



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2014
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 03/21/1931 Commenced Business 04/17/1931

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

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

Mail Address 3075 Sanders Road, Suite H1E (Street and Number or P.O. Box), Northbrook, IL, US 60062-7127 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 3075 Sanders Road, Suite H1E (Street and Number), Northbrook, IL, US 60062-7127 (City or Town, State, Country and Zip Code), 847-402-5000 (Area Code) (Telephone Number)

Internet Website Address www.allstate.com

Statutory Statement Contact RAYMOND THOMAS (Name), 847-402-6018 (Area Code) (Telephone Number), RTHAX@ALLSTATE.COM (E-mail Address), 847-402-0508 (FAX Number)

OFFICERS

President and Chief Executive Officer THOMAS JOSEPH WILSON, II

Treasurer MARIO RIZZO

Secretary SUSAN LeSUEUR LEES

Chief Financial Officer STEVEN EMIL SHEBIK

OTHER

DOGAN CIVGIN, President and Chief Executive Officer, Allstate Financial	JAMES DAVID DeVRIES, Executive Vice President	JUDITH PEPPLER GREFFIN, Executive Vice President
SANJAY GUPTA, Executive Vice President	SUREN GUPTA, Executive Vice President	WILLIAM GUY HILL, JR., Executive Vice President
KATHERINE ANNE MABE, President, Business to Business	SAMUEL HENRY PILCH,* Senior Group Vice President	MICHAEL JOHN ROCHE, Executive Vice President
STEVEN PAUL SORENSON, Executive Vice President	STEVEN CARL VERNEY, Executive Vice President	MATTHEW EVAN WINTER, President, Allstate Personal Lines

DIRECTORS OR TRUSTEES

DOGAN CIVGIN	JAMES DAVID DeVRIES	JUDITH PEPPLER GREFFIN
SANJAY GUPTA	SUREN GUPTA	SUSAN LeSUEUR LEES
KATHERINE ANNE MABE	STEVEN EMIL SHEBIK	STEVEN CARL VERNEY
THOMAS JOSEPH WILSON, II	MATTHEW EVAN WINTER	

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 and Chief Executive Officer

SUSAN LeSUEUR LEES
Secretary

MARIO RIZZO
Treasurer

Subscribed and sworn to before me this 7TH day of NOVEMBER 2014

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.....

KAREN ACKERMANN
NOTARY
1/30/2018

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

STATEMENT AS OF SEPTEMBER 30, 2014 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	26,038,832,606		26,038,832,606	24,471,046,941
2. Stocks:				
2.1 Preferred stocks	80,455,327		80,455,327	61,134,787
2.2 Common stocks	7,328,187,034	4,660,357	7,323,526,677	8,548,629,039
3. Mortgage loans on real estate:				
3.1 First liens	372,392,529		372,392,529	429,516,239
3.2 Other than first liens.....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	290,946,920		290,946,920	294,839,289
4.2 Properties held for the production of income (less \$ encumbrances)	881,238		881,238	881,238
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$(566,963,563)), cash equivalents (\$799,616,063) and short-term investments (\$539,352,405)	772,004,905		772,004,905	288,554,645
6. Contract loans (including \$ premium notes)				
7. Derivatives	1,035,170		1,035,170	791,631
8. Other invested assets	3,232,289,394	34,148,431	3,198,140,963	3,669,271,831
9. Receivables for securities	124,082,505		124,082,505	102,395,409
10. Securities lending reinvested collateral assets	28,907,770		28,907,770	12,683,108
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	38,270,015,398	38,808,788	38,231,206,610	37,879,744,158
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	190,887,228		190,887,228	201,982,855
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,135,600,621	12,695,552	1,122,905,069	1,101,225,013
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	3,350,293,183	3,540,916	3,346,752,268	3,001,948,772
15.3 Accrued retrospective premiums	2,543,414	254,341	2,289,073	2,289,073
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	62,360,250		62,360,250	65,276,357
16.2 Funds held by or deposited with reinsured companies	686,345	120,172	566,173	562,877
16.3 Other amounts receivable under reinsurance contracts	1		1	
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset	1,213,621,274	66,169,954	1,147,451,320	1,174,317,451
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	350,980,410	289,067,167	61,913,244	58,504,735
21. Furniture and equipment, including health care delivery assets (\$)	257,683,531	257,683,531		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	206,587,432	5,946,487	200,640,945	207,689,648
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	144,697,730	86,499,731	58,197,998	39,741,048
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	45,185,956,818	760,786,638	44,425,170,180	43,733,281,987
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	45,185,956,818	760,786,638	44,425,170,180	43,733,281,987
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Accounts receivable	37,044,879	23,673	37,021,205	19,954,965
2502. Prepaid assessments	51,353,463	45,251,344	6,102,119	5,320,408
2503. Advances	17,775,119	11,962,214	5,812,905	5,833,065
2598. Summary of remaining write-ins for Line 25 from overflow page	38,524,269	29,262,500	9,261,769	8,632,610
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	144,697,730	86,499,731	58,197,998	39,741,048

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 4,253,403,779)	11,664,103,196	11,344,712,799
2. Reinsurance payable on paid losses and loss adjustment expenses	886,320	174,917
3. Loss adjustment expenses	3,300,806,729	3,208,196,884
4. Commissions payable, contingent commissions and other similar charges	189,305,012	174,117,538
5. Other expenses (excluding taxes, licenses and fees)	822,020,498	1,120,852,944
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	72,264,340	114,329,517
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))	273,918,003	192,418,150
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 199,881,939 and including warranty reserves of \$ and accrued accident and health experience rating refunds including \$ for medical loss ratio rebate per the Public Health Service Act)	9,542,276,490	8,974,853,009
10. Advance premium	339,577,542	254,976,676
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)	1,526,427	2,416,829
13. Funds held by company under reinsurance treaties	2,742,509	2,709,146
14. Amounts withheld or retained by company for account of others	31,851,506	29,014,935
15. Remittances and items not allocated	28,866,148	30,033,356
16. Provision for reinsurance (including \$ certified)	67,506,380	54,676,039
17. Net adjustments in assets and liabilities due to foreign exchange rates	5,841	
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	183,896,938	159,865,794
20. Derivatives	9,340,291	4,286,564
21. Payable for securities	208,200,386	149,901,788
22. Payable for securities lending	297,778,095	286,532,713
23. Liability for amounts held under uninsured plans		
24. Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	398,219,393	374,475,668
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	27,435,092,044	26,478,545,265
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	27,435,092,044	26,478,545,265
29. Aggregate write-ins for special surplus funds	56,403,250	59,258,776
30. Common capital stock	4,200,000	4,200,000
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds		
33. Surplus notes		
34. Gross paid in and contributed surplus	4,509,359,315	4,494,540,201
35. Unassigned funds (surplus)	12,420,115,571	12,696,737,746
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 30 \$)		
36.2 shares preferred (value included in Line 31 \$)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	16,990,078,136	17,254,736,722
38. Totals (Page 2, Line 28, Col. 3)	44,425,170,180	43,733,281,987
DETAILS OF WRITE-INS		
2501. Accounts payable	235,352,190	200,752,150
2502. Reserve for uncashed checks	151,659,866	152,274,038
2503. Deposit for assumed reinsurance from CNA	15,154,657	17,088,331
2598. Summary of remaining write-ins for Line 25 from overflow page	(3,947,320)	4,361,149
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	398,219,393	374,475,668
2901. Deferred gain on sale/leaseback	41,343,135	44,285,541
2902. SCOR retroactive reinsurance account	15,060,115	14,973,235
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	56,403,250	59,258,776
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page		
3299. Totals (Lines 3201 through 3203 plus 3298)(Line 32 above)		

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 \$5,598,552,156)	5,637,851,344	5,951,962,394	7,880,548,826
1.2 Assumed (written \$14,682,040,274)	14,064,893,567	12,861,238,773	17,331,435,841
1.3 Ceded (written \$356,052,153)	345,628,115	359,856,406	476,414,058
1.4 Net (written \$19,924,540,277)	19,357,116,796	18,453,344,761	24,735,570,609
DEDUCTIONS:			
2. Losses incurred (current accident year \$11,361,868,842):			
2.1 Direct	2,789,703,070	3,056,894,634	4,652,904,093
2.2 Assumed	8,720,152,770	7,440,855,556	9,977,219,506
2.3 Ceded	117,008,956	276,425,628	1,218,394,550
2.4 Net	11,392,846,883	10,221,324,563	13,411,729,049
3. Loss adjustment expenses incurred	2,101,189,033	2,309,640,485	3,007,806,927
4. Other underwriting expenses incurred	5,244,224,399	5,199,220,154	6,938,250,900
5. Aggregate write-ins for underwriting deductions		(61,620,000)	
6. Total underwriting deductions (Lines 2 through 5)	18,738,260,316	17,668,565,201	23,357,786,876
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	618,856,480	784,779,559	1,377,783,732
INVESTMENT INCOME			
9. Net investment income earned	738,006,421	737,512,692	1,129,420,919
10. Net realized capital gains (losses) less capital gains tax of \$170,527,252	403,028,629	285,804,179	414,765,533
11. Net investment gain (loss) (Lines 9 + 10)	1,141,035,050	1,023,316,870	1,544,186,453
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ amount charged off \$62,513,603)	(62,513,603)	(59,408,629)	(82,907,449)
13. Finance and service charges not included in premiums	173,356,283	176,930,557	232,238,133
14. Aggregate write-ins for miscellaneous income	(305,969)	(3,745,146)	54,881,635
15. Total other income (Lines 12 through 14)	110,536,711	113,776,783	204,212,318
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	1,870,428,241	1,921,873,212	3,126,182,504
17. Dividends to policyholders	(880)	(3,959)	(3,959)
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)	1,870,429,120	1,921,877,171	3,126,186,462
19. Federal and foreign income taxes incurred	434,393,998	325,295,759	660,730,475
20. Net income (Line 18 minus Line 19)(to Line 22)	1,436,035,122	1,596,581,412	2,465,455,987
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	17,254,736,722	16,260,877,830	16,260,877,830
22. Net income (from Line 20)	1,436,035,122	1,596,581,412	2,465,455,987
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$50,224,088	674,629,084	314,629,599	597,243,305
25. Change in net unrealized foreign exchange capital gain (loss)	(12,631,079)	(1,079,208)	(21,387,963)
26. Change in net deferred income tax	(63,723,129)	(209,513,993)	(212,814,200)
27. Change in nonadmitted assets	(38,864,858)	(18,566,196)	8,971,137
28. Change in provision for reinsurance	(12,830,341)	(1,116,433)	6,098,364
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	14,819,114	27,558,276	28,814,204
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders	(2,265,400,000)	(1,749,666,000)	(1,949,666,000)
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	3,307,500	51,399,989	71,144,057
38. Change in surplus as regards policyholders (Lines 22 through 37)	(264,658,586)	10,227,446	993,858,892
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	16,990,078,136	16,271,105,276	17,254,736,722
DETAILS OF WRITE-INS			
0501. OPEB curtailment gain		(61,620,000)	
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)		(61,620,000)	
1401. Retroactive reinsurance gain	134,248	431,131	1,030,735
1402. Allocated share of loss on sale of fixed assets	(375,995)	(2,181,774)	(5,195,545)
1403. Fines and penalties	(64,222)	(1,994,503)	(2,573,554)
1498. Summary of remaining write-ins for Line 14 from overflow page			61,620,000
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	(305,969)	(3,745,146)	54,881,635
3701. Transition obligation for postretirement benefits	3,307,500	6,210,932	25,955,000
3702. Deferred gain on sale/leaseback		45,189,057	45,189,057
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	3,307,500	51,399,989	71,144,057

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	19,696,966,699	18,769,946,756	24,959,646,261
2. Net investment income	877,327,178	876,059,345	1,320,796,715
3. Miscellaneous income	110,536,711	113,776,783	204,212,318
4. Total (Lines 1 to 3)	20,684,830,588	19,759,782,884	26,484,655,295
5. Benefit and loss related payments	11,070,540,381	10,118,995,689	13,371,302,307
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	7,574,666,049	7,510,155,670	9,714,680,097
8. Dividends paid to policyholders	(880)	(3,959)	(3,959)
9. Federal and foreign income taxes paid (recovered) net of \$170,527,252 tax on capital gains (losses)	523,421,398	641,409,186	834,841,289
10. Total (Lines 5 through 9)	19,168,626,948	18,270,556,586	23,920,819,734
11. Net cash from operations (Line 4 minus Line 10)	1,516,203,640	1,489,226,298	2,563,835,561
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	24,589,880,734	12,711,685,612	17,217,073,685
12.2 Stocks	5,492,306,759	2,173,161,574	3,480,237,133
12.3 Mortgage loans	57,106,529	60,039,171	61,448,350
12.4 Real estate	58,867	37,602,806	38,570,985
12.5 Other invested assets	1,028,374,393	626,708,737	905,029,391
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(281,282)	(103,833)	(270,604)
12.7 Miscellaneous proceeds	20,877,596	31,445,452	
12.8 Total investment proceeds (Lines 12.1 to 12.7)	31,188,323,595	15,640,539,519	21,702,088,939
13. Cost of investments acquired (long-term only):			
13.1 Bonds	26,155,739,743	12,504,198,476	18,219,070,510
13.2 Stocks	3,372,556,434	2,354,950,749	3,236,042,248
13.3 Mortgage loans			
13.4 Real estate	15,825,810	12,165,320	30,904,060
13.5 Other invested assets	404,002,518	493,001,108	663,854,908
13.6 Miscellaneous applications			85,014,800
13.7 Total investments acquired (Lines 13.1 to 13.6)	29,948,124,505	15,364,315,653	22,234,886,525
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)	1,240,199,090	276,223,867	(532,797,586)
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	14,819,114	27,558,276	28,814,204
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders	2,265,400,000	1,749,666,000	1,949,666,000
16.6 Other cash provided (applied)	(22,371,583)	178,053,020	184,678,080
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(2,272,952,470)	(1,544,054,704)	(1,736,173,716)
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)	483,450,260	221,395,460	294,864,259
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	288,554,645	(6,309,614)	(6,309,614)
19.2 End of period (Line 18 plus Line 19.1)	772,004,905	215,085,846	288,554,645

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

20.0001. Proceeds from bonds sold, matured, or repaid	524,804,130	786,114,904	988,981,271
20.0002. Proceeds from equities sold	20,148,489	13,667,648	34,738,195
20.0003. Proceeds from other assets sold		709,560	709,560
20.0004. Cost of bonds acquired	524,804,130	785,367,681	988,981,271
20.0005. Cost of equities acquired	29,995,726	8,132,735	31,543,738
20.0006. Cost of other assets acquired	(371,771)	9,051,316	9,033,071

NOTES TO FINANCIAL STATEMENTS

Notes required on a quarterly basis have been updated in their entirety. There have been no material changes to the following December 31, 2013 Annual Statement notes: 1(B, C), 2-4, 5(B, C, F-H), 6, 7, 9(B, E-G), 10(D-L), 11(A), 12(B-I), 13(1-3, 5-9, 11-13), 14(B-E), 15, 16(2-4), 17(A), 18, 19, 21(A, B, D-F), 23, 24 and 26-35. Only material or significant changes from the Annual Statement have been updated for all other notes, or portions thereof.

1. Summary of Significant Accounting Policies

- A. Allstate Insurance Company (“Company”) prepares its financial statements in conformity with accounting practices prescribed or permitted by the Illinois Department of Insurance (“IL DOI”). Prescribed statutory accounting practices include a variety of publications of the National Association of Insurance Commissioners (“NAIC”), as well as state laws, regulations and general administrative rules. Permitted statutory accounting practices encompass all accounting practices not so prescribed.

The State of Illinois requires its domestic insurance companies to prepare financial statements in conformity with the NAIC Accounting Practices and Procedures Manual (“APPM”), which includes all Statements of Statutory Accounting Principles (“SSAPs”), subject to any deviations prescribed or permitted by the IL DOI.

A reconciliation of the Company’s net income and capital and surplus between statutory accounting principles (“SAP”) per the APPM and practices prescribed by the State of Illinois is shown below:

(in millions)		State of Domicile	September 30, 2014	December 31, 2013
Net Income				
(1)	The Company’s state basis (Page 4, Line 20, Columns 1 & 3)	Illinois	\$ 1,436	\$ 2,465
(2)	State prescribed practices that increase/(decrease) NAIC SAP:	Illinois	-	-
(3)	State permitted practices that increase/(decrease) NAIC SAP:	Illinois	-	-
(4)	NAIC SAP (1-2-3=4)	Illinois	\$ 1,436	\$ 2,465
Surplus				
(5)	The Company’s state basis (Page 3, Line 37, Columns 1 & 2)	Illinois	\$ 16,990	\$ 17,255
(6)	State prescribed practices that increase/(decrease) NAIC SAP:	Illinois	-	-
(7)	State permitted practices that increase/(decrease) NAIC SAP:	Illinois	-	-
(8)	NAIC SAP (5-6-7=8)	Illinois	\$ 16,990	\$ 17,255

5. Investments

- A. Mortgage Loans, including Mezzanine Real Estate Loans

4. Age analysis of mortgage loans

(\$ in millions)		Residential			Commercial			Mezzanine	Total
		Farm	Insured	All Other	Insured	All Other			
a.	Current year - September 30, 2014								
1.	Recorded investment (all)								
(a)	Current	\$ -	\$ -	\$ -	\$ -	\$ 372	\$ -	\$ -	\$ 372
(b)	30-59 days past due	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(c)	60-89 days past due	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(d)	90-179 days past due	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(e)	180+ days past due	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.	Accruing interest 90-179 days past due								
(a)	Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b)	Interest accrued	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3.	Accruing interest 180+ days past due								
(a)	Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b)	Interest accrued	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
4.	Interest reduced								
(a)	Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b)	Number of loans	-	-	-	-	-	-	-	-
(c)	Percent reduced	- %	- %	- %	- %	- %	- %	- %	- %
b.	Prior year - December 31, 2013								
1.	Recorded investment								
(a)	Current	\$ -	\$ -	\$ -	\$ -	\$ 430	\$ -	\$ -	\$ 430
(b)	30-59 days past due	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(c)	60-89 days past due	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(d)	90-179 days past due	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(e)	180+ days past due	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2.	Accruing interest 90-179 days past due								
(a)	Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b)	Interest accrued	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
3.	Accruing interest 180+ days past Due								
(a)	Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b)	Interest accrued	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
4.	Interest reduced								
(a)	Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b)	Number of loans	-	-	-	-	-	-	-	-
(c)	Percent reduced	- %	- %	- %	- %	- %	- %	- %	- %

- D. Loan-Backed Securities

1. Prepayment assumptions for loan-backed and structured securities were obtained from external sources and internal estimates.
2. The table below presents the aggregate amortized cost of loan-backed and structured securities before recognize other-than-temporary impairments (“OTTI”), the amount of OTTI recognized and the fair value of those securities.

NOTES TO FINANCIAL STATEMENTS

(in millions)	2014			2013		
	(1)	(2)	(3)	(1)	(2)	(3)
	Amortized Cost Basis Before Other-than- Temporary Impairment	Other-than- Temporary Impairment	Fair Value	Amortized Cost Basis Before Other-than- Temporary Impairment	Other-than- Temporary Impairment	Fair Value
OTTI recognized 1st Quarter						
a. Intent to sell	\$ 10	\$ -	\$ 10	\$ 79	\$ 2	\$ 79
b. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	28	-	28	-	-	-
c. Present value of cash flows expected to be collected is less than the amortized cost basis	15	1	15	142	2	159
d. Total 1st Quarter	\$ 53	\$ 1	\$ 53	\$ 221	\$ 4	\$ 238
OTTI recognized 2nd Quarter						
e. Intent to sell	\$ 9	\$ -	\$ 9	\$ 14	\$ -	\$ 14
f. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	324	1	326	-	-	-
g. Present value of cash flows expected to be collected is less than the amortized cost basis	35	2	34	22	1	18
h. Total 2nd Quarter	\$ 368	\$ 3	\$ 369	\$ 36	\$ 1	\$ 32
OTTI recognized 3rd Quarter						
i. Intent to sell	\$ 8	\$ -	\$ 8	\$ 14	\$ -	\$ 14
j. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	552	2	550	1	-	1
k. Present value of cash flows expected to be collected is less than the amortized cost basis	18	1	23	15	-	14
l. Total 3rd Quarter	\$ 578	\$ 3	\$ 581	\$ 30	\$ -	\$ 29
OTTI recognized 4th Quarter						
m. Intent to sell				\$ 11	\$ -	\$ 11
n. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis				3	-	6
o. Present value of cash flows expected to be collected is less than the amortized cost basis				39	1	39
p. Total 4th Quarter				\$ 53	\$ 1	\$ 56
q. Annual Aggregate Total		\$ 7			\$ 6	

3. The following loan-backed and structured securities were other-than-temporarily impaired at the end of each quarter presented, as a result of the discounted present value of the cash flows expected to be collected being less than amortized cost. This includes any such impaired loan-backed and structured securities where there was also the intent to sell or the inability or lack of intent to retain the security for a period of time sufficient to recover the amortized cost basis.

(\$ in millions)	1	2	3	4	5	6	7
	CUSIP	Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI	Present Value of Projected Cash Flows	Recognized Other-Than- Temporary Impairment	Amortized Cost After Other- Than- Temporary Impairment	Fair Value At Time of OTTI	Date of Financial Statement Where Reported
	05874EAB7	\$ 4	\$ 3	\$ 1	\$ 3	\$ 4	03/31/2014
	12666RAF7	\$ 3	\$ 3	-	\$ 3	\$ 3	03/31/2014
	64015@AB3	\$ -	\$ -	-	\$ -	\$ -	03/31/2014
	64015@AC1	\$ -	\$ -	-	\$ -	\$ -	03/31/2014
	64015@AD9	\$ 1	\$ 1	-	\$ 1	\$ 1	03/31/2014
	759950FX1	\$ 7	\$ 7	-	\$ 7	\$ 7	03/31/2014
	92926WAB3	\$ -	\$ -	-	\$ -	\$ -	03/31/2014
	93362YAE2	\$ -	\$ -	-	\$ -	\$ -	03/31/2014
	143108AA6	\$ 4	\$ 3	1	\$ 3	\$ 4	06/30/2014
	14844RAA9	\$ 16	\$ 15	1	\$ 15	\$ 15	06/30/2014
	46630MAG7	\$ 1	\$ 1	-	\$ 1	\$ 1	06/30/2014
	52520MDR1	\$ 6	\$ 6	-	\$ 6	\$ 6	06/30/2014
	64015@AB3	\$ -	\$ -	-	\$ -	\$ -	06/30/2014
	64015@AC1	\$ -	\$ -	-	\$ -	\$ -	06/30/2014
	64015@AD9	\$ 1	\$ 1	-	\$ 1	\$ 1	06/30/2014
	759950FX1	\$ 7	\$ 7	-	\$ 7	\$ 7	06/30/2014
	92926WAB3	\$ -	\$ 1	-	\$ -	\$ 1	06/30/2014
	12638PBV0	\$ 2	\$ 1	1	\$ 1	\$ 1	09/30/2014
	126673DR0	\$ 3	\$ 3	-	\$ 3	\$ 8	09/30/2014
	25151EAA1	\$ 1	\$ 1	-	\$ 1	\$ 2	09/30/2014
	32052JAA6	\$ 5	\$ 5	-	\$ 5	\$ 5	09/30/2014

NOTES TO FINANCIAL STATEMENTS

64015@AB3	\$	-	\$	-	-	\$	-	\$	-	09/30/2014	
64015@AC1	\$	-	\$	-	-	\$	-	\$	-	09/30/2014	
64015@AD9	\$	1	\$	1	-	\$	1	\$	1	09/30/2014	
73316PBT6	\$	1	\$	1	-	\$	1	\$	1	09/30/2014	
759950FX1	\$	6	\$	6	-	\$	6	\$	7	09/30/2014	
92926WAB3	\$	-	\$	-	-	\$	-	\$	-	09/30/2014	
93362YAE2	\$	-	\$	-	-	\$	-	\$	-	09/30/2014	
Total					\$	4					
12543PAK9	\$	4	\$	4	\$	-	\$	4	\$	5	03/31/2013
12544TAB0	\$	5	\$	5	-	\$	5	\$	6		03/31/2013
12544VAD1	\$	2	\$	2	-	\$	2	\$	2		03/31/2013
12666RAF7	\$	3	\$	3	-	\$	3	\$	3		03/31/2013
126673DR0	\$	3	\$	3	-	\$	3	\$	6		03/31/2013
161630BD9	\$	2	\$	2	-	\$	2	\$	3		03/31/2013
17025AAF9	\$	7	\$	7	-	\$	7	\$	8		03/31/2013
17309RAA0	\$	9	\$	8	1	\$	8	\$	10		03/31/2013
32052JAA6	\$	6	\$	6	-	\$	6	\$	6		03/31/2013
466247YH0	\$	6	\$	6	-	\$	6	\$	7		03/31/2013
46629BAF6	\$	2	\$	2	-	\$	2	\$	2		03/31/2013
46629CAM9	\$	9	\$	9	-	\$	9	\$	12		03/31/2013
46630MAG7	\$	1	\$	1	-	\$	1	\$	1		03/31/2013
46630PAP0	\$	-	\$	-	-	\$	-	\$	-		03/31/2013
46630PAZ8	\$	2	\$	2	-	\$	2	\$	2		03/31/2013
52524VAL3	\$	-	\$	-	-	\$	-	\$	1		03/31/2013
59020UH32	\$	5	\$	5	-	\$	5	\$	6		03/31/2013
64015@AB3	\$	1	\$	1	-	\$	1	\$	1		03/31/2013
64015@AC1	\$	1	\$	1	-	\$	1	\$	1		03/31/2013
64015@AD9	\$	1	\$	1	-	\$	1	\$	1		03/31/2013
69763NAC5	\$	-	\$	-	-	\$	-	\$	-		03/31/2013
73316PBT6	\$	1	\$	1	-	\$	1	\$	-		03/31/2013
73316PJE1	\$	8	\$	8	-	\$	8	\$	7		03/31/2013
749581AJ3	\$	4	\$	4	-	\$	4	\$	4		03/31/2013
759950FX1	\$	8	\$	8	-	\$	8	\$	7		03/31/2013
759950GV4	\$	7	\$	7	-	\$	7	\$	6		03/31/2013
86359DSR9	\$	11	\$	11	-	\$	11	\$	13		03/31/2013
94980SAT2	\$	2	\$	2	-	\$	2	\$	2		03/31/2013
94984SAA9	\$	8	\$	7	1	\$	7	\$	8		03/31/2013
94985AAA7	\$	4	\$	4	-	\$	4	\$	5		03/31/2013
94985LAG0	\$	6	\$	6	-	\$	6	\$	7		03/31/2013
94985LAH8	\$	4	\$	4	-	\$	4	\$	4		03/31/2013
94985WDN8	\$	3	\$	3	-	\$	3	\$	4		03/31/2013
94985WDZ1	\$	7	\$	7	-	\$	7	\$	9		03/31/2013
12638PBV0	\$	1	\$	1	-	\$	1	\$	2		06/30/2013
126673ZW5	\$	2	\$	2	-	\$	2	\$	1		06/30/2013
52524VAL3	\$	-	\$	-	-	\$	-	\$	-		06/30/2013
64015@AB3	\$	1	\$	1	-	\$	1	\$	1		06/30/2013
64015@AC1	\$	1	\$	1	-	\$	1	\$	1		06/30/2013
64015@AD9	\$	1	\$	1	-	\$	1	\$	1		06/30/2013
73316PBT6	\$	1	\$	1	-	\$	1	\$	-		06/30/2013
759950FX1	\$	8	\$	8	-	\$	8	\$	7		06/30/2013
759950GV4	\$	7	\$	6	1	\$	6	\$	5		06/30/2013
25151EAA1	\$	1	\$	1	-	\$	1	\$	2		09/30/2013
46629QAH9	\$	-	\$	-	-	\$	-	\$	-		09/30/2013
64015@AB3	\$	-	\$	-	-	\$	-	\$	-		09/30/2013
64015@AC1	\$	1	\$	1	-	\$	1	\$	1		09/30/2013
64015@AD9	\$	1	\$	1	-	\$	1	\$	1		09/30/2013
73316PCK4	\$	3	\$	3	-	\$	3	\$	2		09/30/2013
759950FX1	\$	8	\$	8	-	\$	8	\$	7		09/30/2013
7609854U2	\$	2	\$	2	-	\$	2	\$	2		09/30/2013
93362YAE2	\$	-	\$	-	-	\$	-	\$	-		09/30/2013
225470M42	\$	3	\$	3	-	\$	3	\$	6		12/31/2013
46629BAF6	\$	2	\$	2	-	\$	2	\$	2		12/31/2013
46629CAM9	\$	8	\$	8	-	\$	8	\$	11		12/31/2013
46630MAG7	\$	1	\$	1	-	\$	1	\$	1		12/31/2013
46630PAP0	\$	-	\$	-	-	\$	-	\$	-		12/31/2013
52520MDR1	\$	6	\$	6	-	\$	6	\$	6		12/31/2013
59020UH32	\$	4	\$	4	-	\$	4	\$	4		12/31/2013
64015@AB3	\$	1	\$	1	-	\$	1	\$	-		12/31/2013
64015@AC1	\$	2	\$	1	1	\$	1	\$	1		12/31/2013
64015@AD9	\$	1	\$	1	-	\$	1	\$	1		12/31/2013
73316PBT6	\$	1	\$	1	-	\$	1	\$	-		12/31/2013
759950FX1	\$	7	\$	7	-	\$	7	\$	7		12/31/2013
759950GV4	\$	6	\$	6	-	\$	6	\$	5		12/31/2013
92926WAB3	\$	-	\$	-	-	\$	-	\$	-		12/31/2013
93362YAE2	\$	-	\$	-	-	\$	-	\$	-		12/31/2013
Total					\$	4					

4. Unrealized losses are calculated as the difference between amortized cost and fair value. They result from declines in fair value below amortized cost and are evaluated for OTTI.

The following table summarizes gross unrealized losses and the fair value of loan-backed and structured securities by the length of time the individual securities have been in a continuous unrealized loss position.

(in millions)		September 30, 2014	December 31, 2013
a. The aggregate amount of unrealized losses:			
1. Less than 12 months	\$	(7)	\$ (13)
2. 12 months or longer	\$	(6)	\$ (9)
b. The aggregate related fair value of securities with unrealized losses:			
1. Less than 12 months	\$	1,978	\$ 1,756
2. 12 months or longer	\$	172	\$ 144

NOTES TO FINANCIAL STATEMENTS

5. At September 30, 2014, the aggregate amount of unrealized losses related to loan-backed and structured securities was \$13 million. Of the \$13 million of unrealized losses, \$12 million were related to loan-backed and structured securities with an unrealized loss position less than 20% of amortized cost, the degree of which suggests these securities did not pose a high risk of being other-than-temporarily impaired. Of the \$12 million, \$10 million was related to unrealized losses on investment grade loan-backed and structured securities. Investment grade is defined as a security having a NAIC rating of 1 or 2; a rating of Aaa, Aa, A or Baa from Moody's; a rating of AAA, AA, A or BBB from Standard & Poor's, Fitch, Dominion, Kroll, Realpoint or Egan Jones; a rating of aaa, aa, a or bbb from A.M. Best; or a comparable internal rating if an externally provided rating is not available. Unrealized losses on investment grade securities are principally related to increasing risk-free interest rates or widening credit spreads since the time of initial purchase.

The remaining \$196 thousand of unrealized losses at September 30, 2014 were related to investment grade loan-backed and structured securities in unrealized loss positions greater than or equal to 20% of amortized cost. Unrealized losses on investment grade securities were evaluated based on factors such as discounted cash flows and the financial condition and near-term and long-term prospects of the issue or issuer and were determined to have adequate resources to fulfill contractual obligations.

Loan-backed and structured securities in an unrealized loss position were evaluated based on actual and projected collateral losses relative to the securities' positions in the respective securitization trusts, security specific expectations of cash flows and credit ratings. This evaluation also takes into consideration credit enhancement, measured in terms of: (1) subordination from other classes of securities in the trust that are contractually obligated to absorb losses before the class of security the Company owns; (2) the expected impact of other structural features embedded in the securitization trust beneficial to the class of securities the Company owns, such as overcollateralization and excess spread; and (3) for certain loan-backed and structured securities in an unrealized loss position, credit enhancements from reliable bond insurers, where applicable.

At September 30, 2014, the Company had not made a decision to sell and it was not more likely than not the Company would be required to sell these securities with unrealized losses before recovery of the amortized cost basis.

E. Repurchase Agreements and/or Securities Lending Transactions

3. Collateral Received

b.

(in millions)

	September 30, 2014	December 31, 2013
The fair value of that collateral and of the portion of that collateral that it has sold or repledged	\$ 300	\$ 288

I. Working Capital Finance Investments

The Company did not hold working capital finance investments at September 30, 2014 or December 31, 2013.

9. Income Taxes

A. 1. The components of the net deferred tax assets ("DTAs")/deferred tax liabilities ("DTLs") were as follows:

(in millions)	9/30/2014			12/31/2013			Change		
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
	Ordinary	Capital	(Col 1+2) Total	Ordinary	Capital	(Col 4+5) Total	(Col 1-4) Ordinary	(Col 2-5) Capital	(Col 7+8) Total
(a) Gross DTAs	\$ 1,411	\$ 262	\$ 1,673	\$ 1,436	\$ 320	\$ 1,756	\$ (25)	\$ (58)	\$ (83)
(b) Valuation allowance	-	-	-	-	-	-	-	-	-
(c) Adjusted gross DTAs (1a-1b)	\$ 1,411	\$ 262	\$ 1,673	\$ 1,436	\$ 320	\$ 1,756	\$ (25)	\$ (58)	\$ (83)
(d) DTAs nonadmitted	66	-	66	53	-	53	13	-	13
(e) Subtotal – net admitted DTA (1c-1d)	\$ 1,345	\$ 262	\$ 1,607	\$ 1,383	\$ 320	\$ 1,703	\$ (38)	\$ (58)	\$ (96)
(f) DTLs	292	168	460	332	197	529	40	29	69
(g) Net admitted DTA/(net DTL) (1e-1f)	\$ 1,053	\$ 94	\$ 1,147	\$ 1,051	\$ 123	\$ 1,174	\$ 2	\$ (29)	\$ (27)

C. The provision for incurred income taxes for the nine months ended September 30 was:

(in millions)	(1)	(2)	(3)
	9/30/2014	9/30/2013	(Col 1-2) Change
1. Current Income Tax			
(a) Federal	\$ 434	\$ 325	\$ 109
(b) Foreign	-	-	-
(c) Subtotal	\$ 434	\$ 325	\$ 109
(d) Federal income tax on net capital gains	171	130	41
(e) Utilization of capital loss carry-forwards	-	-	-
(f) Other	-	-	-
(g) Federal and foreign income taxes incurred	\$ 605	\$ 455	\$ 150

NOTES TO FINANCIAL STATEMENTS

(in millions)	(1)	(2)	(3)
	9/30/2014	12/31/2013	(Col 1-2) Change
2. DTAs			
(a) Ordinary			
(1) Discounting of unpaid losses	\$ 213	\$ 237	\$ (24)
(2) Unearned premium reserve	671	653	18
(3) Policyholder reserves	-	-	-
(4) Investments	27	23	4
(5) Deferred acquisition costs	-	-	-
(6) Policyholder dividends accrual	-	-	-
(7) Fixed assets	-	-	-
(8) Compensation and benefits accrual	210	228	(18)
(9) Pension accrual	-	-	-
(10) Receivables – nonadmitted	242	233	9
(11) Net operating loss carry-forward	-	-	-
(12) Tax credit carry-forward	-	-	-
(13) Other (including items <5% of total ordinary tax assets)	48	62	(14)
(99) Subtotal	\$ 1,411	\$ 1,436	\$ (25)
(b) Valuation allowance	\$ -	\$ -	\$ -
(c) Nonadmitted	\$ 66	\$ 53	\$ 13
(d) Admitted ordinary DTAs (2a99 – 2b – 2c)	\$ 1,345	\$ 1,383	\$ (38)
(e) Capital			
(1) Investments	\$ 228	\$ 293	\$ (65)
(2) Net capital loss carry-forward	-	-	-
(3) Real estate	9	9	-
(4) Unrealized losses	25	18	7
(5) Other (including items <5% of total capital tax assets)	-	-	-
(99) Subtotal	\$ 262	\$ 320	\$ (58)
(f) Valuation allowance	\$ -	\$ -	\$ -
(g) Nonadmitted	\$ -	\$ -	\$ -
(h) Admitted capital DTAs (2e99 – 2f – 2g)	\$ 262	\$ 320	\$ (58)
(i) Admitted DTAs (2d + 2h)	\$ 1,607	\$ 1,703	\$ (96)
3. DTLs			
(a) Ordinary			
(1) Investments	\$ 24	\$ 41	\$ (17)
(2) Fixed assets	100	112	(12)
(3) Deferred and uncollected premium	-	-	-
(4) Policyholder reserves	-	-	-
(5) Premium acquisition expense	9	9	-
(6) Salvage & subrogation discounting	5	6	(1)
(7) Other (including items <5% of total ordinary tax liabilities)	22	17	5
(99) Subtotal	\$ 160	\$ 185	\$ (25)
(b) Capital			
(1) Investments	\$ 7	\$ 8	\$ (1)
(2) Real estate	-	-	-
(3) Unrealized gains	293	336	(43)
(4) Other (including items <5% of total capital tax liabilities)	-	-	-
(99) Subtotal	\$ 300	\$ 344	\$ (44)
(c) DTLs (3a99 + 3b99)	\$ 460	\$ 529	\$ (69)
4. Net DTAs/DTLs (2i – 3c)	\$ 1,147	\$ 1,174	\$ (27)

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)	September 30, 2014	December 31, 2013	Change
Total DTAs	\$ 1,673	\$ 1,756	\$ (83)
Total DTLs	460	529	(69)
Net DTAs (DTLs)	\$ 1,213	\$ 1,227	(14)
Tax effect of additional minimum pension liability			-
Tax effect on incremental DTAs			-
Tax effect of unrealized gains (losses)			(50)
Tax effect of change in accounting principles			-
Change in net deferred income tax			(64)
Tax effect on incremental DTAs			-
Tax effect of nonadmitted assets			(9)
Surplus adjustments – including stock option forfeitures			2
Adjustment of prior year tax liability			1
Capital contribution of securities			-
Transfer of postretirement benefit plans			-
Change in net deferred income tax relating to the provision			\$ (70)
	September 30, 2013	December 31, 2013	Change
Total DTAs	\$ 1,735	\$ 2,009	\$ (274)
Total DTLs	430	458	(28)
Net DTAs (DTLs)	\$ 1,305	\$ 1,551	(246)
Tax effect of additional minimum pension liability			-
Tax effect on incremental DTAs			-
Tax effect of unrealized gains (losses)			36
Tax effect of change in accounting principles			-
Change in net deferred income tax			(210)
Tax effect on incremental DTAs			-
Tax effect of nonadmitted assets			(21)
Surplus adjustments – including stock option forfeitures			11
Adjustment of prior year tax liability			-
Capital contribution of securities			-
Transfer of postretirement benefit plans			-
Change in net deferred income tax relating to the provision			\$ (220)

NOTES TO FINANCIAL STATEMENTS

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 September 30:

(in millions)	2014	Effective Tax Rate	2013	Effective Tax Rate
Provision computed at statutory rate	\$ 714	35.0 %	\$ 718	35.0 %
Tax-exempt interest deduction	(22)	(1.1)	(40)	(1.9)
Valuation allowance	-	-	-	-
Other	(17)	(0.9)	(3)	(0.2)
Change in net deferred income taxes	(70)	(3.4)	(220)	(10.7)
Total statutory income taxes	\$ 605	29.6 %	\$ 455	22.2 %

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

- A.,
B. &
C. The Company paid a total of \$2.27 billion cash dividends to its parent, Allstate Insurance Holdings, LLC (“AIH”), in the first nine months of 2014. See Note 13, Part 4 for details.

On September 29, 2014, with IL DOI approval, Allstate New Jersey Insurance Company repaid its \$150 million surplus note, issued on April 17, 2009, plus \$5 million of accrued interest to the Company.

On June 26, 2014, the Company received \$700 million in cash from its wholly-owned subsidiary, Allstate Life Insurance Company (“ALIC”), which was accounted for as a return of capital.

There were no other transactions entered into by the Company with related parties in the first nine months of 2014 that involved more than ½ 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.

11. Debt

- B. The Company did not hold capital stock of the Federal Home Loan Bank or have funding agreements or borrowing arrangements with this entity at September 30, 2014 or December 31, 2013.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

4. The Company was not a sponsor of defined benefit pension plans. The components of net periodic benefit cost for postretirement benefits for the nine months ended September 30 were as follows:

(in millions)	Pension Benefits		Postretirement Benefits	
	2014	2013	2014	2013
a. Service cost	\$ -	\$ -	\$ 4	\$ 4
b. Interest cost	-	-	7	8
c. Expected return on plan assets	-	-	-	-
d. Transition asset or obligation	-	-	-	11
e. Gains and losses	-	-	(6)	(5)
f. Prior service cost or credit	-	-	9	(1)
g. Gain or loss recognized due to a settlement or curtailment	-	-	-	(61)
h. Total net periodic benefit cost	\$ -	\$ -	\$ 14	\$ (44)

13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations

4. The following ordinary cash dividends were paid to AIH:

(in millions)	2014	2013
Date of Payment		
January 31	\$ 450	\$ 450
February 25	450	450
March 31	300	-
April 23	350	235
May 10	-	200
May 12	300	-
July 18	215	215
September 27	-	200
September 29	200	-
December 18	-	200
Total	\$ 2,265	\$ 1,950

10. Cumulative unrealized gains and losses increased unassigned funds by \$1.74 billion and \$1.07 billion at September 30, 2014 and December 31, 2013, respectively.

14. Contingencies

A. Contingent Commitments

1. The Company made commitments to invest in limited partnerships interests of \$1.28 billion and \$1.48 billion at September 30, 2014 and December 31, 2013, respectively. These commitments are generally for making additional capital contributions or acquiring financial interests.

F. All Other Contingencies

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.

NOTES TO FINANCIAL STATEMENTS

The Company currently estimates that the aggregate range of reasonably possible loss in excess of the amount accrued, if any, for the following disclosed matters where such an estimate is possible is zero to \$685 million pre-tax. This disclosure is not an indication of expected loss, if any. Under accounting guidance, an event is "reasonably possible" if "the chance of the future event or events occurring is more than remote but less than likely" and an event is "remote" if "the chance of the future event or events occurring is slight." This estimate is based upon currently available information and is subject to significant judgment and a variety of assumptions, and known and unknown uncertainties. The matters underlying the estimate will change from time to time, and actual results may vary significantly from the current estimate. The estimate does not include matters or losses for which an estimate is not possible. Therefore, this estimate represents an estimate of possible loss only for certain matters meeting these criteria. It does not represent the Company's maximum possible loss exposure. Information is provided below regarding the nature of all of the disclosed matters and, where specified, the amount, if any, of plaintiff claims associated with these loss contingencies.

Due to the complexity and scope of the matters disclosed in the "Claims related proceedings" subsection below and the many uncertainties that exist, the ultimate outcome of these matters cannot be 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 accrued, if any, and may be material to the Company's operating results 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 effect on the financial position of the Company.

Claims related proceedings

The Company is vigorously defending a class action lawsuit in Montana state court challenging aspects of its claim handling practices in Montana. The plaintiff alleges that the Company adjusts claims made by individuals who do not have attorneys in a manner that unfairly resulted in lower payments compared to claimants who were represented by attorneys. In January 2012, the court certified a class of Montana claimants who were not represented by attorneys with respect to the resolution of auto accident claims. The court certified the class to cover an indefinite period that commences in the mid-1990's. The certified claims include claims for declaratory judgment, injunctive relief and punitive damages in an unspecified amount. Injunctive relief may include a claim process by which unrepresented claimants could request that their claims be readjusted. No compensatory damages are sought on behalf of the class. The company appealed the order certifying the class. In August 2013, the Montana Supreme Court affirmed in part, and reversed in part, the lower court's order granting plaintiff's motion for class certification and remanded the case for trial. The Company petitioned for rehearing of the Montana Supreme Court's decision, which the Court denied. In January 2014, the Company timely filed a petition for a writ of certiorari with the U.S. Supreme Court seeking review of the Montana Supreme Court's decision. On May 5, 2014, the U.S. Supreme Court denied the petition for a writ of certiorari. The case will continue in Montana state court and all of the Company's various defenses remain available to it. To date no discovery has occurred related to the potential value of the class members' claims. The Company has asserted various defenses with respect to the plaintiff's claims, which have not been finally resolved. In the Company's judgment a loss is not probable.

The Company is vigorously litigating two class action cases in California in which the plaintiffs allege off-the-clock wage and hour claims. One case, involving two classes, is pending in Los Angeles Superior Court and was filed in December 2007. In this case, one class includes auto physical damage adjusters employed in the State of California from January 1, 2005 to the date of final judgment, to the extent the Company failed to pay for off-the-clock work to those adjusters who performed certain duties prior to their first assignments. The other class includes all non-exempt employees in California from December 19, 2006 until January 2010 who received pay statements from the Company which allegedly did not comply with California law. The other case was filed in the U.S. District Court for the Central District of California in September 2010. In April 2012, the trial court certified the class, and the Company appealed to the Ninth Circuit Court of Appeals. On September 3, 2014, the Ninth Circuit affirmed the trial court's decision to certify the class, and the Company filed a motion for rehearing en banc. In addition to off-the-clock claims, the plaintiffs in this case allege other California Labor Code violations resulting from purported unpaid overtime. The class in this case includes all adjusters in the State of California from September 29, 2006 to final judgment. Plaintiffs in both cases seek recovery of unpaid compensation, liquidated damages, penalties, and attorneys' fees and costs. In addition to the California class actions, a case was filed in the U.S. District Court for the Eastern District of New York alleging that no-fault claim adjusters have been improperly classified as exempt employees under New York Labor Law and the Fair Labor Standards Act. The case was filed in April 2011, and the plaintiffs are seeking unpaid wages, liquidated damages, injunctive relief, compensatory and punitive damages, and attorneys' fees. On September 16, 2014, the court certified a class of no-fault adjusters under New York Labor Law and refused to decertify a Fair Labor Standards Act class of no-fault adjusters. In the Company's judgment, a loss is not probable.

The Company is defending certain matters relating to the Company's agency program reorganization announced in 1999. The current focus in these matters relates to a release of claims signed by the vast majority of agents who were participants in the reorganization program. These matters include the following:

In 2001, the U.S. Equal Employment Opportunity Commission ("EEOC") filed suit alleging retaliation under federal civil rights laws ("EEOC I") and a putative class action filed by former employee agents alleging retaliation and age discrimination under the Age Discrimination in Employment Act ("ADEA"), breach of contract and ERISA violations ("Romero I"). 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 was voidable at the option of the release signer. The court also ordered that an agent who voided 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." In June 2007, the court vacated its prior ruling that the release was voidable and granted the Company's motions for summary judgment on all claims. Plaintiffs appealed and in July 2009, the U.S. Court of Appeals for the Third Circuit vacated the trial court's entry of summary judgment in the Company's favor and remanded the cases to the trial court for additional discovery, including additional discovery related to the validity of the release. The Third Circuit held that if the release is held to be valid, then all of the claims in Romero I and EEOC I are barred. Thus, if the release is upheld, then only the claims in Romero I asserted by the small group of employee agents who did not sign the release would remain for adjudication. In January 2010, following the remand, the cases were assigned to a new judge for further proceedings in the trial court. Plaintiffs filed their Second Amended Complaint in July 2010. Plaintiffs, on behalf of putative class of approximately 6,300 former employee agents, seek broad but unspecified "make whole relief," including back pay, compensatory and punitive damages, liquidated damages, lost investment capital, attorneys' fees and costs, and equitable relief, including reinstatement to employee agent status with all attendant benefits. Discovery limited to the validity of the release was completed and the parties filed cross motions for summary judgment with respect to the validity of the release. On February 28, 2014, the trial court denied plaintiffs' and the Company's motions for summary judgment in Romero I and held that the question of whether the releases were knowingly and voluntarily signed under a totality of circumstances test raised factual issues to be resolved by at trial. Among other things, the trial court also held that the release, if valid, would bar all claims in Romero I. On March 13, 2014, the trial court denied EEOC's motion for summary judgment and granted the Company's motion for summary judgment in EEOC I and entered final judgment in favor of the Company. The EEOC has appealed this decision. On May 23, 2014, plaintiffs moved to certify a class as to certain issues relating to the validity of the release. On October 6, 2014, the court denied class certification and stated, among other things, that multiple individual factors must be considered to determine whether the release was signed knowingly and voluntarily under a totality of circumstances test. The time has expired for plaintiffs to seek an interlocutory appeal of the Court's October 6, 2014 order denying class certification. Trial proceedings are scheduled to commence in the second quarter of 2015 for individual plaintiffs to determine the question of whether their releases were knowingly and voluntarily signed. Despite the length of time that these matters have been pending, to date only limited discovery has occurred related to the damages claimed by individual plaintiffs, and no damages discovery has occurred related to the claims of the putative class. Individual damage claims are subject to various dependent upon retirement dates, participation in employee benefits programs, and years of service and are also subject to reduction by amounts and benefits received by plaintiffs and putative class members subsequent to their employee termination.

A putative nationwide class action has also been filed by former employee agents alleging various violations of ERISA ("Romero II"). These plaintiffs, most of whom are also plaintiffs in Romero I, are challenging certain amendments to the Agents Pension Plan and seek

NOTES TO FINANCIAL STATEMENTS

to have service as exclusive agent independent contractors count toward eligibility for benefits under the Agents Pension Plan. Romero II 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. Plaintiffs filed a notice of appeal with the Third Circuit. In July 2009, the Third Circuit vacated the district court's dismissal of the case and remanded the case to the trial court for additional discovery, and directed that the case be reassigned to another trial court judge. In its opinion, the Third Circuit held that if the release and waiver is held to be valid, then one of plaintiffs' three claims asserted in Romero II is barred. The Third Circuit directed the district court to consider on remand whether the other two claims asserted in Romero II are barred by the release. In January 2010, following the remand, the case was assigned to a new judge (the same judge for the Romero I and EEOC I cases) for further proceedings in the trial court. In April 2010, plaintiffs filed their First Amended Complaint. Plaintiffs seek broad but unspecified "make whole" or other equitable relief, including losses of benefits as a result of their conversion to exclusive agent independent contractor status or retirement from the Company between November 1, 1999 and December 31, 2000. They also seek repeal of the challenged amendments to the Agents Pension Plan with all attendant benefits revised and recalculated for thousands of former employee agents, and attorney's fees and costs. As in Romero I and EEOC I, no discovery related to the damages of the putative class has occurred and discovery limited to issues relating to the validity of the release has been completed. The parties filed cross motions for summary judgment with respect to the validity of the release. On February 28, 2014, the trial court denied plaintiffs' and the Company's motions for summary judgment in Romero I and II, and held that the question of whether the releases were knowingly and voluntarily signed under a totality of circumstances test raised factual issues to be resolved at trial. Among other things, the trial court also held that the release, if valid, would bar all claims asserted in Romero II. On May 23, 2014, plaintiffs moved to certify certain issues relating to the validity of the release. On October 6, 2014, the court denied class certification and stated, among other things, that multiple individual factors must be considered to determine whether the release was signed knowingly and voluntarily under a totality of circumstances test. The time has expired for plaintiffs to seek an interlocutory appeal of the Court's October 6, 2014 order denying class certification. Trial proceedings are scheduled to commence in the second quarter of 2015 for individual plaintiffs to determine the question of whether their releases were knowingly and voluntarily signed.

In these matters, the threshold issue of the validity and scope of the release is yet to be fully decided. Based on the trial court's February 28, 2014 ruling, if the validity of the release is decided in favor of the Company, that would preclude any damages being awarded in Romero I and Romero II. The final resolution of these matters is subject to various uncertainties and complexities including how individual trials and possible appeals with respect to the validity of the release will be resolved and how the EEOC's appeal from summary judgment in the Company's favor will be resolved. Depending upon how these issues are resolved, the Company may or may not have to address the merits of plaintiffs' claims relating to the reorganization discussed herein. In the Company's judgment, a loss is not probable. The Company has been vigorously defending these lawsuits and other matters related to its agency program reorganization.

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

Derivative financial instruments

1. The following table summarizes the notional amount of the Company's derivative financial instruments, including those with off-balance sheet risk:

	Assets		Liabilities	
	September 30, 2014	December 31, 2013	September 30, 2014	December 31, 2013
a. Swaps	\$ 113	\$ 121	\$ 485	\$ 211
b. Futures	-	-	-	-
c. Options	-	-	-	-
d. Total	\$ 113	\$ 121	\$ 485	\$ 211

Off-balance sheet financial instruments

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

	September 30, 2014	December 31, 2013
Commitments to invest in limited partnership interests	\$ 1,278	\$ 1,476
Private placement commitments	\$ 44	\$ 38

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

B. Transfer and Servicing of Financial Assets

2. The Company did not enter into agreements to service assets or liabilities.
4. The Company was not a transferor or transferee with respect to securitizations and asset-backed financing arrangements.

- C. 1. In the course of managing the investment portfolio, securities may be sold and reacquired within 30 days of the sale date in order to enhance its yield on the investment portfolio.

The details, by NAIC designation 3 or below, and any unrated securities sold during the third quarter, and reacquired within 30 days of the sale date were:

		2014			
Description	NAIC Designation	Number of Transactions	Book Value of Securities Sold	Cost of Securities Repurchased	Gain (Loss)
Bonds	3	1	\$ 1	\$ 1	\$ -
Bonds	4	2	\$ 4	\$ 4	\$ -
Bonds	5	3	\$ 3	\$ 3	\$ -
Unaffiliated common stocks	Unrated	63	\$ 22	\$ 25	\$ 3

		2013			
Description	NAIC Designation	Number of Transactions	Book Value of Securities Sold	Cost of Securities Repurchased	Gain (Loss)
Bonds	3	3	\$ 7	\$ 6	\$ -
Bonds	4	-	\$ -	\$ -	\$ -

Unaffiliated common stocks were not evaluated for wash sale transactions during the third quarter of 2013.

20. Fair Value Measurements

- A. Fair value is defined, per SSAP No. 100, *Fair Value Measurements* ("SSAP No. 100"), as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SSAP No. 100 identified three

NOTES TO FINANCIAL STATEMENTS

valuation techniques which are used, either independently or in combination, to determine fair value: (1) market approach; (2) income approach; and (3) cost approach. SSAP No. 100 also contains guidance about observable and unobservable inputs, which are assumptions that market participants would use in pricing an asset or liability. To increase consistency and comparability in fair value measurements, the fair value hierarchy prioritizes the inputs to valuation techniques into three broad levels: 1, 2 and 3. The hierarchy for inputs used in determining fair value maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available.

The Company has two types of situations where investments are classified as Level 3. The first is where quotes continue to be received from independent third-party valuation service providers and all significant inputs are market observable; however, there has been a significant decrease in the volume and level of activity for the asset when compared to normal market activity such that the degree of market observability has declined to a point where categorization as a Level 3 measurement is considered appropriate. The indicators considered in determining whether a significant decrease in the volume and level of activity for a specific asset has occurred include the level of new issuances in the primary market, trading volume in the secondary market, the level of credit spreads over historical levels, applicable bid-ask spreads, and price consensus among market participants and other pricing sources. The second situation is where specific inputs significant to the fair value estimation models are not market observable. This primarily occurs in the Company's use of broker quotes to value certain securities where the inputs have not been corroborated to be market observable, and the use of valuation models that use significant non-market observable inputs.

1. The following tables summarize the Company's assets and liabilities measured and reported at fair value:

(In millions)		September 30, 2014			
Description for each class of asset or liability		(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value					
Bonds					
Industrial and miscellaneous	\$	-	\$ 798	\$ 975	\$ 1,773
Hybrid securities		-	16	-	16
U.S. special revenue and special assessment obligations		-	-	42	42
U.S. political subdivisions of states, territories and possessions (direct and guaranteed)		-	-	-	-
Total bonds		-	814	1,017	1,831
Perpetual preferred stocks					
Industrial and miscellaneous		-	24	19	43
Unaffiliated common stocks					
Industrial and miscellaneous		2,237	4	24	2,265
Mutual funds		115	160	4	279
Total unaffiliated common stocks		2,352	164	28	2,544
Derivative assets					
Credit contracts		-	1	-	1
Foreign currency contracts		-	-	-	-
Total derivative assets		-	1	-	1
Total assets at fair value	\$	2,352	1,003	1,064	4,419
b. Liabilities at fair value					
Derivative liabilities					
Credit contracts	\$	-	(9)	-	(9)
Total liabilities at fair value	\$	-	(9)	-	(9)

		December 31, 2013			
Description for each class of asset or liability		(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value					
Bonds					
Industrial and miscellaneous	\$	-	\$ 525	\$ 257	\$ 782
Hybrid securities		-	-	-	-
U.S. special revenue and special assessment obligations		-	-	64	64
U.S. political subdivisions of states, territories and possessions (direct and guaranteed)		-	-	3	3
Total bonds		-	525	324	849
Perpetual preferred stocks					
Industrial and miscellaneous		-	32	-	32
Unaffiliated common stocks					
Industrial and miscellaneous		2,490	1	11	2,502
Mutual funds		713	592	-	1,305
Total unaffiliated common stocks		3,203	593	11	3,807
Derivative assets					
Credit contracts		-	-	-	-
Foreign currency contracts		-	-	-	-
Total derivative assets		-	-	-	-
Total assets at fair value	\$	3,203	1,150	335	4,688
b. Liabilities at fair value					
Derivative liabilities					
Credit contracts	\$	-	(4)	-	(4)
Total liabilities at fair value	\$	-	(4)	-	(4)

Transfers from Level 1 to Level 2, during 2014 and 2013 included unaffiliated common stocks where the fair value was based on quoted prices for identical or similar assets in markets that are no longer active.

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2. The following tables present the rollforward of Level 3 assets and liabilities measured and reported at fair value:

(in millions)					
	Beginning balance at 01/01/2014	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in net income	Total gains and (losses) included in surplus
Description					
Bonds					
Industrial and miscellaneous	\$ 257	\$ 733	\$ (32)	\$ -	\$ (13)
U.S. special revenue and special assessment obligations	64	8	(13)	3	(2)
U.S. political subdivisions of states territories and possessions (direct and guaranteed)	3	-	(3)	-	-
Perpetual preferred stocks					
Industrial and miscellaneous	-	-	-	-	-
Unaffiliated common stocks					
Industrial and miscellaneous	11	-	-	1	-
Mutual funds	-	-	-	-	-
Total assets and liabilities	\$ 335	\$ 741	\$ (48)	\$ 4	\$ (15)

(continued)

Description	Purchases	Issuances	Sales	Settlements	Ending balance at 9/30/2014
Bonds					
Industrial and miscellaneous	\$ 468	\$ -	\$ (316)	\$ (122)	\$ 975
U.S. special revenue and special assessment obligations	5	-	(23)	-	42
U.S. political subdivisions of states, territories and possessions (direct and guaranteed)	-	-	-	-	-
Perpetual preferred stocks					
Industrial and miscellaneous	18	-	-	-	18
Unaffiliated common stocks					
Industrial and miscellaneous	13	-	(1)	-	24
Mutual funds	4	-	-	-	4
Total assets and liabilities	\$ 508	\$ -	\$ (340)	\$ (122)	\$ 1,063

Description	Beginning balance at 01/01/2013	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in net income	Total gains and (losses) included in surplus
Bonds					
Industrial and miscellaneous	\$ 93	\$ 135	\$ (9)	\$ 1	\$ (5)
U.S. special revenue and special assessment obligations	119	68	(15)	(10)	1
U.S. political subdivisions of states, territories and possessions (direct and guaranteed)	4	8	(4)	-	-
Perpetual preferred stocks					
Industrial and miscellaneous	-	-	-	-	-
Unaffiliated common stocks					
Industrial and miscellaneous	13	-	-	-	(2)
Mutual funds	-	-	-	-	-
Total assets and liabilities	\$ 229	\$ 211	\$ (28)	\$ (9)	\$ (6)

(continued)

Description	Purchases	Issuances	Sales	Settlements	Ending balance at 9/30/2013
Bonds					
Industrial and miscellaneous	\$ 456	\$ -	\$ (108)	\$ (76)	\$ 487
U.S. special revenue and special assessment obligations	1	-	(96)	(2)	66
U.S. political subdivisions of states, territories and possessions (direct and guaranteed)	-	-	(8)	-	-
Perpetual preferred stocks					
Industrial and miscellaneous	-	-	-	-	-
Unaffiliated common stocks					
Industrial and miscellaneous	-	-	-	-	11
Mutual funds	-	-	-	-	-
Total assets and liabilities	\$ 457	\$ -	\$ (212)	\$ (78)	\$ 564

Transfers into Level 3 during 2014 and 2013 included securities where assets were measured at lower of cost or market and reported at fair value in 2014 and 2013, and at cost in 2013 and 2012. In addition, transfers into Level 3 during 2014 included situations where there was a change in the NAIC designation that resulted in the asset being reported and measured at fair value.

Transfers out of Level 3 during 2014 and 2013 included situations where assets were measured at lower of cost or market and reported at cost in 2014 and 2013, and at fair value in 2013 and 2012. Transfers out of Level 3 during 2014 included situations where a broker quote was used in the prior period and a fair value quote became available from the Company's independent third-party valuation service provider in the current period. A quote utilizing the new pricing source was not available as of the prior period, and any gains and losses related to the change in valuation source for individual securities were not significant. In addition, transfers out of Level 3 during 2013 included situations where there was a change in the NAIC designation that resulted in the asset not being reported and measured at fair value.

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3. Transfers between level categorizations may occur due to changes in the availability of market observable inputs, which generally are caused by changes in market conditions such as liquidity, trading volume or bid-ask spreads. Transfers between level categorizations may also occur due to changes in the valuation source. For example, in situations where a fair value quote is not provided by the Company's independent third-party valuation service provider and as a result, the price is stale or has been replaced with a broker quote, whose inputs have not been corroborated to be market observable, the security is transferred into Level 3. Transfers in and out of level categorizations are reported as having occurred at the beginning of the quarter in which the transfer occurred.
4. In determining fair value, the Company principally uses the market approach which generally utilizes market transaction data for the same or similar instruments. To a lesser extent, the Company uses the income approach which involves determining fair values from discounted cash flow methodologies. For the majority of Level 2 and Level 3 valuations, a combination of the market and income approaches is used.

Listed below is a summary of the significant valuation techniques for assets and liabilities measured and reported at fair value.

Level 2 measurements

Bonds - Industrial and miscellaneous bonds consist of corporate bonds, including those that are privately placed, residential and commercial mortgage-backed securities and asset-backed securities. The primary inputs to the valuation for corporate bonds, including those that are privately placed include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads. Also included are privately placed securities valued using a discounted cash flow model that is widely accepted in the financial services industry and uses market observable inputs and inputs derived principally from, or corroborated by, observable market data. The primary inputs to the discounted cash flow model include an interest rate yield curve, as well as published credit spreads for similar assets in markets that are not active that incorporate the credit quality and industry sector of the issuer. The primary inputs to the valuation for commercial mortgage-backed securities include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, collateral performance and credit spreads. The primary inputs to the valuation for residential mortgage-backed securities and asset-backed securities include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, prepayment speeds, collateral performance and credit spreads. Certain asset-backed securities are valued based on non-binding broker quotes whose inputs have been corroborated to be market observable.

U.S. special revenue and special assessment obligations bonds consist of municipal bonds. The primary inputs to the valuation for municipal bonds include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads.

Unaffiliated common and preferred stocks - The primary inputs to the valuation include quoted prices or quoted net asset values for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, underlying stock prices and credit spreads.

Derivatives - Free-standing exchange listed derivatives that are not actively traded are valued based on quoted prices for identical instruments in markets that are not active. Over-the-counter derivatives, including certain credit default swap agreements, are valued using models that rely on inputs such as interest rate yield curves, currency rates, and counterparty credit spreads that are observable for substantially the full term of the contract. The valuation techniques underlying the models are widely accepted in the financial services industry and do not involve significant judgment.

Level 3 measurements

Bonds - Industrial and miscellaneous bonds consist of corporate bonds, including those that are privately placed, municipal bonds, commercial mortgage-backed securities and asset-backed securities. Corporate bonds, including those that are privately placed are valued based on non-binding broker quotes where the inputs have not been corroborated to be market observable. Municipal bonds consist of securities that are not rated by third party credit rating agencies but are rated by the NAIC. The primary inputs to the valuation of these municipal bonds include quoted prices for identical or similar assets in markets that exhibit less liquidity relative to those markets supporting Level 2 fair value measurements, contractual cash flows, benchmark yields and credit spreads. Commercial mortgage-backed securities and asset-backed securities are valued based on non-binding broker quotes received from brokers who are familiar with the investments and where the inputs have not been corroborated to be market observable.

U.S. special revenue and special assessment obligations bonds consist of municipal bonds that are not rated by third party credit rating agencies but are rated by the NAIC and auction rate securities. The significant valuation techniques for these securities are explained above in the Level 3 industrial and miscellaneous bond paragraph.

U.S. political subdivisions of states territories and possessions bonds also consist of municipal bonds that are not rated by third party credit rating agencies but are rated by the NAIC and auction rate securities. The significant valuation techniques for these securities are explained above in the Level 3 industrial and miscellaneous bond paragraph.

Unaffiliated common stocks - The primary inputs to the valuation include quoted prices or quoted net asset values for identical or similar assets in markets that exhibit less liquidity relative to those markets supporting Level 2 measurements.

5. All information related to derivatives measured and reported at fair value is presented above.

B. &

C. Presented below are the admitted, statement value and fair value estimates of financial instruments:

Financial assets

(in millions)

September 30, 2014							
Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)	
Bonds	\$ 26,494	\$ 26,039	\$ 1,480	\$ 23,502	\$ 1,512	\$	-
Preferred stocks	\$ 102	\$ 80	\$ -	\$ 83	\$ 19	\$	-
Unaffiliated common stocks	\$ 2,544	\$ 2,544	\$ 2,351	\$ 165	\$ 28	\$	-
Mortgage loans on real estate	\$ 389	\$ 372	\$ -	\$ -	\$ 389	\$	-
Cash equivalents	\$ 800	\$ 800	\$ 1	\$ 799	\$ -	\$	-
Short-term investments	\$ 539	\$ 539	\$ 533	\$ 6	\$ -	\$	-
Derivatives	\$ 2	\$ 1	\$ -	\$ 2	\$ -	\$	-
Other invested assets:							
Low income housing tax credit ("LIHTC") property investments	\$ 315	\$ 309	\$ -	\$ -	\$ 315	\$	-
Affiliated surplus notes	\$ 25	\$ 19	\$ -	\$ -	\$ 25	\$	-
Collateral loans	\$ -	\$ -	\$ -	\$ -	\$ -	\$	-
Derivative collateral	\$ 5	\$ 5	\$ -	\$ 5	\$ -	\$	-
Securities lending reinvested							

NOTES TO FINANCIAL STATEMENTS

collateral (in millions)	\$	29	\$	29	\$	-	\$	29	\$	-	\$	-
December 31, 2013												
Type of Financial Instrument	Aggregate Fair Value		Admitted Assets		(Level 1)		(Level 2)		(Level 3)		Not Practicable (Carrying Value)	
Bonds	\$	24,991	\$	24,471	\$	346	\$	23,133	\$	1,512	\$	-
Preferred stocks	\$	67	\$	61	\$	-	\$	67	\$	-	\$	-
Unaffiliated common stocks	\$	3,806	\$	3,806	\$	3,203	\$	592	\$	11	\$	-
Mortgage loans on real estate	\$	449	\$	430	\$	-	\$	-	\$	449	\$	-
Cash equivalents	\$	685	\$	685	\$	181	\$	504	\$	-	\$	-
Short-term investments	\$	81	\$	81	\$	31	\$	35	\$	15	\$	-
Derivatives	\$	2	\$	1	\$	1	\$	1	\$	-	\$	-
Other invested assets:												
LIHTC property investments	\$	349	\$	332	\$	-	\$	-	\$	349	\$	-
Affiliated surplus notes	\$	175	\$	169	\$	-	\$	-	\$	175	\$	-
Collateral loans	\$	7	\$	7	\$	-	\$	-	\$	7	\$	-
Securities lending reinvested collateral	\$	13	\$	13	\$	-	\$	13	\$	-	\$	-

The fair value of U.S. Treasury bonds in Level 1 is based on unadjusted quoted prices for identical assets in active markets the Company can access. The fair value of publicly traded bonds in Level 2, including loan-backed and structured securities, is based upon quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, prepayment speeds, collateral performance and credit spreads. Non-publicly traded bonds in Level 2, including loan-backed and structured securities, are valued using a discounted cash flow model that is widely accepted in the financial services industry and uses market observable inputs and inputs derived principally from, or corroborated by, observable market data. The primary inputs to the discounted cash flow model include an interest rate yield curve, as well as published credit spreads for similar assets in markets that are not active that incorporate the credit quality and industry sector of the issuer. The fair value of municipal bonds in Level 3 is based on quoted prices for identical or similar assets in markets that exhibit less liquidity relative to those markets supporting Level 2 fair value measurements, contractual cash flows, benchmark yields and credit spreads. The fair value of all other bonds, including loan-backed and structured securities in Level 3 is primarily based on non-binding broker quotes where the inputs have not been corroborated to be market observable.

The fair value of preferred stocks in Level 2 is based on quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, underlying stock prices and credit spreads. The fair value of preferred stocks in Level 3 is based on non-binding broker quotes where the inputs have not been corroborated to be market observable.

The fair value of unaffiliated common stocks in Level 1 is based on unadjusted quoted prices for identical assets in active markets the Company can access. The fair value of unaffiliated common stocks in Levels 2 and 3 is based on the valuation methods described in Part A4 of this note.

The fair value of mortgage loans on real estate in Level 3 is based on discounted contractual cash flows, or if the loans are impaired due to credit reasons, the fair value of collateral less costs to sell. Risk adjusted discount rates are selected using current rates at which similar loans would be made to borrowers with similar characteristics, using similar types of properties as collateral.

The fair value of cash equivalents and short-term investments in Level 1 is based on quoted prices or net asset values for identical assets in active markets the Company can access. The fair value of cash equivalents and short-term investments in Level 2 is based on quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads or amortized cost. The fair value of short-term investments in Level 3 is based on amortized cost which approximates fair value and is in markets that exhibit less liquidity relative to those markets supporting Level 2 fair value measurements.

The fair value of free-standing exchange listed derivatives in Level 1 is based on unadjusted quoted prices for identical assets in active markets the Company can access. The fair value of derivatives in Level 2 is based on the valuation methods described in Part A4 of this note.

The fair value of LIHTC property investments in Level 3 is based on amortized cost which approximates fair value.

The fair value of affiliated surplus notes and collateral loans in Level 3 is based on discounted cash flow calculations using current interest rates for instruments with comparable terms.

The fair value of collateral related to derivatives in Level 2 is based on carrying value due to its short-term nature.

The fair value of the reinvested collateral from securities lending in Level 2 is based on carrying value due to its short-term nature.

Financial liabilities

(in millions)	September 30, 2014						
Type of Financial Instrument	Aggregate Fair Value	Statement Value	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)	
Securities lending collateral	\$ 298	\$ 298	\$ -	\$ 298	\$ -	\$	-
Derivatives	\$ 10	\$ 9	\$ 1	\$ 9	\$ -	\$	-
December 31, 2013							
Type of Financial Instrument	Aggregate Fair Value	Statement Value	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)	
Securities lending collateral	\$ 287	\$ 287	\$ -	\$ 287	\$ -	\$	-
Derivatives	\$ 3	\$ 4	\$ -	\$ 3	\$ -	\$	-

The fair value of the liabilities for collateral related to securities lending in Level 2 is based on carrying value due to its short-term nature.

The fair value of free-standing exchange listed derivatives in Level 1 is based on unadjusted quoted prices for identical assets in active markets the Company can access. The fair value of derivatives in Level 2 is based on the valuation methods described in Part A4 of this note.

D. The Company was able to estimate the fair value of all its financial instruments in 2014 and 2013.

21. Other Items

C. Other disclosures

On April 1, 2014, the Company's wholly-owned subsidiary, ALIC, completed the sale of the outstanding shares of Lincoln Benefit Life Company ("LBL"), a Nebraska domiciled insurance company, LBL's life insurance business generated through independent master brokerage agencies, and all of LBL's deferred fixed annuity and long-term care insurance business to Resolution Life Holdings, Inc. The gross sale price

NOTES TO FINANCIAL STATEMENTS

was \$797 million, representing \$596 million of cash and the retention of tax benefits. The after-tax gain to ALIC on this transaction was \$618 million. Of the \$618 million of realized gains, \$257 million were previously unrealized and reported as a component of ALIC's surplus. As part of the sale, LBL business written through independent master brokerage agencies and ceded to ALIC, totaling \$11.31 billion of total policy reserves were recaptured. An estimated \$4.87 billion of LBL's total policy reserves continue to be reinsured by ALIC. Additionally, portions of existing non-affiliate reinsurance agreements associated with business ceded from LBL to ALIC were novated on April 1, 2014. At September 30, 2014, the reinsurance recoverable associated with the novated portions of these reinsurance agreements was \$871 million.

In conjunction with the sale, ALIC was required to establish a trust relating to the business that LBL continues to cede to ALIC. This trust is required to have assets greater than or equal to the statutory reserves ceded by LBL to ALIC, measured on a monthly basis. At September 30, 2014, the trust holds investments with a statutory statement value of \$4.67 billion.

G. Offsetting and Netting of Assets and Liabilities

None of the Company's derivative transactions or securities lending agreements contains a valid right to offset assets and liabilities per the requirements of SSAP No. 64, *Offsetting and Netting of Assets and Liabilities*. The Company does not enter into repurchase, reverse repurchase or securities borrowing agreements.

I. Risk Sharing Provisions of the Affordable Care Act

The Company is not subject to the risk sharing provisions of the Affordable Care Act.

22. Events Subsequent

An evaluation of subsequent events was made through November 11, 2014 for the Quarterly Statement issued on November 13, 2014. There were no significant subsequent events requiring adjustment to or disclosure in the financial statements.

25. Changes in Incurred Losses and Loss Adjustment Expenses

For a summary of management's policies and methodologies for estimating the liabilities for losses and loss adjustment expenses, please refer to this note in the Annual Statement.

Activity in the reserve for losses and loss adjustment expenses was summarized as follows:

(in millions)	September 30, 2014	December 31, 2013
Balance at January 1	\$ 14,553	\$ 14,499
Incurred related to:		
Current year	13,480	16,392
Prior years	14	28
Total incurred	13,494	16,420
Paid related to:		
Current year	8,410	10,735
Prior years	4,672	5,631
Total paid	13,082	16,366
Balance at December 31	\$ 14,965	\$ 14,553

Incurred losses and loss adjustment expenses represent the sum of paid losses and reserve changes in the calendar year. This expense included net losses from catastrophes of \$1.86 billion and \$1.25 billion for the nine months ended September 30, 2014 and the year ended December 31, 2013, respectively. Catastrophes are an inherent risk that have contributed to, and will continue to contribute to, material year-to-year fluctuations in the Company's net income and financial position.

The Company calculates and records a single best reserve estimate for losses from catastrophes, in conformity with generally accepted actuarial principles. As a result, management believes that no other estimate is better than the recorded amount. Due to the uncertainties involved, including the factors described above, the ultimate cost of losses may vary materially from recorded amounts, which are based on management's best estimates. Accordingly, management believes that it is not practicable to develop a meaningful range for such changes in losses incurred.

Incurred losses and loss adjustment expenses attributable to insured events of prior years were \$14 million and \$28 million as a result of the reestimation of unpaid losses and loss adjustment expenses for the first nine months of 2014 and the year ended December 31, 2013, respectively. These changes were generally the result of ongoing analyses of recent loss development trends. Initial estimates were revised as additional information regarding claims became known.

Anticipated salvage and subrogation of \$588 million and \$543 million was included as a reduction of loss reserves at September 30, 2014 and December 31, 2013, respectively.

36. Financial Guaranty Insurance

The Company did not write financial guaranty insurance in 2014 or 2013.

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

GENERAL INTERROGATORIES

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 ☒
- 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 ☒
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?
If yes, complete Schedule Y, Parts 1 and 1A.

Yes ☒ No ☐
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 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?
If yes, attach an explanation.

Yes ☐ No ☐ N/A ☒
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2013
- 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.

12/31/2008
- 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).

07/19/2010
- 6.4

By what department or departments?
ILLINOIS and CALIFORNIA
- 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 ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☐ 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 ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 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 ☒ 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 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 FDIC	6 SEC
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

STATEMENT AS OF SEPTEMBER 30, 2014 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? (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.

Yes [X] No []
- 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 [X]
- 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 [X]
- 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 [X] 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 [X] No []
- 11.2

If yes, give full and complete information relating thereto:
\$15,940,324 PLEDGED AS COLLATERAL; \$1,651,718,419 LETTER STOCK OR SECURITIES RESTRICTED TO SALE; \$77,844,667 ON DEPOSIT WITH STATE OR OTHER REGULATORY BODY AND \$530,184 RELATED TO RESTRICTED PUERTO RICO BONDS.
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$1,603,144,191
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 [X] 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 | \$4,746,881,494 | \$4,781,815,209 |
| 14.24 Short-Term Investments | \$ | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ | \$ |
| 14.26 All Other | \$671,290,559 | \$485,714,275 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$5,418,172,053 | \$5,267,529,484 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [X] No []
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [X] No []
- If no, attach a description with this statement.

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1

Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

\$

299,818,802
- 16.2

Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$

299,819,069
- 16.3

Total payable for securities lending reported on the liability page.

\$

297,778,095

17. Excluding items in Schedule E - Part 3 - Special Deposits, 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 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

- 17.1 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
BNY MELLON TRUST COMPANY OF ILLINOIS CONTACT: RUTH NELSON 315-414-3179	2 N. LASALLE STREET, SUITE 1020 CHICAGO, IL 60602
CITIBANK N.A. CONTACT: JON TOMAN 312-876-8548	227 W. MONROE STREET- FLOOR 4, CHICAGO, IL 60606

- 17.2 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)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

- 17.4 If yes, give full information relating thereto:

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

- 17.5 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 RD. NORTHBROOK, IL 60062
N/A	BLACKROCK	55 E 52ND ST., NEW YORK, NY 10055

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

- 18.2 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?
If yes, attach an explanation.

Yes [] No [X] N/A []
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?
If yes, attach an explanation.

Yes [] No [X]
- 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:

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

5.

Operating Percentages:

5.1 A&H loss percent %

5.2 A&H cost containment percent %

5.3 A&H expense percent excluding cost containment expenses %
- 6.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 6.2

If yes, please provide the amount of custodial funds held as of the reporting date\$.....
- 6.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 6.4

If yes, please provide the balance of the funds administered as of the reporting date\$.....

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

[illegible]

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

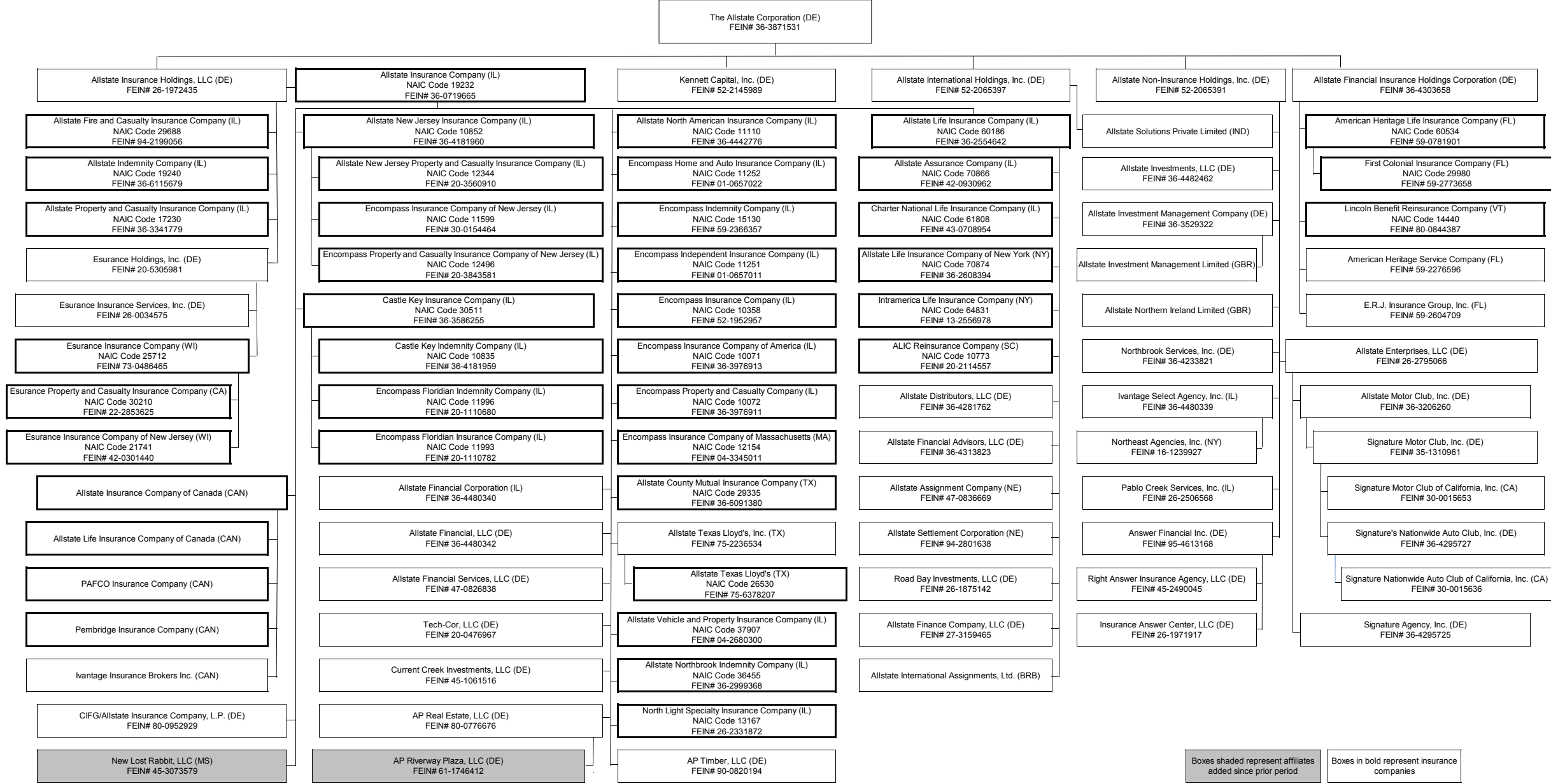
Current Year to Date - Allocated by States and Territories

		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	91,190,939	95,348,226	47,521,583	44,698,459	30,975,758	35,255,797
2.	Alaska.....AK	L	47,742,306	51,547,717	23,783,364	25,518,829	19,648,499	25,288,344
3.	Arizona.....AZ	L	50,080,605	54,718,297	21,837,959	27,048,433	30,805,095	33,056,380
4.	Arkansas.....AR	L	40,469,780	43,567,503	20,230,631	18,763,822	17,496,962	19,068,699
5.	California.....CA	L	760,084,644	780,657,203	324,239,328	327,837,607	476,075,881	471,581,747
6.	Colorado.....CO	L	62,226,779	65,635,991	42,785,089	35,607,694	57,505,538	36,989,438
7.	Connecticut.....CT	L	134,828,155	141,737,098	59,328,767	67,573,778	92,047,945	100,667,987
8.	Delaware.....DE	L	16,975,003	17,599,014	9,434,252	14,511,993	24,085,655	12,613,230
9.	District of Columbia.....DC	L	11,934,151	12,486,943	4,603,457	4,521,619	4,305,954	7,379,107
10.	Florida.....FL	L	419,228,018	444,806,335	235,472,716	235,232,538	302,564,261	305,427,563
11.	Georgia.....GA	L	200,982,818	211,506,188	104,832,494	113,172,932	76,460,960	81,171,084
12.	Hawaii.....HI	L	60,472,230	58,200,043	29,953,005	28,129,423	26,770,654	23,507,819
13.	Idaho.....ID	L	13,616,297	15,079,670	7,376,819	7,237,380	8,227,464	7,846,077
14.	Illinois.....IL	L	220,242,972	234,060,159	126,397,950	126,819,925	290,885,767	296,574,058
15.	Indiana.....IN	L	65,948,894	71,398,990	36,995,762	36,240,693	34,564,042	34,281,427
16.	Iowa.....IA	L	8,250,083	9,133,980	4,713,477	3,818,060	4,395,893	4,443,371
17.	Kansas.....KS	L	18,904,359	19,890,159	7,295,481	10,225,621	5,009,669	6,792,243
18.	Kentucky.....KY	L	63,931,215	66,002,887	30,866,609	34,581,503	32,442,324	34,253,761
19.	Louisiana.....LA	L	247,031,066	251,640,288	91,805,946	125,800,362	109,725,944	122,605,439
20.	Maine.....ME	L	16,923,499	18,703,786	8,036,462	8,485,426	7,011,920	9,067,319
21.	Maryland.....MD	L	235,226,754	247,629,343	153,448,596	140,565,383	244,561,461	303,569,104
22.	Massachusetts.....MA	L	61,228,577	38,084,980	33,656,796	19,004,616	51,092,561	34,399,091
23.	Michigan.....MI	L	96,436,181	100,392,910	107,081,486	100,860,702	2,132,883,169	1,704,876,762
24.	Minnesota.....MN	L	27,607,685	30,550,327	12,719,571	15,696,666	29,805,772	33,598,202
25.	Mississippi.....MS	L	62,803,400	68,028,248	30,473,502	53,885,026	40,899,668	44,454,613
26.	Missouri.....MO	L	27,899,556	30,496,960	13,286,751	14,624,011	13,136,165	13,374,458
27.	Montana.....MT	L	6,471,988	7,091,733	4,210,087	2,770,375	4,288,488	3,964,975
28.	Nebraska.....NE	L	10,416,173	11,235,195	6,531,961	10,858,373	5,652,829	6,119,932
29.	Nevada.....NV	L	32,570,117	35,519,411	15,386,447	18,268,145	19,125,884	22,270,578
30.	New Hampshire.....NH	L	18,214,684	19,963,315	8,738,538	8,328,423	11,493,465	7,790,565
31.	New Jersey.....NJ	N	933	(2,593)	18,603,603	22,379,020	526,059,235	252,134,190
32.	New Mexico.....NM	L	32,321,679	35,122,839	15,641,277	18,419,877	51,846,660	56,469,243
33.	New York.....NY	L	980,907,083	1,049,888,223	583,680,854	1,081,641,836	1,288,370,380	1,433,261,270
34.	North Carolina.....NC	L	137,664,658	144,450,328	69,279,867	69,146,525	52,503,770	60,169,289
35.	North Dakota.....ND	L	9,717,213	8,615,229	4,851,737	3,768,395	3,205,409	3,009,172
36.	Ohio.....OH	L	133,714,104	141,968,484	72,805,412	72,155,452	112,194,459	113,526,159
37.	Oklahoma.....OK	L	46,905,136	50,110,933	20,291,138	39,077,652	15,639,506	21,293,954
38.	Oregon.....OR	L	46,735,989	49,588,596	20,857,551	22,856,110	24,883,959	26,573,334
39.	Pennsylvania.....PA	L	287,731,085	315,962,840	188,999,923	166,731,381	404,944,636	408,907,746
40.	Rhode Island.....RI	L	37,194,579	40,340,060	17,883,115	18,885,206	23,097,844	25,625,305
41.	South Carolina.....SC	L	146,070,839	151,236,950	71,452,944	63,401,392	59,160,961	56,220,868
42.	South Dakota.....SD	L	3,544,442	3,411,925	3,237,048	2,523,328	2,469,185	3,079,054
43.	Tennessee.....TN	L	85,527,015	89,581,521	39,191,814	40,211,509	40,383,492	40,794,312
44.	Texas.....TX	L	90,796,685	96,588,757	29,594,528	35,162,689	72,899,759	74,962,906
45.	Utah.....UT	L	41,841,791	45,977,882	20,662,436	23,423,728	20,899,382	21,932,526
46.	Vermont.....VT	L	9,066,493	9,879,597	6,395,065	4,708,322	5,235,935	4,669,733
47.	Virginia.....VA	L	203,548,915	214,303,474	89,601,794	91,868,584	75,549,891	81,813,690
48.	Washington.....WA	L	121,912,012	133,501,272	68,217,421	66,234,423	89,512,720	99,376,060
49.	West Virginia.....WV	L	37,030,668	39,622,741	17,983,672	16,910,341	15,864,397	22,058,534
50.	Wisconsin.....WI	L	11,175,761	11,813,935	8,302,775	6,872,505	39,773,297	43,469,652
51.	Wyoming.....WY	L	5,206,149	5,532,212	2,614,567	2,141,084	1,459,508	1,789,952
52.	American Samoa.....AS	N						
53.	Guam.....GU	N						
54.	Puerto Rico.....PR	L					2,557,648	2,403,672
55.	U.S. Virgin Islands.....VI	N						
56.	Northern Mariana Islands.....MP	N						
57.	Canada.....CAN	L						
58.	Aggregate Other Alien OT	XXX					1,682	1,665
59.	Totals	(a) 51	5,598,552,156	5,890,208,104	2,993,193,425	3,549,207,176	7,132,459,360	6,695,831,456
DETAILS OF WRITE-INS								
58001.	ZZZ other alien	XXX					1,682	1,665
58002.		XXX						
58003.		XXX						
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX						
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX					1,682	1,665

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

STATEMENT AS OF SEPTEMBER 30, 2014 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 SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Perce-ntage	Ultimate Controlling Entity(ies)/Person(s)	*
						New York Stock Exchange	The Allstate Corporation	..DE	..UIP					
..0008	Allstate Insurance Group	..10773	36-3871531	2877532	0000899051		ALIC Reinsurance Company	..SC	..DS	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
			20-2114557				Allstate Assignment Company	..NE	..DS	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..70866	47-0836669				Allstate Assurance Company	..IL	..DS	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..29335	42-0930962				Allstate County Mutual Insurance Company	..TX	..DS	Allstate Insurance Company	Board		The Allstate Corporation	
			36-6091380		0001094466		Allstate Distributors, LLC	..DE	..DS	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
			36-4281762				Allstate Enterprises, LLC	..DE	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership	..100.000	The Allstate Corporation	
			26-2795066				Allstate Finance Company, LLC	..DE	..DS	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
			27-3159465				Allstate Financial Advisors, LLC	..DE	..DS	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
			36-4313823				Allstate Financial Corporation	..IL	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
			36-4480340				Allstate Financial Insurance Holdings Corporation	..DE	..NIA	The Allstate Corporation	Ownership	..100.000	The Allstate Corporation	
			36-4303658				Allstate Financial, LLC	..DE	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
			36-4480342		0000797152		Allstate Financial Services, LLC	..DE	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
			47-0826838				Allstate Fire and Casualty Insurance Company	..IL	..IA	Allstate Insurance Holdings, LLC	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..29688	94-2199056				Allstate Indemnity Company	..IL	..IA	Allstate Insurance Holdings, LLC	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..19240	36-6115679				Allstate Insurance Company	..IL	..RE	Allstate Insurance Holdings, LLC	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..19232	36-0719665		0000314982		Allstate Insurance Company of Canada	..CAN	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
			26-1972435				Allstate Insurance Holdings, LLC	..DE	..UDP	The Allstate Corporation	Ownership	..100.000	The Allstate Corporation	
							Allstate International Assignments, Ltd.	..BRB	..NIA	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
			52-2065397				Allstate International Holdings, Inc.	..DE	..NIA	The Allstate Corporation	Ownership	..100.000	The Allstate Corporation	
			36-3529322				Allstate Investment Management Company	..DE	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership	..100.000	The Allstate Corporation	
							Allstate Investment Management Limited	..GBR	..NIA	Allstate Investment Management Company	Ownership	..100.000	The Allstate Corporation	
			36-4482462		0001206333		Allstate Investments, LLC	..DE	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..60186	36-2554642		0000352736		Allstate Life Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
							Allstate Life Insurance Company of Canada	..CAN	..DS	Allstate Insurance Company of Canada	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..70874	36-2608394		0000839759		Allstate Life Insurance Company of New York	..NY	..DS	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
			36-3206260				Allstate Motor Club, Inc.	..DE	..NIA	Allstate Enterprises, LLC	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..10852	36-4181960				Allstate New Jersey Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
							Allstate New Jersey Property and Casualty Insurance Company	..IL	..DS	Allstate New Jersey Insurance Company	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..12344	20-3560910		0001470270		Allstate Non-Insurance Holdings, Inc.	..DE	..NIA	The Allstate Corporation	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..11110	52-2065391				Allstate North American Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..36455	36-4442776				Allstate Northbrook Indemnity Company	..IL	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
			36-2999368				Allstate Northern Ireland Limited	..GBR	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership	..100.000	The Allstate Corporation	
							Allstate Property and Casualty Insurance Company	..IL	..IA	Allstate Insurance Holdings, LLC	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..17230	36-3341779				Allstate Settlement Corporation	..NE	..DS	Allstate Life Insurance Company	Ownership	..100.000	The Allstate Corporation	
			94-2801638				Allstate Solutions Private Limited	..IND	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..26530	75-6378207				Allstate Texas Lloyd's	..TX	..DS	Allstate Texas Lloyd's, Inc.	Ownership	..100.000	The Allstate Corporation	
			75-2236534				Allstate Texas Lloyd's, Inc.	..TX	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
							Allstate Vehicle and Property Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..37907	04-2680300							Allstate Insurance Company	Ownership	..100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	..60534	59-0781901				American Heritage Life Insurance Company	..FL	..IA	Allstate Financial Insurance Holdings Corporation	Ownership	..100.000	The Allstate Corporation	
							American Heritage Service Company	..FL	..NIA	Allstate Financial Insurance Holdings Corporation	Ownership	..100.000	The Allstate Corporation	
			59-2276596				Answer Financial Inc.	..DE	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership	..100.000	The Allstate Corporation	
			95-4613168											

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
			80-0776676				AP Real Estate, LLC	..DE	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
			61-1746412				AP Riverway Plaza, LLC	..DE	..DS	AP Real Estate, LLC	Ownership.....	100.000	The Allstate Corporation	
			90-0820194				AP Timber, LLC	..DE	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	10835	36-4181959				Castle Key Indemnity Company	..IL	..DS	Castle Key Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	30511	36-3586255				Castle Key Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	61808	43-0708954				Charter National Life Insurance Company	..IL	..DS	Allstate Life Insurance Company	Ownership.....	100.000	The Allstate Corporation	
			80-0950292				CIFG/Allstate Insurance Company, L.P.	..DE	..DS	Allstate Insurance Company	Ownership.....	99.000	The Allstate Corporation	
			45-1061516				Current Creek Investments, LLC	..DE	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	11996	20-1110680				Encompass Floridian Indemnity Company	..IL	..DS	Castle Key Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	11993	20-1110782				Encompass Floridian Insurance Company	..IL	..DS	Castle Key Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	11252	01-0657022				Encompass Home and Auto Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	15130	59-2366357				Encompass Indemnity Company	..IL	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	11251	01-0657011				Encompass Independent Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	10358	52-1952957				Encompass Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	10071	36-3976913				Encompass Insurance Company of America	..IL	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
							Encompass Insurance Company of Massachusetts	..MA	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	12154	04-3345011				Encompass Insurance Company of New Jersey	..IL	..DS	Allstate New Jersey Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	11599	30-0154464				Encompass Property and Casualty Company	..IL	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	10072	36-3976911				Encompass Property and Casualty Insurance Company of New Jersey	..IL	..DS	Allstate New Jersey Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	12496	20-3843581				E.R.J. Insurance Group, Inc.	..FL	..NIA	Allstate Financial Insurance Holdings Corporation	Ownership.....	100.000	The Allstate Corporation	
			59-2604709				Esurance Holdings, Inc.	..DE	..NIA	Allstate Insurance Holdings, LLC	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	25712	73-0486465				Esurance Insurance Company	..WI	..IA	Esurance Holdings, Inc.	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	21741	42-0301440				Esurance Insurance Company of New Jersey	..WI	..IA	Esurance Insurance Company	Ownership.....	100.000	The Allstate Corporation	
			26-0034575				Esurance Insurance Services, Inc.	..DE	..NIA	Esurance Holdings, Inc.	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	30210	22-2853625				Esurance Property and Casualty Insurance Company	..CA	..IA	Esurance Insurance Company	Ownership.....	100.000	The Allstate Corporation	
							American Heritage Life Insurance Company							
..0008	Allstate Insurance Group	29980	59-2773658				First Colonial Insurance Company	..FL	..IA	Answer Financial Inc.	Ownership.....	100.000	The Allstate Corporation	
			26-1971917				Insurance Answer Center, LLC	..DE	..NIA	Answer Financial Inc.	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	64831	13-2556978				Intramercia Life Insurance Company	..NY	..DS	Allstate Life Insurance Company	Ownership.....	100.000	The Allstate Corporation	
							Ivantage Insurance Brokers Inc.	..CAN	..NIA	Allstate Insurance Company of Canada	Ownership.....	100.000	The Allstate Corporation	
			36-4480339				Ivantage Select Agency, Inc.	..IL	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership.....	100.000	The Allstate Corporation	
			52-2145989				Kennett Capital, Inc.	..DE	..NIA	The Allstate Corporation	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	14440	80-0844387				Lincoln Benefit Reinsurance Company	..VT	..IA	Allstate Financial Insurance Holdings Corporation	Ownership.....	100.000	The Allstate Corporation	
			45-3073579				New Lost Rabbit, LLC	..MS	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
..0008	Allstate Insurance Group	13167	26-2331872				North Light Specialty Insurance Company	..IL	..DS	Allstate Insurance Company	Ownership.....	100.000	The Allstate Corporation	
			36-4233821				Northbrook Services, Inc.	..DE	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership.....	100.000	The Allstate Corporation	
			16-1239927				Northeast Agencies, Inc.	..NY	..NIA	Ivantage Select Agency, Inc.	Ownership.....	100.000	The Allstate Corporation	
			26-2506568				Pablo Creek Services, Inc.	..IL	..NIA	Allstate Non-Insurance Holdings, Inc.	Ownership.....	100.000	The Allstate Corporation	
							PAFCO Insurance Company	..CAN	..DS	Allstate Insurance Company of Canada	Ownership.....	100.000	The Allstate Corporation	
							Pembridge Insurance Company	..CAN	..DS	Allstate Insurance Company of Canada	Ownership.....	100.000	The Allstate Corporation	
			45-2490045				Right Answer Insurance Agency, LLC	..DE	..NIA	Answer Financial Inc.	Ownership.....	100.000	The Allstate Corporation	
			26-1875142				Road Bay Investments, LLC	..DE	..DS	Allstate Life Insurance Company	Ownership.....	100.000	The Allstate Corporation	
			36-4295725				Signature Agency, Inc.	..DE	..NIA	Allstate Enterprises, LLC	Ownership.....	100.000	The Allstate Corporation	
			35-1310961				Signature Motor Club, Inc.	..DE	..NIA	Allstate Motor Club, Inc.	Ownership.....	100.000	The Allstate Corporation	
			30-0015653				Signature Motor Club of California, Inc.	..CA	..NIA	Signature Motor Club, Inc.	Ownership.....	100.000	The Allstate Corporation	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Loca-tion	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
			30-0015636				Signature Nationwide Auto Club of California, Inc.	CA	NIA	Signature's Nationwide Auto Club, Inc.	Ownership	100.000	The Allstate Corporation	
			36-4295727				Signature's Nationwide Auto Club, Inc.	DE	NIA	Signature Motor Club, Inc.	Ownership	100.000	The Allstate Corporation	
			20-0476967				Tech-Cor, LLC	DE	DS	Allstate Insurance Company	Ownership	100.000	The Allstate Corporation	

Asterisk	Explanation

PART 1 - LOSS EXPERIENCE

Line 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	883,300	291,348	33.0	11.6
2.	Allied Lines	231,732,908	37,319,330	16.1	93.6
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	1,868,182,164	868,572,967	46.5	39.1
5.	Commercial multiple peril	226,561,758	119,526,103	52.8	37.6
6.	Mortgage guaranty				
8.	Ocean marine	611,206	57,610	9.4	18.6
9.	Inland marine	49,949,489	18,896,701	37.8	35.3
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	938,973	136,279	14.5	1.5
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	768,879	(397,313)	(51.7)	(19,034.6)
17.1	Other liability - occurrence	72,347,688	49,538,555	68.5	150.8
17.2	Other liability - claims-made				
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	910,989	81,183,747	8,911.6	2,649.1
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	1,637,239,338	945,300,633	57.7	64.3
19.3,19.4	Commercial auto liability	153,612,934	88,601,568	57.7	61.1
21.	Auto physical damage	1,389,034,425	579,119,906	41.7	39.6
22.	Aircraft (all perils)				
23.	Fidelity	15,873	102,067	643.0	(0.9)
24.	Surety	1,502			
26.	Burglary and theft	19	257	1,346.6	(73.8)
27.	Boiler and machinery	2,937,586	1,452,965	49.5	32.8
28.	Credit				
29.	International				
30.	Warranty				
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	2,122,315	347	0.0	0.1
35.	Totals	5,637,851,344	2,789,703,070	49.5	51.4
DETAILS OF WRITE-INS					
3401.	Identity theft	2,122,315	347	0.0	0.1
3402.	.....				
3403.	.....				
3498.	Summary of remaining write-ins for Line 34 from overflow page				
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	2,122,315	347	0.0	0.1

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business		1	2	3
		Current Quarter	Current Year to Date	Prior Year Year to Date
1.	Fire	317,366	874,401	901,538
2.	Allied Lines	88,396,447	241,452,739	248,189,446
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	671,313,267	1,835,571,852	1,911,244,870
5.	Commercial multiple peril	75,551,727	227,349,521	230,965,370
6.	Mortgage guaranty			
8.	Ocean marine	202,508	653,735	785,686
9.	Inland marine	17,913,198	51,807,447	54,931,019
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	392,057	981,084	920,149
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	661,026	768,879	(15,509)
17.1	Other liability - occurrence	24,293,814	70,100,934	81,084,361
17.2	Other liability - claims-made			
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	320,249	975,860	928,537
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	533,259,138	1,618,464,192	1,756,222,925
19.3,19.4	Commercial auto liability	54,385,732	162,138,290	146,646,332
21.	Auto physical damage	457,660,351	1,382,010,867	1,452,439,604
22.	Aircraft (all perils)			
23.	Fidelity	6,438	14,763	33,268
24.	Surety			2,415
26.	Burglary and theft		(292)	2,291
27.	Boiler and machinery	1,086,182	3,296,583	2,719,065
28.	Credit			
29.	International			
30.	Warranty			
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	776,335	2,091,300	2,206,737
35.	Totals	1,926,535,836	5,598,552,156	5,890,208,104
DETAILS OF WRITE-INS				
3401.	Identity theft	776,335	2,091,300	2,206,737
3402.	.....			
3403.	.....			
3498.	Summary of remaining write-ins for Line 34 from overflow page			
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	776,335	2,091,300	2,206,737

STATEMENT AS OF SEPTEMBER 30, 2014 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)	2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2014 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. 2011 + Prior	4,118,897	2,034,171	6,153,068	1,216,572	63,649	1,280,221	3,304,869	74,136	1,526,875	4,905,880	402,545	(369,511)	33,034											
2. 2012	2,058,964	683,548	2,742,512	788,694	54,232	842,926	1,399,312	55,880	407,134	1,862,326	129,041	(166,302)	(37,261)											
3. Subtotals 2012 + Prior	6,177,861	2,717,719	8,895,580	2,005,266	117,881	2,123,147	4,704,181	130,016	1,934,009	6,768,206	531,587	(535,814)	(4,227)											
4. 2013	4,505,424	1,151,906	5,657,330	2,210,207	338,997	2,549,204	2,079,872	230,761	815,378	3,126,011	(215,345)	233,230	17,885											
5. Subtotals 2013 + Prior	10,683,285	3,869,625	14,552,910	4,215,473	456,878	4,672,351	6,784,053	360,777	2,749,387	9,894,217	316,241	(302,583)	13,658											
6. 2014	XXX	XXX	XXX	XXX	8,409,685	8,409,685	XXX	3,853,951	1,216,742	5,070,693	XXX	XXX	XXX											
7. Totals	10,683,285	3,869,625	14,552,910	4,215,473	8,866,563	13,082,036	6,784,053	4,214,728	3,966,129	14,964,910	316,241	(302,583)	13,658											
8. Prior Year-End Surplus As Regards Policyholders	17,254,737											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. 3.0	2. (7.8)	3. 0.1										
													Col. 13, Line 7 As a % of Col. 1 Line 8		4. 0.1									

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

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.

