	6,000,000	5,988,480	5,991,505		1,075		1,075		5,992,580		264,004	264,004	324,900	07/15/2011	1FE
.254687-AU-0	WALT DISNEY COMPANY 2.125000% 04/15/2023		04/01/2008	CITIGROUP GLOBAL MARKETS		6,476,574	6,000,000	6,435,343	6,121,365		(108,528)		(108,528)		6,012,837		463,737	463,737	59,854	04/15/2023	1FE
.92926W-AB-3	WAMU 2007-0A1 A1B		06/25/2008	SCHEDULED REDEMPTION		137,150	137,150	137,225	137,213		(63)		(63)		137,150				2,262	02/25/2047	1FE

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.93933V-BA-5	WASHINGTON MUTUAL BK		05/28/2008	Various		10,842,500	12,000,000	11,991,600	11,993,268			176	176		11,993,444		(1,150,944)	(1,150,944)	351,546	05/20/2013	2FE
.94973V-AM-9	WELLPOINT INC		05/07/2008	J. P. MORGAN SECURITIES, INC.		5,916,300	6,000,000	5,955,510	5,957,296			1,243	1,243		5,958,539		(42,239)	(42,239)	143,938	06/15/2017	1FE
.94986E-AA-8	WELLS FARGO CAPITAL XIII		05/15/2008	Various		4,565,625	4,500,000	4,500,000							4,500,000		65,625	65,625	642	12/29/2049	1FE
.949746-CE-9	WELLS FARGO COMPANY		06/27/2008	CO		10,393,300	10,000,000	10,267,700	10,119,398			(14,847)	(14,847)		10,104,552		288,748	288,748	577,292	08/01/2011	1FE
.949746-FA-4	WELLS FARGO COMPANY 4.898750% 05/01/2033		04/18/2008	Various		19,513,063	19,500,000	19,606,625	19,521,617			(19,253)	(19,253)		19,502,364		10,699	10,699	350,366	05/01/2033	1FE
.952355-AF-2	WEST CORP		04/03/2008	DONALDSON, LUFKIN & JENRETTE SECURITIES		2,927,675	3,235,000	2,798,588	843,625			6,375	2,685	9,060	2,801,273		126,402	126,402	192,181	10/15/2016	5FE
.962166-BP-8	WEYERHAEUSER CO		06/27/2008	CO		5,158,180	5,000,000	4,967,700	4,983,763			1,661	1,661		4,985,424		172,756	172,756	264,375	03/15/2012	2FE
.94983L-AA-5	WFMS 2006-2 1A1		06/06/2008	Various		19,753,469	21,794,535	20,749,080	20,913,137			12,076	12,076		20,925,213		(1,171,744)	(1,171,744)	572,272	03/25/2036	1FE
.92933U-AA-0	WIHEN 2007-WM1 N1		06/02/2008	DISTRIBUTION			307										307	307		01/25/2047	5FE
.92977Y-AV-3	WMLT 2005-WMC1 A3		06/25/2008	Various		11,121,499	11,266,368	11,255,806	11,263,033			3,203	3,203		11,266,235		(144,736)	(144,736)	167,486	10/25/2035	1FE
.98156D-AA-5	WOART 2007-B A1		05/15/2008	SCHEDULED REDEMPTION		8,849,128	8,849,128	8,849,128	7,355,428			1,493,701	1,493,701		8,849,128				142,636	10/15/2008	1FE
.98385X-AM-8	XTO ENERGY INC		04/15/2008	J. P. MORGAN SECURITIES, INC.		3,195,420	3,000,000	3,005,370	3,005,350			(18)	(18)		3,005,332		190,088	190,088	151,313	08/01/2037	2FE
.985577-AB-1	YELLOW ROADWAY CORP 3.375000% 11/25/2023		04/01/2008	MCMAHAN SECURITIES CO LP		1,164,375	1,500,000	1,817,900	1,230,000	499,098		(12,028)	487,069		1,717,069		(552,694)	(552,694)	18,141	11/25/2023	3FE
.98981Y-AA-0	ZUNI 2006-0A1 A1		06/25/2008	SCHEDULED REDEMPTION		605,956	605,956	605,956	605,956						605,956				12,144	08/25/2036	1FE
.496902-AB-3	KINROSS GOLD CORP 1.750000% 03/15/2028	T	06/26/2008	INC.		321,636	300,000	334,223				(2,426)	(2,426)		331,797		(10,161)	(10,161)	2,217	03/15/2028	3Z
.656568-AC-6	NORTEL NETWORKS CORP 1.750000% 04/15/201	T	04/16/2008	Various		2,434,399	3,500,000	3,527,366	2,813,125	709,910		(2,158)	707,753		3,520,878		(1,086,479)	(1,086,479)	29,901	04/15/2012	4FE
.669936-AA-4	NOVA CHEMICALS MTN	T	04/29/2008	Various		2,280,125	2,250,000	2,262,395	2,239,205			2,609	2,609		2,241,813		38,312	38,312	93,888	04/01/2009	3FE
.86722T-AB-8	SUNCOR ENERGY INC	T	06/09/2008	BARCLAYS BANK		4,025,680	4,000,000	3,976,640				4	4		3,976,644		49,036	49,036	4,567	06/01/2039	1FE
.92658T-AL-2	VIDEOTRON LTD	T	04/07/2008	BANK OF AMERICA		831,188	825,000	812,064							812,064		19,124	19,124		04/15/2018	3Z
.D0182E-AB-5	ANZ NATL BANK INTL LTD	F	06/18/2008	GREENWICH CAPITAL MARKETS, INC.		14,871,000	15,000,000	15,000,000	15,000,000						15,000,000		(129,000)	(129,000)	455,326	04/14/2010	1FE
.12682N-AF-6	CABLE & WIRE OPT FIN 144A	F	06/27/2008	CO		5,403,370	5,000,000	5,478,700	5,168,869			(31,267)	(31,267)		5,137,602		265,768	265,768	205,556	06/22/2010	1FE
.22882T-AA-1	CRGT 2005-1, A1	F	04/17/2008	Various		7,139,643	7,535,243	7,535,243	7,535,243						7,535,243		(395,600)	(395,600)	114,759	06/17/2037	1FE
.08530#-AD-2	ONESTEEL LTD SER D SR NTS	F	06/27/2008	CO		6,888,579	7,000,000	7,026,602	7,024,525			(3,068)	(3,068)		7,021,457		(132,878)	(132,878)	366,859	07/30/2011	2
.629568-AL-0	NABORS INDUSTRIES INC 0% 06/15/2023	F	05/28/2008	KBC FINANCIAL PRODUCTS USA INC		3,996,496	3,500,000	3,338,635	2,348,809			(16,032)	(16,032)		3,354,592		641,904	641,904		06/15/2023	1FE
.10600P-AA-5	BRAMER 2003-1	F	06/15/2008	SCHEDULED REDEMPTION		164,146	164,146	164,146							164,146				4,851	06/15/2011	1FE
.35177P-AK-3	FRANCE TELECOM	F	06/27/2008	CO		10,633,700	10,000,000	10,414,000	10,185,328			(26,035)	(26,035)		10,159,294		474,406	474,406	637,222	03/01/2011	1FE
.63872A-AA-8	NATIXIS	F	04/30/2008	Various		6,075,000	6,000,000	6,000,000							6,000,000		75,000	75,000	3,333	04/29/2049	1FE
.D8884#-AA-4	VOITH AG SER. A SR NTS, DUE 2014	F	06/27/2008	CO		9,743,003	10,000,000	10,000,000	10,000,000						10,000,000		(256,997)	(256,997)	506,333	08/17/2014	2
.655620-AH-8	NORDIC INVESTMENT BANK	D	06/25/2008	TORONTO DOMINION SECURITIES (USA) INC		37,962,112	37,835,899	37,953,114				(72,862)	(72,862)		37,880,252		81,860	81,860	3,402,876	09/12/2008	1FE
.G2613#-AA-4	DCC CORPORATE SERVICES GTD SR NTS	F	06/27/2008	CO		6,700,002	7,000,000	7,000,000	7,000,000						7,000,000		(299,998)	(299,998)	264,818	04/19/2014	1
.P4564#-AE-9	INDUSTRIAS PENOLES, S.A. DE C.V. (MEXICO)	F	06/30/2008	PRINCIPAL PAYDOWN		5,000,000	5,000,000	5,000,000							5,000,000				964,645	04/19/2018	2
.N2272#-AA-6	CORIO N.V. SER. A GTD SR NTS	F	06/27/2008	CO		9,659,219	10,000,000	10,000,000	10,000,000						10,000,000		(340,781)	(340,781)	431,750	08/24/2011	1
.268789-AB-0	E.ON INTL FINANCE BV	F	04/17/2008	LEHMAN BROTHERS INC		3,001,860	3,000,000	2,987,160							2,987,160		14,700	14,700		04/30/2038	1Z
.26835P-AB-6	EDP FINANCE BV	F	06/24/2008	J. P. MORGAN SECURITIES, INC.		1,979,320	2,000,000	1,997,080	1,997,114			104	104		1,997,218		(17,898)	(17,898)	78,333	02/02/2018	1FE
.500472-AC-9	PHILIPS ELECTRONICS NV	F	04/28/2008	LEHMAN BROTHERS INC		3,197,160	3,000,000	2,949,900				71	71		2,949,971		247,189	247,189	28,646	03/11/2038	1FE
.822582-AC-6	SHELL INTERNATIONAL FIN	F	06/18/2008	RBC DOMINION SECURITIES		12,184,440	12,000,000	11,960,280	11,962,683			1,527	1,527		11,964,210		220,230	220,230	469,733	03/22/2017	1FE
.82929R-AA-4	SING TELECOMMUNICATIONS	F	06/27/2008	CO		3,130,896	3,000,000	2,989,800	2,995,161			541	541		2,995,702		135,194	135,194	109,438	12/01/2011	1FE
.50065A-AA-2	KOREA SOUTHERN POWER CO	F	04/16/2008	SALOMON SMITH BARNEY		996,500	1,000,000	996,100				6	6		996,106		394	394	448	04/18/2013	1FE
.N0021#-AA-4	ABERTIS INFRAESTRUCTURAS (SPAIN) SER A G	F	06/27/2008	CO		4,749,829	5,000,000	5,000,000	5,000,000						5,000,000		(250,171)	(250,171)	116,737	12/21/2011	1

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.80281T-AB-4	SANTANDER ISSUANCES	F	06/27/2008	ALLSTATE LIFE INSURANCE CO		5,787,156	6,000,000	5,640,000			9,114		9,114		5,649,114		138,042	138,042	180,923	06/20/2016	1FE
.06738G-UZ-1	BARCLAYS BANK PLC	F	04/29/2008	LEHMAN BROTHERS INC.		6,170,220	6,000,000	5,988,840	5,989,436		670		670		5,990,106		180,114	180,114	208,917	09/12/2012	1FE
.11102A-AA-9	BRITISH TELECOM PLC	F	04/09/2008	BARCLAYS BANK		2,961,720	3,000,000	2,992,080			197		197		2,992,277		(30,557)	(30,557)	60,492	01/15/2018	2FE
.G2044@-AP-0	COMPASS GROUP PLC, DUE 2010	F	06/27/2008	ALLSTATE LIFE INSURANCE CO		6,960,313	7,000,000	7,000,000	7,000,000						7,000,000		(39,687)	(39,687)	264,301	11/21/2010	2
.G2044@-AQ-8	COMPASS GROUP PLC, DUE 2013	F	06/27/2008	ALLSTATE LIFE INSURANCE CO		2,963,041	3,000,000	3,000,000	3,000,000						3,000,000		(36,959)	(36,959)	125,685	11/21/2013	2
.377372-AD-9	GLAXOSMITHKLINE CAPITAL	F	05/22/2008	LEHMAN BROTHERS INC.		2,973,360	3,000,000	2,998,170			6		6		2,998,176		(24,816)	(24,816)	7,063	05/15/2018	1FE
.377372-AE-7	GLAXOSMITHKLINE CAPITAL	F	05/16/2008	WARBURG DILLION READ LLC		3,060,300	3,000,000	2,990,820			2		2		2,990,822		69,478	69,478	4,250	05/15/2038	1FE
.38741U-AC-1	GRAN 2003-3, 1 A3	F	04/21/2008	SCHEDULED REDEMPTION		499,399	499,399	500,706	499,812		(413)		(413)		499,399				11,970	01/20/2044	1FE
.38741Y-BJ-7	GRANM 2006-1A, A5	F	05/20/2008	SCHEDULED REDEMPTION		2,870,965	2,870,965	2,872,087	2,871,461		(496)		(496)		2,870,965				59,359	12/20/2054	1FE
.4041A2-AH-7	HBOS PLC	F	05/20/2008	GOLDMAN, SACHS & CO.		3,009,690	3,000,000	2,987,520			5		5		2,987,525		22,165	22,165	1,125	05/21/2018	1FE
.43638X-AC-1	HFP 10A, 2A	F	04/15/2008	SCHEDULED REDEMPTION		5,000,000	5,000,000	5,000,000	5,000,000						5,000,000				121,560	01/15/2021	1FE
.853250-AB-4	STANDARD CHARTERED BANK	F	04/30/2008	GREENWICH CAPITAL MARKETS, INC.		3,282,598	3,250,000	3,242,883	3,243,019		180		180		3,243,200		39,398	39,398	126,533	09/26/2017	1FE
4599999. Bonds - Industrial and Miscellaneous						2,090,080,840	2,121,329,623	2,114,169,141	1,825,552,122	11,131,290	4,726,425	747,827	15,109,887		2,104,911,952		(14,831,112)	(14,831,112)	60,647,111	XXX	XXX
6099997. Total - Bonds - Part 4						3,904,015,799	3,966,488,097	3,918,335,466	2,864,667,346	10,688,691	14,448,796	1,648,945	23,488,542		3,908,501,048	4,888,776	(9,374,024)	(4,485,249)	106,088,520	XXX	XXX
6099998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX	XXX	XXX	XXX	XXX	XXX	XXX
6099999. Total - Bonds						3,904,015,799	3,966,488,097	3,918,335,466	2,864,667,346	10,688,691	14,448,796	1,648,945	23,488,542		3,908,501,048	4,888,776	(9,374,024)	(4,485,249)	106,088,520	XXX	XXX
.026874-11-5	AMERICAN INTL GROUP		05/13/2008	MCMAHAN SECURITIES CO LP	15,000,000	1,145,619	0.00	1,125,000							1,125,000		20,619	20,619			RP1LFE
.313586-81-0	FANNIE MAE		05/15/2008	CITIGROUP GLOBAL MARKETS	25,000	1,762,490	0.00	2,321,251	2,321,251						2,321,251		(558,761)	(558,761)	33,594		P1L
.313586-75-2	FANNIE MAE PPERPETUAL PREFERRED STOCK SER		04/30/2008	LEHMAN BROTHERS	800,000,000	19,979,888	0.00	20,200,000	20,200,000						20,200,000		(220,112)	(220,112)	504,160		P1L
.313400-62-4	FREDDIE MAC FIXED-TO-FLOATING RATE PERPE		04/30/2008	LEHMAN BROTHERS	800,000,000	20,419,886	0.00	20,600,000	20,600,000						20,600,000		(180,114)	(180,114)	539,720		P1LZ
.52523J-45-3	LEHMAN BROTHERS HOLDINGS		06/12/2008	Various	11,650,000	10,783,193	0.00	14,309,860							14,309,860		(3,526,667)	(3,526,667)			P1LFE
.59156R-70-2	METLIFE INC-COM EQUITY UNIT		04/02/2008	LAZARD FRERES & COMPANY	20,000,000	614,997	0.00	500,000	500,000						500,000		114,997	114,997	7,969		P2LZ*
.846048-20-5	SOVEREIGN CAP TRUST IV		04/30/2008	Various	55,000,000	1,600,841	0.00	2,571,090	1,808,125	767,939	1,117		769,056		2,577,181		(976,340)	(976,340)	30,078		RP3LFE
6299999. Preferred Stocks - Banks, Trust, and Insurance Companies						56,306,913	XXX	61,627,201	45,429,376	767,939	1,117		769,056		61,633,292		(5,326,379)	(5,326,379)	1,115,521	XXX	XXX
.110394-40-0	BRISTOW GROUP INC		05/01/2008	LAZARD FRERES & COMPANY	6,500,000	417,415	0.00	318,875	318,875						318,875		98,540	98,540	4,469		P4LFE
.165167-84-2	CHESAPEAKE ENERGY CORP		06/20/2008	JEFFERIES & COMPANY, INC.	30,000,000	4,533,950	0.00	3,340,125	3,285,000	55,125			55,125		3,340,125		1,193,825	1,193,825	61,875		P4LFE
.20451N-10-1	COMPASS MINERALS INTERNATIONAL		04/30/2008	Various	106,500,000	6,675,559	0.00	6,270,825							6,270,825		404,734	404,734			P3LZ
.35671D-78-2	FREEMPORT-MCMORAN C & G		04/22/2008	Various	17,500,000	2,840,488	0.00	1,968,523	1,968,523						1,968,523		871,966	871,966	46,406		P4LFE
.59156C-AB-7	METLIFE CAPITAL TRUST X		04/03/2008	WARBURG DILLION READ LLC	3,000,000,000	3,169,590	0.00	3,000,000							3,000,000		169,590	169,590			RP3UZ*
.628530-20-6	MYLAN INC		04/02/2008	JEFFERIES & COMPANY, INC.	1,000,000	881,055	0.00	994,275	994,275						994,275		(113,220)	(113,220)	15,528		P4LFE
.806605-70-5	SCHERING-PLOUGH		04/30/2008	Various	6,750,000	1,163,314	0.00	1,235,030	1,687,500			452,470	(452,470)		1,235,030		(71,716)	(71,716)	41,250		P2LFE
.98877C-AA-5	ZFS FINANCE USA TRUST I		05/08/2008	LEHMAN BROTHERS INC.	4,000,000,000	3,591,880	0.00	4,000,000	3,692,752	307,248			307,248		4,000,000		(408,120)	(408,120)	132,889		RP3UZ*
.06710F-11-9	OSBBC, LTD COMULATIVE PREFERRED CLASS 1	T	05/19/2004	DIRECT	0.000	(220,299)	0.00										(220,299)	(220,299)			P1A
.061577-10-8	PORSCHE AUTOMOBIL HOLDING SE	D	05/14/2008	WARBURG DILLION READ LLC	16,753,000	2,644,659	0.00	3,097,073	3,185,210	(271,512)			(271,512)	(224,368)	2,872,705	483,303	(711,350)	(228,046)	59,127		P2L
.865622-AA-2	SUMITOMO MITSUI BANK NY	F	04/21/2008	LEHMAN BROTHERS INC.	3,500,000,000	3,931,760	0.00	3,498,815	3,498,268		104		104		3,498,372		433,388	433,388	100,333		RP1UZ*
.24821C-AA-8	DEN NORSEKE BANK 144A	F	05/09/2008	LEHMAN BROTHERS INC.	5,000,000,000	5,086,400	0.00	5,000,000	5,000,000						5,000,000		86,400	86,400	144,919		P1UZ*
.251594-AE-7	DEV BK SINGAPORE 144A	F	06/27/2008	ALLSTATE LIFE INSURANCE CO	2,500,000,000	2,632,173	0.00	2,494,725	2,497,795		288		288		2,498,083		134,089	134,089	109,844		RP1UZ*
.055654-AB-3	BANCO SANTANDER	F	06/27/2008	ALLSTATE LIFE INSURANCE CO	6,000,000,000	6,366,594	0.00	6,506,700	6,194,665		(32,865)		(32,865)		6,161,800		204,794	204,794	359,646		RP1UZ*
.002920-AB-2	ABBAY NATL PLC	F	06/15/2008	REDEMPTION	16,415,000,000	16,415,000	0.00	16,009,550	16,018,721		799		799		16,019,520		395,480	395,480	549,903		P1UZ*
.06739F-EY-3	BARCLAYS BANK PLC	F	05/09/2008	WARBURG DILLION READ LLC	9,500,000,000	8,365,445	0.00	8,989,250	6,500,000		159		159		8,989,409		(623,964)	(623,964)	232,513		P2UZ*
.06739G-AD-1	BARCLAYS BANK PLC	F	04/10/2008	LEHMAN BROTHERS INC.	3,000,000,000	2,825,490	0.00	3,000,000	3,000,000						3,000,000		(174,510)	(174,510)	74,340		P2UZ*

