

Fellow Shareholders,

Great companies fight through tough times and come out stronger. Our 2008 financial results were significantly lower than the prior year's due to an unusually high number of catastrophes and capital losses on the investment portfolio. Despite this, we remained financially strong and made progress on our strategy of reinventing protection and retirement for the consumer.



Allstate's 2008 financial and operating results were a study in contrasts. Financially, we ended the year well capitalized and with substantial liquidity. However, our operating income* of \$1.8 billion was 55% lower than the prior year's, reflecting a \$1.9 billion increase in pre-tax catastrophe losses. Our well-diversified portfolio, which is largely in high-quality fixed income investments, generated \$8.6 billion of cash — but a decline in market valuations and the economic downturn resulted in \$5.1 billion of pre-tax capital losses. Consequently, we reported a \$1.7 billion net loss. Overall, these results were understandable but disappointing.

Operationally, we had a much better year than the financials indicated. We helped hundreds of thousands of customers recover after last year's catastrophes. Our common-sense approach to catastrophe risk mitigation cut our losses from Hurricanes Ike and Gustav in half. The sale of the variable annuity business in 2006 enabled us to avoid the significant losses experienced by many competitors in 2008. A proactive investment strategy reduced our exposure to financial institutions, real estate, and common stocks, enhancing shareholder value by more than \$500 million. We continued to reinvent our business by developing new products, implementing our next generation claims system, and improving customer-facing technology.

These financial results and a dramatic decrease in the equity markets led to a shareholder return of negative 34% in 2008, a result slightly better than the Standard & Poor's 500 Index. We also reduced our dividend for the first quarter of 2009 to reflect lower 2008 earnings. Nonetheless, we remain committed to returning capital to shareholders, as reflected by the \$7.0 billion paid in dividends and \$15.7 billion in share repurchases over the last 10 years.

Looking to the future, we intend to increase shareholder value by staying focused on three goals:

- Keeping Allstate financially strong,
- Improving customer loyalty, and
- Reinventing protection and retirement for the consumer.

DECISIVE ACTION WILL KEEP ALLSTATE FINANCIALLY STRONG

Allstate will stay financially strong by proactively managing our investments and generating operating profits from Allstate Protection and Allstate Financial. We will continue to reduce our exposure to real estate investments and build on the success of our portfolio risk mitigation and return optimization programs. The duration of our fixed income portfolio is being reduced to protect against the negative effects of a resurgence of inflation, even though this will lower our operating earnings. The significant holdings of investment-grade fixed income securities will be retained to capture potential gains when bond valuations return to more normal levels.

WE MUST IMPROVE CUSTOMER LOYALTY

Allstate's Shared Vision is based on putting the customer at the center of our work. We set a high standard for loyalty at Allstate. Customers should be sufficiently satisfied with our service that they will not only renew, but also refer us to their friends and neighbors. In last year's letter, I wrote: "We need to do a better job of exceeding our customers' expectations." We did not get this done in 2008. Rather than accept the status quo or look for excuses, we are pushing even more aggressively for improvement. To this end, we have modified the savings plan for Allstate employees so the incentive portion of the company's contribution is based on customer loyalty. Every one of Allstate's agencies and employees is vital to this goal, since you can hear a smile on the phone thousands of miles away.

REINVENTION REMAINS OUR TOP STRATEGIC PRIORITY

In this difficult environment, we must continue to pursue our strategy of reinventing for the consumer. We will use this opportunity to enhance our operational excellence and improve Allstate's competitive position. New products and services will be based on feedback from targeted customers. Allstate will become even easier to work with as we offer the broadest array of ways for customers to reduce their risks.

We will also continue to invest in and motivate employees, agency owners, and exclusive financial specialists. People are the key to success. It is the people in our agencies, claim offices, operation centers, and support functions who serve our customers and implement Our Shared Vision. Senior management is doing an excellent job of focusing resources, making hard decisions, and operating as a team. As we have pushed to do more with less, many have been asked to expand their responsibilities and take on new roles. Our customers will continue to benefit from these exceptional efforts of our team.