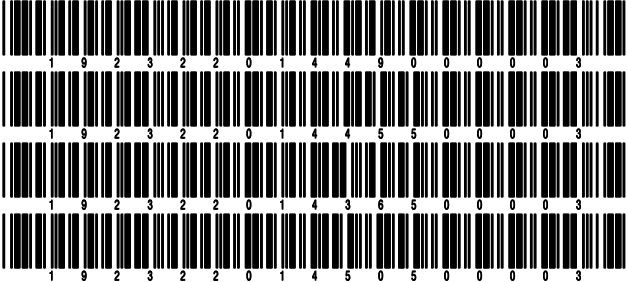
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state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

Explanations:

1.
2.
3.
4.

Bar Codes:

1. Trusteed Surplus Statement [Document Identifier 490]
2. Supplement A to Schedule T [Document Identifier 455]
3. Medicare Part D Coverage Supplement [Document Identifier 365]
4. Director and Officer Supplement [Document Identifier 505]



STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

		Current Statement Date			4 December 31 Prior Year Net Admitted Assets
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.	Collateral	5,491,771		5,491,771	751,590
2505.	Cash surrender value of COLI	1,464,611		1,464,611	6,539,354
2506.	MCCA refund	1,347,054		1,347,054	
2507.	Patent intangible asset	958,333		958,333	1,341,667
2508.	OPEB prepaid asset	29,262,500	29,262,500		
2597.	Summary of remaining write-ins for Line 25 from overflow page	38,524,269	29,262,500	9,261,769	8,632,610

Additional Write-ins for Liabilities Line 25

		1 Current Statement Date	2 December 31, Prior Year
2504.	Deferred gain on intercompany asset transfers	9,910,774	18,808,303
2505.	Derivative cash	675,940	
2506.	Retroactive reinsurance reserve ceded	(14,534,034)	(14,447,154)
2597.	Summary of remaining write-ins for Line 25 from overflow page	(3,947,320)	4,361,149

Additional Write-ins for Statement of Income Line 14

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1404.	OPEB curtailment gain			61,620,000
1497.	Summary of remaining write-ins for Line 14 from overflow page			61,620,000

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	295,720,527	329,593,512
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	1,770,453	
2.2 Additional investment made after acquisition	14,055,357	30,904,060
3. Current year change in encumbrances		
4. Total gain (loss) on disposals	(58,867)	44,220,878
5. Deduct amounts received on disposals		82,791,863
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		544,790
8. Deduct current year's depreciation	19,659,313	25,661,270
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	291,828,158	295,720,527
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	291,828,158	295,720,527

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	429,516,239	491,510,513
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		(223,125)
4. Accrual of discount	109,213	50,710
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		(191,652)
7. Deduct amounts received on disposals	57,106,529	61,448,350
8. Deduct amortization of premium and mortgage interest points and commitment fees	126,394	181,858
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)	372,392,529	429,516,239
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	372,392,529	429,516,239
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	372,392,529	429,516,239

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,692,774,687	3,692,622,276
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	105,418,460	185,709,853
2.2 Additional investment made after acquisition	298,584,058	478,145,055
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	143,774,447	264,884,433
6. Total gain (loss) on disposals	67,809,862	16,498,161
7. Deduct amounts received on disposals	1,028,374,393	905,029,391
8. Deduct amortization of premium and depreciation	32,952,008	44,427,134
9. Total foreign exchange change in book/adjusted carrying value	363,140	5,159,645
10. Deduct current year's other than temporary impairment recognized	15,108,859	788,211
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	3,232,289,394	3,692,774,687
12. Deduct total nonadmitted amounts	34,148,431	23,502,856
13. Statement value at end of current period (Line 11 minus Line 12)	3,198,140,963	3,669,271,831

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	33,085,215,198	31,462,422,358
2. Cost of bonds and stocks acquired	29,528,296,177	21,460,843,341
3. Accrual of discount	17,289,402	37,256,090
4. Unrealized valuation increase (decrease)	479,132,997	435,179,266
5. Total gain (loss) on disposals	659,705,674	682,046,759
6. Deduct consideration for bonds and stocks disposed of	30,082,187,493	20,697,310,818
7. Deduct amortization of premium	96,138,931	128,179,179
8. Total foreign exchange change in book/adjusted carrying value	(12,839,225)	(25,194,023)
9. Deduct current year's other than temporary impairment recognized	130,998,830	141,848,597
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	33,447,474,967	33,085,215,198
11. Deduct total nonadmitted amounts	4,660,357	4,404,430
12. Statement value at end of current period (Line 10 minus Line 11)	33,442,814,610	33,080,810,768

STATEMENT AS OF SEPTEMBER 30, 2014 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 NAIC Designation

NAIC Designation	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. NAIC 1 (a)	15,302,707,387	27,540,443,843	25,610,889,385	132,967,151	13,814,148,174	15,302,707,387	17,365,228,995	15,081,661,166
2. NAIC 2 (a)	6,136,690,418	967,368,454	754,963,349	(91,799,494)	6,428,403,939	6,136,690,418	6,257,296,030	6,213,461,305
3. NAIC 3 (a)	2,615,076,478	311,845,736	496,522,466	(83,409,573)	2,732,937,139	2,615,076,478	2,346,990,174	2,578,877,004
4. NAIC 4 (a)	1,342,823,227	228,519,740	400,208,627	(20,082,402)	1,233,736,795	1,342,823,227	1,151,051,938	1,160,002,345
5. NAIC 5 (a)	154,932,245	53,182,926	34,001,068	(4,197,635)	123,473,007	154,932,245	169,916,468	91,748,453
6. NAIC 6 (a)	103,473,991	12,474,997	26,780,851	(1,850,667)	145,188,714	103,473,991	87,317,468	111,680,309
7. Total Bonds	25,655,703,746	29,113,835,695	27,323,365,747	(68,372,620)	24,477,887,768	25,655,703,746	27,377,801,074	25,237,430,583
PREFERRED STOCK								
8. NAIC 1		5,000,000	5,000,000					
9. NAIC 2	24,712,338	9,583,713	3,250,000	(213,264)	40,633,623	24,712,338	30,832,786	42,994,407
10. NAIC 3	30,328,125	858,227		(63,795)	16,575,000	30,328,125	31,122,557	18,140,380
11. NAIC 4								
12. NAIC 5		18,500,000		(17)			18,499,983	
13. NAIC 6								
14. Total Preferred Stock	55,040,463	33,941,940	8,250,000	(277,076)	57,208,623	55,040,463	80,455,327	61,134,787
15. Total Bonds and Preferred Stock	25,710,744,209	29,147,777,635	27,331,615,747	(68,649,696)	24,535,096,391	25,710,744,209	27,458,256,401	25,298,565,370

(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 \$1,332,285,218 ; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$6,683,250 ; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	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
9199999 Totals	539,352,405	xxx	539,410,994	1,423,878	160,074

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	81,385,571	13,738,241
2. Cost of short-term investments acquired	1,641,102,936	471,424,134
3. Accrual of discount	59,299	3,967
4. Unrealized valuation increase (decrease)	(36,382)	
5. Total gain (loss) on disposals	13,860	2,356
6. Deduct consideration received on disposals	1,183,080,026	403,783,127
7. Deduct amortization of premium	92,853	
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)	539,352,405	81,385,571
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	539,352,405	81,385,571

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	(3,494,933)
2.	Cost Paid/(Consideration Received) on additions	(28,603,878)
3.	Unrealized Valuation increase/(decrease)	2,107,308
4.	Total gain (loss) on termination recognized	2,025,046
5.	Considerations received/(paid) on terminations	(18,443,118)
6.	Amortization	1,372,705
7.	Adjustment to the Book/Adjusted Carrying Value of hedged item	
8.	Total foreign exchange change in Book/Adjusted Carrying Value	(154,488)
9.	Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	(8,305,121)
10.	Deduct nonadmitted assets	
11.	Statement value at end of current period (Line 9 minus Line 10)	(8,305,121)

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1.	Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year)	
2.	Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)	196,025
3.1	Add:	
	Change in variation margin on open contracts - Highly Effective Hedges	
3.11	Section 1, Column 15, current year to date minus	(3,961,855)
3.12	Section 1, Column 15, prior year	5,207,683 (9,169,538)
	Change in variation margin on open contracts - All Other	
3.13	Section 1, Column 18, current year to date minus	1,835,588
3.14	Section 1, Column 18, prior year	1,607,031 228,556 (8,940,981)
3.2	Add:	
	Change in adjustment to basis of hedged item	
3.21	Section 1, Column 17, current year to date minus	
3.22	Section 1, Column 17, prior year	
	Change in amount recognized	
3.23	Section 1, Column 19, current year to date minus	(2,126,268)
3.24	Section 1, Column 19, prior year	6,814,714 (8,940,981) (8,940,981)
3.3	Subtotal (Line 3.1 minus Line 3.2)	
4.1	Cumulative variation margin on terminated contracts during the year	(13,204,433)
4.2	Less:	
	4.21 Amount used to adjust basis of hedged item	
	4.22 Amount recognized	(13,204,433) (13,204,433)
4.3	Subtotal (Line 4.1 minus Line 4.2)	
5.	Dispositions gains (losses) on contracts terminated in prior year:	
	5.1 Total gain (loss) recognized for terminations in prior year	
	5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year	
6.	Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	196,025
7.	Deduct total nonadmitted amounts	
8.	Statement value at end of current period (Line 6 minus Line 7)	196,025

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

Replication (Synthetic Asset) Transactions								Components of the Replication (Synthetic Asset) Transactions							
1	2	3	4	5	6	7	8	Derivative Instrument(s) Open			Cash Instrument(s) Held				
								9	10	11	12	13	14	15	16
Number	Description	NAIC Designation or Other Description	Notional Amount	Book/Adjusted Carrying Value	Fair Value	Effective Date	Maturity Date	Description	Book/Adjusted Carrying Value	Fair Value	CUSIP	Description	NAIC Designation or Other Description	Book/Adjusted Carrying Value	Fair Value
APPLIED	DS (KMI) due 12/20/2019, CDS attached to Cash Security-DISH DBS CORP	3FE	5,000,000	4,946,674	5,000,876	09/05/2014	12/20/2019	CDS SINGLE SWAP CDS (KMI)	(53,326)	(99,124)	25470X-AJ-4	DISH DBS CORP	3FE	5,000,000	5,100,000
APPLIED	DS (KMI) due 12/20/2019, CDS attached to Cash Security-PUGET ENERGY INC	3FE	10,000,000	9,928,416	11,637,113	09/05/2014	12/20/2019	CDS SINGLE SWAP CDS (KMI)	(106,653)	(198,247)	745310-AB-8	PUGET ENERGY INC	2FE	10,035,069	11,835,360
APPLIED	DS (KMI) due 12/20/2019, CDS attached to Cash Security-JARDEN CORP	3FE	10,000,000	9,682,705	10,176,753	09/05/2014	12/20/2019	CDS SINGLE SWAP CDS (KMI)	(106,653)	(198,247)	471109-AE-8	JARDEN CORP	3FE	9,789,358	10,375,000
06051GA#6	BAC 100 06/20/2018 due 06/20/2018, CDS attached to Cash Security-AMERIPRISE FINANCIAL INC	1FE	5,000,000	4,933,297	5,737,861	04/02/2013	06/20/2018	CDS CS4205502 ON BAC 100 06/20/2018	(59,421)	74,496	03076C-AE-6	AMERIPRISE FINANCIAL INC	1FE	4,992,719	5,663,365
191216E#3	KO 100 09/20/2017 due 09/20/2017, CDS attached to Cash Security-TOTAL SYSTEM SERVICES IN	1FE	5,000,000	5,105,362	5,098,762	08/21/2012	09/20/2017	CDS CS3857303 ON KO 100 09/20/2017	70,830	133,907	891906-AA-7	TOTAL SYSTEM SERVICES IN	2FE	5,034,532	4,964,855
216871A*4	CBE-COOPIN 100 09/20/2020 due 09/20/2017, CDS attached to Cash Security-EXXON MOBIL CORP	2FE	5,000,000	5,025,613	5,146,768	06/25/2012	09/20/2017	CDS CS3739535 ON CBE-COOPIN 100 09/20/2020	25,613	51,298	30231G-AC-6	EXXON MOBIL CORP	2FE	5,000,000	5,095,470
292505D#8	DS (ECAON) due 03/20/2019, CDS attached to Cash Security-AMERICA MOVIL SAB DE CV	2FE	5,000,000	5,000,117	5,520,026	12/12/2013	03/20/2019	CDS SINGLE SWAP CDS (ECAON)	19,791	48,476	02364W-AV-7	AMERICA MOVIL SAB DE CV	1FE	4,980,326	5,471,550
416515E#9	HIG 100 06/20/2018 due 06/20/2018, CDS attached to Cash Security-NATIONAL CINEMEDIA LLC	2FE	2,350,000	2,345,850	2,415,172	06/03/2013	06/20/2018	CDS CS4215691 ON HIG 100 06/20/2018	(4,150)	41,672	63530Q-AE-9	NATIONAL CINEMEDIA LLC	3FE	2,350,000	2,373,500
416515E#9	HIG 100 06/20/2018 due 06/20/2018, CDS attached to Cash Security-PERRIGO CO LTD	2FE	2,650,000	2,647,385	2,679,311	06/03/2013	06/20/2018	CDS CS4215691 ON HIG 100 06/20/2018	(4,680)	46,992	714294-AE-5	PERRIGO CO LTD	2FE	2,652,065	2,632,319
416515F*0	HIG 100 09/20/2018 due 09/20/2018, CDS attached to Cash Security-ROCHE HLDGS INC	2FE	10,000,000	10,779,825	11,762,240	05/01/2014	09/20/2018	CDS CS4218240 ON HIG 100 09/20/2018	(15,953)	173,200	771196-AS-1	ROCHE HLDGS INC	1FE	10,795,778	11,589,040
69362BA#9	PEG 100 06/20/2016 due 06/20/2016, CDS attached to Cash Security-RYDER SYSTEM INC	2FE	10,000,000	9,966,432	10,396,389	05/23/2011	06/20/2016	CDS CS3378565 ON PEG 100 06/20/2016	(25,646)	130,059	78355H-JS-9	RYDER SYSTEM INC	2FE	9,992,079	10,266,330
717081C#0	PFE 100 03/20/2017 due 03/20/2017, CDS attached to Cash Security-AETNA INC	1FE	5,000,000	5,017,740	5,090,854	01/06/2012	03/20/2017	CDS CS3529613 ON PFE 100 03/20/2017	14,082	111,129	00817Y-AL-2	AETNA INC	2FE	5,003,658	4,979,725
717081C#0	PFE 100 03/20/2017 due 03/20/2017, CDS attached to Cash Security-OGLETHORPE POWER CORP	1FE	5,000,000	5,384,153	5,861,279	01/06/2012	03/20/2017	CDS CS3529613 ON PFE 100 03/20/2017	14,082	111,129	677050-AE-6	OGLETHORPE POWER CORP	1FE	5,370,071	5,750,150
742718G#0	PG 100 03/20/2017 due 03/20/2017, CDS attached to Cash Security-COCA-COLA CO/THE	1FE	10,000,000	10,087,721	10,060,416	01/26/2012	03/20/2017	CDS CS3537285 ON PG 100 03/20/2017	102,765	220,206	191216-BA-7	COCA-COLA CO/THE	1FE	9,984,956	9,840,210
742718G#0	PG 100 03/20/2017 due 03/20/2017, CDS attached to Cash Security-TIME WARNER INC	1FE	10,000,000	10,082,818	11,253,686	01/26/2012	03/20/2017	CDS CS3537285 ON PG 100 03/20/2017	102,765	220,206	887317-AF-2	TIME WARNER INC	2FE	9,980,052	11,033,480
94106LF#1	WMI 100 03/20/2018 due 03/20/2018, CDS attached to Cash Security-GENZYME CORP-GENL DIVISN	2FE	10,000,000	10,629,759	11,526,083	02/22/2013	03/20/2018	CDS CS4200321 ON WMI 100 03/20/2018	33,231	257,423	372917-AS-3	GENZYME CORP-GENL DIVISN	1FE	10,596,528	11,268,660
963320C#1	DS (WHR) due 03/20/2019, CDS attached to Cash Security-MGM RESORTS INTL	2FE	2,500,000	2,550,848	2,677,438	05/01/2014	03/20/2019	CDS SINGLE SWAP CDS (WHR)	13,771	39,938	552953-CA-7	MGM RESORTS INTL	4FE	2,537,078	2,637,500
963320C#1	DS (WHR) due 03/20/2019, CDS attached to Cash Security-VALEANT PHARMACEUTICALS	2FE	2,500,000	2,513,771	2,633,688	05/01/2014	03/20/2019	CDS SINGLE SWAP CDS (WHR)	13,771	39,938	91911X-AQ-7	VALEANT PHARMACEUTICALS	4FE	2,500,000	2,593,750
963320C#3	DS (WHR) due 03/20/2019, CDS attached to Cash Security-CHESAPEAKE MIDSTREAM PARTNERS	2FE	2,500,000	2,509,205	2,677,438	05/01/2014	03/20/2019	CDS SINGLE SWAP CDS (WHR)	13,771	39,938	16524R-AC-7	CHESAPEAKE MIDSTREAM PARTNERS	3FE	2,495,434	2,637,500
963320C#3	DS (WHR) due 03/20/2019, CDS attached to Cash Security-PVH CORP	2FE	2,500,000	2,457,521	2,483,688	05/01/2014	03/20/2019	CDS SINGLE SWAP CDS (WHR)	13,771	39,938	693656-AA-8	PVH CORP	3FE	2,443,750	2,443,750
65505LA*8	DS (NE) due 12/20/2018, CDS attached to Cash Security-CELGENE CORP	2FE	5,000,000	4,898,263	4,952,256	09/26/2013	12/20/2018	CDS SINGLE SWAP CDS (NE)	(90,180)	(24,419)	151020-AN-4	CELGENE CORP	2FE	4,988,443	4,976,675
9999999 - Totals				126,493,474	134,788,098	XXX	XXX	XXX	(28,420)	1,259,908	XXX	XXX	XXX	126,521,894	133,528,189

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year To Date	
	1 Number of Positions	2 Total Replication (Synthetic Asset) Transactions Statement Value	3 Number of Positions	4 Total Replication (Synthetic Asset) Transactions Statement Value	5 Number of Positions	6 Total Replication (Synthetic Asset) Transactions Statement Value	7 Number of Positions	8 Total Replication (Synthetic Asset) Transactions Statement Value	9 Number of Positions	10 Total Replication (Synthetic Asset) Transactions Statement Value
1. Beginning Inventory	18	108,312,341	19	107,052,385	18	102,326,462			18	108,312,341
2. Add: Opened or Acquired Transactions.....	8	32,508,022	3	15,843,600	5	34,481,670			16	82,833,293
3. Add: Increases in Replication (Synthetic Asset) Transactions Statement Value.....	XXX	1,220	XXX		XXX	9,415	XXX		XXX	10,635
4. Less: Closed or Disposed of Transactions.....	7	33,612,275	4	20,480,221	2	10,188,212			13	64,280,708
5. Less: Positions Disposed of for Failing Effectiveness Criteria.....										
6. Less: Decreases in Replication (Synthetic Asset) Transactions Statement Value	XXX	156,923	XXX	89,301	XXX	135,862	XXX		XXX	382,087
7. Ending Inventory	19	107,052,385	18	102,326,462	21	126,493,474			21	126,493,474

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	(8,305,121)
2.	Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance.....	(3,765,830)
3.	Total (Line 1 plus Line 2)	(12,070,951)
4.	Part D, Section 1, Column 5	1,231,195
5.	Part D, Section 1, Column 6	(13,302,146)
6.	Total (Line 3 minus Line 4 minus Line 5)	
		Fair Value Check
7.	Part A, Section 1, Column 16	(7,016,793)
8.	Part B, Section 1, Column 13	(360,140)
9.	Total (Line 7 plus Line 8)	(7,376,933)
10.	Part D, Section 1, Column 8	2,692,671
11.	Part D, Section 1, Column 9	(10,069,604)
12.	Total (Line 9 minus Line 10 minus Line 11)	
		Potential Exposure Check
13.	Part A, Section 1, Column 21	125,058,584
14.	Part B, Section 1, Column 20	13,275,960
15.	Part D, Section 1, Column 11	138,334,544
16.	Total (Line 13 plus Line 14 minus Line 15)	

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	684,998,069	524,592,432
2. Cost of cash equivalents acquired	35,341,418,262	42,661,531,541
3. Accrual of discount	804,855	1,160,213
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	1,962	7,599
6. Deduct consideration received on disposals	35,227,593,450	42,502,293,716
7. Deduct amortization of premium	13,636	
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)	799,616,063	684,998,069
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	799,616,063	684,998,069

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
Home Office Buildings	Northbrook	..IL	..05/01/1965	VARI OUS .....	.....	.....	.....	.....6,452,915
Allstate Printing and Comm. Warehouse - 1600 S. Wolf Rd.	Wheeling	..IL	..01/01/1967	VARI OUS .....	.....	.....	.....	.....267,683
Office Building - 75 Executive Pkwy	Hudson	..OH	..01/01/1968	VARI OUS .....	.....	.....	.....	.....1,627,208
Office Buildings - Tech-Cor Research Center	Wheeling	..IL	..01/01/1973	VARI OUS .....	.....	.....	.....	.....391,403
Rochelle/Greenfield Data Center	Rochelle	..IL	..11/29/2007	VARI OUS .....	.....	.....	.....	.....3,503
Office Buildings - Texas	Irving	..TX	..05/01/1989	VARI OUS .....	.....	.....	.....	.....472
0199999. Acquired by Purchase								8,743,185
0399999 - Totals								8,743,185

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract"

1	Location		4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/ Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in Book/ Adjusted Carrying Value (11-9-10)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs and Expenses Incurred
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
.....																			
0399999 - Totals																			

SCHEDULE B - PART 2

[illegible]

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

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	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
	2 City	3 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)	13 Total Foreign Exchange Change in Book Value					
123299	GREENSBORO	NC		07/21/2011		324,039		(80)	(80)			(80)	323,960	323,960			
123300	CHICAGO	IL		06/30/2011		97,500							97,500	97,500			
123313	LAKEWOOD	CO		07/07/2011		120,726							120,726	120,726			
123316	PHILADELPHIA	PA		07/26/2011		83,280							83,280	83,280			
123325	CINCINNATI	OH		08/08/2011		61,320							61,320	61,320			
123333	CLEVELAND	OH		09/30/2011		81,903							81,903	81,903			
123346	WINSTON SALEM	NC		10/13/2011		92,771							92,771	92,771			
123351	AUSTIN	TX		11/16/2011		68,115							68,115	68,115			
123358	MAINTVILLE	OH		11/30/2011		37,556							37,556	37,556			
123359	BURLINGAME	CA		11/04/2011		126,024							126,024	126,024			
123370	MARLTON	NJ		02/23/2012		74,803							74,803	74,803			
123371	STOUGHTON	MA		02/03/2012		43,801							43,801	43,801			
0299999. Mortgages with partial repayments						1,211,838		(80)	(80)			(80)	1,211,758	1,211,758			
0599999 - Totals						1,211,838		(80)	(80)			(80)	1,211,758	1,211,758			

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE BA - PART 2

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

1 CUSIP Identification	2 Name or Description	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
		3 City	4 State									
050698-10-5	AUDAX MEZZANINE FUND III, L.P.	Boston	MA	Audax Group		02/14/2011	2		1,009,237		6,859,860	1.750
589888-10-2	MERIT MEZZANINE FUND V	Chicago	IL	MERIT CAPITAL PARTNERS		09/14/2010	2		930,612		8,546,939	7.460
744648-10-2	PRUDENTIAL CAPITAL PARTNERS IV, LP	Chicago	IL	PRUDENTIAL CAPITAL GROUP		12/20/2012	2		1,504,650		17,057,206	2.370
1399999. Joint Venture Interests - Fixed Income - Unaffiliated									3,444,499		32,464,004	XXX
000000-00-0	1903 EQUITY FUND, LP	Boston	MA	Gordon Brothers		11/30/2006	3		5,370		759,398	4.260
000000-00-0	AFFINITY ASIA PACIFIC FUND III	Singapore	SG	AFFINITY EQUITY PARTNERS		01/29/2007	3		59,589		984,208	0.390
000000-00-0	AFFINITY ASIA PACIFIC FUND IV	Singapore	SG	AFFINITY EQUITY PARTNERS		08/16/2013	3		1,995,107		33,401,639	0.990
000000-00-0	APOLLO INVESTMENT FUND VII LP	New York	NY	Apollo Management		01/28/2008	3		80,587		3,429,263	0.210
000000-00-0	ARES CORPORATE OPPORTUNITIES FUND IV	Los Angeles	CA	Ares Management LLC		11/05/2012			4,860,080		19,873,387	0.700
000000-00-0	ASTORG V	Paris	FR	Astorg Partners		12/28/2011	3		3,757,130		5,195,148	1.020
000000-00-0	ATLANTA CO-INVESTMENT II LP	Grand Cayman Islands	KY	BARING PRIVATE EQUITY ASIA		07/11/2014		8,077,457				1.680
000000-00-0	ATLAS CAPITAL RESOURCES I	Greenwich	CT	Atlas Holdings		05/07/2010			919,877		7,965,053	6.030
000000-00-0	AVIGO SME FUND III	Mumbai	IN	Avigo Capital		06/30/2010			685,750		6,488,250	8.790
000000-00-0	AXA SECONDARY FUND V	New York	NY	ARDIAN		12/14/2011			2,508,988		14,564,145	3.700
000000-00-0	AXIOM ASIA PRIVATE CAPITAL FUND II	Singapore	SG	AXIOM ASIA PRIVATE CAPITAL		12/22/2011			602,550		2,276,890	1.080
000000-00-0	AXXON BRAZIL PRIVATE EQUITY FUND II	Rio de Janeiro	BR	Axxon Group		12/22/2011	3		931,243		8,114,760	16.300
000000-00-0	BALFOUR BEATTY INFRASTRUCTURE PARTNERS (LP)	St Peter Port	GG	BALFOUR BEATTY INFRASTRUCTURE PARTNERS		03/14/2013	3		4,086,713		17,750,505	4.050
000000-00-0	BARING ASIA PRIVATE EQUITY FUND V	Central	HK	BARING PRIVATE EQUITY ASIA		12/01/2010			2,483,359		8,006,735	0.850
000000-00-0	BEHRMAN CAPITAL PEP L.P./CRAZY HORSE	New York	NY	Behrman Capital		08/23/2012	3		1,086,233		1,181,906	1.120
000000-00-0	BLACKSTONE CAPITAL PARTNERS V, LP	New York	NY	Blackstone Group		01/30/2006	3		10,025		617,352	0.040
000000-00-0	BLACKSTONE CAPITAL PTR V-ADD ON	New York	NY	Blackstone Group		04/18/2007	3		6,201		507,639	0.020
000000-00-0	BRAZOS EQUITY FUND II	Dallas	TX	Brazos Partners		03/17/2006	3		184,277		1,026,606	5.100
000000-00-0	CALERA CAPITAL PARTNERS IV	San Francisco	CA	Calera Capital		12/22/2011	3		1,537,209		1,515,046	1.540
131398-10-6	CALTUS PARTNERS III	Los Angeles	CA	Caltius Capital		09/03/2004	2		633			1.300
000000-00-0	COMP CAPITAL INVESTORS III LP	New York	NY	COMP CAPITAL ADVISORS		01/17/2014	3		1,797,261		10,793,182	0.360
000000-00-0	CMP GERMAN OPPORTUNITY FUND II	Luxembourg	LU	CMP CAPITAL MANAGEMENT-PARTNERS		12/22/2011			1,275,350		7,068,634	6.440
000000-00-0	CYPRUM INVESTORS IV LP	Cleveland	OH	CYPRUM IV MANAGEMENT LLC		12/30/2013	2		2,375,017		18,165,081	6.890
000000-00-0	ELEVATION PARTNERS, LP	Menlo Park	CA	Elevation Associates		12/13/2004	3		15,987			0.810
000000-00-0	ENERVEST ENERGY INSTITUTIONAL FUND XIII-A LP	HOUSTON	TX	ENERVEST MANAGEMENT PARTNERS		04/24/2013	3		3,499,977		3,645,787	1.540
000000-00-0	EQT V FUND	St Peter Port	GG	EQT		12/01/2006	3		324,031		494,907	0.160
000000-00-0	EQUISTONE PARTNERS EUROPEAN FUND IV	London	GB	Barclays		02/20/2012	3		1,516,658		9,671,717	2.250
000000-00-0	ETHOS PE FUND V	Johannesburg	ZA	Ethos Equity Ltd.		09/30/2008	3		1,045,365		2,702,415	5.120
000000-00-0	EXCELLERE CAPITAL FUND II	Denver	CO	EXCELLERE PARTNERS, LLC		10/03/2011	3		1,520,042		12,165,037	3.600
000000-00-0	FIMI OPPORTUNITY FUND V	Tel-Aviv	IL	FIMI Opportunity LTD		08/15/2012	3		1,660,204		17,921,237	7.040
000000-00-0	FRANCISCO PARTNERS III, LP	San Francisco	CA	Francisco Partners		12/22/2011	3		156,836		5,335,000	1.120
000000-00-0	GLOBAL PRIVATE EQUITY III	Boston	MA	Advent Group		03/19/1997	3		112,989			2.300
60115*-10-5	GLOBAL PRIVATE EQUITY VI	Boston	MA	Advent Group		07/07/2008	3		39,450		631,200	0.510
000000-00-0	GTCR FUND X	Chicago	IL	GTCR		07/18/2011	3		436,625		10,357,243	1.730
000000-00-0	GTCR FUND XI LP	CHICAGO	IL	GTCR		09/02/2014	3	2,624,500			33,575,500	1.110
000000-00-0	HARBOURVEST VENTURE FUND VII	Boston	MA	HarbourVest Partners		11/12/2003			20,000		130,000	0.200
000000-00-0	HIGHSTAR CAPITAL II	New York	NY	Highstar Capital		05/24/2004	3		79,812		296,696	4.920
000000-00-0	HIGHSTAR CAPITAL III	New York	NY	Highstar Capital		05/25/2007	3		100,790		738,466	1.230
000000-00-0	HIGHSTAR CAPITAL IV	New York	NY	Highstar Capital		10/03/2011	3		2,236,501		38,991,250	9.140
000000-00-0	HURON FUND III LP	Detroit	MI	HURON CAPITAL PARTNERS		05/31/2009	3		144,857		1,654,157	2.230
000000-00-0	INSIGHT VENTURE PARTNERS FUND VIII LP	New York	NY	INSIGHT VENTURE PARTNERS		07/10/2013			2,988,400		4,892,300	0.940
000000-00-0	JADE CHINA VALUE PARTNERS II, LP	Shanghai	CN	Jade Invest		07/12/2012			994,300		9,268,180	13.050
000000-00-0	JUADING CHINA GROWTH FUND II	Grand Cayman Islands	KY	JUADING DINGFENG GP, LP		05/01/2014			2,439,743		22,781,517	12.790
000000-00-0	KAINOS CAPITAL PARTNERS LP	Dallas	TX	Kainos Capital		05/10/2013	3		1,218,790		8,597,760	2.530
000000-00-0	KAINOS CAPITAL PARTNERS, MSG SAV LP	Dallas	TX	Kainos Capital		04/08/2013	3		13,837		155,486	2.430
000000-00-0	KAINOS CAPITAL PARTNERS, UNITEK SAV LP	Dallas	TX	Kainos Capital		04/08/2013	3		3,001		4,857	2.440
000000-00-0	LEEDS WELD EQUITY PARTNERS IV	New York	NY	LEEDS WELD ASSOCIATES		07/21/2004	3		16,272			3.250
000000-00-0	LINCOLNSHIRE EQUITY PARTNERS III, LP	New York	NY	LINCOLNSHIRE PARTNERS		10/01/2004	3		21,025		510,180	2.400
000000-00-0	LINCOLNSHIRE EQUITY PARTNERS IV LP	New York	NY	LINCOLNSHIRE PARTNERS		12/22/2011	3		71,856		2,807,648	1.450
000000-00-0	LITTLEJOHN FUND IV	Greenwich	CT	Littlejohn & Co.		06/18/2010			2,042,018		2,158,389	2.400
000000-00-0	MATLIN PATTERSON GLOBAL OPP FUND III LP	New York	NY	MATLINPATTERSON GLOBAL ADVISORS LLC		07/30/2007			137,700		896,142	0.830
000000-00-0	MBK PARTNERS FUND III	Central	HK	MBK Partners		04/17/2013			152,184		11,500,502	0.570
000000-00-0	MORGAN STANLEY PRIVATE EQUITY ASIA IV, LP	New York	NY	MORGAN STANLEY PRIVATE EQUITY ASIA IV		03/18/2013			541,079		1,870,811	0.170
000000-00-0	MSPE IV VISION INVESTORS LP	NEW YORK	NY	MORGAN STANLEY PRIVATE EQUITY ASIA IV, L		08/06/2014		700,000				1.120
000000-00-0	NATURAL GAS PARTNERS IX	Irving	TX	Natural Gas Partners		12/22/2011	3		3,700		361,051	0.190
000000-00-0	NATURAL GAS PARTNERS X	Irving	TX	Natural Gas Partners		06/04/2012	3		1,587,914		8,476,918	0.700
000000-00-0	NB CROSSROADS FUND XVII	Dallas	TX	NB ALTERNATIVE ADVISORS LLC		06/27/2005			19,452		2,018,832	14.060
000000-00-0	OAK HILL CAPITAL PARTNERS III	Stamford	CT	Oak Hill Partners		12/22/2011	3		1,709,523		1,632,528	0.410
000000-00-0	ODYSSEY INVESTMENT PARTNERS FUND III, LP	New York	NY	Odyssey Partners		08/27/2004	3		18,709			2.160

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE BA - PART 2

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

1 CUSIP Identification	2 Name or Description	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
		3 City	4 State									
000000-00-0	ODYSSEY INVESTMENT PARTNERS FUND IV LP	New York	.NY	Odyssey Partners		12/10/2008	3		35,147		3,269,812	0.680
000000-00-0	ODYSSEY INVESTMENT PARTNERS V LP	New York	.NY	ODYSSEY PARTNERS		07/07/2014	3	103,184			16,796,816	0.850
000000-00-0	ONCAP III	Toronto	.CA	ONCAP INVESTMENT PARTNERS III LP		07/08/2011		170,648			9,625,944	2.080
000000-00-0	PATRIA - BRAZILIAN PRIVATE EQUITY FUND IV, LP	Sao Paulo	.BR	Patria Investimentos		08/29/2011		2,462,821			18,753,913	2.330
000000-00-0	PATRIA-BRAZILIAN PRIVATE EQUITY FUND III LP	Sao Paulo	.BR	Patria Investimentos		10/16/2008		35,483			1,583,087	1.180
707148-10-8	PENINSULA FUND V	Detroit	.MI	Peninsula Partners		12/22/2011	2	990,000			6,436,000	5.140
000000-00-0	PLATINUM EQUITY CAPITAL PARTNERS III, L.P.	Beverly Hills	.CA	PLATINUM EQUITY PARTNERS III, LLC		08/05/2013		977,966			25,359,355	0.990
000000-00-0	PROVIDENCE EQUITY PARTNERS VI	Providence	.RI	PROVIDENCE EQUITY PARTNERS		09/30/2008	3	327,361			1,201,530	0.120
74459*-10-1	PRUDENTIAL CAPITAL PARTNERS II, LP	Chicago	.IL	PRUDENTIAL CAPITAL GROUP		04/28/2005	2	10,132			763,963	1.290
000000-00-0	QUADRANGLE CAPITAL PARTNERS II, LP	New York	.NY	Quadrangle Group		02/28/2006	3	374,798			1,576,225	0.880
000000-00-0	SAIF PARTNERS IV	Central	.HK	SAIF Partners		08/27/2010		1,290,100			1,992,779	1.410
000000-00-0	SANKATY CREDIT OPPORTUNITIES V-A LP	Boston	.MA	Sankaty Advisors		10/17/2012		978,000			7,661,000	1.190
000000-00-0	SEGULAH IV, LP	Stockholm	.SE	Segulah Advisor		04/28/2008	3	802,476			1,992,528	1.000
000000-00-0	SENTINEL CAPITAL PARTNERS IV LP	New York	.NY	Sentinel Partners		12/28/2011	3	770,430			145,004	1.900
000000-00-0	SILVER LAKE PARTNERS IV, LP	MENLO PARK	.CA	SILVER LAKE PARTNERS		10/22/2013	3	556,652			29,623,044	0.350
000000-00-0	SK CAPITAL PARTNERS III LP	New York	.NY	SK Capital Partners		08/26/2011	3	90,042			7,843,211	4.580
000000-00-0	STERLING CAPITAL PARTNERS III	Westport	.CT	Sterling Partners		09/30/2008		179,256			264,652	1.010
000000-00-0	TPG V	Fort Worth	.TX	TPG Capital		06/27/2006	3	45,876			1,711,606	0.100
000000-00-0	TPG VI	Fort Worth	.TX	TPG Capital		12/22/2011	3	512,732			2,522,540	0.090
000000-00-0	TRIDENT V	Greenwich	.CT	Stone Point Capital		12/20/2010	3	2,723,807			3,646,689	1.280
000000-00-0	TRIDENT VI LP	GREENWICH	.CT	STONE POINT CAPITAL		09/12/2014	3	117,264			23,982,736	0.570
000000-00-0	TRILANTIC CAPITAL PARTNERS IV, LP	New York	.NY	TRILANTIC CAPITAL PARTNERS		10/22/2007	3	35,550			982,061	0.470
000000-00-0	TRILANTIC CAPITAL PARTNERS V LP	New York	.NY	TRILANTIC CAPITAL PARTNERS		05/01/2013	3	505,132			3,503,641	0.250
000000-00-0	VICTORIA SOUTH AMERICAN PARTNERS II LP	Buenos Aires	.AR	VICTORIA CAPITAL PARTNERS		03/28/2012	3	493,327			9,980,102	1.760
000000-00-0	VISTA EQUITY PARTNERS FUND III LP	San Francisco	.CA	VISTA EQUITY PARTNERS		11/04/2008	3	3,235			697,019	1.220
000000-00-0	VISTA EQUITY PARTNERS FUND IV LP	San Francisco	.CA	VISTA EQUITY PARTNERS		10/14/2011	3	330,777			5,422,326	1.590
000000-00-0	WAYZATA OPPORTUNITIES FUND III, LP	Wayzata	.MN	Wayzata Partners		05/24/2013		240,700			25,740,400	1.120
1599999. Joint Venture Interests - Common Stock - Unaffiliated								11,622,404	73,080,616		599,006,522	XXX
000000-00-0	GCM GROSVENOR - ALLSTATE INSURANCE COMPANY LP	NEW YORK	.NY	DLJ FUND PARTNERS III LP		11/14/2013			1,426,834		94,904,007	99.010
1699999. Joint Venture Interests - Common Stock - Affiliated									1,426,834		94,904,007	XXX
000000-00-0	BEACON CAPITAL STRATEGIC PARTNERS V, LP	Boston	.MA	BEACON CAPITAL PARTNERS		09/30/2008		960,000			1,200,000	0.590
000000-00-0	BEACON CAPITAL STRATEGIC PARTNERS VI	Boston	.MA	BEACON CAPITAL PARTNERS		02/15/2011		1,155,000			6,300,000	0.830
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS EUROPE III	New York	.NY	Blackstone Group		03/31/2009		63,247			3,413,407	0.550
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS IV	New York	.NY	Blackstone Group		10/22/2003		576				0.880
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS VI LP	New York	.NY	Blackstone Group		09/30/2008		88,405			1,647,095	0.280
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS VII	New York	.NY	Blackstone Group		12/12/2011		3,976,457			14,790,652	0.380
000000-00-0	BRAZILIAN CAPITAL REAL ESTATE DEVELOPMENT FUND II	Sao Paulo	.BR	Brazilian Capital		12/22/2011		322,705			696,050	30.000
000000-00-0	CBRE STRATEGIC PTR US OPP V LP	Los Angeles	.CA	CB Richard Ellis		12/11/2007		84,276			2,420,636	3.530
000000-00-0	CENTRO U.S. RETAIL PORTFOLIO CO-INVESTMENT	New York	.NY	Blackstone Group		06/24/2011		334,367			15,067,907	24.060
000000-00-0	DRA GROWTH & INCOME IV	New York	.NY	DRA Advisors		05/29/2003		734				2.720
000000-00-0	HEMISFERIO SUL INVESTIMENTOS FUND IV LP	Sao Paulo	.BR	HEMISFERIO SUL INVESTIMENTOS		04/27/2012		1,194,704			18,902,838	4.660
000000-00-0	IMPACT PCOP IV LLC	San Francisco	.CA	IMPACT COMMUNITY CAPITAL		10/18/2006		9,685			40,355	7.150
000000-00-0	KEYSTONE INDUSTRIAL FUND, LP	New York	.NY	KTR CAPITAL PARTNERS		12/31/2008		26,143				2.610
000000-00-0	LANDMARK REAL ESTATE PARTNERS FUND VI	Simsbury	.CT	LANDMARK PARTNERS		12/22/2011		1,839,268			8,776,453	6.610
000000-00-0	LONE STAR REAL ESTATE FUND III LP	DALLAS	.TX	LONE STAR FUNDS		05/20/2014		955,829			24,933,589	1.010
000000-00-0	MORGAN STANLEY REAL ESTATE FUND IV- U.S.	New York	.NY	MORGAN STANLEY REAL ESTATE GROUP		11/06/2002		791				1.550
000000-00-0	MORGAN STANLEY REAL ESTATE FUND V - U.S	New York	.NY	MORGAN STANLEY REAL ESTATE GROUP		10/10/2006		2,721				1.330
000000-00-0	MORGAN STANLEY REAL ESTATE FUND VII GLOBAL	New York	.NY	MORGAN STANLEY REAL ESTATE GROUP		07/22/2009		65,853			2,626,280	0.540
000000-00-0	MORGAN STANLEY REAL ESTATE FUND VI-INTL	New York	.NY	MORGAN STANLEY REAL ESTATE GROUP		07/30/2007		7,155				0.130
000000-00-0	O'CONNOR NORTH AMERICAN PROPERTIES	New York	.NY	O'Connor Group		09/30/2008		66,953				2.650
000000-00-0	PARTNERS GROUP REAL ESTATE SECONDARY 2009 (USD) A, LP	St Peter Port	.GG	Partners Group		07/15/2011		235,462			8,725,571	11.770
000000-00-0	PATRIA BRAZIL REAL ESTATE FUND II	Sao Paulo	.BR	Patria Investimentos		12/22/2011		71,422			17,283,617	9.850
000000-00-0	PROSPERITAS REAL ESTATE PARTNERS III	Sao Paulo	.BR	PROSPERITAS INVESTIMENTOS S.A.		12/22/2011		191,503			724,524	1.960
000000-00-0	ROCKPOINT REAL ESTATE FUND II, LP	Boston	.MA	Rockpoint Group		10/31/2006		11,960				1.060
000000-00-0	ROCKPOINT REAL ESTATE FUND III LP	Boston	.MA	Rockpoint Group		09/30/2008		18,454			2,035,759	0.950
000000-00-0	ROCKWOOD CAPITAL REAL ESTATE PARTNERS VII	White Plains	.NY	Rockwood Capital		10/19/2006		2,229				2.320
000000-00-0	SILVERPEAK LEGACY PARTNERS II LP	New York	.NY	SILVERPEAK REAL ESTATE PARTNERS		08/26/2005		23,951				0.480
000000-00-0	STARWOOD CAPITAL HOSPITALITY FUND II	Greenwich	.CT	Starwood Capital		12/22/2011		561,600			2,371,200	2.650
000000-00-0	STARWOOD OPPORTUNITY FUND VII, LP	Greenwich	.CT	Starwood Capital		01/10/2006		846				2.410
000000-00-0	WESTBROOK REAL ESTATE FUND VII	New York	.NY	Westbrook Partners		12/03/2007		38,411				1.540
000000-00-0	WESTBROOK REAL ESTATE FUND VIII	New York	.NY	Westbrook Partners		12/22/2011		55,440			2,069,069	1.050
1799999. Joint Venture Interests - Real Estate - Unaffiliated									12,366,148		134,025,001	XXX

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE BA - PART 2

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

1 CUSIP Identification	2 Name or Description	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
		3 City	4 State									
000000-00-0	NEW LOST RABBIT, LLC	Jacksonville	MS	Internal Transfer		08/22/2014		4,087,500				100.000
1899999. Joint Venture Interests - Real Estate - Affiliated								4,087,500				XXX
4499999. Total - Unaffiliated								11,622,404	88,891,263		765,495,528	XXX
4599999. Total - Affiliated								4,087,500	1,426,834		94,904,007	XXX
4699999 - Totals								15,709,904	90,318,097		860,399,534	XXX

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 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						
40450#-AA-5	HD SUPPLY HUGHES MIAMI CTL	MIAMI	FL	DIRECT	01/01/2008	09/10/2014	38,443							38,443	38,443				
0999999. Fixed or Variable Rate - Mortgage Loans - Unaffiliated														38,443	38,443				
05069#-10-5	AUDAX MEZZANINE FUND III, L.P.	Boston	MA	Audax Group	02/14/2011	07/11/2014	365,903							365,903	365,903				
74464#-10-2	PRUDENTIAL CAPITAL PARTNERS IV, LP	Chicago	IL	PRUDENTIAL CAPITAL GROUP	12/20/2012	07/11/2014	168,172							168,172	168,172				
1399999. Joint Venture Interests - Fixed Income - Unaffiliated														534,074	534,074				
000000-00-0	ACTIS EMERGING MARKETS 3 LP	London	GB	Actis Capital	01/02/2008	09/25/2014	236,655							236,655	236,655				
000000-00-0	AFFINITY ASIA PACIFIC FUND III	Singapore	SG	AFFINITY EQUITY PARTNERS	01/29/2007	08/21/2014	106,467							106,467	106,467				
000000-00-0	ARCLIGHT ENERGY PARTNERS V LP	Boston	MA	ArcLight Partners	12/01/2011	08/06/2014	3,418,532							3,418,532	3,418,532				
000000-00-0	ASTORG V	Paris	FR	Astorg Partners	12/28/2011	09/30/2014								(24,764)		(24,764)			
000000-00-0	ATLAS CAPITAL RESOURCES I	Greenwich	CT	Atlas Holdings	05/07/2010	08/14/2014	85,756							85,756	85,756				
000000-00-0	AVENUE ASIA SPECIAL SITUATION IV, LP	New York	NY	Avenue Capital Group	07/20/2006	06/30/2014								(19,939)		(19,939)			
000000-00-0	AXA SECONDARY FUND V	New York	NY	ARDIAN	12/14/2011	09/30/2014	1,957,076							1,957,076	1,957,076				
000000-00-0	AXIOM ASIA PRIVATE CAPITAL FUND II	Singapore	SG	AXIOM ASIA PRIVATE CAPITAL	12/22/2011	07/07/2014	177,767							177,767	177,767				
000000-00-0	AXXON BRAZIL PRIVATE EQUITY FUND II	Rio de Janeiro	BR	Axxon Group	12/22/2011	08/21/2014	151,232							151,232	151,232				
000000-00-0	B IV Capital Partners LP	Waltham	MA	DOJ Capital Mgmt	03/28/2003	06/30/2014								(3,527)		(3,527)	(3,527)	(3,527)	
000000-00-0	BALFOUR BEATTY INFRASTRUCTURE PARTNERS (LP)	St Peter Port	GG	BALFOUR BEATTY INFRASTRUCTURE PARTNERS	03/14/2013	08/12/2014	710,782							710,782	710,782				
000000-00-0	BEHRMAN CAPITAL PEP L.P./CRAZY HORSE	New York	NY	Behrman Capital	08/23/2012	08/21/2014	106,496							106,496	106,496				
000000-00-0	BIRCH HILL EQUITY PARTNERS III, LP	Toronto	CA	BIRCH HILL EQUITY PARTNERS	05/01/2009	06/30/2014								(99,536)		(99,536)	(99,536)	(99,536)	
000000-00-0	BLACKSTONE CAPITAL PTR V-ADD ON	New York	NY	Blackstone Group	04/18/2007	09/11/2014	365,363							365,363	365,363				
000000-00-0	BRAZOS EQUITY FUND II	Dallas	TX	Brazos Partners	03/17/2006	09/24/2014	331,287							331,287	331,287				
1313#-10-6	CALTUS PARTNERS III	Los Angeles	CA	Calltus Capital	09/03/2004	09/04/2014	58,218							58,218	58,218				
000000-00-0	COMP CAPITAL INVESTORS III LP	New York	NY	COMP CAPITAL ADVISORS	01/17/2014	09/30/2014								1,545,341	1,545,341				
15672#-11-1	CERBERUS INSTITUTIONAL PARTNERS LP (SERIES FOUR)	New York	NY	CERBERUS CAPITAL MANAGEMENT LP	03/07/2007	07/10/2014	5,473,845	(2,072,736)				(2,072,736)		3,401,109	5,457,079		2,055,971	2,055,971	16,765
000000-00-0	CMF GERMAN OPPORTUNITY FUND II	Luxembourg	LU	CMF CAPITAL MANAGEMENT-PARTNERS	12/22/2011	09/10/2014	84,272							84,272	78,698	(5,574)		(5,574)	
000000-00-0	CYPRUM INVESTORS IV LP	Cleveland	OH	CYPRUM IV MANAGEMENT LLC	12/30/2013	07/16/2014	46,098							46,098	46,098				
000000-00-0	DOUGHTY HANSON & CO V	London	GB	DOUGHTY HANSON & COMPANY	05/04/2007	06/30/2014									(64,018)		(64,018)	(64,018)	
000000-00-0	EDGESTONE CANADIAN CAPITAL EQUITY FUND III, LP	Toronto	CA	EDGESTONE CAPITAL PARTNERS	04/18/2006	06/30/2014									(14,081)		(14,081)	(14,081)	
000000-00-0	EDGESTONE CAPITAL EQUITY FUND III, LP	Toronto	CA	EDGESTONE CAPITAL PARTNERS	04/18/2006	06/30/2014									(15,310)		(15,310)	(15,310)	
2926#-10-3	EIG ENERGY FUND XV	HOUSTON	TX	EIG ALTERNATIVE INVESTMENTS	03/07/2011	08/08/2014	1,546,586							1,546,586	1,546,586				
000000-00-0	ELEVATION PARTNERS, LP	Menlo Park	CA	Elevation Associates	12/13/2004	09/30/2014	1,503,885	(4,082,697)		(66,972)		(4,015,725)		(2,511,840)	(70,545)		2,441,295	2,441,295	1,641,402
000000-00-0	ENERVEST ENERGY INSTITUTIONAL FUND XIII-A LP	HOUSTON	TX	ENERVEST MANAGEMENT PARTNERS	04/24/2013	09/30/2014	49,337							49,337	49,337				
000000-00-0	EQT V FUND	St Peter Port	GG	EQT	12/01/2006	08/12/2014	30,780							30,780	25,349	(5,431)		(5,431)	

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE BA - PART 3

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

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/ Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book/ Adjusted Carrying Value (9+10-11+12)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
000000-00-0	EQUISTONE PARTNERS EUROPEAN FUND IV	London	GB	Barclays	02/20/2012	09/30/2014									(7,592)	(7,592)		(7,592)	
000000-00-0	ETHOS PE FUND V	Johannesburg	ZA	Ethos Equity Ltd.	09/30/2008	09/30/2014	1,455,399							1,455,399	1,455,399				
000000-00-0	EXCELLERE CAPITAL FUND LP	Denver	CO	EXCELLERE PARTNERS, LLC	03/27/2007	08/13/2014	210,393							210,393	210,393				
000000-00-0	FITNESS CAPITAL PARTNERS LP	PALM BEACH	FL	FITNESS CAPITAL PARTNERS LP	05/28/2014	07/07/2014								43,333	43,333				
000000-00-0	FORTELIUS SPECIAL SITUATIONS FUND LTD	London	GB	FORTELIUS CAPITAL MANAGEMENT	04/01/2013	06/30/2014	168,421							168,421	146,006		(22,414)	(22,414)	
000000-00-0	FRANCISCO PARTNERS III, LP	San Francisco	CA	Francisco Partners	12/22/2011	07/17/2014	730,326							730,326	730,326				
000000-00-0	GLOBAL PRIVATE EQUITY III	Boston	MA	Advent Group	03/19/1997	09/11/2014	711,053							711,053	711,053				
000000-00-0	GTCR FUND X	Chicago	IL	GTCR	07/18/2011	09/26/2014	1,674,063							1,674,063	1,674,063				
000000-00-0	HARBOURVEST BUYOUT FUND VII	Boston	MA	HarbourVest Partners	11/12/2003	09/26/2014	81,705							81,705	81,705				
000000-00-0	HARBOURVEST STRUCTURED SOLUTIONS II L.P.	Boston	MA	HarbourVest Partners	12/31/2012	09/30/2014	672,960							672,960	672,960				
000000-00-0	HARBOURVEST VENTURE FUND VII	Boston	MA	HarbourVest Partners	11/12/2003	09/30/2014	99,359							99,359	99,359				
000000-00-0	HIGHSTAR CAPITAL III	New York	NY	Highstar Capital	05/25/2007	09/26/2014	110,112							110,112	110,112				
000000-00-0	HIGHSTAR CAPITAL IV	New York	NY	Highstar Capital	10/03/2011	09/30/2014	262,583							262,583	262,583				
000000-00-0	INVESTCORP INTERLACHEN MULTI-STRATEGY FUND LIMITED	Minneapolis	MN	INTERLACHEN CAPITAL GROUP LP	04/01/2013	08/28/2014	238,907							238,907	308,582		69,674	69,674	
000000-00-0	JADE CHINA VALUE PARTNERS II, LP	Shanghai	CN	Jade Invest	07/12/2012	08/25/2014	371,153							371,153	371,153				
000000-00-0	KRG CAPITAL FUND III, LP	Denver	CO	KRG Capital Partners	09/30/2008	06/30/2014									(27,186)		(27,186)	(27,186)	
000000-00-0	KRG CAPITAL FUND IV, LP	Denver	CO	KRG Capital Partners	01/04/2008	06/30/2014									(84,479)		(84,479)	(84,479)	
000000-00-0	LANDMARK EQUITY PARTNERS XI	Simsbury	CT	LANDMARK PARTNERS	07/01/2003	09/19/2014	104,661							104,661	104,661				
000000-00-0	LANDMARK EQUITY PARTNERS XII, LP	Simsbury	CT	LANDMARK PARTNERS	12/13/2004	09/19/2014	337,840							337,840	337,840				
000000-00-0	LEEDS WELD EQUITY PARTNERS IV	New York	NY	LEEDS WELD ASSOCIATES	07/21/2004	07/08/2014	5,234,796							5,234,796	5,234,796				
000000-00-0	LINCOLNSHIRE EQUITY PARTNERS IV LP	New York	NY	LINCOLNSHIRE PARTNERS	12/22/2011	08/04/2014	895,476							895,476	895,476				
000000-00-0	LINDSAY GOLDBERG & BESSEMER II	New York	NY	GOLDBERG LINDSAY & CO.	08/17/2006	08/20/2014	1,398,138							1,398,138	1,398,138				
58988#-10-0	MERIT MEZZANINE FUND IV	Chicago	IL	MERIT CAPITAL PARTNERS	01/13/2005	07/11/2014	346							346	346				
000000-00-0	MONITOR CLIPPER EQUITY PARTNERS II	Cambridge	MA	Monitor Clipper	12/05/2003	06/30/2014									(39,870)		(39,870)	(39,870)	
000000-00-0	MORGAN STANLEY PRIVATE EQUITY ASIA IV, LP	New York	NY	MORGAN STANLEY PRIVATE EQUITY ASIA IV	03/18/2013	09/12/2014	221,985							221,985	221,985				
000000-00-0	NATURAL GAS PARTNERS X	Irving	TX	Natural Gas Partners	06/04/2012	09/30/2014	13,061							13,061	13,061				
000000-00-0	NB CROSSROADS FUND XVII	Dallas	TX	NB ALTERNATIVE ADVISORS LLC	06/27/2005	07/24/2014	239,452							239,452	239,452				
000000-00-0	NEW VERNON INDIA FUND, LP	Jersey City	NJ	NEW VERNON MGMT	10/26/2007	07/22/2014	7	(2)				(2)		5	28		23	23	
000000-00-0	OAK HILL CAPITAL PARTNERS III, LP	Stamford	CT	Oak Hill Partners	12/28/2004	06/30/2014								(58,933)	(58,933)		(58,933)	(58,933)	
000000-00-0	OAK HILL CAPITAL PARTNERS III	Stamford	CT	Oak Hill Partners	12/22/2011	09/10/2014	1,164,570							1,164,570	1,164,570				
000000-00-0	OAK HILL SPECIAL OPPORTUNITY FUND	Stamford	CT	Oak Hill Partners	09/30/2008	06/30/2014								(18,860)	(18,860)		(18,860)	(18,860)	
000000-00-0	ONCAP III	Toronto	CA	ONCAP INVESTMENT PARTNERS III LP	07/08/2011	09/30/2014									(2,978)	(2,978)		(2,978)	
000000-00-0	PARTNERS GROUP EUROPEAN BUYOUT 2005 (B)	St Peter Port	GG	Partners Group	06/27/2006	09/29/2014	695,761							695,761	644,129	(51,632)		(51,632)	
000000-00-0	PATRIA-BRAZILIAN PRIVATE EQUITY FUND III LP	Sao Paulo	BR	Patria Investimentos	10/16/2008	07/16/2014	12,920							12,920	12,920				
000000-00-0	PLATINUM EQUITY CAPITAL PARTNERS III, L.P.	Beverly Hills	CA	PLATINUM EQUITY PARTNERS III, LLC	08/05/2013	08/28/2014	1,523,659							1,523,659	1,523,659				
74459*-10-1	PRUDENTIAL CAPITAL PARTNERS II, LP	Chicago	IL	PRUDENTIAL CAPITAL GROUP	04/28/2005	09/03/2014	340,701							340,701	340,701				
000000-00-0	SAIF PARTNERS IV	Central	HK	SAIF Partners	08/27/2010	07/22/2014	252,518							252,518	252,518				
000000-00-0	SEGULAH IV, LP	Stockholm	SE	Segulah Advisor	04/28/2008	07/07/2014	483,863							483,863	468,785	(15,078)		(15,078)	
000000-00-0	SILVER LAKE PARTNERS IV, LP	MENLO PARK	CA	SILVER LAKE PARTNERS	10/22/2013	07/03/2014	34,830							34,830	34,830				
000000-00-0	SK CAPITAL PARTNERS III LP	New York	NY	SK Capital Partners	08/26/2011	07/18/2014	511,908							511,908	511,908				
000000-00-0	STEELRIVER LDC INVESTMENTS LP	SAN FRANCISCO	CA	STEELRIVER INFRASTRUCTURE PARTNERS	12/11/2013	09/23/2014	174,187							174,187	174,187				
000000-00-0	STERLING CAPITAL PARTNERS III, LP	Westport	CT	Sterling Partners	09/30/2008	08/21/2014	534,487							534,487	534,487				
000000-00-0	STERLING CAPITAL PARTNERS III	Westport	CT	Sterling Partners	09/30/2008	08/21/2014	811,141							811,141	811,141				
000000-00-0	STRATEGIC VALUE RESTRUCTURING FUND, LTD	Greenwich	CT	STRATEGIC VALUE PARTNERS	04/01/2013	08/28/2014	63,427							63,427					
000000-00-0	SUMMER STREET CAPITAL II LP	Buffalo	NY	SUMMER STREET CAPITAL PARTNERS	05/01/2007	06/30/2014									(62,064)		(62,064)	(62,064)	
000000-00-0	SYCAMORE PARTNERS, LP	New York	NY	SYCAMORE PARTNERS	07/10/2012	09/10/2014	1,789,390							1,789,390	1,789,390				
000000-00-0	TENASKA POWER FUND II LP	Omaha	NE	Tenaska, Inc.	09/30/2008	06/30/2014								(33,859)			(33,859)	(33,859)	
000000-00-0	TENASKA POWER FUND, LP	Omaha	NE	Tenaska, Inc.	03/25/2005	06/30/2014								(21,640)			(21,640)	(21,640)	
000000-00-0	TERRA FIRMA CAPITAL PARTNERS III	St Martin's	GG	Terra Firma	11/02/2006	06/30/2014								(107,696)	(24,948)		(82,747)	(107,696)	
000000-00-0	TPF GENCO CO-INVESTMENT FUND LP	Omaha	NE	Tenaska, Inc.	09/30/2008	06/30/2014								(42,987)			(42,987)	(42,987)	
000000-00-0	TPG IV	Fort Worth	TX	TPG Capital	12/09/2003	06/30/2014									(27,671)		(27,671)	(27,671)	
000000-00-0	TPG VI	Fort Worth	TX	TPG Capital	12/22/2011	09/26/2014	210,494							210,494	210,494				
000000-00-0	TRIDENT V	Greenwich	CT	Stone Point Capital	12/20/2010	09/29/2014	1,322,640							1,322,640	1,322,640				
000000-00-0	TRILANTIC CAPITAL PARTNERS IV, LP	New York	NY	TRILANTIC CAPITAL PARTNERS	10/22/2007	09/23/2014	408,352							408,352	408,352				
000000-00-0	VICTORIA SOUTH AMERICAN PARTNERS II LP	Buenos Aires	AR	VICTORIA CAPITAL PARTNERS	03/28/2012	07/03/2014	447,565							447,565	447,565				

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE BA - PART 3

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

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/ Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in Book/ Adjusted Carrying Value (9+10-11+12)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value Less Encumbrances on Disposal	Consid-eration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Invest-ment Income
000000-00-0	VISTA EQUITY PARTNERS FUND IV LP	San Francisco	CA	VISTA EQUITY PARTNERS	10/14/2011	09/08/2014	2,328,656							2,328,656	2,328,656				
000000-00-0	WAYZATA OPPORTUNITIES FUND III, LP	Wayzata	MN	Wayzata Partners	05/24/2013	07/25/2014	536,500							536,500	536,500				
000000-00-0	WCAS XI	New York	NY	WELSH CARSON ANDERSON & STOWIE	02/13/2009	09/30/2014	74,405							74,405	74,405				
1599999. Joint Venture Interests - Common Stock - Unaffiliated							45,394,606	(6,155,434)		(66,972)		(6,088,462)		40,894,818	44,584,662	(137,999)	3,827,843	3,689,844	1,658,167
000000-00-0	GCM GROSVENOR - ALLSTATE INSURANCE COMPANY LP	NEW YORK	NY	DLJ FUND PARTNERS III LP	11/14/2013	08/15/2014	277,274							277,274	277,274				
1699999. Joint Venture Interests - Common Stock - Affiliated							277,274							277,274	277,274				
000000-00-0	BEACON CAPITAL STRATEGIC PARTNERS IV, LP	Boston	MA	BEACON CAPITAL PARTNERS	06/22/2006	07/25/2014	788,148							788,148	788,148				
000000-00-0	BEACON CAPITAL STRATEGIC PARTNERS VI	Boston	MA	BEACON CAPITAL PARTNERS	02/15/2011	09/19/2014	2,306,997							2,306,997	2,306,997				
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS EUROPE III	New York	NY	Blackstone Group	03/31/2009	08/19/2014	381,235							381,235	377,224	(4,011)		(4,011)	
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS IV	New York	NY	Blackstone Group	10/22/2003	08/25/2014	288,821							288,821	288,821				
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS VI LP	New York	NY	Blackstone Group	09/30/2008	08/28/2014	7,624,908							7,624,908	7,624,908				
000000-00-0	BLACKSTONE REAL ESTATE PARTNERS VII	New York	NY	Blackstone Group	12/12/2011	09/09/2014	1,787,249							1,787,249	1,787,249				
000000-00-0	BRAZILIAN CAPITAL REAL ESTATE DEVELOPMENT FUND II	Sao Paulo	BR	Brazilian Capital	12/22/2011	09/04/2014	516,982							516,982	516,982				
000000-00-0	BROADWAY PARTNERS REAL ESTATE FUND II, LP	New York	NY	Broadway Partners	09/30/2008	09/30/2014									1,528,102		1,528,102	1,528,102	
000000-00-0	CABOT PROPERTIES VALUE FUND II	Boston	MA	Cabot Properties	12/31/2008	09/30/2014	6,394,148	825,923				825,923		7,220,071	6,355,783		(864,288)	(864,288)	
000000-00-0	CB RICHARD ELLIS ASIA ALPHA PLUS FUND II																		
000000-00-0	FCP-SIF	Luxembourg	LU	CB Richard Ellis	07/15/2011	09/30/2014	18,017,304							18,017,304	18,017,304				
000000-00-0	CB RICHARD ELLIS STRATEGIC PARTNERS U.S. IV, LP	Los Angeles	CA	CB Richard Ellis	12/07/2005	09/26/2014	433,784							433,784	530,325		96,541	96,541	
000000-00-0	CBRE STRATEGIC PTR US OPP V LP	Los Angeles	CA	CB Richard Ellis	12/11/2007	09/30/2014	360,197							360,197	360,197				
000000-00-0	CENTRO U.S. RETAIL PORTFOLIO CO-INVESTMENT	New York	NY	Blackstone Group	06/24/2011	08/29/2014	93,344,240							93,344,240	93,344,240				
000000-00-0	DRA GROWTH & INCOME IV	New York	NY	DRA Advisors	05/29/2003	09/30/2014	283,210	423,665				423,665		706,875	263,978		(442,897)	(442,897)	16,317
000000-00-0	GEM REALTY FUND III	Chicago	IL	GEM REALTY CAPITAL, INC.	09/30/2008	09/30/2014	1,105,190	34,452				34,452		1,139,642	4,444,045		3,304,402	3,304,402	355,026
000000-00-0	KEYSTONE INDUSTRIAL FUND, LP	New York	NY	KTR CAPITAL PARTNERS	12/31/2008	09/12/2014	222,183							222,183	222,183				
000000-00-0	LANDMARK REAL ESTATE FUND V, LP	Simsbury	CT	LANDMARK PARTNERS	07/27/2005	09/29/2014	447,380							447,380	447,380				
000000-00-0	LANDMARK REAL ESTATE PARTNERS FUND VI	Simsbury	CT	LANDMARK PARTNERS	12/22/2011	09/25/2014	1,438,601							1,438,601	1,438,601				
000000-00-0	LONE STAR REAL ESTATE FUND III LP	DALLAS	TX	LONE STAR FUNDS	05/20/2014	09/25/2014								964,157	964,157				
000000-00-0	MORGAN STANLEY REAL ESTATE FUND VII GLOBAL	New York	NY	MORGAN STANLEY REAL ESTATE GROUP	07/22/2009	09/23/2014	732,386							732,386	732,386				
000000-00-0	O'CONNOR NORTH AMERICAN PROPERTIES	New York	NY	O'Connor Group	09/30/2008	09/12/2014	1,481,158							1,481,158	1,481,158				
000000-00-0	PARTNERS GROUP REAL ESTATE SECONDARY 2009 (USD) A, LP	St Peter Port	GG	Partners Group	07/15/2011	08/29/2014	941,848							941,848	941,848				
000000-00-0	ROCKPOINT REAL ESTATE FUND I	Boston	MA	Rockpoint Group	09/28/2004	09/30/2014	1,052,820	(307,678)				(307,678)		745,142	1,052,820		307,678	307,678	
000000-00-0	ROCKPOINT REAL ESTATE FUND II, LP	Boston	MA	Rockpoint Group	10/31/2006	08/22/2014	845,744							845,744	845,744				
000000-00-0	ROCKPOINT REAL ESTATE FUND III LP	Boston	MA	Rockpoint Group	09/30/2008	08/28/2014	185,960							185,960	185,960				
000000-00-0	ROCKWOOD CAPITAL REAL ESTATE PARTNERS V	White Plains	NY	Rockwood Capital	09/30/2008	07/14/2014	101,519							101,519	101,519				
000000-00-0	ROCKWOOD CAPITAL REAL ESTATE PARTNERS VII	White Plains	NY	Rockwood Capital	10/19/2006	09/02/2014	150,912							150,912	150,912				
000000-00-0	SILVERPEAK LEGACY PARTNERS II LP	New York	NY	SILVERPEAK REAL ESTATE PARTNERS	08/26/2005	09/05/2014	23,951							23,951	23,951				
000000-00-0	STARWOOD OPPORTUNITY FUND VII, LP	Greenwich	CT	Starwood Capital	01/10/2006	09/30/2014	10,144,710	4,083,682				4,083,682		14,228,392	10,083,847		(4,144,545)	(4,144,545)	
000000-00-0	WALTON STREET REAL ESTATE FUND V	Chicago	IL	Walton Street	08/08/2006	09/30/2014	14,797,674	(13,049,871)				(13,049,871)		1,747,803	14,804,317		13,056,514	13,056,514	
000000-00-0	WALTON STREET REAL ESTATE FUND VI	Chicago	IL	Walton Street	05/11/2009	09/18/2014	606,158							606,158	606,158				
000000-00-0	WESTBROOK REAL ESTATE FUND VIII	New York	NY	Westbrook Partners	12/22/2011	09/30/2014	2,518,177							2,518,177	2,518,177				
000000-00-0	WESTBROOK REAL ESTATE PARTNERS VI	New York	NY	Westbrook Partners	05/04/2006	09/30/2014	1,695,205							1,695,205	1,695,205				
1799999. Joint Venture Interests - Real Estate - Unaffiliated							171,018,801	(7,989,827)				(7,989,827)		163,993,131	176,830,627	(4,011)	12,841,506	12,837,496	371,343
02014#-20-5	CURRENT CREEK INVESTMENTS LLC	Northbrook	IL	CURRENT CREEK INVESTMENTS LLC	04/29/2011	09/30/2014	53,000,000							53,000,000	53,000,000				
1899999. Joint Venture Interests - Real Estate - Affiliated							53,000,000							53,000,000	53,000,000				
000000-00-0	KREOS CAPITAL IV	London	GB	Kreos Capital	04/26/2012	09/30/2014	256,996							256,996	251,820	(5,177)		(5,177)	
2199999. Joint Venture Interests - Other - Unaffiliated							256,996							256,996	251,820	(5,177)		(5,177)	
02010#-AA-8	ALLSTATE NEW JERSEY SURPLUS DEBTS NOTE	BRIDGEWATER	NJ	ALLSTATE NEW JERSEY	04/17/2009	09/29/2014	150,000,000							150,000,000	150,000,000				4,635,417
2499999. Surplus Debentures, etc - Affiliated							150,000,000							150,000,000	150,000,000				4,635,417
000000-00-0	ARAMARK CORPORATION LC-2 FACILITY	Dover	DE	JPM Chase	11/30/2012	09/30/2014	5,756							5,756	5,756				
000000-00-0	ARAMARK CORPORATION LC-3 FACILITY (A1CB)	Dover	DE	JPM Chase	04/01/2013	09/30/2014	193							193	193				
4299999. Any Other Class of Assets - Unaffiliated							5,950							5,950	5,950				

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SCHEDULE BA - PART 3

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

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/ Adjusted Carrying Value Less Encum- brances, Prior Year	Unrealized Valuation Increase (De- crease)	Current Year's (Depre- ciation) or (Amorti- zation)/ Accretion	Current Year's Other Than Temporary Impair- ment Recog- nized	Capital- ized Deferred Interest and Other	Total Change in Book/ Adjusted Carrying Value (9+10- 11+12)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value Less Encum- brances on Disposal	Consid- eration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Invest- ment Income
4499999. Total - Unaffiliated							217,248,870	(14,145,261)		(66,972)		(14,078,289)		205,723,412	222,245,576	(147,186)	16,669,350	16,522,164	2,029,509
4599999. Total - Affiliated							203,277,274							203,277,274	203,277,274				4,635,417
4699999 - Totals							420,526,145	(14,145,261)		(66,972)		(14,078,289)		409,000,686	425,522,850	(147,186)	16,669,350	16,522,164	6,664,926

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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)
066717-AA-7	AID-TUNISIA	E	.07/21/2014	JPMORGAN CHASE & CO.		9,400,000	9,400,000		1Z
912828-C9-9	TREASURY (CP) NOTE		.07/15/2014	BANK MONTREAL / NESBITT BURNS		10,405,384	10,000,000	3,184	1Z
912828-WU-0	TREASURY (CP) NOTE		.08/06/2014	BARCLAYS		49,667,177	50,000,000	3,915	1Z
912810-R6-5	TREASURY BOND		.08/14/2014	Various		457,345,092	449,500,000	3,236,912	1
912810-RH-3	TREASURY BOND		.09/26/2014	Various		700,385,438	708,300,000	1,114,003	1
912828-IV-8	TREASURY FLOATING RATE NOTE		.09/05/2014	GOLDMAN, SACHS & CO.		175,060,133	175,000,000	14,354	1
912828-D4-9	TREASURY NOTE		.08/18/2014	BARCLAYS		19,996,875	20,000,000	1,902	1
912828-D5-6	TREASURY NOTE		.09/05/2014	Various		333,583,629	334,725,000	329,434	1
912828-D6-4	TREASURY NOTE		.09/30/2014	Various		713,325,998	713,760,000	75,820	1
912828-D7-2	TREASURY NOTE		.09/22/2014	Various		512,268,387	515,000,000	139,431	1
912828-D8-0	TREASURY NOTE		.09/11/2014	Various		537,532,520	540,250,000	248,351	1
912828-F2-1	TREASURY NOTE		.09/26/2014	GOLDMAN, SACHS & CO.		24,936,563	25,125,000		1
912828-F4-7	TREASURY NOTE		.09/24/2014	BNP CAPITAL MARKETS		59,148,164	59,250,000		1
912828-WJ-5	TREASURY NOTE		.08/13/2014	Various		611,463,477	610,250,000	3,125,747	1
912828-WQ-9	TREASURY NOTE		.07/01/2014	BANK MONTREAL / NESBITT BURNS		123,086,484	123,000,000	3,342	1
912828-WR-7	TREASURY NOTE		.08/05/2014	Various		636,076,913	637,425,000	692,510	1
912828-WT-3	TREASURY NOTE		.08/07/2014	Various		1,053,113,660	1,055,770,000	128,007	1
912828-WX-4	TREASURY NOTE		.09/05/2014	Various		570,414,045	570,182,000	210,510	1
912828-WY-2	TREASURY NOTE		.08/20/2014	Various		176,477,750	174,200,000	161,670	1
912828-V0-0	US TREASURY N/B		.08/07/2014	GOLDMAN, SACHS & CO.		64,974,609	65,000,000	19,429	1
912828-W5-5	WI TREASURY NOTE		.08/28/2014	Various		1,164,689,303	1,167,225,000	1,297,534	1
912828-WV-6	WI TREASURY NOTE		.08/22/2014	Various		1,170,207,507	1,171,625,000	472,021	1
0599999. Subtotal - Bonds - U.S. Governments						9,173,559,105	9,184,987,000	11,278,077	XXX
683234-C6-3	ONTARIO PROVINCE OF	A	.09/04/2014	TD SECURITIES		34,886,250	35,000,000		1FE
1099999. Subtotal - Bonds - All Other Governments						34,886,250	35,000,000		XXX
60412A-AE-3	MINNESOTA ST FOR PREVIOUS ISSU		.09/23/2014	PRE-REFUNDING		33,862	30,000	717	1Z
60412A-AY-9	MINNESOTA ST FOR PREVIOUS ISSU		.09/23/2014	PRE-REFUNDING		2,223,605	1,970,000	47,061	1Z
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						2,257,467	2,000,000	47,778	XXX
414183-BD-4	HARRIS CNTY TEX IMPT DIST NO 18		.07/30/2014	BANK OF AMERICA/MERRILL LYNCH		1,734,124	1,485,000	5,569	1FE
414183-BE-2	HARRIS CNTY TEX IMPT DIST NO 18		.07/30/2014	BANK OF AMERICA/MERRILL LYNCH		1,846,246	1,565,000	5,869	1FE
414183-BF-9	HARRIS CNTY TEX IMPT DIST NO 18		.07/30/2014	BANK OF AMERICA/MERRILL LYNCH		1,955,921	1,645,000	6,169	1FE
157432-JC-0	CHAFFEY CMNTY COLLEGE DIST CAL		.09/19/2014	RBC DOMINION SECURITIES		589,455	500,000		1FE
157432-JD-8	CHAFFEY CMNTY COLLEGE DIST CAL		.09/19/2014	RBC DOMINION SECURITIES		1,170,650	1,000,000		1FE
157432-JE-6	CHAFFEY CMNTY COLLEGE DIST CAL		.09/19/2014	RBC DOMINION SECURITIES		1,745,040	1,500,000		1FE
472466-F2-2	JEFFERSON CALIF UN HIGH SCH DI		.09/19/2014	RAYMOND JAMES & ASSOCIATES, INC.		992,170	1,000,000		1FE
861419-UN-7	STOCKTON CALIF UNI SCH DIST		.08/28/2014	RAYMOND JAMES & ASSOCIATES, INC.		1,975,060	2,000,000		1FE
517138-WN-9	LARIMER CNTY COLO SCH DIST NO		.08/08/2014	RBC DOMINION SECURITIES		1,176,500	1,000,000		1FE
108151-26-5	BRIDGEPORT CONN		.09/09/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		2,008,314	1,800,000	5,400	1FE
108151-36-4	BRIDGEPORT CONN		.08/22/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		1,333,990	1,195,000		1FE
108151-3H-2	BRIDGEPORT CONN		.08/22/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		1,597,782	1,360,000		1FE
108151-3J-8	BRIDGEPORT CONN		.08/22/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		1,682,056	1,425,000		1FE
272875-X2-6	EAST HAVEN CONN		.08/20/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		379,295	330,000		1FE
272875-X3-4	EAST HAVEN CONN		.08/20/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		771,593	660,000		1FE
272875-X4-2	EAST HAVEN CONN		.08/20/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		584,882	495,000		1FE
272875-X5-9	EAST HAVEN CONN		.08/20/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		867,620	730,000		1FE
272875-X6-7	EAST HAVEN CONN		.08/20/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		769,588	645,000		1FE
406792-Y7-0	HAMDEN CONN		.08/13/2014	RAYMOND JAMES & ASSOCIATES, INC.		750,386	650,000		1FE
406792-Y8-8	HAMDEN CONN		.08/13/2014	RAYMOND JAMES & ASSOCIATES, INC.		1,408,773	1,270,000		1FE
642713-5E-7	NEW BRITAIN CONN		.09/25/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		1,601,530	1,400,000		1FE
642713-5F-4	NEW BRITAIN CONN		.09/25/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		1,225,402	1,060,000		1FE
645020-T2-4	NEW HAVEN CONN		.08/21/2014	RAYMOND JAMES & ASSOCIATES, INC.		1,796,235	1,530,000		1FE
645020-U9-7	NEW HAVEN CONN		.08/21/2014	RAYMOND JAMES & ASSOCIATES, INC.		2,338,500	2,000,000		1FE
703600-F6-6	PAULDING CNTY GA SCH DIST		.09/24/2014	RAYMOND JAMES & ASSOCIATES, INC.		596,115	500,000		1FE
39168A-CA-9	GREATER CLARK CNTY SCH BDLG CO		.09/25/2014	HILLIARD LYONS		669,022	660,000		1FE
39168A-DF-7	GREATER CLARK CNTY SCH BDLG CO		.09/25/2014	HILLIARD LYONS		1,038,450	1,000,000		1FE
39168A-DG-5	GREATER CLARK CNTY SCH BDLG CO		.09/25/2014	HILLIARD LYONS		1,069,610	1,035,000		1FE
39168A-DH-3	GREATER CLARK CNTY SCH BDLG CO		.09/25/2014	HILLIARD LYONS		1,111,622	1,080,000		1FE
39168A-DJ-9	GREATER CLARK CNTY SCH BDLG CO		.09/25/2014	HILLIARD LYONS		1,148,168	1,120,000		1FE
39168A-DL-4	GREATER CLARK CNTY SCH BDLG CO		.09/25/2014	HILLIARD LYONS		1,189,500	1,165,000		1FE
39168A-DM-2	GREATER CLARK CNTY SCH BDLG CO		.09/25/2014	HILLIARD LYONS		1,235,582	1,215,000		1FE
39168A-DP-5	GREATER CLARK CNTY SCH BDLG CO		.09/25/2014	HILLIARD LYONS		1,284,355	1,265,000		1FE
726286-EA-1	PLAINFIELD IND CMNTY HIGH SCH		.07/23/2014	HILLIARD LYONS		1,186,410	1,000,000		1FE

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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)
792775-NR-5	ST MICHAEL MINN INDPST SCH DIST		.08/28/2014	WELLS FARGO		3,369,939	2,990,000		1FE
792775-NS-3	ST MICHAEL MINN INDPST SCH DIST		.08/28/2014	WELLS FARGO		3,074,307	2,720,000		1FE
927396-W3-1	VINELAND N J		.07/09/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		1,893,393	1,595,000		1FE
64968L-RF-0	NEW YORK N Y		.08/15/2014	BANK OF AMERICA/MERRILL LYNCH		9,468,000	8,000,000		1FE
938429-J2-4	WASHINGTON CNTY ORE SCH DIST N		.07/23/2014	PIPER JAFFRAY INC.		2,977,875	2,500,000		1FE
087401-JQ-9	BETHLEHEM PA AUTH WTR REV		.08/20/2014	JANNEY MONTGOMERY SCOTT LLC		1,154,240	1,000,000		1FE
132033-GF-2	CAMBRIA CNTY PA		.08/08/2014	M&T SECURITIES, INC.		5,113,462	4,680,000		1FE
132033-GG-0	CAMBRIA CNTY PA		.08/08/2014	M&T SECURITIES, INC.		2,563,226	2,345,000		1FE
132033-GH-8	CAMBRIA CNTY PA		.08/08/2014	M&T SECURITIES, INC.		2,926,625	2,555,000		1FE
132033-GJ-4	CAMBRIA CNTY PA		.08/08/2014	M&T SECURITIES, INC.		3,453,810	3,000,000		1FE
052430-JM-8	AUSTIN TEX INDPST SCH DIST		.08/01/2014	WELLS FARGO		2,340,420	2,000,000		1FE
442331-D9-2	HOUSTON TEX		.07/23/2014	CABRERA CAPITAL MARKETS, INC		2,880,215	2,435,000		1Z
849254-TE-7	SPOTSYLVANIA CNTY VA		.09/04/2014	M&T SECURITIES, INC.		3,146,054	2,650,000	5,153	1Z
728534-TM-0	PLEASANT PRAIRIE WIS		.07/22/2014	PIPER JAFFRAY INC.		4,185,440	3,500,000		1FE
2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						91,376,953	80,255,000	28,159	XXX
246008-NG-7	DELAWARE CNTY PA AUTH UNIV REV		.07/10/2014	BANK OF AMERICA/MERRILL LYNCH		700,074	600,000		1FE
25923P-AS-4	DOUGLAS CNTY NEB HOSP AUTH NO		.09/11/2014	WELLS FARGO		2,298,760	2,000,000		2FE
313586-RC-5	FANNIE MAE		.08/29/2014	BARCLAYS		26,622,000	30,000,000		1
545667-AA-5	LOST RABBIT URBAN RENEWAL DIST		.08/22/2014	DIRECT		5,235,000	5,235,000		4Z
583211-EG-6	MIAMI BEACH FLA HEALTH FACS AU		.08/21/2014	RAYMOND JAMES & ASSOCIATES, INC.		489,893	425,000		2FE
583211-EJ-0	MIAMI BEACH FLA HEALTH FACS AU		.08/21/2014	RAYMOND JAMES & ASSOCIATES, INC.		502,490	435,000		2FE
583211-EV-3	MIAMI BEACH FLA HEALTH FACS AU		.08/21/2014	RAYMOND JAMES & ASSOCIATES, INC.		2,098,438	2,125,000		1Z
69651A-AF-1	PALM BEACH CNTY FLA HEALTH FAC		.09/11/2014	CITIGROUP GLOBAL MARKETS		822,323	750,000		2FE
69651A-AH-7	PALM BEACH CNTY FLA HEALTH FAC		.09/11/2014	CITIGROUP GLOBAL MARKETS		686,586	600,000		2FE
735240-E3-3	PORT PORTLAND ORE ARPT REV		.09/05/2014	BANK OF AMERICA/MERRILL LYNCH		785,772	705,000		1FE
735240-E4-1	PORT PORTLAND ORE ARPT REV		.09/05/2014	BANK OF AMERICA/MERRILL LYNCH		818,391	700,000		1FE
735240-E5-8	PORT PORTLAND ORE ARPT REV		.09/05/2014	BANK OF AMERICA/MERRILL LYNCH		705,066	600,000		1FE
735240-G4-9	PORT PORTLAND ORE ARPT REV		.09/05/2014	BANK OF AMERICA/MERRILL LYNCH		1,377,800	1,250,000		1FE
010609-A0-8	ALABAMA ST PUB SCH & COLLEGE A		.07/02/2014	GOLDMAN, SACHS & CO.		30,103,574	25,325,000		1FE
544552-VQ-2	LOS ANGELES CALIF HBR DEPT REV		.09/04/2014	WELLS FARGO		2,811,456	2,400,000		1FE
544552-VR-0	LOS ANGELES CALIF HBR DEPT REV		.09/04/2014	WELLS FARGO		6,285,959	5,300,000		1FE
544552-VS-8	LOS ANGELES CALIF HBR DEPT REV		.09/04/2014	WELLS FARGO		1,675,238	1,405,000		1FE
544552-UIJ-7	LOS ANGELES CALIF HBR DEPT REV		.09/04/2014	WELLS FARGO		1,113,620	1,000,000		1FE
79766D-FC-8	SAN FRANCISCO CALIF CITY & CNT		.09/17/2014	JPMORGAN CHASE & CO.		2,716,325	2,500,000		1FE
79766D-FF-1	SAN FRANCISCO CALIF CITY & CNT		.09/17/2014	JPMORGAN CHASE & CO.		2,786,225	2,500,000		1FE
583211-EZ-4	MIAMI BEACH FLA HEALTH FACS AU		.08/21/2014	RAYMOND JAMES & ASSOCIATES, INC.		799,305	750,000		1Z
583338-AF-3	MIAMI DADE CNTY FLA EXPIWY AUTH		.09/18/2014	CITIGROUP GLOBAL MARKETS		1,763,805	1,500,000		1FE
583338-AG-1	MIAMI DADE CNTY FLA EXPIWY AUTH		.09/18/2014	CITIGROUP GLOBAL MARKETS		1,769,895	1,500,000		1FE
583338-AR-7	MIAMI DADE CNTY FLA EXPIWY AUTH		.09/18/2014	CITIGROUP GLOBAL MARKETS		851,820	750,000		1FE
69651A-AG-9	PALM BEACH CNTY FLA HEALTH FAC		.09/11/2014	CITIGROUP GLOBAL MARKETS		574,890	500,000		2FE
69651A-AN-4	PALM BEACH CNTY FLA HEALTH FAC		.09/17/2014	Various		1,075,092	975,000		2FE
92706N-DD-2	VILLAGE CTR CNTY DEV DIST FLA		.09/25/2014	CITIGROUP GLOBAL MARKETS		2,500,000	2,500,000		1FE
74265L-B4-9	PRIVATE COLLEGES & UNIVS AUTH		.09/18/2014	WELLS FARGO		872,841	770,000		2FE
74265L-B5-6	PRIVATE COLLEGES & UNIVS AUTH		.09/18/2014	WELLS FARGO		1,138,740	1,000,000		2FE
74265L-D4-7	PRIVATE COLLEGES & UNIVS AUTH		.09/18/2014	WELLS FARGO		1,062,130	1,000,000		2FE
167727-VK-9	CHICAGO ILL WASTEWATER TRANSMI		.09/17/2014	BANK OF AMERICA/MERRILL LYNCH		2,166,440	2,000,000		1FE
452143-ER-7	ILLINOIS SPORTS FACS AUTH		.07/31/2014	BARCLAYS		1,348,128	1,200,000		2FE
452143-ES-5	ILLINOIS SPORTS FACS AUTH		.07/31/2014	BARCLAYS		2,838,780	2,520,000		2FE
452143-ET-3	ILLINOIS SPORTS FACS AUTH		.07/31/2014	BARCLAYS		4,301,550	3,830,000		2FE
45471A-LY-6	INDIANA FIN AUTH HOSP REV		.08/15/2014	LOOP CAPITAL MARKETS		1,021,797	900,000		2FE
45471A-MA-7	INDIANA FIN AUTH HOSP REV		.08/15/2014	LOOP CAPITAL MARKETS		518,801	450,000		2FE
45471A-ML-3	INDIANA FIN AUTH HOSP REV		.08/15/2014	LOOP CAPITAL MARKETS		1,083,790	1,000,000		1Z
45506D-MU-6	INDIANA ST FIN AUTH REV		.09/04/2014	WELLS FARGO		1,544,998	1,400,000		1FE
45528U-LQ-2	INDIANAPOLIS IND LOC PUB IMPT		.09/17/2014	BANK OF AMERICA/MERRILL LYNCH		1,155,240	1,000,000		1FE
45528U-LQ-0	INDIANAPOLIS IND LOC PUB IMPT		.09/17/2014	BANK OF AMERICA/MERRILL LYNCH		4,084,992	3,515,000		1FE
45528U-MD-0	INDIANAPOLIS IND LOC PUB IMPT		.09/17/2014	BANK OF AMERICA/MERRILL LYNCH		1,527,080	1,380,000		1FE
100216-EX-4	BOSSIER CITY LA UTILS REV		.08/28/2014	STEPHENS, INC.		1,075,460	1,000,000		1FE
647719-MU-4	NEW ORLEANS LA SEW SVC REV		.07/29/2014	GUGGENHEIM SECURITIES, LLC		1,278,178	1,100,000	4,431	2FE
560551-NK-5	MAINE ST TPK AUTH TPK REV		.07/24/2014	BANK OF AMERICA/MERRILL LYNCH		769,370	655,000		1FE
560551-NL-3	MAINE ST TPK AUTH TPK REV		.07/24/2014	BANK OF AMERICA/MERRILL LYNCH		892,928	750,000		1FE
574218-RY-1	MARYLAND ST HEALTH & HIGHER ED		.09/24/2014	BANK OF AMERICA/MERRILL LYNCH		702,419	625,000		1FE
606092-FT-6	MISSOURI JT MUN ELEC UTIL COMM		.09/24/2014	BANK MONTREAL / NESBITT BURNS		2,345,500	2,000,000		1FE