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market Indi- cator (a)	
4041A2-AG-9	HBOS PLC	F	05/01/2008	J. P. MORGAN SECURITIES, INC.	4,000,000,000	3,490,000	0.00	4,105,760	4,075,060						4,071,184		(581,184)	(581,184)	110,506		P1U2*	
780097-AS-0	ROYAL BK SCOTLAND GRP PLC	F	04/10/2008	LEHMAN BROTHERS INC.	3,000,000,000	2,714,760	0.00	3,000,000	3,000,000		(3,876)		(3,876)		3,000,000		(285,240)	(285,240)	111,258		P2U2*	
6399999	Preferred Stocks - Industrial and Miscellaneous					77,525,232	XXX	76,827,526	64,916,644	90,861	(35,391)	452,470	(396,999)	(224,368)	76,238,727	483,303	803,202	1,286,505	2,154,805	XXX	XXX	
6599997	Total - Preferred Stocks - Part 4					133,832,145	XXX	138,454,726	110,346,019	858,800	(34,273)	452,470	372,057	(224,368)	137,872,019	483,303	(4,523,177)	(4,039,874)	3,270,325	XXX	XXX	
6599998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
6599999	Total - Preferred Stocks					133,832,145	XXX	138,454,726	110,346,019	858,800	(34,273)	452,470	372,057	(224,368)	137,872,019	483,303	(4,523,177)	(4,039,874)	3,270,325	XXX	XXX	
131347-30-4	CALPINE CORP		05/22/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	151,340,000	3,431,600		2,733,200							2,733,200		698,400	698,400				
15189T-10-7	CENTERPOINT ENERGY		05/30/2008	LAZARD FRERES & COMPANY	72,788,000	1,224,753		836,420							836,420		388,333	388,333	13,284			
30161N-10-1	EXELON CORP.		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	36,600,000	3,220,050		918,475	2,988,024	(2,069,549)			(2,069,549)		918,475		2,301,575	2,301,575	36,800			
748356-10-2	QUESTAR CORP.		05/22/2008	FENNER, & SMITH	37,100,000	2,448,672		2,130,703							2,130,703		317,969	317,969				
74347R-10-7	ULTRA SP500 PRSHARES		05/02/2008	Various	503,990,000	34,994,797		35,005,421							35,005,421		(10,624)	(10,624)				
X2337V-12-1	CEZ CZK100	D	05/14/2008	ALLIANCE BERNSTEIN	6,117,000	468,045		481,742							481,742	50,735	(64,432)	(13,697)			U	
F58653-11-8	SUEZ	D	05/14/2008	ALLIANCE BERNSTEIN	19,484,000	1,369,569		1,326,634	1,349,715	(23,081)			(23,081)		1,326,634	57,215	(14,279)	42,935	40,969		U	
D85916-10-0	E.ON AG	D	05/14/2008	ALLIANCE BERNSTEIN	17,555,000	3,514,574		3,818,191							3,818,191	202,335	(505,953)	(303,618)	104,169		U	
D6629K-10-9	RWE AG (NEU) NPV 'A'	D	05/14/2008	ALLIANCE BERNSTEIN	14,380,000	1,754,328		1,249,322	2,029,924	(780,602)			(780,602)		1,249,322	276,091	228,915	505,006	49,144		U	
J38468-10-4	KYUSHU ELEC POWER JPY500	D	05/14/2008	ALLIANCE BERNSTEIN	42,300,000	920,526		1,100,847	1,028,398	72,449			72,449		1,100,847	160,032	(340,353)	(180,321)	11,951		U	
J86914-10-8	TOKYO ELECTRIC POW JPY500	D	05/14/2008	ALLIANCE BERNSTEIN	20,000,000	490,296		458,446	510,980	(52,534)			(52,534)		458,446	14,833	17,017	31,850	5,652		U	
G4890M-10-9	INTL POWER ORD GBPO.50	D	05/14/2008	ALLIANCE BERNSTEIN	89,934,000	739,395		680,194	756,269	(129,071)			(129,071)		680,194	(3,453)	62,654	59,201			U	
6699999	Common Stocks - Public Utilities					54,576,605	XXX	50,739,596	8,663,309	(2,982,388)			(2,982,388)		50,739,596	757,787	3,079,221	3,837,009	261,768	XXX	XXX	
010317-10-5	ALABAMA NATL BANCORP		03/05/2008	MERGER CANTOR, FITZGERALD & CO.	0.000	(94)		342,364		(70,268)			(70,268)				(94)	(94)	1,804			
023139-10-8	AMBAC FINANCIAL GRO		06/10/2008	Various	1,200,000	2,196		69,517	30,924	38,593			38,593		69,517		(67,321)	(67,321)	96			
026874-10-7	AMERICAN INT'L GRO		06/24/2008	Various	80,000,000	2,551,906		4,133,440							4,133,440		(1,581,534)	(1,581,534)	32,000			
05968L-10-2	BANCOLOMBIA S.A. - SPONS ADR		05/12/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	241,800,000	9,386,561		10,330,737							10,330,737		(944,177)	(944,177)				
060505-10-4	BANK OF AMERICA CORP		06/20/2008	Various	191,700,000	5,240,246		9,105,483	7,909,542	1,195,941			1,195,941		9,105,483		(3,865,236)	(3,865,236)	245,376			
14754D-10-0	CASH AMERICA INTERNATIONAL INC		05/01/2008	JEFFERIES & COMPANY, INC.	95,600,000	3,874,570		4,575,607							4,575,607		(701,037)	(701,037)				
200519-10-6	COMMERCE BANCORP		04/01/2008	Various	2,100,000	73,622		72,531	80,094	(7,563)			(7,563)		72,531		1,091	1,091	273			
254709-10-8	DISCOVER FINANCIAL		06/27/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	7,430,000	99,542		127,573							127,573		(28,031)	(28,031)				
320771-10-8	FIRST MARBLEHEAD CORP		05/14/2008	BLOOMBERG TRADEBOOK LLC	113,313,000	343,595		854,380	449,820	588			588		854,380		(510,785)	(510,785)				
381416-10-4	GOLDMAN SACHS GROUP		04/15/2008	INVESTMENT TECHNOLOGY GROUP, INC.	45,200,000	7,359,504		7,480,315							7,480,315		(120,811)	(120,811)				
443683-10-7	HUDSON CITY BANCORP		06/10/2008	Various	725,249,000	12,299,395		12,947,182							12,947,182		(647,787)	(647,787)	55,044			
45865V-10-0	INTERCONTINENTALEXIC		06/11/2008	Various	56,088,000	7,088,498		9,448,177	4,050,008	(707,323)			(707,323)		9,448,177		(2,359,679)	(2,359,679)				
464288-77-8	ISHARES DJ US REGIONAL BANKS		06/13/2008	Various	73,750,000	2,370,160		2,993,784							2,993,784		(623,624)	(623,624)	18,101			
46625H-10-0	JPMORGAN CHASE & COMPANY		06/02/2008	CANTOR, FITZGERALD & CO.	400,000	16,892		3,002	17,460	(14,458)			(14,458)		3,002		13,890	13,890	304			
493267-10-8	KEYCORP NEW COM		04/18/2008	WARBURG DILLION READ LLC	84,128,000	2,088,718		2,313,330	630,758	219,975			219,975		2,312,410		(223,692)	(223,692)	31,548			
524908-10-0	LEHMAN BROTHERS		06/04/2008	Various	12,000,000	441,657		334,324	392,640	(324,771)			(324,771)		334,324		107,333	107,333	2,040			
55261F-10-4	M&T BANK CORP.		05/23/2008	GOLDMAN, SACHS & CO.	8,900,000	785,533		759,482	112,648	10,080			10,080		759,482		26,051	26,051	6,230			
571837-10-3	MARSHALL & ILSLEY C		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	21,208,000	492,447		720,203	561,588	158,589			158,589		720,176		(227,729)	(227,729)	13,361			
064058-10-0	MELLON BANK CORP.		04/03/2008	WARBURG DILLION READ LLC	12,643,000	534,771		343,115	616,473	(273,358)			(273,358)		343,115		191,656	191,656	3,034			
590188-10-8	MERRILL LYNCH & CO., INC.		04/24/2008	Various	20,000,000	948,295		867,000							867,000		81,295	81,295				
629491-10-1	NYSE EURONEXT		06/11/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	11,391,000	655,933		837,330							837,330		(181,396)	(181,396)	3,417			
7591EP-10-0	REGIONS FINANCIAL CORP		06/30/2008	Various	102,028,000	1,319,149		1,659,746	2,412,962	695,197			695,197		1,651,913		(332,764)	(332,764)	77,541			

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.857477-10-3	STATE STREET CORP.		04/02/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	58,700,000	4,921,874		4,698,579	2,622,760	(134,054)			(134,054)		4,698,579		223,295	223,295	20,930		L
.784860-10-1	SVB FINANCIAL GROUP		06/13/2008	LAZARD FRERES & COMPANY KNIGHT SECURITIES, L.P.	10,000,000	487,691		466,139	504,000	(37,861)			(37,861)		466,139		21,552	21,552			L
.74144T-10-8	T. ROWE PRICE GROUP		04/25/2008	JONES TRADING	2,950,000	175,930		148,267	179,596	3,164			3,164		148,267		27,663	27,663	1,416		L
.891777-10-4	TOWER GROUP INC		05/01/2008	Various	6,150,000	145,236		159,162							159,162		(13,926)	(13,926)	308		L
.74347R-74-3	ULTRA FINL PROSHARES		06/30/2008	Various	1,635,800,000	49,939,882		55,802,823				833,805	(833,805)		55,802,823		(5,862,941)	(5,862,941)	52,117		L
.922908-53-8	VANGUARD MIDCAP GROWTH INDEX		06/18/2008	Various	1,445,136,000	88,804,088		82,075,488							82,075,488		6,728,600	6,728,600			L
.922908-59-5	VANGUARD SMALLCAP GRWTH ETF		06/18/2008	Various	908,486,000	60,933,437		55,937,845							55,937,845		4,995,592	4,995,592			L
.929903-10-2	WACHOVIA CORP		06/30/2008	Various	47,690,000	800,377			1,813,651	610,323			610,323				800,377	800,377	48,405		L
.949746-10-1	WELLS FARGO & CO		06/09/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	87,630,000	2,225,316		2,605,271	1,478,102	(68,685)			(68,685)		2,596,219		(370,903)	(370,903)	54,331		L
.780087-10-2	ROYAL BANK CANADA	T	04/02/2008	CANTOR, FITZGERALD & CO.	7,053,000	339,819		340,072							340,072		(253)	(253)			L
.ROY275-43-F	ROYAL BK OF CANADA COM NPV	C	10/07/1902	Various	0.000																U
.891160-50-9	TORONTO-DOMINION BA	T	04/10/2008	Various	869,820	53,828		51,572			340,157		340,157		51,572		2,256	2,256	507		U
.057085-10-4	MACQUARIE GROUP LTD	D	05/14/2008	ALLIANCE BERNSTEIN	10,896,000	662,367		649,567	726,699	(277,527)			(277,527)		649,567	135,881	(123,081)	12,800	14,150		U
.065336-11-9	NATIONAL AUSTRALIA BANK NPV	D	04/04/2008	ALLIANCE BERNSTEIN	29,300,000	843,474		913,649	970,738	(57,090)			(57,090)		913,649	162,278	(232,453)	(70,175)			U
.787063-11-4	QBE INS GROUP NPV	D	05/14/2008	ALLIANCE BERNSTEIN	29,581,000	722,126		389,104	857,849	(357,507)			(357,507)		389,104	91,405	241,617	333,022	33,555		U
.84399L-10-2	FORTIS	D	05/14/2008	ALLIANCE BERNSTEIN	51,500,000	1,342,340		1,787,057	1,341,575	445,482			445,482		1,787,057	382,349	(827,067)	(444,718)	49,937		U
.654050-11-0	LAZARD LTD	F	05/05/2008	CITIGROUP GLOBAL MARKETS	60,000,000	1,940,919		2,148,600	2,092,800	(215,797)			(215,797)		1,520,450		420,469	420,469	49,688		L
.90458E-10-7	UNIBANCO UNIAO DE GDS EACH REPR 1000 UTS	F	05/14/2008	ALLIANCE BERNSTEIN	7,100,000	1,033,307		527,201	991,444	(464,243)			(464,243)		527,201		506,106	506,106	21,922		L
.698255-10-5	XL CAPITAL LTD - CLASS A	F	05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	17,106,000	596,825		524,555	860,603	237,538			237,538		504,627		92,198	92,198	6,500		L
.F07875-19-2	BNP PARIBAS S.A.	D	05/14/2008	ALLIANCE BERNSTEIN	17,000,000	1,839,340		1,172,823	1,862,333	(689,510)			(689,510)		1,172,823	306,246	360,270	666,516			U
.F22797-10-8	CREDIT AGRICOLE SA PAR EUR 3	D	05/14/2008	ALLIANCE BERNSTEIN	11,320,000	338,834		309,145	383,510	(71,365)			(71,365)		309,145	58,539	(28,851)	29,688			U
.F43638-14-1	SOC GENERALE EUR1.25	D	05/14/2008	ALLIANCE BERNSTEIN	4,200,000	461,224		106,989	606,900	(499,911)			(499,911)		106,989	29,407	324,828	354,235			U
.F8587L-15-0	SOCIETE GENERALE COMMON STOCK	D	06/06/2008	EXCHANGE	5,482,000	410,627		405,734							405,734	4,893		4,893			U
.D03080-11-2	ALLIANZ SE NPV (REGD) (VINKULIERT)	D	05/14/2008	ALLIANCE BERNSTEIN	8,300,000	1,658,546		1,904,084	1,805,690	98,394			98,394		1,904,084	302,271	(547,808)	(245,537)			U
.D1882G-11-9	DEUTSCHE BOERSE AG CMN STK NPV	D	06/12/2008	ALLIANCE BERNSTEIN	30,065,000	4,377,061		4,099,851	5,522,262	(1,790,773)			(1,790,773)		4,099,851	460,766	(183,557)	277,210	22,026		L
.D5535-10-4	MUNCHENER RUCK	D	05/14/2008	ALLIANCE BERNSTEIN	10,100,000	1,977,353		1,243,179	1,974,368	(731,189)			(731,189)		1,243,179	223,549	510,624	734,173	35,923		U
.X56533-11-4	NATL BK OF GREECE EUR4.80(REGD)	D	04/18/2008	ALLIANCE BERNSTEIN	17,010,000	882,668		1,010,553							1,010,553	87,441	(215,326)	(127,885)			U
.T05040-10-9	ASSICURAZIONI GENERALI S.P.A.	D	05/15/2008	ALLIANCE BERNSTEIN	46,439,000	2,013,785		2,173,568	1,641,434	50,631			50,631		2,173,568	120,845	(280,628)	(159,783)			U
.T82253-16-1	FONDIARIA-SAI EUR1	D	05/14/2008	ALLIANCE BERNSTEIN	29,400,000	1,185,819		1,237,394	1,219,130	18,264			18,264		1,237,394	260,982	(312,557)	(51,575)			U
.J44497-10-5	MIITSUBISHI UFJ FINANCIAL GROUP	D	05/14/2008	ALLIANCE BERNSTEIN	246,000,000	2,445,460		2,206,451	2,276,976	(70,525)			(70,525)		2,206,451	220,711	18,298	238,009	16,220		U
.J61933-12-3	ORIX CORP	D	05/14/2008	ALLIANCE BERNSTEIN	4,590,000	819,991		794,002	774,636	19,366			19,366		794,002	56,539	(30,551)	25,989	11,415		U
.J77067-10-6	SUMITOMO MITSUI NPV	D	05/14/2008	ALLIANCE BERNSTEIN	236,000	1,798,801		974,790	1,753,658	(778,868)			(778,868)		974,790	93,192	730,819	824,011	15,561		U
.N4578E-41-3	ING GROUP	D	05/14/2008	ALLIANCE BERNSTEIN	21,800,000	849,748		504,589	858,462	(353,874)			(353,874)		504,589	133,556	211,604	345,160	27,687		U
.N4598#-10-1	INTERNATIONAL MEZZANINE INVESTMENT	F	06/25/2008	DISTRIBUTION	0.000	583,333		583,333							583,333						A
.S08065-14-0	STANDARD BANK GRP ORD ZARO.1	D	04/30/2008	Various	0.570	63,970			9	(2)			(2)		63,976		(5)	(6)			U
.Y7749X-10-1	SHINHAN FIN GROUP KRW5000	D	06/11/2008	ALLIANCE BERNSTEIN	11,600,000	516,937		526,804	662,998	(136,194)			(136,194)		526,804	(40,435)	30,568	(9,867)	10,693		U
.E15870-34-3	BANCO SANTANDER CENTRAL HISP	D	05/14/2008	ALLIANCE BERNSTEIN	71,010,000	1,547,405		1,535,215	680,476	(11,825)			(11,825)		1,535,215	24,136	(11,946)	12,190	24,339		U
.H36980-41-9	CREDIT SUISSE GROUP AG CHF0.5	D	05/14/2008	ALLIANCE BERNSTEIN	6,800,000	368,145		234,071	409,360	(128,368)			(128,368)		234,071	48,091	85,984	134,075	12,874		U
.J4407G-26-3	JULIUS BAER HLDGS AG-REG PAR CHF .05	D	05/14/2008	ALLIANCE BERNSTEIN	19,186,000	1,505,561		1,602,404	1,590,615	84,641			84,641		1,602,404	198,345	(295,187)	(96,842)	7,533		U
.688473-11-4	3I GROUP PLC GBP .738636	D	05/14/2008	ALLIANCE BERNSTEIN	69,518,000	1,181,525		1,536,726	1,402,039	134,687			134,687		1,536,726	253	(355,454)	(355,201)	9,333		U
.G06830-10-9	AVIVA ORD GBPO.25	D	05/14/2008	ALLIANCE BERNSTEIN	82,200,000	1,027,179		690,806	1,100,822	(410,016)			(410,016)		690,806	95,980	240,393	336,372	38,131		U
.G08036-12-4	BARCLAYS ORD GBPO.25	D	05/14/2008	ALLIANCE BERNSTEIN	42,000,000	349,999		422,874	423,948	(1,074)			(1,074)		422,874	35,301	(108,177)	(72,875)	20,819		U
.G4364D-10-6	HBOB ORD GBPO.25	D	05/14/2008	ALLIANCE BERNSTEIN	172,860,000	1,573,047		2,552,357	3,543,630	(991,273)			(991,273)		2,552,357	66,170	(1,045,480)	(979,310)	121,404		U
.G46981-11-7	ICAP PLC ORD GBPO.10	D	05/14/2008	ALLIANCE BERNSTEIN	54,297,000	636,513		734,590							734,590	(5,116)	(92,961)	(98,077)	659		U
.G5790V-15-6	MAN GROUP PLC CMN STK	D	05/14/2008	ALLIANCE BERNSTEIN	183,820,000	2,123,816		1,817,978	1,930,158	(258,259)			(258,259)		1,817,978	(18,051)	323,890	305,838			U
.G72899-10-0	PRUDENTIAL CORP	D	05/14/2008	ALLIANCE BERNSTEIN	50,893,000	895,011		707,088							707,088	(10,151)	(1,926)	(12,077)			U
.G76891-11-1	ROYAL BANK OF SCOTLAND GRP	D	05/14/2008	ALLIANCE BERNSTEIN	195,000,000	1,231,768		1,771,529	1,696,500	75,029			75,029		1,771,529	229,369	(769,129)	(539,761)	99,107		U
.ROYB2R-3F-F	ROYAL BK SCOT GRP N/P RIGHTS 06/06/2008	D	05/22/2008	ALLIANCE BERNSTEIN	227,473,000	107,668											107,668				U
.G8566X-13-3	RSA INSURANCE GROUP PLC	D	05/14/2008	ALLIANCE BERNSTEIN	106,500,000	282,917		187,599	309,915	(122,316)			(122,316)		187,599	14,971	80,347	95,318	10,560		U
.G84228-15-7	STANDARD CHARTERED ORD USD0.50	D	05/14/2008	ALLIANCE BERNSTEIN																	

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SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
002824-10-0	ABBOTT LABS		04/16/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	110,400,000	5,674,087		6,069,715							6,069,715		(395,628)	(395,628)	39,744		
002896-20-7	ABERCROMBIE & FITCH		04/07/2008	BERNSTEIN (SANFORD C.) & CO., INC.	42,200,000	3,172,198		3,368,822							3,368,822		(196,623)	(196,623)	7,385		
004239-10-9	ACADIA REALTY TRUST		06/26/2008	DISTRIBUTION	0.000	0.000		315							315						
00508X-20-3	ACTUANT CORP		04/25/2008	KNIGHT SECURITIES, L.P.	5,780,000	194,254		173,342	196,578	(14,533)			(14,533)		173,342		20,912	20,912			
00751Y-10-6	ADVANCED AUTO PARTS INC.		04/15/2008	BLOOMBERG TRADEBOOK LLC	31,115,000	1,039,755		1,055,110	1,182,059	(78,405)			(78,405)		1,055,110		(15,354)	(15,354)	3,734		
007865-10-8	AEROPOSTALE INC		06/05/2008	Various	103,700,000	3,421,048		3,417,921							3,417,921		3,127	3,127			
00817Y-10-8	AETNA INC.		04/25/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	120,860,000	5,069,908		6,707,507	6,977,248	(269,741)			(269,741)		6,707,507		(1,637,599)	(1,637,599)			
001084-10-2	AGCO CORP.		04/01/2008	LEHMAN BROTHERS INC.	285,437,000	17,111,139		18,231,309	6,385,837	(458,119)			(458,119)		18,231,309		(1,120,170)	(1,120,170)			
009158-10-6	AIR PRODUCTS & CHEM		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	7,622,000	776,677		471,471	751,758	(280,287)			(280,287)		471,471		305,206	305,206	6,250		
015271-10-9	ALEXANDRIA REAL ESTATE		06/27/2008	DISTRIBUTION	0.000	3,977		3,977							3,977						
01741R-10-2	ALLEGHENY TECHNOLOG		05/15/2008	J. P. MORGAN SECURITIES, INC.	800,000	63,684		58,024	69,120	1,945			1,945		58,024		5,660	5,660	144		
018804-10-4	ALLIANT TECHSYSTEMS, INC.		05/30/2008	CANTOR, FITZGERALD & CO.	14,820,000	1,593,913		1,666,716							1,666,716		(72,803)	(72,803)			
020520-10-2	ALON USA ENERGY INC		05/14/2008	BLOOMBERG TRADEBOOK LLC	87,332,000	1,356,555		1,413,643	891,504	399,750	(565,412)		(165,662)		1,413,643		(57,088)	(57,088)	1,312		
023135-10-6	AMAZON CORP.		06/18/2008	Various	12,500,995	937,985		1,003,400							1,003,400		(65,415)	(65,415)			
00163T-10-9	AMB PROPERTY CORP		04/02/2008	DISTRIBUTION	0.000	9,270		9,270							9,270						
024835-10-0	AMERICAN CAMPUS COMMUNITIES INC		05/14/2008	DISTRIBUTION	0.000	4,253		4,253							4,253						
03073T-10-2	AMERIGROUP CORPORATE		06/16/2008	GOLDMAN, SACHS & CO.	33,492,000	805,448		920,025	1,220,783	(92,786)			(92,786)		920,025		(114,577)	(114,577)			
035290-10-5	ANIXTER INTERNATIONAL INC		05/22/2008	GOLDMAN, SACHS & CO.	2,900,000	183,202		161,134	180,583	(19,449)			(19,449)		161,134		22,068	22,068			
036115-10-3	ANN TAYLOR STORES INC		04/15/2008	BLOOMBERG TRADEBOOK LLC	43,142,000	991,705		1,025,054	907,380	284,300			284,300		1,025,054		(33,348)	(33,348)			
037411-10-5	APACHE CORP.		05/23/2008	Various	85,300,000	10,975,897		9,693,520	2,688,500	(129,871)			(129,871)		9,693,520		1,282,378	1,282,378	24,395		
037833-10-0	APPLE INC.		06/13/2008	BLAIR, WILLIAM, & COMPANY, L.L.C.	28,100,000	4,777,367		4,930,462							4,930,462		(153,096)	(153,096)			
038222-10-5	APPLIED MATERIALS		04/16/2008	Various	788,625,000	15,310,237		16,221,221							16,221,221		(910,984)	(910,984)			
038336-10-3	APTARGROUP INC		04/15/2008	BLOOMBERG TRADEBOOK LLC	28,623,000	1,140,628		1,030,477	1,170,967	(140,490)			(140,490)		1,030,477		110,151	110,151	3,721		
03938L-10-4	ARCELORMITTAL-NY REG		05/02/2008	Various	137,600,000	12,036,430		12,126,306							12,126,306		(89,876)	(89,876)			
04247X-10-2	ARMSTRONG WORLD IND		04/15/2008	BLOOMBERG TRADEBOOK LLC	38,638,000	1,455,324		1,258,287	1,159,179	75,942			75,942		1,258,287		197,037	197,037	130,050		
04269Q-10-0	ARRIS GROUP INC		05/14/2008	BLOOMBERG TRADEBOOK LLC	189,748,000	1,476,022		1,071,845	1,069,856	143,033			143,033		1,071,845		404,177	404,177			
045604-10-5	ASSOCIATED ESTATES		04/09/2008	DISTRIBUTION	0.000	3,542		3,542							3,542						
052769-10-6	AUTODESK INC.		06/24/2008	DEUTSCHE BANK CAPITAL CORP.	45,117,000	1,613,957		1,799,465							1,799,465		(185,508)	(185,508)			
054615-10-9	AXSYS TECHNOLOGIES		06/27/2008	Various	116,419,000	5,815,358		5,631,227							5,631,227		184,131	184,131			
057224-10-7	BAKER HUGHES		05/22/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	35,500,000	3,003,973		2,701,522							2,701,522		302,452	302,452	4,615		
067383-10-9	BARC (C.R.) INC.		04/29/2008	Various	160,772,000	14,963,096		15,813,460							15,813,460		(850,364)	(850,364)	20,711		
075887-10-9	BECTON DICKINSON		04/07/2008	Various	155,109,000	13,188,572		13,442,439	2,365,314	(46,735)			(46,735)		13,442,439		(253,867)	(253,867)	52,272		
09062X-10-3	BIOPEN IDEC INC.		06/24/2008	BLAIR, WILLIAM, & COMPANY, L.L.C.	45,800,000	2,659,156		2,938,464							2,938,464		(279,308)	(279,308)			
09063H-10-7	BIOMED REALTY TRUST INC		06/26/2008	DISTRIBUTION	0.000	5,178		5,178							5,178						
055482-10-3	BJ SERVICES		04/22/2008	JEFFERIES & COMPANY, INC.	215,616,000	5,935,875		6,235,430							6,235,430		(299,555)	(299,555)			
093671-10-5	BLOCK H&R		04/15/2008	BLOOMBERG TRADEBOOK LLC	59,296,000	1,210,090		1,223,998	986,067	181,425			181,425		1,223,998		(13,908)	(13,908)	15,134		
101121-10-1	BOSTON PROPERTIES		06/26/2008	DISTRIBUTION	0.000	24,381		24,381							24,381						
105368-20-3	BRANDYVINE REALTY		04/02/2008	DISTRIBUTION	0.000	1,059		1,059							1,059						
05564E-10-6	BRE PROPERTIES INC		06/11/2008	DISTRIBUTION	0.000	7,100		7,100							7,100						