WE WILL MAKE A DIFFERENCE

Allstate has a responsibility to the broader community in which we work and live. The Allstate Foundation supported more than 3,000 organizations across the country in 2008. Employees and agency personnel participated in a wide variety of initiatives, including improving teen driving safety, addressing domestic violence, and providing safe and inclusive environments for children. I hope you share the pride we all feel in Allstate when providing hope, freedom, and self-worth to the less fortunate. We also are involved in reshaping the federal regulatory system to reduce the chance of reliving the economic pain experienced during the last several years.

We will make a difference. Allstate is a team with good values, outstanding capabilities, and a desire to compete and win. We will take the steps necessary to keep Allstate financially strong, improve customer loyalty, and reinvent protection and retirement. We will create shareholder value by making a difference in people's lives.



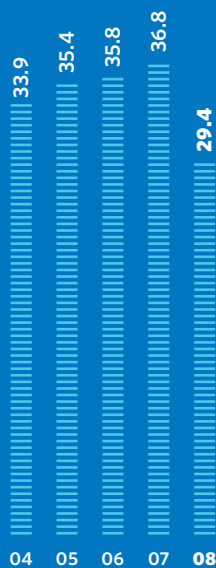
THOMAS J. WILSON

Chairman, President and Chief Executive Officer

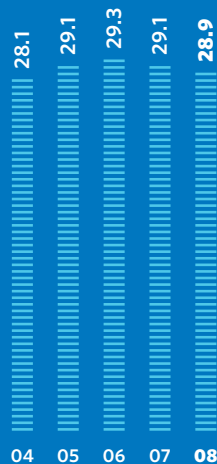
April 1, 2009

* For a definition of this term, please see the "Definition of Operating Income" on the first page following the proxy statement.

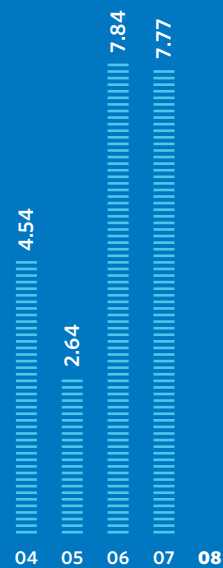
Financial Summary



REVENUES
in billions of dollars



**INSURANCE PREMIUMS
AND CONTRACT CHARGES**
in billions of dollars



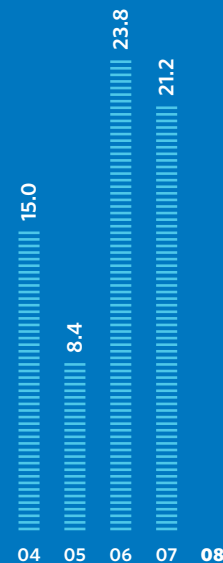
**NET INCOME
(LOSS) PER
DILUTED SHARE**
in dollars



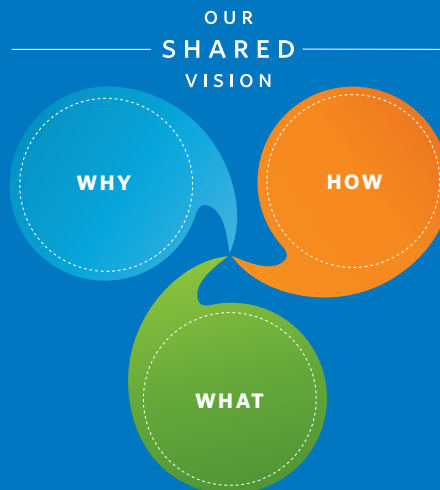
SHAREHOLDERS' EQUITY
in billions of dollars



BOOK VALUE PER SHARE
in dollars



**RETURN
ON EQUITY**
percent



A SOURCE OF STRENGTH IN CHALLENGING TIMES

Our Shared Vision provides the “why, how and what” behind everything we do at Allstate. It leverages our strengths while providing the roadmap for our continued success. When we achieve this vision, we will truly put the customer at the center of everything we do. We will become an even more valuable company to our customers, associates, investors, our communities and society...a company with strong earnings potential and financial performance that sets the benchmark for our industry.