STATEMENT AS OF SEPTEMBER 30, 2014 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)
606092-FU-3	MISSOURI JT MUN ELEC UTIL COMM		.09/24/2014	BANK MONTREAL / NESBITT BURNS		2,661,008	2,250,000		1FE
606092-GG-3	MISSOURI JT MUN ELEC UTIL COMM		.09/24/2014	BANK MONTREAL / NESBITT BURNS		1,244,925	1,100,000		1FE
25923P-AQ-8	DOUGLAS CNTY NEB HOSP AUTH NO		.09/11/2014	WELLS FARGO		535,095	500,000		2FE
646139-Z2-4	NEW JERSEY ST TURNPIKE AUTH SER B		.07/01/2014	BANK MONTREAL / NESBITT BURNS		1,749,555	1,500,000	1,250	1FE
63166L-DB-4	NASSAU CNTY N Y LOC ECONOMIC A		.09/11/2014	GOLDMAN, SACHS & CO.		1,510,327	1,300,000		2Z
649883-ZP-3	NEW YORK ST MTG AGY HOMEOWNER ABS		.08/21/2014	CABRERA CAPITAL MARKETS, INC		1,503,750	1,500,000	10,554	1FE
73358W-TJ-3	PORT AUTH N Y & N J		.08/15/2014	CITIGROUP GLOBAL MARKETS		8,860,350	7,500,000		1FE
644804-EF-9	NEW HANOVER CNTY N C HOSP REV		.09/17/2014	D.A. DAVIDSON & CO.		1,048,590	900,000	21,375	1FE
246008-NH-5	DELAWARE CNTY PA AUTH UNIV REV		.07/10/2014	BANK OF AMERICA/MERRILL LYNCH		471,384	400,000		1FE
246008-NJ-1	DELAWARE CNTY PA AUTH UNIV REV		.07/10/2014	BANK OF AMERICA/MERRILL LYNCH		709,368	600,000		1FE
70869P-HA-8	PENNSYLVANIA ECONOMIC DEV FING		.09/18/2014	RBC DOMINION SECURITIES		1,121,110	1,000,000		1FE
70869P-HB-6	PENNSYLVANIA ECONOMIC DEV FING		.09/18/2014	RBC DOMINION SECURITIES		2,656,935	2,250,000		1FE
70869P-HQ-3	PENNSYLVANIA ECONOMIC DEV FING		.09/18/2014	RBC DOMINION SECURITIES		1,532,873	1,550,000		1FE
70869P-HR-1	PENNSYLVANIA ECONOMIC DEV FING		.09/18/2014	RBC DOMINION SECURITIES		1,372,050	1,250,000		1FE
074561-MF-5	BEAUMONT TEX WTRWKS & SWR SYS		.08/07/2014	WELLS FARGO		581,765	500,000		1FE
074561-MG-3	BEAUMONT TEX WTRWKS & SWR SYS		.08/07/2014	WELLS FARGO		1,175,230	1,000,000		1FE
235036-2X-7	DALLAS FORT WORTH TEX INTL ARP		.07/22/2014	CABRERA CAPITAL MARKETS, INC		7,958,903	6,860,000		1FE
235036-2Y-5	DALLAS FORT WORTH TEX INTL ARP		.07/22/2014	CABRERA CAPITAL MARKETS, INC		8,592,475	7,345,000		1FE
54811G-TC-4	LOWER COLO RIV AUTH TEX REV		.08/27/2014	PRE-REFUNDING		5,703	5,000	.71	1Z
54811G-TS-9	LOWER COLO RIV AUTH TEX REV		.08/27/2014	PRE-REFUNDING		7,613,614	6,675,000	94,563	1FE
31359M-L8-4	FNMA		.09/04/2014	BARCLAYS		10,778,340	9,940,000	226,963	1
956704-ZN-3	WEST VIRGINIA UNIV REVS		.09/17/2014	JPMORGAN CHASE & CO.		1,112,280	1,000,000		1FE
152708-BX-0	CENTRAL BROWN CNTY WTR AUTH WT		.07/25/2014	CITIGROUP GLOBAL MARKETS		351,618	300,000		1FE
152708-BY-8	CENTRAL BROWN CNTY WTR AUTH WT		.07/25/2014	CITIGROUP GLOBAL MARKETS		858,523	725,000		1FE
152708-BZ-5	CENTRAL BROWN CNTY WTR AUTH WT		.08/05/2014	Various		2,025,259	1,700,000		1FE
977120-EX-0	WISCONSIN ST HEALTH & EDL FACS		.08/01/2014	BANK OF AMERICA/MERRILL LYNCH		2,000,000	2,000,000		1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						201,729,986	184,075,000	359,206	XXX
68245X-AA-7	1011778 BC UNLIMITED LIABILITY CO	A.	.09/25/2014	WELLS FARGO		5,940,000	6,000,000		5FE
00507U-AC-5	ACTAVIS FUNDING SCS	E.	.09/09/2014	BANK OF AMERICA/MERRILL LYNCH		10,974,727	11,060,000	62,474	2FE
00769E-AS-9	ADVANTAGE SALES & MKTG 1ST LIEN TL		.09/02/2014	BANK OF AMERICA		1,930,645	1,935,484		4FE
00769E-AT-7	ADVANTAGE SALES & MKTG DD TL		.09/25/2014	BANK OF AMERICA		32,258	32,258		4FE
00766T-AA-8	AECOM TECHNOLOGY CORP		.09/17/2014	BANK OF AMERICA/MERRILL LYNCH		3,475,000	3,475,000		3FE
00766T-AC-4	AECOM TECHNOLOGY CORP		.09/17/2014	BANK OF AMERICA/MERRILL LYNCH		2,100,000	2,100,000		3FE
00772B-AK-7	AERCAP IRELAND CAPITAL LTD	F.	.09/24/2014	Various		7,010,000	7,000,000		3FE
00828K-AH-8	AFFINION GROUP INC. SECOND LIEN TL		.08/06/2014	DEUTSCHE BANK SECURITIES		7,060,208	7,000,000		5FE
00912X-AP-9	AIR LEASE CORP		.09/09/2014	BANK OF AMERICA/MERRILL LYNCH		24,912,500	25,000,000		2FE
013817-AW-1	ALCOA INC		.09/17/2014	MORGAN STANLEY		14,000,000	14,000,000		3FE
015271-AF-6	ALEXANDRIA REAL ESTATE EQUITIES IN		.07/09/2014	JPMORGAN CHASE & CO.		14,968,950	15,000,000		2FE
015271-AG-4	ALEXANDRIA REAL ESTATE EQUITIES IN		.07/09/2014	JPMORGAN CHASE & CO.		4,995,600	5,000,000		1Z
018581-AG-3	ALLIANCE DATA SYSTEMS CORP		.07/24/2014	WELLS FARGO		750,000	750,000		1Z
N0306W-AF-2	AMAYA HLDGS USD 1ST LIEN TL	E.	.08/18/2014	DEUTSCHE BANK SECURITIES		990,000	1,000,000		4FE
N0306W-AB-1	AMAYA HLDGS USD SECOND LIEN TL	E.	.08/18/2014	BARCLAYS BANK		990,000	1,000,000		5FE
00164V-AB-9	AMC NETWORKS INC		.07/02/2014	BANK OF AMERICA/MERRILL LYNCH		5,600,000	5,000,000	186,215	4FE
02376X-AA-7	AMERICAN AIRLINES INC		.09/02/2014	GOLDMAN, SACHS & CO.		5,000,000	5,000,000		2Z
023766-AD-0	AMERICAN AIRLINES INC ABS		.07/31/2014	EXCHANGE		942,254	942,254	2,356	3FE
02376T-AC-2	AMERICAN AIRLINES INC ABS		.07/31/2014	EXCHANGE		1,782,745	1,782,745	4,437	3AM
02377A-AA-6	AMERICAN AIRLINES PASS THROUGH TRU		.09/02/2014	GOLDMAN, SACHS & CO.		15,000,000	15,000,000		1FE
02665W-AG-6	AMERICAN HONDA FINANCE CORP	R.	.07/08/2014	JPMORGAN CHASE & CO.		25,000,000	25,000,000		1FE
026874-CZ-8	AMERICAN INTERNATIONAL GROUP INC		.07/09/2014	GOLDMAN, SACHS & CO.		19,959,600	20,000,000		2FE
026874-DA-2	AMERICAN INTERNATIONAL GROUP INC		.07/09/2014	U.S. BANCORP		3,727,388	3,750,000		2FE
03027X-AE-0	AMERICAN TOWER CORP		.08/04/2014	MORGAN STANLEY		4,970,800	5,000,000		2FE
030288-AB-0	AMERICAN TRANSMISSION SYSTEMS INC		.09/22/2014	RBS SECURITIES INC		2,475,175	2,500,000		2FE
030981-AF-1	AMERIGAS PART/FIN CORP		.08/08/2014	BANK OF AMERICA/MERRILL LYNCH		3,142,500	3,000,000	44,958	3FE
032095-AD-3	AMPHENOL CORP		.09/09/2014	JPMORGAN CHASE & CO.		19,979,600	20,000,000		2FE
032095-AE-1	AMPHENOL CORP		.09/09/2014	JPMORGAN CHASE & CO.		19,982,400	20,000,000		2Z
032177-AF-4	AMSTED INDUSTRIES INCORPORATED		.09/04/2014	WELLS FARGO		1,000,000	1,000,000		3FE
03232U-AA-5	AMSURG CORP		.07/01/2014	CITIGROUP GLOBAL MARKETS		1,250,000	1,250,000		1Z
02582J-GS-3	AMXCA 14-2 ABS		.08/27/2014	Various		21,785,796	21,783,000	12,226	1FE
02582J-GU-8	AMXCA 14-3 ABS		.09/15/2014	BARCLAYS		99,996,060	100,000,000		1FE
032511-BJ-5	ANADARKO PETROLEUM CORP		.07/01/2014	DEUTSCHE BANK AG		9,983,100	10,000,000		2FE
032511-BK-2	ANADARKO PETROLEUM CORP		.07/01/2014	DEUTSCHE BANK AG		29,799,000	30,000,000		2FE
035287-AE-1	ANIXTER INC		.09/18/2014	WELLS FARGO		5,750,000	5,750,000		3FE

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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)
03674X-AA-4	ANTERO RESOURCES CORP		.09/04/2014	JPMORGAN CHASE & CO.		3,266,250	3,250,000	.61,073	4FE
002030-AA-5	AP MOELLER MAERSK A/S	F.	.09/15/2014	BANK OF AMERICA/MERRILL LYNCH		29,938,500	30,000,000		2FE
002030-AB-3	AP MOELLER MAERSK A/S	F.	.09/15/2014	BANK OF AMERICA/MERRILL LYNCH		14,949,150	15,000,000		2FE
N7900H-AB-9	AP NMT ACQ B.V. (ENDEMOL) 1ST LIEN	E.	.09/15/2014	DEUTSCHE BANK SECURITIES		1,940,000	2,000,000		4FE
N7900H-AG-8	AP NMT ACQ B.V. (ENDEMOL) 2ND LIEN TL	E.	.09/15/2014	J. P. MORGAN SECURITIES, INC.		4,140,000	4,500,000		5FE
045054-AC-7	ASSTEAD CAPITAL INC	R.	.09/10/2014	DEUTSCHE BANK AG		2,000,000	2,000,000		3FE
04624R-AA-6	ASTON ESCROW CORP		.07/22/2014	BANK OF AMERICA/MERRILL LYNCH		2,000,000	2,000,000		4FE
05070G-AE-8	AUDATEX NORTH AMERICA IN		.07/25/2014	JPMORGAN CHASE & CO.		1,855,000	1,750,000	.13,125	3FE
05329W-AK-8	AUTONATION INC		.08/04/2014	CREDIT SUISSE		14,800,750	13,500,000	.9,931	2FE
G2967P-AB-0	AVAGO TECH TERM LOANS	E.	.07/02/2014	DEUTSCHE BANK SECURITIES		1,990,000	2,000,000		3FE
05476F-AL-4	AZ CHEM US INC 2ND LIEN INIT TL		.08/05/2014	GOLDMAN, SACHS & CO.		.995,000	1,000,000		4FE
05476F-AP-5	AZ CHEM US INC INITIAL TERM LOAN		.08/05/2014	GOLDMAN, SACHS & CO.		.980,007	.984,932		3FE
05523U-AK-6	BAE SYSTEMS (HOLDINGS) LTD	F.	.09/30/2014	CITIGROUP GLOBAL MARKETS		4,985,150	5,000,000		2FE
05523U-AL-4	BAE SYSTEMS (HOLDINGS) LTD	F.	.09/30/2014	CITIGROUP GLOBAL MARKETS		2,486,925	2,500,000		2Z
06416C-AA-6	BANK OF NOVA SCOTIA	A.	.09/04/2014	BARCLAYS		44,995,950	45,000,000		1FE
064255-BC-5	BANK OF TOKYO MITSUBISHI UFJ LTD	F.	.09/02/2014	MORGAN STANLEY		24,991,750	25,000,000		1FE
064255-BG-6	BANK OF TOKYO MITSUBISHI UFJ LTD	F.	.09/02/2014	MORGAN STANLEY		9,980,500	10,000,000		1FE
06738E-AC-9	BARCLAYS PLC	F.	.09/04/2014	BARCLAYS		14,977,200	15,000,000		3FE
075896-AA-8	BED BATH & BEYOND INC		.07/14/2014	JPMORGAN CHASE & CO.		14,999,850	15,000,000		2Z
075896-AB-6	BED BATH & BEYOND INC		.07/30/2014	Various		9,643,570	9,500,000	.14,199	2FE
075896-AC-4	BED BATH & BEYOND INC		.07/14/2014	JPMORGAN CHASE & CO.		9,999,700	10,000,000		2FE
084670-BL-1	BERKSHIRE HATHAWAY INC		.08/07/2014	WELLS FARGO		15,998,560	16,000,000		1FE
097751-BJ-9	BOMBARDIER INC	A.	.09/17/2014	CITIGROUP GLOBAL MARKETS		500,000	500,000	.14,083	3FE
111013-AL-2	BRITISH SKY BROADCASTING GROUP PLC	F.	.09/09/2014	BARCLAYS		4,981,000	5,000,000		2Z
111013-AM-0	BRITISH SKY BROADCASTING GROUP PLC	F.	.09/10/2014	Various		31,986,740	32,000,000		2FE
12429T-AC-8	BIWAY HOLDING CO		.08/07/2014	BANK OF AMERICA/MERRILL LYNCH		7,452,300	7,500,000		5FE
05604X-AK-2	BIWAY HOLDING INITIAL TERM LOAN		.09/02/2014	BANK OF AMERICA		3,465,000	3,500,000		4FE
413626-AV-4	CAESARS ENT OPER CO TERM LOAN B-7		.08/19/2014	CREDIT SUISSE		1,488,750	1,500,000		5FE
130570-AA-5	CALIFORNIA RESOURCES CORP		.09/11/2014	BANK OF AMERICA/MERRILL LYNCH		2,000,000	2,000,000		3FE
130570-AC-1	CALIFORNIA RESOURCES CORP		.09/11/2014	BANK OF AMERICA/MERRILL LYNCH		2,850,000	2,850,000		3FE
130570-AE-7	CALIFORNIA RESOURCES CORP		.09/11/2014	BANK OF AMERICA/MERRILL LYNCH		1,750,000	1,750,000		3FE
131347-CE-4	CALPINE CORP		.07/08/2014	MORGAN STANLEY		1,625,000	1,625,000		4FE
131347-CF-1	CALPINE CORP		.07/08/2014	MORGAN STANLEY		1,625,000	1,625,000		4FE
14042E-4A-5	CAPITAL ONE BANK USA NA		.09/02/2014	BARCLAYS		20,922,510	21,000,000		1FE
14040H-AX-3	CAPITAL ONE FINANCIAL CO		.09/12/2014	GOLDMAN, SACHS & CO.		9,305,640	9,000,000	.48,825	2FE
14042E-3Y-4	CAPITAL ONE NA		.08/12/2014	JPMORGAN CHASE & CO.		9,956,400	10,000,000	.17,208	1FE
14313K-AD-0	CARMX_12-3 ABS		.07/01/2014	BARCLAYS		7,802,438	7,800,000	.3,766	1FE
143130-AC-9	CARMX_14-1 ABS		.07/29/2014	Various		20,703,398	20,750,000	.7,181	1FE
14313T-AC-3	CARMX_14-3 ABS		.08/06/2014	BARCLAYS		49,996,035	50,000,000		1FE
14313T-AD-1	CARMX_14-3 ABS		.08/06/2014	BARCLAYS		42,494,131	42,500,000		1FE
14880B-AE-1	CATALENT PHARMA DOLLAR TL		.08/08/2014	Various		2,003,750	2,000,000		3FE
148887-AA-0	CATAMARAN CORP	G.	.08/05/2014	BANK OF AMERICA/MERRILL LYNCH		1,985,000	2,000,000	.38,528	3FE
12505F-AE-1	CBS OUTDOOR AMERICAS CAPITAL LLC		.09/16/2014	WELLS FARGO		3,900,000	3,900,000		4Z
17119Y-AC-1	CCART_14-BA_A3 ABS		.09/18/2014	BARCLAYS		21,995,820	22,000,000		1FE
17119Y-AD-9	CCART_14-BA_A4 ABS		.09/18/2014	BARCLAYS		34,989,353	35,000,000		1FE
17119Y-AC-7	CCART_2013-BA ABS		.07/28/2014	BANK OF AMERICA/MERRILL LYNCH		35,405,033	35,325,000	.13,345	1FE
17119X-AD-1	CCART_2014-A ABS		.08/27/2014	Various		7,992,188	8,000,000	.4,731	1FE
17305E-FU-4	CCOIT_14-A8 ABS		.09/17/2014	CITIGROUP GLOBAL MARKETS		39,994,392	40,000,000		1FE
17305E-FQ-3	CCOIT_2014-A4 ABS		.08/01/2014	CREDIT SUISSE		19,993,750	20,000,000	.60,133	1FE
L1300R-AB-8	CD& R MIL. HOLDCO (MAUSER) 1ST LIEN	E.	.09/03/2014	CREDIT SUISSE		1,492,500	1,500,000		4FE
L1300R-AG-7	CD& R MIL. HOLDCO (MAUSER) 2ND LIEN	E.	.09/03/2014	CREDIT SUISSE		2,475,000	2,500,000		5FE
12513G-AZ-2	CDW LLC / CDW FINANCE CORP		.07/31/2014	MORGAN STANLEY		2,600,000	2,600,000		4FE
151020-AH-7	CELGENE CORP		.07/23/2014	Various		18,680,336	18,620,000	.273,998	2FE
156700-AW-6	CENTURYLINK INC		.08/04/2014	CREDIT SUISSE		3,895,313	3,750,000	.73,828	3FE
15672W-AF-1	CEQUEL COMMUNICATIONS HOLDINGS I L		.09/04/2014	CREDIT SUISSE		3,646,875	3,750,000	.44,844	4FE
161571-GP-3	CHAIT_14-A6 ABS		.07/23/2014	Various		84,985,793	85,000,000	.2,100	1FE
16117L-9B-7	CHARTER COMM. OPER. TERM LOAN G		.09/25/2014	GOLDMAN, SACHS & CO.		4,975,000	5,000,000		3FE
165167-CL-9	CHESAPEAKE ENERGY CORP		.09/30/2014	Various		5,213,750	5,750,000	.7,906	3FE
165167-CM-7	CHESAPEAKE ENERGY CORP		.08/18/2014	CITIGROUP GLOBAL MARKETS		3,030,000	3,000,000	.10,741	3FE
167736-C7-0	CHICAGO ILL WTR REV		.09/11/2014	PNC CAPITAL MARKETS LLC		1,622,475	1,500,000		1Z
17302X-AJ-5	CITGO PETROLEUM CORP		.07/23/2014	DEUTSCHE BANK AG		2,500,000	2,500,000		3Z
184502-BT-8	CLEAR CHANNEL COMMUNICATIONS INC		.07/17/2014	EXCHANGE		785,000	785,000	.436	6FE

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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)
18683K-AF-8	CLIFFS NATURAL RESOURCES		.09/26/2014	Various		5,603,605	6,184,000	49,760	3FE
19238V-AG-0	COGECO CABLE INC	G	.07/11/2014	BANK OF AMERICA/MERRILL LYNCH		1,012,500	1,000,000	10,156	3FE
14041N-EM-9	COMET 2013-A3 ABS		.08/12/2014	CREDIT SUISSE		34,840,034	34,870,000		1FE
14041N-EP-2	COMET 2014-A2 ABS		.08/14/2014	KGS ALPHA CAPITAL MARKETS LLC		30,314,984	30,220,000	4,231	1FE
201723-AK-9	COMMERCIAL METALS CO		.07/28/2014	CITIGROUP GLOBAL MARKETS		1,257,750	1,300,000	13,379	3FE
20271R-AH-3	COMMONWEALTH BANK OF AUSTRALIA	F	.09/03/2014	CREDIT SUISSE		14,971,200	15,000,000		1FE
12543D-AT-7	COMMUNITY HEALTH SYSTEMS INC		.07/25/2014	BANK OF AMERICA/MERRILL LYNCH		1,052,500	1,000,000	34,948	4FE
20451P-KN-5	COMPASS BANK		.09/24/2014	CITIGROUP GLOBAL MARKETS		18,955,920	19,000,000		2FE
205887-BV-3	CONAGRA FOODS INC		.07/21/2014	RBS SECURITIES INC		30,000,000	30,000,000		2FE
991520-9A-7	CONNOLLY, LLC 1ST LIEN TERM LOAN		.08/19/2014	GOLDMAN, SACHS & CO.		1,980,000	2,000,000		4FE
20904A-AA-0	CONSOLIDATED COMMUNICATIONS FINANC		.09/04/2014	MORGAN STANLEY		1,500,000	1,500,000		4Z
20902C-AN-0	CONSOLIDATED CONTAINER SECOND LIEN		.07/21/2014	CITIBANK		2,940,000	3,000,000		5FE
22284Y-AA-4	COVENANT SURGICAL PARTNERS INC		.07/11/2014	IMPERIAL CAPITAL, LLC		200,000			4FE
22546Q-AP-2	CREDIT SUISSE AG (NEW YORK BRANCH)	F	.09/04/2014	CREDIT SUISSE		7,457,700	7,500,000		1Z
226373-AH-1	CRESTWOOD MIDSTREAM PARTNERS LP/CR		.09/02/2014	EXCHANGE		600,000		102	4FE
228227-BE-3	CROWN CASTLE INTERNATIONAL CORP		.08/01/2014	BANK OF AMERICA/MERRILL LYNCH		2,977,500	3,000,000	45,094	3FE
126307-AF-4	CSC HOLDINGS LLC		.08/04/2014	SUSQUEHANNA FINANCIAL GROUP LLLP		2,289,750	2,150,000	33,056	3FE
126408-GY-3	CSX CORP		.08/27/2014	SUSQUEHANNA FINANCIAL GROUP LLLP		1,938,960	2,000,000	38,039	2FE
126650-CE-8	CVS CAREMARK CORP		.08/07/2014	BARCLAYS		30,233,060	30,250,000		2FE
233851-BG-8	DAIMLER FINANCE NORTH AMERICA LLC	R	.07/24/2014	HSBC SECURITIES, INC.		20,000,000	20,000,000		1FE
237266-AG-6	DARLING INGREDIENTS INC		.09/16/2014	EXCHANGE		8,289,055	8,027,000	73,107	4FE
23918Y-AC-2	DAVITA HEALTHCARE PARTNERS TLB		.07/28/2014	BARCLAYS BANK		5,970,000	6,000,000		3FE
240019-BS-7	DAYTON POWER AND LIGHT CO		.07/16/2014	EXCHANGE		19,975,196	20,000,000	126,042	2FE
24023K-AA-6	DBS GROUP HOLDINGS LTD	F	.07/09/2014	CITIGROUP GLOBAL MARKETS		15,000,000	15,000,000		1FE
L2465B-AJ-5	DELTA 2 (LUX) ALPHA TOPCO. TLB3	E	.09/24/2014	GREENWICH NATWEST		5,970,000	6,000,000		4FE
24823U-AH-1	DENBURY RESOURCES INC		.08/05/2014	BANK OF AMERICA/MERRILL LYNCH		1,865,000	2,000,000	5,910	4FE
254845-JZ-4	DISTRICT OF COLUMBIA WATER AND SEW		.07/11/2014	GOLDMAN, SACHS & CO.		1,000,000			1Z
256677-AB-1	DOLLAR GENERAL CORP		.08/18/2014	Various		11,592,480	12,000,000	78,750	2FE
25809P-AD-6	DOOSAN INFRACORE INTL TERM LOAN B		.07/25/2014	J. P. MORGAN SECURITIES, INC.		1,990,000	2,000,000		3FE
260543-CC-5	DOW CHEMICAL CO/THE		.09/10/2014	MIZUHO SECURITIES USA INC.		12,900,000	12,000,000	170,000	2FE
233293-AM-1	DPL INC		.09/25/2014	BANK OF AMERICA/MERRILL LYNCH		4,000,000	4,000,000		3FE
26244E-AA-8	DRSLF 2014-34A CDO - CF - LOANS	E	.07/21/2014	CREDIT SUISSE		10,000,000	10,000,000		1FE
278642-AJ-2	EBAY INC		.07/23/2014	JPMORGAN CHASE & CO.		10,000,000	10,000,000		1FE
278642-AM-5	EBAY INC		.07/23/2014	CITIGROUP GLOBAL MARKETS		25,000,000	25,000,000		1FE
278642-AH-6	EBAY INC		.07/23/2014	JPMORGAN CHASE & CO.		30,934,280	31,000,000		1FE
278642-AK-9	EBAY INC		.07/23/2014	JPMORGAN CHASE & CO.		19,955,800	20,000,000		1FE
29269Q-AD-9	ENERGY FUTURE INTERMEDIATE HOLDING		.09/29/2014	CITIGROUP GLOBAL MARKETS		5,973,330	5,000,000		6Z
29358Q-AA-7	ENSCO PLC	F	.09/24/2014	MIZUHO SECURITIES USA INC.		6,144,503	5,860,000	10,711	2FE
29358Q-AC-3	ENSCO PLC	F	.09/24/2014	DEUTSCHE BANK AG		7,489,800	7,500,000		2FE
29358Q-AD-1	ENSCO PLC	F	.09/24/2014	CITIGROUP GLOBAL MARKETS		2,986,800	3,000,000		2FE
26884T-AM-4	ERAC USA FINANCE LLC		.06/30/2014	Various		235			2FE
29668G-AA-4	ESSAR STEEL MINNESOTA LLC	R	.08/19/2014	Various		(81,500)			5FE
30204N-AC-4	EXGEN TEXAS POWER LLC TL		.09/25/2014	BANK OF AMERICA		1,980,000	2,000,000		4FE
3130A2-T9-7	FHLB		.08/06/2014	LOOP CAPITAL MARKETS		4,988,750	5,000,000		1Z
315786-AA-1	FIDELITY & GUARANTY LIFE		.08/27/2014	JEFFERIES & COMPANY, INC.		537,500	500,000	13,370	3FE
31677Q-BC-2	FIFTH THIRD BANK (OHIO)		.09/02/2014	DEUTSCHE BANK AG		14,922,750	15,000,000		1FE
319963-BL-7	FIRST DATA CORP		.08/01/2014	BANK OF AMERICA/MERRILL LYNCH		1,723,125	1,500,000	83,719	5FE
32007U-BJ-7	FIRST DATA CORP 2018 DOLLAR TL		.09/16/2014	Various		952,500	1,000,000		3FE
319963-BE-3	FIRST DATA CORPORATION		.07/31/2014	STERNE AGEЕ CLEARING INC.		2,102,500	2,000,000	35,250	3FE
31679G-AD-1	FITAT 13-1 ABS		.07/01/2014	BARCLAYS		12,636,719	12,500,000	9,931	1FE
31679J-AC-7	FITAT 14-1 ABS		.07/28/2014	NOMURA SECURITIES INTERNATIONAL INC		46,793,543	46,810,000	14,147	1FE
30251G-AH-0	FMG RESOURCES AUG 2006	F	.09/25/2014	Various		2,832,375	2,730,000	93,218	3FE
3135GQ-ZR-7	FNMA		.09/04/2014	DEUTSCHE BANK AG		39,634,800	40,000,000		1Z
34530L-AD-3	FORDL 14-B ABS		.07/22/2014	BARCLAYS		27,998,244	28,000,000		1FE
34530L-AE-1	FORDL 14-B ABS		.07/22/2014	BARCLAYS		16,997,562	17,000,000		1FE
34530G-AD-0	FORDO 13-D ABS		.07/29/2014	BARCLAYS		11,345,566	11,350,000	3,380	1FE
345838-AC-0	FOREST LABORATORIES INC		.09/11/2014	Various		23,928,118	22,350,000	117,438	2FE
345838-AE-6	FOREST LABORATORIES INC		.09/02/2014	Various		52,754,339	48,174,000	896,022	2FE
35906A-AN-8	FRONTIER COMMUNICATIONS		.08/05/2014	BANK OF AMERICA/MERRILL LYNCH		525,000	500,000	11,967	3FE
35906A-AP-3	FRONTIER COMMUNICATIONS CORP		.09/03/2014	JPMORGAN CHASE & CO.		1,850,000	1,850,000		3FE
35906A-AQ-1	FRONTIER COMMUNICATIONS CORP		.09/10/2014	JPMORGAN CHASE & CO.		5,919,500	5,950,000		3FE
36467W-AA-7	GAMESTOP CORP		.09/19/2014	BANK OF AMERICA/MERRILL LYNCH		2,750,000	2,750,000		3FE

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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 Desig- nation or Market Indicator (a)
364725-BA-8	GANNETT CO INC		.07/31/2014	EXCHANGE		9,066,234	8,900,000	20,272	3FE
364725-BB-6	GANNETT CO INC		.09/03/2014	CITIGROUP GLOBAL MARKETS		3,128,359	3,175,000		3FE
36740U-AB-8	GATES GLOBAL INC INITIAL DOLLAR TL		.08/04/2014	CREDIT SUISSE		1,485,000	1,500,000		4FE
36740P-AA-1	GATES GLOBAL LLC		.09/12/2014	Various		3,431,250	3,500,000	31,833	5FE
36159J-DH-1	GE CAPITAL CREDIT CARD MASTER ABS		.07/15/2014	JPMORGAN CHASE & CO.		32,814,375	33,000,000	3,740	1FE
36159J-DQ-1	GE CAPITAL CREDIT CARD MASTER ABS		.07/28/2014	NOMURA SECURITIES INTERNATIONAL INC		21,636,445	22,000,000	7,575	1FE
369300-AN-8	GENERAL CABLE CORPORATION		.07/25/2014	EXCHANGE		9,594,046	9,500,000	195,608	4FE
37045V-AF-7	GENERAL MOTORS CO		.07/28/2014	EXCHANGE		11,787,547	11,000,000	221,528	3FE
37045X-AQ-9	GENERAL MOTORS FINANCIAL COMPANY I		.09/22/2014	DEUTSCHE BANK AG		11,000,000	11,000,000		3FE
36159R-AG-8	GEO GROUP INC		.08/14/2014	BANK OF AMERICA/MERRILL LYNCH		3,329,250	3,450,000	63,080	4FE
361841-AB-5	GLP CAPITAL LP		.07/31/2014	EXCHANGE		2,800,000	2,800,000	30,625	3FE
361841-AD-1	GLP CAPITAL LP		.07/31/2014	EXCHANGE		5,817,269	5,775,000	70,383	3FE
36190C-AA-5	GNL QUINTERO SA	F	.07/24/2014	CITIGROUP GLOBAL MARKETS		5,000,000	5,000,000		2Z
64123E-AC-0	GRIFOLS WORLDWIDE OP LTS TLB	E	.08/05/2014	MORGAN STANLEY DEAN WITTER		5,925,150	5,985,000		3FE
398905-AH-2	GROUP 1 AUTOMOTIVE INC		.09/04/2014	Various		1,736,250	1,750,000	19,896	4FE
402635-AC-0	GULFPORT ENERGY CORP		.08/13/2014	CREDIT SUISSE		397,500	375,000	8,638	4FE
41283L-AD-7	HARLEY-DAVIDSON FINANCIAL SERVICES		.09/11/2014	JPMORGAN CHASE & CO.		28,888,930	29,000,000		1FE
43814H-AC-2	HAROT 14-3 ABS		.08/12/2014	RBS SECURITIES INC		22,995,563	23,000,000		1FE
43814H-AD-0	HAROT 14-3 ABS		.08/12/2014	RBS SECURITIES INC		52,238,286	52,250,000		1FE
44890U-AC-8	HART 14-B ABS		.08/12/2014	CITIGROUP GLOBAL MARKETS		16,986,719	17,000,000		1FE
404119-BN-8	HCA INC		.09/04/2014	BANK OF AMERICA/MERRILL LYNCH		2,035,000	2,000,000	47,778	3FE
41284A-AD-0	HDMOT 2014-1 ABS		.08/01/2014	CREDIT SUISSE		29,976,563	30,000,000	17,417	1FE
428040-CN-7	HDTFS INC		.08/01/2014	STERNE AGEE CLEARING INC.		6,339,500	6,200,000	119,479	4FE
42234U-AB-9	HEARTHSIDE FOOD SOLUTIONS TERM LOAN		.07/07/2014	BARCLAYS BANK		995,000	1,000,000		4FE
42805R-AV-1	HERTZ 09-2A ABS		.07/31/2014	Various		(27,326)			1FE
42805R-BF-5	HERTZ 11-1A ABS		.07/31/2014	BANK OF AMERICA		(30,000)			1FE
40419N-AE-0	HFOTCO (HOUSTON FUEL OIL) TLB		.09/16/2014	MORGAN STANLEY DEAN WITTER		1,990,000	2,000,000		3FE
444859-BA-9	HUMANA INC		.09/16/2014	CREDIT SUISSE		16,742,688	17,150,000	162,068	2FE
444859-BC-5	HUMANA INC		.09/16/2014	BANK OF AMERICA/MERRILL LYNCH		19,999,000	20,000,000		2FE
44701P-AV-6	HUNTSMAN INT'L 2014-1 ADD'L TL		.09/05/2014	J. P. MORGAN SECURITIES, INC.		2,907,115	3,000,000		3FE
44890P-AD-7	HYUNDAI AUTO LEASE SECURITIZAT ABS		.07/16/2014	BANK OF AMERICA/MERRILL LYNCH		8,050,000	8,000,000	1,560	1FE
45256H-AA-6	IF 01-A CMBS		.09/01/2014	SCHEDULED PAY UP		6	6		1FE
45257#-AA-9	IMPACT CHILDCARE LLC ABS		.07/15/2014	SCHEDULED PAY UP		12,943	12,943		5
45256#-AB-8	IMPACT CIL PARENT CMBS		.09/26/2014	Various		45,874,236	45,874,236	99,944	2AM
45257#-AA-1	IMPACT COMMERC OPPT LLC SER 2006-1 ABS		.07/15/2014	SCHEDULED PAY UP		351	351		5
45824T-AP-0	INTELSAT JACKSON HOLDINGS SA	E	.08/04/2014	STERNE AGEE CLEARING INC.		3,377,500	3,500,000	3,208	4FE
24422E-SQ-3	JOHN DEERE CAPITAL CORP		.09/10/2014	GOLDMAN, SACHS & CO.		25,000,000	25,000,000		1FE
24422E-SR-1	JOHN DEERE CAPITAL CORP		.09/10/2014	GOLDMAN, SACHS & CO.		18,995,440	19,000,000		1FE
24422E-SS-9	JOHN DEERE CAPITAL CORP		.09/10/2014	GOLDMAN, SACHS & CO.		59,966,400	60,000,000		1FE
46625H-JY-7	JPMORGAN CHASE & CO		.09/03/2014	JPMORGAN CHASE & CO.		17,408,125	17,500,000		1FE
494550-BV-7	KINDER MORGAN ENERGY PARTNERS LP		.09/08/2014	CITIGROUP GLOBAL MARKETS		9,983,200	10,000,000		2FE
500255-AR-5	KOHL'S CORPORATION		.09/10/2014	Various		8,332,560	8,000,000	119,111	2FE
505597-AE-4	LACLEDE GROUP INC		.08/12/2014	CREDIT SUISSE		11,976,600	12,000,000		2FE
513075-BB-6	LAMAR MEDIA CORP		.08/05/2014	CREDIT SUISSE		3,661,875	3,500,000	3,998	4FE
521865-AV-7	LEAR CORP		.08/05/2014	CITIGROUP GLOBAL MARKETS		1,254,688	1,250,000	26,875	3FE
53219L-AM-1	LIFEPOINT HOSPITALS INC		.09/25/2014	EXCHANGE		1,250,000	1,250,000	21,771	3FE
53944V-AB-5	LLOYDS BANK PLC	F	.09/02/2014	CITIGROUP GLOBAL MARKETS		22,993,560	23,000,000		1FE
539565-AB-7	LOCAL INITIATIVES SUPPORT CORP		.08/01/2014	CONVERSION		4,000,000	4,000,000		4
548661-DB-0	LOWES COMPANIES INC		.09/03/2014	GOLDMAN, SACHS & CO.		19,000,000	19,000,000		1FE
548661-DE-4	LOWES COMPANIES INC		.09/03/2014	GOLDMAN, SACHS & CO.		9,973,000	10,000,000		1FE
548661-CT-2	LOWE'S COMPANIES INC		.09/18/2014	CITIGROUP GLOBAL MARKETS		10,111,015	9,597,000	157,951	1FE
548661-DD-6	LOWES COMPANY INC		.09/03/2014	GOLDMAN, SACHS & CO.		9,913,300	10,000,000		1FE
559417-AA-8	MAGNETATION LLC		.07/08/2014	JPMORGAN CHASE & CO.		3,272,500	3,000,000	51,333	4FE
561233-AA-5	MALLINCKRODT INTERNATIONAL FINANCE	E	.07/30/2014	BARCLAYS		2,250,000	2,250,000		4FE
561234-AE-5	MALLINCKRODT INTERNATIONAL FINANCE	E	.08/15/2014	STERNE AGEE CLEARING INC.		8,417,625	9,075,000	139,462	4FE
56585A-AG-7	MARATHON PETROLEUM CORP		.09/02/2014	MITSUBISHI UFJ SECURITIES (USA)		7,473,075	7,500,000		2FE
571748-AW-2	MARSH & MCLENNAN COMPANIES INC		.09/03/2014	BANK OF AMERICA/MERRILL LYNCH		19,982,200	20,000,000		2FE
575718-AC-5	MASSACHUSETTS INSTITUTE OF TECHNOL		.09/22/2014	JPMORGAN CHASE & CO.		19,000,000	19,000,000		1FE
587729-AD-6	MBART 14-1 ABS		.07/01/2014	DEUTSCHE BANK AG		13,997,544	14,000,000		1FE
581557-AZ-8	MCKESSON CORP		.09/10/2014	MIZUHO SECURITIES USA INC.		7,133,343	7,469,000	50,416	2FE
58155Q-AC-7	MCKESSON CORP		.09/12/2014	GOLDMAN, SACHS & CO.		9,276,750	9,000,000	13,000	2FE
58711P-AL-6	MEN'S WEARHOUSE TLB		.09/26/2014	J. P. MORGAN SECURITIES, INC.		2,970,000	3,000,000		4FE

STATEMENT AS OF SEPTEMBER 30, 2014 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)
591611-AG-3	METRO-GOLDWYN-MAYER INC. 2ND LIEN TL		.09/15/2014	J. P. MORGAN SECURITIES, INC.		2,272,500	2,250,000		4FE
59217G-BF-5	METROPOLITAN LIFE GLOBAL FUNDING I		.07/08/2014	U.S. BANCORP		10,068,400	10,000,000	60,694	1FE
55303B-AB-9	MH SUB I LLC (MICRO HDGS) 2ND LIEN TL		.09/04/2014	RBC DOMINION SECURITIES		1,980,000	2,000,000		5FE
594088-AK-2	MICHAELS STORES INC INCREM 2014 TL		.07/22/2014	DEUTSCHE BANK SECURITIES		1,492,500	1,500,000		4FE
595112-BB-8	MIORON TECHNOLOGY INC		.07/24/2014	Various		5,807,500	5,800,000	153	3FE
61166W-AT-8	MONSANTO COMPANY		.07/09/2014	JPMORGAN CHASE & CO.		14,467,665	14,500,000	14,399	1FE
615369-AD-7	MOODY S CORP		.07/07/2014	JPMORGAN CHASE & CO.		24,976,350	25,000,000		2FE
617446-7Y-9	MORGAN STANLEY		.09/03/2014	MORGAN STANLEY		2,495,600	2,500,000		2FE
620076-BD-0	MOTOROLA SOLUTIONS INC		.08/12/2014	CITIGROUP GLOBAL MARKETS		14,818,350	15,000,000		2FE
65477P-AC-5	NAROT 14-A ABS		.07/28/2014	MORGAN STANLEY		18,016,355	18,070,000	5,782	1FE
63253W-AG-6	NATIONAL AUSTRALIA BANK LTD	F	.09/02/2014	HSBC SECURITIES, INC.		23,978,400	24,000,000		1FE
62886E-AR-9	NCR CORP		.07/23/2014	EXCHANGE		900,000	900,000	5,581	3FE
62886E-AS-7	NCR CORP		.07/23/2014	EXCHANGE		5,210,809	4,800,000	32,300	3FE
629377-BS-0	NRG ENERGY INC		.07/29/2014	CREDIT AGRICOLE		1,371,875	1,250,000	20,781	4FE
629377-BU-5	NRG ENERGY INC		.07/24/2014	BANK OF AMERICA/MERRILL LYNCH		1,868,125	1,750,000	43,155	4FE
67053N-AB-0	NUMERICABLE (YPSO) DOLLAR TLB2	E	.07/17/2014	DEUTSCHE BANK SECURITIES		1,836,831	1,855,385		4FE
67053N-AC-8	NUMERICABLE (YPSO) DOLLAR TLB1	E	.07/17/2014	DEUTSCHE BANK SECURITIES		2,123,169	2,144,615		4FE
67054L-AC-1	NUMERICABLE GROUP SA	F	.08/12/2014	HSBC SECURITIES, INC.		2,050,000	2,000,000		4FE
67090F-AG-1	NUVEEN INVESTMENTS INC		.09/11/2014	JEFFERIES & COMPANY, INC.		6,431,875	5,500,000	184,656	5FE
67437D-AB-9	OBERTHUR TECH FINANCE TRANCHE B-2		.09/16/2014	J. P. MORGAN SECURITIES, INC.		1,988,970	1,994,987		4FE
681936-BC-3	OMEGA HEALTHCARE INVESTORS INC		.09/04/2014	JPMORGAN CHASE & CO.		5,204,378	5,250,000		2FE
L7300K-AB-0	ORTHO-CLINICAL DIAGNOSTICS INC TLB		.08/04/2014	Various		3,500,000	3,500,000		4FE
688225-AG-6	OSHKOSH CORP		.09/29/2014	JPMORGAN CHASE & CO.		1,414,000	1,400,000	6,480	3FE
690732-AD-4	OWENS & MINOR INC		.09/11/2014	JPMORGAN CHASE & CO.		14,930,850	15,000,000		2FE
690732-AE-2	OWENS & MINOR INC		.09/11/2014	JPMORGAN CHASE & CO.		6,973,540	7,000,000		3Z
69371R-M2-9	PACCAR FINANCIAL CORP		.09/08/2014	DAIICHI KAMETAKA SECURITIES (USA)		34,980,050	35,000,000		1FE
695156-AR-0	PACKAGING CORP OF AMERICA		.09/02/2014	BANK OF AMERICA/MERRILL LYNCH		11,965,920	12,000,000		2FE
69884L-AA-7	PAPERWORKS INDUSTRIES INC		.07/30/2014	JEFFERIES & COMPANY, INC.		250,000	250,000		1Z
704549-AM-6	PEABODY ENERGY CORP		.07/31/2014	Various		1,905,000	2,000,000	27,778	3FE
73328X-AD-1	PILOT 13-1 ABS		.07/29/2014	Various		12,975,488	12,945,000	2,848	1FE
73329A-AD-0	PILOT 14-1 ABS		.09/17/2014	JPMORGAN CHASE & CO.		22,998,473	23,000,000		1FE
69349L-AG-3	PNC BANK NA		.09/18/2014	HSBC SECURITIES, INC.		9,510,900	10,000,000	106,500	1FE
737446-AG-9	POST HOLDINGS INC		.07/24/2014	BARCLAYS		2,017,500	2,000,000	19,000	4FE
74256L-AM-1	PRINCIPAL LIFE GLOBAL FUNDING II		.09/04/2014	DEUTSCHE BANK AG		9,995,300	10,000,000		1FE
74456Q-BJ-4	PUBLIC SERVICE ELECTRIC AND GAS CO		.08/06/2014	RBS SECURITIES INC		16,965,320	17,000,000		1FE
747262-AQ-6	QVC INC		.08/11/2014	GOLDMAN, SACHS & CO.		1,179,994	1,165,000	14,765	2FE
747262-AV-5	QVC INC		.08/07/2014	MORGAN STANLEY		14,967,600	15,000,000		2FE
76009N-AK-6	RENT-A-CENTER INC		.09/29/2014	BARCLAYS		969,375	1,175,000	23,410	4FE
761735-AD-1	REYNOLDS GROUP HOLDINGS		.07/07/2014	GOLDMAN, SACHS & CO.		4,315,000	4,000,000	110,764	4FE
771196-BD-3	ROCHE HOLDING INC	R	.09/22/2014	DEUTSCHE BANK AG		10,000,000	10,000,000		1FE
771196-AZ-5	ROCHE HOLDINGS INC	R	.09/22/2014	JPMORGAN CHASE & CO.		10,000,000	10,000,000		1FE
771196-BA-9	ROCHE HOLDINGS INC	R	.09/22/2014	JPMORGAN CHASE & CO.		89,868,600	90,000,000		1FE
771196-BB-7	ROCHE HOLDINGS INC	R	.09/22/2014	JPMORGAN CHASE & CO.		49,861,500	50,000,000		1FE
777779-AF-6	ROSETTA RESOURCES INC		.08/20/2014	SUSQUEHANNA FINANCIAL GROUP LLLP		4,612,500	4,500,000	63,156	4FE
78011D-AG-9	ROYAL BANK OF CANADA	A	.09/16/2014	RBC DOMINION SECURITIES		23,996,640	24,000,000		1FE
79586K-AD-3	SAMARCO MINERACAO SA	F	.09/23/2014	CITIGROUP GLOBAL MARKETS		2,493,300	2,500,000		2FE
78386J-AQ-9	SBA COMMUNICATIONS CORP		.09/30/2014	CITIGROUP GLOBAL MARKETS		2,391,125	2,350,000	734	4FE
86909V-AD-4	SBART 2014-1 - ABS		.08/06/2014	JPMORGAN CHASE & CO.		16,999,181	17,000,000		1FE
81211K-AS-9	SEALED AIR CORP		.08/05/2014	DEUTSCHE BANK AG		2,160,000	2,000,000	24,194	4FE
81211K-AU-4	SEALED AIR CORP		.08/05/2014	DEUTSCHE BANK AG		992,500	1,000,000	18,521	4FE
81725W-AG-8	SENSATA TECHNOLOGIES BV	E	.08/01/2014	BARCLAYS		1,486,875	1,500,000	22,547	3FE
81760H-AB-8	SERVICEMASTER CO INITIAL TL		.08/08/2014	J. P. MORGAN SECURITIES, INC.		1,485,000	1,500,000		4FE
818097-AA-5	SEVENTY SEVEN ENERGY INC		.07/15/2014	EXCHANGE		2,000,000	2,000,000	6,861	4FE
826700-AA-4	SIGNODE INDUSTRIAL GROUP LUX SA		.09/10/2014	Various		3,593,625	3,625,000	72,414	5FE
827048-AR-0	SILGAN HOLDINGS INC		.07/24/2014	EXCHANGE		4,477,065	4,500,000	118,938	3FE
828732-AB-3	SIMMONS FOODS INC		.09/18/2014	WELLS FARGO		1,750,000	1,750,000		1Z
829229-AP-8	SINCLAIR TELEVISION GROUP, INC TLB-1		.08/29/2014	RBC DOMINION SECURITIES		1,995,000	2,000,000		3FE
85207U-AA-3	SPRINT CORP		.08/01/2014	BANK OF AMERICA/MERRILL LYNCH		1,057,500	1,000,000	28,396	4FE
85207U-AB-1	SPRINT CORP		.08/20/2014	GOLDMAN, SACHS & CO.		2,187,500	2,000,000	70,000	4FE
86909V-AC-6	SQART 14-1 ABS		.09/23/2014	JPMORGAN CHASE & CO.		4,996,094	5,000,000	1,528	1FE
858119-BA-7	STEEL DYNAMICS INC		.09/04/2014	GOLDMAN, SACHS & CO.		2,700,000	2,700,000		3FE
858119-BB-5	STEEL DYNAMICS INC		.09/04/2014	GOLDMAN, SACHS & CO.		6,675,000	6,675,000		3FE

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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)
865622-BK-9	SUMITOMO MITSUI BANKING CORP (NEW)	F.	07/08/2014	GOLDMAN, SACHS & CO.		15,000,000	15,000,000		1FE
865622-BM-5	SUMITOMO MITSUI BANKING CORP (NEW)	F.	07/08/2014	GOLDMAN, SACHS & CO.		16,966,510	17,000,000		1FE
86614W-AC-0	SUMMIT MIDSTREAM HOLDINGS LLC		07/09/2014	DEUTSCHE BANK AG		450,000	450,000		1Z
867363-AX-1	SUNGARD DATA SYSTEMS INC		09/11/2014	JPMORGAN CHASE & CO.		3,605,000	3,500,000	86,953	5FE
867914-BD-4	SUNTRUST BANKS INC		09/12/2014	GOLDMAN, SACHS & CO.		14,879,825	14,342,000	217,998	2FE
87165B-AB-9	SYNCHRONY FINANCIAL		08/06/2014	JPMORGAN CHASE & CO.		19,952,800	20,000,000		2Z
87165B-AC-7	SYNCHRONY FINANCIAL		08/06/2014	JPMORGAN CHASE & CO.		6,987,540	7,000,000		2Z
871829-AS-6	SYSCO CORPORATION		09/24/2014	Various		27,972,340	28,000,000		1FE
871829-AT-4	SYSCO CORPORATION		09/23/2014	GOLDMAN, SACHS & CO.		19,956,200	20,000,000		1FE
89231M-AC-9	TAOT_14-A ABS		07/28/2014	BANK OF AMERICA/MERRILL LYNCH		24,966,143	25,015,000	7,449	1FE
872267-AC-3	TCFAT_14-1 ABS		07/16/2014	CREDIT SUISSE		46,389,216	46,390,000		1FE
872267-AD-1	TCFAT_14-1 ABS		07/16/2014	CREDIT SUISSE		29,845,669	29,850,000		1FE
878091-BD-8	TEACHERS INSURANCE AND ANNUITY ASS		09/15/2014	JPMORGAN CHASE & CO.		5,994,420	6,000,000		1Z
991576-9A-9	TENNESSEE INDUSTRIAL ELECTRONICS LLC TL		09/26/2014	BABSON CAPITAL MANAGEMENT LLC		5,766,047	5,868,750		4Z
88078F-AZ-1	TEREX CORP US TERM LOAN		08/20/2014	EXCHANGE		8,258,218	8,243,604		3FE
881609-BA-8	TESORO CORP		08/04/2014	STERNE AGEЕ CLEARING INC.		6,826,250	7,000,000	136,667	3FE
88233F-AD-2	TEXAS COMP ELEC HLDGS DIP TL		07/22/2014	CITIBANK		5,060,161	5,079,208		3Z
36162J-AA-4	THE GEO GROUP INC		09/22/2014	BANK OF AMERICA/MERRILL LYNCH		6,000,000	6,000,000		4FE
886546-AC-4	TIFFANY & CO		09/22/2014	BANK OF AMERICA/MERRILL LYNCH		3,734,775	3,750,000		2FE
887228-AA-2	TIME INC (USA)		08/06/2014	BAROLAYS		3,936,250	4,000,000	60,215	4FE
87264A-AM-7	T-MOBILE USA INC		09/03/2014	DEUTSCHE BANK AG		1,200,000	1,200,000		3FE
87264A-AN-5	T-MOBILE USA INC		09/25/2014	Various		9,007,500	9,000,000	16,646	3FE
891145-W5-9	TORONTO DOMINION BANK	A.	09/18/2014	TD SECURITIES		23,943,600	24,000,000		1FE
89364M-AY-0	TRANSIDGM INC. TLD		07/15/2014	CREDIT SUISSE		1,985,000	2,000,000		4FE
880591-ER-9	TVA		09/24/2014	MORGAN STANLEY		14,841,000	15,000,000		1Z
90170W-AE-4	TWIN RIVER MGMT CLSG DATE TL		08/04/2014	DEUTSCHE BANK SECURITIES		4,950,000	5,000,000		4FE
902494-AW-3	TYSON FOODS INC		08/05/2014	MORGAN STANLEY		19,986,800	20,000,000		2FE
903914-AC-3	ULTRA PETROLEUM CORP	G.	09/19/2014	Various		13,047,344	13,075,000	3,063	4FE
210797-AK-2	UNITED AIRLINES (CONTINENTAL) TLB1		09/25/2014	J. P. MORGAN SECURITIES, INC.		1,980,000	2,000,000		3FE
910047-AF-6	UNITED CONTINENTAL HLDGS		08/08/2014	GOLDMAN, SACHS & CO.		4,642,000	4,400,000	56,100	4FE
910047-AG-4	UNITED CONTINENTAL HOLDINGS INC		08/14/2014	STERNE AGEЕ CLEARING INC.		2,581,250	2,500,000	32,500	4FE
913903-AP-5	UNIVERSAL HEALTH SERVICES INC		07/29/2014	JPMORGAN CHASE & CO.		3,950,000	3,950,000		3FE
913903-AR-1	UNIVERSAL HEALTH SERVICES INC		07/29/2014	JPMORGAN CHASE & CO.		450,000	450,000		3FE
91359P-AJ-9	UNIVERSAL HOSPITAL SERVI		09/03/2014	Various		3,250,000	3,250,000	15,832	4FE
90349Y-AC-0	US ECOLOGY INC. TL		07/23/2014	WELLS FARGO		1,007,500	1,000,000		3FE
91733W-AA-0	US SHALE SOLUTIONS INC		08/07/2014	JEFFERIES & COMPANY, INC.		970,000	1,000,000		4FE
91911X-AM-6	VALEANT PHARMACEUTICALS		07/25/2014	BANK OF AMERICA/MERRILL LYNCH		2,122,500	2,000,000	46,278	4FE
92867R-AC-3	VALET_14-1 ABS		08/12/2014	WELLS FARGO		38,575,839	38,606,000	24,397	1FE
920253-AE-1	VALMONT INDUSTRIES INC		09/08/2014	JPMORGAN CHASE & CO.		5,920,800	6,000,000		2FE
920253-AF-8	VALMONT INDUSTRIES INC		09/08/2014	BANK OF AMERICA/MERRILL LYNCH		5,972,160	6,000,000		2FE
92210M-AH-7	VANTIV LLC TLB		07/18/2014	J. P. MORGAN SECURITIES, INC.		1,492,500	1,500,000		3FE
92769V-AF-6	VIRGIN MEDIA FINANCE PLC	F.	09/24/2014	BANK OF AMERICA/MERRILL LYNCH		5,765,000	5,750,000		4FE
92839F-AM-2	VISTEON CORP INITIAL TL		07/03/2014	CITIBANK		1,496,250	1,500,000		4FE
92890H-AB-8	WEA FINANCE LLC	R.	09/10/2014	CITIGROUP GLOBAL MARKETS		14,970,000	15,000,000		1Z
92890H-AA-0	WEA FINANCE LLC/WESTFIEL	R.	09/10/2014	CITIGROUP GLOBAL MARKETS		11,996,520	12,000,000		1Z
94973V-BH-9	WELLPOINT INC		08/07/2014	BANK OF AMERICA/MERRILL LYNCH		59,861,400	60,000,000		2FE
952355-AN-5	WEST CORP		09/29/2014	Various		3,552,500	3,800,000	34,908	4FE
966244-AA-3	WHITWAVE FOODS CO		09/12/2014	JPMORGAN CHASE & CO.		2,000,000	2,000,000		4FE
97381W-AZ-7	WINDSTREAM CORP		08/07/2014	CANTOR FITZGERALD		1,982,500	2,000,000	3,896	4FE
98158L-AC-1	WOART 2014-A ABS		08/12/2014	CREDIT SUISSE		25,408,246	25,450,000		1FE
98161D-AD-2	WOLS_14-A ABS		09/10/2014	BANK OF AMERICA/MERRILL LYNCH		13,999,042	14,000,000		1FE
98161D-AE-0	WOLS_14-A ABS		09/10/2014	BANK OF AMERICA/MERRILL LYNCH		16,497,542	16,500,000		1FE
98158Q-AD-8	WORLD OMNI AUTO RECEIVABLES TR ABS		07/28/2014	MORGAN STANLEY		22,478,063	22,450,000	8,082	1FE
98160K-AD-7	WORLD OMNI AUTO RECEIVABLES TR ABS		07/28/2014	WELLS FARGO		7,142,699	7,131,000	2,757	1FE
98212B-AE-3	WPX ENERGY INC		09/04/2014	Various		10,017,500	10,000,000	875	3FE
383909-AE-8	WR GRACE & CO		09/11/2014	GOLDMAN, SACHS & CO.		2,000,000	2,000,000		3FE
383909-AF-5	WR GRACE & CO (CONNECTICUT DIVISIO		09/11/2014	GOLDMAN, SACHS & CO.		675,000	675,000		1Z
98886Y-AA-6	ZAIS2 2014-2A CDO - CF - LOANS	E.	09/08/2014	JPMORGAN CHASE & CO.		17,409,000	17,500,000		1FE
989207-AA-3	ZEBRA TECHNOLOGIES CORP		09/30/2014	MORGAN STANLEY		6,175,000	6,175,000		4Z
N0501W-AC-2	ZIGGO TLB1	E.	09/30/2014	BANK OF AMERICA		5,532,942	5,546,809		3FE
N0501W-AE-8	ZIGGO TLB2	E.	09/30/2014	BANK OF AMERICA		3,279,016	3,287,234		3FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						3,796,997,008	3,787,973,800	6,573,873	XXX

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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)
060505-EH-3	BANK OF AMERICA CORP		.09/02/2014	BANK OF AMERICA/MERRILL LYNCH		5,000,000	5,000,000		3AM
225313-AE-5	CREDIT AGRICOLE SA ABS	F	.09/11/2014	CREDIT AGRICOLE		13,000,000	13,000,000		3FE
33610A-20-9	FIRST PREFERRED CAPITAL TRUST IV ABS		.07/15/2014	CRT CAPITAL GROUP		2,639,890	10,623,300		1AM
48126H-AC-4	JPMORGAN CHASE & CO		.09/18/2014	JPMORGAN CHASE & CO		5,000,000	5,000,000		1AM
65557C-AM-5	NORDEA BANK AB	F	.09/16/2014	CITIGROUP GLOBAL MARKETS		5,000,000	5,000,000		1AM
65557C-AN-3	NORDEA BANK AB	F	.09/16/2014	GOLDMAN, SACHS & CO		6,000,000	6,000,000		6Z*
4899999. Subtotal - Bonds - Hybrid Securities						36,639,890	44,623,300		XXX
8399997. Total - Bonds - Part 3						13,337,446,659	13,318,914,100	18,287,094	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						13,337,446,659	13,318,914,100	18,287,094	XXX
38144G-80-4	GOLDMAN SACHS SERIES D		.08/13/2014	DIRECT	4,000,000		0.00		P3LFE
D3207M-11-0	HENKEL VORZUG	D	.09/24/2014	GOLDMAN, SACHS & CO	14,653,000	1,533,579	0.00		P2UZ
40428H-80-5	HSBC USA INC	R	.09/19/2014	FIG Partners LLC	296,386,000	6,456,157	0.00		P2LFE
BA509E-TX-4	LTR INVESTCO INC		.08/28/2014	DIRECT	4,472,549,000	18,500,000	0.00		P5UZ
61761J-40-6	MORGAN STANLEY		.09/11/2014	MORGAN STANLEY	200,000,000	5,000,000	0.00		P1UZ
D6240C-12-2	PORSCHE AUTOMOBIL HOLDING SE	D	.09/24/2014	Various	9,913,000	858,227	0.00		RP3UZ*
D94523-10-3	VOLKSWAGEN AG-PFD NON VTG PRF NPV	D	.09/24/2014	Various	7,142,000	1,593,976	0.00		P2UZ
8499999. Subtotal - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)						33,941,940	XXX		XXX
8999997. Total - Preferred Stocks - Part 3						33,941,940	XXX		XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						33,941,940	XXX		XXX
H0010V-10-1	ABB LTD-REG CMN STK	D	.09/24/2014	Various	111,788,000	2,567,891			U
00287Y-10-9	ABBVIE INC		.09/22/2014	GOLDMAN, SACHS & CO	61,762,000	3,637,028			L
G1151C-10-1	ACCENTURE PLC		.08/26/2014	JPMORGAN CHASE & CO	51,967,000	4,235,311			L
G0083B-10-8	ACTAVIS PLC	E	.09/22/2014	Various	10,642,000	2,503,730			L
D0066B-18-5	ADIDAS SALOMON AG	D	.09/24/2014	Various	19,337,000	1,516,166			U
00724F-10-1	ADOBE SYS INC		.09/22/2014	GOLDMAN, SACHS & CO	22,910,000	1,519,680			L
00751Y-10-6	ADVANCED AUTO PARTS INC		.09/22/2014	CITIGROUP GLOBAL MARKETS	12,649,000	1,641,142			L
ND0927-29-8	AEGON	D	.09/24/2014	Various	118,356,000	1,007,777			U
001055-10-2	AFLAC INC		.09/22/2014	GOLDMAN, SACHS & CO	18,682,000	1,090,429			L
S22135-38-8	AGRIUM INC COM	C	.09/24/2014	Various	14,081,000	1,321,104			U
Y002A1-10-5	AIA GROUP LTD COMMON STOCK	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	508,400,000	2,745,063			U
J00882-12-6	AJINOMOTO	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	88,000,000	1,457,981			U
ND1803-10-0	AKZO N.V.	D	.09/24/2014	Various	17,454,000	1,255,758			U
013817-10-1	ALCOA INC COM		.09/22/2014	GOLDMAN, SACHS & CO	73,242,000	1,170,070			L
015351-10-9	ALEXION PHARMACEUTICAL INC		.09/22/2014	GOLDMAN, SACHS & CO	8,268,000	1,315,252			L
01609W-10-2	ALIBABA GROUP HOLDING LTD	F	.09/18/2014	MORGAN STANLEY	25,000,000	1,700,000			L
01626P-40-3	ALIMENTATION COUCHE CLASS 'B'VTG COM NPV	C	.09/24/2014	Various	31,199,000	998,569			U
018490-10-2	ALLERGAN INC COM		.09/22/2014	GOLDMAN, SACHS & CO	12,649,000	2,115,304			L
D03080-11-2	ALLIANZ SE-REG COM STK	D	.09/22/2014	GOLDMAN, SACHS & CO	15,420,000	2,737,215			U
E04908-11-2	AMADEUS IT HOLDING CMN STK	D	.09/24/2014	Various	40,114,000	1,458,320			U
023135-10-6	AMAZON COM INC		.09/22/2014	GOLDMAN, SACHS & CO	14,921,000	4,836,171			L
Q03080-10-0	AMCOR LTD ORD	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	123,645,000	1,225,934			U
02376R-10-2	AMERICAN AIRLINES GROUP INC		.09/30/2014	Various	151,000,000	5,625,668			L
025816-10-9	AMERICAN EXPRESS CO		.09/22/2014	GOLDMAN, SACHS & CO	33,134,000	2,972,040			L
026874-78-4	AMERICAN INTL GROUP INC		.09/22/2014	GOLDMAN, SACHS & CO	45,636,000	2,518,231			L
03076C-10-6	AMERIPRISE FINL INC		.09/22/2014	Various	13,949,000	1,746,870			L
03073E-10-5	AMERISOURCEBERGEN CORP		.08/26/2014	CITIGROUP GLOBAL MARKETS	6,690,000	513,210			L
031162-10-0	AMGEN INC		.08/26/2014	Various	33,954,000	4,647,525			L
Q0344G-10-1	AMP LTD	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	215,474,000	1,063,499			U
032095-10-1	AMPHENOL CORP		.09/22/2014	GOLDMAN, SACHS & CO	12,814,000	1,329,195			L
032511-10-7	ANADARKO PETE CORP		.09/22/2014	GOLDMAN, SACHS & CO	21,382,000	2,202,010			L
032654-10-5	ANALOG DEVICES INC		.09/22/2014	GOLDMAN, SACHS & CO	360,000	17,877			L
G03764-13-4	ANGLO AMERICAN PLC CMN STK	D	.09/24/2014	Various	70,897,000	1,654,731			U
Q09504-13-7	ANZ NATIONAL BANK	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	97,367,000	2,685,853			U
G0408V-10-2	AON PLC		.09/22/2014	GOLDMAN, SACHS & CO	14,905,000	1,288,798			L
K0514G-10-1	AP MOLLER MAERSK B	D	.09/24/2014	Various	654,000	1,704,925			U
037411-10-5	APACHE CORP		.09/22/2014	GOLDMAN, SACHS & CO	17,485,000	1,661,601			L
037833-10-0	APPLE INC		.09/22/2014	GOLDMAN, SACHS & CO	194,154,000	19,682,828			L
038222-10-5	APPLIED MATERIALS INC		.09/22/2014	Various	183,965,000	3,990,885			L

STATEMENT AS OF SEPTEMBER 30, 2014 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)
L03020-12-9	ARCELOMITTAL COMMON STOCK	D.	.09/24/2014	Various	.87, 183.000	1,267,421			U.
039483-10-2	ARCHER DANIELS MIDLAND CO		.09/22/2014	GOLDMAN, SACHS & CO.	.35, 863.000	1,850,208			L
G0483X-12-2	ARM HOLDINGS PLC	D.	.09/24/2014	Various	.83, 424.000	1,276,582			U.
N07059-20-2	ASML HOLDING N.V.	D.	.09/24/2014	Various	.17, 266.000	1,729,799			U.
W0817X-10-5	ASSA ABLBY B	D.	.09/24/2014	Various	.24, 871.000	1,296,141			U.
T05040-10-9	ASSICURAZIONI GENERALI S.P.A.	D.	.09/24/2014	Various	.97, 201.000	2,046,085			U.
G05600-13-8	ASSOC BRIT FOODS ORD GBPO.0568	D.	.09/24/2014	Various	.25, 442.000	1,119,680			U.
J96216-12-2	ASTELLAS PHARMA INC	D.	.09/24/2014	CITIGROUP GLOBAL MARKETS	.127, 400.000	1,865,969			U.
G0593M-10-7	ASTRAZENECA PLC ORD USD0.25	D.	.08/06/2014	UNION BANK OF SWITZERLAND	.3, 694.000	.271, 176			U.
W10020-11-8	ATLAS COPCO AB-A S HS	D.	.09/24/2014	Various	.52, 552.000	1,550,353			U.
G0692#-10-2	AURIGEN RE CAPITAL LIMITED	C.	.09/26/2014	EDGESTONE CAPITAL PARTNERS	.10, 560.000	.94, 704			A.
053332-10-2	AUTOZONE INC		.09/22/2014	GOLDMAN, SACHS & CO.	.3, 165.000	1,599,484			L
Y0486S-10-4	AVAGO TECHNOLOGIES LTD		.09/22/2014	GOLDMAN, SACHS & CO.	.14, 292.000	1,257,452			L
G0683Q-10-9	AVIVA ORD GBPO.25	D.	.08/07/2014	EXANE	.13, 889.000	.115, 446			U.
F06106-10-2	AXA	D.	.08/18/2014	Various	.40, 280.000	.974, 570			L
G06940-10-3	BAE SYSTEMS ORD GBPO.025	D.	.09/24/2014	Various	.203, 977.000	1,581,097			L
057224-10-7	BAKER HUGHES INC		.09/22/2014	GOLDMAN, SACHS & CO.	.25, 075.000	1,665,858			L
05990K-10-6	BANC OF CALIFORNIA INC		.09/30/2014	Various	.223, 200.000	2,641,066			L
E19790-10-9	BANCO SANTANDER SA EUR 0.5	D.	.09/29/2014	Various	.557, 169.000	.5, 517, 334			U.
060505-10-4	BANK AMER CORP COM		.09/22/2014	Various	.751, 509.000	12,669,752			U.
064058-10-0	BANK NEW YORK MELLON CORP		.09/22/2014	GOLDMAN, SACHS & CO.	.92, 337.000	3,652,673			L
064149-10-7	BANK NOVA SCOTIA HALIFAX COM	C.	.09/24/2014	Various	.44, 630.000	2,854,941			U.
063671-10-1	BANK OF MONTREAL	C.	.09/24/2014	Various	.27, 145.000	2,056,057			U.
06425J-10-2	BANK OF THE CAROLINAS (NC)		.07/16/2014	FIG Partners LLC	.13, 616, 873.000	1,361,687			U.
06643P-10-4	BANKFINANCIAL CORP		.09/26/2014	KEEFE, BRUYETTE & WOODS, INC.	.178, 400.000	1,833,811			L
G08036-12-4	BARCLAYS ORD GBPO.25	D.	.08/07/2014	Various	.707, 557.000	2,695,324			L
067383-10-9	BARD (C.R.) INC		.08/27/2014	Various	.28, 244.000	4,217,751			L
067901-10-8	BARRICK GOLD CORP COM NPV	C.	.09/24/2014	Various	.108, 641.000	1,677,314			U.
D06216-31-7	BASF SE	D.	.09/22/2014	GOLDMAN, SACHS & CO.	.35, 893.000	.3, 538, 632			U.
D07112-11-9	BAYER AG ORD NPV	D.	.09/29/2014	Various	.21, 773.000	.3, 111, 957			U.
D12096-10-9	BAYERISCHE MOTOREN WERKS AG		.09/24/2014	Various	.14, 487.000	1,611,521			U.
054937-10-7	BB-T CORP		.09/22/2014	CITIGROUP GLOBAL MARKETS	.43, 155.000	1,657,186			L
E11805-10-3	BBVA(BILB-VIZ-ARG) EURO.49	D.	.09/22/2014	GOLDMAN, SACHS & CO.	.282, 968.000	.3, 508, 214			U.
05534B-76-0	BCE INC COM NPV	C.	.09/23/2014	Various	.22, 575.000	.978, 020			U.
075896-10-0	BED BATH & BEYOND INC		.09/22/2014	UNION BANK OF SWITZERLAND	.20, 219.000	1,289,139			L
086516-10-1	BEST BUY CO INC		.08/27/2014	Various	.134, 228.000	.4, 097, 574			L
G1245Z-10-8	BG GROUP ORD GBPO.10	D.	.09/22/2014	GOLDMAN, SACHS & CO.	.138, 879.000	2,643,817			U.
Q1498M-10-0	BHP BILLITON LTD COMN STOCK	D.	.09/23/2014	CITIGROUP GLOBAL MARKETS	.119, 229.000	.3, 627, 334			U.
G10877-10-1	BHP BILLITON PLC ORD USD0.50	D.	.09/22/2014	GOLDMAN, SACHS & CO.	.92, 746.000	2,638,762			U.
09062X-10-3	BIODEN IDEC INC		.09/22/2014	GOLDMAN, SACHS & CO.	.8, 892.000	2,906,434			L
F1058Q-23-8	BNP PARIBAS S.A.	D.	.09/22/2014	GOLDMAN, SACHS & CO.	.41, 768.000	2,881,164			L
Y0920U-10-3	BOC HONG KONG HOLDINGS	D.	.09/23/2014	CITIGROUP GLOBAL MARKETS	.274, 500.000	.904, 392			U.
097023-10-5	BOEING CO		.09/22/2014	Various	.59, 311.000	.7, 652, 031			L
101121-10-1	BOSTON PPTY INC		.09/22/2014	GOLDMAN, SACHS & CO.	.15, 862.000	1,857,661			L
101137-10-7	BOSTON SCI ENTIFIC CORP COM		.09/22/2014	GOLDMAN, SACHS & CO.	.84, 103.000	1,037,469			L
G12793-10-8	BP PLC	D.	.09/29/2014	Various	.738, 537.000	5,638,277			U.
Q6634U-10-6	BRAMBLES	D.	.09/23/2014	CITIGROUP GLOBAL MARKETS	.148, 996.000	1,302,202			U.
J04578-12-6	BRIDGESTONE	D.	.09/24/2014	CITIGROUP GLOBAL MARKETS	.45, 400.000	1,527,521			U.
G15540-11-8	BRITISH LAND COMPANY PLC	D.	.09/24/2014	Various	.141, 659.000	1,647,945			U.
G15632-10-5	BRITISH SKY BROADCASTING GROUP, PLC.		.09/24/2014	Various	.88, 362.000	1,280,528			U.
111320-10-7	BROADCOM CORP		.09/22/2014	GOLDMAN, SACHS & CO.	.29, 551.000	1,199,573			U.
112585-10-4	BROOKFIELD ASSET MANAGEMENT, CL A	C.	.09/24/2014	Various	.39, 785.000	1,862,799			U.
115637-20-9	BROWN FORM AN CORP CLASS B		.09/22/2014	GOLDMAN, SACHS & CO.	.15, 917.000	1,480,894			L
G16612-10-6	BT GROUP PLC ORD GBPO.05	D.	.07/31/2014	UNION BANK OF SWITZERLAND	.106, 502.000	.699, 806			L
G16962-10-5	BUNGE LTD		.09/22/2014	GOLDMAN, SACHS & CO.	.18, 813.000	1,601,886			L
G1700D-10-5	BURBERRY GROUP	D.	.09/24/2014	Various	.55, 751.000	1,375,702			U.
127097-10-3	CABOT OIL + GAS CORP COM		.09/22/2014	GOLDMAN, SACHS & CO.	.16, 241.000	.528, 104			L
134429-10-9	CAMPBELL SOUP CO		.09/22/2014	UNION BANK OF SWITZERLAND	.26, 407.000	1,130,500			U.
136069-10-1	CANADIAN IMP BANK COM NPV	C.	.09/24/2014	Various	.20, 467.000	1,947,729			L
13643E-10-5	CANADIAN OIL SANDS LTD	C.	.09/24/2014	Various	.68, 301.000	1,283,010			U.
13645T-10-0	CANADIAN PACIFIC RAILWAY LTD	C.	.09/26/2014	UNION BANK OF SWITZERLAND	.9, 373.000	1,878,527			U.
J05124-14-4	CANON	D.	.09/24/2014	CITIGROUP GLOBAL MARKETS	.58, 100.000	1,924,027			L

STATEMENT AS OF SEPTEMBER 30, 2014 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)
G1846J-11-5	CAPITA GROUP PLC GWN STK	D	09/24/2014	Various	72,277.000	1,380,923			U
14040H-10-5	CAPITAL ONE FINL CORP		09/22/2014	Various	88,510.000	7,340,894			L
143658-30-0	CARNIVAL CORP		09/22/2014	GOLDMAN, SACHS & CO.	25,622.000	1,035,126			L
F13923-11-9	CARREFOUR EUR2.50	D	09/24/2014	Various	35,292.000	1,164,326			U
148887-10-2	CATAMARAN CORPORATION		08/26/2014	GOLDMAN, SACHS & CO.	8,603.000	407,285			L
149123-10-1	CATERPILLAR INC		09/22/2014	GOLDMAN, SACHS & CO.	6,813.000	691,053			L
124857-20-2	CBS CORP C LASS B		09/22/2014	Various	137,955.000	8,493,706			L
14987J-10-6	CBS OUTDOOR AMERICAS INC		07/16/2014	EXCHANGE	59,053.000	1,929,262			L
136385-10-1	CDN NAT RES COM NPV	C	09/24/2014	Various	53,855.000	2,137,402			U
S21806-32-8	CDN NATL RAILWAYS COM NPV	C	09/24/2014	Various	40,029.000	2,873,687			U
151020-10-4	CELGENE CORP.		09/22/2014	GOLDMAN, SACHS & CO.	29,665.000	2,743,829			L
15135U-10-9	CENOVUS ENERGY INC	C	09/24/2014	Various	53,398.000	1,504,886			U
J05523-10-5	CENTRAL JAPAN RAILWAY CO	D	09/24/2014	CITIGROUP GLOBAL MARKETS	12,000.000	1,594,260			U
G2018Z-14-3	CENTRICA ORD GBP0.0617284	D	09/24/2014	Various	247,332.000	1,293,486			U
156782-10-4	CERNER CORP		09/22/2014	GOLDMAN, SACHS & CO.	17,842.000	1,041,272			L
808513-10-5	CHARLES SCHWAB		09/22/2014	GOLDMAN, SACHS & CO.	106,748.000	3,230,062			L
165167-10-7	CHESAPEAKE ENERGY CORP		09/22/2014	GOLDMAN, SACHS & CO.	38,331.000	935,211			L
Y13213-10-6	CHEUNG KONG	D	09/23/2014	CITIGROUP GLOBAL MARKETS	83,000.000	1,439,653			U
166764-10-0	CHEVRON CORP		09/29/2014	MORGAN STANLEY	3,464.000	416,291			L
169656-10-5	CHIPOTLE MEXICAN GRILL		09/22/2014	GOLDMAN, SACHS & CO.	1,819.000	1,196,537			L
F80343-10-0	CIE DE ST-GOBAIN EUR4	D	07/31/2014	Various	1,667.000	82,786			U
125509-10-9	CIGNA CORP		09/22/2014	GOLDMAN, SACHS & CO.	58,371.000	5,482,756			L
17275R-10-2	CISCO SYS INC		09/22/2014	GOLDMAN, SACHS & CO.	56,686.000	1,418,108			L
172967-42-4	CITIGROUP INC		09/22/2014	GOLDMAN, SACHS & CO.	110,806.000	5,928,863			L
174610-10-5	CITIZENS FINANCIAL GROUP	R	09/23/2014	MORGAN STANLEY	33,000.000	709,500			L
178566-10-5	CITY NATIONAL CORP.		09/23/2014	GOLDMAN, SACHS & CO.	21,172.000	1,636,211			L
12561W-10-5	CLECO CORP. HOLDING CO		09/22/2014	GOLDMAN, SACHS & CO.	30,452.000	1,669,861			L
Y1660Q-10-4	CLP HOLDINGS LTD	D	09/23/2014	CITIGROUP GLOBAL MARKETS	149,500.000	1,233,013			U
125720-10-5	CME GROUP INC.		09/22/2014	GOLDMAN, SACHS & CO.	15,045.000	1,245,100			L
189754-10-4	COACH INC		08/27/2014	Various	60,789.000	2,252,567			L
19122T-10-9	COCA COLA ENTERPRISES INC COM STK		09/22/2014	GOLDMAN, SACHS & CO.	32,894.000	1,518,216			L
192446-10-2	COGNIZANT TECHNOLOGY SOLUTIONSCL A		09/22/2014	GOLDMAN, SACHS & CO.	37,646.000	1,680,058			L
20030N-10-1	COMCAST CORP NEW CL A		09/22/2014	GOLDMAN, SACHS & CO.	87,281.000	4,887,719			L
20030N-20-0	COMCAST CORP. CLASS A SPECIAL		09/22/2014	GOLDMAN, SACHS & CO.	3,123.000	174,417			L
200340-10-7	COMERICA INC		09/22/2014	CITIGROUP GLOBAL MARKETS	32,106.000	1,658,742			L
D172W1-27-9	COMMERZBANK AG	D	09/24/2014	Various	58,320.000	935,263			U
Q26915-10-0	COMMONWEALTH BANK OF AUSTRALIA	D	09/23/2014	CITIGROUP GLOBAL MARKETS	55,311.000	3,728,772			U
203668-10-8	COMMUNITY HEALTH SYSTEMS		08/26/2014	GOLDMAN, SACHS & CO.	6,056.000	315,628			L
SBORWZ-18-4	COMPAGNIE FINANCIERE RICHEMONT SA	D	09/24/2014	Various	26,674.000	2,311,792			U
SBLNNG-L4-1	COMPASS GROUP PLC	D	09/22/2014	GOLDMAN, SACHS & CO.	114,902.000	1,855,371			U
205363-10-4	COMPUTER SCIENCES CORP COM		08/26/2014	GOLDMAN, SACHS & CO.	70,116.000	4,212,214			L
205887-10-2	CONAGRA INC		09/22/2014	GOLDMAN, SACHS & CO.	32,474.000	1,089,204			L
21036P-10-8	CONSTELLAT ION BRANDS INC CL A		09/22/2014	GOLDMAN, SACHS & CO.	13,670.000	1,204,050			L
D16212-14-0	CONTINENTAL AG	D	08/07/2014	Various	3,254.000	743,761			L
219350-10-5	CORNING IN C COM		09/22/2014	Various	267,166.000	5,532,230			L
22160K-10-5	COSTCO WHS L CORP NEW COM		09/22/2014	GOLDMAN, SACHS & CO.	17,843.000	2,248,500			L
G2554F-11-3	COVIDEN PLC	E	09/22/2014	GOLDMAN, SACHS & CO.	14,687.000	1,327,938			U
F22797-10-8	CREDIT AGRICOLE SA PAR EUR 3	D	09/24/2014	Various	63,598.000	973,353			U
H8698D-41-9	CREDIT SUISSE GROUP AG CHF0.5	D	09/24/2014	Various	75,159.000	2,073,119			U
22576C-10-1	CRESCENT POINT ENERGY	C	09/24/2014	Various	46,425.000	1,676,588			U
G25508-10-5	CRH PLC ORD EURO.32(DUBLIN LISTING)	D	09/24/2014	Various	42,255.000	999,029			U
Q3018U-10-9	CSL LIMITED COMMON STOCK	D	09/23/2014	CITIGROUP GLOBAL MARKETS	18,891.000	1,224,549			U
126408-10-3	CSX CORP		09/22/2014	GOLDMAN, SACHS & CO.	53,754.000	1,738,071			L
231021-10-6	CUMMINS IN C COM		09/22/2014	GOLDMAN, SACHS & CO.	8,021.000	1,093,899			L
126650-10-0	CVS HEALTH CORPORATION		09/22/2014	GOLDMAN, SACHS & CO.	96,965.000	7,751,568			L
J10038-11-5	DAIKIN INDUSTRIES JPY50	D	09/24/2014	CITIGROUP GLOBAL MARKETS	17,200.000	1,082,954			U
D1668R-12-3	DAIMLERCHRYSLER		09/22/2014	GOLDMAN, SACHS & CO.	36,776.000	2,961,783			U
J11718-11-1	DAIWA SECURITIES	D	09/24/2014	CITIGROUP GLOBAL MARKETS	160,000.000	1,309,211			U
K22272-11-4	DANSKE BANK	D	09/24/2014	Various	53,948.000	1,535,830			U
V27915-10-3	DBS GROUP HOLDINGS LTD	D	09/26/2014	UNION BANK OF SWITZERLAND	72,000.000	1,035,499			U
244199-10-5	DEERE & CO.		09/22/2014	GOLDMAN, SACHS & CO.	20,718.000	1,728,801			L
G27823-10-6	DELPHI AUTOMOTIVE PLC		09/22/2014	GOLDMAN, SACHS & CO.	19,349.000	1,259,436			L

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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)
247361-70-2	DELTA AIR LINES, INC.		.09/22/2014	GOLDMAN, SACHS & CO.	43,133.000	1,646,308			L
J12075-10-7	DENSO CORP	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	35,500.000	1,599,119			L
D18190-89-8	DEUTSCHE BANK AG NPV(REGD)	D	.09/22/2014	GOLDMAN, SACHS & CO.	65,362.000	2,358,769			U
D18823-11-9	DEUTSCHE BOERSE AG CMN STK NPV	D	.09/24/2014	Various	15,299.000	1,088,416			U
D19225-10-7	DEUTSCHE POST AG COM STK	D	.09/24/2014	Various	697.000	23,317			U
D2035M-13-6	DEUTSCHE TELEKOM A COMMON STOCK	D	.08/06/2014	DEUTSCHE BANK AG	27,697.000	448,101			U
25179M-10-3	DEVON ENERGY CORP.		.09/22/2014	GOLDMAN, SACHS & CO.	23,895.000	1,666,853			L
25490A-30-9	DIRECTV		.09/22/2014	GOLDMAN, SACHS & CO.	22,328.000	1,949,659			L
254709-10-8	DISCOVER FINL SVCS		.09/22/2014	Various	32,720.000	2,128,892			L
25470M-10-9	DISH NETWORK CORP		.09/22/2014	GOLDMAN, SACHS & CO.	14,434.000	925,805			L
254687-10-6	DISNEY WALT CO		.09/22/2014	GOLDMAN, SACHS & CO.	58,259.000	5,246,677			L
R1812S-10-5	DNB ASA	D	.09/24/2014	Various	50,158.000	951,214			L
260543-10-3	DOW CHEM CO		.09/22/2014	GOLDMAN, SACHS & CO.	46,385.000	2,475,586			L
26138E-10-9	DR PEPPER SNAPPLE GROUP INC		.09/22/2014	GOLDMAN, SACHS & CO.	7,966.000	514,870			L
G2904K-12-7	DRAX GROUP PLC CMN STK	D	.07/31/2014	Various	164,834.000	1,936,127			L
263534-10-9	DU PONT (E. I.) DE NEMOURS		.09/22/2014	GOLDMAN, SACHS & CO.	34,685.000	2,487,511			L
26441C-20-4	DUKE ENERGY HLDG CORP		.09/17/2014	DIRECT	.0280				L
269246-40-1	E TRADE FINANCIAL CORP		.09/22/2014	CITIGROUP GLOBAL MARKETS	70,234.000	1,632,388			L
D24914-13-3	E.ON AG CMN STK	D	.09/24/2014	Various	84,251.000	1,583,830			U
N3114C-80-8	EADS(EURO AERO DEF EUR1	D	.09/24/2014	Various	27,836.000	1,755,741			U
J1257M-10-9	EAST JAPAN RAILWAY COMPANY		.09/24/2014	CITIGROUP GLOBAL MARKETS	28,700.000	2,150,170			U
G29183-10-3	EATON CORP PLC	E	.09/22/2014	GOLDMAN, SACHS & CO.	25.000	1,649			L
278642-10-3	EBAY INC		.09/22/2014	GOLDMAN, SACHS & CO.	23,304.000	1,216,961			L
281020-10-7	EDISON INTL		.09/22/2014	GOLDMAN, SACHS & CO.	23,141.000	1,336,645			L
268648-10-2	EMC CORP		.09/22/2014	Various	149,942.000	4,452,296			L
29250N-10-5	ENBRIDGE INC	C	.09/24/2014	Various	42,675.000	2,117,049			U
29250S-10-4	ENCANA CORP COM NPV	C	.09/24/2014	Various	64,641.000	1,378,754			U
T3679P-11-5	ENEL SPA CMN STK PAR EUR1	D	.08/07/2014	UNION BANK OF SWITZERLAND	16,214.000	83,648			U
T3643A-14-5	ENI SPA	D	.08/07/2014	Various	24,938.000	652,360			U
29364G-10-3	ENTERGY CORP		.09/22/2014	GOLDMAN, SACHS & CO.	19,182.000	1,473,049			L
293792-10-7	ENTERPRISE PRODUCTS PARTNERS		.08/26/2014	GOLDMAN, SACHS & CO.	44,500.000	1,782,331			L
29413U-10-3	ENVISION HEALTHCARE HOLDINGS INC		.08/26/2014	Various	12,820.000	465,299			L
W26049-11-9	ERICSSON NAMN-AKTIER B	D	.09/24/2014	Various	134,237.000	1,757,794			L
F31668-10-0	ESSILOR INTERNAT EURO.35	D	.09/24/2014	Various	12,399.000	1,392,070			U
518439-10-4	ESTEE LAUDER COS.		.09/22/2014	GOLDMAN, SACHS & CO.	15,179.000	1,149,190			L
30161N-10-1	EXELON CORP COM		.09/22/2014	Various	198,486.000	6,464,681			L
G3265S-10-5	EXPERIAN PLC COMMON STOCK	D	.09/24/2014	Various	79,541.000	1,347,778			L
30231G-10-2	EXXON MOBIL CORP		.09/29/2014	Various	15,092.000	1,438,469			L
315616-10-2	F5 NETWORKS INC		.08/26/2014	Various	34,412.000	4,259,554			L
30303M-10-2	FACEBOOK INC		.09/22/2014	GOLDMAN, SACHS & CO.	77,519.000	5,968,622			L
J13440-10-2	FANUC LTD JPY50	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	10,300.000	1,819,089			U
J1346E-10-0	FAST RETAILING CO	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	3,400.000	1,119,380			U
31428X-10-6	FEDEX CORP		.09/22/2014	GOLDMAN, SACHS & CO.	12,829.000	2,032,439			L
316394-10-5	FIDELITY SOUTHERN CORP.		.09/23/2014	KEEFE, BRUYETTE & WOODS, INC.	133,334.000	1,843,121			L
316773-10-0	FIFTH THIRD BANCORP		.09/22/2014	GOLDMAN, SACHS & CO.	64,004.000	1,338,964			L
337932-10-7	FIRSTENERGY CORP		.09/22/2014	GOLDMAN, SACHS & CO.	30,742.000	1,063,916			L
30249U-10-1	FMC TECHNOLOGIES INC		.09/22/2014	GOLDMAN, SACHS & CO.	21,399.000	1,169,156			L
345370-86-0	FORD MTR C O DEL		.09/22/2014	GOLDMAN, SACHS & CO.	138,628.000	2,288,748			L
X2978Z-11-8	FORTUM OYJ EUR3.40	D	.09/24/2014	Various	25,486.000	631,079			U
F6866T-10-0	FRANCE TELECOM	D	.09/24/2014	Various	91,379.000	1,356,757			U
354613-10-1	FRANKLIN RES INC		.09/22/2014	GOLDMAN, SACHS & CO.	17,637.000	977,594			L
35671D-85-7	FREEMPORT MOROAN COPPER & GOLD		.09/22/2014	GOLDMAN, SACHS & CO.	47,699.000	1,598,312			L
D2734Z-10-7	FRESENTIUS MEDICAL COM STK	D	.09/24/2014	Various	17,384.000	1,208,998			U
D27348-12-3	FRESENTIUS SE & CO KGAA	D	.09/24/2014	Various	29,055.000	1,437,899			U
J14208-10-2	FUJII FILM HLDGS CO NPV	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	49,200.000	1,515,650			U
J14406-13-6	FUJII HEAVY INDUSTRIES	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	37,200.000	1,146,397			U
Y2679D-11-8	GALAXY ENTERTAINMENT GROUP LTD	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	148,000.000	950,616			U
F42768-10-5	GDF SUEZ CMN STK	D	.09/24/2014	Various	49,020.000	1,240,885			U
369604-10-3	GENERAL EL EC CO		.09/29/2014	Various	304,812.000	7,970,288			U
370023-10-3	GENERAL GROWTH PROPERTIES		.09/22/2014	UNION BANK OF SWITZERLAND	51,292.000	1,218,380			L
37045V-10-0	GENERAL MOTORS CO		.09/22/2014	Various	218,554.000	7,765,607			L
372460-10-5	GENUINE PARTS CO		.09/22/2014	UNION BANK OF SWITZERLAND	14,364.000	1,273,041			L