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										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
117043-10-9	BRUNSWICK CORP.		06/20/2008	CANTOR, FITZGERALD & CO. KNIGHT SECURITIES, L.P.	1,000,000	11,852		17,568	17,050	518			518		17,568		(5,716)	(5,716)			
118759-10-9	BUCYRUS INTERNATIONAL INC CL A		04/01/2008		41,000,000	4,150,169		4,196,350							4,196,350		(46,181)	(46,181)			
126408-10-3	C S X CORP.		06/04/2008	JONES TRADING	88,800,000	5,786,318		4,186,376							4,186,376		1,599,942	1,599,942	26,394		
12673P-10-5	CA INC.		05/21/2008	DISTRIBUTION BLOOMBERG TRADEBOOK LLC	0.000	2,521											2,521	2,521			
149123-10-1	CATERPILLAR INC.		04/30/2008		29,200,000	2,416,900		2,132,388							2,132,388		284,511	284,511	10,512		
124830-10-0	CBL AND ASSOCIATES		06/26/2008	DISTRIBUTION	0.000	4,147		4,147							4,147						
150602-20-9	CEDAR SHOPPING CENTERS INC		05/07/2008	DISTRIBUTION BLOOMBERG TRADEBOOK LLC	0.000	7,700		7,700							7,700						
150870-10-3	CELANESE CORP		05/14/2008		27,142,000	1,297,741		931,872	1,148,649	(216,778)			(216,778)		931,872		365,870	365,870	2,171		
156700-10-6	CENTURYTEL INC		05/15/2008	BLOOMBERG TRADEBOOK LLC	36,990,000	1,321,704		1,137,019							1,137,019		184,685	184,685			
165167-10-7	CHESAPEAKE ENERGY		05/01/2008	WARBURG DILLION READ LLC	66,000,000	3,356,748		3,235,360							3,235,360		121,388	121,388			
167250-10-9	CHICAGO BRIDGE IRON NY SHR		05/09/2008	GOLDMAN, SACHS & CO.	3,370,000	132,940		132,475	203,683	(25,034)			(25,034)		132,475		465	465	135		
169656-10-5	CHIPOTLE MEXICAN GRILL		05/08/2008	BERNSTEIN (SANFORD C.) & CO., INC.	44,727,000	4,224,860		4,896,520							4,896,520		(671,660)	(671,660)			
171340-10-2	CHURCH & DWIGHT CO.		04/15/2008	BLOOMBERG TRADEBOOK LLC	19,669,000	1,103,586		1,048,333	1,043,551	51,516			51,516		1,048,333		55,254	55,254	1,544		
20440W-10-5	CIA SIDERURGICA NACL ADR		05/01/2008	Various	87,400,000	3,703,377		3,290,258							3,290,258		413,119	413,119	89,140		
17275R-10-2	CISCO SYSTEMS		05/28/2008	Various	793,091,000	19,856,198		19,579,668	2,585,185	(915,228)			(915,228)		19,469,059		387,139	387,139			
184496-10-7	CLEAN HARBORS		06/16/2008	Various	90,034,000	5,866,178		5,627,636	854,808	(18,637)			(18,637)		5,627,636		238,542	238,542			
185896-10-7	CLEVELAND-CLIFFS, INC.		05/01/2008	Various	106,700,000	16,863,644		13,450,433							13,450,433		3,413,211	3,413,211			
189754-10-4	COACH INC.		06/19/2008	J. P. MORGAN SECURITIES, INC.	488,500,000	15,651,784		16,092,458							16,092,458		(440,673)	(440,673)			
191216-10-0	COCA COLA CO.		05/30/2008	Various	359,723,000	21,323,482		20,187,919	10,653,832	(1,699,940)			(1,699,940)		20,187,919		1,135,563	1,135,563	67,146		
194162-10-3	COLGATE-PALMOLIVE		04/16/2008	GROUP, INC. BLOOMBERG TRADEBOOK LLC	44,100,000	3,453,103		3,434,746							3,434,746		18,357	18,357			
201723-10-3	COMMERCIAL METALS CO.		04/15/2008	BLOOMBERG TRADEBOOK LLC	35,703,000	1,075,869		966,605	1,051,453	(84,848)			(84,848)		966,605		109,264	109,264	8,569		
203372-10-7	COMMSCOPE INC		04/15/2008		27,149,000	974,969		985,780	1,146,593	(248,954)			(248,954)		985,780		(10,811)	(10,811)			
205862-40-2	CONVERSE TECHNOLOGY		06/30/2008	Various	10,000,000	166,697		227,757	172,500	55,257	36,694	36,694	55,257		227,757		(61,060)	(61,060)			
21075N-20-4	CONTANGO OIL GAS		06/16/2008	GOLDMAN, SACHS & CO.	15,060,000	1,261,456		1,165,039							1,165,039		96,418	96,418			
22002T-10-8	CORPORATE OFFICE PROPERTIES TRUST		06/26/2008	DISTRIBUTION	0.000	6,248		6,248							6,248						
222795-10-6	COUSINS PROPERTY		05/14/2008	DISTRIBUTION	0.000	353		353							353						
222816-10-0	COVANAGE INC		06/06/2008	Various BLOOMBERG TRADEBOOK LLC	52,900,000	4,297,534		4,735,529							4,735,529		(437,995)	(437,995)			
232820-10-0	CYTEC INDUSTRIES INC		05/14/2008		18,800,000	1,169,451		1,018,020	1,114,598	(43,971)			(43,971)		1,018,020		151,431	151,431	4,613		
244199-10-5	DEERE & CO.		05/01/2008	Various	214,800,000	17,889,884		17,849,461	4,091,693	(850,105)			(850,105)		17,849,461		40,423	40,423	55,310		
246647-10-1	DELEK US HOLDINGS INC		06/16/2008	GOLDMAN, SACHS & CO. CANTOR, FITZGERALD & CO.	73,753,000	815,586		938,138	954,856	153,109			153,109		938,138		(122,553)	(122,553)	4,536		
24702R-10-1	DELL INC.		04/14/2008		2,800,000	51,170		65,692	68,628	(2,936)			(2,936)		65,692		(14,522)	(14,522)			
251591-10-3	DEVELOPERS DIVER REALTY CORP		06/18/2008	DISTRIBUTION	0.000	16,056		16,056	132						16,056						
25179M-10-3	DEVON ENERGY CORP.		05/23/2008	Various	15,600,000	1,901,844		1,444,943							1,444,943		456,702	456,702	2,496		
253868-10-3	DIGITAL REALTY TRUST INC		06/12/2008	DISTRIBUTION	0.000	4,077		4,077							4,077						
260543-10-3	DOW CHEM CO COM		05/16/2008	Various LAZARD FRERES & COMPANY	55,000,000	2,244,189		2,147,409							2,147,409		96,780	96,780	23,100		
261570-10-5	DRESS BARN, INC.		06/04/2008		5,000,000	77,350		64,725							64,725		12,625	12,625			
Y2109Q-10-1	DRYSHIPS INC		06/12/2008	Various	44,600,000	3,386,734		3,744,627	433,440	(80,284)			(80,284)		3,744,627		(357,893)	(357,893)	2,240		
264411-50-5	DUKE REALTY CORPORATION		05/12/2008	DISTRIBUTION	0.000	1,145		1,145							1,145						
26817C-10-1	DYNOCORP INTERNATIONAL INC A		06/16/2008	GOLDMAN, SACHS & CO. MORGAN STANLEY DEAN	67,767,000	1,115,113		1,092,120	1,115,520	(19,437)			(19,437)		1,092,120		22,994	22,994			
Y2187A-10-1	EAGLE BULK SHIPPING INC		06/12/2008	WITTER	116,300,000	3,048,194		4,050,124							4,050,124		(1,001,930)	(1,001,930)	58,150		
277276-10-1	EASTGROUP PROPERTY		06/18/2008	DISTRIBUTION BLOOMBERG TRADEBOOK LLC	0.000	2,826		2,826							2,826						
277432-10-0	EASTMAN CHEMICAL		04/15/2008		15,982,000	1,097,238		996,158	976,340	87,764			87,764		996,158		101,080	101,080	14,064		

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
278642-10-3	EBAY INC		05/28/2008	Various	310,400,000	9,521,346		9,828,630							9,828,630		(307,284)	(307,284)			
28224R-10-1	EFUNDS CORPORATON		05/12/2008	DISTRIBUTION	0.000	1,435											1,435	1,435			
28336L-10-9	EL PASO CORPORATION		06/20/2008	Various	350,000,000	6,540,837		6,093,000							6,093,000		447,837	447,837	10,000		
285661-10-4	ELECTRONIC DATA SYSTEMS CORP.		04/01/2008	J. P. MORGAN SECURITIES, INC.	40,466,000	676,126		903,901	838,860	62,655			62,655		901,515		(225,389)	(225,389)	2,023		
291011-10-4	EMERSON ELECTRIC		05/30/2008	BERNSTEIN (SANFORD C.) & CO., INC.	39,194,000	2,279,510		1,294,390	2,220,732	(931,604)			(931,604)		1,289,128		990,382	990,382	23,516		
26875P-10-1	EOG RESOURCES		04/30/2008	INVESTMENT TECHNOLOGY GROUP, INC.	48,500,000	6,202,703		4,356,815							4,356,815		1,845,888	1,845,888	8,052		
294752-10-0	EQUITY ONE INC		06/12/2008	DISTRIBUTION	0.000	5,519									5,519						
29476L-10-7	EQUITY RESIDENTIAL		06/12/2008	DISTRIBUTION	0.000	1,640		1,640							1,640						
30064@-10-8	EXAMEN, INC.		05/31/2008	DISTRIBUTION	0.000	315,655											315,655	315,655			
302182-10-0	EXPRESS SCRIPTS		06/17/2008	BERNSTEIN (SANFORD C.) & CO., INC.	97,567,000	6,532,279		6,327,269							6,327,269		205,010	205,010			
302316-10-2	EXXON MOBIL CORP.		05/23/2008	Various	63,300,000	5,645,214		1,996,451	4,300,371	(3,390,234)			(3,390,234)		2,532,193		3,113,021	3,113,021	34,065		
30556@-10-4	FAIRPOINT COMMUNICATIONS INC		05/09/2008	Various	8,866,670	80,071		74,658							74,658		5,413	5,413			
313747-20-6	FEDERAL REALTY INVESTMENT TRUST REIT		06/20/2008	DISTRIBUTION	0.000	3,514		3,514							3,514						
31428X-10-6	FEDEX CORPORATION		04/09/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	38,600,000	3,622,443		3,723,047							3,723,047		(100,604)	(100,604)			
31430F-10-1	FELCOR LODGING TRUST INC		04/11/2008	DISTRIBUTION	0.000	17,600		17,600							17,600						
32054K-10-3	FIRST INDUSTRIAL REALTY TRUST		06/26/2008	DISTRIBUTION	0.000	9,940		9,940							9,940						
33610F-10-9	FIRST POTOMAC REALTY TRUST		04/30/2008	DISTRIBUTION	0.000	9,191		9,191							9,191						
336433-10-7	FIRST SOLAR		05/01/2008	CANTOR, FITZGERALD & CO.	29,300,000	7,763,580		7,034,825							7,034,825		728,756	728,756			
33832D-10-6	FIVE STAR QUALITY CARE INC		04/30/2008	Various	60,000,000	369,684		382,800	498,000	124,548		239,748	(115,200)		382,800		(13,116)	(13,116)			
30249U-10-1	FMC TECHNOLOGIES INC		05/16/2008	Various	45,254,000	2,960,602		2,562,281							2,562,281		398,321	398,321			
345425-10-2	FORDING CANADIAN COAL TRUST		05/01/2008	Various	93,537,000	5,603,928		5,228,994	796,588	(297,208)			(297,208)		5,228,994		374,935	374,935	19,586		
35671D-85-7	FREEPOT-MCMORAN CP		05/01/2008	J. P. MORGAN SECURITIES, INC.	14,500,000	1,561,366		1,548,406							1,548,406		12,960	12,960	6,344		
302941-10-9	FTI CONSULTING INC		04/07/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	60,800,000	3,854,516		4,049,280							4,049,280		(194,764)	(194,764)			
36467W-10-9	GAMESTOP CORP.		06/25/2008	Various	157,782,000	7,248,240		8,541,900							8,541,900		(1,293,660)	(1,293,660)			
364730-10-1	GANNETT CO., INC.		05/14/2008	BLOOMBERG TRADEBOOK LLC	34,997,000	1,065,881		998,814	1,049,100	125,337			125,337		998,814		67,067	67,067	21,520		
368287-20-7	GAZPROM OAO ADR REP4 ORD RUB5(REG'S')		05/14/2008	ALLIANCE BERNSTEIN INVESTMENT TECHNOLOGY GROUP, INC.	19,473,000	1,143,091		1,064,812	1,119,698	(54,886)			(54,886)		1,064,812		78,279	78,279			
368710-40-6	GENENTECH INC		04/16/2008	GROUP, INC.	58,200,000	4,316,292		4,391,928	2,079,170	1,860			1,860		4,161,270		155,021	155,021			
370021-10-7	GENERAL GROWTH PROPERTIES, INC		04/14/2008	DISTRIBUTION	0.000	25,682		25,682	274						25,682						
36866T-10-3	GEN-PROBE INC		06/05/2008	DEUTSCHE BANK CAPITAL CORP.	77,300,000	4,108,364		4,409,416							4,409,416		(301,052)	(301,052)			
37250W-10-8	GEOEYE INC		05/13/2008	MORGAN STANLEY DEAN WITTER	5,150,000	96,852		143,840							143,840		(46,987)	(46,987)			
375558-10-3	GILEAD SCIENCES		05/16/2008	Various	36,924,000	1,910,280		1,925,498							1,925,498		(15,218)	(15,218)			
36188G-10-2	GIH COMMUNITIES TRUST		06/17/2008	Various	105,400,000	824,358		978,259	289,800	265,170			265,170		978,259		(153,901)	(153,901)	205,492		
38259P-50-8	GOOGLE INC.		04/17/2008	CANTOR, FITZGERALD & CO.	3,900,000	1,765,046		1,877,562							1,877,562		(112,516)	(112,516)			
384313-10-2	GRAFTECH INTERNATIONAL LTD		06/17/2008	LAZARD FRERES & COMPANY	8,500,000	222,187		135,235	150,875	8,645	(2,428)		6,216		135,235		86,952	86,952			
388216-10-1	GRANT PRIDECO INC		04/24/2008	Various	20,927,000	1,186,584		1,014,332	1,161,658	8,944			8,944		1,014,332		172,252	172,252			
406216-10-1	HALLIBURTON CO.		06/20/2008	Various	319,200,000	14,651,839		12,165,186							12,165,186		2,486,653	2,486,653	28,728		
412822-10-8	HARLEY-DAVIDSON		05/20/2008	CANTOR, FITZGERALD & CO.	3,200,000	128,865		109,048	149,472	(40,424)			(40,424)		109,048		19,817	19,817	960		
413875-10-5	HARRIS CORP.		05/19/2008	LAZARD FRERES & COMPANY	5,000,000	310,049		113,020	313,400	(200,380)			(200,380)		113,020		197,029	197,029	750		
427056-10-6	HERCULES INC.		05/22/2008	GOLDMAN, SACHS & CO.	13,200,000	261,029		243,276	255,420	(8,357)			(8,357)		243,276		17,753	17,753	1,320		
42809H-10-7	HESS CORPORATION		05/30/2008	Various	179,170,000	19,231,064		18,443,042	2,911,828	(1,201,569)			(1,201,569)		18,443,042		788,022	788,022	5,774		
428236-10-3	HEWLETT-PACKARD		06/06/2008	Various	217,800,000	10,015,042		4,819,212	10,994,544	(6,175,332)			(6,175,332)		4,819,212		5,195,830	5,195,830	34,848		
437076-10-2	HOME DEPOT INC		05/21/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	33,760,000	913,213		966,043	882,554	54,218			54,218		966,043		(52,830)	(52,830)	7,596		

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market Indi- cator (a)
44044K-10-1 44106M-10-2	HORIZON LINES INC HOSPITALITY PROPERTY TRUST		04/15/2008 04/11/2008	JEFFERIES & COMPANY, INC. DISTRIBUTION	58,400.000 0.000	1,010,741 4,336		932,849 4,336	652,400	67,708			67,708		932,849 4,336		77,892	77,892	3,850		
444859-10-2 447462-10-2 457985-20-8	HUMANA INC. HURON CONSULTING GR INC INTEGRA LIFE SCIENCES		05/14/2008 05/09/2008 06/11/2008	BLOOMBERG TRADEBOOK LLC GOLDMAN, SACHS & CO. Various	25,529.000 2,430.000 4,190.010	1,119,581 114,389 185,909		1,175,276 98,731 138,097	1,242,615 195,931	(257,374) (13,599)		827,454	(257,374) (13,599) 827,454		1,175,276 98,731 138,097		(55,695) 15,658 47,812	(55,695) 15,658 47,812			
458140-10-0 459200-10-1 459902-10-2 46072H-10-8 46185R-10-0 46428Q-10-9 464287-30-9	INTEL CORP. INTERNATIONAL BUS. INTERNATIONAL GAME INTERSTATE BAKERIES CORP. INWITROGEN CORP ISHARES SILVER TRUST ISHARES TRUST S&P 500 BARRA GROWTH		04/14/2008 04/07/2008 06/30/2008 04/15/2008 02/28/2008 05/01/2008 06/02/2008	GROUP, INC. Various Various DISTRIBUTION Various Various CREDIT SUISSE FIRST BOSTON CORPORATION	138,372.000 113,600.000 20,000.000 0.000 0.000 48,847.000 18,500.000	2,881,387 13,155,799 557,057 2,879 0.000 7,973,711 1,249,176		2,957,100 13,153,783 579,552 0.000 7,345,482 8,536,495 1,269,587	2,957,100 13,153,783 878,600 7,345,482 1,123,880			18,021	(317,069) (171,774) (27,838)		2,957,100 13,153,783 579,552 8,536,495 1,269,587		(75,713) 2,016 (22,495) 2,879	(75,713) 2,016 (22,495) 2,879	5,600		
464288-75-2	ISHARES-DJ HO		05/21/2008	BOSTON CORPORATION J. P. MORGAN SECURITIES, INC.	95,927.000	1,697,323		1,961,243	1,961,243						1,961,243		(263,920)	(263,920)			
46612H-40-2 708160-10-6	J CREW GROUP INC J.C. PENNEY CO. INC.		06/16/2008 06/16/2008	Various CANTOR, FITZGERALD & CO.	79,300.000 60,655.000	2,677,645 2,441,352		3,529,329 2,560,594	3,529,329 875,401		315,012		315,012		3,529,329 2,560,594		(851,684) (119,242)	(851,684) (119,242)	16,111		
46626E-20-5 469814-10-7	J2 GLOBAL COMMUNICATIONS INC JACOBS ENGINEERING		04/25/2008 04/01/2008	LEHMAN BROTHERS INC. MERRILL LYNCH, PIERCE, FENNER, & SMITH	7,460.000 96,438.000	159,113 7,075,732		173,296 6,589,418	157,928 4,994,475	25,521 (1,601,947)			25,521 (1,601,947)		173,296 6,589,418		(14,182) 486,314	(14,182) 486,314			
46612J-50-7	JDS UNIPHASE CORP		05/14/2008	INVESTMENT TECHNOLOGY GROUP, INC.	35,000.000	405,683		623,126	465,500	114,961			114,961		580,461		(174,779)	(174,779)			
481165-10-8 48203R-10-4 49427F-10-8 49446R-10-9	JOY GLOBAL INC JUNIPER NETWORKS KILROY REALTY CORPORATION KIMCO REALTY		04/01/2008 06/13/2008 06/26/2008 04/02/2008	Various DISTRIBUTION DISTRIBUTION INVESTMENT TECHNOLOGY GROUP, INC.	125,300.000 352,035.000 0.000 0.000	8,076,718 8,737,892 23,356 6,501		8,476,065 9,001,723 23,356 6,501	8,476,065 9,001,723 68					8,476,065 9,001,723 6,501		(399,347) (263,831)	(399,347) (263,831)				
500255-10-4	KOHL'S CORP		04/15/2008	INVESTMENT TECHNOLOGY GROUP, INC.	51,000.000	2,214,040		2,270,520							2,270,520		(56,480)	(56,480)			
502424-10-4 515098-10-1 517942-10-8 531172-10-4	L-3 COMMUNICATIONS LANDSTAR SYSTEMS INC LASALLE HOTELS LIBERTY PROPERTY TRUST		06/16/2008 06/16/2008 06/26/2008 06/27/2008	INC. GOLDMAN, SACHS & CO. DISTRIBUTION DISTRIBUTION	14,651.000 21,980.000 0.000 0.000	1,427,881 1,206,638 1,564 2,151		1,646,482 900,916 1,564 2,151	1,646,482 926,457	(25,541)			(25,541)		1,646,482 900,916 1,564 2,151		(218,601) 305,722	(218,601) 305,722	4,395 1,649		
535555-10-6	LINDSAY CORP		05/01/2008	BLAIR, WILLIAM, & COMPANY, L.L.C.	28,200.000	2,822,065		2,928,477	2,928,477						2,928,477		(106,412)	(106,412)			
501889-20-8	LKQ CORP		04/04/2008	INVESTMENT TECHNOLOGY GROUP, INC. BLOOMBERG TRADEBOOK LLC	176,200.000	3,739,172		3,964,500	3,964,500						3,964,500		(225,328)	(225,328)			
550372-10-6 554382-10-1	LUNDIN MINING CORP MACERICH COMPANY		04/15/2008 05/15/2008	DISTRIBUTION CREDIT SUISSE FIRST BOSTON CORPORATION	132,438.000 0.000	982,491 16,659		917,795 16,659	837,207	221,803			221,803		917,795 16,659		64,696	64,696			
55616P-10-4 563571-10-8	MACYS INC MANITOWOC CO.		05/23/2008 06/24/2008	BOSTON CORPORATION Various BERNSTEIN (SANFORD C.) & CO., INC.	72,270.000 256,769.000	1,671,242 9,948,512		1,313,137 10,761,539	1,869,625	618,534			618,534		1,313,137 10,761,539		358,105 (813,027)	358,105 (813,027)	18,790 4,931		
57636Q-10-4	MASTERCARD		05/16/2008	LAZARD FRERES & COMPANY	1,153.000	326,575		261,875							261,875		64,700	64,700	173		
582411-10-4 583840-10-3	MCMORAN EXPLORATION COMPANY MECHEL ADR		06/16/2008 05/01/2008	GOLDMAN, SACHS & CO. BLOOMBERG TRADEBOOK LLC	7,300.000 32,100.000	222,795 4,347,186		109,758 3,857,778	109,758						109,758 3,857,778		113,037 489,408	113,037 489,408			
584690-30-9	MEDICIS PHARMACEUTICAL CORP		04/15/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	53,546.000	1,017,933		1,035,580	1,093,337	(1,549)			(1,549)		1,035,580		(17,647)	(17,647)	3,405		
552715-10-4 58733R-10-2	MEMC ELECTRONIC MAT MERCADOLIBRE INC		04/03/2008 06/24/2008	Various BLOOMBERG TRADEBOOK LLC	157,800.000 95,431.000	10,989,967 3,831,339		12,575,110 5,297,469							12,575,110 5,297,469		(1,585,143) (1,466,130)	(1,585,143) (1,466,130)			
59151K-10-8	METHANEX CORP		05/14/2008	BLOOMBERG TRADEBOOK LLC	35,974.000	972,800		771,606	992,882	(221,276)			(221,276)		771,606		201,194	201,194	10,073		

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Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
594918-10-4	MICROSOFT CORP.		06/04/2008	Various	1,556,699.000	43,883,962		47,756,168	30,127,710	(3,789,246)			(3,789,246)		47,756,168		(3,872,206)	(3,872,206)	241,844		
59522J-10-3	MID AMERICA APT		04/11/2008	DISTRIBUTION	0.000	9,170		9,170							9,170						
596278-10-1	MIDDLEBY CORP		04/15/2008	BLOOMBERG TRADEBOOK LLC	17,207.000	1,064,807		1,104,689	1,318,400	(169,835)			(169,835)		1,104,689		(39,882)	(39,882)			
60935Y-10-9	MONEYGRAM INTERNATIONAL INC		05/14/2008	Various	472,222.000	740,015		939,722	765,426	595,102			595,102		939,722		(199,707)	(199,707)	2,490		
61166W-10-1	MONSANTO CO.		05/01/2008	Various	144,500.000	16,070,187		17,632,271							17,632,271		(1,562,084)	(1,562,084)	3,028		
61945A-10-7	MOSAIC COMPANY		05/13/2008	Various	258,303.000	27,709,880		22,789,197	11,396,555	(3,583,912)			(3,583,912)		22,789,197		4,920,683	4,920,683			
637071-10-1	NATIONAL OILWELL VA		04/30/2008	VARIOUS	0.960			72							72		(72)	(72)			
64110L-10-6	NETFLIX INC		04/22/2008	Various	619,968.000	19,778,055		21,835,616							21,835,616		(2,057,562)	(2,057,562)			
651587-10-7	NEW MARKET CORP		05/02/2008	Various	82,664.000	5,585,975		6,103,562							6,103,562		(517,587)	(517,587)			
651290-10-8	NEWFIELD EXPLORATION CORP		06/20/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	88,850.000	5,706,998		4,613,688	4,682,395	(68,707)			(68,707)		4,613,688		1,093,310	1,093,310			
654106-10-3	NIKE INC		04/16/2008	Various	89,819.000	5,937,511		6,085,312							6,085,312		(147,801)	(147,801)			
655844-10-8	NORFOLK SOUTHERN CO		05/14/2008	BLOOMBERG TRADEBOOK LLC	19,602.000	1,259,423		932,277	988,725	(56,448)			(56,448)		932,277		327,146	327,146	11,369		
656568-50-8	NORTEL NETWORKS CORP		06/10/2008	Various	23,259.000	478,148											478,148				
666807-10-2	NORTHROP GRUMMAN CORP		04/04/2008	LAZARD FRERES & COMPANY	25,000.000	1,957,412			1,619,089						1,619,089		338,324	338,324	9,250		
670008-10-1	NOVELLUS SYSTEMS		05/15/2008	BLOOMBERG TRADEBOOK LLC	54,310.000	1,263,754		1,146,523							1,146,523		117,231	117,231			
670346-10-5	NUCOR CORP.		05/01/2008	Various	77,200.000	5,603,693		5,361,686							5,361,686		242,007	242,007	40,144		
674599-10-5	OCCIDENTAL PETROLEU		04/09/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	85,756.000	6,774,420		6,624,917							6,624,917		149,503	149,503	21,439		
676220-10-6	OFFICE DEPOT		05/14/2008	BLOOMBERG TRADEBOOK LLC	92,519.000	1,279,170		1,062,185	1,068,288	49,137			49,137		1,062,185		216,985	216,985			
67622P-10-1	OFFICEMAX INC		06/20/2008	CANTOR, FITZGERALD & CO.	900.000	14,771		29,982	18,594	11,388			11,388		29,982		(15,211)	(15,211)	270		
68389Y-10-5	ORACLE CORP.		04/03/2008	Various	561,200.000	11,231,011		11,015,581							11,015,581		215,430	215,430			
690768-40-3	OWENS-ILLINOIS, INC.		04/23/2008	MCMAHAN SECURITIES CO LP	10,000.000	584,821		571,138							571,138		13,683	13,683			
693506-10-7	P P G INDUSTRIES, INC.		04/01/2008	WARBURG DILLION READ LLC	57,029.000	3,481,561		3,519,006	4,005,147	(486,141)			(486,141)		3,519,006		(37,445)	(37,445)	29,655		
699462-10-7	PAREXEL INTERNATIONAL CORP		04/16/2008	JEFFERIES & COMPANY, INC.	138,600.000	3,332,854		3,588,354							3,588,354		(255,500)	(255,500)			
70336T-10-4	PATRIOT COAL CORP		06/03/2008	Various	4,786.000	586,081		429,743	11,687	(5,228)			(5,228)		429,743		156,339	156,339			
703481-10-1	PATTERSON UTI ENERGY INC		04/15/2008	BLOOMBERG TRADEBOOK LLC	46,076.000	1,265,735		1,046,495	899,404	147,092			147,092		1,046,495		219,240	219,240	5,529		
713448-10-8	PEPSICO INC.		04/04/2008	Various	166,950.000	11,948,713		11,816,042							11,816,042		332,672	332,672			
714290-10-3	PERRIGO COMPANY		05/13/2008	Various	141,031.000	4,966,501		5,372,866							5,372,866		(406,365)	(406,365)			
71654V-40-8	PETROLEO BRASILEIRO SA ADR		05/14/2008	ALLIANCE BERNSTEIN	19,200.000	1,294,181		868,243	1,025,636	(228,617)			(228,617)		868,243		425,938	425,938	4,770		
721467-10-8	PILGRIMS PRIDE		06/09/2008	Various	117,510.000	2,647,192		2,369,534							2,369,534		277,658	277,658			
726505-10-0	PLAINS EXPLORATION AND PRODUCT		05/22/2008	Various	33,958.000	2,309,999		1,860,475	1,051,812	(34,281)			(34,281)		1,860,475		449,524	449,524			
729251-10-8	PLUM CREEK TIMBER C		05/14/2008	DISTRIBUTION	0.000	65		65							65						
739363-10-9	POWERWAVE TECHNOLOGIES INC		04/24/2008	MCMAHAN SECURITIES CO LP	150,000.000	344,856		403,500							403,500		(58,644)	(58,644)			
742718-10-9	PROCTER & GAMBLE		05/30/2008	Various	202,500.000	13,724,002		14,375,988	6,688,562	51,546			51,546		14,375,988		(651,985)	(651,985)	112,885		
743410-10-2	PROLOGIS		05/13/2008	DISTRIBUTION	0.000	33,231		33,231													
747525-10-3	QUALCOMM INC.		05/07/2008	Various	131,300.000	5,649,211		5,443,851							5,443,851		205,360	205,360	19,141		
747620-10-2	QUANEX CORP.		04/25/2008	Various	20,104.000	1,007,185		790,220	1,043,398	(253,178)			(253,178)		790,220		216,965	216,965	2,815		
74762E-10-2	QUANTA SERVICES		05/28/2008	LAZARD FRERES & COMPANY	6,000.000	180,747		159,128							159,128		21,619	21,619			
74837R-10-4	QUICKSILVER RESOURCES INC		06/20/2008	Various	282,080.000	11,096,867		9,798,721							9,798,721		1,298,146	1,298,146			
75281A-10-9	RANGE RESOURCES COR		06/20/2008	Various	168,410.000	11,128,179		10,207,822							10,207,822		920,358	920,358	5,577		
758849-10-3	REGENCY CENTERS CORPORATION		05/19/2008	DISTRIBUTION	0.000	480		480							480						
767744-10-5	RICHIE BROS AUCTIONEERS		05/01/2008	GOLDMAN, SACHS & CO.	168,600.000	4,227,604		4,984,103							4,984,103		(756,498)	(756,498)			
767754-10-4	RITE AID CORP.		04/29/2008	DISTRIBUTION	0.000	1,869											1,869	1,869			U
775371-10-7	ROHM & HAAS CO.		05/14/2008	BLOOMBERG TRADEBOOK LLC	19,799.000	1,113,596		1,049,266	1,050,733	(1,467)			(1,467)		1,049,266		64,330	64,330	15,443		

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										11	12	13	14	15							
CUSIP Identification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
778296-10-3	ROSS STORES, INC.		06/16/2008	GOLDMAN, SACHS & CO.	36,708,000	1,377,166		1,019,245	938,624	80,621			80,621		1,019,245		357,921	357,921	6,240		
786326-10-8	SADIA SA		04/02/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	724,200,000	13,219,942		13,347,828							13,347,828		(127,886)	(127,886)			
79377W-10-8	SAKS HOLDINGS INC		06/13/2008	LAZARD FRERES & COMPANY	40,000,000	501,517		566,496							566,496		(64,979)	(64,979)			
79466L-30-2	SALESFORCE COM INC		05/20/2008	CANTOR, FITZGERALD & CO.	55,900,000	3,533,581		3,804,235							3,804,235		(270,654)	(270,654)			
800013-10-4	SANDERSON FARMS INC		06/30/2008	JEFFERIES & COMPANY, INC.	47,627,000	1,676,399		1,872,401							1,872,401		(196,002)	(196,002)	707		
806857-10-8	SCHLUMBERGER LTD.		04/09/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	73,500,000	6,568,974		6,441,202							6,441,202		127,772	127,772			
808627-10-3	SCIELE PHARMA INC.		05/14/2008	BLOOMBERG TRADEBOOK LLC	57,946,000	1,190,181		1,120,476	877,305	311,128			311,128		1,120,476		69,705	69,705	58		
810186-10-6	SCOTTS MIRACLE GRO CO		05/14/2008	BLOOMBERG TRADEBOOK LLC	30,444,000	876,639		1,001,303	1,014,082	180,519			180,519		1,001,303		(124,664)	(124,664)	3,388		
811054-20-4	SCRIPPS (E. W.) 'A'		06/30/2008	Various	1,000,000	41,413		42,790	45,010	2,891		5,111	(2,220)		42,790		(1,377)	(1,377)	280		
81211K-10-0	SEALED AIR CORP.(NE		04/17/2008	MCMAHAN SECURITIES CO LP	8,000,000	220,589		211,440	185,120	26,320			26,320		211,440		9,149	9,149	960		
816636-20-3	SEMI CONDUCTOR HOLDRS TRUST		05/16/2008	WARBURG DILLION READ LLC	190,000,000	5,862,566		5,542,900							5,542,900		319,666	319,666	16,334		
826552-10-1	SIGMA-ALDRICH		04/30/2008	Various	151,800,000	8,835,829		8,430,753							8,430,753		405,076	405,076	8,736		
827048-10-9	SILGAN HOLDINGS INC		06/16/2008	GOLDMAN, SACHS & CO.	22,314,000	1,204,115		1,069,143	1,075,158	12,714			12,714		1,069,143		134,971	134,971	7,312		
82806-10-9	SIMON PROPERTY GROU		05/14/2008	DISTRIBUTION	0.000	4,068		4,068							4,068						
83408W-10-3	SOHU COM INC		06/24/2008	Various	63,006,000	4,827,614		4,759,268							4,759,268		68,346	68,346			
83421A-10-4	SOLERA HOLDINGS INC		06/10/2008	CANTOR, FITZGERALD & CO.	39,865,000	1,100,973		1,026,524							1,026,524		74,450	74,450			
845467-10-9	SOUTHWESTERN ENERGY		05/22/2008	Various	88,260,000	3,702,135		3,385,797							3,385,797		316,338	316,338			
78463V-10-7	SPDR GOLD TRUST ETF		05/01/2008	Various	94,252,000	7,954,583		8,510,882	1,249,434	(84,601)			(84,601)		8,510,882		(556,299)	(556,299)			
78464A-88-8	SPDR HOMEBUILDERS ETF		05/21/2008	CREDIT SUISSE FIRST BOSTON CORPORATION	192,080,000	3,904,081		4,404,141							4,404,141		(500,060)	(500,060)			
78462F-10-3	SPDR S&P DEP RCPT TRADES AND QUOTES		05/20/2008	Various	436,130,000	61,230,789		61,212,786	11,358,616	319,143			319,143		61,212,786		18,003	18,003	114,481		
784635-10-4	SPX CORP		04/15/2008	Various	29,975,000	3,223,391		3,130,937	1,025,929	(141,891)			(141,891)		3,130,937		92,454	92,454	9,988		
790849-10-3	ST JUDE MEDICAL		05/20/2008	JEFFERIES & COMPANY, INC.	82,600,000	3,350,064		3,678,393							3,678,393		(328,329)	(328,329)			
858119-10-0	STEEL DYNAMICS INC		04/30/2008	Various	150,238,000	5,214,338		4,458,004	954,252	(360,101)			(360,101)		4,458,004		756,334	756,334	17,427		
86272T-10-6	STRATEGIC HOTEL CAPITAL		06/26/2008	DISTRIBUTION	0.000	5,151		5,151							5,151						
866674-10-4	SUN COMMUNITIES		04/10/2008	DISTRIBUTION	0.000	13,098		13,098							13,098						
86764P-10-9	SUNOCO INC COM		04/15/2008	BLOOMBERG TRADEBOOK LLC	19,591,000	1,012,962		997,378	1,093,844	(118,591)			(118,591)		997,378		15,584	15,584	4,153		
867652-10-9	SUNPOWER		05/05/2008	Various	106,800,000	8,810,852		10,595,992							10,595,992		(1,785,140)	(1,785,140)			
871130-10-0	SYBASE INC		12/31/2007	CANTOR, FITZGERALD & CO.	0.000			57,902							57,902		(57,902)	(57,902)			
87306E-10-7	T 3 ENERGY SERVICES INC		04/28/2008	KNIGHT SECURITIES, L.P.	46,600,000	2,558,016		2,652,700							2,652,700		(94,685)	(94,685)			
875465-10-6	TANGER FACTORY OUTLETS		04/28/2008	DISTRIBUTION	0.000	1,761		1,761							1,761						
87612E-10-6	TARGET CORP.		04/15/2008	INVESTMENT TECHNOLOGY GROUP, INC.	68,600,000	3,566,467		3,723,834							3,723,834		(157,368)	(157,368)	9,604		
876664-10-3	TAUBMAN CENTERS INC		06/26/2008	DISTRIBUTION	0.000	4,007		4,007							4,007						
881609-10-1	TESORO PETROLEUM CO		04/15/2008	BLOOMBERG TRADEBOOK LLC	32,572,000	834,711		952,080	1,030,320	157,211			157,211		952,080		(117,369)	(117,369)	2,160		
887317-10-5	TIME WARNER INC.		04/21/2008	Various	105,000,000	1,515,941		1,529,400							1,529,400		(13,459)	(13,459)			
890516-10-7	TOOTSIE ROLL INDUSTRIES, INC.		04/10/2008	Various	149,550	3,747		3,471	15	(15)			(15)		3,471		277	277			
892893-10-8	TRANE INC.		06/05/2008	Various	24,686,000	1,135,176		853,507	1,153,083	(299,576)			(299,576)		853,507		281,669	281,669	4,254		
890073-10-0	TRANSOCEAN INC. (NE		05/20/2008	Various	122,600,000	18,458,943		17,820,404	3,449,915	109,481			109,481		17,820,404		638,539	638,539			
896818-10-1	TRIUMPH GROUP INC		06/05/2008	MCMAHAN SECURITIES CO LP	5,000,000	274,935		249,000							249,000		25,935	25,935	400		
898986-10-4	TUPPERWARE BRANDS CORP		05/20/2008	MORGAN STANLEY DEAN WITTER	92,500,000	3,558,483		3,823,460							3,823,460		(264,977)	(264,977)			