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375558-10-3	GILEAD SCIENCES INC		.09/22/2014	GOLDMAN, SACHS & CO.	57,744.000	6,132,118			L
H32380-10-2	GIVALDAN SA REG	D	.09/24/2014	Various	1,027.000	1,671,792			L
G3910J-11-2	GLAXOSMITHKLINE PLC	D	.09/22/2014	Various	315,636.000	7,849,559			L
G39420-10-7	GLENCORE INTERNATIONAL PLC	D	.09/22/2014	GOLDMAN, SACHS & CO.	439,898.000	2,474,504			U
S26763-02-9	GOLDCORP INC	C	.09/24/2014	Various	88,871.000	2,097,264			U
38141G-10-4	GOLDMAN SA CHS GROUP INC		.09/22/2014	GOLDMAN, SACHS & CO.	9,128.000	1,699,943			U
38259P-70-6	GOOGLE INC CLASS C		.09/22/2014	GOLDMAN, SACHS & CO.	7,869.000	4,637,805			L
38259P-50-8	GOOGLE INC		.09/22/2014	GOLDMAN, SACHS & CO.	4,739.000	2,838,731			L
384802-10-4	GRAINGER W W INC		.09/22/2014	GOLDMAN, SACHS & CO.	5,142.000	1,297,209			L
39138C-10-6	GREAT-WEST LIFE CO INC	C	.09/24/2014	Various	15,878.000	468,011			U
B4746J-11-5	GROUPE BRUXELLES LAMBERT SA	D	.09/22/2014	GOLDMAN, SACHS & CO.	18,660.000	1,737,873			U
F12033-13-4	GROUPE DANONE	D	.09/22/2014	GOLDMAN, SACHS & CO.	30,203.000	2,066,007			U
406216-10-1	HALLIBURTON CO		.09/22/2014	Various	101,089.000	6,889,266			U
Y30327-10-3	HANG SENG BANK	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	45,200.000	752,457			U
416515-10-4	HARTFORD FINANCIAL SVCS GRP		.09/22/2014	Various	147,612.000	5,481,814			L
40412C-10-1	HCA HOLDINGS INC		.09/22/2014	Various	20,039.000	1,450,687			L
40414L-10-9	HCP INC		.09/22/2014	GOLDMAN, SACHS & CO.	30,837.000	1,231,250			L
42217K-10-6	HEALTH CARE REIT INC		.09/22/2014	GOLDMAN, SACHS & CO.	1,181.000	74,854			L
W41422-10-1	HENNES & MAURITZ SEKO 25'B'	D	.09/24/2014	Various	34,443.000	1,495,421			U
42724R-10-7	HERITAGE OAKS BANCORP		.09/24/2014	KEEFE, BRUYETTE & WOODS, INC.	98,713.000	686,912			L
42809H-10-7	HESS CORP		.09/22/2014	GOLDMAN, SACHS & CO.	16,173.000	1,567,832			L
428236-10-3	HEWLETT-PACKARD CO		.09/22/2014	GOLDMAN, SACHS & CO.	14,075.000	518,325			L
J20454-12-0	HITACHI	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	246,000.000	1,872,123			U
H36940-13-0	HOLCIM	D	.09/24/2014	Various	4,499.000	391,496			U
437076-10-2	HOME DEPOT INC		.09/22/2014	GOLDMAN, SACHS & CO.	31,861.000	2,934,678			L
J22302-11-1	HONDA MOTOR CO., LTD.	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	86,900.000	2,973,746			U
438516-10-6	HONEYWELL INTERNATIONAL INC		.09/22/2014	GOLDMAN, SACHS & CO.	6,173.000	590,520			L
Y33370-10-0	HONG KONG AND CHINA GAS	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	472,000.000	1,057,502			U
440452-10-0	HORMEL FOODS CORP		.09/22/2014	UNION BANK OF SWITZERLAND	23,097.000	1,159,684			L
441060-10-0	HOSPIRA INC		.08/26/2014	GOLDMAN, SACHS & CO.	8,381.000	456,252			L
44107P-10-4	HOST HOTELS & RESORTS INC		.09/22/2014	GOLDMAN, SACHS & CO.	67,443.000	1,469,981			L
J22848-10-5	HOYA CORPORATION	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	44,400.000	1,439,765			U
G4634U-16-9	HSBC HOLDINGS PLC OMN STK	D	.09/29/2014	Various	722,797.000	7,756,837			L
444859-10-2	HUMANA INC		.09/22/2014	GOLDMAN, SACHS & CO.	8,407.000	1,135,546			L
Y38024-10-8	HUTCHISON WHAMPOA	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	127,000.000	1,615,826			U
E6165F-16-6	IBERDROLA	D	.09/22/2014	GOLDMAN, SACHS & CO.	269,189.000	1,942,058			U
452327-10-9	ILLUMINA INC		.09/22/2014	GOLDMAN, SACHS & CO.	6,771.000	1,154,753			L
453038-40-8	IMPERIAL OIL LTD	C	.09/24/2014	Various	17,949.000	865,315			U
E6282J-12-5	INDITEX SA	D	.09/24/2014	Various	54,102.000	1,566,095			U
J2467E-10-1	INPEX CORP	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	86,900.000	1,231,395			U
Q49361-10-0	INSURANCE AUSTRALIA GRP	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	209,839.000	1,138,040			U
45866F-10-4	INTERCONTINENTALEXCHANGE GROUP INC		.09/22/2014	GOLDMAN, SACHS & CO.	6,627.000	1,340,934			L
460146-10-3	INTERNATIONAL PAPER CO		.09/22/2014	Various	124,716.000	6,014,586			L
T55067-10-1	INTESA SANPAOLO EURO 52	D	.09/24/2014	Various	202,082.000	626,897			U
46120E-60-2	INTUITIVE SURGICAL INC		.09/22/2014	GOLDMAN, SACHS & CO.	1,901.000	875,490			U
G4918T-10-8	INVESCO LTD		.09/22/2014	GOLDMAN, SACHS & CO.	28,777.000	1,170,525			L
W48102-12-8	INVESTOR B	D	.09/24/2014	Various	26,469.000	948,954			U
464288-27-3	ISHARES MSCI EAFE SMALL-CAP ETF		.09/29/2014	Various	1,438,240.000	71,082,383			L
J2501P-10-4	ITOCHU CORP JPY50	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	116,800.000	1,514,500			U
G4984A-11-0	ITV PLC ORD GBP0.10	D	.09/24/2014	Various	308,672.000	1,071,498			U
478160-10-4	JOHNSON & JOHNSON		.09/29/2014	MORGAN STANLEY	5,467.000	581,694			L
478366-10-7	JOHNSON CONTROLS INC		.09/22/2014	GOLDMAN, SACHS & CO.	28,841.000	1,327,990			L
46625H-10-0	JP MORGAN CHASE & CO		.09/29/2014	Various	141,870.000	8,679,697			L
J30642-16-9	KAO CORP	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	39,600.000	1,522,007			U
B5337G-16-2	KBC GROUP NV	D	.07/10/2014	Various	4,790.000	258,074			U
J31843-10-5	KDDI CORP JPY5000	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	28,800.000	1,746,340			U
Y4722Z-12-0	KEPPEL CORP	D	.09/26/2014	UNION BANK OF SWITZERLAND	151,000.000	1,248,330			U
F5433L-10-3	KERING SA	D	.09/24/2014	Various	5,854.000	1,208,014			U
G52416-10-7	KERRY A	D	.09/24/2014	Various	14,476.000	1,017,772			U
49271M-10-0	KEURIG GREEN MOUNTAIN INC		.09/22/2014	GOLDMAN, SACHS & CO.	6,113.000	816,004			L
J32491-10-2	KEYENCE CORP JPY50	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	3,000.000	1,283,469			U
494550-10-6	KINDER MORGAN ENERGY PARTNRS		.08/12/2014	CITIGROUP GLOBAL MARKETS	20,000.000	1,858,248			L

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49455U-10-0	KINDER MORGAN MANAGEMENT LLC		.07/29/2014	STOCK DIV.	1,287,490	89,032			L
65256E-44-1	KINGFISHER ORD GBP0.157142857	D	.09/24/2014	Various	201,860,000	1,039,874			U
482480-10-0	KLA TENCOR CORP		.09/22/2014	GOLDMAN, SACHS & CO.	20,642,000	1,660,071			L
500255-10-4	KOHL'S CORP		.09/22/2014	GOLDMAN, SACHS & CO.	31,273,000	1,929,003			L
J35759-12-5	KOMATSU LTD NPV	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	62,200,000	1,435,011			U
X4551T-10-5	KONE B	D	.09/24/2014	Various	25,509,000	1,053,381			U
N0139V-16-7	KONINKLIJKE AHOLD N.V.	D	.07/31/2014	DEUTSCHE BANK AG	7,315,000	126,992			U
50076Q-10-6	KRAFT FOODS GROUP INC		.09/22/2014	GOLDMAN, SACHS & CO.	34,507,000	1,958,800			L
501044-10-1	KROGER CO		.09/22/2014	Various	60,364,000	3,143,749			L
J36662-13-8	KUBOTA CORP	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	79,000,000	1,192,086			U
J37479-11-0	KYOCERA CORP JPY50	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	31,600,000	1,477,437			U
501797-10-4	L BRANDS INC		.09/22/2014	GOLDMAN, SACHS & CO.	16,430,000	1,093,209			L
F54432-11-1	LAFARGE (FRANCE)	D	.09/24/2014	Various	12,371,000	891,193			L
F01764-10-3	L'AIR LIQUIDE S.A.	D	.09/22/2014	GOLDMAN, SACHS & CO.	16,779,000	2,125,980			U
G5375M-11-8	LAND SECURITIES GROUP	D	.09/22/2014	GOLDMAN, SACHS & CO.	95,754,000	1,678,442			U
517834-10-7	LAS VEGAS SANDS CORP		.09/22/2014	GOLDMAN, SACHS & CO.	19,993,000	1,220,655			L
G54404-12-7	LEGAL & GENERAL GP ORD GBP0.025	D	.09/24/2014	Various	364,736,000	1,418,537			L
524901-10-5	LEGG MASON INC COM		.08/26/2014	Various	86,260,000	4,299,059			L
F56196-18-5	LEGRAND	D	.09/01/2014	Various	4,831,000	267,770			U
G5480U-12-0	LIBERTY GLOBAL PLC SERIES C	R	.09/22/2014	GOLDMAN, SACHS & CO.	42,277,000	1,787,962			L
53219L-10-9	LIFEPOINT HOSPITALS INC		.08/26/2014	GOLDMAN, SACHS & CO.	4,002,000	299,001			L
534187-10-9	LINCOLN NA TL CORP IN COM		.09/22/2014	CITIGROUP GLOBAL MARKETS	29,954,000	1,649,148			L
D50348-10-7	LINDE AG	D	.09/24/2014	Various	10,490,000	2,086,565			U
Y5281M-11-1	LINK REIT	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	234,000,000	1,352,013			U
53578A-10-8	LINKEDIN CORP		.09/22/2014	GOLDMAN, SACHS & CO.	5,348,000	1,113,463			L
G5533W-24-8	LLOYDS BANKING GROUP PLC	D	.09/24/2014	Various	916,696,000	1,143,867			U
539481-10-1	LOBLAW COS LTD COM	C	.09/24/2014	Various	18,256,000	947,527			U
G5689U-10-3	LONDON STOCK EXCHANGE GROUP PLC	D	.07/10/2014	UNION BANK OF SWITZERLAND	7,041,000	227,711			U
W5650X-10-4	LOOMIS AB	D	.08/07/2014	Various	11,393,000	337,166			U
F58149-13-3	L'OREAL CMN STK	D	.09/24/2014	Various	8,613,000	1,390,470			U
548661-10-7	LOWES COS INC USD0.50		.09/22/2014	GOLDMAN, SACHS & CO.	21,639,000	1,159,924			U
550021-10-9	LULULEMON ATHLETICA INC	L	.08/27/2014	Various	119,990,000	4,750,717			L
F58485-11-5	LVMH MOET HENNESSY EURO.30	D	.09/22/2014	GOLDMAN, SACHS & CO.	12,010,000	2,042,450			U
55261F-10-4	M & T BANK CORP		.09/22/2014	CITIGROUP GLOBAL MARKETS	13,053,000	1,657,726			L
Q57085-10-4	MACQUARIE GROUP LT COMMON STOCK	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	20,013,000	1,022,480			U
559222-40-1	MAGNA INTL INC CLASS'A SUB-VTG COM NPV	C	.09/24/2014	Various	13,776,000	1,430,906			U
G5785G-10-7	MALLINCKRODT PLC		.08/26/2014	Various	63,451,000	4,793,174			L
56501R-10-6	MANULIFE FINANCIAL CORP	C	.09/24/2014	Various	79,548,000	1,570,551			U
565849-10-6	MARATHON OIL CORP		.09/22/2014	GOLDMAN, SACHS & CO.	35,103,000	1,362,028			L
G5824M-10-7	MARKS & SPENCER GP ORD GBP0.25	D	.09/24/2014	Various	154,426,000	1,093,893			U
570759-10-0	MARKWEST ENERGY PARTNERS LP		.08/26/2014	CITIGROUP GLOBAL MARKETS	22,184,000	1,697,830			L
571903-20-2	MARRIOTT I NTL INC NEW CL A		.09/22/2014	GOLDMAN, SACHS & CO.	2,650,000	190,458			L
J39788-13-8	MARUBENI	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	233,700,000	1,718,635			U
57636Q-10-4	MASTERCARD INC CLASS A		.09/22/2014	GOLDMAN, SACHS & CO.	21,347,000	1,638,971			L
J41551-10-2	MAZDA MOTOR CORP	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	49,400,000	1,218,293			L
579790-20-6	MCCORMICK & CO.		.09/22/2014	UNION BANK OF SWITZERLAND	21,855,000	1,474,303			L
580645-10-9	MCGRAW HILL FINANCIAL INC		.09/22/2014	GOLDMAN, SACHS & CO.	15,957,000	1,366,805			L
58155Q-10-3	MCKESSON CORP		.08/26/2014	GOLDMAN, SACHS & CO.	2,905,000	563,083			L
582839-10-6	MEAD JOHNSON NUTRITION CO A		.09/22/2014	GOLDMAN, SACHS & CO.	13,252,000	1,285,443			L
58409L-10-8	MEDEQUITIES RLTY TR INC		.07/31/2014	FBR CAPITAL MARKETS LT INC	670,000,000	10,050,000			U
58156R-10-8	METLIFE INC COM		.09/22/2014	GOLDMAN, SACHS & CO.	60,574,000	3,357,723			L
G60754-10-1	MICHAEL KORS HOLDINGS LTD.	F	.09/22/2014	Various	115,193,000	8,825,200			L
F61824-14-4	MICHELIN (CSDE) CMN STK	D	.09/24/2014	Various	11,192,000	1,118,520			U
595112-10-3	MICRON TEC HNOLOGY INC COM		.09/22/2014	GOLDMAN, SACHS & CO.	48,404,000	1,503,907			L
594918-10-4	MICROSOFT CORP		.09/29/2014	Various	214,556,000	10,106,302			L
J43830-11-6	MITSUBISHI CORPORATION	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	105,600,000	2,254,024			U
J43873-11-6	MITSUBISHI ELECTRIC CORP	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	119,000,000	1,547,065			U
J43916-11-3	MITSUBISHI ESTATE CO	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	72,000,000	1,577,862			U
J44002-12-9	MITSUBISHI HEAVY INDS	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	221,000,000	1,437,703			U
J44497-10-5	MITSUBISHI UFJ FINANCIAL GROUP	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	616,700,000	3,570,561			U
J44690-13-9	MITSUMI & CO NPV	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	100,100,000	1,642,341			U
J4509L-10-1	MITSUMI FUDOSAN CO JPY50	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	54,000,000	1,654,851			U

STATEMENT AS OF SEPTEMBER 30, 2014 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)
J4599L-10-2	MIZUHO FINANCIAL GROUP	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	1,271,500.000	2,337,424			U.....
N51488-11-7	MOBILEYE NV	F.....	.08/01/2014	GOLDMAN, SACHS & CO.	2,500.000	62,500			L.....
60871R-20-9	MOLSON COORS BREWING CO. CL B		.09/22/2014	GOLDMAN, SACHS & CO.	15,196.000	1,159,610			L.....
611740-10-1	MONSTER BEVERAGE CORPORATION		.09/22/2014	GOLDMAN, SACHS & CO.	11,167.000	1,023,092			L.....
615369-10-5	MOODYS CORP		.09/22/2014	GOLDMAN, SACHS & CO.	12,375.000	1,167,788			L.....
617446-44-8	MORGAN STANLEY		.09/22/2014	GOLDMAN, SACHS & CO.	59,801.000	2,122,445			L.....
61945C-10-3	MOSAIC COMPANY		.09/22/2014	GOLDMAN, SACHS & CO.	19,282.000	891,727			L.....
D55535-10-4	MUENCHENER RUECKVE COMMON STOCK	D.....	.09/24/2014	Various	7,550.000	1,521,156			U.....
J46840-10-4	MURATA MANUFACTURING CO LTD	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	14,100.000	1,518,975			U.....
628530-10-7	MYLAN INC		.09/22/2014	Various	39,108.000	1,860,139			L.....
633707-10-4	NATIONAL BANK HOLDINGS CORPORATION		.09/29/2014	Various	160,496.000	3,119,682			L.....
637071-10-1	NATIONAL OILWELL VARCO INC		.09/22/2014	GOLDMAN, SACHS & CO.	23,375.000	1,846,553			L.....
Q65336-11-9	NATL AUSTRALIA BK COMMON STOCK	D.....	.09/23/2014	CITIGROUP GLOBAL MARKETS	84,808.000	2,477,446			U.....
633067-10-3	NATL BK OF CANADA COMMON STOCK	C.....	.09/24/2014	Various	35,993.000	1,693,651			U.....
66375K-15-1	NATL GRID TRANS CO ORD GBP0.11395	D.....	.09/22/2014	GOLDMAN, SACHS & CO.	138,960.000	2,021,703			U.....
H57312-64-9	NESTLE SA PAR CHF1	D.....	.09/29/2014	Various	126,312.000	9,428,513			U.....
64110L-10-6	NETFLIX INC		.09/22/2014	GOLDMAN, SACHS & CO.	2,673.000	1,199,627			L.....
65080T-10-2	NEWBRIDGE BANCORP		.09/30/2014	Various	91,667.000	701,814			L.....
66500M-10-6	NEXT ORD GBP0.10	D.....	.09/24/2014	Various	15,206.000	1,718,443			U.....
65339F-10-1	NEXTERA ENERGY INC		.08/13/2014	Various	54,142.000	5,145,259			L.....
J52968-10-4	NIDEC CORPORATION JPY50	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	16,800.000	1,087,270			U.....
654106-10-3	NIKE INC		.09/22/2014	GOLDMAN, SACHS & CO.	26,661.000	2,161,317			L.....
J55999-12-2	NIPPON STEEL AND SUMITOMO METAL CORP	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	528,000.000	1,438,884			U.....
J59396-10-1	NIPPON TELEGRAPH & TELEPHONE CORP NTT	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	25,200.000	1,548,435			U.....
J57160-12-9	NISSAN MOTOR CO CMN STK	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	141,300.000	1,390,501			L.....
655044-10-5	NOBLE ENER GY INC		.09/22/2014	GOLDMAN, SACHS & CO.	20,619.000	1,452,178			L.....
X61873-13-3	NOKIA OYJ EURO.06	D.....	.09/24/2014	Various	168,125.000	1,458,782			L.....
J59009-15-9	NOMURA HOLDINGS INC	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	261,800.000	1,637,205			U.....
W57996-10-5	NORDEA BANK AB ORD EURO.39632(SEK QUOTE)	D.....	.07/31/2014	Various	86,672.000	1,197,002			U.....
665859-10-4	NORTHERN TRUST CORP		.09/22/2014	Various	43,510.000	3,024,131			L.....
H58200-15-0	NOVARTIS AG-REG CMN STK	D.....	.09/29/2014	Various	37,399.000	3,453,545			L.....
K72807-13-2	NOVO-NORDISK B ORD	D.....	.09/24/2014	Various	96,713.000	4,185,458			U.....
J59399-10-5	NTT DOCOMO, INC	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	106,100.000	1,843,330			U.....
67066G-10-4	NVIDIA CORP		.08/26/2014	Various	219,493.000	4,243,244			L.....
Y64248-20-9	OCBC BANK	D.....	.09/26/2014	UNION BANK OF SWITZERLAND	144,000.000	1,099,943			L.....
674599-10-5	OCCIDENTAL PETROLEUM CORP		.09/22/2014	GOLDMAN, SACHS & CO.	5,697.000	550,497			U.....
667395-11-4	OLD MUTUAL PLC	D.....	.09/24/2014	Various	367,925.000	1,155,946			U.....
68389X-10-5	ORACLE CORP COM		.09/22/2014	GOLDMAN, SACHS & CO.	68,009.000	2,687,212			L.....
67103H-10-7	OREILLY AUTOMOTIVE INC		.09/22/2014	CITIGROUP GLOBAL MARKETS	10,834.000	1,642,160			L.....
Q71610-10-1	ORIGIN ENERGY LTD	D.....	.09/23/2014	CITIGROUP GLOBAL MARKETS	88,592.000	1,192,471			U.....
J61933-12-3	ORIX CORP COMMON STOCK	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	99,900.000	1,407,247			U.....
R67787-10-2	ORKLA ASA	D.....	.09/24/2014	Various	104,819.000	970,566			U.....
J63117-10-5	OTSUKA HOLDINGS CO LTD	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	34,800.000	1,205,060			U.....
693718-10-8	PACCAR INC		.09/22/2014	GOLDMAN, SACHS & CO.	1,987.000	117,359			L.....
J41121-10-4	PANASONIC CORP	D.....	.09/24/2014	CITIGROUP GLOBAL MARKETS	122,300.000	1,465,384			U.....
G69651-10-0	PEARSON	D.....	.09/24/2014	Various	59,666.000	1,191,452			U.....
706327-10-3	PEMBINA PIPELINE CORP	C.....	.09/24/2014	Various	32,938.000	1,448,023			U.....
714046-10-9	PERKINELMER INC		.08/26/2014	CITIGROUP GLOBAL MARKETS	8,838.000	400,809			L.....
717081-10-3	PFIZER INC		.09/29/2014	Various	157,303.000	4,586,503			L.....
N6817P-10-9	PHILIPS ELECTRONICS ORD	D.....	.09/24/2014	Various	52,090.000	1,572,960			U.....
S26969-80-8	POTASH CORP OF SASKATCHEWAN	C.....	.09/23/2014	Various	41,965.000	1,467,752			U.....
Y33549-11-7	POWER ASSETS HOLDINGS LTD	D.....	.09/23/2014	CITIGROUP GLOBAL MARKETS	100,000.000	888,942			U.....
739239-10-1	POWER CORP CANADA SUB-VTG NPV	C.....	.09/24/2014	Various	49,130.000	1,410,271			U.....
73927C-10-0	POWER FINANCIAL CORP	C.....	.09/24/2014	Various	25,818.000	826,054			U.....
693506-10-7	PPG INDUSTRIES INC		.09/22/2014	GOLDMAN, SACHS & CO.	8,823.000	1,787,343			L.....
741503-40-3	PRICELINE.COM		.09/22/2014	GOLDMAN, SACHS & CO.	2,205.000	2,578,200			L.....
74251V-10-2	PRINCIPAL FINANCIAL GROUP		.09/22/2014	GOLDMAN, SACHS & CO.	49,926.000	2,698,444			L.....
742718-10-9	PROCTER & GAMBLE CO		.09/29/2014	MORGAN STANLEY	4,948.000	415,338			L.....
74340W-10-3	PROLOGIS INC		.09/22/2014	GOLDMAN, SACHS & CO.	41,033.000	1,577,879			L.....
G72899-10-0	PRUDENTIAL CORP	D.....	.09/22/2014	GOLDMAN, SACHS & CO.	99,666.000	2,302,804			L.....
744320-10-2	PRUDENTIAL FINL INC		.09/22/2014	GOLDMAN, SACHS & CO.	17,514.000	1,614,334			L.....
744573-10-6	PUBLIC SVC ENTERPRISE GROUP		.09/22/2014	GOLDMAN, SACHS & CO.	37,593.000	1,424,722			L.....

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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)
F76072-16-5	PUBLICIS GROUPE	D	09/24/2014	Various	17,003.000	1,202,902			U
Q78063-11-4	QBE INS GROUP NPV	D	09/23/2014	CITIGROUP GLOBAL MARKETS	77,940.000	820,261			U
N72482-10-7	QIAGEN N V	E	08/26/2014	GOLDMAN, SACHS & CO.	13,944.000	338,071			L
754730-10-9	RAYMOND JAMES FINANCIAL INC		09/22/2014	Various	29,922.000	1,653,253			L
75508B-10-4	RAYONIER ADVANCED MATERIALS		07/29/2014	Various	40,079.100	1,639,115			L
G74079-10-7	RECKITT BENCKISER GROUP PLC	D	09/22/2014	GOLDMAN, SACHS & CO.	27,033.000	2,359,281			U
G74570-12-1	REED ELSEVIER (GB)	D	09/24/2014	Various	100,266.000	1,641,413			U
N73430-11-3	REED ELSEVIER (NL)	D	09/24/2014	Various	60,531.000	1,396,191			U
75886F-10-7	REGENERON PHARMACEUTICALS INC		09/22/2014	GOLDMAN, SACHS & CO.	3,437.000	1,227,975			L
7591EP-10-0	REGIONS FINANCIAL CORP		09/22/2014	Various	158,642.000	1,657,641			L
E8471S-13-0	REPSOL YPF SA EUR1	D	09/22/2014	GOLDMAN, SACHS & CO.	72,293.000	1,770,790			U
762760-10-6	RYCE ENERGY INC		08/14/2014	GOLDMAN, SACHS & CO.	50,000.000	1,365,000			L
G75754-10-4	RIO TINTO CN STK	D	09/24/2014	Various	22,391.000	1,122,875			U
Q81437-10-7	RIO TINTO LTD	D	09/23/2014	CITIGROUP GLOBAL MARKETS	26,579.000	1,396,633			U
767754-10-4	RITE AID CORP		08/26/2014	CITIGROUP GLOBAL MARKETS	137,528.000	882,322			U
H69293-21-7	ROCHE HOLDING AG-G COMMON STOCK	D	09/22/2014	GOLDMAN, SACHS & CO.	25,819.000	7,767,839			L
773903-10-9	ROCKWELL AUTOMATION INC		09/22/2014	GOLDMAN, SACHS & CO.	460.000	53,228			L
775109-20-0	ROGERS COMMUNICATIONS INC CL B	C	09/24/2014	Various	30,050.000	1,175,365			U
G76225-10-4	ROLLS ROYCE HOLDINGS PLC	D	09/24/2014	Various	93,726.000	1,537,659			L
778296-10-3	ROSS STORES, INC.		09/22/2014	CITIGROUP GLOBAL MARKETS	22,075.000	1,654,963			L
G7586Z-17-2	ROYAL BANK OF SCOTLAND GROUP PLC	D	09/24/2014	Various	144,677.000	850,707			U
780087-10-2	ROYAL BK OF CANADA COM NPV	C	09/24/2014	Various	50,802.000	3,745,863			U
G7690A-10-0	ROYAL DUTCH SHELL 'A'ORD EURO.07	D	09/29/2014	Various	131,540.000	5,143,050			U
D6629K-10-9	RWE AG (NEU) CN STK	D	09/24/2014	Various	24,342.000	982,492			U
F03381-13-8	SAFRAN	D	09/24/2014	Various	17,247.000	1,121,885			U
79466L-30-2	SALESFORCE.COM INC		09/22/2014	GOLDMAN, SACHS & CO.	28,349.000	1,624,888			L
X75653-10-9	SAMPO PLC	D	09/24/2014	Various	20,352.000	1,005,680			U
80004C-10-1	SANDISK CORP		09/22/2014	Various	54,706.000	5,422,001			L
G7800X-10-7	SANDS CHINA LTD		09/23/2014	CITIGROUP GLOBAL MARKETS	162,000.000	926,460			U
X7568G-11-5	SANITEC CORPORATION	D	07/08/2014	Various	1,119.000	4,738			U
F5548N-10-1	SANOFI S.A.	D	09/24/2014	Various	11,972.000	1,278,747			U
Q82869-11-8	SANTOS	D	09/23/2014	CITIGROUP GLOBAL MARKETS	84,177.000	1,053,242			U
D66992-10-4	SAP AG	D	09/22/2014	GOLDMAN, SACHS & CO.	37,752.000	2,807,933			U
802912-10-5	SAPUTO GROUP INC	C	09/24/2014	Various	23,194.000	1,351,156			U
SBLZHO-27-5	SCENTRE GROUP UNITS LTD	D	09/23/2014	CITIGROUP GLOBAL MARKETS	534,554.000	1,586,845			U
806857-10-8	SCHLUMBERGER LTD		09/29/2014	Various	54,154.000	5,533,019			L
S48341-08-5	SCHNEIDER ELECTRIC	D	09/24/2014	Various	5,303.000	443,087			U
G7945E-10-5	SEADRILL LTD	D	09/24/2014	Various	31,103.000	873,767			L
G7945M-10-7	SEAGATE TECHNOLOGY	E	09/22/2014	GOLDMAN, SACHS & CO.	1,022.000	59,251			L
J69972-10-7	SECOM CO. LTD. ORD	D	09/24/2014	CITIGROUP GLOBAL MARKETS	29,900.000	1,798,890			U
816851-10-9	SEMPRA ENERGY		09/22/2014	GOLDMAN, SACHS & CO.	5,634.000	592,552			L
L8300G-13-5	SES	D	09/24/2014	Various	28,829.000	1,027,929			U
J7165H-10-8	SEVEN & I HOLDINGS NPV	D	09/24/2014	CITIGROUP GLOBAL MARKETS	46,300.000	1,752,892			U
82028K-20-0	SHAW COMMUNICATIONS INC CL B	C	09/24/2014	Various	61,029.000	1,531,249			U
J72810-12-0	SHIN ETSU CHEMICAL CO.	D	09/24/2014	CITIGROUP GLOBAL MARKETS	27,100.000	1,773,612			U
G8124V-10-8	SHIRE PLC COM	D	09/22/2014	UNION BANK OF SWITZERLAND	26,467.000	2,261,782			L
D69671-21-8	SIEMENS AG	D	09/22/2014	GOLDMAN, SACHS & CO.	30,848.000	3,799,538			U
G80797-10-6	SIG PLC	D	07/08/2014	UNION BANK OF SWITZERLAND	2,989.000	9,706			U
Y79985-20-9	SINGAPORE TELECOM SGDO.15 (POST RE-ORG)	D	09/26/2014	UNION BANK OF SWITZERLAND	366,000.000	1,087,448			U
W25381-14-1	SKAND ENSKILDA A	D	09/24/2014	Various	84,412.000	1,107,262			U
J75734-10-3	SNC CORP	D	09/24/2014	CITIGROUP GLOBAL MARKETS	5,100.000	1,380,409			U
G82343-16-4	SMITH & NEPHEW ORD USDO.20	D	09/24/2014	Various	85,014.000	1,481,577			U
F84941-12-3	SODEXO	D	09/24/2014	Various	13,280.000	1,333,428			U
J75963-10-8	SOFTBANK CORP COMMON STOCK	D	09/24/2014	CITIGROUP GLOBAL MARKETS	41,600.000	3,023,404			L
B82095-11-6	SOLVAY SA COMMON STOCK	D	09/24/2014	Various	10,112.000	1,581,520			L
J76379-10-6	SONY CORP NPV	D	09/24/2014	CITIGROUP GLOBAL MARKETS	66,400.000	1,147,426			U
G8842P-10-2	SSE PLC	D	09/24/2014	Various	60,221.000	1,504,170			U
790849-10-3	ST JUDE MEDICAL INC		09/22/2014	GOLDMAN, SACHS & CO.	18,074.000	1,118,569			L
G84228-15-7	STANDARD CHARTERED ORD USDO.50	D	09/24/2014	Various	107,630.000	2,148,864			U
G84278-10-3	STANDARD LIFE	D	09/24/2014	Various	162,848.000	1,114,967			U
85590A-40-1	STARWOOD HOTELS AND RESORTS INC COM		09/22/2014	GOLDMAN, SACHS & CO.	16,993.000	1,427,404			L
856190-10-3	STATE BANK FINANCIAL CORP		07/23/2014	GOLDMAN, SACHS & CO.	8,864.000	143,960			L

STATEMENT AS OF SEPTEMBER 30, 2014 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)
857477-10-3	STATE STREET CORPORATION		.09/22/2014	Various	100,691.000	7,354,320			L
R8413J-10-3	STATOIL ASA GIN STK	D	.09/24/2014	Various	39,877.000	1,127,643			U
863667-10-1	STRYKER CORP		.09/22/2014	GOLDMAN, SACHS & CO.	15,697.000	1,291,825			L
J77282-11-9	SUMITOMO CORP NPV	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	125,000.000	1,606,367			U
J7771X-10-9	SUMITOMO MITSUI F I COMMON STOCK	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	62,300.000	2,556,262			U
J77841-11-2	SUMITOMO REALTY & JPY50	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	34,000.000	1,224,969			U
Y82594-12-1	SUN HUNG KAI PROP HKD0.50	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	92,000.000	1,384,915			L
866796-10-5	SUN LIFE FINANCIAL COM NPV	C	.09/24/2014	Various	36,792.000	1,380,994			U
867224-10-7	SUNCOR ENERGY INC	C	.09/24/2014	Various	62,694.000	2,338,295			U
Q8802S-10-3	SUNCORP GROUP LTD	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	100,017.000	1,255,213			U
86764L-10-8	SUNOCO LOGISTICS PARTNERS LP		.09/17/2014	Various	112,500.000	5,412,227			L
867914-10-3	SUNTRUST B KS INC COM		.09/22/2014	Various	80,029.000	3,174,675			L
W90152-12-0	SVENSKA CELLULOSA AB - B SHS	D	.08/06/2014	Various	29,993.000	768,758			U
W90937-18-1	SVENSKA HANDELSBANKEN A FREE	D	.09/24/2014	Various	25,720.000	1,203,007			U
W94232-10-0	SWEDBANK AB	D	.09/24/2014	Various	40,125.000	1,003,466			U
W92277-11-5	SWEDISH MATCH	D	.09/24/2014	Various	34,396.000	1,154,490			U
HB431B-10-9	SWISS RE LTD	D	.09/24/2014	Various	19,640.000	1,605,645			U
HB398N-10-4	SWISSCOM	D	.09/24/2014	Various	2,662.000	1,527,132			U
871503-10-8	SYMANTEC CORP		.09/22/2014	GOLDMAN, SACHS & CO.	43,857.000	1,067,962			L
HB4140-11-2	SYNGENTA CHFB.3	D	.09/24/2014	Various	5,784.000	1,917,079			L
87161C-50-1	SYNOVUS FINANCIAL CORP		.07/31/2014	Various	167,491.000	4,016,853			L
74144T-10-8	T. ROWE PRICE GROUP		.09/22/2014	Various	39,438.000	3,134,149			L
J8129E-10-8	TAKEDA PHARMACEUTICAL CO LTD	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	44,500.000	2,009,600			U
879382-10-9	TELEFONICA DE ESPANA	D	.09/22/2014	GOLDMAN, SACHS & CO.	198,382.000	3,130,745			U
R21882-10-6	TELENOR	D	.09/24/2014	Various	36,913.000	841,071			U
W9588J-10-4	TELIASONERA AB SEK3.2	D	.09/24/2014	Various	103,129.000	721,607			U
Q8975N-10-5	TELSTRA CORP NPV	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	175,045.000	831,099			U
88033G-40-7	TENET HEALTHCARE CORP		.08/26/2014	GOLDMAN, SACHS & CO.	3,849.000	233,437			L
88104R-10-0	TERRAFORM POWER OPERATING LLC A		.07/18/2014	GOLDMAN, SACHS & CO.	12,500.000	312,500			L
G87621-10-1	TESCO	D	.08/12/2014	Various	490,261.000	2,017,956			U
88160R-10-1	TESLA MOTORS INC		.09/22/2014	GOLDMAN, SACHS & CO.	3,965.000	997,856			U
M8769Q-10-2	TEVA PHARMACEUTICAL INDUSTRIES LTD.	D	.09/28/2014	Various	37,330.000	1,937,380			U
882508-10-4	TEXAS INST RS INC COM		.09/22/2014	GOLDMAN, SACHS & CO.	136,388.000	6,528,183			L
F9156M-10-8	THALES S.A.	D	.08/07/2014	Various	4,990.000	294,182			U
J09748-10-4	THE DAI-ICHI LIFE INSURANCE COMPANY,LIMI	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	81,800.000	1,230,978			U
HB3949-14-1	THE SWATCH GROUP	D	.09/24/2014	Various	3,319.000	1,670,063			U
883556-10-2	THERMO FIS HER SCIENTIFIC INC COM		.09/22/2014	Various	20,368.000	2,485,211			L
884903-10-5	THOMSON REUTERS CORP	U	.09/24/2014	Various	29,056.000	1,062,547			U
887317-30-3	TIME WARNER INC		.07/22/2014	Various	63,289.000	5,357,677			L
872590-10-4	T-MOBILE US INC		.08/27/2014	Various	271,463.000	8,277,730			L
J86298-10-6	TOKIO MARINE HOLDINGS	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	48,800.000	1,518,959			U
J87000-10-5	TOKYO GAS CO LTD	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	252,000.000	1,429,474			U
891160-50-9	TORONTO-DOMINION COM NPV	C	.09/24/2014	Various	63,763.000	3,271,713			U
J89752-11-7	TOSHIBA CORP NPV	D	.09/24/2014	CITIGROUP GLOBAL MARKETS	279,000.000	1,280,436			U
F92124-10-0	TOTAL SA EUR 2.5	D	.09/29/2014	Various	52,065.000	3,516,476			L
J92676-11-3	TOYOTA MOTOR	D	.09/29/2014	Various	123,900.000	7,330,447			L
89353D-10-7	TRANSCANADA CORP	C	.09/23/2014	Various	38,771.000	2,097,307			U
HB817H-10-0	TRANSOCEAN LTD	D	.09/24/2014	Various	32,294.000	1,090,202			U
Q8194A-10-6	TRANSURBAN GROUP	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	235,085.000	1,578,034			U
896047-50-3	TRIBUNE MEDIA CL A ORD		.08/11/2014	Various	49,833.000	4,108,093			U
896082-10-4	TRIBUNE PUBLISHING CO		.07/24/2014	DISTRIBUTION	8,250.000	179,300			L
90130A-10-1	TWENTY FIRST CENTURY FOX INC CL A		.09/22/2014	GOLDMAN, SACHS & CO.	68,212.000	2,373,928			L
90130A-20-0	TWENTY FIRST CENTURY FOX INC CL B		.09/22/2014	GOLDMAN, SACHS & CO.	4,343.000	146,839			L
90184L-10-2	TWITTER INC		.09/22/2014	GOLDMAN, SACHS & CO.	16,115.000	840,595			L
HB9231-33-8	UBS AG CHFO.1	D	.09/22/2014	GOLDMAN, SACHS & CO.	158,148.000	2,755,027			U
B93562-12-0	UCB	D	.09/24/2014	Various	13,647.000	1,205,494			U
SB1YY4-B3-8	UNIBAIL-RODAMCO SE REIT	D	.09/24/2014	Various	5,677.000	1,488,110			U
T960AS-10-1	Unicredit	D	.09/24/2014	Various	48,190.000	392,245			L
N8981F-27-1	UNILEVER NV CVA NLG0.16	D	.09/22/2014	GOLDMAN, SACHS & CO.	68,843.000	2,777,727			U
G92087-16-5	UNILEVER PLC ORD GBP0.031111	D	.09/22/2014	GOLDMAN, SACHS & CO.	61,099.000	2,586,187			U
910047-10-9	UNITED CONTINENTAL HOLDINGS INC		.09/22/2014	GOLDMAN, SACHS & CO.	33,751.000	1,621,415			L
V96194-12-7	UNITED OVERSEAS BANK	D	.09/26/2014	UNION BANK OF SWITZERLAND	70,000.000	1,241,414			L

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STATEMENT AS OF SEPTEMBER 30, 2014 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)
91529Y-10-6	UNUM GROUP		.09/22/2014	JPMORGAN CHASE & CO.	46,180.000	1,641,000			L
999989-ZW-9	VALEANT PHARMACEUTICALS INTERNATIONAL IN	C	.09/23/2014	Various	14,964.000	1,740,127			U
91913Y-10-0	VALERO ENERGY CORP		.07/15/2014	Various	50,000.000	2,494,114			L
92276F-10-0	VENTAS INC		.07/07/2014	BANK OF AMERICA/MERRILL LYNCH	22,212.000	1,433,265			L
92343V-10-4	VERIZON COMMUNICATIONS		.09/29/2014	MORGAN STANLEY	7,902.000	391,560			L
92532F-10-0	VERTEX PHARMACEUTICALS		.09/22/2014	GOLDMAN, SACHS & CO.	10,947.000	1,137,441			L
918204-10-8	VF CORP		.09/22/2014	GOLDMAN, SACHS & CO.	24,811.000	1,666,892			L
92553P-20-1	VIACOM INC NEW CL B		.09/22/2014	GOLDMAN, SACHS & CO.	15,763.000	1,265,512			L
F5879X-10-8	VINCI	D	.08/13/2014	JPMORGAN CHASE & CO.	10,991.000	702,370			U
F9798Z-10-6	VIVENDI EURS.50	D	.09/24/2014	Various	58,206.000	1,455,292			U
G9388Z-19-2	VODAFONE GROUP PLC	D	.09/22/2014	GOLDMAN, SACHS & CO.	1,036,873.000	3,421,775			U
928856-30-1	VOLVO AB-B SHS NPV	D	.09/24/2014	Various	91,719.000	1,043,085			U
92904Z-10-9	VORNADO RLTY TR		.09/22/2014	GOLDMAN, SACHS & CO.	16,204.000	1,648,742			L
93142Z-10-9	WALGREEN CO		.09/22/2014	Various	51,743.000	3,171,185			L
G48833-10-0	WEATHERFORD INTERNATIONAL PLC	E	.09/22/2014	GOLDMAN, SACHS & CO.	53,628.000	1,153,436			L
94973V-10-7	WELLPOINT INC		.09/22/2014	GOLDMAN, SACHS & CO.	6,047.000	743,312			L
949746-10-1	WELLS FARGO CO		.09/29/2014	Various	246,372.000	12,762,286			L
Q95870-10-3	WESFARMERS	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	44,061.000	1,663,051			U
95810Z-10-5	WESTERN DIGITAL CORP		.09/22/2014	GOLDMAN, SACHS & CO.	12,649.000	1,242,298			L
SBMMVV-X4-8	WESTFIELD CORPORATION UNITS CORP	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	203,022.000	1,322,040			U
Q97417-10-1	WESTPAC BANKING CORP	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	105,619.000	3,013,117			U
962166-10-4	WEYERHAEUSER CO		.09/22/2014	GOLDMAN, SACHS & CO.	34,426.000	1,108,383			L
G9606P-19-7	WHITBREAD	D	.09/24/2014	Various	21,880.000	1,517,892			U
969457-10-0	WILLIAMS COS INC		.09/22/2014	GOLDMAN, SACHS & CO.	31,182.000	1,749,394			L
Y9586L-10-9	WILMAR INTERNATIONAL	D	.09/26/2014	Various	384,000.000	938,493			U
G9736L-12-4	WOLSELEY PLC	D	.09/24/2014	Various	33,191.000	1,807,921			U
980228-10-0	WOODSIDE PETROLEUM	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	33,747.000	1,233,372			U
Q98418-10-8	WOOL WORTHS LIMITED	D	.09/23/2014	CITIGROUP GLOBAL MARKETS	54,534.000	1,674,153			L
G9788D-10-3	WPP PLC	D	.09/24/2014	Various	79,676.000	1,668,565			U
98310W-10-8	WYNDHAM WORLDWIDE CORP COM		.08/26/2014	Various	52,836.000	4,279,434			L
983134-10-7	WYNN RESOR TS LTD COM		.09/22/2014	GOLDMAN, SACHS & CO.	5,932.000	1,081,674			L
98433Z-10-6	YAHOO INC COM		.09/19/2014	Various	173,026.000	6,702,536			L
98956P-10-2	ZIMMER HOLDINGS INC		.09/22/2014	GOLDMAN, SACHS & CO.	12,615.000	1,306,367			L
989701-10-7	ZIONS BANCORP		.09/22/2014	CITIGROUP GLOBAL MARKETS	55,537.000	1,658,132			L
98978V-10-3	ZOETIS INC		.09/22/2014	GOLDMAN, SACHS & CO.	38,843.000	1,440,151			L
H9870Y-10-5	ZURICH INSURANCE GROUP AG	D	.08/11/2014	Various	1,681.000	499,531			L
9099999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						1,219,698,645	XXX		XXX
362013-21-1	GMO EMERGING DOMESTIC OPPORTUNITIES FUND		.07/11/2014	STOCK DIV.	16,045.910	386,546			L
BA509J-N7-6	INVESTEC AFRICA CRDT OPPORT FD 1A	F	.09/04/2014	DIRECT	196,607.140	3,932,143			U
L54483-82-8	INVESTEC EM MARKET LC DEBT S SHARES INC	F	.07/21/2014	Various	51,237.000	4,320,303			U
46429B-69-7	ISHARES MSCI USA MIN VOL		.08/28/2014	Various	52,861.000	1,990,352			L
464287-65-5	ISHARES TRUST RUSSELL 2000 INDEX FUND		.09/29/2014	Various	1,037,972.000	116,621,935			L
9299999. Subtotal - Common Stocks - Mutual Funds						127,251,279	XXX		XXX
9799997. Total - Common Stocks - Part 3						1,346,949,924	XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						1,346,949,924	XXX		XXX
9899999. Total - Preferred and Common Stocks						1,380,891,864	XXX		XXX
9999999 - Totals						14,718,338,523	XXX	18,287,094	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues278

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
.066717-AA-7	AID-TUNISIA	E	08/12/2014	MORGAN STANLEY		9,438,296	9,400,000	9,400,000							9,400,000		38,296	38,296	13,445	07/24/2021	1Z
.36208N-YT-4	GOVT NATL MTG ASSOC I #456222		09/01/2014	SCHEDULED REDEMPTION		153	153	155	155		(2)		(2)		153				8	06/15/2028	1
.36213F-VX-8	GOVT NATL MTG ASSOC I #553330		09/01/2014	SCHEDULED REDEMPTION		79,440	79,440	81,141	80,225		(785)		(785)		79,440				2,859	07/15/2018	1
.36297F-Q6-2	GOVT NATL MTG ASSOC I #710677		09/01/2014	SCHEDULED REDEMPTION		51,940	51,940	55,242	55,520		(3,581)		(3,581)		51,940				1,454	07/15/2024	1
.36225B-5P-9	GOVT NATL MTG ASSOC I #781754		09/01/2014	SCHEDULED REDEMPTION		27,020	27,020	28,910	28,442		(1,423)		(1,423)		27,020				981	06/15/2019	1
.36241L-KS-4	GOVT NATL MTG ASSOC I #783005		09/01/2014	SCHEDULED REDEMPTION		99,915	99,915	107,211	107,197		(7,283)		(7,283)		99,915				3,552	06/15/2025	1
.36202F-JC-1	GOVT NATL MTG ASSOC II #004759		09/01/2014	SCHEDULED REDEMPTION		8,004	8,004	8,510	8,547		(544)		(544)		8,004				231	08/20/2025	1
.36202F-M4-4	GOVT NATL MTG ASSOC II #004911		09/01/2014	SCHEDULED REDEMPTION		31,402	31,402	33,389	33,348		(1,945)		(1,945)		31,402				910	01/20/2026	1
.49549C-AA-6	KING INTL LEASING LLC		07/15/2014	SCHEDULED REDEMPTION		97,077	97,077	97,077	97,077						97,077				2,005	10/15/2022	1FE
.74046B-AA-4	PREMIER AIRCRAFT LEASING	E	08/06/2014	SCHEDULED REDEMPTION		396,699	396,699	396,699	396,699						396,699				10,639	02/06/2022	1FE
.74046B-AB-2	PREMIER AIRCRAFT LEASING	E	07/10/2014	SCHEDULED REDEMPTION		211,733	211,733	211,733	211,733						211,733				5,633	04/10/2022	1FE
.74638B-AA-5	PURPLE CHEN 2011 LLC		08/01/2014	SCHEDULED REDEMPTION		98,026	98,026	98,026	98,026						98,026				2,011	08/01/2023	1FE
.797224-AB-8	SAN CLEMENTE LEASING LLC		09/07/2014	SCHEDULED REDEMPTION		199,017	199,017	199,017	199,017						199,017				5,000	06/07/2022	1FE
.91282B-C9-9	TREASURY (OPI) NOTE		07/25/2014	BNP CAPITAL MARKETS		10,378,913	10,000,000	10,405,384			(1,889)		(1,889)		10,403,495		(24,582)	(24,582)	3,605	04/15/2019	1Z
.91282B-IU-0	TREASURY (OPI) NOTE		08/07/2014	BURNS		49,651,356	50,000,000	49,667,177							49,667,297		(15,941)	(15,941)	4,086	07/15/2024	1
.912810-RG-5	TREASURY BOND		08/18/2014	Various		458,157,266	449,500,000	457,345,092			(597)		(597)		457,344,494		812,771	812,771	3,284,618	05/15/2044	1
.912810-RH-3	TREASURY BOND		09/30/2014	Various		632,798,898	639,800,000	633,244,461			1,802		1,802		633,246,263		(447,364)	(447,364)	1,132,558	08/15/2044	1
.91282B-A2-6	TREASURY NOTE		08/12/2014	BARCLAYS		480,225	480,000	479,700	479,712		92		92		479,804		421	421	843	11/30/2015	1
.91282B-C8-1	TREASURY NOTE		08/12/2014	GOLDMAN, SACHS & CO.		36,358,520	36,350,000	36,370,908			(2,398)		(2,398)		36,368,510		(9,991)	(9,991)	38,894	04/30/2016	1
.91282B-D2-3	TREASURY NOTE		08/12/2014	Various		22,006,953	22,000,000	22,104,844			(3,645)		(3,645)		22,101,199		(94,246)	(94,246)	89,640	04/30/2019	1
.91282B-D4-9	TREASURY NOTE		08/21/2014	BURNS		19,969,531	20,000,000	19,996,875			8		8		19,996,883		(27,352)	(27,352)	3,329	08/15/2017	1
.91282B-D5-6	TREASURY NOTE		09/05/2014	Various		333,683,113	334,725,000	333,583,629			866		866		333,584,495		98,619	98,619	382,338	08/15/2024	1
.91282B-D6-4	TREASURY NOTE		09/26/2014	Various		449,767,969	450,000,000	449,764,160			920		920		449,765,080		2,889	2,889	65,470	08/31/2016	1
.91282B-D7-2	TREASURY NOTE		09/24/2014	Various		458,053,828	462,500,000	460,312,969			4,079		4,079		460,317,047		(2,263,219)	(2,263,219)	240,249	08/31/2021	1
.91282B-D8-0	TREASURY NOTE		09/11/2014	Various		387,361,094	390,250,000	387,778,613			548		548		387,779,162		(418,068)	(418,068)	202,351	08/31/2019	1
.91282B-F2-1	TREASURY NOTE		09/30/2014	MORGAN STANLEY		2,114,209	2,125,000	2,109,063			6		6		2,109,068		5,141	5,141	124	09/30/2021	1
.91282B-IJ-5	TREASURY NOTE		08/18/2014	Various		635,215,625	633,850,000	634,850,422			1,118		1,118		634,851,540		364,085	364,085	3,278,495	05/15/2024	1
.91282B-IL-0	TREASURY NOTE		09/10/2014	Various		642,423,337	647,500,000	641,949,492			136,188		136,188		642,085,680		337,657	337,657	1,676,897	05/31/2019	1
.91282B-IN-6	TREASURY NOTE		09/25/2014	Various		296,632,549	300,200,000	296,465,672			97,910		97,910		296,563,582		68,967	68,967	1,354,625	05/31/2021	1
.91282B-IQ-9	TREASURY NOTE		08/12/2014	Various		123,098,203	123,000,000	123,086,484			(802)		(802)		123,085,683		12,521	12,521	14,755	06/30/2016	1
.91282B-IR-7	TREASURY NOTE		09/08/2014	Various		886,789,328	887,425,000	885,727,745			5,209		5,209		885,732,954		1,056,374	1,056,374	1,496,512	06/30/2021	1
.91282B-IT-3	TREASURY NOTE		08/29/2014	Various		1,053,667,633	1,055,770,000	1,053,113,660			57,521		57,521		1,053,171,181		496,452	496,452	707,241	07/15/2017	1
.91282B-IX-4	TREASURY NOTE		09/09/2014	Various		570,396,279	570,182,000	570,414,045			(942)		(942)		570,413,103		(16,825)	(16,825)	250,448	07/31/2016	1
.91282B-IY-2	TREASURY NOTE		09/04/2014	Various		176,286,984	174,200,000	176,477,750			(4,018)		(4,018)		176,473,732		(186,747)	(186,747)	215,413	07/31/2021	1
.89609G-AB-8	TRICAHUE LEASING LLC		08/26/2014	SCHEDULED REDEMPTION		155,634	155,634	155,634	155,634						155,634				4,370	02/26/2022	1FE
.91282B-VQ-0	US TREASURY N/B		08/12/2014	BARCLAYS		65,025,391	65,000,000	64,974,609			85		85		64,974,694		50,697	50,697	31,573	07/31/2018	1
.91282B-WS-5	WI TREASURY NOTE		09/22/2014	Various		1,193,356,781	1,197,425,000	1,195,328,601			25,300		25,300		1,195,353,902		(1,997,120)	(1,997,120)	1,961,034	06/30/2019	1
.91282B-III-6	WI TREASURY NOTE		09/25/2014	Various		855,521,770	857,275,000	856,379,241			894		894		856,380,135		(858,365)	(858,365)	839,326	07/31/2019	1
0599999. Subtotal - Bonds - U.S. Governments						9,370,090,109	9,390,413,058	9,372,803,341	1,951,332		302,813		302,813		9,373,105,041		(3,014,932)	(3,014,932)	17,327,520	XXX	XXX
.15238P-AC-0	CENTRAL AMERICAN BANK	F	09/24/2014	MATURED		14,000,000	14,000,000	14,000,000	14,000,000						14,000,000				752,500	09/24/2014	1FE
.105756-BH-2	FED REPUBLIC OF BRAZIL	F	07/15/2014	SCHEDULED REDEMPTION		166,667	166,667	183,785	178,421		(11,754)		(11,754)		166,667				13,333	01/15/2018	2FE
.65556G-AD-7	NORDDUISCHE LANDESBANK GIROZENTRA	F	07/25/2014	MORGAN STANLEY		15,012,300	15,000,000	14,994,300			603		603		14,995,063		17,237	17,237	220,833	02/05/2019	1FE
.78307A-DA-8	RUSSIA FOREIGN BOND	F	09/08/2014	GOLDMAN, SACHS & CO.		2,531,250	2,500,000	2,612,500	2,550,809		2,524,400		(26,410)		2,524,400		6,850	6,850	78,542	04/29/2015	2FE
1099999. Subtotal - Bonds - All Other Governments						31,710,217	31,666,667	31,790,585	31,723,690		(37,561)		(37,561)		31,686,129		24,087	24,087	1,065,208	XXX	XXX
.13063B-3X-8	CALIFORNIA ST		09/17/2014	Various		5,549,184	5,000,000	4,961,500	4,961,706		407		407		4,962,113		587,071	587,071	235,742	04/01/2043	1FE
.13063A-MA-9	CALIFORNIA ST G O VAR PURP 1993 SEPT		09/01/2014	CALLED @ 100.00000000		375,000	375,000	321,494	355,520		4,663		4,663		17,813		14,818	14,818		09/01/2018	1FE
.604129-ZB-5	MINNESOTA ST GO - 2011 SER A		09/23/2014	PRE-REFUNDING		2,257,467	2,000,000	2,332,600	2,303,843		(44,998)		(44,998)		2,258,445		(1,378)	(1,378)	97,778	10/01/2018	1FE
.93974A-3X-0	WASHINGTON ST G O MOTOR VEH TAX 2005 SER		07/01/2014	CALLED @ 100.00000000		16,745,000	16,745,000	18,081,753	16,972,652		(227,652)		(227,652)		16,745,000				837,250	07/01/2021	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						24,926,651	24,120,000	25,697,347	24,593,720		(267,580)		(267,580)		24,326,140		600,511	600,511	1,188,582	XXX	XXX
.566897-VD-3	MARICOPA CNTY ARIZ SCH DIST NO		07/17/2014	Various		3,602,086	3,200,000	3,568,672			(17,993)		(17,993)		3,550,679		51,407	51,407	33,956	07/01/2019	1FE
.567423-GQ-5	MARICOPA CNTY AZ USD 89 DYSART 04 B		07/01/2014	CALLED @ 100.00000000		1,000,000	1,000,000	995,000	999,679		321		321		1,000,000				50,000	07/01/2023	1FE
.567430-JF-1	MARICOPA CNTY AZ USD 95 QUEEN 02		07/01/2014	MATURED		260,000	260,000	287,617	261,521		(1,521)		(1,521)		260,000				13,000	07/01/2014	1FE
.157342-JC-0	CHAFFEY CNTY COLLEGE DIST CAL	E	09/23/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		59,503	50,000	58,946							58,946		557	557		06/01/2029	1FE

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
517138-WN-9	LARIMER CNTY COLO SCH DIST NO		08/22/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		596,550	500,000	588,250							588,250		8,300	8,300		12/15/2019	1FE
272875-X3-4	EAST HAVEN CONN		09/29/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		293,710	250,000	292,270			(823)		(823)		291,447		2,263	2,263	1,250	08/15/2019	1FE
406792-Y7-0	HAMDEN CONN		08/28/2014	COMPANY, L.L.C.		117,242	100,000	115,444			(99)		(99)		115,345		1,897	1,897	167	08/15/2019	1FE
047804-DE-6	ATLANTA GA DNTWIN DEV UNDERGROUND 09A		07/01/2014	MATURED		3,360,000	3,360,000	3,619,325	3,387,251		(27,251)		(27,251)		3,360,000				168,000	07/01/2014	1FE
40785E-LN-4	HAMILTON SOUTHEASTN IN CONS SCH BLDG 04B		07/15/2014	CALLED @ 100.00000000		1,000,000	1,000,000	1,062,880	1,004,054		(4,054)		(4,054)		1,000,000				50,000	07/15/2015	1FE
40785E-LP-9	HAMILTON SOUTHEASTN IN CONS SCH BLDG 04B		07/15/2014	CALLED @ 100.00000000		1,220,000	1,220,000	1,287,442	1,224,365		(4,365)		(4,365)		1,220,000				61,000	07/15/2016	1FE
40785E-LQ-7	HAMILTON SOUTHEASTN IN CONS SCH BLDG 04B		07/15/2014	CALLED @ 100.00000000		1,450,000	1,450,000	1,519,238	1,454,499		(4,499)		(4,499)		1,450,000				72,500	07/15/2017	1FE
40785E-LR-5	HAMILTON SOUTHEASTN IN CONS SCH BLDG 04B		07/15/2014	CALLED @ 100.00000000		1,135,000	1,135,000	1,180,718	1,137,982		(2,982)		(2,982)		1,135,000				56,750	07/15/2018	1FE
40785E-LT-1	HAMILTON SOUTHEASTN IN CONS SCH BLDG 04B		07/15/2014	CALLED @ 100.00000000		915,000	915,000	938,360	916,536		(1,536)		(1,536)		915,000				45,750	07/15/2020	1FE
655151-BA-5	NOBLESVILLE IN BLDG CORP FIRE 5&6 04		07/15/2014	CALLED @ 100.00000000		1,155,000	1,155,000	1,157,657	1,155,177		(177)		(177)		1,155,000				57,750	07/15/2020	1FE
946363-JL-3	WAYNE TWP IND MARION CNTY SCH		09/22/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		338,288	300,000	335,892			(2,390)		(2,390)		333,502		4,786	4,786	4,822	01/15/2020	1FE
435236-JJ-4	HOLLAND MICH SCH DIST		09/29/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		589,356	525,000	587,664			(2,361)		(2,361)		585,303		4,053	4,053	4,906	05/01/2020	1FE
435236-JL-9	HOLLAND MICH SCH DIST		09/23/2014	Various		3,478,753	3,105,000	3,452,853			(11,571)		(11,571)		3,441,283		37,470	37,470	35,769	05/01/2022	1FE
792775-NS-3	ST MICHAEL MINN INDPT SCH DIST		09/23/2014	COMPANY, L.L.C.		198,454	175,000	197,796			(28)		(28)		197,767		686	686	58	02/01/2021	1FE
13281K-MZ-8	CAMDEN CNTY NJ IMPT AUTH LSE GTD 03A		09/01/2014	MATURED		3,935,000	3,935,000	4,359,643	3,965,800		(30,800)		(30,800)		3,935,000				196,750	09/01/2014	1FE
927396-W3-1	VINELAND N J		08/14/2014	CABRERA CAPITAL MARKETS, INC		1,908,130	1,595,000	1,893,393			(3,648)		(3,648)		1,889,745		18,386	18,386	7,310	07/15/2021	1FE
64966K-YF-4	NEW YORK CITY-I		08/14/2014	RBC DOMINION SECURITIES		4,711,013	4,080,000	4,857,077	4,775,306		(93,873)		(93,873)		4,681,433		29,580	29,580	214,200	08/01/2018	1FE
64966K-DR-1	NEW YORK NY - 2012 SER D		08/14/2014	RBC DOMINION SECURITIES		8,908,202	7,715,000	9,329,132	9,048,658		(180,236)		(180,236)		8,868,422		39,780	39,780	405,038	08/01/2018	1FE
087401-JQ-9	BETHLEHEM PA AUTH WTR REV		09/08/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		353,583	300,000	346,272							346,272		7,311	7,311		11/15/2019	1FE
132033-GJ-4	CAMBRIA CNTY PA		09/18/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		116,984	100,000	115,127			(216)		(216)		114,911		2,073	2,073	542	08/01/2021	1FE
708553-QC-9	PENNSBURY PA SCH DIST G O 2004		08/01/2014	MATURED		115,000	115,000	117,076	115,708		(708)		(708)		115,000				5,750	08/01/2014	1FE
708553-QE-5	PENNSBURY PA SCH DIST G O 2004		08/01/2014	MATURED		140,000	140,000	142,527	140,862		(862)		(862)		140,000				7,000	08/01/2014	1FE
217489-YK-3	COPPELL TX INDPT SCH DIST BLDG & REF 92		08/15/2014	MATURED		140,000	140,000	88,086	135,153		4,847		4,847		140,000					08/15/2014	1Z
442331-D9-2	HOUSTON TEX		07/25/2014	WELLS FARGO		2,884,282	2,435,000	2,880,215							2,880,215		4,066	4,066		03/01/2020	1Z
717146-SL-9	PHARR-SAN JUAN-ALAMO TEX INDPT (PS		07/17/2014	RBC DOMINION SECURITIES		5,183,907	4,285,000	5,057,328			(24,313)		(24,313)		5,033,016		150,892	150,892	93,437	02/01/2025	1FE
717146-SN-5	PHARR-SAN JUAN-ALAMO TEX INDPT (PS		08/14/2014	FIRST TENNESSEE BANK		2,237,375	1,860,000	2,151,927			(10,996)		(10,996)		2,140,931		96,444	96,444	47,533	07/01/2027	1FE
849254-TE-7	SPOTSVLVANIA CNTY VA		09/23/2014	Various		3,138,642	2,650,000	3,146,054			(4,143)		(4,143)		3,141,910		(3,268)	(3,268)	11,285	01/15/2020	1Z
2499999	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					54,541,059	49,050,000	55,729,879	29,722,552		(426,277)		(426,277)		54,084,377		456,682	456,682	1,644,522	XXX	XXX
31296K-ZL-1	FED HOME LOAN MTG CORP GOLD #A11799		09/01/2014	SCHEDULED REDEMPTION		106	106	110	109		(2)		(2)		106				5	08/01/2033	1Z
31296S-A9-7	FED HOME LOAN MTG CORP GOLD #A17232		09/01/2014	SCHEDULED REDEMPTION		331	331	339	337		(5)		(5)		331				14	12/01/2033	1Z
31296S-KM-7	FED HOME LOAN MTG CORP GOLD #A17500		09/01/2014	SCHEDULED REDEMPTION		76	76	79	79		(3)		(3)		76				4	01/01/2034	1Z
31296W-KL-0	FED HOME LOAN MTG CORP GOLD #A20299		09/01/2014	SCHEDULED REDEMPTION		8	8	8	8						8					04/01/2034	1Z
31297A-ZM-9	FED HOME LOAN MTG CORP GOLD #A23448		09/01/2014	SCHEDULED REDEMPTION		11	11	11	11						11				1	06/01/2034	1Z
31297B-LC-4	FED HOME LOAN MTG CORP GOLD #A23923		09/01/2014	SCHEDULED REDEMPTION		22	22	23	23		(1)		(1)		22				1	06/01/2034	1Z
31297C-HY-9	FED HOME LOAN MTG CORP GOLD #A24747		09/01/2014	SCHEDULED REDEMPTION		12	12	12	12						12				1	07/01/2034	1Z
31297C-UC-2	FED HOME LOAN MTG CORP GOLD #A25079		09/01/2014	SCHEDULED REDEMPTION		772	772	799	810		(39)		(39)		772				33	08/01/2034	1Z
31297C-ZT-0	FED HOME LOAN MTG CORP GOLD #A25254		09/01/2014	SCHEDULED REDEMPTION		1,257	1,257	1,300	1,311		(55)		(55)		1,257				59	08/01/2034	1Z
31297C-4P-2	FED HOME LOAN MTG CORP GOLD #A25330		09/01/2014	SCHEDULED REDEMPTION		801	801	829	831		(31)		(31)		801				39	08/01/2034	1Z
31297D-E9-5	FED HOME LOAN MTG CORP GOLD #A25560		09/01/2014	SCHEDULED REDEMPTION		26	26	27	27		(1)		(1)		26				1	08/01/2034	1Z
31297E-D8-6	FED HOME LOAN MTG CORP GOLD #A26427		09/01/2014	SCHEDULED REDEMPTION		81	81	84	84		(2)		(2)		81				3	09/01/2034	1Z
31297E-KV-7	FED HOME LOAN MTG CORP GOLD #A26608		09/01/2014	SCHEDULED REDEMPTION		439	439	454	451		(13)		(13)		439				21	09/01/2034	1Z
31297E-W3-6	FED HOME LOAN MTG CORP GOLD #A26966		09/01/2014	SCHEDULED REDEMPTION		18	18	18	19		(1)		(1)		18				1	09/01/2034	1Z
31297F-GJ-1	FED HOME LOAN MTG CORP GOLD #A27411		09/01/2014	SCHEDULED REDEMPTION		15	15	16	15						15				1	10/01/2034	1Z
31297K-GE-6	FED HOME LOAN MTG CORP GOLD #A30197		09/01/2014	SCHEDULED REDEMPTION		2,168	2,168	2,243	2,226		(58)		(58)		2,168				106	12/01/2034	1Z
31297L-WI-6	FED HOME LOAN MTG CORP GOLD #A31305		09/01/2014	SCHEDULED REDEMPTION		114	114	118	119		(5)		(5)		114				5	02/01/2035	1Z

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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 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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31297P-UZ-2	FED HOME LOAN MTG CORP GOLD #A34200		09/01/2014	SCHEDULED REDEMPTION		.8	.8	.8	.8		(.1)		(.1)		.8					04/01/2035	1
3128KW-SK-0	FED HOME LOAN MTG CORP GOLD #A65922		09/01/2014	SCHEDULED REDEMPTION		.453	.453	.459	.457		(.4)		(.4)		.453				.21	09/01/2037	1
31292G-GX-8	FED HOME LOAN MTG CORP GOLD #C00214		09/01/2014	SCHEDULED REDEMPTION		.70	.70	.72	.71		(.2)		(.2)		.70				.4	02/01/2023	1
31292G-HR-0	FED HOME LOAN MTG CORP GOLD #C00240		09/01/2014	SCHEDULED REDEMPTION		2,341	2,341	2,392	2,392		(51)		(51)		2,341				.118	06/01/2023	1
31292G-HV-1	FED HOME LOAN MTG CORP GOLD #C00244		09/01/2014	SCHEDULED REDEMPTION		3,666	3,666	3,517	3,525		.141		.141		3,666				.171	05/01/2023	1
31292G-H5-8	FED HOME LOAN MTG CORP GOLD #C00252		09/01/2014	SCHEDULED REDEMPTION		3,386	3,386	3,457	3,454		(69)		(69)		3,386				.169	08/01/2023	1
31292G-H7-4	FED HOME LOAN MTG CORP GOLD #C00254		09/01/2014	SCHEDULED REDEMPTION		.484	.484	.493	.492		(.9)		(.9)		.484				.24	06/01/2023	1
31292G-U5-3	FED HOME LOAN MTG CORP GOLD #C00604		09/01/2014	SCHEDULED REDEMPTION		.987	.987	1,011	1,006		(19)		(19)		.987				.43	04/01/2028	1
31292G-VA-1	FED HOME LOAN MTG CORP GOLD #C00609		09/01/2014	SCHEDULED REDEMPTION		.6	.6	.6	.7						.6					05/01/2028	1
31292G-WK-8	FED HOME LOAN MTG CORP GOLD #C00650		09/01/2014	SCHEDULED REDEMPTION		3,310	3,310	3,391	3,463		(153)		(153)		3,310				.167	09/01/2028	1
31292G-W2-8	FED HOME LOAN MTG CORP GOLD #C00665		09/01/2014	SCHEDULED REDEMPTION		.32	.32	.32	.32		(.1)		(.1)		.32				.1	10/01/2028	1
31292G-Y3-4	FED HOME LOAN MTG CORP GOLD #C00730		09/01/2014	SCHEDULED REDEMPTION		1,407	1,407	1,442	1,444		(37)		(37)		1,407				.62	03/01/2029	1
31292G-ZM-1	FED HOME LOAN MTG CORP GOLD #C00748		09/01/2014	SCHEDULED REDEMPTION		1,157	1,157	1,186	1,183		(25)		(25)		1,157				.50	04/01/2029	1
31292H-AV-6	FED HOME LOAN MTG CORP GOLD #C00920		09/01/2014	SCHEDULED REDEMPTION		.15	.15	.15	.16		(.1)		(.1)		.15				.1	02/01/2030	1
31292H-J9-6	FED HOME LOAN MTG CORP GOLD #C01188		09/01/2014	SCHEDULED REDEMPTION		.9	.9	.10	.10		(.1)		(.1)		.9					06/01/2031	1
31292H-M2-7	FED HOME LOAN MTG CORP GOLD #C01277		09/01/2014	SCHEDULED REDEMPTION		.862	.862	.883	.906		(44)		(44)		.862				.45	11/01/2031	1
31292H-N4-2	FED HOME LOAN MTG CORP GOLD #C01311		09/01/2014	SCHEDULED REDEMPTION		.107	.107	.111	.116		(.9)		(.9)		.107				.5	02/01/2032	1
31292H-P6-5	FED HOME LOAN MTG CORP GOLD #C01345		09/01/2014	SCHEDULED REDEMPTION		.492	.492	.504	.512		(20)		(20)		.492				.26	04/01/2032	1
31292H-QC-1	FED HOME LOAN MTG CORP GOLD #C01351		09/01/2014	SCHEDULED REDEMPTION		.128	.128	.132	.131		(.4)		(.4)		.128				.6	05/01/2032	1
31292H-O4-9	FED HOME LOAN MTG CORP GOLD #C01375		09/01/2014	SCHEDULED REDEMPTION		.293	.293	.303	.301		(.8)		(.8)		.293				.14	07/01/2032	1
31292U-JD-8	FED HOME LOAN MTG CORP GOLD #C10260		09/01/2014	SCHEDULED REDEMPTION		.1	.1	.1	.1						.1					05/01/2028	1
31292Y-3V-7	FED HOME LOAN MTG CORP GOLD #C14412		09/01/2014	SCHEDULED REDEMPTION		1,715	1,715	1,754	1,750		(35)		(35)		1,715				.76	09/01/2028	1
31293E-4T-4	FED HOME LOAN MTG CORP GOLD #C18934		09/01/2014	SCHEDULED REDEMPTION		.282	.282	.289	.287		(5)		(5)		.282				.12	12/01/2028	1
31293J-SZ-8	FED HOME LOAN MTG CORP GOLD #C21764		09/01/2014	SCHEDULED REDEMPTION		.39	.39	.40	.40		(.1)		(.1)		.39					02/01/2029	1
31293J-7J-2	FED HOME LOAN MTG CORP GOLD #C21797		09/01/2014	SCHEDULED REDEMPTION		.22	.22	.22	.22		(.1)		(.1)		.22				.1	02/01/2029	1
31293L-HO-0	FED HOME LOAN MTG CORP GOLD #C22939		09/01/2014	SCHEDULED REDEMPTION		.103	.103	.106	.106		(.3)		(.3)		.103				.4	03/01/2029	1
31293N-QD-5	FED HOME LOAN MTG CORP GOLD #C24952		09/01/2014	SCHEDULED REDEMPTION		.33	.33	.34	.34		(.1)		(.1)		.33				.1	04/01/2029	1
31293Q-KD-4	FED HOME LOAN MTG CORP GOLD #C26592		09/01/2014	SCHEDULED REDEMPTION		.57	.57	.55	.55		.2		.2		.57				.3	05/01/2029	1
31293R-KG-5	FED HOME LOAN MTG CORP GOLD #C27495		09/01/2014	SCHEDULED REDEMPTION		2,895	2,895	2,806	2,811		.84		.84		2,895				.152	06/01/2029	1
31293R-SK-8	FED HOME LOAN MTG CORP GOLD #C27722		09/01/2014	SCHEDULED REDEMPTION		.160	.160	.155	.159		.1		.1		.160				.8	06/01/2029	1
31293S-CZ-0	FED HOME LOAN MTG CORP GOLD #C28188		09/01/2014	SCHEDULED REDEMPTION		.19	.19	.19	.19						.19				.1	06/01/2029	1
31293V-J8-6	FED HOME LOAN MTG CORP GOLD #C30287		09/01/2014	SCHEDULED REDEMPTION		.521	.521	.518	.513		.8		.8		.521				.25	08/01/2029	1
31293V-XH-0	FED HOME LOAN MTG CORP GOLD #C30680		09/01/2014	SCHEDULED REDEMPTION		.43	.43	.43	.43		.1		.1		.43				.2	09/01/2029	1
31294B-5X-9	FED HOME LOAN MTG CORP GOLD #C35362		09/01/2014	SCHEDULED REDEMPTION		1,126	1,126	1,153	1,200		(74)		(74)		1,126				.53	01/01/2030	1
31294C-MY-6	FED HOME LOAN MTG CORP GOLD #C35775		09/01/2014	SCHEDULED REDEMPTION		.2	.2	.2	.2						.2					01/01/2030	1
31294D-AG-6	FED HOME LOAN MTG CORP GOLD #C36307		09/01/2014	SCHEDULED REDEMPTION		.51	.51	.52	.54		(.3)		(.3)		.51				.3	02/01/2030	1
31294E-G3-7	FED HOME LOAN MTG CORP GOLD #C37418		09/01/2014	SCHEDULED REDEMPTION		.42	.42	.40	.40		.2		.2		.42				.2	04/01/2030	1
31294E-YK-9	FED HOME LOAN MTG CORP GOLD #C37914		09/01/2014	SCHEDULED REDEMPTION		.74	.74	.76	.79		(.4)		(.4)		.74				.4	05/01/2030	1
31298E-YB-5	FED HOME LOAN MTG CORP GOLD #C46106		09/01/2014	SCHEDULED REDEMPTION		3,230	3,230	3,304	3,299		(69)		(69)		3,230				.132	11/01/2029	1
31298G-XT-2	FED HOME LOAN MTG CORP GOLD #C47890		09/01/2014	SCHEDULED REDEMPTION		.17	.17	.17	.17		.1		.1		.17				.1	02/01/2031	1
31298M-OR-1	FED HOME LOAN MTG CORP GOLD #C51364		09/01/2014	SCHEDULED REDEMPTION		.11	.11	.11	.11		(.1)		(.1)		.11					05/01/2031	1
31298Q-CA-4	FED HOME LOAN MTG CORP GOLD #C53665		09/01/2014	SCHEDULED REDEMPTION		.39	.39	.39	.38						.39				.2	06/01/2031	1
31298S-RN-6	FED HOME LOAN MTG CORP GOLD #C55893		09/01/2014	SCHEDULED REDEMPTION		.546	.546	.559	.565		(19)		(19)		.546				.28	03/01/2031	1
31298S-VJ-0	FED HOME LOAN MTG CORP GOLD #C56017		09/01/2014	SCHEDULED REDEMPTION		.139	.139	.138	.138		.1		.1		.139				.7	03/01/2031	1
31298V-UP-0	FED HOME LOAN MTG CORP GOLD #C58690		09/01/2014	SCHEDULED REDEMPTION		.23	.23	.23	.23						.23				.1	10/01/2031	1
31287L-BU-5	FED HOME LOAN MTG CORP GOLD #C60951		09/01/2014	SCHEDULED REDEMPTION		27,781	27,781	28,458	29,079		(1,298)		(1,298)		27,781				1,293	11/01/2031	1
31287L-HB-1	FED HOME LOAN MTG CORP GOLD #C61126		09/01/2014	SCHEDULED REDEMPTION		.9	.9	.9	.9						.9				.1	12/01/2031	1
31287M-T6-7	FED HOME LOAN MTG CORP GOLD #C62373		09/01/2014	SCHEDULED REDEMPTION		.12	.12	.13	.13						.12				.1	01/01/2032	1
31287M-Y9-5	FED HOME LOAN MTG CORP GOLD #C62536		09/01/2014	SCHEDULED REDEMPTION		.473	.473	.490	.497		(24)		(24)		.473				.22	01/01/2032	1
31287O-FH-9	FED HOME LOAN MTG CORP GOLD #C64668		09/01/2014	SCHEDULED REDEMPTION		.31	.31	.32	.32		(.1)		(.1)		.31				.1	03/01/2032	1
31287R-EA-3	FED HOME LOAN MTG CORP GOLD #C65529		09/01/2014	SCHEDULED REDEMPTION		.61	.61	.64	.64		(.2)		(.2)		.61				.3	04/01/2032	1
31287R-MA-8	FED HOME LOAN MTG CORP GOLD #C65779		09/01/2014	SCHEDULED REDEMPTION		.89	.89	.92	.97		(.8)		(.8)		.89				.4	03/01/2032	1
31287S-GM-3	FED HOME LOAN MTG CORP GOLD #C66504		09/01/2014	SCHEDULED REDEMPTION		.3	.3	.3	.4						.3					04/01/2032	1
31287T-FX-8	FED HOME LOAN MTG CORP GOLD #C67382		09/01/2014	SCHEDULED REDEMPTION		.31	.31	.32	.33		(.2)		(.2)		.31				.2	05/01/2032	1
31287T-PZ-2	FED HOME LOAN MTG CORP GOLD #C67640		09/01/2014	SCHEDULED REDEMPTION		.182	.182	.189	.187		(.5)		(.5)		.182				.9	06/01/2032	1
31287T-W7-4	FED HOME LOAN MTG CORP GOLD #C67934		09/01/2014	SCHEDULED REDEMPTION		1,046	1,046	1,083	1,122		(76)		(76)		1,046				.53	06/01/2032	1
31287V-LA-6	FED HOME LOAN MTG CORP GOLD #C69321		09/01/2014	SCHEDULED REDEMPTION		.66	.66	.68	.67		(.1)		(.1)		.66				.3	07/01/2032	1
31287V-P3-8	FED HOME LOAN MTG CORP GOLD #C69442		09/01/2014	SCHEDULED REDEMPTION		.717	.717	.742	.747		(30)		(30)		.717				.33	07/01/2032	1

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31287V-P5-3	FED HOME LOAN MTG CORP GOLD #C69444		09/01/2014	SCHEDULED REDEMPTION		.63	.63	.65	.67		(.4)		(.4)		.63				.3	07/01/2032	1
31287V-UZ-1	FED HOME LOAN MTG CORP GOLD #C69600		09/01/2014	SCHEDULED REDEMPTION		.294	.294	.304	.303		(10)		(10)		.294				.14	08/01/2032	1
31287W-BW-7	FED HOME LOAN MTG CORP GOLD #C69953		09/01/2014	SCHEDULED REDEMPTION		.50	.50	.50	.50						.50				.2	08/01/2032	1
31287X-NG-7	FED HOME LOAN MTG CORP GOLD #C70391		09/01/2014	SCHEDULED REDEMPTION		.33	.33	.33	.33						.33				.2	09/01/2032	1
31287X-ZK-1	FED HOME LOAN MTG CORP GOLD #C70778		09/01/2014	SCHEDULED REDEMPTION		.398	.398	.396	.395		.2		.2		.398				.19	09/01/2032	1
31288D-ZS-1	FED HOME LOAN MTG CORP GOLD #C75253		09/01/2014	SCHEDULED REDEMPTION		.708	.708	.732	.732		(24)		(24)		.708				.31	01/01/2033	1
31288G-6U-1	FED HOME LOAN MTG CORP GOLD #C78083		09/01/2014	SCHEDULED REDEMPTION		.135	.135	.140	.139		(.4)		(.4)		.135				.6	03/01/2033	1
31288K-BF-9	FED HOME LOAN MTG CORP GOLD #C79338		08/01/2014	SCHEDULED REDEMPTION		.36,559	.36,559	.36,997	.37,259		(700)		(700)		.36,559				1,293	06/01/2033	1
3128P7-K3-6	FED HOME LOAN MTG CORP GOLD #C91214		09/01/2014	SCHEDULED REDEMPTION		1,173	1,173	1,192	1,199		(26)		(26)		1,173				.42	08/01/2028	1
313973-W7-0	FED HOME LOAN MTG CORP GOLD #D35170		09/01/2014	SCHEDULED REDEMPTION		.677	.677	.692	.692		(15)		(15)		.677				.34	06/01/2023	1
313974-T2-3	FED HOME LOAN MTG CORP GOLD #D35969		09/01/2014	SCHEDULED REDEMPTION		1,889	1,889	1,927	1,925		(36)		(36)		1,889				.96	06/01/2023	1
313974-ZX-8	FED HOME LOAN MTG CORP GOLD #D36158		09/01/2014	SCHEDULED REDEMPTION		1,571	1,571	1,600	1,599		(28)		(28)		1,571				.80	06/01/2023	1
313977-J6-8	FED HOME LOAN MTG CORP GOLD #D38385		09/01/2014	SCHEDULED REDEMPTION		.648	.648	.659	.658		(11)		(11)		.648				.33	08/01/2023	1
3128FV-DU-2	FED HOME LOAN MTG CORP GOLD #D85515		09/01/2014	SCHEDULED REDEMPTION		.129	.129	.133	.133		(.4)		(.4)		.129				.6	01/01/2028	1
3128E2-ST-4	FED HOME LOAN MTG CORP GOLD #D95930		09/01/2014	SCHEDULED REDEMPTION		.27	.27	.27	.27		(.1)		(.1)		.27				.1	09/01/2022	1
3128E6-DM-6	FED HOME LOAN MTG CORP GOLD #D99108		09/01/2014	SCHEDULED REDEMPTION		.39,667	.39,667	.41,064	.41,110		(1,443)		(1,443)		.39,667				.859	04/01/2032	1
31294J-ZT-8	FED HOME LOAN MTG CORP GOLD #E00754		08/01/2014	SCHEDULED REDEMPTION		.299	.299	.308	.300		(.1)		(.1)		.299				.9	09/01/2014	1
31294J-Z3-5	FED HOME LOAN MTG CORP GOLD #E00762		09/01/2014	SCHEDULED REDEMPTION		.619	.619	.640	.622		(.3)		(.3)		.619				.31	10/01/2014	1
31294J-3G-1	FED HOME LOAN MTG CORP GOLD #E00799		09/01/2014	SCHEDULED REDEMPTION		.496	.496	.512	.498		(.2)		(.2)		.496				.29	11/01/2014	1
31294K-B0-7	FED HOME LOAN MTG CORP GOLD #E00947		09/01/2014	SCHEDULED REDEMPTION		.427	.427	.442	.433		(.6)		(.6)		.427				.19	01/01/2016	1
31294K-LB-9	FED HOME LOAN MTG CORP GOLD #E01478		09/01/2014	SCHEDULED REDEMPTION		.35,374	.35,374	.36,866	.36,085		(711)		(711)		.35,374				1,559	08/01/2018	1
31294L-GU-1	FED HOME LOAN MTG CORP GOLD #E02011		09/01/2014	SCHEDULED REDEMPTION		4,145	4,145	4,301	4,200		(55)		(55)		4,145				.151	10/01/2015	1
31294L-SS-3	FED HOME LOAN MTG CORP GOLD #E02329		09/01/2014	SCHEDULED REDEMPTION		7,966	7,966	8,359	8,214		(248)		(248)		7,966				.316	05/01/2017	1
31294L-W9-0	FED HOME LOAN MTG CORP GOLD #E02472		09/01/2014	SCHEDULED REDEMPTION		24,574	24,574	25,787	25,255		(682)		(682)		24,574				.978	03/01/2018	1
31294L-YP-2	FED HOME LOAN MTG CORP GOLD #E02518		09/01/2014	SCHEDULED REDEMPTION		1,641	1,641	1,722	1,685		(44)		(44)		1,641				.65	06/01/2018	1
3128GE-3V-8	FED HOME LOAN MTG CORP GOLD #E79812		09/01/2014	SCHEDULED REDEMPTION		.499	.499	.515	.502		(.3)		(.3)		.499				.28	11/01/2014	1
3128GJ-Y0-4	FED HOME LOAN MTG CORP GOLD #E82519		09/01/2014	SCHEDULED REDEMPTION		.778	.778	.806	.788		(.9)		(.9)		.778				.45	02/01/2016	1
31283G-Z3-4	FED HOME LOAN MTG CORP GOLD #G00762		09/01/2014	SCHEDULED REDEMPTION		.7	.7	.7	.8						.7					09/01/2027	1
31283G-3H-8	FED HOME LOAN MTG CORP GOLD #G00800		09/01/2014	SCHEDULED REDEMPTION		.300	.300	.304	.306		(.6)		(.6)		.300				.15	11/01/2026	1
31283G-5H-6	FED HOME LOAN MTG CORP GOLD #G00848		09/01/2014	SCHEDULED REDEMPTION		.8	.8	.8	.8						.8					12/01/2026	1
31283H-Q3-2	FED HOME LOAN MTG CORP GOLD #G01374		09/01/2014	SCHEDULED REDEMPTION		.78	.78	.80	.84		(.6)		(.6)		.78				.4	03/01/2032	1
31283H-RA-5	FED HOME LOAN MTG CORP GOLD #G01381		09/01/2014	SCHEDULED REDEMPTION		2,962	2,962	3,063	3,219		(258)		(258)		2,962				.148	04/01/2032	1
31283H-RL-1	FED HOME LOAN MTG CORP GOLD #G01391		09/01/2014	SCHEDULED REDEMPTION		.730	.730	.755	.799		(.69)		(.69)		.730				.37	04/01/2032	1
31283H-S8-9	FED HOME LOAN MTG CORP GOLD #G01443		09/01/2014	SCHEDULED REDEMPTION		.489	.489	.506	.504		(.15)		(.15)		.489				.23	08/01/2032	1
31283H-X2-6	FED HOME LOAN MTG CORP GOLD #G01597		09/01/2014	SCHEDULED REDEMPTION		.117	.117	.120	.120		(.2)		(.2)		.117				.5	07/01/2033	1
31283H-4V-4	FED HOME LOAN MTG CORP GOLD #G01736		09/01/2014	SCHEDULED REDEMPTION		.271	.271	.280	.281		(.10)		(.10)		.271				.13	09/01/2034	1
3128M4-BB-8	FED HOME LOAN MTG CORP GOLD #G02434		09/01/2014	SCHEDULED REDEMPTION		.189	.189	.191	.191		(.2)		(.2)		.189				.9	10/01/2036	1
31283K-ZR-8	FED HOME LOAN MTG CORP GOLD #G11684		09/01/2014	SCHEDULED REDEMPTION		.136,488	.136,488	.147,098	.143,925		(7,437)		(7,437)		.136,488				5,414	12/01/2018	1
3128M1-S3-4	FED HOME LOAN MTG CORP GOLD #G12438		09/01/2014	SCHEDULED REDEMPTION		23,627	23,627	24,778	24,804		(1,177)		(1,177)		23,627				.941	12/01/2021	1
3128MB-HU-4	FED HOME LOAN MTG CORP GOLD #G12743		09/01/2014	SCHEDULED REDEMPTION		26,873	26,873	28,020	28,084		(1,211)		(1,211)		26,873				1,062	08/01/2022	1
3128MB-KT-3	FED HOME LOAN MTG CORP GOLD #G12806		09/01/2014	SCHEDULED REDEMPTION		17,694	17,694	18,433	18,419		(726)		(726)		17,694				.701	09/01/2022	1
3128MB-MN-4	FED HOME LOAN MTG CORP GOLD #G12865		09/01/2014	SCHEDULED REDEMPTION		28,103	28,103	29,211	29,290		(1,187)		(1,187)		28,103				1,011	10/01/2022	1
3128MB-PA-9	FED HOME LOAN MTG CORP GOLD #G12917		09/01/2014	SCHEDULED REDEMPTION		18,086	18,086	18,865	18,858		(772)		(772)		18,086				.723	12/01/2022	1
3128MB-R3-3	FED HOME LOAN MTG CORP GOLD #G13006		09/01/2014	SCHEDULED REDEMPTION		176,746	176,746	183,713	184,980		(8,234)		(8,234)		176,746				6,472	02/01/2023	1
3128MB-VP-9	FED HOME LOAN MTG CORP GOLD #G13122		09/01/2014	SCHEDULED REDEMPTION		29,207	29,207	30,263	30,634		(1,427)		(1,427)		29,207				1,051	04/01/2023	1
3128MB-YB-7	FED HOME LOAN MTG CORP GOLD #G13206		09/01/2014	SCHEDULED REDEMPTION		13,736	13,736	14,251	14,426		(.690)		(.690)		13,736				.494	05/01/2023	1
3128MB-Y5-0	FED HOME LOAN MTG CORP GOLD #G13232		09/01/2014	SCHEDULED REDEMPTION		55,067	55,067	57,108	57,335		(2,268)		(2,268)		55,067				1,971	06/01/2023	1
3128MB-SM-5	FED HOME LOAN MTG CORP GOLD #G13352		09/01/2014	SCHEDULED REDEMPTION		46,980	46,980	48,634	49,031		(2,051)		(2,051)		46,980				1,708	12/01/2023	1
3128MC-CR-4	FED HOME LOAN MTG CORP GOLD #G13480		09/01/2014	SCHEDULED REDEMPTION		20,587	20,587	21,348	21,755		(1,168)		(1,168)		20,587				.733	02/01/2024	1
3128MC-C5-2	FED HOME LOAN MTG CORP GOLD #G13492		09/01/2014	SCHEDULED REDEMPTION		41,075	41,075	42,666	43,064		(1,989)		(1,989)		41,075				1,483	02/01/2024	1
3128MC-DE-2	FED HOME LOAN MTG CORP GOLD #G13501		09/01/2014	SCHEDULED REDEMPTION		55,000	55,000	57,167	57,941		(2,941)		(2,941)		55,000				1,998	01/01/2024	1
3128MC-DH-5	FED HOME LOAN MTG CORP GOLD #G13504		09/01/2014	SCHEDULED REDEMPTION		41,636	41,636	43,172	43,161		(1,525)		(1,525)		41,636				1,536	12/01/2022	1
3128MC-ER-2	FED HOME LOAN MTG CORP GOLD #G13544		09/01/2014	SCHEDULED REDEMPTION		21,875	21,875	22,955	22,503		(.628)		(.628)		21,875				.867	10/01/2017	1
3128MC-ET-8	FED HOME LOAN MTG CORP GOLD #G13546		09/01/2014	SCHEDULED REDEMPTION		62,413	62,413	64,873	65,857		(3,444)		(3,444)		62,413				2,230	04/01/2024	1
3128MM-E7-4	FED HOME LOAN MTG CORP GOLD #G18157		09/01/2014	SCHEDULED REDEMPTION		19,198	19,198	20,011	20,031		(.833)		(.833)		19,198				.751	12/01/2021	1
3128PD-SK-7	FED HOME LOAN MTG CORP GOLD #J02322		09/01/2014	SCHEDULED REDEMPTION		.53	.53	.51	.52						.53				.2	06/01/2019	1
3128PF-TD-7	FED HOME LOAN MTG CORP GOLD #J04148		09/01/2014	SCHEDULED REDEMPTION		8,260	8,260	8,667	8,627		(.368)		(.368)		8,260				.327	01/01/2022	1
3128PJ-LF-2	FED HOME LOAN MTG CORP GOLD #J06626		09/01/2014	SCHEDULED REDEMPTION		23,046	23,046	24,184	23,832		(.786)		(.786)		23,046				.920	12/01/2022	1