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.87311L-10-4	TW TELECOM INC		05/01/2008	MCMAHAN SECURITIES CO LP	25,000.000	493,940		410,118							410,118		83,822	83,822			
.902494-10-3	TYSON FOODS, INC. CLASS A		06/13/2008	Various	664,900.000	11,359,772		10,791,058							10,791,058		568,714	568,714	11,088		
.91274F-10-4	U STORE IT		04/03/2008	DISTRIBUTION	0.000	5,876		5,876							5,876						
.903441-10-3	UAP HOLDING CORP		05/08/2008	TENDER OFFER	47,200.000	1,840,800		1,210,590	1,821,920	(611,330)			(611,330)		1,210,590		630,210	630,210	21,240		
.902653-10-4	UDR INC		04/09/2008	DISTRIBUTION	0.000	4,863		4,863							4,863						
.903914-10-9	ULTRA PETROLEUM CORP		05/22/2008	Various	40,780.000	3,562,887		3,372,275							3,372,275		190,612	190,612			
.74347R-66-9	ULTRA SEMICONDUCTOR ETF		06/11/2008	Various	331,100.000	17,561,414		18,733,494							18,733,494		(1,172,080)	(1,172,080)			
.74347R-69-3	ULTRA TECHNOLOGY ETF		06/10/2008	Various	280,000.000	19,083,918		18,845,791							18,845,791		238,126	238,126			
.911312-10-6	UNITED PARCEL SERVI		04/09/2008	FENNER, & SMITH	127,000.000	8,998,573		9,434,373							9,434,373		(435,800)	(435,800)			
.912909-10-8	UNITED STATES STEEL		05/01/2008	Various	75,031.000	11,326,022		10,168,796	1,116,120	(302,665)			(302,665)		10,168,796		1,157,226	1,157,226	2,308		
.917047-10-2	URBAN OUTFITTERS INC		05/20/2008	Various	292,375.000	9,012,759		9,308,810							9,308,810		(296,052)	(296,052)			
.91913Y-10-0	VALERO ENERGY		06/09/2008	MERRILL LYNCH, PIERCE, FENNER, & SMITH	119,890.000	5,524,489		7,444,075	3,663,549	(294,209)			(294,209)		7,444,075		(1,919,586)	(1,919,586)	20,529		
.918194-10-1	VCA ANTECH INC		06/16/2008	GOLDMAN, SACHS & CO.	34,010.000	1,001,082		1,152,630							1,152,630		(151,547)	(151,547)			
.92337#-10-7	VERDE REALTY PRIVATE REIT		04/02/2008	VARIOUS	16,332,844.460	16,332,844		16,332,844							16,332,844						U
.92343E-10-2	VERISIGN INC.		05/08/2008	DEUTSCHE BANK CAPITAL CORP.	10,000.000	366,098		367,270							367,270		(1,172)	(1,172)			
.92343V-10-4	VERIZON COMMUNICATIONS		04/02/2008	DISTRIBUTION	0.000	78,179		78,179							78,179						
.68370R-10-9	VIMPEL COMMUNICATI SPON ADR 3 ORD		05/14/2008	ALLIANCE BERNSTEIN	26,100.000	855,668		821,061	461,760	(243,472)			(243,472)		821,061		34,608	34,608			U
.929042-10-9	VORNADO REALTY TRUS		05/08/2008	DISTRIBUTION	0.000	23,638		23,638							23,638						
.92927K-10-2	WABCO HOLDINGS INC		05/01/2008	CANTOR, FITZGERALD & CO.	600.000	29,006		7,797	30,054	(22,257)			(22,257)		7,797		21,209	21,209	42		
.254687-10-6	WALT DISNEY CO.		06/20/2008	Various	253,700.000	7,805,452		8,107,670							8,107,670		(302,218)	(302,218)			
.934390-40-2	WARNACO GROUP INC		06/16/2008	GOLDMAN, SACHS & CO.	28,545.000	1,363,636		1,097,697	957,000	194,614			194,614		1,097,697		265,938	265,938			
.948741-10-3	WEINGARTEN REALTY		06/04/2008	DISTRIBUTION	0.000	3,501		3,501							3,501						
.95082P-10-5	WESCO INTERNATIONAL INC		04/15/2008	BLOOMBERG TRADEBOOK LLC	29,315.000	1,095,293		1,067,950	1,006,856	129,489			129,489		1,067,950		27,343	27,343			
.955306-AA-3	WEST PHARMACEUTICAL SRVC 4.000000% 03/15		04/18/2008	BANK OF AMERICA SECURITIES LLC	500,000.000	502,765		533,604	457,500	75,900	(120)		75,780		533,280		(30,516)	(30,516)	12,111		U
.958102-10-5	WESTERN DIGITAL CORP.		04/01/2008	WEEDEN & COMPANY BLOOMBERG TRADEBOOK LLC	120,000.000	3,312,941		3,450,617							3,450,617		(137,675)	(137,675)			
.959319-10-4	WESTERN REFINING INC		04/15/2008	BLOOMBERG TRADEBOOK LLC	66,770.000	786,852		872,683	726,300	93,731			93,731		872,683		(85,831)	(85,831)	1,800		
.959802-10-9	WESTERN UNION CO		04/15/2008	BLOOMBERG TRADEBOOK LLC	49,367.000	1,006,110		952,294	1,198,631	(246,336)			(246,336)		952,294		53,815	53,815			
.981560-10-8	WORLD WRESTLING ENTERTAINMENT		05/15/2008	Various	163,700.000	2,631,262		3,222,565							3,222,565		(591,303)	(591,303)			
.984121-10-3	XEROX CORP.		06/30/2008	Various	137,122.000	1,943,310		1,972,209	2,166,222	(67,842)		14,213	(82,055)		1,972,209		(28,899)	(28,899)	11,514		
.98385X-10-6	XTO ENERGY INC.		05/01/2008	Various	185,400.000	11,300,864		10,206,511							10,206,511		1,094,354	1,094,354	19,272		
.988498-10-1	YUM! BRANDS INC		04/16/2008	INVESTMENT TECHNOLOGY GROUP, INC.	42,500.000	1,626,275		1,628,309	1,626,475	1,834			1,834		1,628,309		(2,034)	(2,034)	12,750		
.98956P-10-2	ZIMMER HOLDINGS		05/22/2008	Various	48,900.000	3,662,458		3,828,077							3,828,077		(165,619)	(165,619)			
.GER220-50-F	GERDAU AMERISTEEL COM NPV	C.	06/23/2008	ALLIANCE BERNSTEIN	37,600.000	707,565		367,402		(704,698)			(704,698)		367,402	35,669	304,493	340,162	10,856		U
.65334H-10-2	NEXEN INC COM NPV	C.	06/10/2008	ALLIANCE BERNSTEIN BLOOMBERG TRADEBOOK LLC	29.000	1,163		560	936	(375)			(375)		560	101	502	603			
.706902-50-9	PENGROTH ENERGY TRUST	T.	05/14/2008	Various	54,355.000	1,096,508		974,302	965,888	8,414			8,414		974,302		122,206	122,206	60,497		
.71644E-10-2	PETRO CANADA	C.	05/14/2008	ALLIANCE BERNSTEIN	10,500.000	586,994		484,062		(1,300,886)			(1,300,886)		484,062	676	102,256	102,932	1,336		U
.73755L-10-7	POTASH CORP OF SASKATCHEWAN	T.	06/25/2008	Various	185,370.000	31,296,902		26,975,542	6,396,287	(1,161,505)			(1,161,505)		26,975,542		4,321,360	4,321,360	17,150		
.740215-10-8	PRECISION DRILLING CORP	T.	06/16/2008	GOLDMAN, SACHS & CO.	49,625.000	1,341,545		790,268	752,811	277,078	(239,621)		37,457		790,268		551,276	551,276	46,116		
.760975-10-2	RESEARCH IN MOTION	T.	06/26/2008	Various	38,600.000	5,184,021		4,835,810							4,835,810		348,211	348,211			
.TEC287-93-F	TECK COMINCO LTD CLASS 'B' SUB-VTG COM NPV	C.	04/04/2008	ALLIANCE BERNSTEIN	24,800.000	1,103,190		355,570	894,932	(1,669,040)			(1,669,040)		355,570	92,440	655,179	747,620	12,515		U
.03018U-10-9	CSL LTD.	D.	05/14/2008	ALLIANCE BERNSTEIN	13,760.000	518,949		361,371	395,635	(67,119)			(67,119)		361,371	37,043	120,535	157,578	2,840		
.04887E-10-1	INCITECH PIVOT NPV	D.	05/14/2008	ALLIANCE BERNSTEIN	6,100.000	1,007,558		935,867							935,867	5,922	65,769	71,691			
.05701N-10-2	MACQUARIE INFRASTRUCTURE GROUP	D.	05/14/2008	ALLIANCE BERNSTEIN	122,100.000	348,599		334,358	332,112	2,246			2,246		334,358	64,132	(49,891)	(49,891)	11,013		
.09899H-10-9	ZINIFEX LIMITED NPV	D.	05/14/2008	ALLIANCE BERNSTEIN	71,200.000	685,991		905,571	754,720	150,851			150,851		905,571	176,178	(395,757)	(219,580)	23,483		
.A9101Y-10-3	VOESTALPINE AG NPV	D.	05/14/2008	ALLIANCE BERNSTEIN	8,300.000	670,969		171,376	603,526	(432,150)			(432,150)		171,376	50,617	448,976	499,593			U
.66359F-10-3	NABORS INDUSTRIES L	F.	06/20/2008	Various	293,030.000	11,558,697		9,186,003							9,186,003		2,372,693	2,372,693			
.695089-10-1	WEATHERFORD INTERNA	F.	05/01/2008	Various	114,600.000	9,017,966		8,879,454							8,879,454		138,511	138,511			
.204412-20-9	CIA VALE RIO DOCE SPONS ADR REPR 1 COM N	F.	05/14/2008	ALLIANCE BERNSTEIN	34,200.000	1,416,493		520,677	888,624	(602,657)			(602,657)		520,677		895,816	895,816	8,054		

E05.90

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
.373737-10-5	GERDAU SA SIDERURG SPON ADR EACH REP 1 P	F	05/07/2008	ALLIANCE BERNSTEIN	37,000.000	1,563,161		496,285	1,073,370	(577,085)			(577,085)		496,285		1,066,877	1,066,877	6,372		U
.056752-10-8	BAIDU.COM ADR	F	06/24/2008	Various	47,634.000	14,618,769		16,480,043							16,480,043		(1,861,274)	(1,861,274)			U
.X61873-13-3	NOKIA OYJ EURO.06	D	05/29/2008	ALLIANCE BERNSTEIN	124,353.000	3,574,958		3,149,490	3,468,811	(1,636,705)			(1,636,705)		3,149,490	347,057	78,411	425,468	59,282		U
.F31668-10-0	ESSILOR INTERNAT EURO.35	D	05/14/2008	ALLIANCE BERNSTEIN	31,616.000	1,908,853		1,576,507	1,997,342	(458,535)			(458,535)		1,576,507	361,974	(29,627)	332,347			U
.F58149-13-3	L'OREAL	D	04/23/2008	ALLIANCE BERNSTEIN	25,650.000	3,017,026		2,965,829	3,670,833	(751,783)			(751,783)		2,965,829	517,429	(466,232)	51,197			U
.F77098-10-5	RENAULT SA EUR3.81	D	05/14/2008	ALLIANCE BERNSTEIN	5,100.000	537,306		398,435	719,100	(320,665)			(320,665)		398,435	112,520	26,351	138,871	29,967		U
.F5548N-10-1	SANOFI-AVENTIS	D	05/14/2008	ALLIANCE BERNSTEIN	9,500.000	710,109		665,083	869,250	(204,167)			(204,167)		665,083	180,457	(135,431)	45,026			U
.L85773-11-4	SES	D	05/14/2008	ALLIANCE BERNSTEIN	21,928.000	542,559		539,367							539,367	11,977	(8,785)	3,191	20,905		U
.F90676-10-1	TECHNIP NPV	D	05/14/2008	ALLIANCE BERNSTEIN	9,496.000	862,876		789,279	758,911	30,368			30,368		789,279	111,682	(38,085)	73,597	17,637		U
.F92124-10-0	TOTAL SA EUR 2.5	D	05/14/2008	ALLIANCE BERNSTEIN	40,556.000	3,448,726		2,676,994	3,247,335	(689,420)			(689,420)		2,676,994	357,539	414,193	771,732			U
.D06216-10-1	BASF SE	D	05/14/2008	ALLIANCE BERNSTEIN	3,100.000	437,866		286,648	462,266	(175,618)			(175,618)		286,648	47,125	104,093	151,218	17,703		U
.D07112-11-9	BAYER AG ORD NPV	D	05/14/2008	ALLIANCE BERNSTEIN	16,611.000	1,448,412		826,877	1,526,551	(494,310)			(494,310)		826,877	178,482	443,053	621,536	32,935		U
.D1908N-10-6	DEUTSCHE LUFTHANSA ORD NPV (REGD) (VINK)	D	05/14/2008	ALLIANCE BERNSTEIN	41,600.000	1,074,954		724,407	1,114,547	(390,141)			(390,141)		724,407	153,418	197,129	350,547	76,243		U
.D2030M-10-2	DEUTSCHE TELEKOM NPV (REGD)	D	05/14/2008	ALLIANCE BERNSTEIN	37,600.000	681,080		662,077	830,434	(168,357)			(168,357)		662,077	131,845	(112,842)	19,003			U
.D2491H-10-0	EPCOS AG	D	06/11/2008	ALLIANCE BERNSTEIN	21,100.000	399,532		328,779	368,279	(39,500)			(39,500)		328,779	89,646	(18,893)	70,753	8,700		U
.D35415-10-4	INFINEON TECHNOLOGIES AG	D	05/14/2008	ALLIANCE BERNSTEIN	65,900.000	690,679		496,687							496,687	(10,058)	204,050	193,991			U
.D69671-11-9	STIEMANS AG	D	04/04/2008	ALLIANCE BERNSTEIN	19,833.000	2,200,817		2,729,640	3,079,965	(509,210)			(509,210)		2,729,640	288,929	(817,752)	(528,823)	45,167		U
.Y15054-10-2	CHINA NETCOM GRP CNIN NPV	D	05/14/2008	ALLIANCE BERNSTEIN	271,000.000	871,643		484,050	802,160	(318,110)			(318,110)		484,050	(724)	388,317	387,592			U
.Y1504C-11-3	CHINA SHENHUA ENER CNY11H+	D	04/22/2008	ALLIANCE BERNSTEIN	233,000.000	1,035,744		390,582	1,363,050	(975,544)			(975,544)		390,582	(467)	645,629	645,162	16,281		U
.G3122U-14-5	ESPRIT HOLDINGS HKD0.10	D	05/14/2008	ALLIANCE BERNSTEIN	51,300.000	610,279		448,814	700,008	(293,678)			(293,678)		448,814	(1,072)	162,537	161,466	6,256		U
.B81624-20-9	TEVA PHARMACEUTICAL-ADR	F	05/28/2008	Various	255,000.000	11,475,272		12,604,087							12,604,087		(1,128,815)	(1,128,815)	54,123		U
.T2320M-10-9	BUZZI UNICEM SPA EURO.6	D	05/15/2008	ALLIANCE BERNSTEIN	30,600.000	822,465		443,433	851,782	(252,069)			(252,069)		443,433	129,129	249,903	379,032			U
.J3643A-14-5	ENI SPA	D	05/14/2008	ALLIANCE BERNSTEIN	43,600.000	1,739,425		516,423	1,606,006	(1,089,583)			(1,089,583)		516,423	178,016	1,044,986	1,223,002			U
.J12075-10-7	DENSO CORP	D	05/02/2008	ALLIANCE BERNSTEIN	55,300.000	1,821,667		2,109,911	2,203,200	(125,463)			(125,463)		2,109,911	308,754	(596,999)	(288,245)	15,031		U
.J1266Z-10-9	EDION CORP NPV	D	04/04/2008	ALLIANCE BERNSTEIN	33,600.000	331,640		443,329	360,898	82,432			82,432		443,329	73,695	(185,385)	(111,689)	3,164		U
.J20454-12-0	HITACHI	D	05/14/2008	ALLIANCE BERNSTEIN	42,000.000	285,173		293,287							293,287	4,236	(12,350)	(8,114)	1,216		U
.J2320Z-11-1	HONDA MOTOR CO., LTD.	D	05/14/2008	ALLIANCE BERNSTEIN	25,400.000	795,412		887,033	839,470	47,563			47,563		887,033	118,923	(210,544)	(91,621)	10,356		U
.J2817M-10-0	JFE HOLDINGS INC NPV	D	05/14/2008	ALLIANCE BERNSTEIN	14,700.000	779,153		381,835	735,559	(353,724)			(353,724)		381,835	17,088	380,230	397,318	8,308		U
.J43830-11-6	MITSUBISHI CORPORATION	D	05/14/2008	ALLIANCE BERNSTEIN	53,100.000	1,781,477		1,727,411	1,046,912	(182,836)			(182,836)		1,727,411	138,363	(84,297)	54,066	10,881		U
.J44690-13-9	MIITSUI & CO NPV	D	05/14/2008	ALLIANCE BERNSTEIN	124,000.000	2,903,198		2,069,149	2,069,892	(569,069)			(569,069)		2,069,149	193,912	700,137	894,049	26,465		U
.J45013-10-9	MIITSUI O.S.K.LINES JPY50	D	05/14/2008	ALLIANCE BERNSTEIN	76,000.000	1,108,718		531,590	958,132	(426,542)			(426,542)		531,590	57,454	519,674	577,128	11,989		U
.J51699-10-6	NINTENDO CO LTD	D	05/14/2008	ALLIANCE BERNSTEIN	3,500.000	1,947,676		2,093,083	2,070,019	23,064			23,064		2,093,083	249,839	(395,245)	(145,407)	36,917		U
.J59396-10-1	NIIPPON TELEGRAPH & TELEPHONE CORP NTT	D	05/14/2008	ALLIANCE BERNSTEIN	234.000	1,092,566		1,112,891	1,156,398	(43,507)			(43,507)		1,112,891	98,853	(119,178)	(20,325)	9,869		U
.J57160-12-9	NISSAN MOTOR	D	05/14/2008	ALLIANCE BERNSTEIN	122,400.000	1,114,182		1,307,184	1,330,978	(23,793)			(23,793)		1,307,184	152,578	(345,580)	(193,002)	22,944		U
.J71434-11-2	SHARP CORP JPY50	D	05/14/2008	ALLIANCE BERNSTEIN	86,000.000	1,466,847		1,500,924	1,528,220	(27,296)			(27,296)		1,500,924	179,882	(213,959)	(34,077)	11,173		U
.J76379-10-6	SONY CORP NPV	D	05/07/2008	ALLIANCE BERNSTEIN	38,800.000	1,817,118		1,609,879	2,134,000	(524,122)			(524,122)		1,609,879	95,091	112,149	207,240	4,639		U
.J89752-11-7	TOSHIBA CORP NPV	D	05/14/2008	ALLIANCE BERNSTEIN	138,000.000	1,154,598		1,030,507	1,014,300	16,207			16,207		1,030,507	138,576	(14,485)	124,091	7,920		U
.J82676-11-3	TOYOTA MOTOR	D	05/14/2008	ALLIANCE BERNSTEIN	14,500.000	723,329		798,896	768,500	30,396			30,396		798,896	86,080	(161,647)	(75,567)	10,091		U
.L0218T-39-0	ARCELOORMITTAL PROV FUS	D	05/14/2008	ALLIANCE BERNSTEIN	25,800.000	2,360,486		1,981,956	1,981,956	(1,850,456)			(1,850,456)		131,500	38,767	2,190,219	2,228,986	10,046		U
.Y2685T-10-7	GENCO SHIPPING & TRADING LIMITED	F	06/10/2008	MORGAN STANLEY DEAN WITTER	46,500.000	2,799,266		3,382,768							3,382,768		(583,502)	(583,502)	46,500		U
.N0139V-14-2	KONINKLIJKE AHOLD EUR 0.3	D	05/14/2008	ALLIANCE BERNSTEIN	57,500.000	863,016		776,491	806,367	(29,876)			(29,876)		776,491	98,931	(12,406)	86,525	14,240		U
.G7690A-10-0	ROYAL DUTCH SHELL 'A'SHS EURO.07	D	05/14/2008	ALLIANCE BERNSTEIN	30,600.000	1,220,196		1,259,936	1,269,900	(9,964)			(9,964)		1,259,936	137,969	(177,709)	(39,740)	34,830		U
.N96425-10-8	WOLTERS KLUWER	D	06/11/2008	ALLIANCE BERNSTEIN	48,800.000	1,324,781		1,186,990	1,588,001	(401,011)			(401,011)		1,186,990	264,207	(126,416)	137,791	48,374		U
.B5771L-99-4	STATOILHYDRO ASA NOK 2.5	D	05/14/2008	ALLIANCE BERNSTEIN	52,359.000	1,992,171		1,872,359							1,872,359	(1,278)	121,090	119,812			U
.Y70334-10-0	POSCO KRW5000	D	05/14/2008	ALLIANCE BERNSTEIN	900.000	471,280		224,745	552,855	(328,110)			(328,110)		224,745	(19,505)	266,040	246,535	7,127		U
.E6224B-10-3	IBERDROLA RENOVA PAR EUR 0.5	D	05/14/2008	ALLIANCE BERNSTEIN	58,361.000	402,298		454,490	485,225	(30,736)			(30,736)		454,490	24,482	(76,674)	(52,192)			U
.E8471S-13-0	REPSOL YPF SA EUR1	D	05/14/2008	ALLIANCE BERNSTEIN	23,100.000	954,630		486,498	828,135	(341,637)			(341,637)		486,498	106,062	362,071	468,133	19,976		U
.E90183-18-2	TELEFONICA DE ESPANA	D	06/25/2008	ALLIANCE BERNSTEIN	124,949.000	3,585,78															

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
.002255-10-7	AU OPTRONICS CORP ADS EACH RPR 10 COM	F	04/11/2008	ALLIANCE BERNSTEIN	31,681.000	572,431		424,216	608,275	(184,059)			(184,059)		424,216		148,215	148,215				
.G03764-13-4	ANGLO AMERICAN PLC CMN STK	D	05/14/2008	ALLIANCE BERNSTEIN	15,012.000	1,002,236		927,497	899,322	(25,341)			(25,341)		927,497	(44,558)	119,297	74,739	14,055			
.G05600-13-8	ASSOCD BRIT FOODS ORD GBPO.0568	D	05/14/2008	ALLIANCE BERNSTEIN	32,400.000	561,638		591,179	580,912	10,266			10,266		591,179	(37,004)	7,463	(29,540)	9,157			
.G9885J-10-2	ASTRAZENECA ORD USDO.25	D	04/21/2008	ALLIANCE BERNSTEIN	22,300.000	933,222		975,000	966,616	129,430			129,430		975,000	130,209	(171,987)	(41,778)	33,563			
.G14896-10-7	BAE SYSTEMS ORD GBPO.025	D	05/14/2008	ALLIANCE BERNSTEIN	397,047.000	3,649,880		3,994,190	3,852,771	56,485			56,485		3,994,190	(158,019)	(186,291)	(344,310)	57,437			
.G12452-10-8	BG GROUP ORD GBPO.10	D	05/14/2008	ALLIANCE BERNSTEIN	26,933.000	681,577		652,814							652,814	(14,175)	42,938	28,763	3,413			
.G11044-10-3	BHP BILLITON PLC ORD USDO.50	D	05/14/2008	ALLIANCE BERNSTEIN	30,485.000	1,241,230		912,386	948,358	(35,972)			(35,972)		912,386	(34,326)	363,170	328,844	9,982			
.G15596-11-0	BP PLC	D	05/14/2008	ALLIANCE BERNSTEIN	68,700.000	827,158		488,201	842,163	(353,962)			(353,962)		488,201	72,820	266,137	338,957	20,740			
.G1846J-11-5	CAPITA GROUP PLC CMN STK	D	05/20/2008	ALLIANCE BERNSTEIN	73,886.000	972,480		961,684	1,000,286	(59,631)			(59,631)		961,684	1,525	9,272	10,796	12,676			
.G3910J-11-2	GLAXOSMITHKLINE PLC	D	05/14/2008	ALLIANCE BERNSTEIN	12,600.000	274,253		327,771	321,665	6,105			6,105		327,771	(8,261)	(45,257)	(53,518)	7,992			
.G74079-10-7	RECKITT BENCKISER GROUP PLC	D	05/14/2008	ALLIANCE BERNSTEIN	30,621.000	1,781,362		1,729,495	796,850	12,642			12,642		1,729,495	(38,847)	90,713	51,866	11,781			
.G75754-10-4	RIO TINTO ORD GBPO.10	D	05/14/2008	ALLIANCE BERNSTEIN	25,990.000	3,426,722		1,993,795	2,381,601	(774,027)			(774,027)		1,993,795	(43,162)	1,476,089	1,432,927	22,082			
.ROYB03-ML-F	ROYAL DUTCH SHELL 'A' ORD EURO.07	D	05/15/2008	ALLIANCE BERNSTEIN	38,287.000	1,522,950		1,526,967					1,526,967		1,526,967	(35,412)	31,395	(4,016)	67,193			
.G82343-16-4	SMITH & NEPHEW ORD USDO.20	D	05/16/2008	ALLIANCE BERNSTEIN	150,572.000	1,581,760		1,936,239							1,936,239	(38,368)	(316,111)	(354,478)	9,184			
.G87621-10-1	TESCO	D	05/14/2008	ALLIANCE BERNSTEIN	275,420.000	2,339,497		2,461,151	1,108,737	36,891			36,891		2,461,151	(59,657)	(61,997)	(121,654)				
.G92087-16-5	UNILEVER PLC ORD GBPO.031111	D	06/25/2008	ALLIANCE BERNSTEIN	62,005.000	2,034,601		2,268,652	2,335,893	(67,241)			(67,241)		2,268,652	(80,263)	(153,788)	(234,051)				
.G93882-13-5	VODAFONE GROUP ORD USD 0.11428571	D	05/14/2008	ALLIANCE BERNSTEIN	1,191,568.000	3,768,394		4,438,937	4,062,384	(114,945)			(114,945)		4,438,937	(212,214)	(458,329)	(670,543)	44,808			
6899999. Common Stocks - Industrial and Miscellaneous							1,288,081,992	XXX	1,252,046,084	316,369,439	(50,795,028)	56,567	313,787	(51,052,248)	1,252,189,924	6,788,693	29,103,375	35,892,068	3,571,948	XXX	XXX	
.261934-10-3	DREYFUS MONEY MARKET		06/27/2008	DIRECT	89,537,859.930	89,537,860		89,537,860							89,537,860				184,366			
7199999. Money Market Mutual Funds								XXX	89,537,860						89,537,860				184,366	XXX	XXX	
7299997. Total - Common Stocks - Part 4							1,742,415,929	XXX	1,705,943,109	392,858,208	(59,876,210)	40,171	1,522,644	(61,358,683)	(1)	1,705,421,039	11,272,910	25,721,979	36,994,890	5,370,073	XXX	XXX
7299998. Total - Common Stocks - Part 5							XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
7299999. Total - Common Stocks							1,742,415,929	XXX	1,705,943,109	392,858,208	(59,876,210)	40,171	1,522,644	(61,358,683)	(1)	1,705,421,039	11,272,910	25,721,979	36,994,890	5,370,073	XXX	XXX
7399999. Total - Preferred and Common Stocks							1,876,248,074	XXX	1,844,397,835	503,204,227	(59,017,410)	5,898	1,975,113	(60,986,625)	(224,369)	1,843,293,058	11,756,214	21,198,802	32,955,016	8,640,398	XXX	XXX
7499999 - Totals							5,780,263,873	XXX	5,762,733,301	3,367,871,574	(48,328,720)	14,454,694	3,624,059	(37,498,084)	(224,369)	5,751,794,106	16,644,990	11,824,778	28,469,767	114,728,918	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....91

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Owned at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index	Date of Acquisition	Exchange or Counterparty	Cost/Option Premium	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income
0499999. Subtotal - Call Options								XXX					
APPLE AUGUST 170 PUTS	.788	08/18/2008	170.0000	06/26/2008	COMPOSITE EXCHANGE	928,264	928,264		933,780	933,780			
RESEARCH IN MOTION JULY 140 PUTS	.547	07/21/2008	140.0000	06/24/2008	COMPOSITE EXCHANGE	463,490	463,490		1,042,035	1,042,035			
0599999. Subtotal - Put Options - Hedging						1,391,754	1,391,754	XXX	1,975,815	1,975,815			
0899999. Subtotal - Put Options						1,391,754	1,391,754	XXX	1,975,815	1,975,815			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	09/24/2008	6.5000	09/24/2007	GOLDMAN SACHS	1,350,000	1,350,000		75,010	75,010			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	10/01/2008	6.6000	09/24/2007	GOLDMAN SACHS	1,350,000	1,350,000		73,510	73,510			
3M USD LIBOR PAYER SWAPTION	2,000,000,000	10/06/2008	6.4000	10/01/2007	GOLDMAN SACHS	3,925,000	3,925,000		336,760	336,760			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	10/10/2008	6.5500	10/05/2007	UBS AG	1,270,000	1,270,000		115,450	115,450			
3M USD LIBOR PAYER SWAPTION	2,000,000,000	10/14/2008	6.8500	10/10/2007	JP MORGAN CHASE BANK	3,140,000	3,140,000		324,940	324,940			
3M USD LIBOR PAYER SWAPTION	2,000,000,000	10/22/2008	6.5800	10/16/2007	JP MORGAN CHASE BANK	2,360,000	2,360,000		272,380	272,380			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	10/29/2008	6.6200	10/16/2007	CITIBANK	1,000,000	1,000,000		139,010	139,010			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	10/22/2008	6.6500	10/22/2007	BANK OF AMERICA	1,487,500	1,487,500		385,920	385,920			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	10/22/2008	6.6500	10/22/2007	LEHMAN BROTHERS	1,487,500	1,487,500		385,920	385,920			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	11/05/2008	6.0000	10/22/2007	JP MORGAN CHASE BANK	2,725,000	2,725,000		901,810	901,810			
3M USD LIBOR PAYER SWAPTION	2,000,000,000	11/12/2008	6.2000	10/29/2007	BARCLAY'S CAPITAL	3,400,000	3,400,000		1,210,040	1,210,040			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	11/05/2008	5.8000	11/01/2007	BARCLAY'S CAPITAL	3,250,000	3,250,000		1,449,270	1,449,270			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	11/05/2008	5.8000	11/01/2007	LEHMAN BROTHERS	3,250,000	3,250,000		1,449,270	1,449,270			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	11/17/2008	5.9200	11/15/2007	ROYAL BANK OF SCTLND	2,375,000	2,375,000		1,275,190	1,275,190			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	11/17/2008	5.9600	11/15/2007	ROYAL BANK OF SCTLND	2,262,500	2,262,500		1,160,370	1,160,370			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	11/24/2008	5.8000	11/20/2007	UBS AG	2,750,000	2,750,000		1,785,590	1,785,590			
3M USD LIBOR PAYER SWAPTION	1,000,000,000	12/01/2008	5.6800	11/26/2007	ROYAL BANK OF SCTLND	3,325,000	3,325,000		2,441,320	2,441,320			
3M USD LIBOR PAYER SWAPTION	500,000,000	12/01/2008	6.2500	11/26/2007	BARCLAY'S CAPITAL	1,456,250	1,456,250		1,005,784	1,005,784			
0999999. Subtotal - Caps - Hedging						42,163,750	42,163,750	XXX	14,787,544	14,787,544			
1299999. Subtotal - Caps						42,163,750	42,163,750	XXX	14,787,544	14,787,544			
1699999. Subtotal - Floors								XXX					
2099999. Subtotal - Insurance Futures Call Options								XXX					
2499999. Subtotal - Insurance Futures Put Options								XXX					
2599999. Subtotal - Hedging						43,555,504	43,555,504	XXX	16,763,359	16,763,359			
2799999. Subtotal - Other								XXX					
9999999 - Totals						43,555,504	43,555,504	XXX	16,763,359	16,763,359			

SCHEDULE DB - PART B - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Written and In-Force at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index	Date of Issuance/ Purchase	Exchange or Counterparty	Consideration Received	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis	Other Investment/ Miscellaneous Income
ALLERGAN JULY 55 CALL	.500	07/21/2008	55.0000	06/18/2008	COMPOSITE EXCHANGE	108,499	108,499		17,500	17,500			
AMGEN AUGUST 47.50 CALL	1,000	08/18/2008	47.5000	06/24/2008	COMPOSITE EXCHANGE	153,999	153,999		168,000	168,000			
CIGNA AUGUST 40 CALL	1,000	08/18/2008	40.0000	06/25/2008	COMPOSITE EXCHANGE	83,000	83,000		65,000	65,000			
DISNEY AUGUST 32.50 CALL	1,500	08/18/2008	32.5000	06/24/2008	COMPOSITE EXCHANGE	197,999	197,999		180,000	180,000			
DOW JULY 40 CALL	.550	07/21/2008	40.0000	05/27/2008	COMPOSITE EXCHANGE	78,815	78,815		2,750	2,750			
FREDDIE MAC JULY 19 CALLS	.78	07/21/2008	19.0000	06/26/2008	COMPOSITE EXCHANGE	11,856	11,856		7,020	7,020			
JC PENNY AUGUST 42.50 CALL	.400	08/18/2008	42.5000	06/25/2008	COMPOSITE EXCHANGE	41,800	41,800		20,000	20,000			
COCA COLA 57.50 CALL	.700	07/21/2008	57.5000	05/28/2008	COMPOSITE EXCHANGE	115,149	115,149		10,500	10,500			
MCDONALDS AUGUST 57.50 CALL	.650	08/18/2008	57.5000	06/25/2008	COMPOSITE EXCHANGE	158,924	158,924		107,250	107,250			
MEDTRONIC JULY 50 CALL	.800	07/21/2008	50.0000	05/27/2008	COMPOSITE EXCHANGE	129,599	129,599		148,000	148,000			
FANNIE MAE JULY 21 CALLS	.108	07/21/2008	21.0000	06/26/2008	COMPOSITE EXCHANGE	20,736	20,736		17,280	17,280			
NASDAQ OMX GROUP JULY 32.50 CALLS	1,000	07/21/2008	32.5000	06/02/2008	COMPOSITE EXCHANGE	270,298	270,298		21,000	21,000			
SPDR JULY 132 CALL	1,500	07/21/2008	132.0000	06/27/2008	COMPOSITE EXCHANGE	164,504	164,504		148,500	148,500			
SPDR JULY 133 CALL	1,500	07/21/2008	133.0000	06/24/2008	COMPOSITE EXCHANGE	345,498	345,498		106,500	106,500			
SPDR JULY 136 CALL	1,500	07/21/2008	136.0000	06/25/2008	COMPOSITE EXCHANGE	159,749	159,749		36,000	36,000			
SPDR AUGUST 137 CALLS	2,000	08/18/2008	137.0000	06/25/2008	COMPOSITE EXCHANGE	417,998	417,998		168,000	168,000			
TEXAS INSTRUMENT JULY 32.50 CALL	.350	07/21/2008	32.5000	05/27/2008	COMPOSITE EXCHANGE	43,400	43,400		1,050	1,050			

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART B - SECTION 1

Showing all Options, Caps, Floors and Insurance Futures Options Written and In-Force at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14
Description	Number of Contracts or Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index	Date of Issuance/ Purchase	Exchange or Counterparty	Consideration Received	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis	Other Investment/ Miscellaneous Income
TEXAS INSTRUMENT AUGUST 30 CALL	1,000	08/18/2008	30.0000	06/24/2008	COMPOSITE EXCHANGE	111,099	111,099		78,000	78,000			
WYETH JULY 45 CALL	800	07/21/2008	45.0000	06/17/2008	COMPOSITE EXCHANGE	113,599	113,599		152,000	152,000			
WYETH AUGUST 47.50 CALL	700	08/18/2008	47.5000	06/24/2008	COMPOSITE EXCHANGE	174,649	174,649		115,500	115,500			
0299999. Subtotal - Call Options - Income						2,901,170	2,901,170	XXX	1,569,850	1,569,850			
0499999. Subtotal - Call Options						2,901,170	2,901,170	XXX	1,569,850	1,569,850			
0899999. Subtotal - Put Options								XXX					
1299999. Subtotal - Caps								XXX					
1699999. Subtotal - Floors								XXX					
2099999. Subtotal - Insurance Futures Call Options								XXX					
2499999. Subtotal - Insurance Futures Put Options								XXX					
2599999. Subtotal - Hedging								XXX					
2699999. Subtotal - Income						2,901,170	2,901,170	XXX	1,569,850	1,569,850			
2799999. Subtotal - Other								XXX					
9999999 - Totals						2,901,170	2,901,170	XXX	1,569,850	1,569,850			

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
0499999. Subtotal - Collars								XXX						
CDS CS2032007 ON WEYERHAEUSER CO.	7,000,000	12/20/2016	0.0000% (1.0100%)	10/16/2006	LEHMAN BROTHERS				535,818	535,818			(35,743)	101,918
CDS CS2034573 ON RELIANT ENERGY INC	3,000,000	12/20/2011	0.0000% (2.8000%)	10/17/2006	MORGAN STANLEY				61,727	61,727			(42,467)	27,958
CDS CS2119044 ON ADVANCED MICRO DEVICES	2,000,000	06/20/2009	0.0000% (1.6500%)	04/24/2007	CREDIT SUISSE FB				105,233	105,233			(16,683)	9,862
CDS CS2139521 ON OCCIDENTAL PETROLEUM CO	5,000,000	06/20/2017	0.0000% (0.2800%)	05/29/2007	JP MORGAN CHASE BANK				123,439	123,439			(7,078)	74,909
CDS CS2154900 ON MERCK & CO. INC	10,000,000	06/20/2017	0.0000% (0.1900%)	06/06/2007	JP MORGAN CHASE BANK				141,388	141,388			(9,606)	149,817
CDS CS2170245 ON CSX CORP	10,000,000	09/20/2014	0.0000% (0.5950%)	06/20/2007	BARCLAY'S CAPITAL				530,847	530,847			(30,081)	124,774
CDS CS2170252 ON APACHE CORP	5,000,000	09/20/2014	0.0000% (0.3400%)	06/20/2007	CITIBANK				59,708	59,708			(8,594)	62,387
CDS CS2177927 ON SARA LEE CORP	10,000,000	09/20/2017	0.0000% (0.8300%)	07/16/2007	BARCLAY'S CAPITAL				(83,195)	(83,195)			(41,961)	151,906
CDS CS2180483 ON NABORS INDUSTRIES INC	10,000,000	09/20/2014	0.0000% (0.4900%)	07/16/2007	UBS AG				169,358	169,358			(24,772)	124,774
CDS CS2183040 ON BURLINGTON NORTHERN SAN	10,000,000	09/20/2012	0.0000% (0.2500%)	07/17/2007	JP MORGAN CHASE BANK				136,962	136,962			(12,639)	102,803
CDS CS2188163 ON COMPUTER SCIENCES CORPO	5,000,000	09/20/2012	0.0000% (0.9500%)	07/18/2007	LEHMAN BROTHERS				(54,059)	(54,059)			(24,014)	51,402
CDS CS2195861 ON SUN 59 09/20/2014	10,000,000	09/20/2014	0.0000% (0.5900%)	07/25/2007	BANK OF AMERICA				632,012	632,012			(29,828)	124,774
CDS CS2247043 ON KNIGHT RIDDER INC	3,000,000	12/20/2012	0.0000% (2.8000%)	09/28/2007	MERRILL LYNCH				563,305	563,305			(42,467)	31,737
CDS CS2280325 ON NUCOR CORP	10,000,000	12/20/2017	0.0000% (0.4200%)	11/28/2007	UBS AG				113,519	113,519			(21,233)	153,944
CDS CS2282883 ON CD-AVISBDOG 300 12/20/20	1,500,000	12/20/2012	0.0000% (3.0000%)	11/30/2007	MERRILL LYNCH				193,632	193,632			(23,000)	15,869
CDS CS2282891 ON FELCOR LODGING LIMITED	1,000,000	12/20/2012	0.0000% (2.2000%)	11/30/2007	MERRILL LYNCH				101,155	101,155			(11,122)	10,579
CDS CS2282909 ON ARCH WESTERN RESOURCES	1,500,000	12/20/2012	0.0000% (2.8000%)	11/30/2007	BANK OF AMERICA				(31,988)	(31,988)			(21,233)	15,869
CDS CS2295885 ON CAG 37 03/20/2013	3,000,000	03/20/2013	0.0000% (0.3700%)	01/04/2008	GOLDMAN SACHS				34,592	34,592			(5,488)	32,600
CDS CS2295927 ON CTL 68 03/20/2013	3,000,000	03/20/2013	0.0000% (0.6800%)	01/04/2008	LEHMAN BROTHERS				133,791	133,791			(10,087)	32,600
CDS CS2295935 ON CSC 50 03/20/2013	3,000,000	03/20/2013	0.0000% (0.5000%)	01/04/2008	LEHMAN BROTHERS				26,275	26,275			(7,417)	32,600
CDS CS2295950 ON SOUTHWEST AIRLINES	3,000,000	03/20/2013	0.0000% (0.8800%)	01/04/2008	LEHMAN BROTHERS				127,819	127,819			(13,053)	32,600
CDS CS2308480 ON DOW CHEMICAL COMPANY T	5,000,000	03/20/2013	0.0000% (0.6600%)	01/16/2008	DEUTSCHE BANK				34,652	34,652			(15,217)	54,333
CDS CS2308498 ON CYTEC INDUSTRIES INC.	5,000,000	03/20/2013	0.0000% (0.7700%)	01/16/2008	DEUTSCHE BANK				20,530	20,530			(17,753)	54,333
CDS CS2308514 ON ROHM & HAAS CO	5,000,000	03/20/2013	0.0000% (0.6800%)	01/16/2008	MERRILL LYNCH				37,467	37,467			(15,678)	54,333
CDS CS2308522 ON THE BLACK & DECKER CORP	3,000,000	03/20/2013	0.0000% (1.1500%)	01/16/2008	JP MORGAN CHASE BANK				9,324	9,324			(15,908)	32,600
CDS CS2313613 ON JPMORGAN CHASE & CO	3,000,000	03/20/2013	0.0000% (0.8100%)	01/23/2008	GOLDMAN SACHS				23,422	23,422			(10,733)	32,600
CDS CS2328975 ON BORGWARNER INC.	3,000,000	03/20/2013	0.0000% (0.6700%)	02/07/2008	MERRILL LYNCH				5,694	5,694			(8,040)	32,600
CDS CS2331532 ON BAKER HUGHES	5,000,000	03/20/2013	0.0000% (0.6300%)	02/12/2008	CITIBANK				(38,735)	(38,735)			(12,163)	54,333
CDS CS2334098 ON AON CORP	3,000,000	03/20/2013	0.0000% (0.7000%)	02/13/2008	BANK OF AMERICA				(20,494)	(20,494)			(8,050)	32,600
CDS CS2334106 ON CBE-COOPIN 65 03/20/201	3,000,000	03/20/2013	0.0000% (0.6500%)	02/13/2008	GOLDMAN SACHS				(20,786)	(20,786)			(7,475)	32,600
CDS CS2336648 ON RPMINT 150 03/20/2013	5,000,000	03/20/2013	0.0000% (1.5000%)	02/14/2008	DEUTSCHE BANK				(77,283)	(77,283)			(28,542)	54,333
CDS CS2341762 ON ARROW ELECTRONICS INC.	3,000,000	03/20/2013	0.0000% (1.2500%)	02/20/2008	LEHMAN BROTHERS				(57,732)	(57,732)			(13,646)	32,600
CDS CS2344329 ON PROGRESS ENERGY INC	3,000,000	03/20/2013	0.0000% (0.6200%)	02/27/2008	GOLDMAN SACHS				(26,558)	(26,558)			(6,407)	32,600
CDS CS2362248 ON COMMERCIAL METALS CO.	3,000,000	06/20/2013	0.0000% (0.9200%)	03/19/2008	DEUTSCHE BANK				(43,249)	(43,249)			(7,897)	33,458
CDS CS2367361 ON AZN 60 06/20/2013	5,000,000	06/20/2013	0.0000% (0.6000%)	03/26/2008	UBS AG				(17,032)	(17,032)			(8,000)	55,764
CDS CS2367379 ON MORGAN STANLEY	3,000,000	06/20/2013	0.0000% (1.8800%)	03/26/2008	DEUTSCHE BANK				21,892	21,892			(15,040)	33,458
CDS CS2367411 ON NEM 95 06/20/2013	5,000,000	06/20/2013	0.0000% (0.9500%)	03/26/2008	CREDIT SUISSE FB				(23,603)	(23,603)			(12,667)	55,764
CDS CS2375042 ON CARNIVAL CORP	5,000,000	06/20/2013	0.0000% (1.1000%)	04/03/2008	BANK OF AMERICA				69,176	69,176			(13,444)	55,764
CDS CS2375059 ON SARA LEE CORP	5,000,000	06/20/2013	0.0000% (0.6500%)	04/03/2008	LEHMAN BROTHERS				2,077	2,077			(7,944)	55,764
CDS CS2377600 ON NORDSTROM INC	5,000,000	06/20/2013	0.0000% (1.0000%)	04/04/2008	BANK OF AMERICA				22,034	22,034			(12,083)	55,764
CDS CS2382725 ON PPG INDUSTRIES INC.	5,000,000	06/20/2013	0.0000% (0.8100%)	04/09/2008	ROYAL BANK OF SCTLND				13,247	13,247			(9,225)	55,764
CDS CS2385298 ON AK STEEL CORPORATION	4,000,000	06/20/2013	0.0000% (2.5000%)	04/10/2008	GOLDMAN SACHS				76,550	76,550			(22,500)	44,611
CDS CS2387849 ON LIBERTY MEDIA CORP	1,500,000	06/20/2013	0.0000% (4.6500%)	04/11/2008	LEHMAN BROTHERS				(105,802)	(105,802)			(15,500)	16,729
CDS CS2390405 ON AMERICAN ELECTRIC POWER	5,000,000	06/20/2013	0.0000% (0.5500%)	04/15/2008	UBS AG				9,622	9,622			(5,806)	55,764
CDS CS2390413 ON AMERICAN ELECTRIC POWER	5,000,000	06/20/2013	0.0000% (0.5800%)	04/15/2008	UBS AG				20,072	20,072			(6,122)	66,027
CDS CS2392963 ON GOLDMAN SACHS GP INC	5,000,000	06/20/2013	0.0000% (1.1200%)	04/16/2008	DEUTSCHE BANK				48,761	48,761			(11,667)	55,764
CDS CS2395529 ON ARROW ELECTRONICS INC.	5,000,000	06/20/2013	0.0000% (0.9500%)	04/17/2008	GOLDMAN SACHS				(30,094)	(30,094)			(9,764)	55,764
CDS CS2398085 ON ARROW ELECTRONICS INC.	5,000,000	06/20/2013	0.0000% (0.8700%)	04/22/2008	MORGAN STANLEY				(12,333)	(12,333)			(8,338)	55,764
CDS CS2398093 ON AVNET INC	5,000,000	06/20/2013	0.0000% (1.1500%)	04/22/2008	BARCLAY'S CAPITAL				(6,343)	(6,343)			(11,021)	55,764
CDS CS2400642 ON LOWES COMPANIES	5,000,000	06/20/2013	0.0000% (0.8200%)	04/23/2008	LEHMAN BROTHERS				(38,015)	(38,015)			(7,744)	55,764
CDS CS2400659 ON RPMINT 92 06/20/2013	5,000,000	06/20/2013	0.0000% (0.9200%)	04/23/2008	UBS AG				50,766	50,766			(8,689)	55,764
CDS CS2400667 ON WELLS FARGO & CO	3,000,000	06/20/2013	0.0000% (0.7700%)	04/23/2008	MORGAN STANLEY				48,334	48,334			(4,363)	33,458
CDS CS2405765 ON ALCOA INC.	3,000,000	06/20/2013	0.0000% (0.8000%)	04/30/2008	BANK OF AMERICA				24,221	24,221			(4,067)	33,458
CDS CS2405773 ON TYSON FOODS INC.	5,000,000	06/20/2013	0.0000% (1.7500%)	04/30/2008	BANK OF AMERICA				231,524	231,524			(14,826)	55,764
CDS CS2405781 ON EASTMAN CHEMICAL COMPAN	5,000,000	06/20/2013	0.0000% (0.4700%)	04/30/2008	DEUTSCHE BANK				52,030	52,030			(3,982)	55,764
CDS CS2405799 ON STORA ENSO OYJ	3,000,000	06/20/2013	0.0000% (2.9500%)	04/30/2008	DEUTSCHE BANK				76,298	76,298			(14,996)	33,458
CDS CS2405807 ON RPMINT 80 06/20/2013	5,000,000	06/20/2013	0.0000% (0.8000%)	04/30/2008	DEUTSCHE BANK				77,084	77,084			(6,778)	55,764
CDS CS2405815 ON DOW CHEMICAL COMPANY T	5,000,000	06/20/2013	0.0000% (0.4700%)	04/30/2008	CREDIT SUISSE FB				81,084	81,084			(3,982)	55,764
CDS CS2405823 ON CBS CORP.	5,000,000	06/20/2013	0.0000% (0.9600%)	04/30/2008	ROYAL BANK OF SCTLND				101,640	101,640			(8,133)	55,764
CDS CS2405849 ON TOLL BROS INC	3,000,000	06/20/2013	0.0000% (2.3700%)	04/30/2008	MORGAN STANLEY				61,345	61,345			(12,048)	33,458
CDS CS2408322 ON JONES APPAREL GP INC	3,000,000	06/20/2013	0.0000% (3.0500%)	05/05/2008	GOLDMAN SACHS				87,049	87,049			(14,233)	33,458
CDS CS2410880 ON MOHAIK INDUSTRIES INC.	5,000,000	06/20/2013	0.0000% (1.5700%)	05/06/2008	UBS AG				55,969	55,969			(11,993)	55,764