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
.3128PJ-UP-0	FED HOME LOAN MTG CORP GOLD #J06890		09/01/2014	SCHEDULED REDEMPTION		8,034	8,034	8,316	8,225		(192)		(192)		8,034				291	02/01/2018	1
.3128PK-SB-1	FED HOME LOAN MTG CORP GOLD #J07714		09/01/2014	SCHEDULED REDEMPTION		9,010	9,010	9,365	9,301		(291)		(291)		9,010				325	04/01/2023	1
.3128PK-XU-3	FED HOME LOAN MTG CORP GOLD #J07891		09/01/2014	SCHEDULED REDEMPTION		49,434	49,434	51,176	52,119		(2,685)		(2,685)		49,434				1,805	05/01/2023	1
.3128PL-E4-0	FED HOME LOAN MTG CORP GOLD #J08255		09/01/2014	SCHEDULED REDEMPTION		112,181	112,181	117,720	116,848		(4,667)		(4,667)		112,181				4,269	12/01/2022	1
.3128PL-PJ-5	FED HOME LOAN MTG CORP GOLD #J08525		09/01/2014	SCHEDULED REDEMPTION		22,715	22,715	23,836	24,553		(1,839)		(1,839)		22,715				920	08/01/2023	1
.3128PL-3G-5	FED HOME LOAN MTG CORP GOLD #J08899		09/01/2014	SCHEDULED REDEMPTION		3,525	3,525	3,649	3,788		(263)		(263)		3,525				127	10/01/2023	1
.3128PL-7G-1	FED HOME LOAN MTG CORP GOLD #J08995		09/01/2014	SCHEDULED REDEMPTION		34,849	34,849	36,091	36,934		(2,085)		(2,085)		34,849				1,259	11/01/2023	1
.3128PM-GA-2	FED HOME LOAN MTG CORP GOLD #J09193		09/01/2014	SCHEDULED REDEMPTION		984	984	1,033	1,025		(41)		(41)		984				39	01/01/2019	1
.3128PM-HK-9	FED HOME LOAN MTG CORP GOLD #J09234		09/01/2014	SCHEDULED REDEMPTION		5,702	5,702	5,903	5,887		(184)		(184)		5,702				206	01/01/2024	1
.3128PM-JJ-0	FED HOME LOAN MTG CORP GOLD #J09265		09/01/2014	SCHEDULED REDEMPTION		4,857	4,857	5,029	4,991		(133)		(133)		4,762				176	01/01/2019	1
.3128PM-KL-3	FED HOME LOAN MTG CORP GOLD #J09299		09/01/2014	SCHEDULED REDEMPTION		1,683	1,683	1,766	1,811		(128)		(128)		1,683				67	02/01/2019	1
.3128PM-N5-5	FED HOME LOAN MTG CORP GOLD #J09412		09/01/2014	SCHEDULED REDEMPTION		5,212	5,212	5,469	5,490		(278)		(278)		5,212				207	03/01/2019	1
.3128PP-ML-4	FED HOME LOAN MTG CORP GOLD #J10363		09/01/2014	SCHEDULED REDEMPTION		217,878	217,878	228,636	226,675		(8,797)		(8,797)		217,878				8,966	07/01/2024	1
.3128PY-K2-9	FED HOME LOAN MTG CORP GOLD #J18413		09/01/2014	SCHEDULED REDEMPTION		258,577	258,577	270,375	269,566		(10,989)		(10,989)		258,577				5,420	03/01/2027	1
.3128Q0-CY-1	FED HOME LOAN MTG CORP GOLD #J19087		09/01/2014	SCHEDULED REDEMPTION		222,097	222,097	231,979	232,298		(10,201)		(10,201)		222,097				4,790	05/01/2027	1
.3128Q0-GE-1	FED HOME LOAN MTG CORP GOLD #J19197		09/01/2014	SCHEDULED REDEMPTION		257,478	257,478	269,004	268,952		(11,474)		(11,474)		257,478				5,604	05/01/2027	1
.31283Y-5N-4	FED HOME LOAN MTG CORP GOLD #P20054		09/01/2014	SCHEDULED REDEMPTION		1,493	1,493	1,458	1,470		22		22		1,493				65	08/01/2028	1
.31283Y-5Y-0	FED HOME LOAN MTG CORP GOLD #P20064		09/01/2014	SCHEDULED REDEMPTION		1,575	1,575	1,539	1,549		26		26		1,575				68	08/01/2028	1
.31361C-U9-0	FED NATL MTG ASSOC #027608		09/01/2014	SCHEDULED REDEMPTION		1,127	1,127	1,153	1,131		(4)		(4)		1,127				19	06/01/2016	1
.31361M-ML-0	FED NATL MTG ASSOC #035463		09/01/2014	SCHEDULED REDEMPTION		74	74	77	75		(1)		(1)		74				5	02/01/2017	1
.313615-H4-1	FED NATL MTG ASSOC #050651		09/01/2014	SCHEDULED REDEMPTION		32	32	33	34		(2)		(2)		32				2	08/01/2022	1
.31365D-JD-8	FED NATL MTG ASSOC #124560		09/01/2014	SCHEDULED REDEMPTION		81	81	84	83		(2)		(2)		81				5	11/01/2022	1
.31365D-MA-0	FED NATL MTG ASSOC #124653		09/01/2014	SCHEDULED REDEMPTION		21	21	22	23		(1)		(1)		21				1	01/01/2023	1
.31365T-2M-1	FED NATL MTG ASSOC #137680		09/01/2014	SCHEDULED REDEMPTION		6	6	6	6						6					12/01/2021	1
.31367U-2S-3	FED NATL MTG ASSOC #179985		09/01/2014	SCHEDULED REDEMPTION		46	46	47	47		(2)		(2)		46				2	09/01/2022	1
.31368H-BN-2	FED NATL MTG ASSOC #190045		09/01/2014	SCHEDULED REDEMPTION		437	437	457	446		(10)		(10)		437				27	04/01/2017	1
.31371E-ZT-5	FED NATL MTG ASSOC #250154		09/01/2014	SCHEDULED REDEMPTION		338	338	347	347		(9)		(9)		338				19	12/01/2024	1
.31371E-5J-0	FED NATL MTG ASSOC #250249		09/01/2014	SCHEDULED REDEMPTION		42	42	44	43						42				2	01/01/2015	1
.31371E-5P-6	FED NATL MTG ASSOC #250254		09/01/2014	SCHEDULED REDEMPTION		71	71	75	72		(1)		(1)		71				5	02/01/2015	1
.31371H-NQ-7	FED NATL MTG ASSOC #252499		09/01/2014	SCHEDULED REDEMPTION		539	539	558	550		(11)		(11)		539				26	06/01/2019	1
.31371H-ZB-3	FED NATL MTG ASSOC #252870		09/01/2014	SCHEDULED REDEMPTION		461	461	458	461						461				17	11/01/2014	1
.31371J-BA-1	FED NATL MTG ASSOC #253033		09/01/2014	SCHEDULED REDEMPTION		795	795	825	803		(8)		(8)		795				40	02/01/2015	1
.31371J-BM-5	FED NATL MTG ASSOC #253044		09/01/2014	SCHEDULED REDEMPTION		526	526	531	526		(1)		(1)		526				29	11/01/2014	1
.31371J-DM-3	FED NATL MTG ASSOC #253108		09/01/2014	SCHEDULED REDEMPTION		71	71	73	71						71				4	03/01/2015	1
.31371J-DS-0	FED NATL MTG ASSOC #253113		09/01/2014	SCHEDULED REDEMPTION		866	866	899	941		(75)		(75)		866				48	03/01/2030	1
.31371J-GA-6	FED NATL MTG ASSOC #253193		09/01/2014	SCHEDULED REDEMPTION		549	549	553	550		(1)		(1)		549				30	04/01/2015	1
.31371J-ND-2	FED NATL MTG ASSOC #253388		09/01/2014	SCHEDULED REDEMPTION		165	165	167	166						165				9	07/01/2015	1
.31371J-SC-9	FED NATL MTG ASSOC #253515		09/01/2014	SCHEDULED REDEMPTION		2,711	2,711	2,815	2,977		(266)		(266)		2,711				152	11/01/2030	1
.31371J-S6-2	FED NATL MTG ASSOC #253541		09/01/2014	SCHEDULED REDEMPTION		356	356	370	362		(6)		(6)		356				18	12/01/2015	1
.31371J-UE-2	FED NATL MTG ASSOC #253581		09/01/2014	SCHEDULED REDEMPTION		851	851	881	865		(14)		(14)		851				42	01/01/2016	1
.31371J-V4-3	FED NATL MTG ASSOC #253635		09/01/2014	SCHEDULED REDEMPTION		1,124	1,124	1,155	1,138		(15)		(15)		1,124				57	02/01/2016	1
.31371J-WC-4	FED NATL MTG ASSOC #253643		09/01/2014	SCHEDULED REDEMPTION		3,027	3,027	3,144	3,319		(291)		(291)		3,027				169	02/01/2031	1
.31371J-XA-7	FED NATL MTG ASSOC #253673		09/01/2014	SCHEDULED REDEMPTION		20	20	20	21		(2)		(2)		20				1	03/01/2031	1
.31371J-XB-5	FED NATL MTG ASSOC #253674		09/01/2014	SCHEDULED REDEMPTION		1	1	1	1						1					03/01/2031	1
.31371J-3G-7	FED NATL MTG ASSOC #253799		09/01/2014	SCHEDULED REDEMPTION		1,765	1,765	1,802	1,781		(16)		(16)		1,765				83	05/01/2016	1
.31371J-5E-0	FED NATL MTG ASSOC #253945		09/01/2014	SCHEDULED REDEMPTION		392	392	408	398		(6)		(6)		392				17	06/01/2016	1
.31371J-5K-6	FED NATL MTG ASSOC #253850		09/01/2014	SCHEDULED REDEMPTION		970	970	1,006	985		(15)		(15)		970				49	06/01/2016	1
.31371J-7C-2	FED NATL MTG ASSOC #253891		09/01/2014	SCHEDULED REDEMPTION		3,693	3,693	3,817	3,967		(275)		(275)		3,693				207	07/01/2031	1
.31371K-DV-0	FED NATL MTG ASSOC #254016		09/01/2014	SCHEDULED REDEMPTION		15	15	16	17		(2)		(2)		15				1	09/01/2031	1
.31371K-HT-1	FED NATL MTG ASSOC #254142		09/01/2014	SCHEDULED REDEMPTION		123	123	125	124		(1)		(1)		123				6	01/01/2017	1
.31371K-JY-8	FED NATL MTG ASSOC #254179		09/01/2014	SCHEDULED REDEMPTION		2,535	2,535	2,613	2,627		(92)		(92)		2,535				109	01/01/2022	1
.31371K-NV-9	FED NATL MTG ASSOC #254304		09/01/2014	SCHEDULED REDEMPTION		1,194	1,194	1,231	1,237		(43)		(43)		1,194				53	05/01/2022	1
.31371K-SH-5	FED NATL MTG ASSOC #254420		09/01/2014	SCHEDULED REDEMPTION		198	198	204	205		(7)		(7)		198				9	07/01/2022	1
.31371K-S5-1	FED NATL MTG ASSOC #254440		09/01/2014	SCHEDULED REDEMPTION		954	954	983	987		(34)		(34)		954				41	08/01/2022	1
.31371K-WG-2	FED NATL MTG ASSOC #254547		09/01/2014	SCHEDULED REDEMPTION		11,541	11,541	12,036	11,792		(251)		(251)		11,541				497	12/01/2017	1
.31371K-3L-3	FED NATL MTG ASSOC #254703		09/01/2014	SCHEDULED REDEMPTION		9,965	9,965	10,393	10,167		(202)		(202)		9,965				438	03/01/2018	1
.31371K-4T-5	FED NATL MTG ASSOC #254734		09/01/2014	SCHEDULED REDEMPTION		11,198	11,198	11,679	11,417		(219)		(219)		11,198				493	03/01/2018	1
.31371M-SB-4	FED NATL MTG ASSOC #256214		09/01/2014	SCHEDULED REDEMPTION		296	296	272	276		20		20		296				10	03/01/2036	1

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31371N-3T-0	FED NATL MTG ASSOC #257410		09/01/2014	SCHEDULED REDEMPTION		7,213	7,213	7,471	7,481		(267)		(267)		7,213				260	10/01/2023	1
31372R-NB-7	FED NATL MTG ASSOC #280386		09/01/2014	SCHEDULED REDEMPTION		8	8	8	8						8				1	06/01/2024	1
31372Y-E2-2	FED NATL MTG ASSOC #286453		09/01/2014	SCHEDULED REDEMPTION		53	53	55	56		(3)		(3)		53				3	06/01/2024	1
31373M-P5-8	FED NATL MTG ASSOC #297544		09/01/2014	SCHEDULED REDEMPTION		457	457	470	470		(12)		(12)		457				26	11/01/2021	1
31373P-KJ-5	FED NATL MTG ASSOC #299166		09/01/2014	SCHEDULED REDEMPTION		1,275	1,341	1,341	1,322		(48)		(48)		1,275				84	10/01/2021	1
31373Q-GN-0	FED NATL MTG ASSOC #300005		09/01/2014	SCHEDULED REDEMPTION		3	3	3	3						3					03/01/2025	1
31373T-AM-2	FED NATL MTG ASSOC #302512		09/01/2014	SCHEDULED REDEMPTION		171	171	176	175		(5)		(5)		171				10	11/01/2024	1
31374F-JF-7	FED NATL MTG ASSOC #312662		09/01/2014	SCHEDULED REDEMPTION		175	175	181	188		(13)		(13)		175				10	06/01/2025	1
31374J-RF-0	FED NATL MTG ASSOC #315586		09/01/2014	SCHEDULED REDEMPTION		112	112	115	114		(2)		(2)		112				7	06/01/2025	1
31374S-CE-9	FED NATL MTG ASSOC #322369		09/01/2014	SCHEDULED REDEMPTION		27	27	28	29		(2)		(2)		27					09/01/2025	1
31374T-YZ-6	FED NATL MTG ASSOC #323928		08/01/2014	SCHEDULED REDEMPTION		2	2	2	2						2					09/01/2014	1
31374X-EU-0	FED NATL MTG ASSOC #326947		09/01/2014	SCHEDULED REDEMPTION		124	124	127	127		(3)		(3)		124				7	10/01/2025	1
31375C-W7-6	FED NATL MTG ASSOC #331070		09/01/2014	SCHEDULED REDEMPTION		18	18	18	19		(1)		(1)		18				1	12/01/2025	1
31375H-HH-0	FED NATL MTG ASSOC #335132		09/01/2014	SCHEDULED REDEMPTION		32	32	33	33		(1)		(1)		32				2	01/01/2026	1
31376C-BM-5	FED NATL MTG ASSOC #351144		09/01/2014	SCHEDULED REDEMPTION		70	70	72	73		(3)		(3)		70				4	06/01/2026	1
31376C-JE-2	FED NATL MTG ASSOC #351681		09/01/2014	SCHEDULED REDEMPTION		12	12	13	13		(1)		(1)		12				1	10/01/2026	1
31379H-VS-6	FED NATL MTG ASSOC #420125		09/01/2014	SCHEDULED REDEMPTION		537	537	555	553		(16)		(16)		537				31	05/01/2026	1
31379J-G6-7	FED NATL MTG ASSOC #420621		09/01/2014	SCHEDULED REDEMPTION		44	44	45	44		(1)		(1)		44				2	12/01/2027	1
31379Q-YC-8	FED NATL MTG ASSOC #426507		09/01/2014	SCHEDULED REDEMPTION		803	803	828	829		(26)		(26)		803				35	01/01/2023	1
31379T-E2-6	FED NATL MTG ASSOC #428653		09/01/2014	SCHEDULED REDEMPTION		8,866	8,866	9,091	9,061		(195)		(195)		8,866				474	07/01/2026	1
31380J-V4-2	FED NATL MTG ASSOC #441735		09/01/2014	SCHEDULED REDEMPTION		779	779	799	796		(17)		(17)		779				42	07/01/2027	1
31382S-BQ-3	FED NATL MTG ASSOC #490647		09/01/2014	SCHEDULED REDEMPTION		16	16	17	16		(1)		(1)		16				1	12/01/2015	1
31382W-DR-0	FED NATL MTG ASSOC #494312		09/01/2014	SCHEDULED REDEMPTION		37	37	36	36						37				2	04/01/2029	1
31382W-SU-2	FED NATL MTG ASSOC #495059		09/01/2014	SCHEDULED REDEMPTION		130	130	134	137		(8)		(8)		130				8	05/01/2029	1
31383L-CG-8	FED NATL MTG ASSOC #505971		09/01/2014	SCHEDULED REDEMPTION		2,032	2,032	2,011	2,007		25		25		2,032				114	07/01/2029	1
31383P-L5-3	FED NATL MTG ASSOC #508948		09/01/2014	SCHEDULED REDEMPTION		530	530	550	560		(30)		(30)		530				31	08/01/2029	1
31383S-FY-1	FED NATL MTG ASSOC #511483		09/01/2014	SCHEDULED REDEMPTION		81	81	84	86		(5)		(5)		81				5	09/01/2029	1
31383S-SB-7	FED NATL MTG ASSOC #511814		09/01/2014	SCHEDULED REDEMPTION		551	551	572	561		(10)		(10)		551				28	10/01/2015	1
31383S-3D-0	FED NATL MTG ASSOC #512096		09/01/2014	SCHEDULED REDEMPTION		5	5	5	5						5				3	12/01/2029	1
31383T-KR-8	FED NATL MTG ASSOC #512504		09/01/2014	SCHEDULED REDEMPTION		45	45	47	49		(4)		(4)		45				3	10/01/2029	1
31383U-MV-4	FED NATL MTG ASSOC #513472		08/01/2014	SCHEDULED REDEMPTION		382	386	386	382						382				11	09/01/2014	1
31383U-W4-3	FED NATL MTG ASSOC #513767		08/01/2014	SCHEDULED REDEMPTION		2,131	2,131	2,152	2,133		(2)		(2)		2,131				48	09/01/2014	1
31383W-N7-2	FED NATL MTG ASSOC #515314		09/01/2014	SCHEDULED REDEMPTION		23	23	23	23						23				1	09/01/2029	1
31383Y-QW-0	FED NATL MTG ASSOC #517169		09/01/2014	SCHEDULED REDEMPTION		264	264	267	265						264				5	02/01/2015	1
31383Y-QX-8	FED NATL MTG ASSOC #517170		09/01/2014	SCHEDULED REDEMPTION		381	381	384	382		(1)		(1)		381				22	03/01/2015	1
31384A-GV-4	FED NATL MTG ASSOC #517812		09/01/2014	SCHEDULED REDEMPTION		6	6	6	6						6					12/01/2029	1
31384A-G8-5	FED NATL MTG ASSOC #517823		09/01/2014	SCHEDULED REDEMPTION		19	19	20	21		(1)		(1)		19				1	02/01/2030	1
31384D-LN-0	FED NATL MTG ASSOC #520633		09/01/2014	SCHEDULED REDEMPTION		1,174	1,174	1,207	1,277		(103)		(103)		1,174				66	11/01/2029	1
31384E-AE-0	FED NATL MTG ASSOC #521205		09/01/2014	SCHEDULED REDEMPTION		5	5	5	5						5					12/01/2029	1
31384E-GJ-3	FED NATL MTG ASSOC #521401		09/01/2014	SCHEDULED REDEMPTION		6	6	7	7		(1)		(1)		6					01/01/2030	1
31384F-YY-7	FED NATL MTG ASSOC #522827		09/01/2014	SCHEDULED REDEMPTION		76	76	77	76						76				3	01/01/2015	1
31384G-NG-6	FED NATL MTG ASSOC #523391		09/01/2014	SCHEDULED REDEMPTION		5	5	5	5						5					11/01/2029	1
31384J-BQ-1	FED NATL MTG ASSOC #524847		09/01/2014	SCHEDULED REDEMPTION		2	2	2	2						2					01/01/2030	1
31384K-GS-9	FED NATL MTG ASSOC #525909		09/01/2014	SCHEDULED REDEMPTION		2	2	2	2						2					12/01/2029	1
31384K-JX-5	FED NATL MTG ASSOC #525978		09/01/2014	SCHEDULED REDEMPTION		48	48	50	52		(4)		(4)		48				3	03/01/2030	1
31384L-YT-5	FED NATL MTG ASSOC #527322		09/01/2014	SCHEDULED REDEMPTION		56	56	58	61		(5)		(5)		56				3	01/01/2030	1
31384M-G2-2	FED NATL MTG ASSOC #527717		09/01/2014	SCHEDULED REDEMPTION		9	9	9	10		(1)		(1)		9					01/01/2030	1
31384P-JB-2	FED NATL MTG ASSOC #529558		09/01/2014	SCHEDULED REDEMPTION		83	83	86	84		(1)		(1)		83				4	05/01/2015	1
31384P-QF-5	FED NATL MTG ASSOC #529754		09/01/2014	SCHEDULED REDEMPTION		18	18	19	19		(1)		(1)		18				1	02/01/2030	1
31384P-YT-6	FED NATL MTG ASSOC #530022		09/01/2014	SCHEDULED REDEMPTION		8	8	8	9		(1)		(1)		8				1	03/01/2030	1
31384P-YY-7	FED NATL MTG ASSOC #530026		09/01/2014	SCHEDULED REDEMPTION		196	196	203	212		(16)		(16)		196				11	03/01/2030	1
31384P-4A-0	FED NATL MTG ASSOC #530117		09/01/2014	SCHEDULED REDEMPTION		232	232	234	233		(1)		(1)		232				13	02/01/2015	1
31384Q-YY-3	FED NATL MTG ASSOC #530927		09/01/2014	SCHEDULED REDEMPTION		134	134	135	134						134				7	04/01/2015	1
31384R-TG-6	FED NATL MTG ASSOC #531651		09/01/2014	SCHEDULED REDEMPTION		155	155	156	155						155				9	03/01/2015	1
31384R-ZP-9	FED NATL MTG ASSOC #531850		09/01/2014	SCHEDULED REDEMPTION		268	268	275	271		(3)		(3)		268				15	04/01/2015	1
31384S-AF-6	FED NATL MTG ASSOC #532006		09/01/2014	SCHEDULED REDEMPTION		2	2	2	2						2					02/01/2030	1
31384S-WR-6	FED NATL MTG ASSOC #532656		09/01/2014	SCHEDULED REDEMPTION		121	121	126	123		(2)		(2)		121				6	07/01/2015	1
31384T-U5-4	FED NATL MTG ASSOC #533504		09/01/2014	SCHEDULED REDEMPTION		118	118	123	126		(8)		(8)		118				7	03/01/2030	1

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31384T-VT-1	FED NATL MTG ASSOC #533526		09/01/2014	SCHEDULED REDEMPTION		.11	.11	.12	.12		(1)		(1)		.11				.1	03/01/2030	1
31384U-EA-8	FED NATL MTG ASSOC #533929		09/01/2014	SCHEDULED REDEMPTION		.225	.225	.227	.226					.225					.13	04/01/2015	1
31384U-EQ-3	FED NATL MTG ASSOC #533943		09/01/2014	SCHEDULED REDEMPTION		.195	.195	.200	.197		(2)		(2)		.195				.10	05/01/2015	1
31384U-ET-7	FED NATL MTG ASSOC #533946		09/01/2014	SCHEDULED REDEMPTION		.19	.19	.20	.19					.19					.1	06/01/2015	1
31384U-EY-6	FED NATL MTG ASSOC #533951		09/01/2014	SCHEDULED REDEMPTION		.64	.64	.64	.64					.64					.3	07/01/2015	1
31384U-FH-2	FED NATL MTG ASSOC #533968		09/01/2014	SCHEDULED REDEMPTION		.225	.225	.227	.226		(1)		(1)	.225					.13	07/01/2015	1
31384U-KN-3	FED NATL MTG ASSOC #534101		09/01/2014	SCHEDULED REDEMPTION		.10	.10	.10	.11		(1)		(1)	.10					.1	03/01/2030	1
31384U-NK-6	FED NATL MTG ASSOC #534194		09/01/2014	SCHEDULED REDEMPTION		.43	.43	.44	.46		(3)		(3)	.43					.2	04/01/2030	1
31384U-WC-4	FED NATL MTG ASSOC #534443		09/01/2014	SCHEDULED REDEMPTION		.111	.111	.110	.111					.111					.5	03/01/2015	1
31384V-BT-8	FED NATL MTG ASSOC #534750		09/01/2014	SCHEDULED REDEMPTION		.62	.62	.64	.68		(7)		(7)	.62					.4	03/01/2030	1
31384V-KQ-4	FED NATL MTG ASSOC #535003		09/01/2014	SCHEDULED REDEMPTION		.67	.67	.65	.67					.67					.2	11/01/2014	1
31384V-NT-5	FED NATL MTG ASSOC #535102		09/01/2014	SCHEDULED REDEMPTION		.90	.90	.93	.91		(1)		(1)	.90					.5	01/01/2015	1
31384V-NJ-2	FED NATL MTG ASSOC #535103		09/01/2014	SCHEDULED REDEMPTION		1.255	1.255	1.288	1.262		(7)		(7)	1.255					.63	01/01/2015	1
31384V-NV-0	FED NATL MTG ASSOC #535104		09/01/2014	SCHEDULED REDEMPTION		.65	.65	.67	.65		(1)		(1)	.65					.3	12/01/2014	1
31384V-QG-0	FED NATL MTG ASSOC #535155		09/01/2014	SCHEDULED REDEMPTION		.217	.217	.224	.233		(17)		(17)	.217					.13	02/01/2030	1
31384V-UY-6	FED NATL MTG ASSOC #535299		09/01/2014	SCHEDULED REDEMPTION		.101	.101	.105	.111		(10)		(10)	.101					.6	05/01/2030	1
31384V-VG-4	FED NATL MTG ASSOC #535315		09/01/2014	SCHEDULED REDEMPTION		1.340	1.340	1.392	1.355		(14)		(14)	1.340					.68	05/01/2015	1
31384V-YW-6	FED NATL MTG ASSOC #535425		09/01/2014	SCHEDULED REDEMPTION		.690	.690	.717	.773		(83)		(83)	.690					.38	08/01/2030	1
31384V-SP-3	FED NATL MTG ASSOC #535554		09/01/2014	SCHEDULED REDEMPTION		.161	.161	.164	.162		(1)		(1)	.161					.8	10/01/2015	1
31384V-6X-5	FED NATL MTG ASSOC #535586		09/01/2014	SCHEDULED REDEMPTION		.312	.312	.324	.318		(6)		(6)	.312					.16	11/01/2015	1
31384W-A8-3	FED NATL MTG ASSOC #535631		09/01/2014	SCHEDULED REDEMPTION		1.490	1.490	1.547	1.517		(27)		(27)	1.490					.75	12/01/2015	1
31384W-CL-2	FED NATL MTG ASSOC #535675		09/01/2014	SCHEDULED REDEMPTION		.740	.740	.768	.752		(12)		(12)	.740					.37	01/01/2016	1
31384W-EA-4	FED NATL MTG ASSOC #535729		09/01/2014	SCHEDULED REDEMPTION		.133	.133	.136	.134		(1)		(1)	.133					.6	02/01/2016	1
31384W-EG-1	FED NATL MTG ASSOC #535735		09/01/2014	SCHEDULED REDEMPTION		.175	.175	.181	.176					.175					.3	01/01/2016	1
31384W-EM-8	FED NATL MTG ASSOC #535740		09/01/2014	SCHEDULED REDEMPTION		2.233	2.233	2.318	2.272		(39)		(39)	2.233					.113	12/01/2015	1
31384W-E6-3	FED NATL MTG ASSOC #535757		09/01/2014	SCHEDULED REDEMPTION		1.026	1.026	1.066	1.112		(86)		(86)	1.026					.56	01/01/2031	1
31384W-GJ-3	FED NATL MTG ASSOC #535801		09/01/2014	SCHEDULED REDEMPTION		.642	.642	.667	.657		(14)		(14)	.642					.33	03/01/2016	1
31384W-HL-7	FED NATL MTG ASSOC #535835		09/01/2014	SCHEDULED REDEMPTION		.635	.635	.649	.642		(6)		(6)	.635					.30	04/01/2016	1
31384W-JP-6	FED NATL MTG ASSOC #535870		09/01/2014	SCHEDULED REDEMPTION		.627	.627	.640	.634		(7)		(7)	.627					.29	04/01/2016	1
31384W-KQ-2	FED NATL MTG ASSOC #535903		09/01/2014	SCHEDULED REDEMPTION		.23	.23	.24	.25		(2)		(2)	.23					.1	03/01/2031	1
31384W-LB-4	FED NATL MTG ASSOC #535922		09/01/2014	SCHEDULED REDEMPTION		.252	.252	.262	.277		(25)		(25)	.252					.15	03/01/2031	1
31384W-LX-6	FED NATL MTG ASSOC #535942		09/01/2014	SCHEDULED REDEMPTION		.24	.24	.25	.26		(3)		(3)	.24					.1	04/01/2031	1
31384W-NK-3	FED NATL MTG ASSOC #535962		09/01/2014	SCHEDULED REDEMPTION		.98	.98	1.00	.99		(1)		(1)	.98					.5	05/01/2016	1
31384W-NW-6	FED NATL MTG ASSOC #536005		09/01/2014	SCHEDULED REDEMPTION		.268	.268	.278	.270		(2)		(2)	.268					.8	12/01/2014	1
31384W-QM-5	FED NATL MTG ASSOC #536060		09/01/2014	SCHEDULED REDEMPTION		.336	.336	.344	.338		(2)		(2)	.336					.17	02/01/2016	1
31384W-S8-4	FED NATL MTG ASSOC #536143		09/01/2014	SCHEDULED REDEMPTION		.15	.15	.16	.17		(2)		(2)	.15					.1	04/01/2030	1
31384W-XN-5	FED NATL MTG ASSOC #536285		09/01/2014	SCHEDULED REDEMPTION		.63	.63	.67	.70		(7)		(7)	.63					.4	08/01/2030	1
31384W-Y3-8	FED NATL MTG ASSOC #536330		09/01/2014	SCHEDULED REDEMPTION		.35	.35	.37	.40		(5)		(5)	.35					.2	04/01/2030	1
31384W-2H-2	FED NATL MTG ASSOC #536376		08/01/2014	SCHEDULED REDEMPTION		.201	.201	.203	.202					.201					.4	04/01/2015	1
31384W-4F-4	FED NATL MTG ASSOC #536422		09/01/2014	SCHEDULED REDEMPTION		.957	.957	.966	.959		(2)		(2)	.957					.55	04/01/2015	1
31384X-KF-4	FED NATL MTG ASSOC #536794		09/01/2014	SCHEDULED REDEMPTION		.305	.305	.317	.310		(5)		(5)	.305					.15	05/01/2015	1
31384X-WN-4	FED NATL MTG ASSOC #537153		09/01/2014	SCHEDULED REDEMPTION		.35	.35	.36	.39		(4)		(4)	.35					.2	05/01/2030	1
31384X-4E-5	FED NATL MTG ASSOC #537321		09/01/2014	SCHEDULED REDEMPTION		.169	.169	.171	.170					.169					.10	06/01/2015	1
31384X-4H-8	FED NATL MTG ASSOC #537324		09/01/2014	SCHEDULED REDEMPTION		.46	.46	.48	.52		(6)		(6)	.46					.3	06/01/2030	1
31384Y-JS-6	FED NATL MTG ASSOC #537673		09/01/2014	SCHEDULED REDEMPTION		.43	.43	.45	.49		(6)		(6)	.43					.2	04/01/2030	1
31384Y-LQ-7	FED NATL MTG ASSOC #537735		09/01/2014	SCHEDULED REDEMPTION		.12	.12	.13	.14		(1)		(1)	.12					.1	04/01/2030	1
31384Y-Q4-1	FED NATL MTG ASSOC #537875		09/01/2014	SCHEDULED REDEMPTION		.120	.120	.121	.121					.120					.7	06/01/2015	1
31384Y-6R-2	FED NATL MTG ASSOC #538280		09/01/2014	SCHEDULED REDEMPTION		.127	.127	.128	.127					.127					.7	05/01/2015	1
31385A-RX-7	FED NATL MTG ASSOC #538802		09/01/2014	SCHEDULED REDEMPTION		.30	.30	.31	.33		(3)		(3)	.30					.2	06/01/2030	1
31385A-UD-7	FED NATL MTG ASSOC #538880		09/01/2014	SCHEDULED REDEMPTION		.438	.438	.442	.439		(1)		(1)	.438					.25	06/01/2015	1
31385A-VU-8	FED NATL MTG ASSOC #538927		09/01/2014	SCHEDULED REDEMPTION		.23	.23	.23	.23					.23					.1	06/01/2015	1
31385A-7K-7	FED NATL MTG ASSOC #539198		09/01/2014	SCHEDULED REDEMPTION		.208	.208	.209	.208					.208					.11	05/01/2015	1
31385B-3M-5	FED NATL MTG ASSOC #540004		09/01/2014	SCHEDULED REDEMPTION		.10	.10	.10	.11		(1)		(1)	.10					.1	05/01/2030	1
31385C-DZ-3	FED NATL MTG ASSOC #540220		09/01/2014	SCHEDULED REDEMPTION		.30	.30	.31	.33		(3)		(3)	.30					.2	06/01/2030	1
31385C-GN-7	FED NATL MTG ASSOC #540305		09/01/2014	SCHEDULED REDEMPTION		.319	.319	.327	.321		(2)		(2)	.319					.16	06/01/2015	1
31385C-WQ-2	FED NATL MTG ASSOC #540755		09/01/2014	SCHEDULED REDEMPTION		.20	.20	.21	.22		(2)		(2)	.20					.1	05/01/2030	1
31385C-YV-9	FED NATL MTG ASSOC #540824		09/01/2014	SCHEDULED REDEMPTION		.49	.49	.50	.50		(1)		(1)	.49					.3	09/01/2015	1
31385D-GU-9	FED NATL MTG ASSOC #541211		09/01/2014	SCHEDULED REDEMPTION		.1	.1	.1	.1					.1						06/01/2030	1

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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 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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31385D-MA-0	FED NATL MTG ASSOC #541379		08/01/2014	SCHEDULED REDEMPTION		.117	.117	.118	.118						.117				.5	05/01/2015	1
31385E-AP-4	FED NATL MTG ASSOC #541914		09/01/2014	SCHEDULED REDEMPTION		.268	.268	.270	.268		(1)		(1)		.268				.15	06/01/2015	1
31385E-BS-7	FED NATL MTG ASSOC #541949		09/01/2014	SCHEDULED REDEMPTION		.136	.136	.142	.149		(12)		(12)		.136				.7	07/01/2030	1
31385E-FS-3	FED NATL MTG ASSOC #542077		09/01/2014	SCHEDULED REDEMPTION		.39	.39	.40	.43		(4)		(4)		.39				.2	07/01/2030	1
31385E-LK-3	FED NATL MTG ASSOC #542486		09/01/2014	SCHEDULED REDEMPTION		.315	.315	.317	.315		(1)		(1)		.315				.16	07/01/2015	1
31385E-WH-8	FED NATL MTG ASSOC #542548		09/01/2014	SCHEDULED REDEMPTION		.16	.16	.17	.18		(2)		(2)		.16				.1	07/01/2030	1
31385E-XH-7	FED NATL MTG ASSOC #542580		09/01/2014	SCHEDULED REDEMPTION		.186	.186	.193	.200		(14)		(14)		.186				.11	08/01/2030	1
31385F-CZ-7	FED NATL MTG ASSOC #542888		09/01/2014	SCHEDULED REDEMPTION		.95	.95	.99	.110		(14)		(14)		.95				.5	06/01/2030	1
31385F-EM-4	FED NATL MTG ASSOC #542940		09/01/2014	SCHEDULED REDEMPTION		.18	.18	.19	.21		(3)		(3)		.18				.1	07/01/2030	1
31385F-OZ-2	FED NATL MTG ASSOC #543272		09/01/2014	SCHEDULED REDEMPTION		.29	.29	.30	.31		(3)		(3)		.29				.2	07/01/2030	1
31385G-ZH-0	FED NATL MTG ASSOC #544444		09/01/2014	SCHEDULED REDEMPTION		.1	.1	.1	.1						.1					09/01/2030	1
31385H-PJ-5	FED NATL MTG ASSOC #545025		09/01/2014	SCHEDULED REDEMPTION		.803	.803	.820	.811		(8)		(8)		.803				.37	06/01/2016	1
31385H-S2-9	FED NATL MTG ASSOC #545137		09/01/2014	SCHEDULED REDEMPTION		.736	.736	.757	.792		(57)		(57)		.736				.40	08/01/2031	1
31385H-TE-2	FED NATL MTG ASSOC #545149		09/01/2014	SCHEDULED REDEMPTION		1,081	1,081	1,126	1,098		(17)		(17)		1,081				.47	08/01/2016	1
31385H-TK-8	FED NATL MTG ASSOC #545154		09/01/2014	SCHEDULED REDEMPTION		.334	.334	.347	.341		(7)		(7)		.334				.17	08/01/2016	1
31385H-VT-6	FED NATL MTG ASSOC #545226		09/01/2014	SCHEDULED REDEMPTION		.57	.57	.59	.58		(1)		(1)		.57				.3	09/01/2016	1
31385H-YA-4	FED NATL MTG ASSOC #545305		09/01/2014	SCHEDULED REDEMPTION		.374	.374	.389	.381		(6)		(6)		.374				.16	11/01/2016	1
31385H-2A-9	FED NATL MTG ASSOC #545369		09/01/2014	SCHEDULED REDEMPTION		.204	.204	.212	.208		(4)		(4)		.204				.10	09/01/2016	1
31385J-D4-7	FED NATL MTG ASSOC #545623		09/01/2014	SCHEDULED REDEMPTION		.315	.315	.328	.321		(6)		(6)		.315				.14	05/01/2017	1
31385J-KJ-5	FED NATL MTG ASSOC #545766		09/01/2014	SCHEDULED REDEMPTION		3,041	3,041	3,163	3,101		(60)		(60)		3,041				.132	07/01/2017	1
31385J-UL-0	FED NATL MTG ASSOC #546087		09/01/2014	SCHEDULED REDEMPTION		.215	.215	.217	.215						.215				.12	07/01/2015	1
31385J-VG-0	FED NATL MTG ASSOC #546115		09/01/2014	SCHEDULED REDEMPTION		.377	.377	.380	.378		(1)		(1)		.377				.21	07/01/2015	1
31385K-K5-3	FED NATL MTG ASSOC #546716		09/01/2014	SCHEDULED REDEMPTION		.7	.7	.7	.8		(1)		(1)		.7				.1	07/01/2030	1
31385K-ZM-0	FED NATL MTG ASSOC #547148		09/01/2014	SCHEDULED REDEMPTION		.244	.244	.249	.247		(3)		(3)		.244				.12	11/01/2015	1
31385K-3Y-9	FED NATL MTG ASSOC #547215		09/01/2014	SCHEDULED REDEMPTION		.57	.57	.59	.63		(6)		(6)		.57				.3	07/01/2030	1
31385N-GV-5	FED NATL MTG ASSOC #547512		09/01/2014	SCHEDULED REDEMPTION		.3	.3	.3	.3						.3					08/01/2030	1
31385N-LZ-0	FED NATL MTG ASSOC #547644		09/01/2014	SCHEDULED REDEMPTION		.105	.105	.109	.111		(6)		(6)		.105				.6	03/01/2031	1
31385N-TJ-8	FED NATL MTG ASSOC #547853		09/01/2014	SCHEDULED REDEMPTION		.145	.145	.149	.147		(1)		(1)		.145				.6	08/01/2015	1
31385P-AC-8	FED NATL MTG ASSOC #548203		09/01/2014	SCHEDULED REDEMPTION		.473	.473	.485	.480		(7)		(7)		.473				.23	01/01/2016	1
31385P-AH-7	FED NATL MTG ASSOC #548208		09/01/2014	SCHEDULED REDEMPTION		.738	.738	.757	.745		(7)		(7)		.738				.33	04/01/2016	1
31385S-K5-6	FED NATL MTG ASSOC #551216		09/01/2014	SCHEDULED REDEMPTION		.282	.282	.293	.308		(26)		(26)		.282				.15	09/01/2030	1
31385U-P9-8	FED NATL MTG ASSOC #553148		09/01/2014	SCHEDULED REDEMPTION		.96	.96	.98	.97		(1)		(1)		.96				.5	09/01/2015	1
31385W-J8-3	FED NATL MTG ASSOC #554787		09/01/2014	SCHEDULED REDEMPTION		.235	.235	.237	.240		(6)		(6)		.235				.13	10/01/2023	1
31385W-LQ-0	FED NATL MTG ASSOC #554835		09/01/2014	SCHEDULED REDEMPTION		.123	.123	.128	.132		(9)		(9)		.123				.6	11/01/2030	1
31385W-TM-1	FED NATL MTG ASSOC #555056		09/01/2014	SCHEDULED REDEMPTION		.41	.41	.42	.41						.41				.2	11/01/2017	1
31385W-XY-0	FED NATL MTG ASSOC #555195		09/01/2014	SCHEDULED REDEMPTION		10,309	10,309	10,739	10,516		(207)		(207)		10,309				.444	11/01/2017	1
31385X-SY-9	FED NATL MTG ASSOC #556263		09/01/2014	SCHEDULED REDEMPTION		.6	.6	.6	.6						.6					12/01/2015	1
31386A-BN-5	FED NATL MTG ASSOC #557245		09/01/2014	SCHEDULED REDEMPTION		.122	.122	.127	.133		(10)		(10)		.122				.7	08/01/2030	1
31386A-DZ-6	FED NATL MTG ASSOC #557320		09/01/2014	SCHEDULED REDEMPTION		.19	.19	.20	.20						.19				.1	01/01/2016	1
31386B-UH-5	FED NATL MTG ASSOC #558684		09/01/2014	SCHEDULED REDEMPTION		.6	.6	.7	.7		(1)		(1)		.6					01/01/2031	1
31386B-LK-8	FED NATL MTG ASSOC #558686		09/01/2014	SCHEDULED REDEMPTION		.13	.13	.13	.14		(1)		(1)		.13				.1	02/01/2031	1
31386B-7H-1	FED NATL MTG ASSOC #558996		09/01/2014	SCHEDULED REDEMPTION		1,462	1,462	1,474	1,464		(3)		(3)		1,462				.79	10/01/2015	1
31386C-QY-1	FED NATL MTG ASSOC #559471		09/01/2014	SCHEDULED REDEMPTION		1,437	1,437	1,492	1,463		(26)		(26)		1,437				.72	11/01/2015	1
31386C-R9-5	FED NATL MTG ASSOC #559512		09/01/2014	SCHEDULED REDEMPTION		.125	.125	.125	.127		(2)		(2)		.125				.7	11/01/2015	1
31386C-SY-9	FED NATL MTG ASSOC #559535		09/01/2014	SCHEDULED REDEMPTION		.624	.624	.631	.629		(6)		(6)		.624				.34	12/01/2015	1
31386C-WE-8	FED NATL MTG ASSOC #559645		09/01/2014	SCHEDULED REDEMPTION		.148	.148	.153	.151		(3)		(3)		.148				.8	01/01/2016	1
31386C-SW-8	FED NATL MTG ASSOC #559861		09/01/2014	SCHEDULED REDEMPTION		.123	.123	.123	.125		(2)		(2)		.123				.7	12/01/2015	1
31386D-RG-7	FED NATL MTG ASSOC #560387		09/01/2014	SCHEDULED REDEMPTION		.40	.40	.41	.41						.40				.2	01/01/2016	1
31386D-TN-0	FED NATL MTG ASSOC #560457		09/01/2014	SCHEDULED REDEMPTION		.53	.53	.55	.59		(6)		(6)		.53				.3	12/01/2030	1
31386F-BM-6	FED NATL MTG ASSOC #561744		09/01/2014	SCHEDULED REDEMPTION		.452	.452	.479	.506		(54)		(54)		.452				.28	12/01/2030	1
31386F-M3-6	FED NATL MTG ASSOC #562078		09/01/2014	SCHEDULED REDEMPTION		.21	.21	.22	.23		(2)		(2)		.21				.1	12/01/2030	1
31386F-VF-9	FED NATL MTG ASSOC #562314		09/01/2014	SCHEDULED REDEMPTION		.524	.524	.545	.535		(11)		(11)		.524				.27	01/01/2016	1
31386G-K3-6	FED NATL MTG ASSOC #562914		09/01/2014	SCHEDULED REDEMPTION		.27	.27	.28	.27						.27				.1	03/01/2016	1
31386G-ZL-0	FED NATL MTG ASSOC #563347		09/01/2014	SCHEDULED REDEMPTION		.635	.635	.649	.640		(6)		(6)		.635				.32	12/01/2015	1
31386H-L2-5	FED NATL MTG ASSOC #563845		09/01/2014	SCHEDULED REDEMPTION		.415	.415	.426	.420		(5)		(5)		.415				.21	02/01/2016	1
31386H-MR-9	FED NATL MTG ASSOC #563868		09/01/2014	SCHEDULED REDEMPTION		5,779	5,779	6,003	6,508		(728)		(728)		5,779				.248	01/01/2031	1
31386H-4A-6	FED NATL MTG ASSOC #564317		09/01/2014	SCHEDULED REDEMPTION		.4	.4	.4	.4		(1)		(1)		.4					11/01/2030	1
31386J-FQ-5	FED NATL MTG ASSOC #564575		09/01/2014	SCHEDULED REDEMPTION		.141	.141	.146	.153		(12)		(12)		.141				.8	03/01/2031	1

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31386J-KL-0	FED NATL MTG ASSOC #564699		09/01/2014	SCHEDULED REDEMPTION		298	298	309	305		(7)		(7)		298				14	12/01/2015	1
31386K-YF-5	FED NATL MTG ASSOC #566010		09/01/2014	SCHEDULED REDEMPTION		14	14	14	14						14				1	01/01/2016	1
31386L-S9-4	FED NATL MTG ASSOC #566744		09/01/2014	SCHEDULED REDEMPTION		53,908	53,908	55,985	58,411		(4,503)		(4,503)		53,908				2,842	01/01/2031	1
31386L-YZ-9	FED NATL MTG ASSOC #566928		09/01/2014	SCHEDULED REDEMPTION		247	247	257	253		(5)		(5)		247				12	01/01/2016	1
31386M-SP-6	FED NATL MTG ASSOC #567626		09/01/2014	SCHEDULED REDEMPTION		11	11	11	12		(1)		(1)		11				1	02/01/2031	1
31386M-3B-4	FED NATL MTG ASSOC #567894		09/01/2014	SCHEDULED REDEMPTION		151	151	157	155		(5)		(5)		151				8	01/01/2016	1
31386N-LR-7	FED NATL MTG ASSOC #568336		09/01/2014	SCHEDULED REDEMPTION		76	76	79	80		(4)		(4)		76				4	01/01/2031	1
31386N-SH-2	FED NATL MTG ASSOC #568520		09/01/2014	SCHEDULED REDEMPTION		142	142	146	144		(2)		(2)		142				7	01/01/2016	1
31386N-SM-1	FED NATL MTG ASSOC #568524		09/01/2014	SCHEDULED REDEMPTION		60	60	63	61		(1)		(1)		60				3	01/01/2016	1
31386N-VK-1	FED NATL MTG ASSOC #568618		09/01/2014	SCHEDULED REDEMPTION		27	27	27	27						27				1	01/01/2016	1
31386N-XE-3	FED NATL MTG ASSOC #568677		09/01/2014	SCHEDULED REDEMPTION		64	64	67	70		(6)		(6)		64				3	01/01/2031	1
31386N-6A-1	FED NATL MTG ASSOC #568865		09/01/2014	SCHEDULED REDEMPTION		1,320	1,320	1,371	1,379		(59)		(59)		1,320				76	12/01/2030	1
31386P-NR-0	FED NATL MTG ASSOC #569300		09/01/2014	SCHEDULED REDEMPTION		114	114	119	117		(3)		(3)		114				5	06/01/2016	1
31386P-N6-6	FED NATL MTG ASSOC #569313		09/01/2014	SCHEDULED REDEMPTION		1,788	1,788	1,834	1,813		(25)		(25)		1,788				91	07/01/2016	1
31386Q-DC-2	FED NATL MTG ASSOC #569899		09/01/2014	SCHEDULED REDEMPTION		248	248	257	261		(13)		(13)		248				14	02/01/2031	1
31386Q-E6-4	FED NATL MTG ASSOC #569957		09/01/2014	SCHEDULED REDEMPTION		127	127	130	129		(2)		(2)		127				6	02/01/2016	1
31386Q-XT-3	FED NATL MTG ASSOC #570490		09/01/2014	SCHEDULED REDEMPTION		44	44	46	44						44				2	12/01/2015	1
31386S-BY-2	FED NATL MTG ASSOC #571655		09/01/2014	SCHEDULED REDEMPTION		244	244	253	249		(5)		(5)		244				12	02/01/2016	1
31386S-N7-8	FED NATL MTG ASSOC #572014		09/01/2014	SCHEDULED REDEMPTION		629	629	653	636		(7)		(7)		629				32	03/01/2016	1
31386S-T5-6	FED NATL MTG ASSOC #572172		09/01/2014	SCHEDULED REDEMPTION		14	14	14	15		(2)		(2)		14				1	01/01/2031	1
31386T-AV-7	FED NATL MTG ASSOC #572520		09/01/2014	SCHEDULED REDEMPTION		178	178	181	179		(2)		(2)		178				8	04/01/2016	1
31386T-B2-0	FED NATL MTG ASSOC #572557		09/01/2014	SCHEDULED REDEMPTION		1,671	1,671	1,715	1,692		(21)		(21)		1,671				79	04/01/2016	1
31386T-MT-9	FED NATL MTG ASSOC #572870		09/01/2014	SCHEDULED REDEMPTION		371	371	382	385		(14)		(14)		371				16	04/01/2021	1
31386T-M7-7	FED NATL MTG ASSOC #572882		09/01/2014	SCHEDULED REDEMPTION		339	339	346	342		(3)		(3)		339				15	04/01/2016	1
31386T-P8-2	FED NATL MTG ASSOC #572947		09/01/2014	SCHEDULED REDEMPTION		719	719	734	727		(8)		(8)		719				34	04/01/2016	1
31386U-ZX-3	FED NATL MTG ASSOC #574158		09/01/2014	SCHEDULED REDEMPTION		711	711	739	719		(8)		(8)		711				36	04/01/2016	1
31386V-U3-2	FED NATL MTG ASSOC #574902		09/01/2014	SCHEDULED REDEMPTION		883	883	920	894		(11)		(11)		883				38	06/01/2016	1
31386W-DN-5	FED NATL MTG ASSOC #575309		09/01/2014	SCHEDULED REDEMPTION		434	434	450	440		(6)		(6)		434				21	03/01/2016	1
31386W-FF-0	FED NATL MTG ASSOC #575366		09/01/2014	SCHEDULED REDEMPTION		462	462	481	468		(6)		(6)		462				20	03/01/2016	1
31386X-AN-6	FED NATL MTG ASSOC #576113		09/01/2014	SCHEDULED REDEMPTION		5	5	6	6		(1)		(1)		5				1	05/01/2031	1
31386X-AR-7	FED NATL MTG ASSOC #576116		09/01/2014	SCHEDULED REDEMPTION		55	55	57	56						55				3	05/01/2016	1
31386X-B6-2	FED NATL MTG ASSOC #576161		09/01/2014	SCHEDULED REDEMPTION		337	337	344	341		(3)		(3)		337				16	03/01/2016	1
31386X-TB-2	FED NATL MTG ASSOC #576646		09/01/2014	SCHEDULED REDEMPTION		1,040	1,040	1,080	1,135		(95)		(95)		1,040				58	02/01/2031	1
31386Y-XR-0	FED NATL MTG ASSOC #577688		09/01/2014	SCHEDULED REDEMPTION		246	246	258	273		(26)		(26)		246				14	03/01/2031	1
31387B-S7-9	FED NATL MTG ASSOC #579342		09/01/2014	SCHEDULED REDEMPTION		40	40	41	41						40				2	04/01/2016	1
31387B-T8-6	FED NATL MTG ASSOC #579375		09/01/2014	SCHEDULED REDEMPTION		144	144	148	146		(1)		(1)		144				7	04/01/2016	1
31387C-D9-9	FED NATL MTG ASSOC #579828		09/01/2014	SCHEDULED REDEMPTION		26	26	27	27		(1)		(1)		26				1	05/01/2016	1
31387C-LZ-2	FED NATL MTG ASSOC #580044		09/01/2014	SCHEDULED REDEMPTION		193	193	201	196		(3)		(3)		193				8	06/01/2016	1
31387C-QK-0	FED NATL MTG ASSOC #580158		09/01/2014	SCHEDULED REDEMPTION		531	531	543	537		(6)		(6)		531				27	08/01/2016	1
31387C-QJ-8	FED NATL MTG ASSOC #580167		09/01/2014	SCHEDULED REDEMPTION		59	59	61	60		(1)		(1)		59				3	09/01/2016	1
31387C-O6-1	FED NATL MTG ASSOC #580177		09/01/2014	SCHEDULED REDEMPTION		228	228	237	232		(4)		(4)		228				10	10/01/2016	1
31387D-JH-3	FED NATL MTG ASSOC #580864		09/01/2014	SCHEDULED REDEMPTION		751	751	780	764		(13)		(13)		751				38	05/01/2016	1
31387D-KZ-1	FED NATL MTG ASSOC #580912		09/01/2014	SCHEDULED REDEMPTION		29	29	30	30						29				1	05/01/2016	1
31387D-SW-0	FED NATL MTG ASSOC #581133		09/01/2014	SCHEDULED REDEMPTION		2,225	2,225	2,310	2,259		(34)		(34)		2,225				112	05/01/2016	1
31387E-E2-9	FED NATL MTG ASSOC #581653		09/01/2014	SCHEDULED REDEMPTION		742	742	757	747		(6)		(6)		742				35	06/01/2016	1
31387E-NM-5	FED NATL MTG ASSOC #581896		09/01/2014	SCHEDULED REDEMPTION		528	528	540	532		(5)		(5)		528				27	07/01/2016	1
31387F-N2-6	FED NATL MTG ASSOC #582809		09/01/2014	SCHEDULED REDEMPTION		9	9	10	11		(2)		(2)		9				1	04/01/2031	1
31387J-QM-1	FED NATL MTG ASSOC #585560		09/01/2014	SCHEDULED REDEMPTION		67	67	68	68						67				3	06/01/2016	1
31387M-A6-6	FED NATL MTG ASSOC #587829		09/01/2014	SCHEDULED REDEMPTION		1,227	1,227	1,259	1,239		(12)		(12)		1,227				62	09/01/2016	1
31387M-QW-2	FED NATL MTG ASSOC #588269		09/01/2014	SCHEDULED REDEMPTION		30	30	31	31						30				1	06/01/2016	1
31387N-YP-6	FED NATL MTG ASSOC #589418		09/01/2014	SCHEDULED REDEMPTION		119	119	123	121		(2)		(2)		119				5	07/01/2016	1
31387N-Z9-1	FED NATL MTG ASSOC #589468		09/01/2014	SCHEDULED REDEMPTION		17	17	17	17						17				1	07/01/2016	1
31387N-6D-4	FED NATL MTG ASSOC #589568		09/01/2014	SCHEDULED REDEMPTION		1,238	1,238	1,266	1,246		(8)		(8)		1,238				63	04/01/2016	1
31387P-QF-2	FED NATL MTG ASSOC #590054		09/01/2014	SCHEDULED REDEMPTION		1,077	1,077	1,089	1,080		(3)		(3)		1,077				51	06/01/2016	1
31387P-OZ-8	FED NATL MTG ASSOC #590072		09/01/2014	SCHEDULED REDEMPTION		1,613	1,613	1,646	1,627		(15)		(15)		1,613				76	06/01/2016	1
31387P-SH-6	FED NATL MTG ASSOC #590120		09/01/2014	SCHEDULED REDEMPTION		326	326	332	328		(3)		(3)		326				15	07/01/2016	1
31387Q-UH-1	FED NATL MTG ASSOC #591084		09/01/2014	SCHEDULED REDEMPTION		699	699	717	710		(11)		(11)		699				35	08/01/2016	1
31387Q-6Y-1	FED NATL MTG ASSOC #591387		09/01/2014	SCHEDULED REDEMPTION		630	630	656	640		(10)		(10)		630				27	09/01/2016	1

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
31387R-AU-2	FED NATL MTG ASSOC #591419		09/01/2014	SCHEDULED REDEMPTION		3,778	3,778	3,857	3,817		(39)		(39)		3,778				177	09/01/2016	1
31387R-B5-6	FED NATL MTG ASSOC #591460		09/01/2014	SCHEDULED REDEMPTION		93	93	95	94		(1)		(1)		93				4	08/01/2016	1
31387R-5L-8	FED NATL MTG ASSOC #592251		09/01/2014	SCHEDULED REDEMPTION		90	90	93	95		(5)		(5)		90				5	09/01/2031	1
31387S-5G-7	FED NATL MTG ASSOC #593147		09/01/2014	SCHEDULED REDEMPTION		653	653	667	661		(8)		(8)		653				31	08/01/2016	1
31387S-5H-5	FED NATL MTG ASSOC #593148		09/01/2014	SCHEDULED REDEMPTION		1,279	1,279	1,312	1,291		(11)		(11)		1,279				65	08/01/2016	1
31387U-SL-6	FED NATL MTG ASSOC #594623		09/01/2014	SCHEDULED REDEMPTION		3,445	3,445	3,517	3,470		(25)		(25)		3,445				162	06/01/2016	1
31387U-TJ-0	FED NATL MTG ASSOC #594653		09/01/2014	SCHEDULED REDEMPTION		126	126	133	146		(20)		(20)		126				8	06/01/2031	1
31387V-YQ-6	FED NATL MTG ASSOC #595719		09/01/2014	SCHEDULED REDEMPTION		1,106	1,106	1,129	1,117		(11)		(11)		1,106				52	08/01/2016	1
31387W-QG-5	FED NATL MTG ASSOC #596355		09/01/2014	SCHEDULED REDEMPTION		810	810	827	817		(8)		(8)		810				38	07/01/2016	1
31387W-QH-3	FED NATL MTG ASSOC #596356		09/01/2014	SCHEDULED REDEMPTION		1,617	1,617	1,651	1,632		(15)		(15)		1,617				75	07/01/2016	1
31387W-ZK-6	FED NATL MTG ASSOC #596646		09/01/2014	SCHEDULED REDEMPTION		136	136	138	137		(2)		(2)		136				6	08/01/2016	1
31387X-JP-1	FED NATL MTG ASSOC #597070		09/01/2014	SCHEDULED REDEMPTION		61	61	62	61		(1)		(1)		61				3	09/01/2016	1
31387Y-MK-6	FED NATL MTG ASSOC #598062		09/01/2014	SCHEDULED REDEMPTION		2,552	2,552	2,624	2,702		(150)		(150)		2,552				128	08/01/2031	1
31387Y-TE-3	FED NATL MTG ASSOC #598249		09/01/2014	SCHEDULED REDEMPTION		45	45	46	45		(1)		(1)		45				2	07/01/2016	1
31388A-W2-6	FED NATL MTG ASSOC #599265		09/01/2014	SCHEDULED REDEMPTION		198	198	202	200		(2)		(2)		198				9	08/01/2016	1
31388B-G2-1	FED NATL MTG ASSOC #599973		09/01/2014	SCHEDULED REDEMPTION		493	493	503	498		(5)		(5)		493				23	08/01/2016	1
31388B-X8-0	FED NATL MTG ASSOC #600203		09/01/2014	SCHEDULED REDEMPTION		11	11	12	13		(2)		(2)		11				1	07/01/2031	1
31388B-ZY-1	FED NATL MTG ASSOC #600259		09/01/2014	SCHEDULED REDEMPTION		1,481	1,481	1,543	1,503		(22)		(22)		1,481				64	08/01/2016	1
31388B-ZZ-8	FED NATL MTG ASSOC #600260		09/01/2014	SCHEDULED REDEMPTION		828	828	846	839		(10)		(10)		828				39	08/01/2016	1
31388C-7G-9	FED NATL MTG ASSOC #601295		09/01/2014	SCHEDULED REDEMPTION		73	73	75	79		(6)		(6)		73				4	08/01/2031	1
31388D-OP-0	FED NATL MTG ASSOC #601410		09/01/2014	SCHEDULED REDEMPTION		34	34	35	34						34				2	10/01/2016	1
31388D-YP-7	FED NATL MTG ASSOC #602018		09/01/2014	SCHEDULED REDEMPTION		995	995	1,018	1,005		(10)		(10)		995				50	08/01/2016	1
31388D-Y7-7	FED NATL MTG ASSOC #602034		09/01/2014	SCHEDULED REDEMPTION		46	46	47	50		(4)		(4)		46				3	08/01/2031	1
31388D-ZG-6	FED NATL MTG ASSOC #602043		09/01/2014	SCHEDULED REDEMPTION		586	586	598	592		(6)		(6)		586				27	08/01/2016	1
31388E-FY-7	FED NATL MTG ASSOC #602383		09/01/2014	SCHEDULED REDEMPTION		1,049	1,049	1,070	1,058		(10)		(10)		1,049				49	08/01/2016	1
31388E-W4-4	FED NATL MTG ASSOC #602867		09/01/2014	SCHEDULED REDEMPTION		771	771	787	782		(11)		(11)		771				36	10/01/2016	1
31388J-XL-4	FED NATL MTG ASSOC #606483		09/01/2014	SCHEDULED REDEMPTION		44	44	45	45		(1)		(1)		44				2	09/01/2016	1
31388K-K6-8	FED NATL MTG ASSOC #607017		09/01/2014	SCHEDULED REDEMPTION		544	544	556	550		(6)		(6)		544				26	10/01/2016	1
31388K-7A-4	FED NATL MTG ASSOC #607589		09/01/2014	SCHEDULED REDEMPTION		78	78	80	79		(1)		(1)		78				4	11/01/2016	1
31388M-JQ-2	FED NATL MTG ASSOC #608771		09/01/2014	SCHEDULED REDEMPTION		2,489	2,489	2,529	2,500		(10)		(10)		2,489				117	09/01/2016	1
31388M-K4-9	FED NATL MTG ASSOC #608815		08/01/2014	SCHEDULED REDEMPTION		4,159	4,159	4,225	4,179		(20)		(20)		4,159				152	09/01/2016	1
31388M-S7-4	FED NATL MTG ASSOC #609042		09/01/2014	SCHEDULED REDEMPTION		587	587	599	595		(7)		(7)		587				28	09/01/2016	1
31388M-UA-4	FED NATL MTG ASSOC #609077		09/01/2014	SCHEDULED REDEMPTION		112	112	114	113		(1)		(1)		112				5	09/01/2016	1
31388N-BN-5	FED NATL MTG ASSOC #609445		09/01/2014	SCHEDULED REDEMPTION		235	235	249	265		(30)		(30)		235				14	07/01/2031	1
31388N-FX-7	FED NATL MTG ASSOC #609570		09/01/2014	SCHEDULED REDEMPTION		1,065	1,065	1,087	1,077		(11)		(11)		1,065				50	11/01/2016	1
31388N-GW-0	FED NATL MTG ASSOC #609613		09/01/2014	SCHEDULED REDEMPTION		517	517	528	522		(5)		(5)		517				24	11/01/2016	1
31388Q-W8-8	FED NATL MTG ASSOC #611871		09/01/2014	SCHEDULED REDEMPTION		865	865	883	877		(12)		(12)		865				41	11/01/2016	1
31388S-2G-9	FED NATL MTG ASSOC #613775		09/01/2014	SCHEDULED REDEMPTION		43	43	44	44		(1)		(1)		43				4	11/01/2016	1
31388T-WE-9	FED NATL MTG ASSOC #614545		09/01/2014	SCHEDULED REDEMPTION		51	51	54	58		(7)		(7)		51				3	07/01/2031	1
31388U-PK-0	FED NATL MTG ASSOC #615226		09/01/2014	SCHEDULED REDEMPTION		61	61	63	62		(1)		(1)		61				3	11/01/2016	1
31388V-M2-1	FED NATL MTG ASSOC #616077		09/01/2014	SCHEDULED REDEMPTION		4,882	4,882	4,984	4,930		(48)		(48)		4,882				233	11/01/2016	1
31388X-AD-6	FED NATL MTG ASSOC #617504		09/01/2014	SCHEDULED REDEMPTION		1,380	1,380	1,435	1,404		(24)		(24)		1,380				61	01/01/2017	1
31388X-UC-6	FED NATL MTG ASSOC #618079		09/01/2014	SCHEDULED REDEMPTION		3,226	3,226	3,293	3,258		(32)		(32)		3,226				154	12/01/2016	1
31389E-AK-1	FED NATL MTG ASSOC #622910		09/01/2014	SCHEDULED REDEMPTION		2,812	2,812	2,812	2,812						2,812				122	10/01/2031	1
31389E-IP-7	FED NATL MTG ASSOC #623266		09/01/2014	SCHEDULED REDEMPTION		33	33	35	34						33				2	04/01/2016	1
31389E-MQ-5	FED NATL MTG ASSOC #623267		09/01/2014	SCHEDULED REDEMPTION		8,718	8,718	8,988	8,888		(170)		(170)		8,718				391	06/01/2021	1
31389F-SU-7	FED NATL MTG ASSOC #624331		09/01/2014	SCHEDULED REDEMPTION		75	75	78	81		(6)		(6)		75				4	02/01/2032	1
31389H-LW-6	FED NATL MTG ASSOC #625941		09/01/2014	SCHEDULED REDEMPTION		303	303	312	307		(4)		(4)		303				13	03/01/2017	1
31389H-NC-8	FED NATL MTG ASSOC #625987		09/01/2014	SCHEDULED REDEMPTION		284	284	290	287		(3)		(3)		284				13	01/01/2017	1
31389L-3R-8	FED NATL MTG ASSOC #629108		09/01/2014	SCHEDULED REDEMPTION		523	523	544	533		(10)		(10)		523				22	04/01/2017	1
31389Q-MM-7	FED NATL MTG ASSOC #632264		09/01/2014	SCHEDULED REDEMPTION		8	8	8	8		(1)		(1)		8				1	03/01/2032	1
31389R-B8-8	FED NATL MTG ASSOC #632863		09/01/2014	SCHEDULED REDEMPTION		354	354	368	362		(8)		(8)		354				15	04/01/2017	1
31389S-DD-3	FED NATL MTG ASSOC #633800		09/01/2014	SCHEDULED REDEMPTION		136,249	136,249	136,249	136,249						136,249				6,126	12/01/2031	1
31389V-RL-3	FED NATL MTG ASSOC #636891		09/01/2014	SCHEDULED REDEMPTION		676	676	702	715		(39)		(39)		676				37	04/01/2032	1
31389W-AB-1	FED NATL MTG ASSOC #637302		09/01/2014	SCHEDULED REDEMPTION		150	150	156	159		(9)		(9)		150				8	04/01/2032	1
31389X-JK-0	FED NATL MTG ASSOC #638466		09/01/2014	SCHEDULED REDEMPTION		812	812	844	861		(48)		(48)		812				44	03/01/2032	1
31390B-ED-6	FED NATL MTG ASSOC #641032		09/01/2014	SCHEDULED REDEMPTION		493	493	513	502		(9)		(9)		493				21	01/01/2018	1
31390B-YA-0	FED NATL MTG ASSOC #641605		09/01/2014	SCHEDULED REDEMPTION		40	40	42	43		(3)		(3)		40				2	04/01/2032	1

STATEMENT AS OF SEPTEMBER 30, 2014 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-ign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
31390E-HN-5	FED NATL MTG ASSOC #643837		09/01/2014	SCHEDULED REDEMPTION		2,080	2,080	2,167	2,122		(41)		(41)		2,080				89	05/01/2017	1
31390K-MJ-4	FED NATL MTG ASSOC #648461		09/01/2014	SCHEDULED REDEMPTION		656	656	693	691		(35)		(35)		656				36	07/01/2032	1
31391H-EQ-3	FED NATL MTG ASSOC #667143		09/01/2014	SCHEDULED REDEMPTION		45,812	45,812	46,838	46,224		(411)		(411)		45,812				1,785	10/01/2017	1
31391M-GG-2	FED NATL MTG ASSOC #670799		09/01/2014	SCHEDULED REDEMPTION		3,828	3,828	3,893	3,911		(83)		(83)		3,828				66	11/01/2032	1
31391P-2L-9	FED NATL MTG ASSOC #673179		09/01/2014	SCHEDULED REDEMPTION		21,041	21,041	21,945	21,381		(341)		(341)		21,041				912	02/01/2018	1
31391V-HB-2	FED NATL MTG ASSOC #678026		09/01/2014	SCHEDULED REDEMPTION		539	539	561	548		(8)		(8)		539				23	09/01/2017	1
31403G-XW-7	FED NATL MTG ASSOC #748693		09/01/2014	SCHEDULED REDEMPTION		52,613	52,613	54,775	55,953		(3,339)		(3,339)		52,613				2,562	10/01/2033	1
31406T-MF-5	FED NATL MTG ASSOC #819458		09/01/2014	SCHEDULED REDEMPTION		15,428	15,428	15,428	15,428						15,428				558	03/01/2034	1
31406Y-SP-6	FED NATL MTG ASSOC #824126		09/01/2014	SCHEDULED REDEMPTION		10,949	10,949	10,949	10,949						10,949				398	03/01/2035	1
31407F-VJ-6	FED NATL MTG ASSOC #829617		09/01/2014	SCHEDULED REDEMPTION		3,444	3,444	3,444	3,444						3,444				124	06/01/2035	1
31407Q-4E-3	FED NATL MTG ASSOC #837921		09/01/2014	SCHEDULED REDEMPTION		9,993	9,993	9,993	9,993						9,993				361	07/01/2035	1
31407T-UQ-1	FED NATL MTG ASSOC #840391		09/01/2014	SCHEDULED REDEMPTION		9,227	9,227	9,227	9,227						9,227				333	07/01/2035	1
31407T-7E-4	FED NATL MTG ASSOC #840693		09/01/2014	SCHEDULED REDEMPTION		13,778	13,778	13,778	13,778						13,778				509	08/01/2035	1
31407W-5J-8	FED NATL MTG ASSOC #843349		09/01/2014	SCHEDULED REDEMPTION		213	213	208	209		4		4		213				8	11/01/2035	1
31409Y-L5-4	FED NATL MTG ASSOC #882448		09/01/2014	SCHEDULED REDEMPTION		15,524	15,524	15,524	15,524						15,524				561	02/01/2036	1
31410C-RK-0	FED NATL MTG ASSOC #885290		09/01/2014	SCHEDULED REDEMPTION		1,806	1,806	1,859	1,840		(35)		(35)		1,806				79	06/01/2021	1
31410K-D9-2	FED NATL MTG ASSOC #889428		09/01/2014	SCHEDULED REDEMPTION		193,905	193,905	202,631	202,254		(8,349)		(8,349)		193,905				6,891	05/01/2023	1
31410R-7C-7	FED NATL MTG ASSOC #895591		09/01/2014	SCHEDULED REDEMPTION		57,159	57,159	57,159	57,159						57,159				1,917	04/01/2036	1
31410S-TH-0	FED NATL MTG ASSOC #896152		09/01/2014	SCHEDULED REDEMPTION		2,659	2,659	2,659	2,659						2,659				96	03/01/2036	1
31410T-4X-0	FED NATL MTG ASSOC #897338		09/01/2014	SCHEDULED REDEMPTION		7,400	7,400	7,400	7,400						7,400				270	06/01/2036	1
31410T-7H-2	FED NATL MTG ASSOC #897396		09/01/2014	SCHEDULED REDEMPTION		5,481	5,481	5,481	5,481						5,481				198	08/01/2036	1
31410V-SA-9	FED NATL MTG ASSOC #898813		09/01/2014	SCHEDULED REDEMPTION		396	396	386	387		9		9		396				14	11/01/2036	1
31411R-ES-3	FED NATL MTG ASSOC #912845		09/01/2014	SCHEDULED REDEMPTION		8,671	8,671	8,995	8,877		(206)		(206)		8,671				313	04/01/2022	1
31412C-B3-3	FED NATL MTG ASSOC #920858		09/01/2014	SCHEDULED REDEMPTION		2,720	2,720	2,720	2,720						2,720				99	10/01/2036	1
31412D-VV-7	FED NATL MTG ASSOC #922328		09/01/2014	SCHEDULED REDEMPTION		32,145	32,145	33,479	33,729		(1,583)		(1,583)		32,145				1,235	02/01/2022	1
31412E-RM-0	FED NATL MTG ASSOC #923092		09/01/2014	SCHEDULED REDEMPTION		47,078	47,078	49,203	49,533		(2,455)		(2,455)		47,078				1,639	03/01/2022	1
31412N-EC-6	FED NATL MTG ASSOC #929931		09/01/2014	SCHEDULED REDEMPTION		179,976	179,976	186,346	186,922		(6,946)		(6,946)		179,976				6,265	09/01/2023	1
31412N-RU-2	FED NATL MTG ASSOC #930299		09/01/2014	SCHEDULED REDEMPTION		49,276	49,276	51,101	51,155		(1,879)		(1,879)		49,276				1,773	12/01/2023	1
31413D-UQ-8	FED NATL MTG ASSOC #942591		09/01/2014	SCHEDULED REDEMPTION		15,130	15,130	15,757	15,783		(654)		(654)		15,130				610	08/01/2022	1
31413M-HA-8	FED NATL MTG ASSOC #949425		09/01/2014	SCHEDULED REDEMPTION		19,453	19,453	20,181	20,154		(701)		(701)		19,453				700	03/01/2023	1
31414D-U3-8	FED NATL MTG ASSOC #963302		09/01/2014	SCHEDULED REDEMPTION		128,382	128,382	139,555	137,583		(9,201)		(9,201)		128,382				4,616	05/01/2023	1
31414M-5G-7	FED NATL MTG ASSOC #970747		09/01/2014	SCHEDULED REDEMPTION		40,019	40,019	41,710	41,760		(1,741)		(1,741)		40,019				1,622	11/01/2023	1
31415L-MC-8	FED NATL MTG ASSOC #983355		09/01/2014	SCHEDULED REDEMPTION		14,820	14,820	15,344	15,419		(599)		(599)		14,820				546	08/01/2023	1
31415L-S3-2	FED NATL MTG ASSOC #983538		09/01/2014	SCHEDULED REDEMPTION		316	316	322	324		(8)		(8)		316				11	04/01/2038	1
31415S-6Z-0	FED NATL MTG ASSOC #988388		09/01/2014	SCHEDULED REDEMPTION		9,578	9,578	9,927	9,872		(295)		(295)		9,578				346	09/01/2038	1
31416B-Y4-4	FED NATL MTG ASSOC #995431		09/01/2014	SCHEDULED REDEMPTION		61,086	61,086	63,620	63,582		(2,496)		(2,496)		61,086				2,429	02/01/2023	1
31416B-Z2-7	FED NATL MTG ASSOC #995461		09/01/2014	SCHEDULED REDEMPTION		53,382	53,382	55,639	55,856		(2,474)		(2,474)		53,382				2,155	12/01/2023	1
31417B-ZA-8	FED NATL MTG ASSOC #A85236		09/01/2014	SCHEDULED REDEMPTION		262,914	262,914	275,073	275,890		(12,976)		(12,976)		262,914				5,666	05/01/2027	1
3138LT-YP-7	FED NATL MTG ASSOC #A03417		09/01/2014	SCHEDULED REDEMPTION		203,601	203,601	212,962	212,383		(8,782)		(8,782)		203,601				4,465	05/01/2027	1
3138LT-Z8-4	FED NATL MTG ASSOC #A03466		09/01/2014	SCHEDULED REDEMPTION		270,078	270,078	282,495	282,611		(12,533)		(12,533)		270,078				5,869	06/01/2027	1
31418A-F2-9	FED NATL MTG ASSOC #MA1084		09/01/2014	SCHEDULED REDEMPTION		114,521	114,521	120,784	120,671		(6,150)		(6,150)		114,521				2,882	06/01/2032	1
31393V-P9-6	FHR 2628 LE RMBS		09/01/2014	SCHEDULED REDEMPTION		3,814	3,814	3,575	3,737		77		77		3,814				89	06/15/2033	1
31394T-TV-7	FHR 2764 JA RMBS		09/01/2014	SCHEDULED REDEMPTION		420,393	420,393	398,585	412,867		7,526		7,526		420,393				13,339	03/15/2019	1
3137AB-BT-7	FHR 3864 AJ RMBS		09/01/2014	SCHEDULED REDEMPTION		108,652	108,652	114,516	113,110		(4,458)		(4,458)		108,652				2,747	06/15/2039	1
31392F-ES-2	FNR 2002-71 AP RMBS		09/01/2014	SCHEDULED REDEMPTION		51,600	51,600	52,487	52,535		(935)		(935)		51,600				1,865	11/25/2032	1
31397Q-ZP-6	FNR 2011-17 KA RMBS		09/01/2014	SCHEDULED REDEMPTION		164,353	164,353	175,623	174,350		(9,997)		(9,997)		164,353				4,733	03/25/2041	1
38377V-EP-5	GNR 1175G GA RMBS		09/01/2014	SCHEDULED REDEMPTION		71,652	71,652	76,569	75,561		(3,909)		(3,909)		71,652				2,033	05/20/2040	1
38375D-F2-9	GNR 2008-94 JB RMBS		09/01/2014	SCHEDULED REDEMPTION		40,833	40,833	45,643	46,650		(5,817)		(5,817)		40,833				1,459	12/20/2038	1
38376X-SK-0	GNR 2010-29 AG RMBS		09/01/2014	SCHEDULED REDEMPTION		51,487	51,487	55,447	55,656		(4,169)		(4,169)		51,487				1,494	10/20/2039	1
38377F-Z3-8	GNR 2010-73 LA RMBS		09/01/2014	SCHEDULED REDEMPTION		84,276	84,276	90,578	90,982		(6,706)		(6,706)		84,276				2,572	03/20/2038	1
38377V-HF-6	GNR 2011-52 NK RMBS		09/01/2014	SCHEDULED REDEMPTION		187,591	187,591	201,804	200,577		(12,986)		(12,986)		187,591				4,741	04/16/2041	1
593211-EV-3	MIAMI BEACH FLA HEALTH FACS AU		08/21/2014	CITIGROUP GLOBAL MARKETS		2,119,688	2,125,000	2,098,438							2,098,438			21,250		11/15/2034	1
010609-AQ-8	ALABAMA ST PUB SCH & COLLEGE A		09/30/2014	Various		7,184,920	6,000,000	7,132,140			(11,696)		(11,696)		7,120,444		64,476	64,476	21,250	01/01/2021	1FE
078344-AA-6	BELLE FONTAINE IMPT DIST AL 2007A		05/01/2014	Various					1,923		216,211		216,211		(571)		571	571		05/01/2037	6
21685L-BB-6	COOPERATIVE DIST SPANISH FT AL HWY 08		08/01/2014	CALLED @ 100.00000000		225,000	225,000	219,868	220,850		61		61		220,910		4,090	4,090	20,250	02/01/2029	2
515592-AA-1	LANETT AL COOP LANDINGS VENUE 08		06/27/2013	CANCELLED TRADE		(4,509,046)	(4,509,046)	(2,143,210)							(4,509,046)					05/01/2037	6
01179P-FM-4	ALASKA MUN BOND BANK AUTH REV 04 A		07/01/2014	CALLED @ 100.00000000		2,700,000	2,700,000	2,451,222	2,483,421		3,640		3,640		2,487,061		212,939	212,939	135,000	01/01/2035	1FE

STATEMENT AS OF SEPTEMBER 30, 2014 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	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
..04057P-CH-9	ARIZONA SCH FACS BRD COP 2004 A		09/01/2014	CALLED @ 100.00000000		1,750,000	1,750,000	1,879,317	1,760,125		(10,125)		(10,125)		1,750,000				87,500	09/01/2017	1FE
..04057P-DP-0	ARIZONA SCH FACS BRD COP 2004 C		09/01/2014	CALLED @ 100.00000000		425,000	425,000	447,182	426,931		(1,931)		(1,931)		425,000				20,188	09/01/2016	1FE
..040588-VU-6	ARIZONA ST COP 2004 B		09/01/2014	CALLED @ 100.00000000		250,000	250,000	273,833	251,884		(1,884)		(1,884)		250,000				13,125	09/01/2015	1FE
..040588-VV-4	ARIZONA ST COP 2004 B		09/01/2014	CALLED @ 100.00000000		1,690,000	1,690,000	1,835,036	1,701,521		(11,521)		(11,521)		1,690,000				88,725	09/01/2016	1FE
..040588-VW-2	ARIZONA ST COP 2004 B		09/01/2014	CALLED @ 100.00000000		2,740,000	2,740,000	2,906,529	2,753,312		(13,312)		(13,312)		2,740,000				143,850	09/01/2017	1FE
..041083-RM-0	ARKANSAS DEV FIN AUTH SGL FAM MTG 07D		07/01/2014	CALLED @ 100.00000000		5,000	5,000	5,000	5,000						5,000				250	07/01/2022	1FE
				BLAIR, WILLIAM, &																	
..041083-TC-0	ARKANSAS DEV FIN AUTH SGL FAM MTG 08B		09/09/2014	COMPANY, L.L.C.		109,815	100,000	100,000	100,000						100,000		9,815	9,815	6,585	07/01/2023	1FE
..74539X-JH-3	PULASKI CNTY AR PUB MULTI WILMINGTON 01		09/01/2014	CALLED @ 100.00000000		2,805,000	2,805,000	2,805,000	2,805,000						2,805,000				174,728	02/01/2034	1FE
..482097-EE-8	JURUPA CA CMINTY SVC DIST NO 2 03A		09/01/2014	CALLED @ 100.00000000		230,000	230,000	220,791	221,406		429		429		221,835		8,165	8,165	11,213	09/01/2025	1FE
..567815-BP-9	MARIN CA MUN WTR DIST COP 2004		07/01/2014	CALLED @ 100.00000000		280,000	280,000	278,393	278,833		29		29		278,862		1,138	1,138	14,000	07/01/2029	1
..768270-CE-1	RIVER ISLANDS CA PUB CFD NO 03-1 05A		09/01/2014	CALLED @ 100.00000000		125,000	125,000	125,000	112,178	12,823			12,823		125,000				7,500	09/01/2035	5
..768270-CF-8	RIVER ISLANDS CA PUB CFD NO 03-1 05B		09/01/2014	CALLED @ 100.00000000		230,000	230,000	230,000	195,640	34,360			34,360		230,000				20,700	09/01/2035	5
..955644-CX-5	WEST SACRAMENTO CA AD LIGHTHOUSE 1991		09/02/2014	Various		165,000	165,000	165,000	165,000						165,000				16,575	09/02/2017	6*
..914733-BR-0	UNIVERSITY NORTHN COLO GREELEY		08/13/2014	WELLS FARGO		1,624,647	1,385,000	1,558,804		(5,420)			(5,420)		1,553,384		71,263	71,263	26,161	06/01/2029	1FE
..914733-BS-8	UNIVERSITY NORTHN COLO GREELEY		08/13/2014	Various		1,876,687	1,610,000	1,797,452		(5,733)			(5,733)		1,791,720		84,967	84,967	29,981	06/01/2030	1FE
..914733-BT-6	UNIVERSITY NORTHN COLO GREELEY		08/13/2014	Various		1,158,568	1,000,000	1,108,350		(3,260)			(3,260)		1,105,090		53,478	53,478	18,408	06/01/2031	1FE
				BLAIR, WILLIAM, &																	
..39222P-CL-6	GREATER NEW HAVEN WTR POLLUTIO		08/27/2014	COMPANY, L.L.C.		225,964	200,000	223,610		(612)			(612)		222,998		2,966	2,966	1,100	08/15/2019	1FE
..24639X-OG-5	DELAWARE HSG AUTH SGL FAM MTG SR 07D-1		08/01/2014	CALLED @ 100.00000000		25,000	25,000	25,150	25,064		(5)		(5)		25,059		(59)	(59)	1,313	07/01/2022	1FE
..91730E-AA-3	US EDUCATION LOAN TRUST III 2004A-1 ABS		09/25/2014	SECONDMARKET INC		1,175,000	1,250,000	1,166,436	1,169,938		1,862		1,862		1,170,410		4,590	4,590	6,359	06/01/2039	1FE
..11506K-BS-9	BROWARD CNTY FL PORT FAC SER 2009A		09/01/2014	MATURED		3,045,000	3,045,000	3,185,222	3,064,785		(19,785)		(19,785)		3,045,000				152,250	09/01/2014	1FE
..11506S-ND-2	BROWARD CNTY FL SCH BRD COP 2004 C		07/01/2014	CALLED @ 100.00000000		2,900,000	2,900,000	3,108,017	2,912,752		(12,752)		(12,752)		2,900,000				152,250	07/01/2017	1FE
..13937Y-AS-5	CAPE CORAL FL WTR ASSMT SW 183 PINE 05		07/01/2014	CALLED @ 100.00000000		10,000	10,000	9,768		8			8		9,876		124	124	420	07/01/2021	1FE
..296110-EV-7	ESCAMBIA CNTY FL HLTH FL HLTH VHA 00A		07/01/2014	CALLED @ 101.00000000		20,000	20,000	20,000	20,000						20,000				1,390	07/01/2020	1
..343136-2M-8	FL TPK AUTH-A-REF		06/30/2014	Various				13,260,483		(218,097)			(218,097)		564,000				564,000	07/01/2018	1FE
..34073N-27-8	FLORIDA HSG FIN CORP HMEOWNER MTG 07-2		07/01/2014	CALLED @ 100.00000000		20,000	20,000	19,900	19,935		5		5		19,939		61	61	940	07/01/2022	1FE
..34073N-40-0	FLORIDA HSG FIN CORP HMEOWNER MTG 07-6		07/01/2014	CALLED @ 100.00000000		185,000	185,000	185,000	185,000						185,000				9,250	07/01/2023	1FE
..343136-3X-3	FLORIDA ST TPK AUTH TPK REV		09/17/2014	Various		845,545	800,000	794,440		135			135		794,575		50,970	50,970	19,956	07/01/2031	1FE
				BLAIR, WILLIAM, &																	
..343136-3Z-8	FLORIDA ST TPK AUTH TPK REV		08/26/2014	COMPANY, L.L.C.		265,623	250,000	246,978		56			56		247,033		18,589	18,589	5,815	07/01/2033	1FE
				RAYMOND JAMES &																	
..583211-EZ-4	MIAMI BEACH FLA HEALTH FACS AU		08/21/2014	ASSOCIATES, INC.		804,450	750,000	799,305							799,305		5,145	5,145		11/15/2044	1
..702528-BU-3	PASCO CNTY FL SCH BRD COP 2004 A		08/01/2014	CALLED @ 100.00000000		1,480,000	1,480,000	1,580,729	1,487,082		(7,082)		(7,082)		1,480,000				74,000	08/01/2016	1FE
..702528-BW-9	PASCO CNTY FL SCH BRD COP 2004 A		08/01/2014	CALLED @ 100.00000000		2,165,000	2,165,000	2,276,216	2,172,885		(7,885)		(7,885)		2,165,000				108,250	08/01/2018	1FE
..73535E-FK-1	PORT ST LUCIE FL SPL ASSMT EAST LAKE 03D		09/01/2014	CALLED @ 100.00000000		10,000	10,000	9,872	9,968		2		2		9,970		30	30	496	07/01/2018	1FE
..24047C-CN-6	DEKALB CNTY GA HOSP DEKALB MED 03A		09/01/2014	MATURED		60,000	60,000	63,426	60,487		(487)		(487)		60,000				3,075	09/01/2014	1FE
..24047C-CW-6	DEKALB CNTY GA HOSP DEKALB MED 03A		09/01/2014	MATURED		995,000	995,000	1,051,808	1,003,080		(8,080)		(8,080)		995,000				50,994	09/01/2014	1FE
..60039G-AK-9	MILLEDGEVILLE GA DEV GA CLG & ST UNIV 04		09/01/2014	CALLED @ 101.00000000		2,000,000	2,000,000	1,975,200	2,015,519		4,481		4,481		2,020,000		(20,000)	(20,000)	125,000	09/01/2019	1
..167709-CY-8	CHICAGO IL TIF GOOSE ISLAND TAX EX 2000		07/01/2014	CALLED @ 100.00000000		1,500,000	1,500,000	1,500,000	1,500,000						1,500,000				111,750	07/01/2019	2
..16772P-BE-5	CHICAGO ILL TRAN AUTH SALES TA		09/22/2014	Various		8,185,335	7,500,000	8,046,450		(7,288)			(7,288)		8,039,162		146,173	146,173	64,375	12/01/2044	1FE
..143294-CQ-7	CARMEL IN REDEV CNTY OPT INC TAX 04 REF		07/01/2014	CALLED @ 100.00000000		300,000	300,000	304,454	300,251		(251)		(251)		300,000				12,750	07/01/2016	1FE
..143294-CS-3	CARMEL IN REDEV CNTY OPT INC TAX 04 REF		07/01/2014	CALLED @ 100.00000000		540,000	540,000	544,408	540,224		(224)		(224)		540,000				22,950	07/01/2017	1FE
..454623-SF-2	INDIANA BOND BK HANCOCK MEM 04		09/03/2014	CALLED @ 100.00000000		1,005,000	1,005,000	1,054,788	1,008,537		(3,537)		(3,537)		1,005,000				57,453	08/01/2016	1FE
..45471A-ML-3	INDIANA FIN AUTH HOSP REV		08/15/2014	LOOP CAPITAL MARKETS																	

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
560425-QH-6	MAINE HLTH & HIGHER EDL FACS AUTH 03D		08/25/2014	CALLED @ 100.00000000		105,000	105,000	112,673	105,000						105,000				6,038	07/01/2015	1FE
560425-QK-9	MAINE HLTH & HIGHER EDL FACS AUTH 03D		08/25/2014	CALLED @ 100.00000000		80,000	80,000	85,186	80,000						80,000				4,600	07/01/2016	1FE
560425-QP-8	MAINE HLTH & HIGHER EDL FACS AUTH 03D		08/25/2014	CALLED @ 100.00000000		90,000	90,000	94,296	90,000						90,000				5,175	07/01/2018	1FE
560425-QQ-6	MAINE HLTH & HIGHER EDL FACS AUTH 03D		08/25/2014	CALLED @ 100.00000000		85,000	85,000	88,307	85,000						85,000				4,888	07/01/2019	1FE
560425-SZ-4	MAINE HLTH & HIGHER EDL FACS AUTH 04A		09/15/2014	CALLED @ 100.00000000		3,080,000	3,080,000	3,237,326	3,089,626		(9,626)		(9,626)		3,080,000				186,378	07/01/2015	1FE
560425-TB-6	MAINE HLTH & HIGHER EDL FACS AUTH 04A		09/15/2014	CALLED @ 100.00000000		2,860,000	2,860,000	2,987,327	2,867,817		(7,817)		(7,817)		2,860,000				173,081	07/01/2016	1FE
560425-TH-3	MAINE HLTH & HIGHER EDL FACS AUTH 04A		09/15/2014	CALLED @ 100.00000000		3,395,000	3,395,000	3,499,362	3,401,454		(6,454)		(6,454)		3,395,000				205,542	07/01/2020	1FE
575765-ZN-5	MASSACHUSETTS ST MUNI WHOLESALE ELEC COM		07/01/2014	MATURED		5,965,000	5,965,000	6,542,531	6,084,914		(119,914)		(119,914)		5,965,000				298,250	07/01/2014	1FE
59465E-Q6-3	MICHIGAN ST HOSP FIN SISTERS MERCY 93P		08/15/2014	MATURED		535,000	535,000	547,712	535,780		(780)		(780)		535,000				28,756	08/15/2014	1
780486-GN-0	ROYAL OAK MICH HOSP FIN AUTH H		07/17/2014	CABRERA CAPITAL MARKETS, INC		1,167,500	1,000,000	1,146,350			(2,601)		(2,601)		1,143,749		23,751	23,751	9,583	09/01/2023	1FE
780486-HD-1	ROYAL OAK MICH HOSP FIN AUTH H		09/17/2014	BLAIR, WILLIAM, & COMPANY, L.L.C.		707,892	650,000	679,679			(807)		(807)		678,872		29,020	29,020	12,257	09/01/2039	1FE
60415N-V7-4	MINNESOTA HSG FIN AGY SGL FAM 07Q		08/01/2014	Various		1,183,750	1,105,000	1,105,000	1,105,000						1,105,000		78,750	78,750	60,111	07/01/2023	1FE
54566P-AA-5	LOST RABBIT MS PUB IMPT SPL ASSMT 2008		08/22/2014	DIRECT		4,835,000	18,605,000	3,392,668	4,651,250						4,651,250		183,750	183,750		05/01/2038	6
485107-CG-9	KANSAS CITY MO TIF BLUE PKIY TWIN 04		07/01/2014	CALLED @ 100.00000000		4,340,000	4,340,000	4,390,387	4,343,162		(3,162)		(3,162)		4,340,000				217,000	07/01/2024	1FE
485107-CH-7	KANSAS CITY MO TIF BLUE PKIY TWIN 04		07/01/2014	CALLED @ 100.00000000		900,000	900,000	893,880	895,683		122		122		895,805		4,195	4,195	45,000	07/01/2027	1FE
60636X-Q5-5	MISSOURI HSG DEV COMM HMEOWNSHIP 07E1		09/01/2014	CALLED @ 100.00000000		15,000	15,000	15,000	15,000						15,000				917	09/01/2023	1FE
79165T-HL-8	ST LOUIS MO MUN FIN LSE CONV CTR 03		07/15/2014	MATURED		4,400,000	4,400,000	4,893,856	4,429,002		(29,002)		(29,002)		4,400,000				231,000	07/15/2014	1FE
639674-EL-0	NEBRASKA INVT FIN AUTH REV DRINKING WTR		07/01/2014	CALLED @ 100.00000000		440,000	440,000	437,804	439,754		102		102		439,856		144	144	25,080	07/01/2015	1FE
18085P-PV-0	CLARK QNTY NEV ARPT REV		07/17/2014	FIRST TENNESSEE BANK		2,058,695	1,780,000	2,067,897			(15,210)		(15,210)		2,052,687		6,008	6,008	25,711	07/01/2019	1FE
18085P-PII-8	CLARK QNTY NEV ARPT REV		07/17/2014	FIRST TENNESSEE BANK		1,170,900	1,000,000	1,162,160			(7,031)		(7,031)		1,155,129		15,771	15,771	14,444	07/01/2020	1FE
425208-SC-0	HENDERSON NV LOC IMPT DIST T-14 SR 07A		09/01/2014	CALLED @ 101.00000000		25,000	25,000	26,044	25,435		(74)		(74)		25,361		(361)	(361)	1,500	03/01/2019	1FE
425208-SD-8	HENDERSON NV LOC IMPT DIST T-14 SR 07A		09/01/2014	CALLED @ 101.00000000		30,000	30,000	29,939	29,898		10		10		29,907		93	93	1,800	03/01/2020	1FE
425208-SE-6	HENDERSON NV LOC IMPT DIST T-14 SR 07A		09/01/2014	CALLED @ 101.00000000		30,000	30,000	29,488	29,602		31		31		29,633		367	367	1,800	03/01/2021	1FE
645916-L4-7	NEW JERSEY ECON SCH FACS CONSTR 04 I		09/01/2014	CALLED @ 100.00000000		470,000	470,000	492,231	471,799		(1,799)		(1,799)		470,000				23,500	09/01/2021	1FE
64579F-ZL-0	NEW JERSEY HLTH TRINITAS HOSP 07A		07/01/2014	MATURED		4,750,000	4,750,000	4,750,000	4,750,000						4,750,000				230,375	07/01/2014	2FE
646133-FE-3	NEW JERSEY TRANSIT COP FED GRANT 02B SUB		09/05/2014	CALLED @ 100.00000000		10,800,000	10,800,000	11,958,374	10,800,000						10,800,000				603,750	09/15/2014	1FE
592596-B5-8	METRO NY TRANSN AUTH COMTR FAC REV 97D		07/01/2014	MATURED		2,220,000	2,220,000	2,099,981	2,213,082		6,919		6,919		2,220,000				111,000	07/01/2014	1
592596-B9-0	METRO NY TRANSN AUTH COMTR FAC REV 97D		09/08/2014	CALLED @ 100.00000000		3,585,000	3,585,000	3,490,643	3,562,317		5,948		5,948		3,568,265		16,735	16,735	212,610	07/01/2016	1
63166L-DB-4	NASSAU QNTY N Y LOC ECONOMIC A		09/17/2014	GOLDMAN, SACHS & CO.		1,517,399	1,300,000	1,510,327							1,510,327		7,072	7,072		07/01/2024	2Z
64972F-7Q-3	NEW YORK N Y CITY MUN WTR FIN		08/27/2014	Various		5,771,574	5,250,000	5,243,106	5,243,137		61		61		5,243,198		528,376	528,376	183,977	06/15/2045	1FE
649901-PK-5	NEW YORK ST DORM CITY UNIV 1993 A		07/01/2014	CALLED @ 100.00000000		750,000	750,000	877,741	786,356		(6,795)		(6,795)		779,561		(29,561)	(29,561)	43,125	07/01/2018	1FE
64983T-Y7-2	NEW YORK ST DORM LEAKE & WATTS 04		08/04/2014	CALLED @ 100.00000000		450,000	450,000	493,821	452,735		(2,735)		(2,735)		450,000				25,791	07/01/2015	1FE
73358W-TJ-3	PORT AUTH N Y & N J		08/21/2014	COMPANY, L.L.C.		119,488	100,000	118,138			(39)		(39)		118,099		1,389	1,389	69	09/01/2020	1FE
73358T-FC-0	PORT AUTH NY & NJ CONS 136TH SER 2004		09/22/2014	CALLED @ 101.00000000		6,000,000	6,000,000	5,982,000	5,989,329		1,164		1,164		5,990,492		9,508	9,508	327,500	11/01/2019	1FE
273793-CQ-0	EAST MUSKINGUM OH WTR AUTH SER 1977		07/01/2014	MATURED		100,000	100,000	100,000	100,000						100,000				6,375	07/01/2014	1
67884N-BY-4	OKLAHOMA DEPT OF TRANSN GANS 05A		09/01/2014	MATURED		225,000	225,000	244,982	226,746		(1,746)		(1,746)		225,000				11,250	09/01/2014	1FE
89952P-AM-7	TULSA QNTY OK INDL LEASE OWASSO 08		09/01/2014	MATURED		3,030,000	3,030,000	3,366,542	3,067,241		(37,241)		(37,241)		3,030,000				151,500	09/01/2014	1FE
899674-BM-6	TULSA OK PUB FAC ASSEMBLY CTR LSE 85		07/01/2014	MATURED		865,000	865,000	865,000	865,000						865,000				57,090	07/01/2014	1FE
74526Q-CU-4	PUERTO RICO ELEC PWR AUTH 2005 Q0		07/02/2014	GOLDMAN, SACHS & CO.		402,750	450,000	514,777	476,389		(2,809)		(2,809)		473,580		(70,830)	(70,830)	25,231	07/01/2018	3FE
586111-JE-7	MEMPHIS-SHELBY QNTY TN ARPT 03A REF		09/01/2014	MATURED		1,145,000	1,145,000	1,216,895	1,150,338		(5,338)		(5,338)		1,145,000				60,113	09/01/2014	1FE
074561-MF-5	BEAUMONT TEX WTRIKS & SWR SYS		08/14/2014	COMPANY, L.L.C.		117,918	100,000	116,353							116,353		1,565	1,565		09/01/2019	1FE
078027-CR-8	BELL QNTY TX HLTH RENAISSANCE 1996		08/13/2014	CALLED @ 107.08460500		4,149,528	3,875,000	1,557,024	1,825,125						1,825,125		2,324,403	2,324,403	385,414		

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
313550-SC-8	FNMA		09/17/2014	GOLDMAN, SACHS & CO.		7,548,000	8,000,000	7,566,240			12,824		12,824		7,579,064		(31,064)	(31,064)	50,547	12/06/2022	1FE
592643-CC-2	METROPOLITAN WASH D C ARPTS AU		09/29/2014	Various		5,190,763	4,965,000	5,160,820			(6,682)		(6,682)		5,154,138		36,625	36,625	74,505	10/01/2053	2FE
956597-BQ-0	WEST VIRGINIA ST BLDG COMM JAIL 98A		07/01/2014	CALLED @ 100.00000000		440,000	440,000	491,378	453,936		(2,606)		(2,606)		451,331		(11,331)	(11,331)	23,650	07/01/2018	2
3199999	Subtotal - Bonds - U.S. Special Revenues					187,288,637	195,617,930	189,923,957	155,223,472	97,507	(799,959)		(702,453)		183,418,352		3,870,284	3,870,284	7,991,052	XXX	XXX
68245X-AA-7	1011778 BC UNLIMITED LIABILITY CO	A	09/26/2014	Various		4,505,513	4,530,000	4,484,700							4,484,700		20,813	20,813		04/01/2022	5FE
02474R-AB-9	ABC SUPPLY HLDGS CO TERM B LOAN		09/30/2014	SCHEDULED REDEMPTION		50,000	50,000	50,237	42,542	212	(263)		(51)		50,000				73	04/16/2020	4FE
00084D-AG-5	ABN AMRO BANK NV	F	07/28/2014	BNP CAPITAL MARKETS		11,145,970	11,000,000	11,031,790			(3,319)		(3,319)		11,028,471		117,499	117,499	206,250	10/30/2018	1FE
00432C-DH-1	ACCESS GROUP, INC. ABS		08/25/2014	SCHEDULED REDEMPTION		1,865,033	1,865,033	1,754,296	1,803,411		61,621		61,621		1,865,033				3,385	08/25/2026	1FE
00507U-AA-9	ACTAVIS FUNDING SCS	E	07/07/2014	BARCLAYS		4,964,450	5,000,000	4,987,000			249		249		4,987,249		(22,799)	(22,799)	3,792	06/15/2017	2FE
00507U-AC-5	ACTAVIS FUNDING SCS	E	09/23/2014	Various		14,823,800	15,000,000	14,908,700			851		851		14,909,551		(85,751)	(85,751)	91,535	06/15/2019	2FE
00100U-AE-2	ADS WASTE MANAGEMENT HLDGS INC NEW TLB2		09/30/2014	SCHEDULED REDEMPTION		12,594	12,594	12,699	12,650	53	(109)		(56)		12,594				240	10/09/2019	4FE
00101J-AE-6	ADT CORP		07/15/2014	Various		1,476,965	1,500,000	1,498,688	1,476,095	22,789	165		22,954		1,499,048		(22,083)	(22,083)	33,790	07/15/2017	3FE
00769E-AN-0	ADVANTAGE SALES & MARKETING TERM LOAN (F		07/25/2014	SCHEDULED REDEMPTION		3,187,783	3,187,783	3,191,835			(4,053)		(4,053)		3,187,783				32,008	12/17/2017	4FE
00766T-AA-8	AECOM TECHNOLOGY CORP		09/30/2014	INC.		1,641,250	1,625,000	1,625,000							1,625,000		16,250	16,250		10/15/2022	3FE
05377R-AS-3	AESOP FUNDING I I LLC ABS		09/20/2014	SCHEDULED REDEMPTION		5,250,000	5,250,000	5,248,334	5,249,620		380		380		5,250,000				138,396	11/20/2015	2AM
00828K-AF-2	AFFINION GROUP TRANCHE B TL		09/30/2014	SCHEDULED REDEMPTION		11,881	11,881	11,862			20		20		11,881				96	04/30/2018	4FE
02660V-AY-4	AHMA 05-2 RMBS		09/25/2014	SCHEDULED REDEMPTION		12,658	13,035	5,713	6,088		6,570		6,570		12,658				69	03/25/2036	1FIM
10001U-AB-5	AI CHEM & CY SCA TRANCHE B-1 TL	E	08/13/2014	Various		621,169	618,079	615,334			138		138		615,472		5,697	5,697	4,719	10/03/2019	4FE
10001U-AC-3	AI CHEM & CY US ACQUISIC INC TRANCHE B-2	E	08/13/2014	Various		322,295	320,691	319,267			72		72		319,339		2,956	2,956	2,448	10/03/2019	4FE
00912X-AP-9	AIR LEASE CORP		09/24/2014	Various		12,954,680	13,000,000	12,954,500			476		476		12,954,976		(296)	(296)	9,976	01/15/2018	2FE
009363-AG-7	AIRGAS INC		09/15/2014	MATURED		5,000,000	5,000,000	4,994,000	4,999,073		927		927		5,000,000				225,000	09/15/2014	2FE
015271-AF-6	ALEXANDRIA REAL ESTATE EQUITIES IN		07/16/2014	WELLS FARGO		10,030,600	10,000,000	9,979,300			29		29		9,979,329		51,271	51,271	2,292	01/15/2020	2FE
015271-AG-4	ALEXANDRIA REAL ESTATE EQUITIES IN		07/10/2014	SUSQUEHANNA FINANCIAL		5,044,250	5,000,000	4,995,600							4,995,600		48,650	48,650		07/30/2029	1
018581-AG-3	ALLIANCE DATA SYSTEMS CORP		07/24/2014	KEYCORP		750,938	750,000	750,000							750,000		938	938		08/01/2022	1
01881C-AH-8	ALLIANT TECHSYSTEMS TLB		09/30/2014	SCHEDULED REDEMPTION		100,999	100,999	100,999	100,999						100,999				17	11/02/2020	2FE
01973J-AH-2	ALLISON TRANSMISSION, INC. NEW TERM B3		09/30/2014	SCHEDULED REDEMPTION		37,730	37,730	38,007	12,509	45	(286)		(241)		37,730				126	08/23/2019	3FE
02005M-AG-7	ALLY AUTO RECEIVABLES TRUST ABS		07/15/2014	SCHEDULED REDEMPTION		8,000,000	8,000,000	7,967,500	7,995,475		4,525		4,525		8,000,000				106,867	11/16/2015	1FE
02005N-AT-7	ALLY FINANCIAL INC		07/11/2014	BANK OF AMERICA/MERRILL		5,778,750	5,750,000	5,697,963			4,493		4,493		5,702,455		76,295	76,295	94,476	01/27/2019	3FE
02076X-AG-7	ALPHA NATURAL RESOURCES INC		07/10/2014	LYNCH							(30)		(30)		2,501,220		(113,720)	(113,720)	28,646	08/01/2020	4FE
021441-AE-0	ALTERA CORP		07/25/2014	JPMORGAN CHASE & CO.		24,290,160	24,000,000	23,872,560	23,876,523		13,846		13,846		23,890,369		399,791	399,791	446,667	11/15/2018	2FE
02154V-AA-9	ALTICE SA	F	08/13/2014	Various		3,425,625	3,250,000	3,250,000							3,250,000		175,625	175,625	67,813	05/15/2022	4FE
03036W-AB-1	AMAYA HLDGS USD SECOND LIEN TL	E	08/21/2014	BARCLAYS BANK		1,010,000	1,000,000	990,000			7		7		990,007		19,993	19,993		08/01/2022	5FE
00164D-AM-5	AMC ENMTT INC INITIAL TERM LOANS		09/30/2014	Various		2,994,289	3,016,789	3,043,363	3,019,340	23,769	(2,434)		21,335		3,040,675		(46,386)	(46,386)	82,857	04/30/2020	3FE
00164V-AC-7	AMC NETWORKS INC		07/23/2014	LYNCH		6,020,000	6,000,000	5,983,750	5,715,000	269,759	737		270,496		5,985,496		34,504	34,504	163,347	12/15/2022	4FE
03063P-AE-2	AMCAR 10-3 ABS		09/08/2014	SCHEDULED REDEMPTION		875,457	875,457	875,380			16		16		875,457				21,091	04/08/2016	1FE
03064M-AE-8	AMCAR 11-1 ABS		09/08/2014	SCHEDULED REDEMPTION		2,824,807	2,824,807	2,824,059	2,824,610		197		197		2,824,807				58,133	08/08/2016	1FE
02376X-AA-7	AMERICAN AIRLINES INC		09/22/2014	CITIGROUP GLOBAL MARKETS		5,087,500	5,000,000	5,000,000							5,000,000		87,500	87,500	5,469	04/01/2024	2Z
023766-AA-6	AMERICAN AIRLINES INC ABS		07/31/2014	Various		970,711	970,711	970,711	970,711						970,711				56,134	01/15/2021	3FE
02376T-AA-6	AMERICAN AIRLINES INC ABS		07/31/2014	Various		1,851,443	1,851,443	1,851,443	1,851,443						1,851,443				68,742	01/15/2022	3FE
02376C-AH-8	AMERICAN AIRLINES INC. CLASS B TL		09/30/2014	SCHEDULED REDEMPTION		22,500	22,500	22,394	22,394		106		106		22,500				640	06/27/2019	3FE
02406P-AN-0	AMERICAN AXLE & MANUFACTURING INC		07/11/2014	CITIGROUP GLOBAL MARKETS		3,157,500	3,000,000	3,022,500	3,021,852		(2,627)		(2,627)		3,019,226		138,274	138,274	104,208	02/15/2019	4FE
02660T-FJ-7	AMERICAN HOME MORTGAGE INVESTMENT TRUST		09/01/2014	SCHEDULED REDEMPTION		348,119	348,119	224,831	240,505		107,614		107,614		348,119				12,708	01/25/2041	1FIM
026874-CZ-8	AMERICAN INTERNATIONAL GROUP INC		09/26/2014	SWITZERLAND		4,968,000	5,000,000	4,989,900			399		399		4,990,299		(22,299)	(22,299)	23,958	07/16/2019	2FE
031162-BU-3	AMGEN INC		07/22/2014	SUSQUEHANNA FINANCIAL		4,990,750	5,000,000	4,990,350			321		321		4,990,671		79	79	19,250	05/22/2019	2FE
031652-BC-3	AMKOR TECHNOLOGIES INC		07/10/2014	GROUP LLLP		1,040,000	1,000,000	1,051,875	1,042,841		(6,810)		(6,810)		1,036,031		3,969	3,969	52,035	05/01/2018	3FE
032095-AD-3	AMPHENOL CORP		09/25/2014	GOLDMAN, SACHS & CO.		13,000,350	13,000,000	12,986,740			177		177		12,986,917		13,433	13,433	8,267	09/15/2017	2FE
032095-AE-1	AMPHENOL CORP		09/29/2014	Various		19,990,150	20,000,000	19,982,400			97		97		19,982,497		7,653	7,653	26,910	09/15/2021	2Z

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)
03232P-AB-4	AMSURG CORP		07/01/2014	CITIGROUP GLOBAL MARKETS		3,252,000	3,200,000	3,221,539	3,219,889		(1,862)		(1,862)		3,218,028		33,972	33,972	108,500	11/30/2020	4FE
03232U-AA-5	AMSURG CORP		07/02/2014	CITIGROUP GLOBAL MARKETS		1,268,750	1,250,000	1,250,000							1,250,000		18,750	18,750		07/15/2022	1
032511-BK-2	ANADARKO PETROLEUM CORP		07/25/2014	Various		15,015,850	15,000,000	14,899,500			66		66		14,899,566		116,284	116,284	28,125	07/15/2044	2FE
037833-AP-5	APPLE INC		08/11/2014	MORGAN STANLEY		24,977,000	25,000,000	25,000,000							25,000,000		(23,000)	(23,000)	36,388	05/06/2019	1FE
03832T-AB-0	APPVION INC. TERM LOAN		10/18/2013	VARIOUS															48,770	06/28/2019	4FE
03852C-AU-0	ARIAMARK CORP. US TERM F LOAN		09/30/2014	SCHEDULED REDEMPTION		30,668	30,668	30,738			(70)		(70)		30,668				255	02/24/2021	4FE
03938L-AP-9	ARCELORMITTAL	F	07/10/2014	BANK OF AMERICA/MERRILL LYNCH		3,347,375	3,050,000	3,065,250			(95)		(95)		3,065,155		282,220	282,220	171,563	10/15/2039	3FE
03938L-AW-4	ARCELORMITTAL	F	07/15/2014	GOLDMAN, SACHS & CO.		2,631,250	2,500,000	2,492,275	2,494,914		827		827		2,495,741		135,509	135,509	49,653	02/25/2017	3FE
03938D-AD-4	ARCH COAL, INC. TERM LOAN B		09/30/2014	Various		993,061	1,005,561	996,390			636		636		997,026		(3,964)	(3,964)		05/16/2018	4FE
03968M-AB-1	ARDAGH HLDGS USA INITIAL DOLLAR TL		07/03/2014	SCHEDULED REDEMPTION		995,000	995,000	990,175			4,825		4,825		995,000				8,222	12/17/2019	4FE
04012V-AA-7	ARES 07-12A CDO - CF - LOANS	E	08/25/2014	SCHEDULED REDEMPTION		1,693,501	1,693,501	1,652,857	1,652,436		41,065		41,065		1,693,501				11,086	11/25/2020	1FE
007036-PC-4	ARMT 05-6A RMBS	F	09/25/2014	SCHEDULED REDEMPTION		20,831	20,831	20,831	9,799	11,034	(2)		11,032		20,831				118	11/25/2035	1FM
04363U-AA-4	ASCIANO FINANCE		07/07/2014	BARCLAYS		13,289,120	13,000,000	12,777,990	12,912,828		25,865		25,865		12,938,693		350,427	350,427	323,872	09/23/2015	2FE
045054-AC-7	ASHTED CAPITAL INC	R	09/12/2014	DEUTSCHE BANK AG		1,395,625	1,375,000	1,375,000							1,375,000		20,625	20,625		10/01/2024	3FE
04649V-AG-5	ASURION LLC INCREMENTAL TRANCHE B-1 TL		09/30/2014	Various		7,061,489	7,009,047	6,950,432			2,830		2,830		6,953,262		108,227	108,227	94,506	05/24/2019	4FE
00488K-AE-6	ATLANTIC BROADBAND PENN (ACQ COGECO) TLB		09/30/2014	SCHEDULED REDEMPTION		34,569	34,569	34,543	21,844	105	26		131		34,569				287	11/30/2019	3FE
04963W-AB-2	ATRM 5C CDO - CF - LOANS	E	07/17/2014	CITIGROUP GLOBAL MARKETS		20,528,724	20,586,366	20,382,561	20,377,518		41,496		41,496		20,419,014		109,710	109,710	57,934	07/20/2020	1FE
05068M-67-9	AUCT PT 2006-5B ABS		07/24/2014	DISTRIBUTION		13											13	13		04/10/2026	1AM
05068M-69-5	AUCT PT 2006-6B ABS		08/13/2014	DISTRIBUTION		19											19	19		04/10/2026	1AM
05070C-30-5	AUCTION PASS THROUGH TST B7-3 ABS		08/28/2014	DISTRIBUTION		4											4	4		05/29/2027	1AM
05070G-AE-8	AUDATEX NORTH AMERICA IN		08/11/2014	BANK OF AMERICA/MERRILL LYNCH		6,832,813	6,500,000	6,752,500	2,767,086		(6,335)		(6,335)		6,745,751		87,061	87,061	202,333	06/15/2021	3FE
02967P-AB-0	AVAGO TECH TERM LOANS	E	09/15/2014	SCHEDULED REDEMPTION		5,000	5,000	4,975			25		25		5,000				15,625	05/06/2021	3FE
05367A-AF-0	AVIATION CAPITAL GROUP CORP		07/10/2014	JPMORGAN CHASE & CO.		2,072,600	2,000,000	2,075,000	2,065,776	8,640	(14,254)		(5,614)		2,060,163		12,438	12,438	62,000	09/27/2016	3FE
05377J-AL-6	AVIS BUDGET CAR RENTAL LLC TRANCHE B TL		09/30/2014	SCHEDULED REDEMPTION		21,331	21,331	21,340	21,289	51	(9)		43		21,331				485	03/15/2019	3FE
90347B-AG-3	AXALTA COATING (DUPONT) NEW 2014 TLB		09/30/2014	Various		231,281	231,281	232,510			(1,229)		(1,229)		231,281				12,918	02/03/2020	4FE
05463D-AA-8	AXIALL CORP		08/14/2014	Various		992,500	1,000,000	1,018,176			(590)		(590)		1,017,586		(25,086)	(25,086)	12,729	05/15/2023	3FE
05476F-AL-4	AZ CHEM US INC 2ND LIEN INIT TL		08/06/2014	GOLDMAN, SACHS & CO.		1,012,500	1,000,000	995,000			1		1		995,001		17,499	17,499	(6,931)	06/12/2022	4FE
05476F-AP-5	AZ CHEM US INC INITIAL TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		27,397	27,397	27,260			137		137		27,397					06/12/2021	3FE
05616X-AC-6	BABSON 07-1 CDO - CF - LOANS		07/18/2014	SCHEDULED REDEMPTION		3,416,133	3,416,133	3,344,395	3,351,691		64,443		64,443		3,416,133				11,709	01/18/2021	1FE
05615M-AA-5	BABSON 05-3A A1 CDO - CF - LOANS	E	08/11/2014	SCHEDULED REDEMPTION		987,363	987,363	907,280	951,555		35,808		35,808		987,363				3,605	11/10/2019	1FE
05523U-AK-6	BAE SYSTEMS (HOLDINGS) LTD	F	09/30/2014	CANTOR FITZGERALD		2,497,525	2,500,000	2,492,575							2,492,575		4,950	4,950		10/07/2024	2FE
05946X-SC-8	BAFC 2005-B 3A3 RMBS		09/22/2014	SCHEDULED REDEMPTION		67,108	67,108	47,112	49,131		17,977		17,977		67,108				234	04/20/2035	1FM
058928-AA-0	BAFC 2006-B 1A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		37,352	166,754	98,493	108,160		(70,808)		(70,808)		37,352				3,340	03/20/2036	1FM
059522-AB-8	BAFC 2007-C 6A2 RMBS		09/22/2014	SCHEDULED REDEMPTION		56,115	56,115	32,848	32,976		23,139		23,139		56,115				120	05/20/2047	1FM
05953Y-BJ-9	BAFC 07-4A RMBS		09/01/2014	SCHEDULED REDEMPTION		402,068	519,182	479,834			(77,766)		(77,766)		402,068				17,554	08/25/2053	4FM
059522-AC-6	BAFC 07-C RMBS		09/22/2014	SCHEDULED REDEMPTION		55,724	55,724	35,723	35,994		19,730		19,730		55,724				114	09/25/2049	1FM
05955Y-AM-1	BAFC 10-R3 RMBS		09/01/2014	SCHEDULED REDEMPTION		252,017	252,017	251,387	251,727		291		291		252,017				9,369	09/26/2037	1FM
058498-AQ-9	BALL CORP		08/13/2014	MIZUHO SECURITIES USA INC.		1,055,000	1,000,000	983,750	987,403		878		878		988,281		66,719	66,719	43,604	05/15/2021	3FE
05874E-AB-7	BALLYROCK 06-2 SB CDO - CF - LOANS	E	07/14/2014	SCHEDULED REDEMPTION		3,602,919	3,602,919	2,669,109	3,026,452	514,872	1,058,457		1,573,328		3,602,919				298,278	07/14/2020	6S
07386H-SQ-5	BALTA 05-4 RMBS		09/25/2014	SCHEDULED REDEMPTION		131,699	131,699	131,823	117,208		14,512		14,491		131,699				683	04/25/2035	1FM
050705-30-0	BANK OF AMERICA - RITS 2007-2 ABS		08/19/2014	DISTRIBUTION		6											6	6		08/21/2027	1AM
06366R-MT-9	BANK OF MONTREAL	G	07/16/2014	WELLS FARGO		10,082,300	10,000,000	10,000,000	10,000,000						10,000,000		82,300	82,300	66,349	04/09/2018	1FE
06366R-PS-8	BANK OF MONTREAL	G	07/17/2014	BANK MONTREAL / NESBITT BURNS		26,166,920	26,000,000	26,000,000	26,000,000						26,000,000		166,920	166,920	152,934	07/15/2016	1FE
06406H-CJ-1	BANK OF NEW YORK MELLON CORP/THE		09/24/2014	CANTOR FITZGERALD		10,970,310	11,000,000	10,978,660			1,513		1,513		10,980,173		(9,863)	(9,863)	90,689	05/15/2019	1FE
07014Q-AF-8	BASS PRO GROUP TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		7,652	7,652	7,710			(57)		(57)		7,652				7	11/20/2019	4FE
05539B-ED-2	BOP 12-RR3 RMBS		09/01/2014	SCHEDULED REDEMPTION		530,843	530,843	522,880	524,895		5,948		5,948		530,843				8,030	11/26/2026	1FM
075896-AA-8	BED BATH & BEYOND INC		07/30/2014	Various		15,017,650	15,000,000	14,999,850							14,999,850		17,800	17,800	22	08/01/2034	2Z
075896-AB-6	BED BATH & BEYOND INC		08/27/2014	Various		6,713,755	6,500,000	6,591,790			(251)		(251)		6,591,539		122,216	122,216	26,964	08/01/2034	2FE
075896-AC-4	BED BATH & BEYOND INC		07/15/2014	Various		5,030,612	5,000,000	4,999,850							4,999,850		30,762	30,762	86	08/01/2044	2FE
077454-AG-1	BELDEN INC		07/24/2014	Various		4,012,813	4,000,000	4,033,750			(199)		(199)		4,033,551		(20,738)	(20,738)	15,203	07/15/2024	4FE
081437-AG-0	BEIIMS COMPANY INC		08/01/2014	MATURED		3,000,000	3,000,000	2,994,930	2,999,935		665		665		3,000,000				169,500	08/01/2014	2FE

STATEMENT AS OF SEPTEMBER 30, 2014 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-ign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
08511L-AH-1	BERLIN PACKAGING LLC TERM LOAN		07/11/2014	BANK OF AMERICA		1,503,656	1,492,462	1,486,072				245	245		1,486,318		17,338	17,338	9,454	04/02/2019	4FE
08579J-AJ-1	BERRY PLASTICS CORP NEW TL D		09/30/2014	Various		2,010,012	2,027,512	7,095,662	1,088,386	4,558	(5,073,819)		(5,069,261)		2,021,843		(11,831)	(11,831)	20,494	02/10/2020	4FE
08579J-AK-8	BERRY PLASTICS HLDGS CORP TERM LOAN E		09/30/2014	SCHEDULED REDEMPTION		15,890	15,890	15,890				40	40		15,890				303	01/06/2021	4FE
09061A-AS-3	BIOMET INC. DOLLAR TERM LOAN B2		07/25/2014	SCHEDULED REDEMPTION		43,516	43,516	43,593	43,534	64	(82)		(18)		43,516				6,482	07/25/2017	4FE
05578N-AC-4	BMC SOFTWARE INC. TERM LOAN FRGN		09/30/2014	SCHEDULED REDEMPTION		12,500	12,500	12,379				121	121		12,500				318	09/10/2020	4FE
05578N-AD-2	BMC SOFTWARE INC. TERM LOAN US		09/30/2014	Various		5,241,525	5,259,620	5,241,399	74,794	381	596		978		5,242,019		(494)	(494)	125,061	09/10/2020	4FE
05948K-F9-5	BOAA 2005-6 6A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		253,586	253,586	244,434	235,489		18,097		18,097		253,586				9,326	09/25/2022	1FHL
096629-AA-8	BOARDWALK PIPELINES LLC		09/11/2014	JPMORGAN CHASE & CO.		3,240,030	3,000,000	3,249,720	3,127,410		(27,918)		(27,918)		3,099,491		140,539	140,539	185,625	02/01/2017	2FE
096630-AA-6	BOARDWALK PIPELINES LLC		09/11/2014	JPMORGAN CHASE & CO.		1,602,161	1,477,000	1,607,921	1,546,316		(16,356)		(16,356)		1,529,960		72,201	72,201	72,553	11/15/2016	2FE
				CITIGROUP GLOBAL MARKETS																	
097751-AY-7	BOMBARDIER INC	A	09/17/2014			500,000	500,000	501,250	496,250	4,976	(87)		4,889		501,139		(1,139)	(1,139)	29,309	03/15/2022	3FE
101137-AM-9	BOSTON SCIENTIFIC CORP		07/29/2014	U.S. BANCORP		10,178,180	10,000,000	9,995,400	9,995,723		497		497		9,996,219		181,961	181,961	256,167	10/01/2018	2FE
10330J-AL-2	BOYD GAMING CORP TLB		09/12/2014	Various		7,067,957	7,042,957	7,026,750				510	510		7,027,260		40,697	40,697	22,217	08/14/2020	3FE
				NOMURA SECURITIES																	
05565Q-CE-6	BP CAPITAL MARKETS PLC	E	08/07/2014	INTERNATIONAL INC		9,915,200	10,000,000	9,972,100	9,975,572		3,350		3,350		9,978,922		(63,722)	(63,722)	103,889	05/10/2018	1FE
10801X-AF-4	BRICKMAN GRP (GARDEN) INITIAL TL		09/30/2014	Various		2,977,444	3,007,444	3,017,212			(364)		(364)		3,016,847		(39,403)	(39,403)	40,087	12/18/2020	4FE
10919R-AC-3	BRIGHT HORIZONS FAMILY TLB 2013		09/30/2014	SCHEDULED REDEMPTION		1,875	1,875	1,837	1,858		17		17		1,875				3	01/30/2020	4FE
111013-AG-3	BRITISH SKY BROADCASTING	F	07/30/2014	CREDIT SUISSE		4,278,623	3,775,000	4,180,548	4,032,683		(34,251)		(34,251)		3,998,432		280,191	280,191	223,239	02/15/2018	2FE
111013-AL-2	BRITISH SKY BROADCASTING GROUP PLC	F	09/29/2014	SOCIETE GENERALE		4,995,000	5,000,000	4,981,000			70		70		4,981,070		13,930	13,930	8,333	09/16/2024	2Z
111320-AD-9	BROADCOM CORP	F	08/29/2014	CALLED @ 102.34280600		3,000,000	3,000,000	2,993,320	2,993,645		2,259		2,259		2,995,904		4,096	4,096	129,263	11/01/2015	1FE
07384M-4L-3	BSARM_04-10 RMBS		09/01/2014	SCHEDULED REDEMPTION		17,214	17,214	16,949			265		265		17,214				338	05/25/2053	1FHL
07384M-6H-0	BSARM_04-12 RMBS		09/01/2014	SCHEDULED REDEMPTION		116,195	116,195	114,252	114,353		1,842		1,842		116,195				2,221	10/25/2051	1FHL
07384M-6M-9	BSARM_04-12 RMBS		09/01/2014	SCHEDULED REDEMPTION		363,109	363,109	351,606	352,242		10,867		10,867		363,109				6,941	10/25/2051	1FHL
09254D-AA-3	BSIS_06-4A CDO - CF - LOANS	E	07/21/2014	SCHEDULED REDEMPTION		2,279,353	2,279,353	2,230,347	2,234,455		44,898		44,898		2,279,353				8,219	04/20/2019	1FE
				JEFFERIES & COMPANY, INC.																	
120111-BK-4	BUILDING MATERIALS CORP		07/09/2014			1,037,500	1,000,000	1,075,000	1,045,007		(9,149)		(9,149)		1,035,858		1,642	1,642	62,830	08/15/2018	3FE
121206-AN-6	BURGER KING CORP TERM LOAN B		09/30/2014	SCHEDULED REDEMPTION		3,496	3,496	3,522			(26)		(26)		3,496				115	09/28/2019	3FE
05604X-AK-2	BUWAY HOLDING INITIAL TERM LOAN		09/30/2014	Various		1,005,000	1,006,250	996,188			67		67		996,254		8,746	8,746	27	08/14/2020	4FE
12467A-AD-0	C&S GROUP ENTERPRISES LLC		09/05/2014	Various		2,387,000	2,400,000	2,400,000							2,400,000		(13,000)	(13,000)	13,617	07/15/2022	4FE
413626-AV-4	CAESARS ENT OPER CO TERM LOAN B-7		08/19/2014	CREDIT SUISSE		1,503,750	1,500,000	1,488,750							1,488,750		15,000	15,000	(19,590)	03/01/2017	5FE
12768Q-AB-5	CAESARS GROWTH PROP 1ST LIEN		09/30/2014	SCHEDULED REDEMPTION		8,750	8,750	8,706			44		44		8,750				126	05/08/2021	4FE
				BANK OF AMERICA/MERRILL																	
13057Q-AA-5	CALIFORNIA RESOURCES CORP		09/25/2014	LYNCH		1,007,500	1,000,000	1,000,000							1,000,000		7,500	7,500		01/15/2020	3FE
				BANK OF AMERICA/MERRILL																	
13057Q-AE-7	CALIFORNIA RESOURCES CORP		09/17/2014	LYNCH		1,813,438	1,750,000	1,750,000							1,750,000		63,438	63,438		11/15/2024	3FE
131244-AC-9	CALLIDUS IV A1B CDO - CF - LOANS	E	07/17/2014	SCHEDULED REDEMPTION		1,038,591	1,038,591	967,773	1,012,060		26,531		26,531		1,038,591				1,946	04/17/2020	1FE
13134N-AD-3	CALPINE CONSTRUCTION FIN 7 YR TL B-1		09/30/2014	SCHEDULED REDEMPTION		12,500	12,500	12,473	12,373	98	29		127		12,500				96	05/03/2020	3FE
131347-BW-5	CALPINE CORP		07/22/2014	TENDER OFFER		5,252,301	4,844,000	5,135,225	5,061,537		(23,279)		(23,279)		5,038,258		214,042	214,042	485,409	02/15/2021	3FE
131347-CE-4	CALPINE CORP		08/13/2014	Various		1,627,500	1,625,000	1,625,000							1,625,000		2,500	2,500	3,882	01/15/2023	4FE
131347-CF-1	CALPINE CORP		09/08/2014	Various		1,622,500	1,625,000	1,625,000							1,625,000		(2,500)	(2,500)	7,826	01/15/2025	4FE
13134M-BC-6	CALPINE CORP NEW TERM LOAN		08/06/2014	HSBC SECURITIES, INC.		1,994,975	1,990,000	1,999,476			(364)		(364)		1,999,111		(4,136)	(4,136)	4,781	10/30/2020	4FE
13134M-AW-3	CALPINE CORP TLB (03-11)		09/30/2014	Various		4,013,307	3,998,346	4,018,076			(1,224)		(1,224)		4,016,851		(3,544)	(3,544)	64,538	04/01/2018	3FE
13134M-BA-0	CALPINE CORP TLB (10-12) 7YR SECURED		09/30/2014	SCHEDULED REDEMPTION		1,250	1,250	1,245			5		5		1,250				22	10/09/2019	4FE
				NOMURA SECURITIES																	
140420-ND-8	CAPITAL ONE BANK USA NA		08/12/2014	INTERNATIONAL INC		4,011,200	4,000,000	3,999,880	3,999,884		25		25		3,999,909		11,291	11,291	33,733	11/21/2016	1FE
14040H-AX-3	CAPITAL ONE FINANCIAL CO		08/12/2014	BARCLAYS		10,409,000	10,000,000	9,974,900	9,986,731		3,155		3,155		9,989,886		419,114	419,114	341,250	07/15/2016	2FE
14313E-AF-9	CARMAX AUTO OWNER TRUST ABS		07/15/2014	SCHEDULED REDEMPTION		6,085,000	6,304,540	6,131,300			(46,300)		(46,300)		6,085,000				183,869	12/15/2016	1FE
14754D-AG-5	CASH AMERICA INTERNATIONAL INC		08/08/2014	Various		5,991,063	5,800,000	5,802,703			(250)		(250)		5,802,454		188,609	188,609	243,169	05/15/2018	2
14880B-AE-1	CATALENT PHARMA DOLLAR TL		09/30/2014	SCHEDULED REDEMPTION		5,000	5,000	5,009			(9)		(9)		5,000				20	05/20/2021	3FE
12505F-AE-1	CBS OUTDOOR AMERICAS CAPITAL LLC		09/25/2014	WELLS FARGO		3,929,250	3,900,000	3,900,000							3,900,000		29,250	29,250		03/15/2025	4Z
17305E-FC-4	CCOIT_13-A3 ABS		09/19/2014	Various		47,172,703	46,950,000	47,267,551			(19,059)		(19,059)		47,248,492		(75,789)	(75,789)	272,718	07/23/2018	1FE
				CITIGROUP GLOBAL MARKETS																	
17305E-FN-0	CCOIT_14-A2 ABS		09/19/2014			8,943,750	9,000,000	8,986,680			1,122		1,122		8,987,802		(44,052)	(44,052)	50,745	02/22/2019	1FE
11300R-AB-8	C&D R MIL. HOLDCO (MAUSER) 1ST LIEN	E	09/05/2014	CREDIT SUISSE		1,498,125	1,500,000	1,492,500			5		5		1,492,505		5,620	5,620		07/31/2021	4FE
11300R-AG-7	C&D R MIL. HOLDCO (MAUSER) 2ND LIEN	E	09/09/2014	CREDIT SUISSE		2,480,000	2,500,000	2,475,000			19		19		2,475,019		4,981	4,981	(7,533)	07/31/2022	5FE
12513G-AZ-2	CDW LLC / CDW FINANCE CORP		08/13/2014	Various		1,931,250	1,875,000	1,875,000							1,875,000		56,250	56,250	3,063	08/15/2022	4FE
12512Y-AD-3	CDW LLC TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		60,069	60,069	59,945	49,792	136	132		268		60,069				499	04/29/2020	3FE
125113G-AX-7	CDW LLC/CDW FINANCE		09/05/2014	CALLED @ 108.76400000		1,332,000	1,332,000	1,483,515	1,471,860	1,655	(45,631)		(43,977)		1,427,883		(95,883)	(95,883)	221,779	04/01/2019	4FE

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)
151020-AN-4	CELGENE CORP		07/23/2014	WELLS FARGO		7,503,975	7,500,000	7,481,325			719		719		7,482,044		21,931	21,931	34,219	05/15/2019	2FE
15134N-AB-2	CENGAGE LEARNING ACQ ORIG TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		10,000	10,000	10,125			(125)		(125)		10,000				179	03/31/2020	4FE
156700-AQ-9	CENTURYLINK INC		07/08/2014	GOLDMAN, SACHS & CO.		5,387,500	5,000,000	4,987,500	4,992,333		1,086		1,086		4,993,419		394,081	394,081	147,347	06/15/2017	3FE
156700-AL-0	CENTURYTEL INC		07/08/2014	MORGAN STANLEY		2,200,000	2,000,000	2,136,440	2,079,344		(12,095)		(12,095)		2,067,250		132,750	132,750	33,333	04/01/2017	3FE
15672E-AJ-3	CEQUEL COMMUNICATIONS TERM LOAN B		09/30/2014	SCHEDULED REDEMPTION		51,098	51,098	51,308	51,140	184	(226)		(42)		51,098				387	02/14/2019	3FE
16117L-BC-2	CHARTER COMM. OPER. TERM LOAN E		09/30/2014	SCHEDULED REDEMPTION		20,000	20,000	19,903	19,844	62	94		156		20,000				455	07/01/2020	3FE
161630-BD-9	CHASE 2007-A1 11M1 RMBS		09/01/2014	SCHEDULED REDEMPTION		102,630	104,775	75,430	71,893		30,738		30,738		102,630				1,901	03/25/2037	1FM
16282F-AC-5	CHECKOUT HLDGS CORP TERM LOAN B		09/30/2014	SCHEDULED REDEMPTION		8,750	8,750	8,706			44		44		8,750				35	04/09/2021	4FE
165167-QM-7	CHESAPEAKE ENERGY CORP		09/29/2014	Various		4,132,500	4,125,000	4,155,000			(2,029)		(2,029)		4,152,971		(20,471)	(20,471)	31,739	04/15/2019	3FE
16524R-AC-7	CHESAPEAKE MIDSTREAM PARTNERS		08/21/2014	JPMORGAN CHASE & CO. PNC CAPITAL MARKETS LLC		5,318,750	5,000,000	4,972,500	4,978,062		1,604		1,604		4,979,666		339,084	339,084	195,017	04/15/2021	3FE
167736-C7-0	CHICAGO ILL WTR REV		09/17/2014			1,641,930	1,500,000	1,622,475			(136)		(136)		1,622,339		19,591	19,591	1,042	11/01/2044	1Z
17121H-AD-2	CHRYSLER GROUP LLC TERM LOAN B		09/30/2014	SCHEDULED REDEMPTION		5,089	5,089	5,089	5,089						5,089					05/24/2017	3FE
17121H-AF-7	CHRYSLER GROUP LLC TRANCHE B TERM LOAN		09/30/2014	Various		6,250	6,250	6,219			63		63		6,250				95	12/31/2018	3FE
12543K-AK-0	CHS COMMUNITY HEALTH SYS INC 2021 TLD		09/30/2014	Various		4,035,278	4,010,340	4,005,489			188		188		4,005,677		29,601	29,601	104,586	01/27/2021	3FE
12543K-AE-4	CHS/COMMUNITY HEALTH SYS INC TERM LOAN E		09/30/2014	SCHEDULED REDEMPTION		10,464	10,464	10,430	10,497		(33)		(33)		10,464				32	01/25/2017	3FE
172442-AM-7	CINEMARK USA INC. TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		17,500	17,500	17,559	17,536	29	(65)		(65)		17,500				49	12/18/2019	3FE
125581-GP-7	CIT GROUP INC		09/24/2014	Various		2,581,875	2,500,000	2,614,375			(18,497)		(18,497)		2,595,878		(14,003)	(14,003)	87,361	08/15/2017	3FE
125581-GQ-5	CIT GROUP INC		08/11/2014	STERNE AGEE CLEARING INC		3,082,500	3,000,000	3,003,125	2,925,000	77,774	(162)		77,612		3,002,612		79,888	79,888	149,583	08/15/2022	3FE
17302X-AJ-5	CITGO PETROLEUM CORP		07/24/2014	Various		2,554,375	2,500,000	2,500,000							2,500,000		54,375	54,375		08/15/2022	3Z
17308B-AL-2	CITIBANK OMNI MASTER TRUST ABS		08/15/2014	SCHEDULED REDEMPTION		46,000,000	46,000,000	50,354,375	46,966,096		(966,096)		(966,096)		46,000,000				2,461,000	08/15/2018	1FE
172967-FH-9	CITIGROUP INC		08/15/2014	TENDER OFFER		14,552,194	14,254,000	14,535,887	14,371,156		(36,313)		(36,313)		14,334,843		217,351	217,351	863,507	12/15/2015	1FE
184502-BS-0	CLEAR CHANNEL COMMUNICATIONS INC		07/17/2014	EXCHANGE		785,000	785,000	785,000							785,000				16,573	01/15/2018	6FE
18683K-AD-3	CLIFFS NATURAL RESOURCES		09/15/2014	Various		1,732,500	2,000,000	1,997,940	1,998,414		132		132		1,998,547		(266,047)	(266,047)	93,979	04/01/2021	2FE
18683K-AF-8	CLIFFS NATURAL RESOURCES		07/07/2014	MORGAN STANLEY		1,528,090	1,510,000	1,511,555			(156)		(156)		1,511,399		16,691	16,691	28,994	01/15/2018	2FE
17319B-AC-9	CML 12-6 RMBS		09/01/2014	SCHEDULED REDEMPTION		461,592	461,592	459,284	459,807		1,785		1,785		461,592				8,014	08/25/2036	1FM
17309R-AA-0	CMLTI 2006-AR6 1A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		499,754	546,715	415,090	384,508		115,246		115,246		499,754				21,952	08/25/2036	1FM
17316D-AC-8	CMLTI 10-3 RMBS		09/01/2014	SCHEDULED REDEMPTION		273,863	273,863	271,638	273,072		791		791		273,863				7,420	03/25/2046	1FM
17316D-AV-6	CMLTI 10-3 RMBS		09/01/2014	SCHEDULED REDEMPTION		651,330	651,330	647,259	648,431		2,899		2,899		651,330				24,034	10/25/2035	1FM
17310F-AC-9	CMSI 2006-5 1A3 RMBS		09/01/2014	SCHEDULED REDEMPTION		626,383	626,383	571,915	572,243		54,141		54,141		27,262				1FM	08/25/2037	1FM
12623E-AH-4	CNH CAPITAL LLC		08/27/2014	Various		9,582,500	9,500,000	9,618,948			(19,421)		(19,421)		9,599,527		(17,027)	(17,027)	230,253	02/01/2017	3FE
12621E-AG-8	CNO FINANCIAL GROUP INC		07/31/2014	OPPENHEIMER & CO., INC.		1,070,000	1,000,000	1,030,250	1,024,921		(2,765)		(2,765)		1,022,156		47,844	47,844	53,833	10/01/2020	3FE
19964L-AA-5	CNOVA 07-1 CDO - CF - LOANS	E	08/18/2014	SCHEDULED REDEMPTION		1,586,848	1,586,848	1,564,315	1,565,948		20,900		20,900		1,586,848				5,814	05/16/2019	1FE
19964B-AA-4	COLUMBUS NOV 061A CDO - CF - LOANS	E	07/18/2014	SCHEDULED REDEMPTION		3,297,235	3,297,235	3,040,051	3,119,989		177,246		177,246		3,297,235				12,426	07/18/2018	1FE
201723-AK-9	COMMERCIAL METALS CO		07/28/2014	JANNEY MONTGOMERY SCOTT LLC		1,264,250	1,300,000	1,257,750							1,257,750		6,500	6,500	13,379	05/15/2023	3FE
20337E-AL-5	COMMSCOPE INC TRANCHE 4 TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		27,740	27,740	27,791	17,768	2	(55)		(53)		27,740				80	01/15/2018	3FE
20337E-AM-3	COMMSCOPE INC. TRANCHE 3 TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		1,827	1,827	1,829	1,830		(3)		(3)		1,827				4	01/23/2017	3FE
12543D-AT-7	COMMUNITY HEALTH SYSTEMS INC		08/11/2014	Various		7,824,375	7,500,000	7,817,523			(14,024)		(14,024)		7,803,499		20,876	20,876	279,512	02/01/2022	4FE
991520-9A-7	CONNOLLY, LLC 1ST LIEN TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		5,000	5,000	4,950			50		50		5,000				29	05/14/2021	4FE
20903E-AU-9	CONSOLIDATED COMM. INC. INITIAL TERM LOA		09/30/2014	Various		2,014,944	2,002,475	2,011,780			(351)		(351)		2,011,429		3,515	3,515	23,797	12/23/2020	3FE
20904A-AA-0	CONSOLIDATED COMMUNICATIONS FINANC		09/10/2014	MORGAN STANLEY		1,503,750	1,500,000	1,500,000							1,500,000		3,750	3,750		10/01/2022	4Z
210797-AH-9	CONTINENTAL (UNITED) AIRLINES NEW TL B		06/30/2014	SCHEDULED REDEMPTION		10,625	10,625	10,719	10,666	57	(97)		(41)		10,625				192	04/01/2019	3FE
212015-AB-7	CONTINENTAL RESOURCES		07/11/2014	CALLED @ 105.83224600 DEUTSCHE BANK SECURITIES		2,388,000	2,388,000	2,641,725	2,521,139		(24,272)		(24,272)		2,496,867		(108,867)	(108,867)	292,504	10/01/2019	2FE
21676T-AB-1	COOPER-STANDARD AUTO (CS INT) TL		07/28/2014			1,000,000	1,000,000	995,000			121		121		995,121		4,879	4,879	5,534	04/04/2021	4FE
12544T-AB-0	COUNTRYWIDE HOME LOANS RMBS		09/01/2014	SCHEDULED REDEMPTION		289,683	311,091	269,133	248,488		41,195		41,195		289,683				12,791	08/25/2040	1FM
22284Y-AA-4	COVENANT SURGICAL PARTNERS INC		08/15/2014	INC.		199,500	200,000	200,000							200,000		(500)	(500)	1,653	08/01/2019	4FE
126185-AA-5	CPS AUTO TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		637,020	637,020	636,940	636,961		58		58		637,020				12,772	06/17/2019	1FE
126186-AA-3	CPS AUTO TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		657,457	657,457	657,367	657,413		44		44		657,457				13,368	04/16/2018	1FE
126195-AA-4	CPS AUTO TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		1,420,906	1,420,906	1,420,737	1,420,803		102		102		1,420,906				20,285	09/17/2018	1FE
12623N-AA-9	CPS AUTO TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		1,128,689	1,128,689	1,128,633	1,128,654		36		36		1,128,689				18,462	03/15/2019	1FE
12624G-AA-3	CPS AUTO TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		1,275,094	1,275,094	1,274,945	1,274,990		104		104		1,275,094				12,421	09/16/2019	1FE
224399-AS-4	CRANE CO		07/28/2014	RBC DOMINION SECURITIES		17,442,342	17,100,000	17,159,951	17,159,387		(6,602)		(6,602)		17,152,785		289,557	289,557	297,825	12/15/2018	2FE

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con- tractual Maturity Date	NAIC Design- ation or Market In- dicator (a)
12591W-AB-5	CRC HEALTH CORP TERM B LOAN		08/13/2014	CITIBANK		1,004,981	997,500	987,544			352		352		987,896		17,085	17,085	3,296	03/28/2021	4FE
22546Q-AM-9	CREDIT SUISSE AG (NEW YORK BRANCH)	F	07/09/2014	CREDIT SUISSE		20,041,600	20,000,000	20,000,000							20,000,000		41,600	41,600	18,783	05/26/2017	1FE
22546Q-AP-2	CREDIT SUISSE AG (NEW YORK BRANCH)	F	09/08/2014	CREDIT SUISSE		7,483,125	7,500,000	7,457,700			20		20		7,457,720		25,405	25,405	1,510	09/09/2024	1Z
22944B-AJ-7	CREDIT SUISSE MG CAP SERIES 2007-5 RMBS		09/01/2014	SCHEDULED REDEMPTION		56,447	66,037	30,921	38,810		17,638		17,638		56,447				3,304	08/25/2037	1FM
226373-AG-3	CRESTWOOD MIDSTREAM PARTNERS LP		09/02/2014	EXCHANGE		600,000	600,000	600,000	600,000						600,000				30,012	03/01/2022	4FE
226373-AJ-7	CRESTWOOD MIDSTREAM PARTNERS LP		07/10/2014	JPMORGAN CHASE & CO. MORGAN STANLEY DEAN		2,100,000	2,000,000	2,112,500		(3,457)			(3,457)		2,109,043		(9,043)	(9,043)	70,000	12/15/2020	4FE
22739P-AC-0	CROSBY WORLDWIDE LTD INIT TL (1ST LIEN)		08/13/2014	WITTER		4,987,469	4,987,469	4,985,255			96		96		4,985,351		2,118	2,118	33,492	11/23/2020	4FE
22822T-AT-3	CROWN CASTLE EXTENDING TERM B LOAN		09/30/2014	SCHEDULED REDEMPTION		60,471	60,471	60,632			(161)		(161)		60,471				161	01/31/2021	3FE
12630U-AD-8	CSC HOLDINGS INC. TERM B LOAN		09/30/2014	Various		4,911,816	4,951,114	4,936,873	4,937,013		4,212		4,212		4,941,225		(29,408)	(29,408)	101,291	04/17/2020	3FE
12642L-AA-0	CSMC 2009-13R 1A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		405,443	405,443	413,171	409,260		(3,818)		(3,818)		405,443				17,492	09/26/2037	1FM
12638P-BV-0	CSMC 07-3 RMBS		09/25/2014	SCHEDULED REDEMPTION		116,562	118,379	91,313	81,126		35,436		35,436		116,562				345	11/25/2040	1FM
12640B-GN-7	CSX CORP		09/19/2014	CALLED @ 103.03167990		3,432,000	3,432,000	3,909,975	3,561,754		(73,756)		(73,756)		3,487,998		(55,998)	(55,998)	311,397	04/01/2015	2FE
12640B-GY-3	CSX CORP		08/27/2014	JPMORGAN CHASE & CO.		1,938,960	2,000,000	1,938,960							1,938,960				38,039	03/15/2044	2FE
12645B-AA-6	CTR PARTNERSHIP LP		07/02/2014	WELLS FARGO J. P. MORGAN SECURITIES, INC.		892,500	875,000	875,000							875,000		17,500	17,500	5,426	06/01/2021	4FE
23108K-AG-3	CUMULUS MEDIA INC TERM LOAN		07/29/2014	INC.		4,947,764	4,923,148	4,961,698			(769)		(769)		4,960,929		(13,165)	(13,165)	42,543	12/23/2020	4FE
126650-BH-2	CVS CAREMARK CORP		09/08/2014	TENDER OFFER		2,506,941	2,287,000	2,611,310	2,489,597		(39,076)		(39,076)		2,450,522		56,419	56,419	169,794	06/01/2017	2FE
12668B-KC-6	CWALT 2006-J1 1A6 RMBS		09/01/2014	SCHEDULED REDEMPTION		16,660	19,741	19,000	12,446		4,214		4,214		16,660				790	01/25/2042	1FM
12667F-AK-1	CWALT 04-20B RMBS		09/25/2014	SCHEDULED REDEMPTION		52,310	52,310	52,302	52,309		1		1		52,310				151	03/25/2034	1FM
02152A-AU-3	CWALT 07-16CB RMBS		09/25/2014	SCHEDULED REDEMPTION		890,615	1,161,062	719,858	748,450		142,165		142,165		890,615				5,425	01/25/2051	1FM
02151L-AA-4	CWALT 07-20B RMBS		09/25/2014	SCHEDULED REDEMPTION		99,507	134,361	79,576	77,101		22,407		22,407		99,507				609	08/25/2047	1FM
12669E-K2-1	CWHL 2003-40 A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		6,083	6,083	6,278	6,256		(173)		(173)		6,083				196	08/25/2023	1FM
12669F-KR-3	CWHL 2004-2 1A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		916	916	806	806		110		110		916				18	02/25/2034	1FM
17025A-AF-9	CWHL 2006-17 A6 RMBS		09/01/2014	SCHEDULED REDEMPTION		551,281	577,998	441,520	463,620		87,660		87,660		551,281				24,920	01/25/2038	1FM
12543P-AK-9	CWHL 2006-21 A10 RMBS		09/01/2014	SCHEDULED REDEMPTION		157,813	159,355	133,089	127,016		30,796		30,796		157,813				6,634	03/25/2039	1FM
12544V-AD-1	CWHL 2007-5 A4 RMBS		09/01/2014	SCHEDULED REDEMPTION		109,325	109,325	90,616	85,024		24,301		24,301		109,325				4,521	01/25/2039	1FM
12669G-NM-9	CWHL 05-7 RMBS		09/25/2014	SCHEDULED REDEMPTION		5,893	5,893	5,657	5,717		176		176		5,893				41	03/25/2035	1FM
12666R-AF-7	CWHL 2006-9 1AF6 RMBS		09/01/2014	SCHEDULED REDEMPTION		128,267	164,984	138,708	136,111		(7,844)		(7,844)		128,267				6,045	10/25/2046	1FM
12668X-AC-9	CWIL 2006-SB, A3 RMBS		09/01/2014	SCHEDULED REDEMPTION		69,278	69,278	69,277	63,020	6,257	1		6,258		69,278				2,883	04/25/2036	5FM
12669R-AC-1	CWIL 07-S1 RMBS		09/01/2014	Various		(63,048)	(52,686)	(52,686)	54,012	3,683	(87)		3,595		111,828		(52,686)		141,828	11/25/2036	5FM
152314-DP-2	CXHE 01-B RMBS		09/01/2014	SCHEDULED REDEMPTION		21,000	21,000	16,904	16,633		4,367		4,367		21,000				1,105	07/25/2032	1FM
237264-AA-4	DARLING INGREDIENTS INC		09/16/2014	EXCHANGE		8,289,055	8,027,000	8,303,215	1,000,000		(14,160)		(14,160)		8,289,055				304,413	01/15/2022	4FE
23726R-AH-8	DARLING INTERNATIONAL INC TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		2,500	2,500	2,494			6		6		2,500				21	01/06/2021	3FE
23918K-AQ-1	DAVITA HEALTHCARE PARTNERS INC		08/04/2014	LYNCH		1,108,125	1,125,000	1,125,000							1,125,000		(16,875)	(16,875)	8,648	07/15/2024	4FE
23918Y-AC-2	DAVITA HEALTHCARE PARTNERS TLB		09/30/2014	SCHEDULED REDEMPTION		15,000	15,000	14,925			75		75		15,000				47	06/24/2021	3FE
23918K-AM-0	DAVITA INC		07/09/2014	DEUTSCHE BANK AG		3,556,300	3,355,000	3,589,850			(26,714)		(26,714)		3,563,136		(6,836)	(6,836)	45,071	11/01/2020	4FE
240019-BR-9	DAYTON POWER AND LIGHT CO		07/16/2014	EXCHANGE		19,975,196	20,000,000	19,966,000	19,969,146		6,050		6,050		19,975,196				309,375	09/15/2016	2FE
251510-GL-1	DBALT 2005-AR2 1A1 RMBS		08/04/2014	Various		1,530											1,530	1,530		10/25/2035	6Z*
251510-FB-4	DBALT 05-AR1 RMBS		09/25/2014	SCHEDULED REDEMPTION		16,455	16,455	7,642	8,223		8,233		8,233		16,455				53	08/25/2035	1FM
25151E-AA-1	DBALT 06-AB3 RMBS		09/01/2014	SCHEDULED REDEMPTION		34,789	81,254	49,770	35,660		(871)		(871)		34,789				2,529	12/25/2040	1FM
24664U-AA-8	DELEK & AVNER YAM TETHYS LTD	E	07/09/2014	Various		11,082,600	11,000,000	11,000,000							11,000,000		82,600	82,600	46,847	12/30/2016	2FE
24664U-AB-6	DELEK & AVNER YAM TETHYS LTD	E	07/03/2014	MORGAN STANLEY		4,065,000	4,000,000	4,000,000							4,000,000		65,000	65,000	21,509	12/30/2018	2FE
24702N-AB-6	DELL INC. TERM LOAN B		07/31/2014	SCHEDULED REDEMPTION		42,500	42,500	42,020	41,997		503		503		42,500				489	04/29/2020	3FE
247367-AX-3	DELTA AIR LINES 2002-1G1		07/02/2014	SCHEDULED REDEMPTION		189,638	189,638	197,821	196,349		(6,711)		(6,711)		189,638				12,740	07/02/2024	1FE
24736V-AA-0	DELTA AIR LINES CLASS A ABS		07/02/2014	SCHEDULED REDEMPTION		139,268	139,268	144,143	142,313		(3,044)		(3,044)		139,268				8,635	01/02/2020	1FE
25271C-AG-7	DIAMOND OFFSHORE DRILL		09/01/2014	MATURED		2,000,000	2,000,000	2,176,800	2,027,406		(27,406)		(27,406)		2,000,000				103,000	09/01/2014	1FE
25389N-AJ-6	DIGITALGLOBE INC NEW TERM LOAN B		09/30/2014	SCHEDULED REDEMPTION		27,500	27,500	27,752		157			(102)		27,500				613	01/31/2020	3FE
25470X-AH-8	DISH DBS CORP		07/08/2014	MORGAN STANLEY BANK OF AMERICA/MERRILL		3,718,750	3,500,000	3,692,500			(24,958)		(24,								

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)
26987E-AB-7	EAGLE SPINCO INC TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		11,683	11,683	11,778	11,722	81	(120)		(39)		11,683				36	01/28/2017	3FE
278642-AH-6	EBAY INC.		07/28/2014	RBC DOMINION SECURITIES		9,954,900	10,000,000	9,978,800			33		33		9,978,833		(23,933)	(23,933)	1,833	08/01/2019	1FE
28108P-AA-4	EDLINC STUDENT LOAN FUNDING ABS		07/01/2014	SCHEDULED REDEMPTION		18,954	18,954	18,954	18,954						18,954				496	10/01/2025	1FE
26844H-AB-3	EFSC COGEN HLDGS I TERM LOAN B		09/30/2014	SCHEDULED REDEMPTION		100,082	100,082	99,081			1,001		1,001		100,082				2,690	12/17/2020	3FE
292480-AA-8	ENABLE MIDSTREAM PARTNERS LP		07/28/2014	CITIGROUP GLOBAL MARKETS		9,961,700	10,000,000	9,992,600			251		251		9,992,851		(31,151)	(31,151)	42,667	05/15/2019	2FE
292480-AE-0	ENABLE MIDSTREAM PARTNERS LP		07/09/2014	CREDIT SUISSE		2,505,650	2,500,000	2,499,650			1		1		2,499,651		5,999	5,999	16,319	05/15/2044	2FE
29250N-AH-8	ENBRIDGE INC		09/23/2014	JPMORGAN CHASE & CO.		2,951,070	3,000,000	2,989,680			270		270		2,989,950		(38,880)	(38,880)	32,667	06/10/2024	1FE
129678-AC-0	ENDO LIMITED HLDGS 2014 TLB	E	09/30/2014	SCHEDULED REDEMPTION		2,500	2,500	2,488			13		13		2,500				21	03/01/2021	3FE
29273R-AE-9	ENERGY TRANSFER PARTNERS		07/30/2014	MIZUHO SECURITIES USA INC.		3,342,870	3,000,000	2,739,075	2,884,581		19,848		19,848		2,904,429		438,441	438,441	178,135	02/15/2017	2FE
29336U-AA-5	ENLINK MIDSTREAM PARTNERS LP		07/28/2014	WELLS FARGO		10,107,600	10,000,000	9,985,000			1,026		1,026		9,986,026		121,574	121,574	99,000	04/01/2019	2FE
29364G-AG-8	ENTERGY CORP		07/15/2014	MORGAN STANLEY		23,654,400	22,000,000	21,974,700	21,983,943		2,696		2,696		21,986,639		1,667,761	1,667,761	1,036,872	01/15/2017	2FE
29444U-AL-0	EQUINIX INC		07/11/2014	BANK OF AMERICA/MERRILL LYNCH		2,979,750	2,900,000	2,862,500	2,860,342	4,500	2,620		7,120		2,867,463		112,287	112,287	111,922	04/01/2020	3FE
28108P-AB-2	ESLFT 2012-A AT ABS		07/01/2014	SCHEDULED REDEMPTION		25,140	25,140	25,140	25,140						25,140				611	10/01/2025	1FE
29668G-AA-4	ESSAR STEEL MINNESOTA LLC	R	09/05/2014	CALLED @ 100.00000000		8,150,000	8,150,000	8,163,882			910		910		8,083,292		66,708	66,708	288,985	05/15/2020	5FE
26924X-AE-5	ETRM 2004-1 A5 ABS		09/07/2014	SCHEDULED REDEMPTION		470,217	470,217	474,644	470,982		(765)		(765)		470,217				8,314	11/07/2031	3AM
13456H-AB-8	EXOPACK, LLC USD TERM LOAN B	E	09/30/2014	Various		3,750	3,750	3,732			18		18		3,750				17,865	05/08/2019	4FE
30219G-AC-2	EXPRESS SCRIPTS HOLDING		07/08/2014	CALLED @ 105.71882020		19,000,000	19,000,000	18,995,987	18,996,931		533		533		18,997,464		2,536	2,536	1,516,979	11/15/2016	2FE
30219G-AH-1	EXPRESS SCRIPTS HOLDING CO		09/23/2014	Various		12,893,950	13,000,000	12,968,670			1,778		1,778		12,970,448		(76,498)	(76,498)	88,000	06/15/2019	2FE
30219G-AJ-7	EXPRESS SCRIPTS HOLDING CO		07/15/2014	RBS SECURITIES INC		9,959,950	10,000,000	9,996,200			132		132		9,996,332		(36,382)	(36,382)	13,194	06/02/2017	2FE
30227C-AC-1	EXTRERRAN PARTNERS LP		09/05/2014	JPMORGAN CHASE & CO.		744,375	750,000	742,803			279		279		743,082		1,293	1,293	19,125	10/01/2022	4FE
30605K-AB-7	FAIRW 06-1A CDO - CF - LOANS	E	07/17/2014	SCHEDULED REDEMPTION		2,772,093	2,772,093	2,758,233	2,759,987		12,106		12,106		2,772,093				3,426	10/17/2018	1FE
30704B-AB-0	FAMILY DOLLAR STORES, SER 2005-A TR. B		09/27/2014	SCHEDULED REDEMPTION		880,000	880,000	880,000	878,994		1,006		1,006		880,000				46,112	09/27/2015	2
313305-AA-2	FEDEX CORP 2012 PASS TST		07/15/2014	SCHEDULED REDEMPTION		9,635	9,635	9,635	9,635						9,635				126	01/15/2018	2FE
32052J-AA-6	FHMS 2006-FA4 1A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		98,849	168,090	120,431	121,404		(22,555)		(22,555)		98,849				7,495	08/25/2036	1FM
3130A2-T9-7	FHLB		08/12/2014	GOLDMAN, SACHS & CO.		4,990,935	5,000,000	4,988,750			87		87		4,988,837		2,098	2,098	417	09/28/2016	1Z
31620M-AD-8	FIDELITY NATIONAL INFORM		07/15/2014	CALLED @ 105.90600000		14,360,000	14,360,000	15,939,425	15,312,695		(168,164)		(168,164)		15,144,531		(784,531)	(784,531)	1,978,952	07/15/2020	2FE
31620M-AL-0	FIDELITY NATIONAL INFORMATION SERV		07/07/2014	WELLS FARGO		9,968,300	10,000,000	9,990,900			305		305		9,991,205		(22,905)	(22,905)	14,903	06/05/2017	2FE
31620M-AM-8	FIDELITY NATIONAL INFORMATION SERV		08/29/2014	Various		4,716,201	4,667,000	4,649,359			281		281		4,649,640		66,561	66,561	34,878	06/05/2024	2FE
31620R-AC-9	FIDELITY NATL FINANCIAL		07/30/2014	STIFEL CAPITAL MARKETS		3,370,440	3,000,000	2,996,910	2,998,342		266		266		2,998,607		371,833	371,833	142,450	05/15/2017	2FE
319963-BL-7	FIRST DATA CORP		09/24/2014	Various		5,923,725	5,583,000	5,985,586			(16,197)		(16,197)		5,969,389		(45,664)	(45,664)	731,982	08/15/2021	5FE
32007U-BJ-7	FIRST DATA CORP 2018 DOLLAR TL		07/08/2014	CREDIT SUISSE		4,010,000	4,000,000	4,019,656			(1,003)		(1,003)		4,018,654		(8,654)	(8,654)	71,793	03/23/2018	3FE
319963-BE-3	FIRST DATA CORPORATION		08/21/2014	Various		2,574,800	2,456,000	2,575,248	1,836,640	3,165	(8,498)		(5,332)		2,556,670		18,130	18,130	174,473	11/01/2020	4FE
335934-AH-8	FIRST QUANTUM MINERALS LTD	A	09/30/2014	Various		6,227,750	6,000,000	6,022,500			(1,000)		(1,000)		6,021,500		206,250	206,250	156,258	05/15/2022	4FE
33616C-AA-8	FIRST REPUBLIC BANK/SAN FRANCISCO		07/01/2014	MORGAN STANLEY		7,042,350	7,000,000	6,990,480			100		100		6,990,580		51,770	51,770	9,236	06/17/2019	1FE
337932-AE-7	FIRSTENERGY CORP		07/15/2014	JPMORGAN CHASE & CO.		3,027,630	3,000,000	2,999,700	2,947,710	52,036			52,068		2,999,778		27,852	27,852	69,438	03/15/2018	3FE
31679J-AC-7	FITAT 14-1 ABS		08/14/2014	CREDIT SUISSE		18,994,063	19,000,000	18,993,320			156		156		18,993,477		586	586	22,969	04/16/2018	1FE
33842E-AB-8	FLAGSHIP IV A CDO - CF - LOANS	E	09/02/2014	SCHEDULED REDEMPTION		343,497	343,497	308,154	331,525		11,972		11,972		343,497				516	06/01/2017	1FE
30249U-AA-9	FMC TECHNOLOGIES INC		07/23/2014	MORGAN STANLEY		27,295,655	27,000,000	27,138,840	27,108,790		(14,578)		(14,578)		27,094,211		201,444	201,444	429,042	10/01/2017	2FE
30251G-AN-7	FMG RESOURCES AUG 2006	F	08/20/2014	Various		5,553,290	5,170,000	5,493,644	5,461,502		(23,525)		(23,525)		5,437,977		115,313	115,313	300,651	04/01/2022	3FE
313500-ZR-7	FMMA		09/08/2014	Various		39,593,838	40,000,000	39,634,800			45		45		39,634,845		(41,007)	(41,007)	1,458	09/06/2024	1Z
34530G-AD-4	FORDO 13-D ABS		09/22/2014	JPMORGAN CHASE & CO.		11,333,152	11,350,000	11,345,566			416		416		11,345,983		(12,830)	(12,830)	14,787	04/15/2018	1FE
34530M-AA-7	FORDO 2014-1 ABS		07/28/2014	Various		13,585,742	13,500,000	13,496,632			135		135		13,496,766		88,976	88,976	38,985	11/15/2025	1FE
34583B-AE-6	FOREST LABORATORIES INC		09/24/2014	Various		5,351,960	5,000,000	5,469,600			(13,892)		(13,892)		5,455,708		(103,748)	(103,748)	161,822	02/15/2021	2FE
03930A-AC-2	FORTESQUE METALS GROUP LTD NEW TERM LOAN	E	09/30/2014	Various		9,028,817	9,026,323	9,075,646	19,950		(2,799)		(2,799)		9,072,841		(44,024)	(44,024)	293,287	06/30/2019	2FE
35687K-AM-3	FREESCALE SEMICONDUCTOR TL B-5		08/08/2014	BARCLAYS BANK		997,463	992,500	983,141			340		340		983,481		13,982	13,982	6,832	01/15/2021	4FE
35802X-AA-1	PRESENTUS MED CARE US		07/11/2014	DEUTSCHE BANK AG		1,878,585	1,668,000	1,737,730	1,739,669		(7,710)		(7,710)		1,731,959		146,626	146,626	90,651	09/15/2018	3FE
35906A-AB-4	FRONTIER COMMUNICATIONS		07/09/2014	BANK OF AMERICA/MERRILL LYNCH		2,335,000	2,000,000	2,305,000	1,090,830		(12,583)		(12,583)		2,248,247		86,753	86,753	87,118	10/01/2018	3FE
35906A-AM-0	FRONTIER COMMUNICATIONS		09/09/2014	Various		3,241,750	3,100,000	3,273,000	3,061,250		(8,697)		(8,697)		3,250,039		(8,289)	(8,289)	247,732	01/15/2023	3FE
35906A-AN-8	FRONTIER COMMUNICATIONS		08/13/2014	Various		7,993,750	7,500,000	7,793,125	4,488,750		(8,242)		(8,242)		7,777,582		216,168	216,168	326,075	04/15/2024	3FE
35906A-A#-5	FRONTIER COMMUNICATIONS TLA		09/30/2014	SCHEDULED REDEMPTION		138,889	138,889	138,337	138,194		125		125		138,889				3,195	10/14/2016	3Z
302941-AM-1	FTI CONSULTING INC		07/30/2014	JEFFERIES & COMPANY, INC		847,688	825,000	847,689	355,388	1,426	(822)		604		846,581		1,106	1,106	21,393	11/15/2022	3FE

STATEMENT AS OF SEPTEMBER 30, 2014 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 Recog- nized	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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
12543D-AS-9 363206-AA-1	FIWCT-2 ESCROW CORP GALE_07-3A CDO - CF - LOANS	E	07/25/2014 07/21/2014	BANK OF AMERICA/MERRILL LYNCH SCHEDULED REDEMPTION BANK OF AMERICA/MERRILL LYNCH		1,020,000 506,132	1,000,000 506,132	1,000,000 497,275	498,049			8,083	8,083		1,000,000 506,132		20,000 1,825	20,000 1,825	26,052 1,825	08/01/2021 04/19/2021	3FE 1FE
364671W-AA-7 364725-AX-9	GAMESTOP CORP GANNETT CO INC		09/30/2014 07/31/2014	LYNCH EXCHANGE DEUTSCHE BANK SECURITIES		742,500 9,066,234	750,000 8,900,000	750,000 9,068,414	2,860,523		(4,289)		(4,289)		750,000 9,066,234		(7,500) 316,867	(7,500) 316,867	1,031 316,867	10/01/2019 07/15/2020	3FE 3FE
365556-AK-5 36740U-AB-8	GARDNER DENVER INC. INIT DOLL TERM LOAN GATES GLOBAL INC INITIAL DOLLAR TL		08/21/2014 08/18/2014	CREDIT SUISSE OPPENHEIMER & CO., INC.		3,970,000 1,496,250	3,970,000 1,500,000	3,951,736 1,485,000			792 64		792 64		3,952,528 1,485,064		17,472 11,186	17,472 11,186	55,736 (1,786)	07/30/2020 07/05/2021	4FE 4FE
36740P-AA-1 368266-AM-4 14191B-AH-6 369300-AM-0 36962G-7A-6 36962G-K9-4 36962G-7G-3 37045V-AC-4	GATES GLOBAL LLC GAZ CAPITAL SA GAZ CAPITAL SA GENERAL CABLE CORP GENERAL ELEC CAP CORP GENERAL ELEC CAP CORP GENERAL ELECTRIC CAPITAL CORP GENERAL MOTORS CO	F F	08/13/2014 07/31/2014 09/09/2014 07/25/2014 08/06/2014 09/15/2014 08/06/2014 07/28/2014	MATURED CREDIT SUISSE EXCHANGE GOLDMAN, SACHS & CO. MATURED Various EXCHANGE BANK OF AMERICA/MERRILL LYNCH CITIGROUP GLOBAL MARKETS		2,573,594 5,000,000 2,616,250 9,594,046 30,270,000 2,000,000 20,341,100 11,787,547	2,625,000 5,000,000 2,500,000 9,500,000 30,000,000 2,000,000 20,000,000 11,000,000	2,625,500 5,000,000 2,492,262 9,616,000 30,000,000 1,435,000 19,962,400 11,792,500	5,000,000 5,000,000 2,494,375 9,310,000 30,000,000 1,914,909			(12) 1,739 (7,070)	(12) 1,739 284,046		2,625,488 5,000,000 2,494,001 9,594,046 30,000,000 2,000,000 19,966,477 11,787,489		(51,894) 406,300 122,249 497,958 270,000 270,000 374,623 58	(51,894) 406,300 122,249 497,958 270,000 270,000 374,623 58	22,750 124,887 122,249 497,958 221,764 7,517 262,583 574,826	07/15/2022 07/31/2014 11/22/2016 10/01/2022 07/12/2016 09/15/2014 01/14/2019 10/02/2043	5FE 2FE 2FE 4FE 1FE 1FE 1FE 3FE
37045V-AF-7	GENERAL MOTORS CO		08/21/2014	BANK OF AMERICA/MERRILL LYNCH CITIGROUP GLOBAL MARKETS		5,800,000	5,000,000	5,370,247			(386)		(386)		5,369,860		430,140	430,140	125,000	10/02/2043	3FE
37045X-AE-6 361841-AA-7 361841-AC-3	GENERAL MOTORS FINANCIAL COMPANY I GLP CAPITAL LP GLP CAPITAL LP		07/09/2014 07/31/2014 07/31/2014	EXCHANGE EXCHANGE		18,041,250 2,800,000 5,817,269	17,000,000 2,800,000 5,775,000	18,188,699 2,800,000 5,818,125	2,800,000 4,625,000		(141,373)		(141,373)		18,047,325 2,800,000 5,817,269		(6,075)	(6,075)	737,965 92,215 183,742	08/15/2017 11/01/2018 09/01/2020	3FE 3FE 3FE
361841-AD-1 36190C-AA-5 38376G-Z2-9 05069M-30-6 05069G-30-9 74039F-30-4	GLP CAPITAL LP GNL QUINTERO SA GNMA 11-96 CMBS GOLDMAN SACHS - RITS 2006-7 ABS GOLDMAN SACHS - RITS 2006-8 ABS GOLDMAN SACHS - RITS 2006-A 2006-A ABS	F	08/20/2014 07/28/2014 09/01/2014 08/22/2014 08/22/2014 08/13/2014	LYNCH Various SCHEDULED REDEMPTION DISTRIBUTION DISTRIBUTION Various JEFFERIES & COMPANY, INC.		3,127,500 5,064,250 904,456 77 14 25	3,000,000 5,000,000 904,456 77 14 100,000	3,042,269 5,000,000 920,829 77 14 2,576	911,049			(395) (6,593)	(395) (6,593)		3,041,874 5,000,000 904,456		85,626 64,250 77 77 14 25	85,626 64,250 77 77 14 25	46,313 14,149	11/01/2020 07/31/2029 11/16/2036 06/08/2026 06/08/2026 08/14/2026	3FE 2Z 1FE 3FE 3FE 3FE
382550-BD-2 G4123E-AC-0 39926L-AF-9	GOODYEAR TIRE & RUBBER GRIFOLS WORLDWIDE OP LTS TLB GROSVENOR CAPITAL MGMT TERM LOAN B	E	07/10/2014 09/30/2014 09/30/2014	INC. Various SCHEDULED REDEMPTION		2,165,000 2,996,259 12,500	2,000,000 3,000,000 12,500	2,000,000 2,970,000 12,461	2,000,000						2,000,000 2,970,097 12,500		165,000 26,162	165,000 26,162	113,389 (29,100) 341	03/01/2021 02/27/2021 01/02/2021	4FE 3FE 3FE
40052V-AC-8 36228F-AE-6 36228F-AA-4 36228F-AK-2 36228F-CG-9 362631-AB-9 40166K-AB-7 40256V-AA-6 68371Y-AF-0 41283K-AF-4 43814H-AC-2 418056-AP-2	GRUPO BINMO SAB DE CV GS MTG PARTICIPATION SECURITIES 98-2 A GSMPs 98-1 RMBS GSMPs 98-3 RMBS GSMPs 99-2 RMBS GSR_06-0A1 RMBS GUGGENHEIM PRTRNS LLC INIT TERM LOAN GULFS 07-1A CDO - CF - LOANS GXS GROUP (OPEN TEXT) TL HARLEY-DAVIDSON MOTORCYCLE TRU ABS HAROT_14-3 ABS HASBRO INC	F	08/27/2014 09/01/2014 09/01/2014 09/01/2014 09/01/2014 09/25/2014 09/03/2014 09/17/2014 09/30/2014 09/15/2014 09/11/2014 07/07/2014	INC. SCHEDULED REDEMPTION SCHEDULED REDEMPTION SCHEDULED REDEMPTION SCHEDULED REDEMPTION SCHEDULED REDEMPTION Various SCHEDULED REDEMPTION SCHEDULED REDEMPTION SCHEDULED REDEMPTION JPMORGAN CHASE & CO. BNP CAPITAL MARKETS BANK OF AMERICA/MERRILL LYNCH CITIGROUP GLOBAL MARKETS		5,049,500 11,844 5,730 24,484 26,620 288,929 1,989,963 414,233 10,000 4,488,497 3,842,330 5,688,700	5,000,000 11,844 5,730 24,484 26,620 288,929 1,985,000 414,233 10,000 4,488,497 3,850,000 5,000,000	4,979,500 11,894 6,004 25,559 26,955 184,073 1,980,490 405,637 9,950 4,487,006 3,849,257 4,822,256	4,979,500 12,088 5,851 25,008 26,955 226,467 1,980,490 405,617			306 (245) (122) (524) (335) 62,462 226 8,615 50 328 18 10,866	306 (245) (122) (524) (335) 62,462 226 8,615 50 328 18 10,866		4,979,806 11,844 5,730 24,484 26,620 288,929 1,980,716 414,233 10,000 4,488,497 3,849,276 4,925,344		69,694 657 285 1,372 1,516 733 9,246 1,598 83 83,872 2,447 763,356	69,694 657 285 1,372 1,516 733 9,246 1,598 83 83,872 2,447 763,356	34,983 657 285 1,372 1,516 733 18,374 1,598 83 83,872 2,447 258,125	06/27/2024 05/19/2027 09/19/2027 09/19/2027 09/19/2027 08/25/2046 07/22/2020 06/17/2021 01/16/2021 04/15/2018 06/15/2018 09/15/2017	2FE 1FM 1FM 1FM 1FM 1FM 3FE 1FE 3FE 1FE 1FE 2FE
404121-AE-5	HCA INC		08/06/2014	LYNCH CITIGROUP GLOBAL MARKETS		1,610,625	1,500,000	1,644,375			(2,009)		(2,009)		1,642,367		(31,742)	(31,742)	35,740	03/15/2022	3FE
428040-QN-7 428040-CP-2	HDTFS INC HDTFS INC		08/19/2014 08/27/2014	Various RBC DOMINION SECURITIES		6,627,000 2,333,750	6,200,000 2,250,000	6,339,500 2,381,584	2,331,563	33,239	(775) (14,180)		(775) 19,060		6,338,725 2,350,622		288,275 (16,872)	288,275 (16,872)	135,530 114,114	10/15/2022 10/15/2020	4FE 4FE
421924-BH-3	HEALTHSOUTH CORP		07/10/2014	JEFFERIES & COMPANY, INC.		1,674,090	1,602,000	1,658,070	1,631,819		(5,441)		(5,441)		1,626,377		47,713	47,713	91,626	10/01/2018	3FE
421924-BK-6 42234U-AB-9	HEALTHSOUTH CORP HEARTHSIDE FOOD SOLUTIONS TERM LOAN		09/24/2014 08/13/2014	INC. BARCLAYS BANK		1,546,250 1,006,250	1,500,000 1,000,000	1,516,875 995,000	1,481,250	33,609	(1,425)		(1,425) 60		1,513,434 995,060		32,816 11,190	32,816 11,190	78,104 2,288	11/01/2024 06/02/2021	3FE 4FE

STATEMENT AS OF SEPTEMBER 30, 2014 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-ign	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	Stated Con-tractual Maturity Date	NAIC Design-ation or Market In-dicator (a)
40419V-AJ-1	HEINZ (HJ) CO TLB-2		09/30/2014	SCHEDULED REDEMPTION		187,500	187,500	188,353	188,324	95	(919)		(824)		187,500				1,677	06/05/2020	3FE
428040-CD-9	HERTZ CORP		07/11/2014	GOLDMAN, SACHS & CO.		5,237,500	5,000,000	5,343,750			(100,844)		(100,844)		5,242,906		(5,406)	(5,406)	282,292	10/15/2018	4FE
428040-CG-2	HERTZ CORP		09/08/2014	BARCLAYS		760,588	710,000	752,600	744,259		(4,122)		(4,122)		740,137		20,451	20,451	60,508	01/15/2021	4FE
428040-CJ-6	HERTZ CORP		08/20/2014	Various		6,788,125	6,450,000	6,759,922	6,723,410		(59,977)		(59,977)		6,663,433		124,692	124,692	356,625	04/15/2019	4FE
42804V-AM-3	HERTZ CORP B-1 TL		09/30/2014	Various		7,953,445	8,013,445	7,999,696	7,993,390	3,955	2,507		6,462		7,999,853		(46,407)	(46,407)	41,263	03/11/2018	3FE
				CITIGROUP GLOBAL MARKETS																	
428236-BY-8	HEWLETT-PACKARD CO		07/01/2014			5,377,418	5,250,000	5,247,585			218		218		5,247,803		129,614	129,614	69,380	01/14/2019	2FE
428236-BZ-5	HEWLETT-PACKARD CO		08/11/2014	WELLS FARGO		5,057,300	5,000,000	5,000,000							5,000,000		57,300	57,300	34,574	01/14/2019	2FE
43289D-AC-7	HILTON WORLDWIDE INC INITIAL TL		09/25/2014	SCHEDULED REDEMPTION		462,719	462,719	461,481	196,394		(184)		(184)		462,719				1,334	10/25/2020	3FE
43739E-AJ-6	HMBT_04-2 RMBS		09/25/2014	SCHEDULED REDEMPTION		36,460	36,460	36,517	36,502		(42)		(42)		36,460				239	12/25/2034	1FM
43739E-BK-2	HMBT_05-3 RMBS		09/25/2014	SCHEDULED REDEMPTION		57,516	57,516	40,395	46,017		11,498		11,498		57,516				194	07/25/2035	1FM
43739E-BS-5	HMBT_05-4 RMBS		09/25/2014	SCHEDULED REDEMPTION		225,744	225,744	174,529	180,493		45,251		45,251		225,744				698	10/25/2035	1FM
43739E-CB-1	HMBT_05-5 RMBS		09/25/2014	SCHEDULED REDEMPTION		216,736	216,736	135,820	138,895		77,841		77,841		216,736				661	11/26/2038	1FM
43644A-AU-3	HOLOGIC, INC. TRANCHE B 2014 - TL		07/31/2014	SCHEDULED REDEMPTION		7,808	7,808	7,815	(34)	27			(7)		7,808				186	08/01/2019	3FE
43686#-AA-5	HOMAN SQUARE 3% SR NTS, DUE 12/1/15		09/01/2014	SCHEDULED REDEMPTION		48,518	48,518	40,386	39,550		8,968		8,968		48,518				1,051	12/01/2015	4
				SUSQUEHANNA FINANCIAL																	
437076-BE-1	HOME DEPOT INC		07/28/2014	GROUP LLLP		9,985,600	10,000,000	9,961,700			993		993		9,962,693		22,907	22,907	27,222	06/15/2019	1FE
441060-AJ-9	HOSPIRA INC		07/08/2014	MORGAN STANLEY		8,824,480	8,000,000	8,813,510	8,415,857		(63,795)		(63,795)		8,352,061		472,419	472,419	377,789	03/30/2017	3FE
441060-AM-2	HOSPIRA INC		07/22/2014	CREDIT SUISSE		7,089,680	6,500,000	6,541,670	6,540,031		(2,932)		(2,932)		6,537,099		552,581	552,581	322,039	08/12/2020	3FE
44328T-BT-0	HSBC BANK PLC	E	07/22/2014	BNP CAPITAL MARKETS		6,930,700	7,000,000	6,986,910	6,988,500		1,448		1,448		6,989,948		(59,248)	(59,248)	72,917	05/15/2018	1FE
40434C-AC-9	HSBC USA INC	R	07/09/2014	SOCIETE GENERALE		5,013,700	5,000,000	4,988,000			126		126		4,988,126		25,574	25,574	6,563	06/23/2019	1FE
451102-BA-4	ICAHN ENTERPRISES LP		09/08/2014	Various		26,860,563	26,750,000	26,763,488			(555)		(555)		26,762,933		97,629	97,629	491,664	03/15/2017	3FE
45256#-AA-6	IF_01-A CMBS		09/01/2014	SCHEDULED REDEMPTION		139,899	139,899	143,806	142,410		(2,511)		(2,511)		139,899				5,521	07/25/2031	1FE
45200#-AA-7	ILLINOIS FACILITIES FUND LOAN 3%		07/01/2014	SCHEDULED REDEMPTION		125,000	125,000	124,283	124,630	125			370		125,000				2,813	01/01/2015	4
96925H-AE-2	IMG WORLDWIDE INC TL (2ND LIEN)		08/08/2014	Various		1,012,500	1,000,000	990,000			157		157		990,157		22,343	22,343	7,884	05/06/2022	5FE
96925H-AB-8	IMG WORLDWIDE INC TL (WME ENTERT)		09/30/2014	Various		7,006,250	7,007,500	6,937,425			1,295		1,295		6,938,720		67,530	67,530	40,543	05/06/2021	4Z
45256#-AA-0	IMPACT CIL PARENT CMBS		06/28/2014	Various		43,370,783	43,370,783	43,363,189	33,007,028		7,365		7,365		43,370,783				1,369,225	10/25/2056	2AM
45256#-AB-8	IMPACT CIL PARENT CMBS		09/11/2014	SCHEDULED REDEMPTION		3,157,885	3,157,885	3,157,885							3,157,885				40,081	10/25/2056	2AM
45257#-AA-1	IMPACT COMMERC OPPRT LLC SER 2006-1 ABS		04/15/2014	SCHEDULED REDEMPTION		33,847	33,847	33,847	33,337	504			504		33,847				141	10/30/2014	5
45256#-AA-2	IMPACT HEALTH CARE SER 2005-1 ABS		07/15/2014	SCHEDULED REDEMPTION		81,232	81,232	84,935	73,247	11,807	(3,622)		7,985		81,232				3,176	01/31/2029	5
44969C-AT-7	IMS HEALTH INC TERM B DOLLAR LOAN		09/30/2014	SCHEDULED REDEMPTION		18,569	18,569	18,609			(40)		(40)		18,569				333	03/17/2021	3FE
45672J-AB-6	INEOS US FINANCE NEW 2018 TL		09/30/2014	SCHEDULED REDEMPTION		4,976	4,976	4,976	4,976				4,976		4,976				32	05/04/2018	3FE
45672L-AB-1	INFOR US INC TRANCHE B-3 TL (LAWSON)		09/30/2014	SCHEDULED REDEMPTION		183,014	183,014	183,308	99,590	292	(292)		(292)		183,014				5,176	06/03/2020	4FE
52078D-AG-4	INFOR US INC TRANCHE B-5 TL (LAWSON)		09/30/2014	SCHEDULED REDEMPTION		200,213	200,213	200,495			(282)		(282)		200,213				1,936	06/03/2020	4FE
45676F-AF-1	INFORMATION RESOURCES (IRI) TL		09/30/2014	Various		3,030,209	3,011,459	3,025,505			(697)		(697)		3,024,808		5,401	5,401	58,839	09/30/2020	4FE
				MIZUHO SECURITIES USA INC.																	
457187-AA-0	INGREDION INC		07/02/2014	INC.		12,021,960	12,000,000	11,932,560	11,949,183		6,857		6,857		11,956,039		65,921	65,921	169,800	09/25/2017	2FE
45824T-AE-5	INTELSAT JACKSON HLDG	E	07/09/2014	JPMORGAN CHASE & CO.		3,534,735	3,319,000	3,596,966	3,584,520	9,745	(65,737)		(65,992)		3,528,528		6,207	6,207	189,160	04/01/2019	4FE
				CITIGROUP GLOBAL MARKETS																	
45824T-AP-0	INTELSAT JACKSON HOLDINGS SA	E	09/23/2014			1,212,500	1,250,000	1,206,250			509		509		1,206,759		5,741	5,741	10,503	08/01/2023	4FE
				BANK OF AMERICA/MERRILL																	
459745-GG-4	INTERNATIONAL LEASE FINANCE CORP		07/08/2014	LYNCH		1,162,500	1,000,000	1,177,500	1,172,523		(27,269)		(27,269)		1,145,254		17,246	17,246	71,944	03/15/2017	3FE
459745-FY-6	INTL LEASE FINANCE CORP		09/01/2014	MATURED		2,000,000	2,000,000	1,999,940	1,999,989		11		11		2,000,000				130,000	09/01/2014	2FE
				BANK OF AMERICA/MERRILL																	
459745-GJ-8	INTL LEASE FINANCE CORP		07/11/2014	LYNCH		5,322,500	5,000,000	5,387,500	5,356,250	26,444	(85,249)		(85,805)		5,297,445		25,055	25,055	191,986	05/15/2016	3FE
46428B-51-3	ISHARES IBOX USD HIGH YIELD CORPO		07/11/2014	GOLDMAN, SACHS & CO.		9,445,347	100,000	9,105,750	9,105,750						9,105,750		339,597	339,597	310,530	01/01/9999	4
464592-AQ-7	ISLE OF CAPRI CASINOS		08/15/2014	Various		5,467,500	5,250,000	5,245,505	5,158,125	87,577	200		87,776		5,245,901		221,599	221,599	279,185	03/15/2021	4FE
94978#-CB-1	J.M. HUBER LEV LEASE ABS		07/02/2014	PRINCIPAL PAYDOWN		937,805	937,805	937,805	934,764	3,407			3,407		937,805				205,293	01/02/2020	3
94978#-CA-3	J.M. HUBER LEV LEASE AMSOUTH ABS		07/02/2014	PRINCIPAL PAYDOWN		923,117	923,117	923,117	919,764	3,353			3,353		923,117				202,026	01/02/2020	3
46611V-AP-0	JBS USA LLC TLB		09/30/2014	SCHEDULED REDEMPTION		62,500	62,500	62,521	49,818	219	(22)		197		62,500				1,198	09/18/2020	3FE
478733-AD-5	JOHNSON CONTROLS INC		08/27/2014	GOLDMAN, SACHS & CO.		3,266,080	3,200,000	3,181,376			63		63		3,181,439		84,641	84,641	32,478	07/02/2044	2FE
46629B-AF-6	JPMAC 2006-CW2 AF6 RMBS		09/01/2014	SCHEDULED REDEMPTION		6,524	6,524	4,797	4,195		2,330		2,330		6,524				123	12/25/2050	1FM
46629C-AG-1	JPMAC 06-CH2 RMBS		09/01/2014	SCHEDULED REDEMPTION		122,903	122,903	100,643	94,898		28,005		28,005		122,903				4,657	07/25/2042	1FM
46630M-AG-7	JPMAC 07-CH2 RMBS		09/01/2014	SCHEDULED REDEMPTION		16,344	16,344	13,008	12,508		4,223		4,223		16,344				569	06/25/2042	1FM
46629C-AM-9	JPMIT 2006-A5 3A6 RMBS		09/01/2014	SCHEDULED REDEMPTION		429,568	564,719	373,278	373,798		55,770		55,770		429,568				10,576	08/25/2036	1FM
46630P-AZ-8	JPMIT 2007-A2 4A1M RMBS		09/01/2014	SCHEDULED REDEMPTION		24,390	24,390	19,547			7,067		7,067		24,390				829	04/25/2037	1FM
46630P-AP-0	JPMIT 07-A2 RMBS		09/01/2014	SCHEDULED REDEMPTION		4,413	4,443	4,292	3,430		983		983		4,413				84	04/25/2037	1FM
46625H-JY-7	JPMORGAN CHASE & CO		09/25/2014	JPMORGAN CHASE & CO.		4,910,400	5,000,000	4,973,750			120		120		4,973,870		(63,470)	(63,470)	10,764	09/10/2024	1FE

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
466247-YH-0	JPMT 2005-A8 1A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		285,443	285,443	248,993	234,701		50,742		50,742		285,443				10,433	11/25/2035	1FM
48562R-AG-4	KAR AUCTION SERVICES INC TL B2		09/22/2014	SCHEDULED REDEMPTION		32,484	32,484	32,711			(226)		(226)		32,484				579	03/11/2021	3FE
48578P-AF-2	KASIMA LLC (DIGITAL CINEMA) TL		08/27/2014	Various		4,950,000	5,000,000	5,017,471	5,018,585		(1,458)		(1,458)		5,017,127		(67,127)	(67,127)	105,302	05/17/2021	2FE
48601T-AA-6	KATONAH 7 A1 CDO - CF - LOANS	E	08/15/2014	SCHEDULED REDEMPTION		1,162,788	1,162,788	1,049,416	1,117,356		45,432		45,432		1,162,788				2,982	11/15/2017	1FE
48601T-AB-4	KATONAH 7 A2 CDO - CF - LOANS	E	08/15/2014	SCHEDULED REDEMPTION		1,162,788	1,162,788	1,049,304	1,117,761		45,027		45,027		1,162,788				2,982	11/15/2017	1FE
D3761B-AB-0	KCA DEUTAG ORIGINAL TL	E	07/21/2014	GOLDMAN, SACHS & CO.		1,992,500	2,000,000	1,980,000			209		209		1,980,209		12,291	12,291	(5,871)	05/15/2020	4FE
48853U-AS-9	KENAN ADVANTAGE GROUP TRANCHE D		09/30/2014	SCHEDULED REDEMPTION		2,657	2,657	2,653			3		3		2,657				9	06/11/2016	3FE
49638V-AC-2	KING 06-3A SUB CDO - CF - LOANS		07/01/2014	CANCELLED TRADE							(669,824)		(669,824)				(669,824)	(669,824)		08/24/2021	6S
50065L-AA-8	KOREA NATIONAL OIL CORP	F	07/30/2014	MATURED		3,000,000	3,000,000	2,980,320	2,997,434		2,566		2,566		3,000,000				161,250	07/30/2014	1FE
50065W-AE-6	KOREA NATIONAL OIL CORP	F	09/23/2014	MIZUHO SECURITIES USA INC.		8,097,440	8,000,000	7,962,560			4,746		4,746		7,967,306		130,134	130,134	148,194	01/23/2019	1FE
493268-BY-1	KSLT_04-A ABS		07/28/2014	SCHEDULED REDEMPTION		1,537,593	1,537,593	1,432,844	1,461,895		75,697		75,697		6,236					10/28/2041	1FE
493268-CJ-3	KSLT_05-A ABS		09/29/2014	SCHEDULED REDEMPTION		1,712,848	1,712,848	1,464,485	1,550,150		162,698		162,698		1,712,848				5,081	06/28/2038	1FE
49327H-AF-2	KSLT_06-A ABS		09/29/2014	SCHEDULED REDEMPTION		457,318	457,318	402,440	430,765		26,553		26,553		457,318				1,002	06/27/2029	1FE
513075-BB-6	LAMAR MEDIA CORP		09/16/2014	BANK OF AMERICA/MERRILL LYNCH		1,063,350	1,020,000	1,067,175			(866)		(866)		1,066,309		(2,959)	(2,959)	7,990	02/01/2022	4FE
51783Q-AL-2	LAS VEGAS SANDS LLC TLB		09/30/2014	SCHEDULED REDEMPTION		37,500	37,500	37,400			100		100		37,500				108	12/19/2020	3FE
529897-AF-7	LIBBEY GLASS INC TLB		07/30/2014	CITIBANK		997,500	1,000,000	996,250			47		47		996,297		1,203	1,203	2,567	04/09/2021	4FE
53219L-AL-3	LIFEPOINT HOSPITALS INC.		09/25/2014	EXCHANGE		1,250,000	1,250,000	1,250,000	1,250,000						1,250,000				55,191	12/01/2021	3FE
53219U-AG-4	LIFEPOINT HOSPITALS INC TLB		09/08/2014	Various		2,352,842	2,352,842	2,368,623	2,356,784	14,594	(3,420)		11,174		2,367,958		(15,116)	(15,116)	28,559	07/24/2017	3FE
53803H-AG-5	LIVE NATION ENTERTAINMENT INC TLB-1		09/30/2014	SCHEDULED REDEMPTION		25,000	25,000	25,149		87	(160)		(73)		25,000				224	08/17/2020	3FE
52520M-DR-1	LMT 2005-3 1A5 RMBS		09/01/2014	SCHEDULED REDEMPTION		304,465	322,977	278,792	271,620	1,550	31,805		33,355		304,465				12,770	01/25/2036	2FM
548661-DE-4	LOWES COMPANIES INC		09/25/2014	Various		9,809,745	10,000,000	9,973,000			23		23		9,973,023		(163,277)	(163,277)	21,610	09/15/2044	1FE
50212X-AR-7	LPL HOLDINGS INC INCREMENTAL TLB		06/30/2014	Various					4,990	10			10		82				3FE	03/29/2019	3FE
55448Q-AM-8	MACK-CALLI REALTY L.P.		09/17/2014	WELLS FARGO		2,675,512	2,521,000	2,786,386	2,645,340		(43,318)		(43,318)		2,602,022		73,490	73,490	173,431	01/15/2016	2FE
559417-AA-8	MAGNETATION LLC		07/15/2014	INC.		642,363	590,000	644,575			(238)		(238)		644,337		(1,975)	(1,975)	11,358	05/15/2018	4FE
561233-AA-5	MALLINCKRODT INTERNATIONAL FINANCE	E	09/05/2014	Various		2,269,125	2,250,000	2,250,000							2,250,000		19,125	19,125	2,911	08/01/2022	4FE
561234-AE-5	MALLINCKRODT INTERNATIONAL FINANCE	E	09/12/2014	BARCLAYS		1,417,500	1,500,000	1,383,750			1,110		1,110		1,384,860		32,640	32,640	30,083	04/15/2023	4FE
L6232U-AB-3	MALLINCKRODT INT'L INITIAL TLB	E	09/30/2014	SCHEDULED REDEMPTION		2,500	2,500	2,494			6		6		2,500				21	03/19/2021	3FE
563553-AW-6	MANITOWOC COMPANY 2013 TLB		09/30/2014	SCHEDULED REDEMPTION		2,500	2,500	2,500							2,500					01/03/2021	3FE
563571-AH-1	MANITOWOC COMPANY INC		07/11/2014	CITIGROUP GLOBAL MARKETS		3,341,250	3,000,000	3,401,250	3,382,830		(73,801)		(73,801)		3,309,028		32,222	32,222	180,625	11/01/2020	3FE
571748-AM-4	MARSH & MCLENNAN COS INC		07/15/2014	MATURED		15,780,000	15,780,000	16,959,625	15,962,529		(182,529)		(182,529)		15,780,000				848,175	07/15/2014	2FE
573284-AM-8	MARTIN MARIETTA MATERIALS INC		08/27/2014	CANTOR FITZGERALD		5,104,740	5,000,000	4,971,400			330		330		4,971,730				30,222	07/02/2024	3FE
574599-BD-7	MASCO CORP		07/10/2014	CITIGROUP GLOBAL MARKETS		2,743,750	2,500,000	2,572,719	2,538,735		(7,130)		(7,130)		2,531,605		212,145	212,145	119,948	10/03/2016	3FE
582839-AD-8	MEAD JOHNSON NUTRITION C		08/13/2014	CALLED @ 100.70611300 J. P. MORGAN SECURITIES, INC.		2,000,000	2,000,000	2,095,500	2,031,818		(23,519)		(23,519)		2,008,299		(8,299)	(8,299)	68,956	11/01/2014	2FE
58404J-AK-4	MEDASSETS INC TERM B LOAN		09/25/2014	INC.		900,244	902,500	897,716	897,271		323		323		897,594		2,650	2,650	17,607	12/13/2019	3FE
552662-AP-3	MEDIACOM BROADBAND TRANCHE H TL		09/30/2014	SCHEDULED REDEMPTION		56,431	56,431	56,388	43,483	387	45		433		56,431				163	01/29/2021	3FE
58446H-AH-5	MEDIACOM LLC GROUP TERM C		09/30/2014	SCHEDULED REDEMPTION		2,283	2,283	2,285	2,268	20	(5)		15		2,283					01/31/2015	3FE
58605Q-AA-7	MEMORIAL RESOURCE DEVELOPMENT CORP		08/11/2014	WELLS FARGO		221,063	225,000	225,000							225,000		(3,938)	(3,938)	1,248	07/01/2022	5FE
050700-30-1	MERRILL LYNCH - RITS 2007-1 ABS		08/25/2014	DISTRIBUTION		28									28			28		05/30/2027	1AM
050708-30-7	MERRILL LYNCH - RITS 2007-2 ABS		07/08/2011	CALLED @ 0.00000000			300,000	888											1FE	05/22/2027	1FE
59151K-AF-5	METHANEX CORP	A	09/17/2014	BARCLAYS		2,457,043	2,350,000	2,491,000	2,424,828		(32,869)		(32,869)		2,391,958		65,084	65,084	155,492	08/15/2015	2FE
552953-BB-6	MGM MIRAGE		07/10/2014	CITIGROUP GLOBAL MARKETS		5,321,400	4,704,000	5,354,920	5,345,905		(109,729)		(109,729)		5,236,176		85,224	85,224	358,680	01/15/2017	4FE
55301H-AM-4	MGM RESORTS INTERNATIONAL TERM A LOAN		09/30/2014	SCHEDULED REDEMPTION		25,000	25,000	24,890		13	107		120		25,000				65	12/20/2017	3FE
55301H-AM-2	MGM RESORTS INTERNATIONAL TERM B LOAN		09/30/2014	SCHEDULED REDEMPTION		13,807	13,807	13,780			27		27		13,807				246	12/20/2019	3FE
552953-BX-8	MGM RESORTS INTL		07/01/2014	RBC DOMINION SECURITIES		2,355,000	2,000,000	2,305,000	2,235,000	52,277	(14,538)		37,739		2,272,739		82,261	82,261	125,722	03/15/2022	4FE
552953-CA-7	MGM RESORTS INTL		08/05/2014	BARCLAYS		6,487,500	6,000,000	6,252,500	6,233,794		(14,174)		(14,174)		6,219,620		267,880	267,880	257,271	12/15/2021	4FE
61913P-AZ-5	MHL_05-4 RMBS		09/25/2014	SCHEDULED REDEMPTION		121,018	121,018	77,147	78,463		42,555		42,555		121,018				377	10/25/2035	1FM
61915R-CK-0	MHL_06-1 RMBS		09/25/2014	SCHEDULED REDEMPTION		23,682	41,524	5,948	6,767		16,914		16,914		23,682				135	04/25/2036	1FM
594088-AJ-5	MICHAELS STORES INC TERM LOAN B		07/31/2014	SCHEDULED REDEMPTION		5,000	5,000	5,000							5,000				142	01/28/2020	4FE
595112-BB-8	MICRON TECHNOLOGY INC		08/21/2014	Various		5,840,750	5,800,000	5,807,500			(40)		(40)		5,807,460		33,290	33,290	19,158	02/01/2025	3FE