E07

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
CDS CS2410898 ON M 237 06/20/2013	5,000,000	06/20/2013	0.0000%(2.3700%)	05/06/2008	MORGAN STANLEY				21,963	21,963			(18,104)	55,764
CDS CS2413447 ON HARTFORD FINANCIAL SERV	3,000,000	06/20/2013	0.0000%(0.6600%)	05/07/2008	ROYAL BANK OF SCTLND				63,220	63,220			(2,970)	33,458
CDS CS2416002 ON SANTANDR 51 06/20/2013	5,000,000	06/20/2013	0.0000%(0.5100%)	05/08/2008	CITIBANK				75,498	75,498			(3,754)	55,764
CDS CS2416010 ON LLOYDS TSB BANK PLC	5,000,000	06/20/2013	0.0000%(0.4900%)	05/08/2008	GOLDMAN SACHS				72,098	72,098			(3,607)	55,764
CDS CS2421127 ON XL CAP LTD	5,000,000	06/20/2018	0.0000%(1.4000%)	05/13/2008	GOLDMAN SACHS				383,476	383,476			(9,333)	78,970
CDS CS2423685 ON PPG INDUSTRIES INC	3,000,000	06/20/2013	0.0000%(0.6100%)	05/14/2008	BARCLAY'S CAPITAL				34,515	34,515			(2,389)	33,458
CDS CS2428809 ON CARNIVAL CORP	5,000,000	06/20/2015	0.0000%(0.8300%)	05/21/2008	BANK OF AMERICA				183,206	183,206			(4,611)	66,027
CDS CS2431365 ON GOLDMAN SACHS GP INC	5,000,000	06/20/2013	0.0000%(0.9800%)	05/22/2008	BARCLAY'S CAPITAL				79,051	79,051			(5,308)	55,764
CDS CS2433924 ON BOEING CAP CORP	3,000,000	06/20/2013	0.0000%(0.7700%)	05/23/2008	GOLDMAN SACHS				14,727	14,727			(2,438)	33,458
CDS CS2441612 ON MGIC INVESTMENT CORPORA	3,000,000	06/20/2013	0.0000%(4.6500%)	06/02/2008	DEUTSCHE BANK				455,020	455,020			(10,850)	33,458
CDS CS2444160 ON AMERN AXLE & MFG INC	1,500,000	06/20/2013	0.0000%(6.6000%)	06/04/2008	CITIBANK				120,086	120,086			(7,150)	16,729
CDS CS2456974 ON CENTEX CORPORATION	1,000,000	09/20/2013	0.0000%(4.0500%)	06/20/2008	UBS AG				18,537	18,537			(1,125)	11,432
CDS CS2456982 ON INTERPUBLIC GROUP OF CO	2,000,000	09/20/2013	0.0000%(3.1500%)	06/20/2008	JP MORGAN CHASE BANK				13,025	13,025			(1,750)	22,864
CDS CXB660483 ON CDX.NA.IG.9	150,000,000	09/20/2012	0.0000%(0.6000%)	01/22/2008	LEHMAN BROTHERS	4,205,823	3,814,116		5,041,386	5,041,386	(391,706)		(791,706)	1,542,048
CDS SPO301009 ON SEARS HOLDINGS CORP	3,000,000	09/20/2011	0.0000%(1.0400%)	07/21/2006	GOLDMAN SACHS				268,505	268,505			(15,773)	26,936
CDS SPO301R73 ON SOUTHWEST AIRLINES CO	10,000,000	09/20/2013	0.0000%(0.3600%)	07/27/2006	BARCLAY'S CAPITAL				725,924	725,924			(18,200)	114,318
0599999. Subtotal - Swaps - Hedging						4,205,823	3,814,116	XXX	12,035,380	12,035,380	(391,706)		(1,790,097)	5,622,836
CDS CS2026884 ON ALLIED WASTE INDS INC	3,000,000	12/20/2011	2.8000%(0.0000%)	10/10/2006	LEHMAN BROTHERS				156,807	156,807			42,467	27,958
CDS CS2034581 ON STANDARD PACIFIC CORP.	1,000,000	12/20/2011	3.3500%(0.0000%)	10/17/2006	CREDIT SUISSE FB				(87,162)	(87,162)			16,936	9,319
CDS CS2070445 ON MEDIACOM LLC	3,000,000	03/20/2012	2.6900%(0.0000%)	02/09/2007	CREDIT SUISSE FB				(425,816)	(425,816)			40,798	28,944
CDS CS2126726 ON FOREST OIL CORPORATION	4,000,000	06/20/2012	1.8550%(0.0000%)	05/09/2007	MORGAN STANLEY				(80,843)	(80,843)			37,512	39,877
CDS CS2193296 ON GMAC LLC	6,000,000	09/20/2008	2.9500%(0.0000%)	07/24/2007	LEHMAN BROTHERS				(168,635)	(168,635)			89,483	14,219
CDS CS2195853 ON KB HOME	1,000,000	09/20/2012	3.9500%(0.0000%)	07/25/2007	LEHMAN BROTHERS				(9,957)	(9,957)			19,969	10,280
CDS CS2198402 ON CLEAR CHANNEL COMMUNICA	4,000,000	09/20/2008	1.9000%(0.0000%)	07/26/2007	MORGAN STANLEY				(29,515)	(29,515)			38,422	9,480
CDS CS2198410 ON HARRAHS OPER CO INC	9,000,000	09/20/2008	3.0500%(0.0000%)	07/26/2007	LEHMAN BROTHERS				(92,992)	(92,992)			138,775	21,329
CDS CS2198444 ON HERTZ CORP	3,000,000	09/20/2008	1.8000%(0.0000%)	07/26/2007	LEHMAN BROTHERS				(10,035)	(10,035)			27,300	7,110
CDS CS2200968 ON UNITED RENTALS -NORTH A	5,000,000	09/20/2008	3.7500%(0.0000%)	07/27/2007	GOLDMAN SACHS				(6,295)	(6,295)			94,792	11,850
CDS CS2206098 ON MEDIACOM LLC	5,000,000	09/20/2008	2.5000%(0.0000%)	07/31/2007	LEHMAN BROTHERS				(37,542)	(37,542)			63,194	11,850
CDS CS2211213 ON MBIA INSURANCE CORPORAT	10,000,000	09/20/2012	1.3200%(0.0000%)	08/02/2007	DEUTSCHE BANK				(4,723,735)	(4,723,735)			66,733	102,803
CDS CS2229124 ON BEAZER HOMES USA	1,500,000	09/20/2012	5.0000%(0.0000%)	09/11/2007	GOLDMAN SACHS	(296,250)	(248,896)		(198,260)	(198,260)	29,494		67,411	15,420
CDS CS2236806 ON FLORIDA STATE GO 60%	20,000,000	09/20/2017	0.1600%(0.0000%)	09/18/2007	CITIBANK				(345,428)	(345,428)			16,178	303,811
CDS CS2236814 ON NEW JERSEY ST GO 60%	25,000,000	09/20/2017	0.1400%(0.0000%)	09/19/2007	LEHMAN BROTHERS				(446,907)	(446,907)			17,694	379,764
CDS CS2241921 ON TXU 220 09/20/2008	5,000,000	12/20/2008	2.2000%(0.0000%)	09/26/2007	GOLDMAN SACHS				(15,550)	(15,550)			66,733	20,654
CDS CS2252167 ON CITY OF NEW YORK RR40%	25,000,000	12/20/2012	0.4700%(0.0000%)	10/16/2007	LEHMAN BROTHERS				(1,566,664)	(1,566,664)			59,403	264,478
CDS CS2252175 ON NEW YORK STATE GO RR40%	25,000,000	12/20/2017	0.4700%(0.0000%)	10/16/2007	LEHMAN BROTHERS				(1,954,837)	(1,954,837)			59,403	384,859
CDS CS2252781 ON MASSACHUSETTS GO RR40%	25,000,000	12/20/2017	0.4400%(0.0000%)	10/19/2007	LEHMAN BROTHERS				(1,192,630)	(1,192,630)			55,611	384,859
CDS CS2259840 ON MBIA INSURANCE CORPORAT	5,000,000	12/20/2012	2.2000%(0.0000%)	10/25/2007	BANK OF AMERICA				(2,306,662)	(2,306,662)			55,611	52,896
CDS CS2262406 ON STATE OF CALIFORNIA RR4	25,000,000	12/20/2017	0.7600%(0.0000%)	10/26/2007	LEHMAN BROTHERS				(3,760,667)	(3,760,667)			96,056	384,859
CDS CS2264964 ON DILLARD'S INC	4,000,000	12/20/2008	1.8000%(0.0000%)	10/30/2007	BANK OF AMERICA				(26,820)	(26,820)			36,400	13,769
CDS CS2267520 ON FORD MOTOR CREDIT CO	4,000,000	12/20/2008	4.6000%(0.0000%)	11/02/2007	LEHMAN BROTHERS				(132,988)	(132,988)			93,022	13,769
CDS CS2270086 ON FORD MOTOR COMPANY	4,000,000	12/20/2008	4.1000%(0.0000%)	11/06/2007	MORGAN STANLEY				(169,040)	(169,040)			82,911	13,769
CDS CS2272645 ON NRG ENERGY INC	3,000,000	12/20/2012	3.9300%(0.0000%)	11/07/2007	MERRILL LYNCH				(23,104)	(23,104)			59,605	31,737
CDS CS2275218 ON STATE OF TEXAS RR85%	15,000,000	12/20/2017	0.2500%(0.0000%)	11/08/2007	MERRILL LYNCH				14,239	14,239			18,958	230,915
CDS CS2275226 ON STATE OF TEXAS RR85%	10,000,000	12/20/2017	0.2600%(0.0000%)	11/08/2007	LEHMAN BROTHERS				16,799	16,799			13,144	153,944
CDS CS2290571 ON FORD MOTOR CREDIT CO	1,500,000	12/20/2008	5.4000%(0.0000%)	12/13/2007	LEHMAN BROTHERS				(44,480)	(44,480)			40,950	5,163
CDS CS2295745 ON GENERAL ELECTRIC CAP CO	3,000,000	03/20/2013	0.6800%(0.0000%)	01/04/2008	LEHMAN BROTHERS				(114,164)	(114,164)			10,087	32,600
CDS CS2295794 ON CVRD 125 01/20/2013	3,000,000	01/20/2013	1.2500%(0.0000%)	01/04/2008	GOLDMAN SACHS				(32,642)	(32,642)			18,542	32,037
CDS CS2295828 ON ENTRPA 125.1 03/20/2013	3,000,000	03/20/2013	1.2510%(0.0000%)	01/04/2008	GOLDMAN SACHS				(8,357)	(8,357)			18,557	32,600
CDS CS2298244 ON BA 36 03/20/2013	3,000,000	03/20/2013	0.3600%(0.0000%)	01/04/2008	BANK OF AMERICA				(50,387)	(50,387)			5,340	32,600
CDS CS2300818 ON KB HOME	4,000,000	12/20/2008	4.0000%(0.0000%)	01/09/2008	LEHMAN BROTHERS				13,828	13,828			76,889	13,769
CDS CS2303366 ON BOYD GAMING CORP	2,000,000	03/20/2009	3.0000%(0.0000%)	01/14/2008	LEHMAN BROTHERS				(34,871)	(34,871)			28,000	8,489
CDS CS2305924 ON FIRST DATA CORPORATION	5,000,000	03/20/2009	3.6000%(0.0000%)	01/15/2008	GOLDMAN SACHS				12,716	12,716			100,200	25,466
CDS CS2308530 ON PRUDENTIAL FINANCIAL I	3,000,000	03/20/2013	0.9300%(0.0000%)	01/16/2008	ROYAL BANK OF SCTLND				(71,125)	(71,125)			12,865	32,600
CDS CS2311054 ON MGM MIRAGE	3,000,000	03/20/2009	3.0500%(0.0000%)	01/22/2008	LEHMAN BROTHERS				(5,024)	(5,024)			40,667	12,733
CDS CS2316160 ON STANDARD PACIFIC CORP.	1,000,000	03/20/2013	5.0000%(0.0000%)	01/25/2008	MERRILL LYNCH	(332,500)	(304,702)		(304,702)	(304,702)			(58,250)	10,867
CDS CS2318729 ON HOUSTON TEXAS RR 85%	25,000,000	03/20/2018	0.4800%(0.0000%)	01/28/2008	GOLDMAN SACHS				(85,531)	(85,531)			51,333	389,832
CDS CS2318737 ON PHOENIX ARIZONA RR85%	25,000,000	03/20/2018	0.4500%(0.0000%)	01/28/2008	GOLDMAN SACHS				(170,067)	(170,067)			48,125	389,832
CDS CS2318745 ON SHELBY TENNESSEE RR85%	25,000,000	03/20/2018	0.4000%(0.0000%)	01/28/2008	GOLDMAN SACHS				(172,487)	(172,487)			42,778	389,832
CDS CS2321285 ON CVRD 180 02/20/2013	5,000,000	02/20/2013	1.8000%(0.0000%)	01/29/2008	UBS AG				55,791	55,791			38,250	53,890
CDS CS2334114 ON CP-RAILWAY 140 03/20/20	3,000,000	03/20/2013	1.4000%(0.0000%)	02/13/2008	MERRILL LYNCH				44,987	44,987			16,100	32,600
CDS CS2346928 ON D.R. HORTON INC.	3,000,000	03/20/2013	4.1500%(0.0000%)	02/29/2008	MERRILL LYNCH				(35,329)	(35,329)			42,192	32,600
CDS CS2352009 ON NORTEL NETWORKS CORPORA	4,000,000	03/20/2009	4.8500%(0.0000%)	03/05/2008	CITIBANK				57,038	57,038			63,050	16,977
CDS CS2357123 ON EIX-SOUCAL 115 03/20/20	3,000,000	03/20/2013	1.1500%(0.0000%)	03/12/2008	MERRILL LYNCH				15,783	15,783			10,542	32,600

E07.1

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
CDS CS2364806 ON GMAC LLC	1,000,000	06/20/2009	5.0000%(0.0000%)	03/20/2008	LEHMAN BROTHERS	(140,000)	(108,820)		(108,820)	(92,127)	31,180		45,347	4,931
CDS CS2367387 ON MERRILL LYNCH & CO INC	3,000,000	06/20/2013	2.5300%(0.0000%)	03/26/2008	DEUTSCHE BANK					957			20,240	33,458
CDS CS2367403 ON WEYERHAEUSER CO.	7,000,000	06/20/2013	1.8000%(0.0000%)	03/26/2008	BARCLAY'S CAPITAL					(115,376)			33,600	78,069
CDS CS2369920 ON ENTRPA 185 06/20/2013	5,000,000	06/20/2013	1.8500%(0.0000%)	03/28/2008	BANK OF AMERICA					110,352			24,153	55,764
CDS CS2400675 ON CITIGROUP INC	3,000,000	06/20/2013	1.0500%(0.0000%)	04/23/2008	LEHMAN BROTHERS					(41,824)			5,950	33,458
CDS CS2400709 ON COUNTRYWIDE HOME LOANS	3,000,000	06/20/2013	2.3000%(0.0000%)	04/23/2008	CITIBANK					10,153			13,033	33,458
CDS CS2405831 ON THE THOMSON CORPORATION	3,000,000	06/20/2013	1.3000%(0.0000%)	04/30/2008	UBS AG					26,564			6,608	33,458
CDS CS2405856 ON UNITEDHEALTH GROUP INCO	3,000,000	06/20/2013	0.8500%(0.0000%)	04/30/2008	MERRILL LYNCH					(37,389)			4,321	33,458
CDS CS2418560 ON XRX 105 06/20/2013	3,000,000	06/20/2013	1.0500%(0.0000%)	05/09/2008	BARCLAY'S CAPITAL					(27,105)			4,550	33,458
CDS CS2426241 ON CATERPILLAR FINANCIAL S	3,000,000	06/20/2013	0.4800%(0.0000%)	05/15/2008	UBS AG					(20,956)			1,840	33,458
CDS CS2426258 ON AMERICAN INTERNATIONAL	3,000,000	06/20/2013	1.1400%(0.0000%)	05/15/2008	DEUTSCHE BANK					(126,172)			4,370	33,458
CDS CS2441604 ON AGO-AGC 465 06/20/2013	3,000,000	06/20/2013	4.6500%(0.0000%)	06/02/2008	DEUTSCHE BANK					(419,453)			10,850	33,458
CDS CS2446728 ON ALLEGHENY ENERGY SUPPLY	3,000,000	06/20/2013	1.2300%(0.0000%)	06/05/2008	MERRILL LYNCH					(38,329)			2,563	33,458
CDS CS2449284 ON VALERO ENERGY CO	3,000,000	06/20/2013	1.3100%(0.0000%)	06/12/2008	GOLDMAN SACHS					(12,990)			1,965	33,458
CDS CS2451843 ON TI-CAB 152 06/20/2013	3,000,000	06/20/2013	1.5200%(0.0000%)	06/13/2008	UBS AG					(4,217)			2,153	33,458
CDS CS2456966 ON STANDARD PACIFIC CORP.	1,000,000	09/20/2013	7.2000%(0.0000%)	06/20/2008	UBS AG					13,398			2,000	11,432
CDS CXS527361 ON CDX.NA.IG.HVOL.8	25,000,000	06/20/2012	0.7500%(0.0000%)	09/04/2007	MERRILL LYNCH	(682,859)	(566,341)		(566,341)	(2,135,960)	71,338		166,129	249,228
CDS CXS527361 ON CDX.NA.IG.HVOL.8	25,000,000	06/20/2012	0.7500%(0.0000%)	07/25/2007	BARCLAY'S CAPITAL	(720,253)	(584,796)		(584,796)	(2,135,960)	73,662		168,454	249,228
CDS CXS529920 ON CDX.NA.IG.8	50,000,000	06/20/2012	0.3500%(0.0000%)	07/23/2007	GOLDMAN SACHS	(389,207)	(315,293)		(315,293)	(2,180,757)	39,715		128,187	498,457
CDS CXS529920 ON CDX.NA.IG.8	25,000,000	06/20/2012	0.3500%(0.0000%)	08/07/2007	BARCLAY'S CAPITAL	(380,597)	(310,785)		(310,785)	(1,090,378)	39,147		83,383	249,228
CDS CXS570882 ON CDX.NA.IG.8	25,000,000	06/20/2012	0.3500%(0.0000%)	07/26/2007	MORGAN STANLEY	(350,770)	(284,801)		(284,801)	(1,090,378)	35,874		80,110	249,228
CDS SP3302RJ2 ON LIN TELEVISION CORP	3,000,000	06/20/2011	2.4000%(0.0000%)	05/11/2006	LEHMAN BROTHERS					(50,047)			36,400	25,862
CDS SP7401W3 ON FLEXTRONICS INTERNATIONAL	2,000,000	06/20/2011	1.5500%(0.0000%)	04/04/2006	CITIBANK					(44,258)			15,672	17,241
CDS SPD402FB9 ON STARWOOD HOTELS & RESOR	1,000,000	03/20/2011	0.8200%(0.0000%)	02/14/2006	DEUTSCHE BANK					(30,012)			4,146	8,247
CDS SPG4026L4 ON GENWORTH FINANCIAL INC	5,000,000	12/20/2010	0.3200%(0.0000%)	11/02/2005	BARCLAY'S CAPITAL					(298,323)			8,089	39,322
0799999. Subtotal - Swaps - Other						(3,292,436)	(2,724,434)	XXX	(2,724,434)	(28,137,393)	348,208		3,062,705	6,659,342
0899999. Subtotal - Swaps						913,386	1,089,682	XXX	9,310,946	(16,102,013)	(43,498)		1,272,608	12,282,179
FXFWD0103 (77.7 ISK) / 1 USD FORWARD	32,882,883	09/12/2008	(77.7 ISK) / 1 USD	05/07/2008	JP MORGAN CHASE BANK					870,022				74,030
FXFWD0108 (0.652 EUR) / 1 USD FORWARD	11,301,269	09/17/2008	(0.652 EUR) / 1 USD	06/12/2008	CITIBANK					(252,846)				26,288
FXFWD0109 (0.6536 EUR) / 1 USD FORWARD	7,734,568	09/17/2008	(0.6536 EUR) / 1 USD	06/13/2008	BANK OF AMERICA					(192,124)				17,992
FXFWD0110 0.6535 EUR / (1 USD) FORWARD	5,824,547	09/17/2008	0.6535 EUR / (1 USD)	06/13/2008	CITIBANK					167,852				15,875
FXFWD0111 (0.6531 EUR) / 1 USD FORWARD	60,491,846	09/17/2008	(0.6531 EUR) / 1 USD	06/13/2008	JP MORGAN CHASE BANK				(1,450,401)	(1,450,401)				140,713
FXFWD0113 (10.4918 MXN) / 1 USD FORWARD	10,579,691	09/17/2008	(10.4918 MXN) / 1 USD	06/13/2008	CITIBANK					(52,843)				24,610
FXFWD0114 (1.0774 AUD) / 1 USD FORWARD	6,311,522	09/17/2008	(1.0774 AUD) / 1 USD	06/13/2008	CITIBANK					(137,795)				14,682
FXFWD0115 81.555 ISK / (1 USD) FORWARD	31,328,551	09/12/2008	81.555 ISK / (1 USD)	06/25/2008	JP MORGAN CHASE BANK					675,502				70,531
FXFWD0117 0.638 EUR / (1 USD) FORWARD	7,523,674	09/17/2008	0.638 EUR / (1 USD)	06/26/2008	JP MORGAN CHASE BANK					3,631				17,501
FXFWD0118 0.638 EUR / (1 USD) FORWARD	7,679,927	09/17/2008	0.638 EUR / (1 USD)	06/26/2008	JP MORGAN CHASE BANK					4,194				17,865
FXFWD0119 0.6376 EUR / (1 USD) FORWARD	15,528,150	09/17/2008	0.6376 EUR / (1 USD)	06/27/2008	DEUTSCHE BANK					(3,019)				36,121
FXFWD0120 1.0517 AUD / (1 USD) FORWARD	6,465,950	09/17/2008	1.0517 AUD / (1 USD)	06/27/2008	DEUTSCHE BANK					(15,699)				15,041
0999999. Subtotal - Forwards - Hedging								XXX	(383,526)	(383,526)				471,248
1299999. Subtotal - Forwards								XXX	(383,526)	(383,526)				471,248
2599999. Subtotal - Hedging						4,205,823	3,814,116	XXX	11,651,854	11,651,854	(391,706)		(1,790,097)	6,094,084
2799999. Subtotal - Other						(3,292,436)	(2,724,434)	XXX	(2,724,434)	(28,137,393)	348,208		3,062,705	6,659,342
9999999 - Totals						913,386	1,089,682	XXX	8,927,420	(16,485,539)	(43,498)		1,272,608	12,753,426