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
59934R-AA-5	MILESTONE AVIATION GROUP	E	07/10/2014	JEFFERTIES & COMPANY, INC.		2,098,474	1,923,000	2,057,610	2,047,995	8,800	(22,703)		(13,904)		2,034,091		64,382	64,382	96,751	12/15/2017	2FE
60038C-AF-0	MILLENNIUM LABS LLC TLB		09/30/2014	SCHEDULED REDEMPTION		10,625	10,625	10,519			106		106		10,625					04/16/2021	4FE
60662W-AJ-1	MITCHELL INTERNATIONAL INC TL		09/30/2014	SCHEDULED REDEMPTION		3,750	3,750	3,732			18		18		3,750					10/12/2020	4FE
59020U-HJ-2	MLM1 2005-A7 2A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		294,787	308,915	258,434	244,628		50,159		50,159		294,787				11,518	09/25/2035	1FM
55313Y-AD-3	MMCA AUTOMOBILE TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		473,575	473,575	479,791	477,592		(4,017)		(4,017)		473,575				5,365	08/15/2017	1FE
60935Q-AF-3	MONEYGRAM INTERNATIONAL INC TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		11,263	11,263	11,307	10,042	4	(45)		(41)		11,263				247	03/27/2020	4FE
				RBC DOMINION SECURITIES																	
61166W-AS-0	MONSANTO CO		08/07/2014			10,020,800	10,000,000	9,999,000			21		21		9,999,021				24,201	07/15/2019	1FE
61166W-AT-8	MONSANTO COMPANY		08/27/2014	MORGAN STANLEY		15,059,400	15,000,000	14,972,250			608		608		14,972,858		86,542	86,542	69,896	07/15/2021	1FE
61166W-AU-5	MONSANTO COMPANY		07/01/2014	Various		3,344,366	3,333,000	3,331,000			1		1		3,331,001		13,365	13,365	312	07/15/2024	1FE
615369-AD-7	MOODY S CORP		07/25/2014	Various		14,125,760	14,000,000	13,984,060			96		96		13,984,156		141,604	141,604	13,139	07/15/2019	2FE
617446-7Y-9	MORGAN STANLEY		09/23/2014	MORGAN STANLEY		2,472,175	2,500,000	2,495,600			14		14		2,495,614		(23,439)	(23,439)	5,438	09/08/2026	2FE
61754P-AA-2	MORGAN STANLEY MORTGAGE LOAN TRUST RMBS		09/01/2014	SCHEDULED REDEMPTION		169,473	169,473	111,218	110,584		58,889		58,889		169,473				5,346	05/25/2052	1FM
55328H-AB-7	MPH ACQUISITION (MULTIPLAN) TL		09/23/2014	SCHEDULED REDEMPTION		22,727	22,727	22,670			57		57		22,727				431	03/31/2021	4FE
61748H-EF-4	MSM_04-8AR RMBS		09/01/2014	SCHEDULED REDEMPTION		281,606	281,606	196,420	200,352		81,254		81,254		281,606				5,000	08/25/2053	1FM
61750Y-AA-7	MSM_06-15XS RMBS		09/25/2014	SCHEDULED REDEMPTION		5,111	5,111	1,044			3,704		3,704		5,111					02/26/2052	1FM
61751J-AF-8	MSM_07-6XS RMBS		09/25/2014	SCHEDULED REDEMPTION		274,463	274,463	178,930	215,354		59,109		59,109		274,463				543	02/25/2047	1FM
55377G-AB-9	MTL PUBLISHING (EMI GROUP) TL B-2		09/30/2014	Various		350,593	350,593	348,076		127	2,758		2,885		350,593				11,465	06/29/2018	3FE
57165L-AA-2	MVCO_10-1A ABS		09/20/2014	SCHEDULED REDEMPTION		699,549	699,549	709,630	709,798		(10,250)		(10,250)		699,549				9,679	10/20/2032	1FE
				MIZUHO SECURITIES USA																	
629568-AQ-9	NABORS INDUSTRIES INC		07/30/2014	INC.		5,677,350	5,000,000	4,766,852	4,879,429		15,301		15,301		4,894,730		782,620	782,620	298,104	02/15/2018	2FE
643528-AB-8	NCANT 2006-ALT1 AF2 RMBS		09/01/2014	SCHEDULED REDEMPTION		110,395	110,395	86,628	73,440		36,955		36,955		110,395				3,260	10/25/2042	1FM
628865-AA-5	NCR CORP		07/23/2014	EXCHANGE		900,000	900,000	900,000	900,000						900,000				31,431	12/15/2021	3FE
628865-AC-1	NCR CORP		07/23/2014	EXCHANGE		5,210,809	4,800,000	5,215,500			(4,691)		(4,691)		5,210,809				32,300	12/15/2023	3FE
63543V-AC-7	NCSLT_06-3 ABS		09/25/2014	SCHEDULED REDEMPTION		1,807,339	1,807,339	1,491,055	1,666,713		140,626		140,626		1,807,339				1AM	10/25/2027	1AM
640158-AB-3	NEIGHBORHOOD LEND SVC MTG LN RMBS		09/01/2014	SCHEDULED REDEMPTION		14,650	47,115	19,537	26,335		(7,116)		(7,116)		14,650				1,628	05/01/2041	6FE
640158-AC-1	NEIGHBORHOOD LEND SVC MTG LN RMBS		09/01/2014	SCHEDULED REDEMPTION		34,995	124,833	9,274	44,471		11,330		11,330		34,995				6	10/01/2050	6FE
640158-AD-9	NEIGHBORHOOD LEND SVC MTG LN RMBS		09/01/2014	SCHEDULED REDEMPTION		18,344	31,646	20,872	21,831	16	(3,431)		(3,415)		18,344				982	10/01/2041	6FE
64021S-AC-3	NEUMAN MARCUS GROUP INC OTHER TL		08/01/2014	SCHEDULED REDEMPTION		7,481	7,481	7,373			109		109		7,481				49	10/25/2020	4FE
62908U-AF-3	NEP/NCP HOLDCO AMEND 3 INCREM TL		09/30/2014	SCHEDULED REDEMPTION		9,838	9,838	9,813	4,844		25		25		9,838				21,165	01/22/2020	4FE
64110D-AE-4	NETAPP INC		07/01/2014	JPMORGAN CHASE & CO.		9,014,040	9,000,000	8,971,470			321		321		8,971,791		42,249	42,249	27,000	06/15/2021	2FE
65409Q-BB-7	NIELSEN FINANCE LLC		09/08/2014	Various		2,203,906	2,200,000	2,207,500			(139)		(139)		2,207,361		(3,454)	(3,454)	40,146	04/15/2022	4FE
65409Y-BC-8	NIELSEN FINANCE LLC CLASS B-1 TL		07/09/2014	SCHEDULED REDEMPTION		2,500	2,500	2,500							2,500				15	05/30/2017	3FE
65409Y-AZ-8	NIELSEN FINANCE LLC CLASS B-2 TL		07/09/2014	SCHEDULED REDEMPTION		33,571	33,571	33,603			(32)		(32)		33,571				324	04/15/2021	3FE
65409Q-AY-8	NIELSEN FINANCE LLC/CO		07/23/2014	CALLED @ 105.49077290		6,298,000	6,298,000	6,730,135	6,571,321		(51,536)		(51,536)		6,519,785		(221,785)	(221,785)	722,727	10/15/2018	4FE
65473Q-AL-7	NISOURCE FINANCE CORP		07/15/2014	MATURED		10,800,000	10,800,000	11,486,445	10,889,395		(89,395)		(89,395)		10,800,000				583,200	07/15/2014	2FE
65557Q-AB-8	NORD ANGLIA EDUCATION LTD TL		07/09/2014	HSBC SECURITIES, INC.		1,503,750	1,500,000	1,492,500			118		118		1,492,618		11,132	11,132	7,138	03/31/2021	4FE
656560-AH-2	NORTEK INC LOAN		09/30/2014	SCHEDULED REDEMPTION		2,500	2,500	2,494			6		6		2,500				20	10/30/2020	3FE
65819H-AA-4	NORTH CAROLINA LIBERTY TIRE SOLID WST 04		07/01/2014	CALLED @ 100.00000000		735,000	735,000	735,000	704,409	30,591			30,591		735,000				49,613	07/01/2029	3FE
67001B-AN-3	NOVELIS CORPORATION TERM LOAN	I	09/30/2014	SCHEDULED REDEMPTION		25,466	25,466	25,798	25,540	286	(360)		(74)		25,466				241	03/10/2017	3FE
62937N-AT-4	NRG ENERGY INC TL		09/30/2014	SCHEDULED REDEMPTION		12,500	12,500	12,500	12,463	38			38		12,500				173	07/01/2018	3FE
				OPPENHEIMER & CO., INC.																	
67020Y-AD-2	NUANCE COMMUNICATIONS		07/11/2014	OPPENHEIMER & CO., INC.		3,016,000	2,900,000	2,930,188	2,834,750	89,939	(2,608)		87,330		2,922,080		93,920	93,920	143,318	08/15/2020	4FE
62947Q-AQ-1	NXP BV/NXP FUNDING LLC	F	07/14/2014			7,043,750	7,000,000	7,096,250			(10,004)		(10,004)		7,086,246		(42,496)	(42,496)	164,792	06/01/2018	4FE
				NOMURA SECURITIES																	
67104G-AC-2	OAK HILL 13-VIIIA CDO - CF - LOANS	E	08/14/2014	INTERNATIONAL INC		9,287,500	10,000,000	9,500,000	9,600,000	278,517	(1,077,894)		(799,377)		8,800,623		486,877	486,877	1,797,435	04/20/2025	6S
67437D-AB-9	OBERTHUR TECH FINANCE TRANCHE B-2		09/30/2014	SCHEDULED REDEMPTION		5,013	5,013	5,063			(50)		(50)		5,013				9	10/18/2019	4FE
				BANK OF AMERICA/MERRILL																	
682680-AQ-6	ONEOK INC		07/15/2014	LYNCH		2,264,406	2,282,000	2,280,882	2,281,062		54		54		2,281,116		(16,710)	(16,710)	93,483	02/01/2022	3FE
68389X-AR-6	ORACLE CORP		08/11/2014	GOLDMAN, SACHS & CO.		15,133,500	15,000,000	15,000,000	15,000,000						15,000,000		133,500	133,500	40,748	01/15/2019	1FE
68389X-AX-3	ORACLE CORPORATION		09/16/2014	GOLDMAN, SACHS & CO.		9,977,700	10,000,000	9,988,800			396		396		9,989,196		(11,496)	(11,496)	44,375	10/08/2019	1Z
685049-AA-6	ORANGE LAKE TIMESHARE TRUST ABS		09/10/2014	SCHEDULED REDEMPTION		548,339	548,339	548,307	548,309		30		30		548,339				7,371	03/10/2027	1FE
685049-AB-4	ORANGE LAKE TIMESHARE TRUST ABS		09/10/2014	SCHEDULED REDEMPTION		342,712	342,712	342,646	342,649		62		62		342,712				6,503	03/10/2027	2AM
17300K-AB-0	ORTHO-CLINICAL DIAGNOSTICS INC TLB		09/26/2014	SCHEDULED REDEMPTION		8,750	8,750	8,750							8,750				16	06/30/2021	4FE
				STERNE AGEE CLEARING																	
690070-AA-5	OUTERWALL INC		07/29/2014	INC.		1,807,373	1,759,000	1,777,942	1,777,425		(2,302)		(2,302)		1,775,123		32,249	32,249	92,641	03/15/2019	3FE

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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 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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
690070-AB-3	OUTERWALL INC		07/01/2014	HSBC SECURITIES, INC.		3,030,000	3,000,000	3,000,000							3,000,000		30,000	30,000	13,708	06/15/2021	3FE
690732-AE-2	OWENS & MINOR INC		09/15/2014	Various		7,001,400	7,000,000	6,973,540			.11		.11		6,973,551		27,849	27,849	1,701	12/15/2024	3Z
69121P-DE-0	OWINT 2006-2, A2B RMBS		09/01/2014	SCHEDULED REDEMPTION		70,637	70,637	58,328	55,056		15,581		15,581		70,637				2,140	01/25/2042	1FM
69138E-AK-5	OXBOX CARBON LLC TLB		08/25/2014	Various		1,907,125	1,900,000	1,891,416			.488		.488		1,891,904		15,221	15,221	6,579	07/19/2019	3FE
69371R-L8-7	PACCAR FINANCIAL CORP		07/07/2014	SUSQUEHANNA FINANCIAL GROUP LLLP		4,982,650	5,000,000	4,993,550			200		200		4,993,750		(11,100)	(11,100)	5,194	06/06/2017	1FE
69763N-AC-5	PAMCO III 98-1 B2 CDO - CF - LOANS	E	08/01/2014	SCHEDULED REDEMPTION		285,523	285,523	187,283	159,726		125,797		125,797		285,523				2,316	12/31/2014	6*
69884L-AA-7	PAPERWORKS INDUSTRIES INC		07/30/2014	JEFFERIES & COMPANY, INC.		253,750	250,000	250,000							250,000					08/15/2019	1
704549-AE-4	PEABODY ENERGY CORP		09/05/2014	JANNEY MONTGOMERY SCOTT LLC		2,617,920	2,424,000	2,739,120		8,872	(74,028)		(65,156)		2,661,844		(43,924)	(43,924)	153,444	11/01/2016	3FE
704549-AK-0	PEABODY ENERGY CORP		07/07/2014	JPMORGAN CHASE & CO. NOMURA SECURITIES		1,466,500	1,400,000	1,400,000									66,500	66,500		11/15/2018	3FE
704549-AM-6	PEABODY ENERGY CORP		08/14/2014	INTERNATIONAL INC		1,977,500	2,000,000	1,905,000			391		391		1,905,391		72,109	72,109	32,639	11/15/2021	3FE
71649S-AL-0	PETROHAWK ENERGY CORP		08/15/2014	CALL @ 103.62500000		5,000,000	5,000,000	5,662,500	5,322,606		(141,356)		(141,356)		5,181,250		(181,250)	(181,250)	543,750	08/15/2018	2FE
71654Q-BK-7	PETROLEOS MEXICANOS	F	08/27/2014	Various		5,238,750	5,000,000	5,000,000	5,000,000						5,000,000		238,750	238,750	39,859	07/18/2018	2FE
716743-AC-3	PETRONAS GLOBAL SUKUK LT	F	08/12/2014	MATURED		9,000,000	9,000,000	8,931,290	8,990,725		9,275		9,275		9,000,000				382,500	08/12/2014	1FE
72346D-AS-2	PINNACLE ENTERTAINMENT INC. TL B2		09/30/2014	SCHEDULED REDEMPTION		342,137	342,137	340,355	340,488		1,649		1,649		342,137				3,460	08/13/2020	3FE
72347N-AL-4	PINNACLE FOODS FINANCE TERM LOAN G		07/08/2014	SCHEDULED REDEMPTION		797,546	797,546	795,579	795,690		1,856		1,856		797,546				20,294	04/29/2020	3FE
72347N-AM-2	PINNACLE FOODS FINANCE TERM LOAN H		09/30/2014	SCHEDULED REDEMPTION		5,000	5,000	5,006	4,990	16	(6)		10		5,000					04/29/2020	3FE
73744G-AF-9	POST HLDGS SER A INCREM TL		09/30/2014	SCHEDULED REDEMPTION		2,500	2,500	2,488			.13		.13		2,500				17	06/02/2021	3FE
737446-AG-9	POST HOLDINGS INC		08/19/2014	BANK OF AMERICA/MERRILL LYNCH		3,681,406	3,750,000	3,767,500			(151)		(151)		3,767,349		(85,942)	(85,942)	47,533	12/15/2022	4FE
69352J-AG-2	PPL ENERGY SUPPLY LLC		07/10/2014	JPMORGAN CHASE & CO.		10,475,000	10,000,000	10,877,800	10,376,321		(110,982)		(110,982)		10,265,339		209,661	209,661	427,500	10/15/2035	3FE
74039G-20-3	PPTT 2006-B BAC CLASS B ABS		09/25/2014	Various		(1,988)											(1,988)	(1,988)		11/15/2026	1AM
C7500W-AC-0	PROGRESSIVE WASTE SOLUTIONS TERM B	A	09/30/2014	SCHEDULED REDEMPTION		26,212	26,212	26,386	26,199	203	(189)		13		26,212					10/24/2019	3FE
69368H-AC-7	PVH CORP. TRANCHE B TL		07/23/2014	SCHEDULED REDEMPTION		1,165,204	1,165,204	1,169,246	948,036	1,091	(4,225)		(3,134)		1,165,204				20,832	02/13/2020	3FE
74819R-AP-1	QUEBECOR MEDIA INC	G	09/26/2014	JEFFERIES & COMPANY, INC.		3,985,000	4,000,000	4,065,160	3,870,000	191,895	(4,174)		187,721		4,057,721		(72,721)	(72,721)	182,722	01/15/2023	4FE
74839J-AB-5	QUIKRETE HOLDINGS INC. TL		09/26/2014	Various		4,637,987	4,634,870	4,648,024			(860)		(860)		4,647,165		(9,177)	(9,177)	41,562	09/28/2020	4FE
74876W-AL-9	QUINTILES TRANSNATIONAL CORP TERM B-3		09/30/2014	SCHEDULED REDEMPTION		31,773	31,773	31,882			(109)		(109)		31,773					06/08/2018	3FE
747262-AV-5	QVC INC		08/27/2014	BARCLAYS		5,037,650	5,000,000	4,989,200			9		9		4,989,209		48,441	48,441	8,326	08/15/2034	2FE
21688A-AA-0	RABOBANK NEDERLAND (NY BRANCH)	F	07/10/2014	GOLDMAN, SACHS & CO.		20,183,000	20,000,000	19,885,600			10,904		10,904		19,896,504		286,496	286,496	226,250	01/14/2019	1FE
74922G-AN-4	RALI 2006-QA14 A13 RMBS		09/01/2014	SCHEDULED REDEMPTION		336,000	515,486	491,796	301,890		34,109		34,109		336,000				23,939	03/25/2040	1FM
761118-WQ-7	RALI 06-Q03 RMBS		09/25/2014	SCHEDULED REDEMPTION		114,223	114,223	42,272	40,886		73,338		73,338		114,223				345	04/25/2046	1FM
759950-FX-1	RAMC 2005-4, A3 RMBS		09/01/2014	SCHEDULED REDEMPTION		239,371	239,371	230,135	215,191	19,359	5,088		24,447		239,371				7,792	02/25/2036	4FM
759950-GV-4	RAMC 2006-1, AF3 RMBS		07/01/2014	SCHEDULED REDEMPTION		10,803	10,803	8,811	7,295	1,302	2,206		3,508		10,803				404	05/25/2036	3FM
760985-4U-2	RAMP 2004-R22 A16 RMBS		09/01/2014	SCHEDULED REDEMPTION		161,971	161,971	152,886	154,319		7,653		7,653		161,971				6,245	07/25/2034	1FM
75281A-AL-3	RANGE RESOURCES CORP		09/29/2014	JPMORGAN CHASE & CO.		1,194,150	1,140,000	1,251,150	1,212,822		(16,041)		(16,041)		1,196,781		(2,631)	(2,631)	89,989	08/01/2020	3FE
76110W-UZ-7	RASC 2002-KS10 M12 RMBS		09/01/2014	SCHEDULED REDEMPTION		16,576	16,576	16,573			3		3		16,576				661	01/25/2043	1FM
76110W-VS-2	RASC 2003-KS11, M12 RMBS		09/01/2014	SCHEDULED REDEMPTION		31,379	31,379	31,371	27,421	3,950	8		3,958		31,379				1,270	03/25/2041	1FM
760106-AY-0	RCFC 11-1A ABS		09/25/2014	SCHEDULED REDEMPTION		2,500,000	2,500,000	2,499,774	2,499,932		68		68		2,500,000				47,938	02/25/2016	1FE
760106-AZ-7	RCFC 11-1A ABS		09/25/2014	SCHEDULED REDEMPTION		833,333	833,333	833,185	833,288		46		46		833,333				15,500	02/25/2016	1FE
75884R-AQ-6	REGENCY CENTERS LP		09/17/2014	JPMORGAN CHASE & CO.		8,966,174	8,070,000	9,077,195	8,676,642		(121,385)		(121,385)		8,555,257		410,917	410,917	364,803	06/15/2017	2FE
76009N-AK-6	RENT-A-CENTER INC		07/10/2014	CREDIT SUISSE		947,500	1,000,000	910,000			4,096		4,096		914,096		33,404	33,404	33,514	05/01/2021	4FE
76168J-AK-2	REXNORD LLC TLB		09/30/2014	Various		7,500	7,500	7,430			139		139		7,500				30,777	08/21/2020	4FE
76173F-AQ-0	REYNOLDS GROUP HLDG INCREMENTAL US TL		09/15/2014	Various		13,053,268	13,045,933	13,104,560			(3,837)		(3,837)		13,100,724		(47,455)	(47,455)	(42,105)	12/01/2018	4FE
76173S-AP-4	REYNOLDS GRP ISS/REYNOLD		07/07/2014	GOLDMAN, SACHS & CO.		4,225,000	4,000,000	4,004,762	4,004,094		(397)		(397)		4,003,696		221,304	221,304	169,306	10/15/2020	4FE
76110V-TA-6	RFMS2 2005-HSA1 A15 RMBS		09/01/2014	SCHEDULED REDEMPTION		147,978	147,978	101,108	73,657		74,322		74,322		147,978				5,152	12/25/2035	1FM
74957V-AM-1	RFMS1 2006-S6 A12 RMBS		09/01/2014	SCHEDULED REDEMPTION		151,037	160,951	148,801	140,858		10,179		10,179		151,037				6,950	12/25/2039	1FM
749581-AH-7	RFMS1 2007-S1 A4 RMBS		09/01/2014	SCHEDULED REDEMPTION		136,142	174,992	126,491	124,375		11,767		11,767		136,142				7,417	09/25/2037	1FM
749581-AJ-3	RFMS1 2007-S1 A5 RMBS		09/01/2014	SCHEDULED REDEMPTION		54,867	70,524	60,293	56,518		(1,651)		(1,651)		54,867				2,989	09/25/2037	1FM
771196-AS-1	ROCHE HLDGS INC	R	08/29/2014	CALL @ 116.43500000 RBC DOMINION SECURITIES		2,876,000	2,876,000	3,305,099	3,169,481		(34,397)		(34,397)		3,135,084		(259,084)	(259,084)	644,272	03/01/2019	1FE
77340R-AH-0	ROCKIES EXPRESS PIPELINE		07/10/2014			26,864,375	26,500,000	26,536,950	21,997,459	34,419	(17,618)		16,801		26,525,510		338,865	338,865	766,892	04/15/2015	3FE
777779-AF-6	ROSETTA RESOURCES INC		07/10/2014	JPMORGAN CHASE & CO.		2,587,500	2,500,000	2,500,000							2,500,000		87,500	87,500	18,767	06/01/2024	4FE
74968U-AH-3	RPI FINANCE Term Loan Facility B-2		09/30/2014	SCHEDULED REDEMPTION		15,060	15,060	15,090	15,093		(33)		(33)		15,060					05/09/2018	2FE
74968U-AJ-9	RPI FINANCE Term Loan Facility B-3		09/30/2014	SCHEDULED REDEMPTION		6,162	6,162	6,175	6,176		(14)		(14)		6,162					11/09/2018	2FE

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
74968U-AQ-5	RPI FINANCE TRUST TLB-1		09/30/2014	SCHEDULED REDEMPTION		2,710	2,710	2,710	2,710						2,710					11/09/2016	2FE
749685-AQ-6	RPM INTERNATIONAL INC		07/25/2014	Various		11,428,940	10,000,000	9,633,123	9,812,690		22,844		22,844		9,835,534		1,593,406	1,593,406	616,597	02/15/2018	2FE
78118M-AB-2	RUBY WESTERN PIPELINE TERM LOAN		07/10/2014	SCHEDULED REDEMPTION		89,824	89,824	90,364	89,713	708	(597)		111		89,824				25,601	03/27/2020	3FE
786514-BT-5	SAFEWAY INC		08/18/2014	CALLED @ 105.84600000		11,160,000	11,160,000	11,153,974	11,156,355		759		759		11,157,113		2,887	2,887	923,292	12/01/2016	2FE
79543N-AE-7	SALIX PHARMA TL		09/30/2014	Various		10,062,681	9,984,311	10,081,550	10,081,550		(4,169)		(4,169)		10,077,382		(14,700)		27,825	01/02/2020	3FE
80282F-AG-2	SANTANDER DRIVE AUTO RECEIVABL ABS		07/15/2014	SCHEDULED REDEMPTION		3,500,228	3,500,228	3,530,444	3,501,662		(1,434)		(1,434)		3,500,228				46,489	06/15/2017	1FE
86359A-4X-8	SASC 2003-34 2A3 RMBS		09/01/2014	SCHEDULED REDEMPTION		4,074	4,074	3,387	3,424		649		649		4,074					09/25/2052	1FIM
86359D-NM-3	SASC 2005-15 4A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		327,730	327,730	274,283	272,399		55,330		55,330		327,730				14,121	08/25/2035	1FIM
86359D-SR-9	SASC 2005-17 5A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		936,195	963,328	767,128	736,037		200,158		200,158		936,195				38,344	10/25/2035	1FIM
78388J-AQ-9	SBA COMMUNICATIONS CORP		07/11/2014	LYNCH		4,235,000	4,000,000	4,030,500	4,028,265		(2,964)		(2,964)		4,025,301		209,699	209,699	178,125	10/01/2019	4FE
78404X-AF-2	SBA SENIOR FINANCE II INCREM B1A TL		09/30/2014	SCHEDULED REDEMPTION		8,750	8,750	8,728			22		22		8,750				54	03/24/2021	3FE
78401F-AG-2	SBA TELECOMMUNICATIONS		08/20/2014	BANK OF AMERICA/MERRILL		580,250	550,000	550,000	550,000						550,000		30,250	30,250	35,139	07/15/2020	4FE
78403D-AE-0	SBA TOWER TRUST ABS		09/11/2014	LYNCH		9,180,000	9,000,000	9,000,000	9,000,000						9,000,000		180,000	180,000	211,882	04/15/2043	2AM
806854-AA-3	SCHLUMBERGER INVESTMENT	E	09/22/2014	FIRST TENNESSEE BANK		20,421,200	20,000,000	19,965,000	19,980,656		5,145		5,145		19,985,801		435,399	435,399	401,917	09/14/2016	1FE
80875A-AJ-0	SCIENTIFIC GAMES INTERNATIONAL INC. TL		09/30/2014	CITIGROUP GLOBAL MARKETS		7,917,509	8,002,400	7,986,203			644		644		7,986,847		(69,337)	(69,337)	63,547	10/18/2020	3FE
81180W-AG-6	SEAGATE HDD CAYMAN	E	07/15/2014	BANK OF AMERICA/MERRILL		2,543,750	2,500,000	2,478,125	2,479,129		967		967		2,480,096		63,654	63,654	74,878	06/01/2023	2FE
81211K-AQ-3	SEALED AIR CORP		07/10/2014	LYNCH		3,303,750	3,000,000	3,375,000			(74,168)		(74,168)		3,300,832		2,918	2,918	203,125	09/15/2019	4FE
81211L-AR-9	SEALED AIR CORP TERM B-1		07/25/2014	GOLDMAN, SACHS & CO.		8,846,847	8,846,847	8,916,830	7,859,197	65,209	(77,559)		(12,350)		8,846,847				143,207	10/03/2018	3FE
816752-AC-3	SEMINOLE HARD ROCK ENT I		09/03/2014	Various		2,500,000	2,500,000	2,550,000	2,456,250	89,218	(5,102)		84,116		2,540,366		(40,366)	(40,366)	119,540	05/15/2021	4FE
81675K-AD-1	SEMINOLE HARD ROCK TERM LOAN		09/30/2014	INC.		5,000	5,000	4,979			23		23		5,000					05/14/2020	3FE
81683U-AF-4	SEMINOLE TRIBE OF FLORIDA INITIAL TL		09/30/2014	SCHEDULED REDEMPTION		192,500	192,500	192,895	192,933		(433)		(433)		192,500					04/29/2020	2FE
81725W-AF-0	SENSATA TECHNOLOGIES BV	E	07/31/2014	CITIGROUP GLOBAL MARKETS		1,312,500	1,250,000	1,304,688	1,289,686		(6,490)		(6,490)		1,283,196		29,304	29,304	58,681	05/15/2019	3FE
81726J-AZ-4	SENSATA TECHNOLOGY FINANCE CO LLC TL		01/09/2013	VARIOUS															998	05/12/2018	2FE
81726H-AC-9	SENSUS USA INC. TERM LOAN FIRST LIEN		09/30/2014	SCHEDULED REDEMPTION		639	639	638			1		1		639					05/09/2017	4FE
81753D-AB-6	SERTA SIMMONS HLDGS TL		08/07/2014	Various		4,012,500	4,000,000	4,050,918			(2,175)		(2,175)		4,048,743		(36,243)	(36,243)	32,522	10/01/2019	4FE
817565-BM-5	SERVICE CORP INTL		07/10/2014	JEFFERIES & COMPANY, INC.		4,675,000	4,000,000	4,602,068	4,516,816		(53,350)		(53,350)		4,463,466		211,534	211,534	240,611	10/01/2018	4FE
81760H-AB-8	SERVICEMASTER CO INTIAL TL		08/12/2014	J. P. MORGAN SECURITIES, INC.		1,496,250	1,500,000	1,485,000			20		20		1,485,020		11,230	11,230	(2,874)	07/01/2021	4FE
818097-AA-5	SEVENTY SEVEN ENERGY INC		08/05/2014	BANK OF AMERICA/MERRILL		751,875	750,000	750,000							750,000		1,875	1,875	5,417	07/15/2022	4FE
165263-AA-2	SEVENTY SEVEN OPERATING LLC		07/15/2014	EXCHANGE		2,000,000	2,000,000	2,000,000							2,000,000				6,861	07/15/2022	4FE
822538-AA-2	SHELF DRILL HOLD LTD	F	09/29/2014	OPPENHEIMER & CO., INC.		1,563,750	1,500,000	1,511,250	1,509,078		(1,562)		(1,562)		1,507,516		56,234	56,234	118,953	11/01/2018	4FE
82651X-AA-5	SIERRA RECEIVABLES FUNDING CO ABS		09/20/2014	SCHEDULED REDEMPTION		660,076	660,076	659,946	659,917		159		159		660,076				8,640	07/20/2028	1FE
82651X-AB-3	SIERRA RECEIVABLES FUNDING CO ABS		09/20/2014	SCHEDULED REDEMPTION		293,367	293,367	293,357	293,355		12		12		293,367				4,968	07/20/2028	2AM
82652A-AA-4	SIERRA RECEIVABLES FUNDING CO ABS		09/20/2014	SCHEDULED REDEMPTION		840,828	840,828	840,651	840,559		269		269		840,828				9,277	11/20/2028	1FE
82652A-AB-2	SIERRA RECEIVABLES FUNDING CO ABS		09/20/2014	SCHEDULED REDEMPTION		336,331	336,331	336,261	336,225		106		106		336,331				4,678	11/20/2028	2AM
82651R-AB-6	SIERRA RECEIVABLES FUNDING COM ABS		09/20/2014	SCHEDULED REDEMPTION		229,388	229,388	229,327	229,298		90		90		229,388				3,767	04/20/2026	2AM
82670M-AB-4	SIGNODE INDUSTRIAL GROUP TLB		09/30/2014	SCHEDULED REDEMPTION		296,296	296,296	295,556			741		741		296,296				12,797	05/01/2022	4FE
827048-AQ-2	SILGAN HOLDINGS INC		07/24/2014	EXCHANGE		4,477,065	4,500,000	4,475,000	4,450,706	25,000	1,359		26,359		4,477,065				216,562	02/01/2022	3FE
828732-AB-3	SIMMONS FOODS INC		09/19/2014	WELLS FARGO		1,774,063	1,750,000	1,750,000							1,750,000		24,063	24,063		10/01/2021	1FE
829229-AJ-2	SINGLAIR TELEVISION GRP NEW TRANCHE B TL		09/30/2014	SCHEDULED REDEMPTION		34,958	34,958	35,001	34,668	337	(48)		289		34,958				93	04/09/2020	3FE
83002C-AF-4	SIX FLAGS THEME PARKS INC TRANCHE B TL		09/29/2014	SCHEDULED REDEMPTION		33,848	33,848	33,875	33,812	63	(27)		36		33,848				70,322	12/20/2018	3FE
83051G-AC-2	SKANDINAVISKA ENSKILDA BANKEN AB	F	07/24/2014	NOMURA SECURITIES		10,076,900	10,000,000	9,992,500			490		490		9,992,990		83,911	83,911	81,806	03/25/2019	1FE
78443C-AB-0	SLM STUDENT LOAN TRUST ABS		09/15/2014	INTERNATIONAL INC		325,394	325,394	295,092	298,282		27,113		27,113		325,394				1,939	12/16/2030	1FE
78443C-BM-5	SLM STUDENT LOAN TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		208,670	208,670	201,627	204,002		4,668		4,668		208,670				689	06/15/2021	1FE
78443D-AB-8	SLM STUDENT LOAN TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		341,028	341,028	316,303	325,880		15,148		15,148		341,028				920	09/15/2025	1FE
78443J-AD-1	SLM STUDENT LOAN TRUST ABS		09/15/2014	SCHEDULED REDEMPTION		1,714,840	1,714,840	1,504,772	1,598,891		115,949		115,949		1,714,840				5,274	03/15/2023	1FE
832248-AV-0	SMITHFIELD FOODS INC		07/31/2014	JPMORGAN CHASE & CO.		3,518,125	3,250,000	3,577,500	3,445,000	103,617	(29,165)		74,451		3,519,451		(1,326)	(1,326)	209,332	08/15/2022	3FE
84603H-AB-3	SOUTHWIRE COMPANY TL		09/30/2014	SCHEDULED REDEMPTION		3,750	3,750	3,741			9		9		3,750					02/10/2021	3FE

STATEMENT AS OF SEPTEMBER 30, 2014 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-ign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
.84762N-AW-1	Spectrum Brands Inc. TLC.		09/30/2014	SCHEDULED REDEMPTION		19,500	19,500	19,571	14,997	45	(76)		(31)		19,500					09/04/2019	3FE
.84850X-AB-8	SPIN HOLDCO (COINMACH) INITIAL TLB		09/30/2014	SCHEDULED REDEMPTION		10,000	10,000	10,064			(64)		(64)		10,000				12	11/14/2019	4FE
.84857H-AL-4	SPIRIT AEROSYSTEMS INC TLB		09/30/2014	SCHEDULED REDEMPTION		38,569	38,569	38,667			(99)		(99)		38,569				979	09/15/2020	3FE
.85207U-AB-1	SPRINT CORP		09/30/2014	Various		9,068,750	8,500,000	9,381,875			(28,106)		(28,106)		9,353,769		(285,019)	(285,019)	341,031	09/15/2023	4FE
.852061-AD-2	SPRINT NEXTEL CORP		07/09/2014	GOLDMAN, SACHS & CO.		5,450,000	5,000,000	5,475,000	5,456,250	13,988	(83,805)		(69,817)		5,386,433		63,567	63,567	185,833	12/01/2016	4FE
.85208D-AE-2	SPROUTS FARMERS MKTS INITIAL TL		09/30/2014	SCHEDULED REDEMPTION		369,643	369,643	367,780			1,863		1,863		369,643				6,653	04/23/2020	3FE
.855030-AL-6	STAPLES INC		07/22/2014	MORGAN STANLEY		5,043,600	5,000,000	4,986,350	4,988,839		1,495		1,495		4,990,333		53,267	53,267	73,715	01/12/2018	2FE
.858119-AV-2	STEEL DYNAMICS INC		07/24/2014	CREDIT SUISSE		268,125	250,000	273,125			(498)		(498)		272,627		(4,502)	(4,502)	7,260	08/15/2022	3FE
.858119-BB-5	STEEL DYNAMICS INC		09/12/2014	BAIRD (ROBERT W.) & CO. INC.		1,003,750	1,000,000	1,000,000							1,000,000		3,750	3,750	1,222	10/01/2024	3FE
.86614W-AC-0	SUMMIT MIDSTREAM HOLDINGS LLC		07/10/2014	OPPENHEIMER & CO., INC.		453,375	450,000	450,000							450,000		3,375	3,375		08/15/2022	1
.86680W-AA-3	SUN MERGER SUB INC		07/11/2014	MORGAN STANLEY		5,200,000	5,000,000	5,237,500	5,229,580		(43,530)		(43,530)		5,186,050		13,950	13,950	252,293	08/01/2018	4FE
.86680W-AB-1	SUN MERGER SUB INC		07/10/2014	OPPENHEIMER & CO., INC.		1,590,000	1,500,000	1,556,250			(3,155)		(3,155)		1,553,095		36,905	36,905	40,146	08/01/2021	4FE
.86737N-AA-6	SUNGARD AVAILABILITY SERVICES CAPI		07/29/2014	RBC DOMINION SECURITIES		2,536,050	2,915,000	2,930,050			(538)		(538)		2,929,512		(393,462)	(393,462)	85,729	04/01/2022	5FE
.86736G-AN-4	SUNGARD DATA TRANCHE D TERM LOAN		10/18/2013	VARIOUS															18,938	01/31/2020	3FE
.86736G-AP-9	SUNGARD DATA TRANCHE E TERM LOAN		09/16/2014	Various		11,230,315	11,207,815	11,325,431			(5,831)		(5,831)		11,319,600		(89,285)	(89,285)	114,595	03/08/2020	3FE
.84751P-LM-9	SURF_06-BC2 RMBS		09/01/2014	SCHEDULED REDEMPTION		2,779	2,779	2,041	1,625		1,154		1,154		2,779				29	06/25/2042	1FM
.86960B-AG-7	SVENSKA HANDELSBANKEN AB	F	07/09/2014	HSBC SECURITIES, INC.		10,002,700	10,000,000	9,990,100			141		141		9,990,241		12,459	12,459	16,875	06/17/2019	1FE
.83612L-AE-9	SVHE 2006-WF1, M1		09/25/2014	Various		57,201											57,201	57,201		10/25/2036	6Z*
.78488A-AB-0	SVO VOI MORTGAGE CORP ABS		09/01/2014	SCHEDULED REDEMPTION		358,748	358,748	355,875	355,365		3,383		3,383		358,748				6,723	11/20/2027	2AM
.87165B-AB-9	SYNCHRONY FINANCIAL		08/27/2014	JPMORGAN CHASE & CO.		20,256,500	20,000,000	19,952,800			475		475		19,953,275		303,225	303,225	32,500	08/15/2019	2Z
.87165B-AC-7	SYNCHRONY FINANCIAL		08/20/2014	DEUTSCHE BANK AG		7,085,750	7,000,000	6,987,540			61		61		6,987,601		98,149	98,149	10,208	08/15/2021	2Z
.87164G-AE-3	SYNIVERSE HOLDINGS INC. TL		09/09/2014	BARCLAYS BANK		4,968,750	5,000,000	5,014,123			(951)		(951)		5,013,171		(44,421)	(44,421)	40,025	04/23/2019	4FE
.00386S-AF-9	TAAQ ABU DHABI NATL ENER	F	09/15/2014	MATURED		10,000,000	10,000,000	9,975,675	9,996,217		3,783		3,783		10,000,000				475,000	09/15/2014	1FE
.87656D-AC-9	TATA CHEMICALS NORTH AMERICA TL		09/30/2014	SCHEDULED REDEMPTION		2,500	2,500	2,478	2,476		24		24		2,500					08/07/2020	3FE
.878091-BD-8	TEACHERS INSURANCE AND ANNUITY ASS		09/16/2014	Various		6,073,108	6,000,000	5,994,420							5,994,420		78,687	78,687	817	09/15/2044	1
.87952V-AJ-5	TELESAT CANADA / TELESAT LLC	G	07/10/2014	STERNE AGEE CLEARING INC.		1,704,656	1,650,000	1,722,188	1,716,000	4,909	(25,218)		(20,308)		1,695,692		8,965	8,965	64,900	05/15/2017	4FE
.87951Y-AN-1	TELESAT CANADA TERM LOAN B	G	09/30/2014	SCHEDULED REDEMPTION		32,381	32,381	32,536	32,365		165		165		32,381				859	03/28/2019	3FE
.88023V-AE-9	TEMPUR-PEDIC INTERNATIONAL INC TERM B LO		09/30/2014	SCHEDULED REDEMPTION		1,438,484	1,438,484	1,436,834	1,432,926	3,736	1,821		5,558		1,438,484				4,475	03/18/2020	3FE
.88078F-AU-2	TEREX CORP NEW TERM LOAN		08/13/2014	EXCHANGE		8,278,827	8,243,604	8,280,386	8,284,592	2,014	(7,745)		(5,731)		8,278,861		(34)	(34)	35,264	04/28/2017	3FE
.881609-BA-8	TESORO CORP		08/13/2014	BARCLAYS		995,000	1,000,000	971,250			75		75		971,325		23,675	23,675	21,354	04/01/2024	3FE
.882384-AA-8	TEXAS EASTERN TRANSMISSI		07/30/2014	MIZUHO SECURITIES USA INC.		3,383,730	3,000,000	2,912,146	2,958,035		6,056		6,056		2,964,091		419,639	419,639	159,500	09/15/2017	2FE
.36162J-AA-4	THE GEO GROUP INC		09/24/2014	BAIRD (ROBERT W.) & CO. INC.		1,000,000	1,000,000	1,000,000							1,000,000				653	10/15/2024	4FE
.887228-AA-2	TIME INC (USA)		08/25/2014	BARCLAYS		8,922,250	8,900,000	8,879,125			(776)		(776)		8,878,349		43,901	43,901	168,479	04/15/2022	4FE
.887317-AU-9	TIME WARNER INC		07/11/2014	MORGAN STANLEY		4,865,475	5,000,000	4,946,500			109		109		4,946,609		(81,134)	(81,134)	30,677	06/01/2044	2FE
.872540-AN-9	TJX COS INC		07/08/2014	CALLED @ 104.09072320		20,000,000	20,000,000	20,606,300	20,227,074		(71,634)		(71,634)		20,155,440		(155,440)	(155,440)	1,571,811	08/15/2015	1FE
.87264A-AC-9	T-MOBILE USA INC		09/24/2014	Various		6,582,125	6,325,000	6,764,500	1,137,014		(98,867)		(98,867)		6,663,147		(81,022)	(81,022)	447,863	04/28/2019	3FE
.87264A-AG-0	T-MOBILE USA INC		08/13/2014	WELLS FARGO		1,325,000	1,250,000	1,237,500	1,237,718		681		681		1,238,398		86,602	86,602	88,812	04/28/2022	3FE
.87264A-AH-8	T-MOBILE USA INC		08/28/2014	GOLDMAN, SACHS & CO.		1,036,250	1,000,000	1,066,250			(2,236)		(2,236)		1,064,014		(27,764)	(27,764)	47,979	01/15/2022	3FE
.87264A-AL-9	T-MOBILE USA INC		08/28/2014	Various		5,267,500	5,000,000	5,090,314			(5,714)		(5,714)		5,084,600		182,900	182,900	304,750	04/01/2023	3FE
.87264A-AM-7	T-MOBILE USA INC		09/30/2014	BANK OF AMERICA/MERRILL LYNCH		499,375	500,000	500,000							500,000		(625)	(625)	2,333	03/01/2023	3FE
.87261S-AB-5	TMS INTERNATIONAL CORP TLB (TUBE CITY)		09/05/2014	J. P. MORGAN SECURITIES, INC.		1,251,523	1,243,750	1,237,864			275		275		1,238,139		13,384	13,384	(4,104)	10/16/2020	4FE
.88947E-AK-6	TOLL BROS FINANCE CORP		08/27/2014	BARCLAYS		3,832,500	3,500,000	3,635,625	3,615,451		(7,745)		(7,745)		3,607,706		224,794	224,794	215,335	02/15/2022	3FE
.89114Q-AS-7	TORONTO-DOMINION BANK/THE	A	07/16/2014	CANTOR FITZGERALD		9,949,600	10,000,000	9,987,700			124		124		9,987,824		(38,224)	(38,224)	11,215	07/02/2019	1FE
.89236T-BG-9	TOYOTA MOTOR CREDIT CORP	R	08/11/2014	GOLDMAN, SACHS & CO.		15,024,900	15,000,000	15,000,000							15,000,000		24,900	24,900	15,596	05/16/2017	1FE
.89334G-AN-4	TRANS UNION LLC 2014 REPLACE TL		09/30/2014	Various		8,003,725	8,998,725	8,976,228			547		547		8,976,775		26,950	26,950	18,197	04/09/2021	4FE
.89346D-AG-2	TRANSALTA CORP	A	07/07/2014	BARCLAYS		15,011,700	15,000,000	14,983,050			567		567		14,983,617		28,083	28,083	29,292	06/03/2017	2FE
.893647-AU-1	TRANSDIGM INC		07/07/2014	UNION BANK OF SWITZERLAND		2,323,125	2,250,000	2,253,125			(42)		(42)		2,253,083		70,042	70,042	13,500	07/15/2022	5FE
.893647-AV-9	TRANSDIGM INC		07/10/2014	MORGAN STANLEY		1,041,250	1,000,000	1,000,000							1,000,000		41,250	41,250	7,403	07/15/2024	5FE

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SCHEDULE D - PART 4

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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 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	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
89364M-AX-2	TRANSIGM INC TRANCHE C TL		09/30/2014	SCHEDULED REDEMPTION		39,291	39,291	38,940	38,912		380		380		39,291					02/28/2020	3FE
89364M-AY-0	TRANSIGM INC. TLD		09/30/2014	SCHEDULED REDEMPTION		5,000	5,000	4,963			38		38		5,000				40	06/04/2021	4FE
89604B-AR-9	TRIBUNE CO INITIAL TL		08/27/2014	Various		9,148,222	9,133,186	9,111,087			4,176		4,176		9,115,263		32,959	32,959	28,285	12/27/2020	3FE
880591-ER-9	TVA		09/25/2014	BARCLAYS		14,898,150	15,000,000	14,841,000							14,841,000		57,150	57,150		09/15/2024	1FE
90170W-AB-0	TWIN RIVER MANAGEMENT GROUP TL		07/10/2014	Various		1,931,111	1,931,111	1,949,124			(18,013)		(18,013)		1,931,111				37,388	11/10/2018	4FE
90170W-AE-4	TWIN RIVER MGMT CLSG DATE TL		09/30/2014	Various		1,892,788	1,892,788	1,873,860			449		449		1,874,309		18,479	18,479	30,956	07/10/2020	4FE
902133-AF-4	TYCO ELECTRONICS GROUP S	E	09/11/2014	U.S. BANCORP		6,860,580	6,000,000	5,882,496	5,939,602		10,219		10,219		5,949,820		910,760	910,760	376,625	10/01/2017	1FE
90346B-AD-1	U.S. SECURITY ASSOC. HLDGS DELAYED DRAW		09/30/2014	SCHEDULED REDEMPTION		611	611	611							611					07/28/2017	4FE
90346B-AC-3	U.S. SECURITY ASSOC. HLDGS TLB		09/30/2014	SCHEDULED REDEMPTION		3,539	3,539	3,519			20		20		3,539					07/28/2017	4FE
902730-AC-4	UHS ESCROW CORP		07/31/2014	CALLED @ 104.55621414		14,250,000	14,250,000	14,729,375	14,550,278		(59,731)		(59,731)		14,490,546		(240,546)	(240,546)	1,480,511	10/01/2018	4FE
90520E-AF-8	UNION BANK NA (SAN FRANCISCO)		07/28/2014	MORGAN STANLEY		10,021,600	10,000,000	9,977,400			1,013		1,013		9,978,413		43,187	43,187	53,125	05/06/2019	1FE
910047-AG-4	UNITED CONTINENTAL HOLDINGS INC		07/24/2014	GOLDMAN, SACHS & CO.		4,326,375	4,150,000	4,213,210	2,938,635	7,365	(3,061)		4,304		4,210,149		116,226	116,226	180,525	12/01/2020	4FE
				CITIGROUP GLOBAL MARKETS																	
911365-AZ-7	UNITED RENTALS NORTH AM		08/14/2014			999,000	900,000	900,000	900,000						900,000		99,000	99,000	57,950	04/15/2022	4FE
913017-BU-2	UNITED TECHNOLOGIES CORP		07/07/2014	BNP CAPITAL MARKETS		19,865,040	19,500,000	19,483,230	19,488,378		1,740		1,740		19,490,118		374,922	374,922	213,525	06/01/2017	1FE
				MIZUHO SECURITIES USA INC.			12,010,560	12,000,000	11,985,600				1,495		11,990,450		20,110	20,110	123,667	10/15/2017	1FE
91324P-BY-7	UNITEDHEALTH GROUP INC		07/07/2014	Various		6,877,938	6,912,500	6,872,190			1,934		1,934		6,874,123		3,814	3,814	38,563	03/01/2020	4FE
91490B-AU-2	UNIVISION COM 2013 INCREM TL		08/18/2014	Various		3,965,038	3,970,000	3,942,998			1,239		1,239		3,944,237		20,801	20,801	12,311	03/01/2020	4FE
91490B-AV-0	UNIVISION COM REPLACE 1ST LIEN TL		08/13/2014	Various		3,965,038	3,970,000	3,942,998			1,239		1,239		3,944,237		20,801	20,801	12,311	03/01/2020	4FE
90349Y-AC-0	US ECOLOGY INC. TL		08/04/2014	WELLS FARGO		1,002,500	1,000,000	1,007,500			(31)		(31)		1,007,469		(4,969)	(4,969)	1,350	06/17/2021	3FE
91911X-AM-6	VALEANT PHARMACEUTICALS		08/01/2014	CREDIT SUISSE		3,135,000	3,000,000	3,210,000	1,076,300		(18,490)		(18,490)		3,190,310		(55,310)	(55,310)	107,917	10/01/2020	4FE
				BANK OF AMERICA/MERRILL LYNCH			572,688	550,000	585,750				(4,672)		571,881		806	806	23,633	12/01/2018	4FE
91911X-AN-4	VALEANT PHARMACEUTICALS		07/11/2014	LYNCH		162,133	162,133	161,424			709		709		161,424				4,649	12/11/2019	3FE
91911X-AR-4	VALEANT PHARMACEUTICALS TLB SERIES C2	A	07/16/2014	SCHEDULED REDEMPTION		1,426,448	1,426,448	1,417,531			9,789		9,789		1,426,448				313	02/13/2019	3FE
91911X-AS-2	VALEANT PHARMACEUTICALS TLB SERIES D2	A	07/16/2014	SCHEDULED REDEMPTION		847,483	847,483	835,336			12,301		12,301		847,483				19,482	08/05/2020	3FE
91911X-AP-8	VALEANT PHARMACEUTICALS TLB SERIES E	G	07/16/2014	SCHEDULED REDEMPTION		4,653,316	3,999,000	4,295,521	4,223,238		(22,231)		(22,231)		4,201,007		452,309	452,309	304,946	04/20/2020	2FE
920253-AD-3	VALMONT INDUSTRIES		09/22/2014	TENDER OFFER		3,750	3,750	3,731			19		19		3,750					06/13/2021	3FE
92210M-AH-7	VANTIV LLC TLB		09/30/2014	SCHEDULED REDEMPTION		5,653,375	6,125,000	6,117,344	5,457,923		(385,860)		(385,860)		5,072,063		581,312	581,312	706,635	06/10/2025	6S
92329P-AC-9	VENDO 13 CDO - CF - LOANS	E	07/31/2014	WELLS FARGO		10,300,000	10,000,000	10,155,000	9,775,000	358,216	(8,465)		349,751		10,124,751		175,249	175,249	559,722	07/15/2022	3FE
92658T-AQ-1	VIDEOTRON LTTEE	A	08/27/2014	BARCLAYS		1,002,500	1,000,000	1,000,000							1,000,000		2,500	2,500		10/15/2024	4FE
				BANK OF AMERICA/MERRILL LYNCH			10,086,600	9,989,600	9,989,826		1,121		1,121		9,990,947		95,653	95,653	144,028	11/20/2018	1FE
92769V-AF-6	VIRGIN MEDIA FINANCE PLC	F	09/30/2014	LYNCH		9,988,400	10,000,000	9,961,900			829		829		9,962,729		35,671	35,671	29,167	06/30/2019	2FE
928670-AX-6	VOLKSWAGEN INTERNATIONAL FINANCE N	F	07/21/2014	BARCLAYS																	
929043-AH-0	VORNADO REALTY LP		07/24/2014	WELLS FARGO																	
				BANK OF AMERICA/MERRILL LYNCH			2,105,000	2,000,000	2,170,000		(13,932)		(13,932)		2,156,068		(51,068)	(51,068)	100,938	10/15/2020	4FE
91829K-AA-1	VPI ESCROW CORP		07/25/2014	LYNCH																	
				CITIGROUP GLOBAL MARKETS																	
92912E-AC-7	VP11 ESCROW CORP	G	08/07/2014	Various		265,000	250,000	274,625			(3,104)		(3,104)		271,521		(6,521)	(6,521)	8,297	08/15/2018	4FE
92938K-AB-5	W.R. GRACE AND CO. TL		09/30/2014	SCHEDULED REDEMPTION		11,053	11,053	11,025			28		28		11,053				107	02/03/2021	3FE
92546B-DB-9	WALT DISNEY CO		07/09/2014	DEUTSCHE BANK AG		4,918,750	5,000,000	4,991,450			17		17		4,991,467		(72,717)	(72,717)	24,063	06/01/2044	1FE
92546B-DC-7	WALT DISNEY COMPANY (THE)		07/10/2014	DEUTSCHE BANK AG		10,005,600	10,000,000	10,000,000							10,000,000		5,600	5,600	6,418	05/30/2019	1FE
93364F-AA-9	WAMU 2007-HY7 1A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		571,013	571,572	325,119	325,663		245,349		245,349		571,013				9,176	10/25/2042	1FIM
93363T-AH-5	WAMU 06-AR11 RMBS		09/25/2014	SCHEDULED REDEMPTION		59,632	204,601	25,917	19,488	3,514	36,630		40,144		59,632				563	09/25/2046	1FIM
93362Y-AE-2	WAMU 06-ARS RMBS		09/25/2014	SCHEDULED REDEMPTION		28,722	146,277	21,422	20,500		8,223		8,223		28,722				296	06/25/2046	1FIM
93363D-AE-7	WAMU 06-AR9 RMBS		09/25/2014	SCHEDULED REDEMPTION		13,645	31,136	4,435	3,773		9,760		9,872		13,645				88	08/25/2046	4FIM
92926W-AB-3	WAMU 07-0A1 RMBS		09/25/2014	SCHEDULED REDEMPTION		38,350	968,393	110,372	28,169	46,849	13,918		60,766		38,350				1,794	02/25/2047	1FIM
93677P-AB-7	WASAT 06-1A CDO - CF - LOANS	E	08/14/2014	SCHEDULED REDEMPTION		844,66															

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
94985A-AA-7	WFMS 2006-AR15 A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		205,411	211,540	159,636	151,431		53,980		53,980		205,411				4,028	10/25/2036	1FM
94984S-AA-9	WFMS 2006-AR18 1A1 RMBS		09/01/2014	SCHEDULED REDEMPTION		366,751	366,751	316,541	300,223		66,528		66,528		366,751				14,711	11/25/2036	1FM
94985W-DN-8	WFMS 2007-11 A85 RMBS		09/01/2014	SCHEDULED REDEMPTION		150,267	157,136	139,782	133,017		17,250		17,250		150,267				6,841	09/25/2041	1FM
94985W-DZ-1	WFMS 2007-11 A96 RMBS		09/01/2014	SCHEDULED REDEMPTION		368,767	385,643	339,840	318,790		49,977		49,977		368,767				16,789	09/25/2041	1FM
94985L-AG-0	WFMS 2007-13 A7 RMBS		09/01/2014	SCHEDULED REDEMPTION		328,601	363,108	321,410	297,335		31,266		31,266		328,601				15,982	09/25/2037	1FM
94985L-AH-8	WFMS 2007-13 A8 RMBS		09/01/2014	SCHEDULED REDEMPTION		211,742	233,978	204,994	192,764		18,978		18,978		211,742				10,299	09/25/2037	1FM
966387-AG-7	WHITING PETROLEUM CORP		07/09/2014	LYNCH		3,823,375	3,650,000	3,650,000	3,650,000						3,650,000		173,375	173,375	153,097	03/15/2019	3FE
97381W-AJ-3	WINDSTREAM CORP		07/10/2014	GOLDMAN, SACHS & CO.		4,590,000	4,000,000	4,582,500	4,562,484	4,305	(74,786)		(70,481)		4,492,003		97,997	97,997	222,250	11/01/2017	4FE
97381W-AT-1	WINDSTREAM CORP		07/29/2014	BANK OF AMERICA/MERRILL LYNCH		1,092,500	1,000,000	1,033,439	1,033,374		(2,814)		(2,814)		1,030,560		61,940	61,940	64,583	10/01/2021	4FE
97381W-AU-8	WINDSTREAM CORP		07/29/2014	LYNCH		2,106,000	1,950,000	2,063,750	1,959,750	87,963	(9,340)		78,623		2,038,373		67,627	67,627	121,875	04/01/2023	4FE
97381W-AZ-7	WINDSTREAM CORP		08/13/2014	BARCLAYS		1,007,500	1,000,000	993,438	233,750	16,250	9		16,259		993,447		14,053	14,053	18,948	08/01/2023	4FE
97381H-AL-1	WINDSTREAM CORP TL A-4		09/30/2014	SCHEDULED REDEMPTION		177,215	177,215	175,894	175,631		1,584		1,584		177,215					08/08/2017	3FE
97381H-AN-7	WINDSTREAM CORP TL B-4		09/30/2014	SCHEDULED REDEMPTION		25,000	25,000	25,000	25,000						25,000					01/23/2020	3FE
97381H-AM-9	WINDSTREAM CORP. TRANCHE B-5 TERM LOAN		09/30/2014	SCHEDULED REDEMPTION		10,000	10,000	10,050			(50)		(50)		10,000				42	08/08/2019	3FE
982526-AV-7	WM VIRIGLEY JR CO		08/04/2014	BARCLAYS		1,871,869	1,826,000	1,822,001	1,822,121		371		371		1,822,492		49,377	49,377	15,592	10/21/2019	2FE
92929L-AL-2	WMG ACQUISITIONS CORP TRANCHE B TL		09/30/2014	SCHEDULED REDEMPTION		40,095	40,095	40,066		21	28		49		40,095				756	10/15/2020	4FE
383909-AE-8	WR GRACE & CO		09/12/2014	STERNE AEGEE CLEARING INC.		1,073,625	1,050,000	1,050,000							1,050,000		23,625	23,625	149	10/01/2021	3FE
383909-AF-5	WR GRACE & CO (CONNECTICUT DIVISIO		09/12/2014	JEFFERIES & COMPANY, INC.		696,094	675,000	675,000							675,000		21,094	21,094	105	10/01/2024	1FE
98310W-AH-1	WYNDHAM WORLDWIDE		07/07/2014	STIFEL CAPITAL MARKETS		8,787,130	8,500,000	8,536,585	8,523,838		(3,806)		(3,806)		8,520,032		267,098	267,098	215,227	03/01/2017	2FE
983130-AP-0	WYNN LAS VEGAS LLC/CORP		07/11/2014	JPMORGAN CHASE & CO.		4,461,250	4,150,000	4,648,000	4,459,846		(58,417)		(58,417)		4,401,429		59,821	59,821	231,492	05/01/2020	2FE
989207-AA-3	ZEBRA TECHNOLOGIES CORP		09/30/2014	CANTOR FITZGERALD		635,938	625,000	625,000							625,000		10,938	10,938	4Z	10/15/2022	4Z
8399999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						2,614,203,764	2,568,356,630	2,604,967,549	1,198,336,086	3,542,384	(6,816,787)		(3,274,403)		2,589,306,006		24,238,297	24,238,297	63,494,130	XXX	XXX
060505-EG-5	BANK OF AMERICA CORP		07/10/2014	BANK OF AMERICA/MERRILL LYNCH		9,850,000	10,000,000	10,000,000							10,000,000		(150,000)	(150,000)	39,861	12/31/2049	3AM
060505-EH-3	BANK OF AMERICA CORP		09/24/2014	BANK OF AMERICA/MERRILL LYNCH		2,509,375	2,500,000	2,500,000							2,500,000		9,375	9,375	10,417	12/31/2049	3AM
172967-HQ-7	CITIGROUP INC		07/10/2014	Various		10,112,500	10,000,000	10,000,000							10,000,000		112,500	112,500	131,250	12/31/2049	3AM
225313-AE-5	CREDIT AGRICOLE SA ABS	F	09/18/2014	Various		5,487,875	5,500,000	5,500,000							5,500,000		(12,125)	(12,125)	4,509	12/31/2049	3FE
38148B-AA-6	GOLDMAN SACHS GROUP INC/THE		07/10/2014	Various		14,850,625	14,500,000	14,500,000							14,500,000		350,625	350,625	176,779	12/31/2049	3FE
48126H-AC-4	JPMORGAN CHASE & CO		09/18/2014	JPMORGAN CHASE & CO.		1,503,750	1,500,000	1,500,000							1,500,000		3,750	3,750		12/31/2049	1AM
61761J-QK-8	MORGAN STANLEY		07/11/2014	Various		6,037,500	6,000,000	6,000,000							6,000,000		37,500	37,500	69,412	12/31/2049	3AM
65557C-AM-5	NORDEA BANK AB	F	09/18/2014	BNP CAPITAL MARKETS		998,750	1,000,000	1,000,000							1,000,000		(1,250)	(1,250)		12/31/2049	1AM
65557C-AN-3	NORDEA BANK AB	F	09/18/2014	Various		6,061,250	6,000,000	6,000,000							6,000,000		61,250	61,250	62*	12/31/2049	62*
83367T-BH-1	SOCIETE GENERALE SA	F	07/01/2014	Various		987,500	1,000,000	985,000			2	15,000	(14,998)		985,002		2,498	2,498	2,000	12/31/2049	3AM
949746-RG-8	WELLS FARGO & CO		07/10/2014	WELLS FARGO		10,537,500	10,000,000	10,000,000							10,000,000		537,500	537,500	136,028	12/31/2049	2AM
38144Q-AA-7	GOLDMAN SACHS CAP III		07/08/2014	GOLDMAN, SACHS & CO.		3,987,500	5,000,000	1,754,986	1,814,331		3,576		3,576		1,817,907		2,169,593	2,169,593	122,778	01/01/9999	1AM
86800X-AA-6	SUNTRUST PREFERRED CAP I		07/08/2014	JPMORGAN CHASE & CO.		804,678	1,009,000	554,614	533,118						533,118		271,559	271,559	23,319	01/01/9999	1AM
91731K-AA-8	USB CAPITAL IX		07/08/2014	UNION BANK OF SWITZERLAND		2,587,500	3,000,000	1,469,441	1,498,564		4,365		4,365		1,502,929		1,084,571	1,084,571	78,458	01/01/9999	1AM
4899999. Subtotal - Bonds - Hybrid Securities						76,316,303	77,009,000	71,764,040	3,846,013		7,942	15,000	(7,058)		71,838,956		4,477,347	4,477,347	794,810	XXX	XXX
8399997. Total - Bonds - Part 4						12,359,076,740	12,336,233,284	12,352,676,697	1,445,396,865	3,639,891	(8,037,409)	15,000	(4,412,518)		12,327,765,002		30,652,277	30,652,277	93,505,825	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						12,359,076,740	12,336,233,284	12,352,676,697	1,445,396,865	3,639,891	(8,037,409)	15,000	(4,412,518)		12,327,765,002		30,652,277	30,652,277	93,505,825	XXX	XXX
247131-30-3	DELPHI FINANCIAL GROUP INC REDEEM		07/08/2014	WELLS FARGO	130,000,000		0.00	3,250,000	3,250,000						3,250,000		(10,472)	(10,472)	119,860		RP2UFE
61761J-40-6	MORGAN STANLEY		09/23/2014	MORGAN STANLEY	200,000,000		0.00	5,000,000							5,000,000		19,889	19,889			P1UZ
8499999. Subtotal - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)						8,259,417	XXX	8,250,000	3,250,000						8,250,000		9,417	9,417	119,860	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						8,259,417	XXX	8,250,000	3,250,000						8,250,000		9,417	9,417	119,860	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						8,259,417	XXX	8,250,000	3,250,000						8,250,000		9,417	9,417	119,860	XXX	XXX
88579Y-10-1	3M COMPANY		09/22/2014	Various	84,469,000		12,330,246	10,384,264	9,249,207	(1,294,430)			(1,294,430)		10,384,264		1,945,982	1,945,982	190,256		L

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
..G0013T-10-4	AA PLC	D.....	09/25/2014	Various	569,565.000	2,607,371		2,405,377							2,405,377	(52,856)	254,850	201,993			U.....
..002824-10-0	ABBOTT LABS .....	.....	09/22/2014	Various	325,512.000	14,112,554		10,842,621	11,757,996	(1,603,710)			(1,603,710)		10,842,627		3,269,928	3,269,928	179,568		L.....
..G1151C-10-1	ACCENTURE PLC .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	9,751.000	775,916		754,303	801,727	(47,424)			(47,424)		754,303		21,613	21,613	8,748		L.....
..00434L-10-9	ACCESS MIDSTREAM PARTNERS LP .....	.....	09/24/2014	Various	67,534.000	4,282,649		3,723,224	1,131,600	(108,916)			(108,916)		3,723,224		559,425	559,425	90,115		L.....
..H0023R-10-5	ACE LIMITED .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	4,465.000	476,736		399,528	462,261	(62,733)			(62,733)		399,528		77,208	77,208			L.....
..00751Y-10-6	ADVANCED AUTO PARTS INC. ....	.....	09/22/2014	GOLDMAN, SACHS & CO.	93,112.000	12,389,381		7,606,607	10,305,636	(2,699,029)			(2,699,029)		7,606,607		4,782,774	4,782,774	16,760		L.....
..00817Y-10-8	AETNA INC. ....	.....	09/22/2014	GOLDMAN, SACHS & CO.	51,920.000	4,307,972		3,306,334	1,621,056	(294,951)			(294,951)		3,306,334		1,001,638	1,001,638	22,259		L.....
..00846U-10-1	AGILENT TECHNOLOGIES INC .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	65,293.000	3,765,932		3,349,896	1,037,369	(170,015)			(170,015)		3,349,896		416,036	416,036	8,917		L.....
..009158-10-6	AIR PRODUCTS & CHEM .....	.....	09/22/2014	Various	40,292.000	5,412,828		3,664,385	3,963,383	(856,328)			(856,328)		3,664,385		1,748,443	1,748,443	71,404		L.....
..F0191J-10-1	ALCATEL EUR10 .....	.....	09/03/2014	Various	570,964.000	2,124,546		1,988,434	1,653,914	(240,849)			(240,849)	(15,136)	1,988,434	(40,659)	136,112				U.....
..01609W-10-2	ALIBABA GROUP HOLDING LTD	F.....	09/19/2014	GOLDMAN, SACHS & CO.	25,000.000	2,364,595		1,700,000							1,700,000		664,595	664,595			L.....
..017175-10-0	ALLEGHANY CORP. ....	.....	09/24/2014	Various	9,727.000	4,127,537		3,730,143	3,890,411	(160,268)			(160,268)		3,730,143		397,394				L.....
..02005N-10-0	ALLY FINANCIAL INC .....	.....	08/04/2014	Various	300,000.000	7,008,990		7,173,000							7,173,000		(164,010)	(164,010)			L.....
..021441-10-0	ALTERA CORP. ....	.....	09/22/2014	Various	95,207.000	3,383,566		3,262,952							3,262,952		120,613		23,318		L.....
..025537-10-1	AMERICAN ELEC PHIR INC .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	79,913.000	4,236,079		3,760,299	2,367,802	(45,631)			(45,631)		3,760,299		475,780	475,780	79,296		L.....
..03027X-10-0	AMERICAN TOWER CORP .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	49,138.000	4,641,866		3,595,427	3,922,195	(326,768)			(326,768)		3,595,427		1,046,439	1,046,439			L.....
..030420-10-3	AMERICAN WATER WORKS CO INC .....	.....	09/22/2014	SWITZERLAND	15,182.000	743,326		737,806							737,806		5,520	5,520	4,706		L.....
..03073E-10-0	AMERISOURCEBERGEN CORP .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	101,771.000	7,850,604		5,573,011	6,599,086	(1,601,106)			(1,601,106)		5,573,011		2,277,594	2,277,594	66,169		L.....
..031162-10-0	AMGEN INC .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	1,056.000	150,037		104,185	120,553	(16,368)			(16,368)		104,185		45,852	45,852			L.....
..032511-10-7	ANADARKO PETE CORP .....	.....	09/03/2014	GOLDMAN, SACHS & CO.	21,788.000	2,437,616		2,128,231							2,128,231		309,385	309,385	5,883		L.....
..03662Q-10-5	ANSYS INC .....	.....	09/22/2014	SWITZERLAND	14,922.000	1,175,948		1,103,628	1,301,198	(149,381)			(149,381)		1,103,628		72,320	72,320			L.....
..03674X-10-6	ANTERO RESOURCES CORP .....	.....	09/22/2014	SWITZERLAND	16,777.000	955,481		1,031,517							1,031,517		(76,036)	(76,036)			L.....
..037833-10-0	APPLE INC. ....	.....	07/02/2014	Various	255,900.000	23,908,203		18,480,802	14,428,543	4,243,629			4,243,629		18,480,802		5,427,401	5,427,401	266,280		L.....
..G0450A-10-5	ARCH CAPITAL GROUP .....	.....	09/23/2014	Various	95,870.000	5,243,459		4,928,677	5,722,480	(793,804)			(793,804)		4,928,677		314,782	314,782			L.....
..G0593M-10-7	ASTRAZENECA PLC ORD USD0.25	D.....	09/22/2014	Various	84,394.000	6,267,593		5,470,006							5,470,006	29,312	768,275	797,587	6,083		U.....
..00206R-10-2	AT&T INC .....	.....	09/22/2014	Various	373,571.000	13,223,107		11,920,605	10,327,125	(1,002,719)			(1,002,719)		11,920,605		1,302,502	1,302,502	414,729		L.....
..T05404-10-7	ATLANTIA S.P.A.	D.....	09/22/2014	Various	84,562.000	2,218,992		1,896,578	1,152,726	(39,201)			(39,201)	(12,021)	1,896,578	(62,942)	385,356	322,414	59,520		U.....
..053015-10-3	AUTOMATIC DATA PROCESSING INC COM .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	95,594.000	7,945,483		6,268,073	7,724,951	(1,456,878)			(1,456,878)		6,268,073		1,677,410	1,677,410	106,312		L.....
..053332-10-2	AUTOZONE INC .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	13,261.000	6,699,264		5,198,182	6,337,962	(1,139,780)			(1,139,780)		5,198,182		1,501,082	1,501,082			L.....
..053484-10-1	AVALONBAY CMINTYS INC .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	14,201.000	2,054,304		2,013,746							2,013,746		40,558	40,558			L.....
..G0683Q-10-9	AVIVA ORD GBPO.25	D.....	09/22/2014	Various	445,410.000	3,829,414		3,661,552							3,661,552	14,916	152,947	167,862			L.....
..F06106-10-2	AXA	D.....	09/22/2014	Various	172,245.000	4,253,352		4,128,065	2,871,039	(264,718)			(264,718)	(35,647)	4,128,065	(123,240)	248,528	125,268	102,769		U.....
..T0783G-10-6	AZIMUT HOLDING SPA	D.....	07/14/2014	Various	48,201.000	1,278,967		1,218,169	909,964	(66,272)			(66,272)	(9,431)	1,218,169	(2,050)	82,848	60,798	39,166		U.....
..058498-10-6	BAIL CORP .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	19,721.000	1,270,418		1,086,100							1,086,100		184,319	184,319	5,127		L.....
..X0346X-15-3	BANCO ESPIRITO SANTO E COMERCIAL DE LISB	D.....	07/31/2014	Various	1,201,509.000	649,496		990,318							990,318	(16,162)	(324,660)	(340,822)			U.....
..G08036-12-4	BARCLAYS ORD GBPO.25	D.....	09/22/2014	GOLDMAN, SACHS & CO.	13,288.000	50,750		48,600							48,600	(1,483)	3,633	2,150			L.....
..067383-10-9	BARD (C.R.) INC. ....	.....	09/22/2014	SWITZERLAND	28,459.000	4,173,910		2,919,516	3,811,798	(892,282)			(892,282)		2,919,516		1,254,393	1,254,393	18,214		L.....
..071813-10-9	BAXTER INTL INC .....	.....	09/22/2014	Various	81,740.000	5,880,698		5,397,723	4,385,893	(267,102)			(267,102)		5,397,723		482,975	482,975	100,571		L.....
..007112-11-9	BAYER AG ORD NPV	D.....	07/24/2014	JPMORGAN CHASE & CO.	12,329.000	1,660,085		1,496,126	973,254	(153,294)			(153,294)	(18,149)	1,496,126	(16,669)	180,628	163,959	26,431		U.....
..054937-10-7	BB+T CORP .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	79,346.000	3,048,644		2,723,819	1,596,736	(292,090)			(292,090)		2,723,819		324,825	324,825	30,377		L.....
..075887-10-9	BECTON DICKINSON .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	66,924.000	7,541,854		6,454,424	7,394,433	(940,009)			(940,009)		6,454,424		1,087,430	1,087,430	105,469		L.....
..075896-10-0	BED BATH & BEYOND INC .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	16,078.000	1,024,813		922,556	1,291,063	(27,874)	(153,355)		(181,230)		922,556		102,258	102,258			L.....
..081437-10-5	BEMIS CO INC .....	.....	09/23/2014	Various	136,791.000	5,335,317		5,163,618	3,011,502	(371,012)			(371,012)		5,163,618		171,699		83,810		L.....
..084423-10-6	BERKLEY W R CORP COM .....	.....	09/23/2014	Various	78,455.000	3,768,408		3,205,671	3,404,162	(198,491)			(198,491)		3,205,671		562,737	562,737	16,476		L.....
..084670-70-2	BERKSHIRE HATHAWAY INC - CL B .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	18,818.000	2,630,587		1,547,314	2,231,062	(683,748)			(683,748)		1,547,314		1,083,273	1,083,273			L.....
..086516-10-1	BEST BUY CO INC .....	.....	09/11/2014	Various	134,228.000	4,318,185		4,097,574							4,097,574		220,611	220,611			L.....
..09238E-20-3	BLACKHAWK NETWORK HOLDINGS INC CLA .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	1,182.000	32,704		12,766							12,766		19,937	19,937			L.....
..110122-10-8	BRISTOL MYERS SQUIBB CO .....	.....	09/22/2014	GOLDMAN, SACHS & CO.	60,819.000	3,139,255		2,482,613	3,232,530	(749,917)			(749,917)		2,482,613		656,642	656,642			L.....
..111320-10-7	BROADCOM CORP .....	.....	07/14/2014	CANCELLED TRADE	0.000	4,953											4,953	4,953			L.....
..G16612-10-6	BT GROUP PLC ORD GBPO.05	D.....	09/22/2014	Various	429,826.000	2,810,762		2,749,037							2,749,037	8,260	53,465	61,725	3,906		L.....
..12673P-10-5	CA INC .....	.....	09/23/2014	Various	379,175.000	10,878,334		10,901,657	8,788,774	(1,435,852)			(1,435,852)		10,901,657		(23,322)	(23,322)	214,109		L.....
..127190-30-4	CACI INTERNATIONAL SERVICES .....	.....	09/30/2014	Various	111,613.000	8,030,184		7,836,349							7,836,349		193,835	193,835			L.....
..133131-10-2	CAMDEN PROP .....	.....	09/22/2014	SWITZERLAND	7,879.000	542,036		553,366							553,366		(11,330)	(11,330)	5,200		L.....

STATEMENT AS OF SEPTEMBER 30, 2014 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-ign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
13342B-10-5	CAMERON INTERNATIONAL		09/22/2014	Various	121,334.000	8,312,165		7,678,215							7,678,215		633,950	633,950			
134429-10-9	CAMPBELL SOUP CO		09/22/2014	GOLDMAN, SACHS & CO.	42,239.000	1,807,599		1,721,345	1,812,869	(107,650)			(107,650)		1,721,345		86,254	86,254	39,316		
13645T-10-0	CANADIAN PACIFIC RAILWAY LTD	A	09/26/2014	SWITZERLAND	19,931.000	4,049,481		2,974,181	756,600	9,093			9,093		2,974,181		1,075,300	1,075,300	8,909		
F13587-12-0	CAP GEMINI	D	09/22/2014	Various	38,546.000	2,790,044		2,517,537	1,638,773	(114,636)			(114,636)	(28,759)	2,517,537	(86,747)	359,255	272,508	45,242		U
14149Y-10-8	CARDINAL HEALTH INC		09/22/2014	Various	266,795.000	19,256,879		13,479,125	15,234,684	(4,360,570)			(4,360,570)		13,479,125		5,777,753	5,777,753	221,831		
14170T-10-1	CAREFUSION CORP		09/23/2014	Various	401,833.000	18,321,383		14,668,157	16,000,990	(1,332,833)			(1,332,833)		14,668,157		3,653,225	3,653,225			
124857-20-2	CBS CORP C LASS B		07/23/2014	Various	117,568.000	7,261,896		7,397,890	737,344	(51,996)			(51,996)		7,397,890		(135,994)	(135,994)	2,776		
14987J-10-6	CBS OUTDOOR AMERICAS INC		09/22/2014	GOLDMAN, SACHS & CO.	25,089.000	761,198		819,658							819,658		(58,459)	(58,459)	9,283		
151020-10-4	CELGENE CORP		07/16/2014	Various	75,600.000	6,558,350		5,276,880							5,276,880		1,281,470	1,281,470			
156700-10-6	CENTURYLINK INC		09/22/2014	GOLDMAN, SACHS & CO.	70,184.000	2,865,963		2,152,263	2,235,360	(83,098)			(83,098)		2,152,263		713,701	713,701			
125269-10-0	CF INDUSTRIES HOLDINGS		09/22/2014	GOLDMAN, SACHS & CO.	74,812.000	18,771,670		18,002,615							18,002,615		769,055	769,055	126,738		
16411R-20-8	CHENIERE ENERGY INC		09/22/2014	GOLDMAN, SACHS & CO.	127,294.000	10,408,091		5,775,974	2,535,456	5,081			5,081		5,775,974		4,632,117	4,632,117			
166764-10-0	CHEVRON CORP		09/22/2014	Various	30,327.000	3,762,494		3,009,133	3,788,146	(778,990)			(778,990)		3,009,155		753,339	753,339	71,818		
171232-10-1	CHUBB CORP		09/22/2014	GOLDMAN, SACHS & CO.	87,116.000	8,000,278		7,374,369	8,418,019	(1,043,650)			(1,043,650)		7,374,369		625,908	625,908	45,431		
171340-10-2	CHURCH & DWIGHT CO		09/22/2014	SWITZERLAND	46,925.000	3,310,270		2,865,613	2,923,478	(252,886)			(252,886)		2,865,613		444,656	444,656	41,894		
F80343-10-0	CIE DE ST-GOBAIN EUR4	D	09/22/2014	Various	57,538.000	2,891,059		3,234,796							3,234,796	(87,384)	(256,353)	(343,737)	64,127		U
172967-42-4	CITIGROUP INC		07/17/2014	Various	107,852.000	5,333,179		5,079,829							5,079,829		253,350	253,350	1,079		
174610-10-5	CITIZENS FINANCIAL GROUP	R	09/24/2014	CITIGROUP GLOBAL MARKETS	33,000.000	709,593		709,500							709,500		93	93			
18683K-10-1	CLIFFS NATURAL RESOURCES INC		07/31/2014	Various	673,224.000	11,221,993		10,132,021	17,645,201	(3,825,445)			(3,825,445)		10,132,021		1,089,972	1,089,972	201,967		
189054-10-9	CLOROX CO		09/22/2014	Various	66,731.000	6,447,976		5,614,061	3,593,059	(428,374)			(428,374)		5,614,061		833,915	833,915	93,863		
125896-10-0	CMS ENERGY CORP		09/22/2014	GOLDMAN, SACHS & CO.	189,523.000	5,571,960		5,256,950	2,047,343	(65,942)			(65,942)		5,256,950		315,010	315,010	109,639		
189754-10-4	COACH INC		09/11/2014	Various	134,481.000	4,990,735		4,772,097							4,772,097		218,638	218,638	45,387		
191216-10-0	COCA COLA CO		09/22/2014	Various	185,217.000	7,789,789		6,552,048	7,355,452	(1,076,020)			(1,076,020)		1,237,741		1,237,741	1,237,741	108,282		
194162-10-3	COLGATE PALMOLIVE CO		09/22/2014	GOLDMAN, SACHS & CO.	35,279.000	2,318,626		1,448,047	2,300,544	(852,493)			(852,493)		1,448,051		870,575	870,575	32,116		
205887-10-2	CONAGRA INC		07/11/2014	Various	299,897.000	9,151,024		9,413,314	5,451,278	(274,903)			(274,903)		9,413,314		(262,290)	(262,290)	115,414		
20605P-10-1	CONCHO RESOURCES INC		09/22/2014	GOLDMAN, SACHS & CO.	36,674.000	4,644,339		4,057,233	2,122,740	(140,935)			(140,935)		4,057,233		587,106	587,106			
20825C-10-4	CONOCOPHILLIPS		09/22/2014	Various	63,135.000	5,038,800		3,956,438	4,460,488	(504,047)			(504,047)		3,956,441		1,082,359	1,082,359	37,693		
209115-10-4	CONSOLIDATED EDISON INC		09/22/2014	GOLDMAN, SACHS & CO.	111,890.000	6,364,509		6,002,897	6,185,279	(15,665)			(15,665)		6,002,899		361,611	361,611	209,705		
D16122-14-0	CONTINENTAL AG	D	09/22/2014	Various	11,246.000	2,495,184		2,324,652	1,456,898	(127,868)			(127,868)	(16,291)	2,324,652	(59,353)	229,885	170,532	23,581		
212015-10-1	CONTINENTAL RESOURCES INC OK		09/22/2014	GOLDMAN, SACHS & CO.	121,030.000	8,134,353		7,156,065	2,087,809	(78,836)			(78,836)		7,156,065		978,288	978,288			
224399-10-5	CRANE CO		09/22/2014	GOLDMAN, SACHS & CO.	25,338.000	1,687,642		1,749,289	60,525	(27,755)			(27,755)		1,749,289		(61,648)	(61,648)	16,177		
228227-10-4	CROWN CASTLE INTL		09/22/2014	GOLDMAN, SACHS & CO.	69,558.000	5,480,138		5,042,624	5,107,644	(65,020)			(65,020)		5,042,624		437,514	437,514	67,442		
232806-10-9	CYPRESS SEMICONDUCTOR CORP		09/01/2014	Various	0.000	(352)			33,600	32	352		384				(352)	(352)	352		
235851-10-2	DANAHER CO RP	COM	09/22/2014	Various	137,766.000	10,839,310		10,360,289	15,440	(2,107)			(2,107)		10,360,289		479,022	479,022	12,725		
23918K-10-8	DAVITA HEALTHCARE PARTNERS INC		09/22/2014	SWITZERLAND	43,502.000	3,245,512		2,939,545	826,915	(36,589)			(36,589)		2,939,545		305,967	305,967			
24661P-40-1	DELGATH SYSTEMS INC		09/22/2014	GOLDMAN, SACHS & CO.	1.000	2		1							1		1	1			
627823-10-6	DELPHI AUTOMOTIVE PLC		07/15/2014	Various	139,000.000	9,704,185		8,758,365							8,758,365		945,820	945,820	69,500		
247361-70-2	DELTA AIR LINES, INC		09/17/2014	Various	113,333.000	4,506,051		3,771,659							3,771,659		734,392	734,392	17,000		
D19225-10-7	DEUTSCHE POST AG COM STK	D	07/24/2014	JPMORGAN CHASE & CO.	45,501.000	1,548,049		1,467,374	1,661,490	(161,936)			(161,936)	(32,181)	1,467,374	(4,846)	85,522	80,676	49,496		U
D2035M-13-6	DEUTSCHE TELEKOM A COMMON STOCK	D	09/22/2014	Various	229,035.000	3,701,380		3,517,239	3,854,308	(344,375)			(344,375)	(54,635)	3,517,239	(73,952)	258,093	184,141	152,269		U
256677-10-5	DOLLAR GENERAL CORP		09/22/2014	GOLDMAN, SACHS & CO.	60,690.000	3,789,382		3,035,033	3,660,821	(625,788)			(625,788)		3,035,033		754,349	754,349			
256746-10-8	DOLLAR TREE INC		09/22/2014	SWITZERLAND	10,532.000	600,279		514,806	594,215	(79,410)			(79,410)		514,806		85,474	85,474			
25746U-10-9	DOMINION RES INC VA		09/22/2014	GOLDMAN, SACHS & CO.	74,389.000	5,085,328		4,044,547	4,812,224	(767,672)			(767,672)		4,044,552		1,040,776	1,040,776	61,938		
260003-10-8	DOVER CORP	COM	09/22/2014	GOLDMAN, SACHS & CO.	61,856.000	5,197,453		5,040,949	1,059,430	(62,498)			(62,498)		5,040,949		156,504	156,504	43,225		
62904K-12-7	DRAX GROUP PLC OMN STK	D	09/22/2014	Various	164,834.000	1,814,324		1,936,127							1,936,127	(58,062)	(63,740)	(121,802)			
233331-10-7	DTE ENERGY CO		09/22/2014	Various	55,279.000	4,198,131		3,634,061	2,359,766	(112,401)			(112,401)		3,634,061		564,070	564,070	73,332		
26441C-20-4	DUKE ENERGY HLDG CORP		09/22/2014	Various	175,233.280	12,936,857		11,985,853	9,376,044	(199,372)			(199,372)		11,985,853		951,004	951,004	209,307		
26483E-10-0	DUN AND BRADSTREET CORP		09/25/2014	Various	47,028.000	5,450,250		5,064,536	1,175,577	(58,661)			(58,661)		5,064,536		385,714	385,714	49,314		
629183-10-3	EATON CORP PLC	E	09/30/2014	Various	45,900.000	3,100,459		3,372,591							3,372,591		(272,133)	(272,133)	42,091		
278865-10-0	ECOLAB INC		09/22/2014	GOLDMAN, SACHS & CO.	69,379.000	8,153,309		5,650,516	7,234,148	(1,583,632)			(1,583,632)		5,650,516		2,502,793	2,502,793	45,462		
F2924U-10-6	EIFFAGE	D	09/23/2014	Various	51,625.000	3,227,440		2,922,646	2,282,916	(63,442)			(63,442)	(37,341)	2,922,646	(97,630)	402,423	304,793	70,943		U
532457-10-8	ELI LILLY & CO		09/22/2014	Various	179,408.000	11,860,496		9,190,782	9,046,482	37,717			37,717		9,190,782		2,669,713	2,669,713	195,248		
291011-10-4	EMERSON ELEC CO		09/22/2014	GOLDMAN, SACHS & CO.	63,618.000	4,097,125		4,197,916	1,046,454	(49,950)			(49,950)		4,197,916		(100,791)	(100,791)	53,229		