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Open at Current Statement Date

1	2	3	4	5	6	7	8	9	Variation Margin Information			13
									10	11	12	
Description	Number of Contracts	Maturity Date	Original Value	Current Value	Variation Margin	Date of Opening Position	Exchange or Counterparty	Cash Deposit	Recognized	Used to Adjust Basis of Hedged Item	Deferred	Potential Exposure
INDEX FUTURES - EMINI MSCI EAFE	366	09/19/2008	37,797,590	36,040,020	(1,757,570)	06/17/2008	CME		(1,757,570)			1,830,000
INDEX FUTURES - EMINI S & P 500	143	09/19/2008	9,711,824	9,159,865	(551,959)	06/11/2008	CME		(551,959)			514,800
INDEX FUTURES - RUSSELL 2000	119	09/18/2008	43,447,340	41,156,150	(2,291,190)	06/11/2008	CME		(2,291,190)			2,499,000
INDEX FUTURES - S & P 500	180	09/18/2008	61,124,166	57,649,500	(3,474,666)	06/11/2008	CME		(3,474,666)			3,240,000

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STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Open at Current Statement Date

1 Description	2 Number of Contracts	3 Maturity Date	4 Original Value	5 Current Value	6 Variation Margin	7 Date of Opening Position	8 Exchange or Counterparty	9 Cash Deposit	Variation Margin Information			13 Potential Exposure
									10 Recognized	11 Used to Adjust Basis of Hedged Item	12 Deferred	
0199999. Subtotal - Long Futures - Hedging			152,080,920	144,005,535	(8,075,385)	XXX	XXX		(8,075,385)			8,083,800
0499999. Subtotal - Long Futures			152,080,920	144,005,535	(8,075,385)	XXX	XXX		(8,075,385)			8,083,800
INDEX FUTURES - EMINI S & P 500	7,394	09/19/2008	488,858,699	473,622,670	15,236,029	06/24/2008	CME		15,236,029			26,618,400
INDEX FUTURES - EMINI RUSSELL 2000	14	09/19/2008	1,022,177	968,380	53,797	06/11/2008	CME		53,797			58,800
INTEREST RATE FUTURES - GOV'T 10YR NOTES	1,310	09/19/2008	148,456,837	149,237,663	(780,826)	05/28/2008	CBOT		(780,826)			1,834,000
INTEREST RATE FUTURES - GOV'T TBONDS	11,486	09/19/2008	1,316,313,375	1,327,709,813	(11,396,438)	06/16/2008	CBOT		(11,396,438)			20,674,800
0599999. Subtotal - Short Futures - Hedging			1,954,651,088	1,951,538,525	3,112,563	XXX	XXX		3,112,563			49,186,000
0899999. Subtotal - Short Futures			1,954,651,088	1,951,538,525	3,112,563	XXX	XXX		3,112,563			49,186,000
2099999. Subtotal - Insurance Futures Call Options						XXX	XXX					
2499999. Subtotal - Insurance Futures Put Options						XXX	XXX					
2599999. Subtotal - Hedging			2,106,732,008	2,095,544,060	(4,962,822)	XXX	XXX		(4,962,822)			57,269,800
2799999. Subtotal - Other						XXX	XXX					
9999999 - Totals			2,106,732,008	2,095,544,060	(4,962,822)	XXX	XXX		(4,962,822)			57,269,800

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Allstate Bank Vernon Hills Illinois					40,319,411	43,125,969	55,260,966	.XXX.
AmSouth Bank Birmingham Alabama					348,080	357,479	395,417	.XXX.
BancFirst Oklahoma City Oklahoma					250,503	176,130	68,968	.XXX.
Bank of Alaska Anchorage Alaska		3.940	2,613	2,948	266,709	266,709	266,709	.XXX.
Bank of America Chicago Illinois					(696,613,003)	(728,463,625)	(781,334,678)	.XXX.
Bank of Ireland Ireland		2.360	9,472	70,958			75,000,000	.XXX.
Bank of Montreal Toronto Canada		5.060	7,636		1,189,405	1,209,535	1,315,928	.XXX.
Bank of New York New York New York		0.050	(46,806)		31,571,133	22,262,722	267,538,983	.XXX.
Bank of Oklahoma Tulsa Oklahoma					243,424	258,164	353,045	.XXX.
Bank of the West Chicago Illinois					70,570	89,675	95,368	.XXX.
Branch Banking and Trust Richmond Virginia					581,469	498,429	573,623	.XXX.
CitiBank New York New York		1.390	9,610		3,914,677	1,268,975	11,202,185	.XXX.
Commerce Bank N.A. Kansas City Missouri					233,967	246,916	126,492	.XXX.
Fifth Third Bank Cincinnati Ohio					551,995	1,055,196	1,054,051	.XXX.
First Hawaiian Bank Honolulu Hawaii					179,066	266,768	102,996	.XXX.
First National Bank of Anchorage Anchorage Alaska					309,608	194,076	231,922	.XXX.
First Tennessee Bank Memphis Tennessee					96,559	395,858	331,685	.XXX.
Hancock Bank Gulfport Mississippi					239,519	151,269	254,779	.XXX.
Harris Trust and Savings Bank Chicago Illinois					3,324,724	3,743,990	3,746,525	.XXX.
Hibernia National Bank New Orleans Louisiana					491,233	556,954	594,553	.XXX.
HSBC Bank USA New York New York					639,664	600,658	1,022,644	.XXX.
Huntington Bank Indianapolis Indiana					382,863	346,851	391,598	.XXX.
JP Morgan Chase Bank New York New York		1.750	178		3,811,631	20,293,630	27,440,143	.XXX.
Key Bank Cleveland Ohio					686,634	544,222	761,745	.XXX.
M&I Marshall Ilsley Milwaukee Wisconsin					101,445	268,566	57,771	.XXX.
Manufacturers and Traders Trust - AllFirst Baltimore Maryland					470,727	453,752	356,744	.XXX.
National City Bank Cleveland Ohio					1,348,241	1,373,229	1,496,058	.XXX.
PNC Bank N.A. Cherry Hill New Jersey					657,661	575,059	684,786	.XXX.
RBC Global Services Toronto Canada		2.050	27		15,719	13,070	14,202	.XXX.
Regions Bank Birmingham Alabama					1,303,613	1,172,562	1,240,170	.XXX.
Seaway National Bank Chicago Illinois					92,821	127,141	84,269	.XXX.
Suntrust Orlando Florida					1,214,025	1,171,854	998,658	.XXX.
US Bank St. Paul Minnesota					761,499	1,348,247	1,153,792	.XXX.
Wachovia Bank Winston Salem North Carolina					(113,302,258)	(122,895,568)	(102,175,673)	.XXX.
Wells Fargo Bank San Francisco California					1,823,406	2,376,187	1,839,898	.XXX.
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	(17,270)	73,907	(712,423,258)	(744,569,352)	(427,453,679)	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX						XXX
0399999. Total Cash on Deposit	XXX	XXX	(17,270)	73,907	(712,423,258)	(744,569,352)	(427,453,679)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	1,592,914	2,367,507	2,473,178	XXX
0599999. Total - Cash	XXX	XXX	(17,270)	73,907	(710,830,343)	(742,201,845)	(424,980,501)	XXX

STATEMENT AS OF JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
0399999. Total - U.S. Government Bonds							
DEUTSCHE REPO MORTGAGE	RA	.06/30/2008	2.700	.07/01/2008	50,000,000	3,750	
GREENWICH CAPITAL MARKETS REPO MBS	RA	.06/30/2008	2.650	.07/01/2008	50,000,000	3,681	
0499999. All Other Government - Issuer Obligations							
					100,000,000	7,431	
1099999. Total - All Other Government Bonds							
					100,000,000	7,431	
1799999. Total - States, Territories and Possessions Bonds							
2499999. Total - Political Subdivisions Bonds							
3199999. Total - Special Revenues Bonds							
3899999. Total - Public Utilities Bonds							
ABBEY NATIONAL LLC		.06/25/2008	0.000	.07/02/2008	49,997,153		17,083
BP AMOCO		.06/30/2008	0.000	.07/01/2008	50,000,000		3,540
BAKER HUGHES INCORPORATED		.06/20/2008	0.000	.07/02/2008	49,996,945		33,610
COMPUTER SCIENCES CORP		.06/25/2008	0.000	.07/07/2008	6,770,613		3,387
CONCOPHILLIPS QATAR		.06/18/2008	0.000	.07/11/2008	17,988,750		14,625
DANSKE CORPORATION		.06/27/2008	0.000	.07/11/2008	39,971,111		11,555
DOMINION RESOURCES		.06/30/2008	0.000	.07/01/2008	20,000,000		1,712
EQUIFAX INC		.06/30/2008	0.000	.07/01/2008	1,000,000		83
ITT INDUSTRIES INC 4(2)		.06/27/2008	0.000	.07/09/2008	1,998,702		649
INGERSOLL-RAND		.06/17/2008	0.000	.07/01/2008	10,000,000		11,278
JP MORGAN CHASE CO		.06/19/2008	0.000	.07/02/2008	49,997,014		35,834
KOREAN DEVELOPMENT BANK - NY		.06/30/2008	0.000	.07/07/2008	14,993,499		1,083
KRAFT FOODS INC		.06/18/2008	0.000	.07/01/2008	7,000,000		6,446
MARATHON OIL CORP		.06/17/2008	0.000	.07/01/2008	20,000,000		22,322
NISSAN MOTOR ACCEPTANCE		.06/20/2008	0.000	.07/02/2008	24,998,021		21,771
NORDEA NORTH AMERICAN		.06/27/2008	0.000	.07/08/2008	10,287,896		2,916
PECO ENERGY TRANSITION (EXELON)		.06/30/2008	0.000	.07/01/2008	5,000,000		431
PITNEY BOWES INC		.06/26/2008	0.000	.07/07/2008	58,888,400		18,000
PRINCIPAL FINANCIAL SERVICES INC		.06/27/2008	0.000	.07/03/2008	24,996,458		7,083
PRINCIPAL FINANCIAL SERVICES INC		.06/27/2008	0.000	.07/07/2008	19,991,334		5,778
QUESTAR CORP		.06/19/2008	0.000	.07/03/2008	11,998,080		11,520
REED ELSEVIER		.06/30/2008	0.000	.07/01/2008	15,000,000		1,259
SANTANDER CENTRAL HISPANO FINANCE		.06/26/2008	0.000	.07/07/2008	49,980,833		15,973
SARA LEE CORP		.06/19/2008	0.000	.07/02/2008	33,297,456		30,526
SOCIETE GENERALE NA		.06/27/2008	0.000	.07/03/2008	24,996,889		6,222
SPECTRA ENERGY LLC		.06/30/2008	0.000	.07/01/2008	4,000,000		344
STARBUCKS CORP		.06/19/2008	0.000	.07/03/2008	5,114,196		4,825
SWEDBANK		.06/27/2008	0.000	.07/03/2008	74,990,043		19,915
TELSTRA CORP		.06/12/2008	0.000	.08/21/2008	9,961,183		14,461
TORCHMARK CORP		.06/27/2008	0.000	.07/01/2008	8,000,000		2,426
TYCO ELECTRONICS GROUP		.06/19/2008	0.000	.07/02/2008	14,998,771		14,750
UBS FINANCE (DE) LLC		.06/27/2008	0.000	.07/10/2008	4,896,876		1,388
UNICREDITO ITALIANO BANK - IRELAND		.06/26/2008	0.000	.07/01/2008	42,450,000		24,052
UNITED HEALTHCARE		.06/17/2008	0.000	.07/01/2008	20,000,000		22,166
WESTERN UNION CO		.06/30/2008	0.000	.07/01/2008	11,000,000		932
WHEELS INC		.06/06/2008	0.000	.07/11/2008	4,996,458		8,854
WHEELS INC		.06/16/2008	0.000	.07/14/2008	4,994,999		5,771
WISCONSIN POWER & LIGHT		.06/30/2008	0.000	.07/01/2008	9,700,000		835
3999999. Industrial and Miscellaneous - Issuer Obligations							
					834,251,680		405,406
4599999. Total - Industrial and Miscellaneous Bonds							
					834,251,680		405,406
5399999. Total - Parent, Subsidiaries and Affiliates Bonds							
5499999. Total - Issuer Obligations							
					934,251,680	7,431	405,406
5599999. Total - Single Class Mortgage-Backed/Asset-Backed Securities							
5699999. Total - Defined Multi-Class Residential Mortgage-Backed Securities							
5799999. Total - Other Multi-Class Residential Mortgage-Backed Securities							
5899999. Total - Defined Multi-Class Commercial Mortgage-Backed Securities							
5999999. Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities							
6099999. Total Bonds							
					934,251,680	7,431	405,406
8799999 - Total Cash Equivalents							
					934,251,680	7,431	405,406

E09



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

Designate the type of health care providers reported on this page: Physicians, including surgeons and osteopaths

SUPPLEMENT A TO SCHEDULE T EXHIBIT OF MEDICAL MALPRACTICE PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Table with 8 columns: States, etc.; Direct Premiums Written; Direct Premiums Earned; Direct Losses Paid (Amount, No. of Claims); Direct Losses Incurred; Direct Losses Unpaid (Amount Reported, No. of Claims); Direct Losses Incurred But Not Reported. Includes a large 'NONE' watermark across the table.



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

Designate the type of health care providers reported on this page:
Hospitals

**SUPPLEMENT A TO SCHEDULE T
EXHIBIT OF MEDICAL MALPRACTICE PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES**

States, etc.	1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid		5 Direct Losses Incurred	Direct Losses Unpaid		8 Direct Losses Incurred But Not Reported
			3 Amount	4 No. of Claims		6 Amount Reported	7 No. of Claims	
1. AlabamaAL								
2. AlaskaAK								
3. ArizonaAZ								
4. ArkansasAR								
5. CaliforniaCA								
6. ColoradoCO								
7. ConnecticutCT								
8. DelawareDE								
9. District of ColumbiaDC								
10. FloridaFL								
11. GeorgiaGA								
12. HawaiiHI								
13. IdahoID								
14. IllinoisIL								
15. IndianaIN								
16. IowaIA								
17. KansasKS								
18. KentuckyKY								
19. LouisianaLA								
20. MaineME								
21. MarylandMD								
22. MassachusettsMA								
23. MichiganMI								
24. MinnesotaMN								
25. MississippiMS								
26. MissouriMO								
27. MontanaMT								
28. NebraskaNE								
29. NevadaNV								
30. New HampshireNH								
31. New JerseyNJ								
32. New MexicoNM								
33. New YorkNY								
34. North CarolinaNC								
35. North DakotaND								
36. OhioOH								
37. OklahomaOK								
38. OregonOR								
39. PennsylvaniaPA								
40. Rhode IslandRI								
41. South CarolinaSC								
42. South DakotaSD								
43. TennesseeTN								
44. TexasTX								
45. UtahUT								
46. VermontVT								
47. VirginiaVA								
48. WashingtonWA								
49. West VirginiaWV								
50. WisconsinWI								
51. WyomingWY								
52. American SamoaAS								
53. GuamGU								
54. Puerto RicoPR								
55. U.S. Virgin IslandsVI								
56. Northern Mariana IslandsMP								
57. CanadaCN								
58. Aggregate Other AliensOT								
59. Totals								
DETAILS OF WRITE-INS								
5801.								
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page								
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)								

NONE



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

Designate the type of health care providers reported on this page: Other health care professionals, including dentists

SUPPLEMENT A TO SCHEDULE T EXHIBIT OF MEDICAL MALPRACTICE PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Table with 8 columns: States, etc.; Direct Premiums Written; Direct Premiums Earned; Direct Losses Paid (Amount, No. of Claims); Direct Losses Incurred; Direct Losses Unpaid (Amount Reported, No. of Claims); Direct Losses Incurred But Not Reported. Includes a large 'NONE' watermark across the table.



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

Designate the type of health care providers reported on this page: Other health care facilities

SUPPLEMENT A TO SCHEDULE T EXHIBIT OF MEDICAL MALPRACTICE PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

Table with 9 columns: States, etc.; Direct Premiums Written; Direct Premiums Earned; Direct Losses Paid (Amount, No. of Claims); Direct Losses Incurred; Direct Losses Unpaid (Amount Reported, No. of Claims); Direct Losses Incurred But Not Reported. Includes a large 'NONE' watermark across the table.



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2008 OF THE ALLSTATE INSURANCE COMPANY

Designate the type of health care providers reported on this page:
 Medical malpractice policies effective prior to January 1, 1976

**SUPPLEMENT A TO SCHEDULE T
 EXHIBIT OF MEDICAL MALPRACTICE PREMIUMS WRITTEN
 ALLOCATED BY STATES AND TERRITORIES**

States, etc.	1 Direct Premiums Written	2 Direct Premiums Earned	Direct Losses Paid		5 Direct Losses Incurred	Direct Losses Unpaid		8 Direct Losses Incurred But Not Reported
			3 Amount	4 No. of Claims		6 Amount Reported	7 No. of Claims	
1. AlabamaAL								
2. AlaskaAK								
3. ArizonaAZ								
4. ArkansasAR								
5. CaliforniaCA								
6. ColoradoCO								
7. ConnecticutCT								
8. DelawareDE								
9. District of ColumbiaDC								
10. FloridaFL								
11. GeorgiaGA								
12. HawaiiHI								
13. IdahoID								
14. IllinoisIL								
15. IndianaIN								
16. IowaIA								
17. KansasKS								
18. KentuckyKY								
19. LouisianaLA								
20. MaineME								
21. MarylandMD								
22. MassachusettsMA						300,000	1	
23. MichiganMI								
24. MinnesotaMN								
25. MississippiMS								
26. MissouriMO								
27. MontanaMT								
28. NebraskaNE								
29. NevadaNV								
30. New HampshireNH								
31. New JerseyNJ								
32. New MexicoNM								
33. New YorkNY								
34. North CarolinaNC								
35. North DakotaND								
36. OhioOH								
37. OklahomaOK								
38. OregonOR								
39. PennsylvaniaPA								
40. Rhode IslandRI								
41. South CarolinaSC								
42. South DakotaSD								
43. TennesseeTN								
44. TexasTX								
45. UtahUT								
46. VermontVT								
47. VirginiaVA								
48. WashingtonWA								
49. West VirginiaWV								
50. WisconsinWI								
51. WyomingWY								
52. American SamoaAS								
53. GuamGU								
54. Puerto RicoPR								
55. U.S. Virgin IslandsVI								
56. Northern Mariana IslandsMP								
57. CanadaCN								
58. Aggregate Other AliensOT								
59. Totals						300,000	1	
DETAILS OF WRITE-INS								
5801.								
5802.								
5803.								
5898. Summary of remaining write-ins for Line 58 from overflow page								
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)								