STATEMENT AS OF SEPTEMBER 30, 2014 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-foreign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
T3679P-11-5	ENEL SPA OMN STK PAR EUR1	D	09/22/2014	Various	637,957.000	3,604,428		2,763,897	2,372,861	(49,279)			(49,279)	(19,085)	2,763,897	(76,389)	916,921	840,532	86,790		U
29273R-10-9	ENERGY TRANSFER PARTNERS		09/22/2014	Various	103,062.000	6,209,943		5,667,304	2,059,054	(135,837)			(135,837)		5,667,304		542,640	542,640	164,305		U
T3643A-14-5	ENI SPA	D	09/22/2014	Various	203,172.000	5,262,225		5,174,755							5,174,755	(193,787)	281,257	87,470	136,443		U
293792-10-7	ENTERPRISE PRODUCTS PARTNERS		09/22/2014	GOLDMAN, SACHS & CO.	230,952.000	9,334,801		7,857,227	2,131,545	(134,979)			(134,979)		7,857,227		1,477,574	1,477,574	175,954		U
26875P-10-1	EOG RESOUR CES INC COM		09/22/2014	Various	34,362.000	3,494,143		2,402,268	1,421,269	(525,784)			(525,784)		1,091,875		1,091,875	6,225			U
26884L-10-9	EQT CORPORATION		09/22/2014	GOLDMAN, SACHS & CO.	53,512.000	4,919,856		5,098,604	1,214,903	(161,332)			(161,332)		5,098,604		(178,748)	(178,748)	2,795		U
29476L-10-7	EQUITY RESIDENTIAL SH BEN IN		09/22/2014	GOLDMAN, SACHS & CO.	17,003.000	1,051,203		858,627	881,946	(23,318)			(23,318)		858,627		192,575	192,575	24,788		U
G3223R-10-8	EVEREST RE GROUP LTD		09/22/2014	SWITZERLAND	23,818.000	3,885,533		3,054,549	3,712,512	(657,963)			(657,963)		3,054,549		830,984	830,984	53,591		U
30219G-10-8	EXPRESS SCRIPTS HOLDING CO		09/22/2014	Various	144,156.000	10,057,646		9,887,622							9,887,622		170,025	170,025			U
30231G-10-2	EXXON MOBIL CORP		09/22/2014	MORGAN STANLEY	4,991.000	481,278		367,577	505,089	(137,513)			(137,513)		367,577		113,701	113,701			U
315616-10-2	F5 NETWORKS INC		07/11/2014	MORGAN STANLEY	61,400.000	6,803,335		6,547,082							6,547,082		256,253	256,253			U
307000-10-9	FAMILY DOLLAR STORE		09/22/2014	SWITZERLAND	41,391.000	3,252,218		2,401,092	2,689,173	(24,995)	(9,983)		(34,978)		2,401,092		851,126	851,126	36,424		U
313747-20-6	FEDERAL REALTY INVESTMENT TRUST REIT		09/22/2014	SWITZERLAND	29,407.000	3,493,174		2,998,580	2,890,084						2,998,580		494,595	494,595	67,396		U
31620M-10-6	FIDELITY N ATL INFORMATION SVC COM		09/22/2014	GOLDMAN, SACHS & CO.	19,898.000	1,133,331		777,851	1,068,125	(290,274)			(290,274)		777,851		355,481	355,481			U
31787A-50-7	FINISAR CORP		07/15/2014	Various	169,000.000	3,410,584		3,337,750							3,337,750		72,834	72,834			U
337738-10-8	FISERV INC COM		09/22/2014	GOLDMAN, SACHS & CO.	71,564.000	4,651,278		3,123,087	4,225,854	(1,102,767)			(1,102,767)		3,123,087		1,528,191	1,528,191			U
Y2573F-10-2	FLEXTRONICS INTERNATIONAL	R	09/22/2014	Various	1,005,643.000	11,114,103		7,361,095	7,813,846	(452,751)			(452,751)		7,361,095		3,753,008	3,753,008			U
H4407G-26-3	GAM HOLDINGS LTD OMN STK	D	09/23/2014	Various	98,455.000	1,823,361		1,684,244	1,578,638	(83,526)			(83,526)	(35,172)	1,684,244	(27,202)	166,318	139,116			U
369550-10-8	GENERAL DYNAMICS CORP		09/22/2014	Various	42,684.000	5,500,916		3,026,063	3,685,459	(1,095,320)			(1,095,320)		3,026,063		2,474,853	2,474,853	69,246		U
370023-10-3	GENERAL GROWTH PROPERTIES		09/22/2014	GOLDMAN, SACHS & CO.	35,115.000	833,657		827,309							827,309		6,348	6,348	5,267		U
370334-10-4	GENERAL MLS INC		09/23/2014	Various	343,173.000	17,425,331		16,379,934	12,820,182	(734,146)			(734,146)		16,379,948		1,045,384	1,045,384	343,042		U
37045V-10-0	GENERAL MOTORS CO		09/30/2014	MORGAN STANLEY	50,000.000	1,574,791		1,708,319							1,708,319		(133,528)	(133,528)	15,000		U
37045V-12-6	GENERAL MOTORS WARRANT B		07/01/2014	VARIOUS	0.000	(10,974)											(10,974)				U
372460-10-5	GENUINE PARTS CO		09/22/2014	GOLDMAN, SACHS & CO.	16,174.000	1,433,125		1,252,577	1,345,515	(92,938)			(92,938)		1,252,577		180,548	180,548	27,294		U
375558-10-3	GILEAD SCIENCES INC		07/16/2014	Various	84,250.000	7,389,041		5,969,955							5,969,955		1,419,086	1,419,086			U
G3910J-11-2	GLAXOSMITHKLINE PLC	D	08/08/2014	Various	125,327.000	3,045,912		3,356,531							3,356,531	(33,295)	(277,325)	(310,619)			U
390124-10-5	GREAT BASIN GOLD LTD. CL A		09/23/2014	SWITZERLAND	31,800.000	45											45	45			U
413875-10-5	HARRIS CORP		09/23/2014	GOLDMAN, SACHS & CO.	66,757.000	4,565,295		4,604,879	1,240,454	(105,235)			(105,235)		4,604,879		(39,584)	(39,584)	72,530		U
418056-10-7	HASBRO INC COM		09/24/2014	GOLDMAN, SACHS & CO.	86,356.000	4,742,826		4,498,109	1,189,536	(105,532)			(105,532)		4,498,109		244,717	244,717	90,870		U
427866-10-8	HERSHEY COMPANY		09/22/2014	GOLDMAN, SACHS & CO.	29,792.000	2,789,170		2,608,071	2,896,676	(288,605)			(288,605)		2,608,071		181,099	181,099	30,622		U
H36940-13-0	HOLCIM	D	09/03/2014	Various	34,604.000	2,903,732		3,030,405							3,030,405	(77,922)	(48,752)	(126,674)	12,944		U
440452-10-0	HORMEL FOODS CORP		09/22/2014	GOLDMAN, SACHS & CO.	91,328.000	4,583,487		3,545,507	4,125,286	(579,779)			(579,779)		3,545,507		1,037,980	1,037,980	54,797		U
442487-20-3	HOVNANIAN ENTRPRS INC- CL A		09/10/2014	CANCELLED TRADE	0.000	49											49	49			U
G4634U-16-9	HSBC HOLDINGS PLC OMN STK	D	07/10/2014	CITIGROUP GLOBAL MARKETS	303,176.000	3,051,011		3,070,527	3,161,149	41,684			41,684	(90,739)	3,070,527	192,872	(212,388)	(19,516)	88,295		U
443510-20-1	HUBBELL, INC. CLASS B		09/22/2014	GOLDMAN, SACHS & CO.	16,125.000	1,966,565		1,875,674							1,875,674		110,891	110,891	17,397		U
445658-10-7	HUNT TRANSPORT SVC		09/22/2014	SWITZERLAND	23,251.000	1,716,353		1,672,212	1,797,302	(54,500)	(70,590)		(125,090)		1,672,212		44,141	44,141	13,951		U
452308-10-9	ILLINOIS TOOL WKS INC		09/22/2014	GOLDMAN, SACHS & CO.	2,506.000	220,364		203,486	8,408	(483)			(483)		203,486		16,878	16,878	126		U
N4578E-41-3	ING GROEP NV -CVA OTHER	D	09/22/2014	Various	200,516.000	2,766,601		2,429,409	2,790,623	(314,002)			(314,002)	(47,213)	2,429,409	(33,502)	370,694	337,192			U
547791-10-1	INGERSOLL-RAND PLC	E	09/22/2014	GOLDMAN, SACHS & CO.	21,790.000	1,277,559		1,262,928							1,262,928		14,630	14,630			U
458140-10-0	INTEL CORP		09/22/2014	GOLDMAN, SACHS & CO.	47,260.000	1,648,610		1,045,489	1,226,870	(181,341)			(181,341)		1,045,529		603,081	603,081	13,929		U
459200-10-1	INTERNATIONAL BUSINESS MACHINES CORP		09/22/2014	Various	62,180.000	12,053,494		11,436,279	4,890,700	(403,356)			(403,356)		617,202		617,202	118,223			U
460690-10-0	INTERPUBLIC GROUP OF COS INC		09/22/2014	Various	508,285.000	9,735,200		7,593,689	8,996,645	(1,399,548)			(1,399,548)		7,593,689		2,141,511	2,141,511	109,911		U
755067-10-1	INTESA SANPAOLO EURO.52	D	07/24/2014	Various	750,978.000	2,289,002		2,154,942							2,154,942	(17,206)	151,265	134,059	43,587		U
461202-10-3	INTUIT INC.		09/22/2014	GOLDMAN, SACHS & CO.	43,885.000	3,753,682		2,678,302	3,349,303	(671,002)			(671,002)		2,678,302		1,075,380	1,075,380			U
46120E-60-2	INTUITIVE SURGICAL INC		07/23/2014	GOLDMAN, SACHS & CO.	12,400.000	5,498,984		4,544,530							4,544,530		954,455	954,455			U
478160-10-4	JOHNSON & JOHNSON		09/22/2014	Various	52,859.000	5,709,916		3,401,636	4,841,356	(1,439,720)			(1,439,720)		3,401,636		2,308,280	2,308,280	27,789		U
485170-30-2	KANSAS CITY SOUTHERN		09/22/2014	GOLDMAN, SACHS & CO.	29,535.000	3,550,368		2,960,064	1,071,130	(188,581)			(188,581)		2,960,064		590,304	590,304	14,999		U
B5337G-16-2	KBC GROUP NV	D	09/22/2014	Various	40,421.000	2,218,449		2,153,197							2,153,197	(47,516)	112,768	65,251			U
487836-10-8	KELLOGG CO		09/22/2014	GOLDMAN, SACHS & CO.	90,040.000	5,619,655		5,280,383	5,498,743	(218,334)			(218,334)		5,280,408		339,247	339,247	105,620		U
493267-10-8	KEYCORP NEW COM		09/22/2014	GOLDMAN, SACHS & CO.	42,448.000	590,226		573,878							573,878		16,348	16,348	7,853		U
494368-10-3	KIMBERLY-CLARK CORP		09/22/2014	GOLDMAN, SACHS & CO.	154,267.000	16,591,796		15,014,331	12,677,997	(1,248,278)			(1,248,278)		15,014,331		1,577,465	1,577,465	303,271		U
494550-10-6	KINDER MORGAN ENERGY PARTNRS		08/12/2014	Various	378,174.000	33,201,761		28,584,075	14,975,578	48,115			48,115		28,584,075		4,617,686	4,617,686	1,004,017		U

STATEMENT AS OF SEPTEMBER 30, 2014 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-ign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
494568-10-1	KINDER MORGAN INC DEL		09/22/2014	GOLDMAN, SACHS & CO.	77,275,000	2,898,073		2,510,665	2,781,900	(33,228)			(33,228)		2,510,665		387,408	387,408			L
49455U-10-0	KINDER MORGAN MANAGEMENT LLC		09/22/2014	Various	75,292,490	6,987,794		5,295,606	5,599,218	(147,806)	(13,931)		(161,737)		5,295,606		1,692,188	1,692,188			L
49926D-10-9	KNOWLES CORP		09/22/2014	GOLDMAN, SACHS & CO.	19,086,000	576,957		605,893							605,893		(28,936)	(28,936)			L
N0139V-16-7	KONINKLIJKE AHOOLD N.V.	D	09/22/2014	Various	145,967,000	2,578,775		2,611,059							2,611,059	(66,384)	34,100	(32,284)	74,471		U
502424-10-4	L-3 COMMUNICATIONS		07/31/2014	GOLDMAN, SACHS & CO.	121,199,000	12,317,756		11,595,787	7,303,667	(1,732,786)			(1,732,786)		11,595,787		721,969	721,969	119,141		L
50540R-40-9	LABORATORY CORP AMER HLDGS		09/22/2014	UNION BANK OF SWITZERLAND	33,446,000	3,497,217		3,055,961	3,055,961						3,055,961		441,256	441,256			L
D4960A-10-3	LEG IMMOBILILIEN AG	D	09/22/2014	Various	52,813,000	3,811,338		3,089,220							3,089,220	(117,986)	840,104	722,118	124,163		U
F56196-18-5	LEGRAND	D	09/22/2014	Various	28,774,000	1,693,299		1,564,142	991,895			741	(12,865)		1,564,142	(26,782)	155,939	129,157	29,714		U
534187-10-9	LINCOLN NA TL CORP IN COM		09/22/2014	GOLDMAN, SACHS & CO.	21,606,000	1,190,713		1,102,887	1,010,926	(8,895)			(8,895)		1,102,887		87,826	87,826	10,047		U
G5533W-24-8	LLOYDS BANKING GROUP PLC	D	07/24/2014	JPMORGAN CHASE & CO.	1,241,831,000	1,550,423		1,490,010	1,208,964	(63,040)			(63,040)	(43,286)	1,490,010	77,182	(16,770)	60,412			U
539830-10-9	LOCKHEED MARTIN CORP		09/22/2014	Various	39,412,000	7,100,445		5,475,916	2,401,454	(518,648)			(518,648)		5,475,916		1,624,529	1,624,529	121,722		L
G5689U-10-3	LONDON STOCK EXCHANGE GROUP PLC	D	09/22/2014	Various	113,027,000	3,584,085		3,058,837	2,389,408	(208,332)			(208,332)	(66,281)	3,058,837	68,774	456,474	525,248	48,084		U
J5650X-10-4	LOOMIS AB	D	09/25/2014	Various	120,322,000	3,541,053		2,838,336	1,326,284	(47,505)			(47,505)	(3,026)	2,838,336	(204,591)	907,308	702,717	70,578		U
550021-10-9	LULULEMON ATHLETICA INC	I	09/12/2014	Various	119,990,000	5,388,344		4,750,717							4,750,717		637,628	637,628			L
N53745-10-0	LYONDELLBASELL INDUSTRIES CLASS A		09/22/2014	Various	170,658,000	18,007,441		13,947,721	2,064,882	(352,860)			(352,860)		13,947,721		4,059,720	4,059,720	220,252		L
55261F-10-4	M & T BANK CORP		09/22/2014	GOLDMAN, SACHS & CO.	7,157,000	910,337		868,419							868,419		41,918	41,918	5,010		L
55616P-10-4	MACYS INC		09/22/2014	Various	190,184,000	11,276,833		10,929,613	5,340	(112)			(112)		10,929,613		347,220	347,220	48,543		L
56585A-10-2	MARATHON PETROLEUM CORP		09/22/2014	GOLDMAN, SACHS & CO.	75,369,000	6,615,961		6,419,700	1,579,132	(106,164)			(106,164)		6,419,700		196,261	196,261	42,430		L
570759-10-0	MARKWEST ENERGY PARTNERS LP		09/22/2014	Various	54,425,000	4,129,930		3,629,077	991,950	35,990			35,990		3,629,077		500,853	500,853	95,497		L
571748-10-2	MARSH + MCLENNAN COS INC		09/22/2014	GOLDMAN, SACHS & CO.	49,758,000	2,627,891		1,840,690	2,406,297	(565,606)			(565,606)		1,840,691		787,200	787,200	26,436		L
577081-10-2	MATTEL INC COM		07/03/2014	Various	200,000,000	7,867,807		7,695,749							7,695,749		172,058	172,058	76,000		L
579780-20-6	MCDORMICK & CO.		09/22/2014	GOLDMAN, SACHS & CO.	73,907,000	4,984,510		4,789,789	5,013,585	(306,984)			(306,984)		4,789,789		194,721	194,721	81,177		L
580135-10-1	MCDONALDS CORP		09/22/2014	Various	109,669,000	10,318,520		10,159,763	8,898,039	(472,997)			(472,997)		10,159,779		158,741	158,741	240,356		L
58155Q-10-3	MCKESSON CORP		09/22/2014	GOLDMAN, SACHS & CO.	20,278,000	3,939,300		2,308,853	3,272,869	(964,016)			(964,016)		2,308,853		1,630,447	1,630,447	5,108		L
585055-10-6	MEDTRONIC INC		09/22/2014	Various	140,844,000	9,255,425		6,926,397	8,083,037	(1,156,640)			(1,156,640)		6,926,397		2,329,028	2,329,028	99,774		L
58933Y-10-5	MERCK & CO. INC		09/22/2014	Various	187,297,000	11,366,609		7,696,220	9,374,215	(1,677,995)			(1,677,995)		7,696,220		3,670,389	3,670,389	231,028		L
59151K-10-8	METHANEX CORP	A	09/26/2014	Various	17,548,000	1,184,723		1,088,306	716,804	30,722			30,722		1,088,306		96,418	96,418	7,616		L
660754-10-1	MICHAEL KORS HOLDINGS LTD.	F	09/05/2014	CITIGROUP GLOBAL MARKETS	21,688,000	1,647,513		1,664,554							1,664,554		(17,041)	(17,041)			L
N51488-11-7	MOBILEYE NV	F	08/01/2014	CITIGROUP GLOBAL MARKETS	2,500,000	94,260		62,500							62,500		31,760	31,760			L
609207-10-5	MONDELEZ INTERNATIONAL INC		09/22/2014	Various	282,233,000	10,454,448		8,513,131	9,962,825	(1,449,678)			(1,449,678)		8,513,147		1,941,300	1,941,300	109,424		L
61166W-10-1	MONSANTO CO		09/22/2014	GOLDMAN, SACHS & CO.	8,199,000	944,083		932,800	955,593	(21,760)			(21,760)		932,800		11,282	11,282			L
61945C-10-3	MOSAIC COMPANY		09/22/2014	CITIGROUP GLOBAL MARKETS	21,620,000	997,083		1,016,321	985,249	21,518			21,518		1,016,321		(19,238)	(19,238)	15,827		L
620076-30-7	MOTOROLA SOLUTIONS INC		09/22/2014	GOLDMAN, SACHS & CO.	70,164,000	4,309,658		4,103,664	4,736,070	(621,896)			(621,896)		4,103,664		205,994	205,994	57,532		L
62010U-10-1	MOTORS LIQUIDATION COMPANY GUC TRUST		07/01/2014	VARIOUS	0.000	(4,066)											(4,066)	(4,066)			U
628530-10-7	MYLAN INC		09/23/2014	Various	255,781,000	11,935,447		12,853,695							12,853,695		(918,248)	(918,248)			U
66374M-10-9	NATIONAL EXPRESS GROUP PLC	D	09/22/2014	Various	538,590,000	2,277,251		2,299,636	1,928,197	(108,830)			(108,830)	(37,006)	2,299,636	49,009	(71,394)	(22,385)	76,938		U
64100D-10-4	NETAPP INC		08/15/2014	Various	278,939,000	10,779,602		10,064,096	11,475,550	(714,422)			(714,422)		10,064,096		715,506	715,506	106,644		L
651639-10-6	NEWMONT MINING CORP		09/22/2014	GOLDMAN, SACHS & CO.	134,643,000	3,187,670		3,094,164	2,008,538						3,094,164		93,506	93,506	8,258		L
65339F-10-1	NEXTERA ENERGY INC		09/22/2014	Various	62,562,000	5,930,136		4,685,038	5,356,558	(671,515)			(671,515)		4,685,043		1,245,093	1,245,093	92,805		L
N63218-10-6	NIELSEN NV		09/22/2014	GOLDMAN, SACHS & CO.	10,129,000	451,546		385,671	322,561	(86,457)			(86,457)		385,671		65,875	65,875	5,500		L
J57996-10-5	NORDEA BANK AB ORD EURO.39632(SEK QUOTE)	D	09/22/2014	Various	261,473,000	3,539,296		3,256,342	2,872,053	(239,592)			(239,592)	(28,621)	3,256,342	(219,179)	502,133	282,954	106,916		U
655664-10-0	NORDSTROM INC		09/22/2014	GOLDMAN, SACHS & CO.	15,810,000	1,088,322		945,912	113,403	(27,937)			(27,937)		945,912		142,410	142,410	11,040		L
655844-10-8	NORFOLK SOUTHERN CORP		09/22/2014	GOLDMAN, SACHS & CO.	4,024,000	451,124		371,263	27,849	(7,496)			(7,496)		371,263		79,861	79,861	495		L

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
696429-30-7	PALL CORP		09/22/2014	GOLDMAN, SACHS & CO.	16,997,000	1,414,143		1,438,945							1,438,945		(24,802)	(24,802)	9,348		
701094-10-4	PARKER HAN NIFIN CORP COM		09/22/2014	GOLDMAN, SACHS & CO.	1,070,000	122,878		130,086							130,086		(7,207)	(7,207)			
701877-10-2	PARSLEY ENERGY INC		09/22/2014	GOLDMAN, SACHS & CO.	80,800,000	1,637,449		1,798,800							1,798,800		(161,351)	(161,351)			
66852T-10-5	PARTNERRE LTD		09/22/2014	UNION BANK OF SWITZERLAND	18,794,000	2,103,425		1,895,771	1,981,451	(85,681)			(85,681)		1,895,771		207,654	207,654	37,776		
703395-10-3	PATTERSON COS INC		09/22/2014	UNION BANK OF SWITZERLAND	55,651,000	2,249,942		2,167,462	413,483	(28,044)			(28,044)		2,167,462		82,481	82,481	14,743		
704326-10-7	PAYCHEX INC		09/22/2014	GOLDMAN, SACHS & CO.	172,532,000	7,336,382		6,148,557	7,855,382	(1,706,825)			(1,706,825)		6,148,557		1,187,824	1,187,824	186,292		
H6169Q-10-8	PENTAIR LTD		06/04/2014	Various	0,000	88			318,991	(213,345)			(213,345)				88	88	14,917		
G7S00T-10-4	PENTAIR PLC	E	09/22/2014	GOLDMAN, SACHS & CO.	17,627,000	1,182,992		1,368,558							1,368,558		(185,566)	(185,566)	5,288		
713448-10-8	PEPSICO INC		09/22/2014	Various	131,222,000	12,274,949		9,081,731	10,868,789	(1,801,098)			(1,801,098)		9,081,733		3,193,217	3,193,217	310,767		
697822-10-3	PERRIGO PLC	E	09/22/2014	GOLDMAN, SACHS & CO.	16,367,000	2,421,079		1,950,134		(553,506)			(553,506)		1,950,134		470,945	470,945	4,816		
716768-10-6	PETSMART INC		09/22/2014	UNION BANK OF SWITZERLAND	30,274,000	2,117,650		1,810,385	2,202,434		(116,858)		(116,858)		1,810,385		307,265	307,265	17,710		
717081-10-3	PFIZER INC		09/22/2014	GOLDMAN, SACHS & CO.	53,836,000	1,627,582		1,034,201	1,648,997	(614,736)			(614,736)		1,034,261		593,321	593,321	10,743		
718546-10-4	PHILLIPS 66		09/22/2014	GOLDMAN, SACHS & CO.	87,785,000	7,443,132		6,696,983	385,650	(33,663)			(33,663)		6,696,983		746,150	746,150	28,407		
723787-10-7	PIONEER NA T RES CO COM		09/22/2014	GOLDMAN, SACHS & CO.	24,104,000	4,704,364		4,169,262	2,106,313	(332,808)			(332,808)		4,169,262		535,103	535,103	458		
726503-10-5	PLAINS ALL AMER PIPELINE LP		09/22/2014	Various	376,005,000	21,908,498		19,445,161	14,930,675	(203,012)			(203,012)		19,445,161		2,463,337	2,463,337	491,135		
69351T-10-6	PPL CORP		09/22/2014	GOLDMAN, SACHS & CO.	122,353,000	4,076,534		2,295,777		12,888			12,888		3,746,912		329,622	329,622	92,039		
74005P-10-4	PRAXAIR INC		09/22/2014	GOLDMAN, SACHS & CO.	35,992,000	4,803,969		4,397,040	4,680,040	(283,000)			(283,000)		4,397,040		406,929	406,929	23,749		
740189-10-5	PRECISION CASTPARTS CORP COM		09/22/2014	GOLDMAN, SACHS & CO.	717,000	174,981		153,381	193,088	(39,707)			(39,707)		153,381		21,600	21,600			
742718-10-9	PROCTER & GAMBLE CO		09/22/2014	Various	91,357,000	7,754,058		5,910,508	7,437,373	(1,526,830)			(1,526,830)		5,910,543		1,843,515	1,843,515	160,164		
744600-10-9	PUBLIC STORAGE		09/22/2014	GOLDMAN, SACHS & CO.	24,610,000	4,037,317		3,632,172	3,704,297	(72,115)			(72,115)		3,632,182		405,135	405,135	71,169		
F7607Z-16-5	PUBLICIS GROUPE	D	07/15/2014	Various	39,830,000	3,202,847		3,271,975	2,661,885	(239,719)			(239,719)	(43,253)	3,271,975	5,913	(69,127)	(69,127)	50,685		U
747525-10-3	QUALCOMM INC		09/22/2014	Various	240,077,000	18,577,648		17,788,275	7,545,434	(386,556)			(386,556)		17,788,290		789,359	789,359	173,903		
74834L-10-0	QUEST DIAGNOSTICS INC		09/22/2014	Various	311,933,000	19,234,944		17,134,175	14,994,734	217,484			217,484		17,134,176		2,100,768	2,100,768	243,757		
75281A-10-9	RANGE RESOURCES CORP		09/22/2014	UNION BANK OF SWITZERLAND	29,027,000	2,050,303		2,523,898							2,523,898		(473,595)	(473,595)	2,322		
75508B-10-4	RAYONIER ADVANCED MATERIALS		09/30/2014	Various	61,386,000	1,905,840		2,109,678							2,109,678		(203,838)	(203,838)	4,297		
755111-50-7	RAYTHEON COMPANY		09/22/2014	GOLDMAN, SACHS & CO.	40,135,000	4,139,741		2,538,965	3,157,086	(1,133,922)			(1,133,922)		2,538,965		1,600,776	1,600,776	52,232		
G7496G-10-3	RENAISSANCE RE HOLDINGS LTD		09/22/2014	UNION BANK OF SWITZERLAND	29,267,000	2,931,183		2,540,083	2,848,850	(308,767)			(308,767)		2,540,083		391,100	391,100	25,462		
F77098-10-5	RENAULT SA COMMON STOCK	D	09/22/2014	Various	31,850,000	2,782,993		2,614,099		21,655			21,655	(30,336)	2,614,099	(68,258)	237,152	168,894	53,394		U
760759-10-0	REPUBLIC S VCS INC COM		09/22/2014	UNION BANK OF SWITZERLAND	108,748,000	4,254,802		3,575,807	3,610,434	(34,627)			(34,627)		3,575,807		678,995	678,995	84,823		
762760-10-6	RICE ENERGY INC		09/24/2014	Various	235,034,000	6,614,606		6,176,361							6,176,361		438,245	438,245			
G5689U-17-8	Rights on LONDON STOCK EXCHANGE GROUP PL		09/23/2014	DIRECT	0,000	163,457										(1,198)	164,655	163,457			U
G75754-10-4	RIO TINTO QIN STK	D	08/13/2014	Various	68,549,000	3,898,154		3,522,061	2,811,029	(193,725)			(193,725)	(71,044)	3,522,061	137,695	238,398	376,093	76,929		U
767754-10-4	RITE AID CORP		09/10/2014	CANCELLED TRADE	0,000	184											184	184			
776696-10-6	ROPER CORP		09/22/2014	GOLDMAN, SACHS & CO.	3,362,000	497,045		323,493	263,492	(127,909)			(127,909)		323,493		173,552	173,552	1,140		
778296-10-3	ROSS STORES, INC.		09/22/2014	GOLDMAN, SACHS & CO.	6,948,000	522,727		417,202	520,614	(103,412)			(103,412)		417,202		105,526	105,526	3,894		
G7690A-11-8	ROYAL DUTCH SHELL 'B'SHS	D	09/22/2014	Various	205,953,000	8,760,973		7,122,834	7,173,708	(434,659)			(434,659)	(198,571)	7,122,834	288,097	1,350,042	1,638,139	196,623		U
783513-10-4	RYANAIR HOLDINGS PLC-SP ADR	F	07/30/2014	Various	43,302,000	2,298,481		2,089,866	1,589,988	(1,183)			(1,183)		2,089,866		208,616	208,616			
X75686-11-5	SANITEC CORPORATION		09/24/2014	Various	215,301,000	2,438,637		2,274,118	1,190,651	(71,427)			(71,427)	(20,291)	2,274,118	(134,187)	298,706	164,520			U
F5548N-10-1	SANOFI S.A.	D	07/24/2014	Various	35,827,000	3,715,328		3,518,808	3,504,788	(167,198)			(167,198)	(92,013)	3,518,808	14,655	181,866	196,521	116,958		U
78388J-10-6	SBA COMMUNICATIONS CORP CL A		09/22/2014	GOLDMAN, SACHS & CO.	54,760,000	6,027,032		4,228,930	4,341,608	(765,559)			(765,559)		4,228,930		1,798,102	1,798,102			
806407-10-2	SCHNEIN HENRY INC		09/23/2014	Various	47,591,000	5,588,022		5,486,247	849,523	(128,589)			(128,589)		5,486,247		101,776	101,776			
S48341-08-5	SCHNEIDER ELECTRIC	D	07/24/2014	Various	22,802,000	2,097,187		1,948,831							1,948,831	(27,973)	176,328	148,355	38,503		U
811065-10-1	SCRIPPS NETWORK INTER CLASS A		09/22/2014	UNION BANK OF SWITZERLAND	4,324,000	336,997		323,375	373,637	(50,262)			(50,262)		323,375		13,622	13,622	2,594		
824348-10-6	SHERWIN WILLIAMS CO		09/22/2014	GOLDMAN, SACHS & CO.	8,380,000	1,845,500		1,237,262	1,537,730	(300,466)			(300,466)		1,237,264		608,236	608,236	12,956		
D69671-21-8	SIEMENS AG	D	07/03/2014	JPMORGAN CHASE & CO.	4,892,000	644,687		644,687							644,687	(4,512)	4,037	(476)			U
G80797-10-6	SIG PLC	D	09/24/2014	Various	872,428,000	2,494,127		2,706,747	2,323,986	(201,612)			(201,613)	(61,707)	2,706,747	69,847	(282,467)	(212,620)	34,301		U
82655Z-10-1	SIGMA ALDR ICH COM		09/22/2014	UNION BANK OF SWITZERLAND	32,798,000	4,488,566		3,230,747							3,230,747		1,257,819	1,257,819	7,544		
828806-10-9	SIMON PPTY GROUP INC		09/22/2014	GOLDMAN, SACHS & CO.	694,000	114,625		115,398							115,398		(774)	(774)			
83088M-10-2	SKYWORKS SOLUTIONS INC		07/10/2014	Various	189,500,000	8,872,207		5,950,655							5,950,655		2,921,553	2,921,553	20,845		
831865-20-9	SMITH (A.O.)		09/10/2014	CANCELLED TRADE	0,000	2											2	2			

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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 Ident-ification	Description	For-foreign	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	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
832696-40-5	SMUCKER J M CO COM NEW		09/22/2014	Various	38,291,000	3,815,409		3,615,085	698,192	(91,182)			(91,182)		3,615,085		200,324	200,324	42,747		L
F43638-14-1	SOCIETE GENERALE COMMON STOCK	D	09/22/2014	Various	43,582,000	2,264,920		2,269,512	2,535,457	(127,687)			(127,687)	(39,462)	2,269,512	(35,394)	30,802	(4,592)	41,614		U
842587-10-7	SOUTHERN CO		09/22/2014	GOLDMAN, SACHS & CO.	155,888,000	6,789,957		6,416,343	6,288,597						6,416,347		373,610	373,610	128,840		L
84470P-10-9	SOUTHSIDE BANCSHARES INC		09/22/2014	GOLDMAN, SACHS & CO.	12,000	395		175	302	(119)			(119)		175		220	220	7		L
844741-10-8	SOUTHWEST AIRLINES CO		09/22/2014	Various	139,048,000	4,800,416		3,157,041	562,054	(53,477)			(53,477)		3,157,041		1,643,375	1,643,375	19,684		L
847560-10-9	SPECTRA ENERGY CORP		09/23/2014	GOLDMAN, SACHS & CO.	315,694,000	12,614,615		9,670,389	10,363,497	(1,646,777)			(1,646,777)		9,670,389		2,944,227	2,944,227	280,236		L
854502-10-1	STANLEY BLACK & DECKER INC		09/22/2014	GOLDMAN, SACHS & CO.	11,362,000	1,044,046		821,067	266,277	(94,003)			(94,003)		821,067		222,978	222,978	8,776		L
855244-10-9	STARBUCKS CORP		09/22/2014	GOLDMAN, SACHS & CO.	6,450,000	484,412		406,802	505,616	(98,814)			(98,814)		406,802		77,611	77,611	3,335		L
855710-10-2	STARZ		09/22/2014	Various	291,714,000	8,603,116		7,744,080	8,529,717	(785,638)			(785,638)		7,744,080		859,036	859,036			L
856190-10-3	STATE BANK FINANCIAL CORP		09/24/2014	FIG Partners LLC	8,864,000	146,607		143,960							143,960		2,647		355		L
858912-10-8	STERICYCLE INC		09/24/2014	Various	59,888,000	6,955,289		6,477,220	6,751,103	(476,723)			(476,723)		6,477,220		478,068	478,068			L
86764L-10-8	SUNOCO LOGISTICS PARTNERS LP		09/24/2014	Various	108,440,000	5,179,383		4,420,025	754,800	(71,620)	(198,806)		(270,425)		4,420,025		759,358	759,358	67,160		L
869099-10-1	SUSQUEHANNA BANCSHARES INC		08/27/2014	CANCELLED TRADE	0,000	123											123	123			L
W90152-12-0	SUENKA CELLULOSA AB - B SHS	D	09/22/2014	Various	130,697,000	3,295,283		3,333,244	1,699,922	(305,746)			(305,746)	(16,243)	3,333,244	(185,117)	147,156	(37,961)	37,973		U
871607-10-7	SYNOPSYS INC		09/24/2014	Various	110,337,000	4,452,116		3,901,079	4,476,372	(575,293)			(575,293)		3,901,079		551,037	551,037			L
871829-10-7	SYSCO CORP		09/22/2014	GOLDMAN, SACHS & CO.	172,959,000	6,499,887		5,986,809	2,514,690	(236,486)			(236,486)		5,986,809		513,078	513,078	90,517		L
87612E-10-6	TARGET CORP		09/22/2014	Various	235,805,000	14,938,031		14,173,827	9,998,495	(77,233)			(77,233)		14,173,827		764,203	764,203	284,711		L
H84989-10-4	TE CONNECTIVITY LTD	E	09/22/2014	Various	219,675,000	13,613,317		10,620,424	10,472,774	(1,566,348)			(1,566,348)		10,620,424		2,992,893	2,992,893	138,244		L
88104R-10-0	TERRAFORM POWER OPERATING LLC A		07/21/2014	MORGAN STANLEY	12,500,000	413,079		312,500							312,500		100,579	100,579			L
887621-10-1	TESCO	D	09/22/2014	GOLDMAN, SACHS & CO.	57,151,000	195,107		233,011							233,011	(6,512)	(31,391)	(37,904)			U
881609-10-1	TESORO CORP		09/22/2014	Various	165,061,000	10,036,071		8,509,405	2,693,925	(154,332)			(154,332)		8,509,405		1,526,666	1,526,666	92,900		L
F9156M-10-8	THALES S.A.	D	09/22/2014	Various	53,285,000	3,030,671		3,109,356	2,446,211	(215,154)			(215,154)	(42,600)	3,109,356	(102,071)	23,386	(78,685)	47,614		U
887228-10-4	TIME INC		09/22/2014	GOLDMAN, SACHS & CO.	27,276,000	642,374		499,251							499,251		143,123	143,123			L
88732J-20-7	TIME WARNER CABLE INC		09/22/2014	Various	111,803,000	16,718,264		13,349,672	10,527,808	(1,856,934)			(1,856,934)		13,349,672		3,368,593	3,368,593	161,544		L
887317-30-3	TIME WARNER INC		09/22/2014	Various	154,019,000	11,753,273		9,094,276	4,600,195	(1,149,524)			(1,149,524)		9,094,276		2,658,997	2,658,997	83,480		L
872540-10-9	TJX COMPANIES INC		09/22/2014	GOLDMAN, SACHS & CO.	90,757,000	5,383,142		4,543,295	5,783,944	(1,240,648)			(1,240,648)		4,543,295		839,846	839,846	8,734		L
F92124-10-0	TOTAL SA EUR 2.5	D	09/22/2014	Various	58,890,000	4,058,099		4,187,613							4,187,613	(61,648)	(67,866)	(129,515)			L
89417E-10-9	TRAVELERS COS INC		09/22/2014	Various	110,439,000	10,459,209		8,867,596	4,810,843	(830,094)			(830,094)		8,867,597		1,591,613	1,591,613	140,532		L
896047-50-3	TRIBUNE MEDIA CL A ORD		07/28/2014	DISTRIBUTION	0,000	179,300		179,300							179,300						U
H89128-10-0	TYCOO INTER NATIONAL LTD BERMUDASHS		09/22/2014	GOLDMAN, SACHS & CO.	11,909,000	532,461		319,745	328,279	(164,761)			(164,761)		319,745		212,716	212,716	4,159		L
902494-10-3	TYSON FOODS INC CLASS A		09/22/2014	GOLDMAN, SACHS & CO.	90,057,000	3,432,159		3,119,218	1,277,235	(130,799)			(130,799)		3,119,218		312,940	312,940	14,994		L
904311-10-7	UNDER ARMOUR INC		09/22/2014	GOLDMAN, SACHS & CO.	1,600,000	107,211		27,908	69,840	(41,932)			(41,932)		27,908		79,303	79,303			L
7960AS-10-1	Unicredit	D	07/29/2014	Various	224,087,000	1,802,488		1,842,236							1,842,236	(50,191)	10,443	(39,749)	24,661		L
907818-10-8	UNION PACIFIC CORP		09/22/2014	GOLDMAN, SACHS & CO.	82,013,000	8,951,423		7,518,855	940,800	(47,707)			(47,707)		7,518,855		1,432,568	1,432,568	39,081		L
911312-10-6	UNITED PARCEL SERVICE INC CLASS B		09/22/2014	Various	170,390,000	16,762,451		14,797,438	11,936,878	(2,574,727)			(2,574,727)		14,797,461		1,964,990	1,964,990	300,785		L
912909-10-8	UNITED STATES STEEL CORP		09/24/2014	GOLDMAN, SACHS & CO.	104,382,000	4,454,967		2,765,324	902,700	(81,410)			(81,410)		2,765,324		1,689,643	1,689,643	13,585		L
913017-10-9	UNITED TECHNOLOGIES CORP		09/22/2014	Various	29,990,000	3,228,163		2,795,483	2,023,364	(628,672)			(628,672)		2,795,483		432,679	432,679	23,502		L
91324P-10-2	UNITEDHEALTH GROUP INC		09/22/2014	GOLDMAN, SACHS & CO.	28,285,000	2,484,723		2,169,667	1,211,351	(12,758)			(12,758)		2,169,667		315,056	315,056	16,570		L
91529Y-10-6	UNUM GROUP		09/23/2014	GOLDMAN, SACHS & CO.	139,776,000	4,970,130		4,568,247	1,252,987	(110,724)			(110,724)		4,568,247		401,883	401,883	52,828		L
902973-30-4	US BANCORP		09/22/2014	GOLDMAN, SACHS & CO.	18,173,000	784,667		713,399	734,189	(20,790)			(20,790)		713,399		71,268				L
91913Y-10-0	VALERO ENERGY CORP		09/22/2014	Various	386,391,000	18,751,678		17,822,958	6,480,533	(1,523,677)			(1,523,677)		17,822,958		928,720	928,720	138,622		L
92210H-10-5	VANTIV INC CLASS A		09/22/2014	SWITZERLAND UNION BANK OF	9,283,000	298,108		287,605							287,605		10,503	10,503			L
92276F-10-0	VENTAS INC		09/22/2014	SWITZERLAND UNION BANK OF	31,286,000	1,910,394		1,953,024	519,759						1,953,024		(42,630)	(42,630)	35,840		L
92343E-10-2	VERISIGN INC		09/22/2014	SWITZERLAND UNION BANK OF	5,920,000	330,703		269,380	281,												

STATEMENT AS OF SEPTEMBER 30, 2014 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	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
960413-10-2 96950F-10-4	WESTLAKE CHEMICAL CORP WILLIAMS PARTNERS LP		09/24/2014 09/23/2014	Various GOLDMAN, SACHS & CO. UNION BANK OF	331,747,000 75,837,000	29,717,260 4,068,258		21,719,326 3,820,524	1,596,004 1,017,200	(158,141) (19,200)			(158,141) (19,200)		21,719,326 3,820,524		7,997,935 247,733	7,997,935 247,733	67,364 155,949		
996666-10-5 976657-10-6	WILLIS GROUP HOLDINGS, INC WISCONSIN ENERGY	R	09/22/2014 09/22/2014	SWITZERLAND Various	36,854,000 246,793,000	1,552,212 10,819,992		1,448,060 10,307,072	1,651,428 7,526,815	(201,624) (209,176)			(201,624) (209,176)		1,448,060 10,307,072		104,152 512,920	104,152 512,920	32,432 258,052		
983898-10-0 984121-10-3	XCEL ENERGY INC XEROX CORP		09/22/2014 09/22/2014	GOLDMAN, SACHS & CO. GOLDMAN, SACHS & CO.	127,690,000 102,981,000	3,949,505 1,415,885		3,525,521 1,062,036	3,567,659 337,109	(42,138) (148,472)			(42,138) (148,472)		3,525,521 1,062,036		423,984 353,850	423,984 353,850	19,693 7,041		
983919-10-1 998290-10-2	XILINX INC XL GROUP PLC		07/10/2014 09/23/2014	Various GOLDMAN, SACHS & CO.	100,000,000 151,169,000	4,847,011 5,104,966		4,731,000 4,529,462	1,248,255 1,248,255	(135,504) (135,504)			(135,504) (135,504)		4,731,000 4,529,462		116,011 575,524	116,011 575,524	29,000 60,473		
984332-10-6 988498-10-1	YAHOO INC YUM! BRANDS INC	COM	09/22/2014 09/22/2014	GOLDMAN, SACHS & CO. GOLDMAN, SACHS & CO.	2,539,000 15,956,000	99,951 1,155,245		41,965 856,137	102,677 1,206,433	(60,712) (350,291)			(60,712) (350,291)		41,965 856,142		57,986 299,103	57,986 299,103	15,426		
H9870Y-10-5 G0692#-10-2	ZURICH INSURANCE GROUP AG AURIGEN RE CAPITAL LIMITED	D	09/22/2014 09/28/2014	Various DISTRIBUTION	15,015,000 0.000	4,533,804 (1,191)		3,774,825	3,779,184	(239,527)			(239,527)	(77,345)	3,774,825	(44,255)	803,234	803,234	758,979		A
9099999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						1,619,181,445	XXX	1,400,502,580	892,203,792	(100,019,729)	(563,171)		(100,582,900)	(1,572,164)	1,400,502,922	(1,797,932)	220,476,456	218,678,523	18,039,313	XXX	XXX
02010#-10-0	ALLSTATE NEW JERSEY INSURANCE COMPANY		09/02/2014	DISTRIBUTION	0.000	4,279									4,279						U
9199999. Subtotal - Common Stocks - Parent, Subsidiaries and Affiliates						4,279	XXX								4,279					XXX	XXX
670958-80-2 362013-21-1	ASHMORE EMERGING MARKETS LIQUID INVESTME GMO EMERGING DOMESTIC OPPORTUNITIES FUND	F	08/12/2014 09/25/2014	DISTRIBUTION Various	0.000 2,106,613,331	345,347 49,050,569		52,611,721	49,295,580	2,929,595			2,929,595		52,611,721		345,347 (3,561,152)	345,347 (3,561,152)	48,292		A
L54483-82-8 464287-20-0	INVESTEC EM MARKET LC DEBT S SHARES INC ISHARES CORE S&P 500 ETF	F	07/29/2014 08/26/2014	DIRECT Various	1,254,524,182 1,980,455,000	106,487,082 394,059,387		103,750,753 371,134,497	96,251,132 49,752,158						103,750,753 371,134,497		2,736,329 22,924,890	2,736,329 22,924,890	4,828,519 2,668,474		U
464287-46-5 464298-68-9	ISHARES MSCI EAFE INDEX FUND ISHARES MSCI EAFE MINIMUM VOLATILITY ETF	R	09/22/2014 09/23/2014	BANK OF AMERICA/MERRILL LYNCH JPMORGAN CHASE & CO. CITIGROUP GLOBAL MARKETS	550,000,000 1,285,474,000	36,118,252 81,283,095		38,535,248 74,999,952	38,535,248 79,262,327						38,535,248 74,999,952		(2,416,996) 6,283,143	(2,416,996) 6,283,143	921,913 1,763,283		
464298-69-7	ISHARES MSCI USA MIN VOL		09/22/2014		272,237,000	10,332,776		9,889,727	2,070,076	(8,583)			(8,583)		9,889,727		443,049	443,049	60,006		
9299999. Subtotal - Common Stocks - Mutual Funds						677,676,508	XXX	650,921,897	276,631,272	(1,523,379)			(1,523,379)		650,921,897		26,754,611	26,754,611	10,290,488	XXX	XXX
9799997. Total - Common Stocks - Part 4						2,296,862,231	XXX	2,051,424,477	1,168,835,064	(101,543,108)	(563,171)		(102,106,279)	(1,572,164)	2,051,429,097	(1,797,932)	247,231,066	245,433,134	28,329,801	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						2,296,862,231	XXX	2,051,424,477	1,168,835,064	(101,543,108)	(563,171)		(102,106,279)	(1,572,164)	2,051,429,097	(1,797,932)	247,231,066	245,433,134	28,329,801	XXX	XXX
9899999. Total - Preferred and Common Stocks						2,305,121,649	XXX	2,059,674,477	1,172,085,065	(101,543,108)	(563,171)		(102,106,279)	(1,572,164)	2,059,679,098	(1,797,932)	247,240,483	245,442,551	28,449,661	XXX	XXX
9999999 - Totals						14,664,198,388	XXX	14,412,351,174	2,617,481,930	(97,903,217)	(8,600,579)	15,000	(106,518,797)	(1,572,164)	14,387,444,100	(1,797,932)	277,892,760	276,094,828	121,955,485	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....53

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (a)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price, Rate or Index Received (Paid)	Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization)/ Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at Inception and at Quarter-end (b)
0079999. Subtotal - Purchased Options - Hedging Effective														XXX							XXX	XXX
0149999. Subtotal - Purchased Options - Hedging Other														XXX							XXX	XXX
0219999. Subtotal - Purchased Options - Replications														XXX							XXX	XXX
0289999. Subtotal - Purchased Options - Income Generation														XXX							XXX	XXX
0359999. Subtotal - Purchased Options - Other														XXX							XXX	XXX
0369999. Total Purchased Options - Call Options and Warrants														XXX							XXX	XXX
0379999. Total Purchased Options - Put Options														XXX							XXX	XXX
0389999. Total Purchased Options - Caps														XXX							XXX	XXX
0399999. Total Purchased Options - Floors														XXX							XXX	XXX
0409999. Total Purchased Options - Collars														XXX							XXX	XXX
0419999. Total Purchased Options - Other														XXX							XXX	XXX
0429999. Total Purchased Options														XXX							XXX	XXX
0499999. Subtotal - Written Options - Hedging Effective														XXX							XXX	XXX
0569999. Subtotal - Written Options - Hedging Other														XXX							XXX	XXX
0639999. Subtotal - Written Options - Replications														XXX							XXX	XXX
0709999. Subtotal - Written Options - Income Generation														XXX							XXX	XXX
0779999. Subtotal - Written Options - Other														XXX							XXX	XXX
0789999. Total Written Options - Call Options and Warrants														XXX							XXX	XXX
0799999. Total Written Options - Put Options														XXX							XXX	XXX
0809999. Total Written Options - Caps														XXX							XXX	XXX
0819999. Total Written Options - Floors														XXX							XXX	XXX
0829999. Total Written Options - Collars														XXX							XXX	XXX
0839999. Total Written Options - Other														XXX							XXX	XXX
0849999. Total Written Options														XXX							XXX	XXX
0909999. Subtotal - Swaps - Hedging Effective														XXX							XXX	XXX
CDS CS4205452 ON DISHN-DBS 500	BOND PORTFOLIO	SCHEDULE D	CREDIT	JPMORGAN CHASE BANK, N.A.	04/02/2013	06/20/2018		3,000,000	event/(5.0000)	(277,041)		(73,899)	(356,172)		(356,172)	7,618		39,851			3FE	0001
CDS CS4205460 ON DISHN-DBS 500	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	04/02/2013	06/20/2018		3,000,000	event/(5.0000)	(274,069)		(74,326)	(356,172)		(356,172)	8,045		39,424			3FE	0001
CDS CS4205494 ON WFC	BOND PORTFOLIO	SCHEDULE D	CREDIT	BNP PARIBAS	04/02/2013	06/20/2018		5,000,000	event/(1.0000)	(72,999)		(27,416)	(120,110)		(120,110)	15,937		10,501			1FE	0001
CDS CS4213167 ON ANZ	BOND PORTFOLIO	SCHEDULE D	CREDIT	CITIBANK N.A.	05/07/2013	06/20/2018		10,000,000	event/(1.0000)	78,719		(87,372)	(182,529)		(182,529)	(181,847)		(11,539)			1FE	0001
CDS CS4213142 ON CBA	BOND PORTFOLIO	SCHEDULE D	CREDIT	CITIBANK N.A.	05/07/2013	06/20/2018		10,000,000	event/(1.0000)	78,719		(87,372)	(182,385)		(182,385)	(178,745)		(11,539)			1FE	0001
CDS CS4213126 ON NAB	BOND PORTFOLIO	SCHEDULE D	CREDIT	CITIBANK N.A.	05/07/2013	06/20/2018		10,000,000	event/(1.0000)	78,719		(87,372)	(181,355)		(181,355)	(181,728)		(11,539)			1FE	0001
CDS CS4213159 ON WSTP	BOND PORTFOLIO	SCHEDULE D	CREDIT	CITIBANK N.A.	05/07/2013	06/20/2018		10,000,000	event/(1.0000)	78,719		(87,372)	(186,950)		(186,950)	(179,237)		(11,539)			1FE	0001
CDS CS4215683 ON ACE	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS INTERNATIONAL	06/03/2013	06/20/2018		5,000,000	event/(1.0000)	(147,658)		(15,963)	(146,804)		(146,804)	(3,512)		21,954			1FE	0001
CDS SINGLE SWAP CDS (PBI)	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS INTERNATIONAL	10/03/2013	12/20/2018		10,000,000	event/(1.0000)	427,912		(137,420)	(72,004)		(72,004)	(56,992)		(61,586)			2FE	0001
CDS SINGLE SWAP CDS (VLO)	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	12/12/2013	12/20/2018		5,000,000	event/(1.0000)	(47,240)		(30,858)	(34,682)		(34,682)	(3,391)		7,059			2FE	0001
CDS SINGLE SWAP CDS (CQON)	BOND PORTFOLIO	SCHEDULE D	CREDIT	BNP PARIBAS	12/12/2013	03/20/2019		5,000,000	event/(1.0000)	(98,875)		(23,844)	(108,500)		(108,500)	(27,326)		14,073			2FE	0001
CDS SINGLE SWAP SCDS (CHTR)	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS INTERNATIONAL	12/19/2013	12/20/2018		1,000,000	event/(5.0000)	(99,463)		(10,358)	(106,948)		(106,948)	(55,159)		14,919			4FE	0001
CDS SINGLE SWAP SCDS (LVLT)	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS INTERNATIONAL	12/19/2013	12/20/2018		1,000,000	event/(5.0000)	(109,666)		(8,828)	(113,441)		(113,441)	(15,102)		16,450			4FE	0001
CDS SINGLE SWAP SCDS (UIS)	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS INTERNATIONAL	12/19/2013	12/20/2018		1,000,000	event/(5.0000)	(116,561)		(7,794)	(90,401)		(90,401)	15,842		17,484			4FE	0001
CDS SINGLE SWAP SCDS (BAC)	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	01/15/2014	03/20/2015		25,000,000	event/(1.0000)		(244,703)	(69,499)	(92,995)		(92,995)	4,540		147,168			1FE	0001

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (a)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price, Rate or Index Received (Paid)	Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization)/ Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at Inception and at Quarter-end (b)
CDS SINGLE SWAP CDS (JPM)	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	01/21/2014	03/20/2015 .....	.....	50,000,000	credit event/(1.0000) .....	.....	(470,928)	(161,137)	(204,080) .....	.....	(204,080)	(13,681) .....	.....	280,529 .....	.....	.....	1FE	0001
CDS SINGLE SWAP CDS (MDC)	BOND PORTFOLIO	SCHEDULE D	CREDIT	JPMORGAN CHASE BANK, N.A.	02/18/2014	03/20/2019 .....	.....	12,000,000	credit event/(1.0000) .....	.....	405,528	(164,501)	263,896 .....	.....	263,896	(92,464) .....	.....	(49,168) .....	.....	.....	2FE	0001
CDS SINGLE SWAP CDS (RIOLN)	BOND PORTFOLIO	SCHEDULE D	CREDIT	DEUTSCHE BANK AG	05/20/2014	09/20/2019 .....	.....	10,000,000	credit event/(1.0000) .....	.....	(34,444)	(69,333)	(47,992) .....	.....	(47,992)	(15,881) .....	.....	2,333 .....	.....	.....	1FE	0001
CDS SINGLE SWAP CDS (SPAIN)	BOND PORTFOLIO	SCHEDULE D	CREDIT	BARCLAYS BANK PLC	06/03/2014	06/20/2019 .....	.....	10,000,000	credit event/(1.0000) .....	.....	(138,313)	(66,367)	(141,928) .....	.....	(141,928)	(12,526) .....	.....	8,911 .....	.....	.....	2FE	0001
CDS SINGLE SWAP CDS (BRAZIL)	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS INTERNATIONAL	06/03/2014	06/20/2019 .....	.....	10,000,000	credit event/(1.0000) .....	.....	226,987	(47,680)	274,645 .....	.....	274,645	62,282 .....	.....	(14,624) .....	.....	.....	2FE	0001
CDS SINGLE SWAP CDS (BELG)	BOND PORTFOLIO	SCHEDULE D	CREDIT	DEUTSCHE BANK AG	06/03/2014	06/20/2019 .....	.....	10,000,000	credit event/(1.0000) .....	.....	(335,327)	(53,673)	(278,082) .....	.....	(278,082)	35,641 .....	.....	21,604 .....	.....	.....	1FE	0001
CDS SINGLE SWAP CDS (KMP)	BOND PORTFOLIO	SCHEDULE D	CREDIT	JPMORGAN CHASE BANK, N.A.	09/05/2014	12/20/2019 .....	.....	10,000,000	credit event/(1.0000) .....	.....	(133,055)	(48,669)	18,464 .....	.....	18,464	149,910 .....	.....	1,609 .....	.....	.....	2FE	0001
CDS SINGLE SWAP CDS (KMP)	BOND PORTFOLIO	SCHEDULE D	CREDIT	JPMORGAN CHASE BANK, N.A.	09/05/2014	12/20/2019 .....	.....	15,000,000	credit event/(1.0000) .....	.....	(199,582)	(73,003)	27,697 .....	.....	27,697	224,865 .....	.....	2,413 .....	.....	.....	2FE	0001
CDS CS2300413 ON AMERICAN ELECTRIC POWER	BOND PORTFOLIO	SCHEDULE D	CREDIT	UBS AG	04/15/2008	06/20/2015 .....	.....	5,000,000	credit event/(0.5800) .....	.....	.....	(21,992)	(20,006) .....	.....	(20,006)	17,317 .....	.....	.....	.....	.....	2FE	0001
CDS CS3276173 ON DHI 500 12/20/2015	BOND PORTFOLIO	SCHEDULE D	CREDIT	BANK OF AMERICA, N.A.	10/20/2010	12/20/2015 .....	.....	1,000,000	credit event/(5.0000) .....	.....	(56,846)	(29,660)	(57,682) .....	.....	(57,682)	23,919 .....	.....	8,256 .....	.....	.....	3FE	0001
CDS CS2997134 ON HSECN 100 12/20/2014	BOND PORTFOLIO	SCHEDULE D	CREDIT	DEUTSCHE BANK AG	10/29/2009	12/20/2014 .....	.....	10,000,000	credit event/(1.0000) .....	.....	(119,551)	(58,385)	(21,167) .....	.....	(21,167)	52,568 .....	.....	17,448 .....	.....	.....	2FE	0001
CDS CS3217326 ON MRHMC 100 09/20/2015	BOND PORTFOLIO	SCHEDULE D	CREDIT	UBS AG	07/21/2010	09/20/2015 .....	.....	550,000	credit event/(1.0000) .....	.....	56,687	(12,408)	(3,011) .....	.....	(3,011)	4,342 .....	.....	(8,238) .....	.....	.....	3FE	0001
CDS CS3452816 ON THCC 100 09/20/2017	BOND PORTFOLIO	SCHEDULE D	CREDIT	CREDIT SUISSE INTERNATIONAL	09/09/2011	09/20/2017 .....	.....	10,000,000	credit event/(1.0000) .....	.....	(171,979)	(54,435)	(249,899) .....	.....	(249,899)	24,057 .....	.....	21,398 .....	.....	.....	1FE	0001
CDS CS3498884 ON EP 100 12/20/2016	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	10/17/2011	12/20/2016 .....	.....	5,000,000	credit event/(1.0000) .....	.....	365,580	(90,928)	(89,984) .....	.....	(89,984)	(13,368) .....	.....	(53,011) .....	.....	.....	3FE	0001
CDS CS3516800 ON CRDSUI-USA 100 12/20/2014	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	11/30/2011	12/20/2014 .....	.....	10,000,000	credit event/(1.0000) .....	.....	(44,863)	(64,811)	(9,566) .....	.....	(9,566)	57,815 .....	.....	11,022 .....	.....	.....	1FE	0001
CDS CS3598725 ON PLCOAL 500 06/20/2017	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	04/18/2012	06/20/2017 .....	.....	3,000,000	credit event/(5.0000) .....	.....	(150,368)	(91,934)	(174,424) .....	.....	(174,424)	101,933 .....	.....	21,816 .....	.....	.....	3FE	0001
CDS CS3603848 ON PKD 500 06/20/2017	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	04/25/2012	06/20/2017 .....	.....	3,000,000	credit event/(5.0000) .....	.....	(89,593)	(100,702)	(217,287) .....	.....	(217,287)	135,901 .....	.....	13,048 .....	.....	.....	4FE	0001
CDS CS3603863 ON LTD 100 06/20/2017	BOND PORTFOLIO	SCHEDULE D	CREDIT	GOLDMAN SACHS BANK USA	04/25/2012	06/20/2017 .....	.....	5,000,000	credit event/(1.0000) .....	.....	211,900	(68,776)	(35,787) .....	.....	(35,787)	20,162 .....	.....	(30,859) .....	.....	.....	3FE	0001
CDS CS3739527 ON MMM 100 09/20/2017	BOND PORTFOLIO	SCHEDULE D	CREDIT	CITIBANK N.A.	06/25/2012	09/20/2017 .....	.....	5,000,000	credit event/(1.0000) .....	.....	(174,272)	(12,941)	(135,642) .....	.....	(135,642)	2,545 .....	.....	24,975 .....	.....	.....	1FE	0001
CDS CS3857295 ON MCD 100 09/20/2017	BOND PORTFOLIO	SCHEDULE D	CREDIT	JPMORGAN CHASE BANK, N.A.	08/21/2012	09/20/2017 .....	.....	5,000,000	credit event/(1.0000) .....	.....	(179,713)	(11,373)	(127,549) .....	.....	(127,549)	15,581 .....	.....	26,544 .....	.....	.....	1FE	0001
CDS SINGLE SWAP ICE (CDX.NA.IG.22.V1)	BOND PORTFOLIO	SCHEDULE D	CREDIT	ICE	09/25/2014	06/20/2019 .....	.....	100,000,000	credit event/(1.0000) .....	.....	(1,724,088)	(31,052)	(1,604,600) .....	.....	(1,604,600)	114,429 .....	.....	5,059 .....	.....	.....	2FE	0001
CDS SINGLE SWAP ICE (CDX.NA.HY.22.V2)	BOND PORTFOLIO	SCHEDULE D	CREDIT	ICE	06/24/2014	06/20/2019 .....	.....	49,500,000	credit event/(5.0000) .....	.....	(4,573,250)	(497,914)	(2,956,784) .....	.....	(2,956,784)	1,371,880 .....	.....	244,586 .....	.....	.....	4FE	0001
0929999. Subtotal - Swaps - Hedging Other - Credit Default .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	(853,802)	(7,221,175)	(2,661,369)	(8,122,214)	XXX	(8,122,214)	1,436,173 .....	.....	776,793 .....	.....	.....	XXX	XXX
0969999. Subtotal - Swaps - Hedging Other .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	(853,802)	(7,221,175)	(2,661,369)	(8,122,214)	XXX	(8,122,214)	1,436,173 .....	.....	776,793 .....	.....	.....	XXX	XXX
CDS CS4200321 ON WMI 100 03/20/2018	94106LFA1 - WMI 100 03/20/2018 due 03/20/2018, CDS attached to Cash Security - (372917AS3) .....	.....	Credit	GOLDMAN SACHS BANK USA	02/22/2013	03/20/2018 .....	.....	10,000,000	1.0000/(credit event)	48,609 .....	.....	68,650	33,231 .....	.....	257,423 .....	.....	.....	(7,184) .....	.....	10,000,000	2FE .....	.....

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (a)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price, Rate or Index Received (Paid)	Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization)/ Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at Inception and at Quarter-end (b)
CDS CS4205502 ON BAC 100 06/20/2018	06051GA#6 - BAC 100 06/20/2018 due 06/20/2018, CDS attached to Cash Security - (03076CAE6)		Credit	CITIBANK N.A. E570DZIWZ7FF32TWEFA76	..04/02/2013	..06/20/2018		..5,000,000	..1.0000/(credit event)	..(83,296)		..49,899	..(59,421)		..74,496			..11,982		..5,000,000	1FE	
CDS CS4215691 ON HIG 100 06/20/2018	416515E#9 - HIG 100 06/20/2018 due 06/20/2018, CDS attached to Cash Security - (635300AE9, 714294AE5)		Credit	GOLDMAN SACHS INTERNATIONAL W22LR0WP21HZNB6K528	..06/03/2013	..06/20/2018		..5,000,000	..1.0000/(credit event)	..(11,976)		..39,697	..(8,830)		..88,664			..1,781		..5,000,000	2FE	
CDS CS4218240 ON HIG 100 09/20/2018	416515F*0 - HIG 100 09/20/2018 due 09/20/2018, CDS attached to Cash Security - (771196AS1)		Credit	BARCLAYS BANK PLC G5GSEF7VJP5170UK5573	..07/09/2013	..09/20/2018		..10,000,000	..1.0000/(credit event)	..(19,550)		..77,642	..(15,953)		..173,200			..1,809		..10,000,000	2FE	
CDS SINGLE SWAP CDS (EACON)	292505DH8 - DS (EACON) due 03/20/2019, CDS attached to Cash Security - (02364WAV7)		Credit	GOLDMAN SACHS BANK USA KD3XUN7C6T14HNAYLU02	..12/12/2013	..03/20/2019		..5,000,000	..1.0000/(credit event)	..23,334		..34,596	..19,791		..48,476			..(3,321)		..5,000,000	2FE	
CDS SINGLE SWAP CDS (WHR)	963320C#3 - DS (WHR) due 03/20/2019, CDS attached to Cash Security - (16524RAC7, 693656AA8)		Credit	BARCLAYS BANK PLC G5GSEF7VJP5170UK5573	..02/20/2014	..03/20/2019		..5,000,000	..1.0000/(credit event)		..29,527	..46,348	..27,542		..79,877			..(1,986)		..5,000,000	2FE	
CDS SINGLE SWAP CDS (WHR)	963320C#1 - DS (WHR) due 03/20/2019, CDS attached to Cash Security - (552953CA7, 91911XAQ7)		Credit	BARCLAYS BANK PLC G5GSEF7VJP5170UK5573	..02/20/2014	..03/20/2019		..5,000,000	..1.0000/(credit event)		..29,527	..46,348	..27,542		..79,877			..(1,986)		..5,000,000	2FE	
CDS SINGLE SWAP CDS (KMI)	APPLIED - DS (KMI) due 12/20/2019, CDS attached to Cash Security - (25470XAJ4, 745310AB8, 471109AE8)		Credit	JPMORGAN CHASE BANK, N.A. 7H6GLXDRUGQFU57RNE97	..09/05/2014	..12/20/2019		..10,000,000	..1.0000/(credit event)		..(107,958)	..51,584	..(106,653)		..(198,247)			..1,305		..10,000,000	3FE	
CDS SINGLE SWAP CDS (KMI)	APPLIED - DS (KMI) due 12/20/2019, CDS attached to Cash Security - (25470XAJ4, 745310AB8, 471109AE8)		Credit	JPMORGAN CHASE BANK, N.A. 7H6GLXDRUGQFU57RNE97	..09/05/2014	..12/20/2019		..15,000,000	..1.0000/(credit event)		..(161,938)	..77,375	..(159,980)		..(297,371)			..1,958		..15,000,000	3FE	
CDS CS3378565 ON PEG 100 06/20/2016	69362BA#9 - PEG 100 06/20/2016 due 06/20/2016, CDS attached to Cash Security - (78355HJS9)		Credit	BANK OF AMERICA, N.A. B4TYDEB6KMZ0031MB27	..05/23/2011	..06/20/2016		..10,000,000	..1.0000/(credit event)	..(75,655)		..87,020	..(25,646)		..130,059			..11,187		..10,000,000	2FE	
CDS CS3529613 ON PFE 100 03/20/2017	717081O#0 - PFE 100 03/20/2017 due 03/20/2017, CDS attached to Cash Security - (00817YAL2, 677050AE6)		Credit	GOLDMAN SACHS BANK USA KD3XUN7C6T14HNAYLU02	..01/06/2012	..03/20/2017		..10,000,000	..1.0000/(credit event)	..59,338		..67,280	..28,164		..222,258			..(8,554)		..10,000,000	1FE	

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SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (a)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price, Rate or Index Received (Paid)	Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amorti- zation)/ Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Refer- ence Entity	Hedge Effectiveness at Inception and at Quarter-end (b)
CDS CS3537285 ON PG 100 03/20/2017	742718G#0 – PG 100 03/20/2017 due attached to Cash Security – (191216BA7, 887317AF2)		Credit	GOLDMAN SACHS BANK USA	01/26/2012	03/20/2017		20,000,000	1.0000/(credit event)	428,401		89,244	205,531		440,411			(62,422)		20,000,000	1FE	
CDS CS3739535 ON CBE-COOPIN 100 09/20/2017	216871A*4 – CBE-COOPIN 100 09/20/2020 due attached to Cash Security – (30231GAC6)		Credit	CITIBANK N.A.	06/25/2012	09/20/2017		5,000,000	1.0000/(credit event)	45,140		31,448	25,613		51,298			(6,469)		5,000,000	2FE	
CDS CS3857303 ON KO 100 09/20/2017	191216E#3 – KO 100 09/20/2017 due attached to Cash Security – (891906AA7)		Credit	JPMORGAN CHASE BANK, N.A.	08/21/2012	09/20/2017		5,000,000	1.0000/(credit event)	121,120		20,027	70,830		133,907			(17,890)		5,000,000	1FE	
CDS SINGLE SWAP CDS (NE)	65505LA*8 – DS (NE) due 12/20/2018, CDS attached to Cash Security – (151020AN4)		Credit	BANK OF AMERICA, N.A.	09/26/2013	12/20/2018		5,000,000	1.0000/(credit event)	(111,790)		53,946	(90,180)		(24,419)			16,029		5,000,000	2FE	
0989999. Subtotal - Swaps - Replication - Credit Default										423,675	(210,841)	841,101	(28,420)	XXX	1,259,908			(63,760)		125,000,000	XXX	XXX
1029999. Subtotal - Swaps - Replication										423,675	(210,841)	841,101	(28,420)	XXX	1,259,908			(63,760)		125,000,000	XXX	XXX
1089999. Subtotal - Swaps - Income Generation														XXX							XXX	XXX
1149999. Subtotal - Swaps - Other														XXX							XXX	XXX
1159999. Total Swaps - Interest Rate														XXX							XXX	XXX
1169999. Total Swaps - Credit Default										(430,127)	(7,432,016)	(1,820,267)	(8,150,633)	XXX	(6,862,305)	1,436,173		713,033		125,000,000	XXX	XXX
1179999. Total Swaps - Foreign Exchange														XXX							XXX	XXX
1189999. Total Swaps - Total Return														XXX							XXX	XXX
1199999. Total Swaps - Other														XXX							XXX	XXX
1209999. Total Swaps										(430,127)	(7,432,016)	(1,820,267)	(8,150,633)	XXX	(6,862,305)	1,436,173		713,033		125,000,000	XXX	XXX
BAS091J70 (0.1601 CNH) / 1 USD	BOND PORTFOLIO	SCHEDULE D	CURRENCY	GOLDMAN SACHS BANK USA	07/11/2014	10/15/2014		7,451,373	(0.1601 CNH) / 1 USD				(77,799)		(77,799)		(77,799)			7,552.76	0002	
BAS099K71 (1040 KRW) / 1 USD	BOND PORTFOLIO	SCHEDULE D	CURRENCY	GOLDMAN SACHS BANK USA	08/06/2014	11/10/2014		700,000	(1040 KRW) / 1 USD				12,224		12,224		12,224			1,173.04	0002	
BAS09T004 (6.4673 NOK) / 1 USD	BOND PORTFOLIO	SCHEDULE D	CURRENCY	GOLDMAN SACHS BANK USA	09/26/2014	12/19/2014		21,299,460	(6.4673 NOK) / 1 USD				(88,913)		(88,913)		(88,913)			49,858.27	0002	
1229999. Subtotal - Forwards - Hedging Other													(154,488)	XXX	(154,488)		(154,488)			58,584	XXX	XXX
1269999. Subtotal - Forwards													(154,488)	XXX	(154,488)		(154,488)			58,584	XXX	XXX
1399999. Subtotal - Hedging Effective														XXX							XXX	XXX
1409999. Subtotal - Hedging Other										(853,802)	(7,221,175)	(2,661,369)	(8,276,701)	XXX	(8,276,701)	1,436,173	(154,488)	776,793		58,584	XXX	XXX
1419999. Subtotal - Replication										423,675	(210,841)	841,101	(28,420)	XXX	1,259,908			(63,760)		125,000,000	XXX	XXX
1429999. Subtotal - Income Generation														XXX							XXX	XXX
1439999. Subtotal - Other														XXX							XXX	XXX
1449999 - Totals										(430,127)	(7,432,016)	(1,820,267)	(8,305,121)	XXX	(7,016,793)	1,436,173	(154,488)	713,033		125,058,584	XXX	XXX

(a)	Code	Description of Hedged Risk(s)
(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
	0001	Credit default swap effectively hedges credit risk exposure on the named debt security or related index or basket of debt securities. Notional amount is equivalent to hedged amount of par on debt security.
	0002	Foreign Currency forward effectively reduces foreign currency exposure on the principal amount of foreign denominated fixed income securities. Notional amount is the USD equivalent of the hedged amount of par on debt securities.

SCHEDULE DB - PART B - SECTION 1

Futures Contracts Open as of the Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	Highly Effective Hedges			18	19	20	21	22
														15	16	17					
Ticker Symbol	Number of Contracts	Notional Amount	Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (a)	Date of Maturity or Expiration	Exchange	Trade Date	Transaction Price	Reporting Date Price	Fair Value	Book/ Adjusted Carrying Value	Cumulative Variation Margin	Deferred Variation Margin	Change in Variation Margin Gain (Loss) Used to Adjust Basis of Hedged Item	Cumulative Variation Margin for All Other Hedges	Change in Variation Margin Gain (Loss) Recognized in Current Year	Potential Exposure	Hedge Effectiveness at Inception and at Quarter-end (b)	Value of One (1) Point
ESZ4	56 .....	.....	FUTURE S&P500 EMINI DEC 14	EMP. DEF. COMP.	STMT. INC. ...	Equity/Index.	12/19/2014	CME	09/12/2014	1,997.3400	1,965.5000	(11,200) .....	.....	(89,160) .....	.....	.....	.....	(89,160)	283,360	100/100	50
MFSZ4	238 .....	.....	FUTURE EMINI MSCI EAFE INDEX DEC 14	EMP. DEF. COMP.	STMT. INC. ...	Equity/Index.	12/19/2014	ICE	09/12/2014	1,896.6000	1,839.7000	(2,380) .....	.....	(677,110) .....	.....	.....	.....	(677,110)	1,047,200	100/100	50
RTAZ4	331 .....	.....	FUTURE RUSSELL 2000 EMINI ICE DEC 14	EMP. DEF. COMP.	STMT. INC. ...	Equity/Index.	12/19/2014	ICE	09/12/2014	1,167.4500	1,096.6000	(516,360) .....	.....	(2,345,135) .....	.....	.....	.....	(2,345,135)	1,856,910	100/100	100
SPZ4	146 .....	.....	FUTURE S&P 500 DEC 14	EMP. DEF. COMP.	STMT. INC. ...	Equity/Index.	12/18/2014	CME	09/12/2014	1,988.8000	1,965.5000	(146,000) .....	.....	(850,450) .....	.....	.....	.....	(850,450)	2,098,750	100/100	250
1279999. Subtotal - Long Futures - Hedging Effective												(675,940) .....	.....	(3,961,855) .....	.....	.....	.....	(3,961,855)	5,286,220	XXX	XXX
1329999. Subtotal - Long Futures												(675,940) .....	.....	(3,961,855) .....	.....	.....	.....	(3,961,855)	5,286,220	XXX	XXX
ESZ4	1,579 .....	.....	FUTURE S&P500 EMINI DEC 14	EQUITY PORTFOLIO	SCHEDULE D ...	Equity/Index.	12/19/2014	CME	09/12/2014	1,988.7500	1,965.5000	315,800 .....	.....	.....	.....	.....	1,835,588	1,835,588	7,989,740	0001	50
1349999. Subtotal - Short Futures - Hedging Other												315,800 .....	.....	.....	.....	.....	1,835,588	1,835,588	7,989,740	XXX	XXX
1389999. Subtotal - Short Futures												315,800 .....	.....	.....	.....	.....	1,835,588	1,835,588	7,989,740	XXX	XXX
1399999. Subtotal - Hedging Effective												(675,940) .....	.....	(3,961,855) .....	.....	.....	.....	(3,961,855)	5,286,220	XXX	XXX
1409999. Subtotal - Hedging Other												315,800 .....	.....	.....	.....	.....	1,835,588	1,835,588	7,989,740	XXX	XXX
1419999. Subtotal - Replication												.....	.....	.....	.....	.....	.....	.....	.....	XXX	XXX
1429999. Subtotal - Income Generation												.....	.....	.....	.....	.....	.....	.....	.....	XXX	XXX
1439999. Subtotal - Other												.....	.....	.....	.....	.....	.....	.....	.....	XXX	XXX
1449999 - Totals												(360,140) .....	.....	(3,961,855) .....	.....	.....	1,835,588	(2,126,268)	13,275,960	XXX	XXX

Broker Name				Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
Goldman					16,025	16,025
JP Morgan					160,000	160,000
Total Net Cash Deposits					196,025	196,025

(a)	Code	Description of Hedged Risk(s)
		
(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
	0001	Equity futures provide an offset to decreases in equity markets.

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART D - SECTION 1

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1	2	3	4	Book/Adjusted Carrying Value			Fair Value			11	12
				5	6	7	8	9	10		
Description of Exchange, Counterparty or Central Clearinghouse	Master Agreement (Y or N)	Credit Support Annex (Y or N)	Fair Value of Acceptable Collateral	Contracts With Book/Adjusted Carrying Value >0	Contracts With Book/Adjusted Carrying Value <0	Exposure Net of Collateral	Contracts With Fair Value >0	Contracts With Fair Value <0	Exposure Net of Collateral	Potential Exposure	Off-Balance Sheet Exposure
0199999 - Aggregate Sum of Exchange Traded Derivatives	XXX	XXX	XXX	196,025	(3,961,855)	196,025	315,800	(675,940)	315,800	13,275,960	9,314,105
BANK OF AMERICA, N.A. B4TYDEB6GKMZ0031MB27 ..	Y	Y			(173,509)			(82,101)			
BARCLAYS BANK PLC G5GSEF7VJP5170UK5573 ..	Y	Y		55,083	(157,881)		332,953	(141,928)	191,025	20,000,000	19,897,203
BNP PARIBAS ROMUWISFPUBMIPROBK5P83 ..	Y	Y			(228,610)			(228,610)			
CITIBANK N.A. E570DZVZ7FF32TWEFA76 ..	Y	Y		25,613	(928,282)		125,794	(868,861)		10,000,000	9,097,331
CREDIT SUISSE INTERNATIONAL E58DKGMJYYYJLN8C3868 ..	Y	Y			(249,899)			(249,899)			
DEUTSCHE BANK AG 7LTWIFZY1ONSX8D621K86 ..	Y	Y			(347,241)			(347,241)			
GOLDMAN SACHS BANK USA KD3XUN7C6T14HNAYLU02 ..	Y	Y		298,941	(1,381,688)		980,792	(1,381,688)		45,058,584	43,975,838
GOLDMAN SACHS INTERNATIONAL W22LROWP21HZNB86K528 ..	Y	Y		274,645	(538,428)		363,309	(529,598)		5,000,000	4,736,217
JPMORGAN CHASE BANK, N.A. 7H6GLXDRUGOFU57RNE97 ..	Y	Y		380,887	(750,353)		443,964	(979,338)		30,000,000	29,630,534
UBS AG BFM8T61CT2L1QCEM1K50 ..	Y	Y			(23,017)			(23,017)			
0299999. Total NAIC 1 Designation				1,035,170	(4,778,907)		2,376,871	(4,832,281)	238,983	125,058,584	122,163,614
0899999. Aggregate Sum of Central Clearing houses					(4,561,384)			(4,561,384)			
0999999 - Totals				1,231,195	(13,302,146)	196,025	2,692,671	(10,069,604)	554,783	138,334,544	131,477,719

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE DB - PART D - SECTION 2

Collateral for Derivative Instruments Open as of Current Statement Date

Collateral Pledged by Reporting Entity

1	2	3	4	5	6	7	8	9
Exchange, Counterparty or Central Clearinghouse	Type of Asset Pledged	CUSIP Identification	Description	Fair Value	Par Value	Book/Adjusted Carrying Value	Maturity Date	Type of Margin (I, V or IV)
BNP PARIBAS		ROMUWSPUBMIPROBK5P83	Treasury	505,696	510,000	506,846	11/30/2018	V
JPMORGAN CHASE BANK, N.A.		7H6GLXDRUGGFU57PNE97	Treasury	708,967	715,000	710,578	11/30/2018	V
JPMORGAN CHASE BANK, N.A. (CME, ICE)			Treasury	1,999,964	1,999,964	1,999,958	11/06/2014	I
JPMORGAN CHASE BANK, N.A. (CME, ICE)			Treasury	5,999,982	5,999,982	5,999,987	10/09/2014	I
JPMORGAN CHASE BANK, N.A. (ICE)			Treasury	1,536,921	1,550,000	1,540,414	11/30/2018	I
JPMORGAN CHASE BANK, N.A. (ICE)			Cash	4,979,946	4,979,946	4,979,946		IV
JPMORGAN CHASE BANK, N.A. (CME, ICE)			Cash	180,000	180,000	180,000		I
GOLDMAN SACHS BANK USA (ICE, CME)			Cash	16,025	16,025	16,025		I
0199999 - Total				15,927,501	15,950,917	15,933,754	XXX	XXX

Collateral Pledged to Reporting Entity

1	2	3	4	5	6	7	8	9
Exchange, Counterparty or Central Clearinghouse	Type of Asset Pledged	CUSIP Identification	Description	Fair Value	Par Value	Book/Adjusted Carrying Value	Maturity Date	Type of Margin (I, V or IV)
.....								
.....								
.....								
.....								
.....								
.....								
.....								
.....								
.....								
0299999 - Total						XXX	XXX	XXX

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date						
1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
0599999. Total - U.S. Government Bonds						XXX
1099999. Total - All Other Government Bonds						XXX
1799999. Total - U.S. States, Territories and Possessions Bonds						XXX
2499999. Total - U.S. Political Subdivisions Bonds						XXX
3199999. Total - U.S. Special Revenues Bonds						XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds						XXX
4899999. Total - Hybrid Securities						XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds						XXX
6199999. Total - Issuer Obligations						XXX
6299999. Total - Residential Mortgage-Backed Securities						XXX
6399999. Total - Commercial Mortgage-Backed Securities						XXX
6499999. Total - Other Loan-Backed and Structured Securities						XXX
6599999. Total Bonds						XXX
7099999. Total - Preferred Stocks						XXX
7599999. Total - Common Stocks						XXX
7699999. Total - Preferred and Common Stocks						XXX
.....| BNY Mellon Repo	0.....			28,907,770	28,907,770	10/01/2014
9199999. Total - Cash Equivalents (Schedule E Part 2 type)				28,907,770	28,907,770	XXX
9999999 - Totals				28,907,770	28,907,770	XXX

General Interrogatories:

1. Total activity for the year to date Fair Value \$16,224,662 Book/Adjusted Carrying Value \$16,224,662
2. Average balance for the year to date Fair Value \$19,823,330 Book/Adjusted Carrying Value \$19,823,330
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
 NAIC 1 \$28,907,770 NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date						
1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation/ Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Date
0599999. Total - U.S. Government Bonds						XXX
1099999. Total - All Other Government Bonds						XXX
2499999. Total - U.S. Political Subdivisions Bonds						XXX
3199999. Total - U.S. Special Revenues Bonds						XXX
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds						XXX
4899999. Total - Hybrid Securities						XXX
5599999. Total - Parent, Subsidiaries and Affiliates Bonds						XXX
6199999. Total - Issuer Obligations						XXX
6299999. Total - Residential Mortgage-Backed Securities						XXX
6399999. Total - Commercial Mortgage-Backed Securities						XXX
6499999. Total - Other Loan-Backed and Structured Securities						XXX
6599999. Total Bonds						XXX
7099999. Total - Preferred Stocks						XXX
7599999. Total - Common Stocks						XXX
7699999. Total - Preferred and Common Stocks						XXX
09248U-61-9	TREASURY TEMP FUND			7,550	7,550	12/31/2015
38141W-23-2	FINANCIAL SQUARE MONEY MARKET			3,787,916	3,787,916	12/31/2015
481242-60-3	JP MORGAN INSTITUTIONAL PRIME MONEY MARKET			5,046	5,046	12/31/2015
825252-72-9	AIM SHORT TERM INVESTMENT CO. LIQUID ASSET PORTFOLIO			577,524	577,524	12/31/2015
8999999. Total - Short-Term Invested Assets (Schedule DA type)				4,378,035	4,378,035	XXX
00856F-KE-0	AGRIUM US INC			999,919	999,917	10/14/2014
01880S-K7-5	ALLIANT ENERGY CORP			6,499,747	6,499,686	10/07/2014
04249L-K1-3	ARMY & AIR FORCE EXCHANGE SERVICE			1,499,997	1,500,000	10/01/2014
0556C3-KA-8	BMIN US CAPITAL LLC			4,499,670	4,499,699	10/10/2014
05722M-KE-6	BAKER HUGHES INC			9,499,601	9,499,726	10/14/2014
17181B-K1-7	CIGNA CORPORATION			999,995	1,000,000	10/01/2014
17181B-KF-6	CIGNA CORPORATION			2,499,813	2,499,806	10/15/2014
17181B-KG-4	CIGNA CORPORATION			4,999,595	4,999,583	10/16/2014
17181B-KT-6	CIGNA CORPORATION			1,349,800	1,349,786	10/27/2014
19587F-K7-1	COLONIAL PIPELINE COMPANY			2,999,943	2,999,960	10/07/2014
20911M-K7-1	CONSOLIDATED EDISON COMPANY OF NEW			3,455,886	3,455,679	10/07/2014
29251V-K1-3	ENBRIDGE (US) INC			4,999,970	5,000,000	10/01/2014
29251V-K9-6	ENBRIDGE (US) INC			6,999,643	6,999,533	10/09/2014
29380D-KA-7	ENTERPRISE PRODUCTS OPERATING LLC			5,999,468	5,999,565	10/10/2014
36161B-K6-0	GDF SUEZ			3,999,932	3,999,922	10/06/2014
36161B-K8-6	GDF SUEZ			1,999,956	1,999,946	10/08/2014
36161B-KU-7	GDF SUEZ			4,499,550	4,499,528	10/28/2014
37331X-KE-8	GEORGIA-PACIFIC LLC			6,133,571	6,133,462	10/14/2014
37331X-KF-5	GEORGIA-PACIFIC LLC			5,499,588	5,499,508	10/15/2014
37790B-K1-8	GLENCORE FUNDING LLC			11,399,932	11,400,000	10/01/2014
63616K-K1-6	NATIONAL FUEL GAS CO			3,999,976	4,000,000	10/01/2014
63743D-KG-5	NATIONAL RURAL UTILITIES COOP FINA			5,499,725	5,499,771	10/16/2014
63743D-KM-2	NATIONAL RURAL UTILITIES COOP FINA			16,498,845	16,499,083	10/21/2014
63743D-KQ-3	NATIONAL RURAL UTILITIES COOP FINA			4,499,631	4,499,716	10/24/2014
66578R-K1-0	NORTHERN STATES POWER COMPANY (WIS			2,999,982	3,000,000	10/01/2014
67459M-KN-5	OCCIDENTAL PETROLEUM CORPORATION			4,999,630	4,999,154	10/22/2014
68323K-K6-8	ONTARIO (PROVINCE OF)			9,999,930	9,999,861	10/06/2014
71112K-L3-3	PEOPLES GAS LIGHT AND COKE COMPANY			999,778	999,798	11/03/2014
72018U-K1-9	PIEDMONT NATURAL GAS COMPANY INC.			7,999,960	8,000,000	10/01/2014
72018U-K3-5	PIEDMONT NATURAL GAS COMPANY INC.			13,999,804	13,999,891	10/03/2014
72018U-K6-8	PIEDMONT NATURAL GAS COMPANY INC.			4,069,886	4,069,919	10/06/2014
72651W-K2-5	PLAINS MIDSTREAM			12,999,857	12,999,892	10/02/2014
74018L-K7-2	PRECISION CASTPARTS CORP.			2,499,953	2,499,954	10/07/2014
74018L-K8-0	PRECISION CASTPARTS CORP.			999,978	999,981	10/08/2014
74018L-K9-8	PRECISION CASTPARTS CORP.			4,618,880	4,618,908	10/09/2014
74018L-KA-5	PRECISION CASTPARTS CORP.			6,499,812	6,499,838	10/10/2014
74018L-KF-4	PRECISION CASTPARTS CORP.			4,365,799	4,365,830	10/15/2014
74018L-KK-5	PRECISION CASTPARTS CORP.			7,749,124	7,749,354	10/31/2014
74835K-K1-8	QUESTAR CORPORATION			12,999,961	13,000,000	10/01/2014
74835K-KH-3	QUESTAR CORPORATION			2,999,841	2,999,800	10/17/2014
74835K-KL-4	QUESTAR CORPORATION			2,499,835	2,499,802	10/20/2014
74835K-KN-0	QUESTAR CORPORATION			3,499,741	3,499,816	10/22/2014
89116F-KN-9	TORONTO DOMINION HOLDINGS USA INC			3,999,804	3,999,767	10/22/2014
91058U-K8-5	UNITEDHEALTH GROUP INC			1,999,924	1,999,918	10/08/2014
91842M-KG-6	VII CREDIT INC			4,999,530	4,999,521	10/16/2014
91842M-KU-5	VII CREDIT INC			1,999,646	1,999,640	10/28/2014
92240F-K3-6	VECTREN UTILITY HOLDINGS INC.			2,299,968	2,299,962	10/03/2014
92780K-K9-8	VIRGINIA ELECTRIC AND POWER COMPAN			6,599,716	6,599,677	10/09/2014
92780K-KT-4	VIRGINIA ELECTRIC AND POWER COMPAN			6,499,038	6,498,873	10/27/2014
97670S-K7-7	WISCONSIN GAS CO			9,999,670	9,999,833	10/07/2014
9199999. Total - Cash Equivalents (Schedule E Part 2 type)				266,532,997	266,533,264	XXX
9999999 - Totals				270,911,032	270,911,299	XXX

General Interrogatories:

1. Total activity for the year to date	Fair Value \$	(4,510,918)	Book/Adjusted Carrying Value \$	(4,511,447)
2. Average balance for the year to date	Fair Value \$	270,666,334	Book/Adjusted Carrying Value \$	270,659,023

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
					First Month	Second Month	Third Month	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date				*
Bank of America, N.A. New York, New York					(743,296,376)	(743,816,544)	(723,531,250)	.XXX.
Bank of Montreal Toronto, Canada		3.000	1,813		753,678	706,562	685,236	.XXX.
Bank of New York Mellon New York, New York		0.010	331	232	24,387,877	9,768,547	43,133,020	.XXX.
Bank of Oklahoma Tulsa, Oklahoma					123,333	171,689	1,150,263	.XXX.
Citibank, N.A. New York, New York		0.020	272	3	9,423,366	57,645,506	26,724,212	.XXX.
Fifth Third Bank Cincinnati, Ohio					2,045,347	1,399,263	2,749,597	.XXX.
First Hawaiian Bank Honolulu, Hawaii					731,233	694,810	887,215	.XXX.
Manufacturers and Traders Trust Co. Baltimore, Maryland					2,379,547	1,133,741	1,636,449	.XXX.
Branch Banking and Trust Co. Richmond, Virginia					23,927,721	24,144,751	19,335,850	.XXX.
Capital One N.A. New Orleans, Louisiana					15,755,570	15,947,334	14,165,904	.XXX.
Huntington National Bank Columbus, Ohio					731,299	788,967	423,119	.XXX.
JP Morgan Chase Bank, N.A. New York, New York		0.030	8		13,410,198	109,605,192	79,123,840	.XXX.
KeyBank National Association Cleveland, Ohio					16,558,712	18,899,936	17,403,888	.XXX.
HSBC Bank, USA Buffalo, New York					695,571	1,148,788	1,724,863	.XXX.
RBC Global Services Toronto, Canada					144,464	142,379	138,199	.XXX.
PNC Financial Services Cherry Hill, New Jersey					3,795,258	4,225,060	1,994,731	.XXX.
Regions Bank Birmingham, Alabama					1,286,980	2,674,923	2,268,966	.XXX.
U.S. Bank, N.A. St. Paul, Minnesota					3,494,662	1,273,362	2,994,419	.XXX.
Wells Fargo Bank, N.A. Charlotte, North Carolina					(57,982,056)	(78,384,338)	(61,489,365)	.XXX.
Northrim Bank Anchorage, Alaska		0.150	.88		266,260	266,260	266,260	.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	2,512	235	(681,367,356)	(571,563,813)	(568,214,583)	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	2,512	235	(681,367,356)	(571,563,813)	(568,214,583)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	2,261,209	1,980,120	1,251,020	XXX
0599999. Total - Cash	XXX	XXX	2,512	235	(679,106,147)	(569,583,693)	(566,963,563)	XXX

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
TREASURY BILL		08/14/2014		11/06/2014	489,985		20
0199999. Subtotal - Bonds - U.S. Governments - Issuer Obligations					489,985		20
0599999. Total - U.S. Government Bonds					489,985		20
1099999. Total - All Other Government Bonds							
1799999. Total - U.S. States, Territories and Possessions Bonds							
2499999. Total - U.S. Political Subdivisions Bonds							
3199999. Total - U.S. Special Revenues Bonds							
AETNA INC.		09/25/2014		10/01/2014	12,500,000		417
AGRIUM US INC		09/30/2014		10/14/2014	39,102,752		250
ALLIANT ENERGY CORP		09/30/2014		10/07/2014	6,499,686		52
APACHE CORP		09/25/2014		10/01/2014	10,500,000		508
ARMY & AIR FORCE EXCHANGE SERVICE		09/30/2014		10/01/2014	7,165,000		12
ATMOS ENERGY CORP		09/22/2014		10/01/2014	2,461,000		123
ATMOS ENERGY CORP		09/29/2014		10/07/2014	11,879,545		152
AUTOZONE INC		09/25/2014		10/01/2014	16,250,000		650
BMW US CAPITAL LLC		09/10/2014		10/10/2014	4,499,899		236
BAKER HUGHES INC		09/30/2014		10/01/2014	4,760,000		7
BAKER HUGHES INC		09/30/2014		10/14/2014	9,499,726		21
CARGILL GLOBAL FUNDING PLC		09/29/2014		10/07/2014	34,234,658		114
CIGNA CORPORATION		08/27/2014		10/01/2014	1,000,000		214
CIGNA CORPORATION		09/12/2014		10/15/2014	2,499,806		264
CIGNA CORPORATION		09/16/2014		10/16/2014	4,999,583		417
CIGNA CORPORATION		09/24/2014		10/27/2014	1,349,786		58
COLONIAL PIPELINE COMPANY		09/30/2014		10/07/2014	2,999,960		7
CONOCOPHILLIPS QATAR		09/02/2014		11/21/2014	2,049,593		231
CONSOLIDATED EDISON COMPANY OF NEW		09/24/2014		10/07/2014	3,455,879		141
DTE GAS CO		09/23/2014		10/01/2014	3,530,000		157
JOHN DEERE LTD		09/26/2014		10/01/2014	19,500,000		190
JOHN DEERE CREDIT LTD/AUSTRALIA		09/29/2014		11/12/2014	21,832,707		109
DOVER CORP		09/30/2014		10/01/2014	20,000,000		28
EI DU PONT DE NEMOURS & CO		09/30/2014		10/23/2014	12,009,560		20
ENBRIDGE (US) INC		09/29/2014		10/01/2014	5,000,000		89
ENBRIDGE (US) INC		09/30/2014		10/09/2014	6,999,533		58
ENTERPRISE PRODUCTS OPERATING LLC		09/29/2014		10/03/2014	2,664,959		41
ENTERPRISE PRODUCTS OPERATING LLC		09/25/2014		10/08/2014	14,999,183		700
ENTERPRISE PRODUCTS OPERATING LLC		09/29/2014		10/10/2014	5,999,565		97
GDF SUEZ		09/08/2014		10/06/2014	3,999,922		358
GDF SUEZ		09/03/2014		10/08/2014	1,999,946		218
GDF SUEZ		09/23/2014		10/28/2014	4,499,528		140
GEORGIA-PACIFIC LLC		09/24/2014		10/14/2014	6,133,462		529
GEORGIA-PACIFIC LLC		09/10/2014		10/15/2014	5,499,508		738
GEORGIA-PACIFIC LLC		09/30/2014		11/21/2014	2,948,872		22
GLENCORE FUNDING LLC		09/19/2014		10/01/2014	11,400,000		1,413
INTERNATIONAL BUSINESS MACHINES CO		09/29/2014		10/01/2014	20,000,000		56
MCCORMICK & COMPANY INCORPORATED		09/05/2014		10/06/2014	1,499,967		173
MERCK & CO INC		09/23/2014		10/01/2014	20,000,000		222
NATIONAL FUEL GAS CO		09/24/2014		10/01/2014	16,225,000		852
NATIONAL RURAL UTILITIES COOP FINA		09/22/2014		10/16/2014	5,499,771		138
NATIONAL RURAL UTILITIES COOP FINA		09/24/2014		10/21/2014	16,499,083		321
NATIONAL RURAL UTILITIES COOP FINA		09/30/2014		10/24/2014	4,499,716		23
NEW JERSEY NATURAL GAS CO		09/25/2014		10/16/2014	10,744,687		125
NEW JERSEY NATURAL GAS CO		09/23/2014		10/29/2014	9,999,378		178
NEW JERSEY NATURAL GAS CO		09/30/2014		10/31/2014	10,999,542		15
NORTHERN ILLINOIS GAS COMPANY		09/30/2014		10/14/2014	17,998,830		90
NORTHERN STATES POWER COMPANY (N/S		09/30/2014		10/01/2014	3,000,000		17
OCCIDENTAL PETROLEUM CORPORATION		09/23/2014		10/22/2014	4,999,154		322
OGLETHORPE POWER CORP		08/28/2014		10/06/2014	17,499,660		2,314
ONTARIO (PROVINCE OF)		09/15/2014		10/06/2014	9,999,861		444
PEOPLES GAS LIGHT AND COKE COMPANY		09/30/2014		11/03/2014	999,798		6
PIEDMONT NATURAL GAS COMPANY INC.		09/24/2014		10/01/2014	13,625,000		291
PIEDMONT NATURAL GAS COMPANY INC.		09/26/2014		10/03/2014	13,999,891		272
PIEDMONT NATURAL GAS COMPANY INC.		09/26/2014		10/06/2014	4,069,919		125
PLAINS MIDSTREAM		09/26/2014		10/02/2014	12,999,892		542
PRECISION CASTPARTS CORP		09/05/2014		10/07/2014	2,499,954		199

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE ALLSTATE INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
PRECISION CASTPARTS CORP.		.09/10/2014		10/08/2014	999,981		58
PRECISION CASTPARTS CORP.		.09/12/2014		10/09/2014	4,618,908		219
PRECISION CASTPARTS CORP.		.09/05/2014		10/10/2014	6,499,838		469
PRECISION CASTPARTS CORP.		.09/11/2014		10/14/2014	4,499,838		250
PRECISION CASTPARTS CORP.		.09/19/2014		10/15/2014	4,365,830		146
PRECISION CASTPARTS CORP.		.09/29/2014		10/22/2014	4,854,717		27
PRECISION CASTPARTS CORP.		.09/26/2014		10/31/2014	7,749,354		108
QUESTAR CORPORATION		.09/15/2014		10/01/2014	13,000,000		693
QUESTAR CORPORATION		.09/23/2014		10/17/2014	2,999,800		100
QUESTAR CORPORATION		.09/25/2014		10/20/2014	2,499,802		63
QUESTAR CORPORATION		.09/30/2014		10/22/2014	3,499,816		9
ST JUDE MEDICAL INC		.09/04/2014		10/02/2014	4,999,978		600
STANLEY WORKS		.09/22/2014		10/01/2014	5,525,000		276
SYSCO CORP		.09/30/2014		10/01/2014	50,815,000		85
TORONTO DOMINION HOLDINGS USA INC		.09/19/2014		10/22/2014	3,999,767		133
UNITEDHEALTH GROUP INC		.09/29/2014		10/06/2014	16,204,505		198
UNITEDHEALTH GROUP INC		.09/25/2014		10/08/2014	6,894,718		241
VIW CREDIT INC		.09/29/2014		10/16/2014	4,999,521		64
VIW CREDIT INC		.09/25/2014		10/28/2014	1,999,640		80
VECTREN UTILITY HOLDINGS INC.		.09/29/2014		10/01/2014	7,245,000		93
VECTREN UTILITY HOLDINGS INC.		.09/30/2014		10/03/2014	16,299,728		136
VIRGINIA ELECTRIC AND POWER COMPAN		.09/05/2014		10/09/2014	6,599,677		1,049
VIRGINIA ELECTRIC AND POWER COMPAN		.09/29/2014		10/17/2014	1,499,847		19
VIRGINIA ELECTRIC AND POWER COMPAN		.09/23/2014		10/27/2014	6,498,873		347
WAL-MART STORES INC.		.09/30/2014		10/20/2014	38,574,389		32
WILLIAMS PARTNERS LP		.09/30/2014		10/01/2014	10,000,000		67
WISCONSIN GAS CO		.09/29/2014		10/07/2014	9,999,833		56
WISCONSIN PUBLIC SERVICE CORPORATI		.09/29/2014		10/01/2014	7,000,000		58
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					799,126,078		21,180
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds					799,126,078		21,180
4899999. Total - Hybrid Securities							
5599999. Total - Parent, Subsidiaries and Affiliates Bonds							
7799999. Total - Issuer Obligations					799,616,063		21,200
7899999. Total - Residential Mortgage-Backed Securities							
7999999. Total - Commercial Mortgage-Backed Securities							
8099999. Total - Other Loan-Backed and Structured Securities							
8399999. Total Bonds					799,616,063		21,200
8699999 - Total Cash Equivalents					799,616,063		21,200