OUR PURPOSE

We are the **Good Hands**: We help people realize their hopes and dreams through products and services designed to protect them from life's uncertainties and to prepare them for the future.

STRATEGIC VISION

To reinvent protection and retirement for the consumer.

OUR VALUES

- Honesty, caring and integrity
- Inclusive diversity
- Engagement
- Accountability
- Superior performance

CORPORATE GOAL

We will grow the value of our company for our customers, our associates, our shareholders, our communities and society.

OUR PRINCIPLES

- Put the customer at the center of all of our work and provide the products and services they need in ways they want them.
- Take an enterprise view of our people and processes and work as a single team to advance Allstate rather than our individual interests.
- Provide superior returns to shareholders by growing and leveraging risk and return trade-offs.
- Focus relentlessly on those few things that will provide the greatest impact.
- Execute well-considered decisions with precision and speed.
- Hire carefully, develop and inspire aggressively, manage respectfully, empower, reward and celebrate appropriately.
- Be a learning organization.

OUR OPERATING PRIORITIES

- Consumer focus
- Operational excellence
- Enterprise risk and return
- Capital management



THE ALLSTATE CORPORATION

2775 Sanders Road

Northbrook, Illinois 60062-6127

April 1, 2009

Notice of 2009 Annual Meeting and Proxy Statement

Dear Stockholder:

You are invited to attend Allstate's 2009 annual meeting of stockholders to be held on Tuesday, May 19, 2009 at 11 a.m. local time, in the 8th floor auditorium of Harris Bank, Chicago, Illinois.

We encourage you to review the notice of annual meeting, proxy statement, financial statements, and management's discussion and analysis provided in this booklet to learn more about your corporation.

Under Securities and Exchange Commission rules, we are providing most of our stockholders with the annual meeting materials via the Internet. By using this method of delivery, we are able to provide to you these important materials in an expedited manner, and reduce both our costs and the environmental impact of our annual meeting.

As always, your vote is important. You are encouraged to vote as soon as possible, either by telephone, Internet, or mail. Please use one of these methods to vote before the meeting even if you plan to attend the meeting.

Sincerely,

Thomas J. Wilson
Chairman, President and Chief Executive Officer

THE ALLSTATE CORPORATION

2775 Sanders Road
Northbrook, Illinois 60062-6127

April 1, 2009

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 19, 2009. The Notice of 2009 Annual Meeting, Proxy Statement, and 2008 Annual Report and the means to vote by Internet are available at www.proxyvote.com.

Notice of 2009 Annual Meeting of Stockholders

The annual meeting of stockholders of The Allstate Corporation ("Allstate" or "Corporation") will be held in the 8th floor auditorium of Harris Bank, 115 South LaSalle Street, Chicago, Illinois on Tuesday, May 19, 2009, at 11 a.m. for the following purposes:

1. To elect to the Board of Directors the ten director nominees named in this proxy statement to serve until the 2010 annual meeting;
2. To ratify the appointment of Deloitte & Touche LLP as Allstate's independent registered public accountant for 2009;
3. To approve the material terms of the Annual Executive Incentive Plan;
4. To approve the 2009 Equity Incentive Plan, as renamed, amended and restated; and
5. To consider three stockholder proposals, if properly presented.

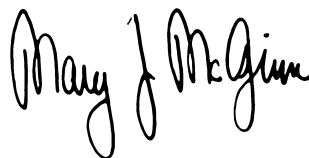
In addition, any other business properly presented may be acted upon at the meeting.

Registration and seating will begin at 9:45 a.m. Each stockholder may be asked to present picture identification and proof of stock ownership. Stockholders holding Allstate stock through a bank, brokerage, or other nominee account will need to bring their account statement showing ownership as of the record date, March 20, 2009. Cameras, recording devices, or other electronic devices will not be allowed in the meeting.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, instead of mailing a printed copy of our proxy materials to each stockholder of record, we now also deliver proxy materials, including this proxy statement and the 2008 annual report, through the Internet. Most stockholders will not receive printed copies of the proxy materials unless they so request. Instead, a notice ("Notice of Internet Availability of Proxy Materials") is being mailed to most of our stockholders which instructs you how to access and review all of the proxy materials on the Internet. The Notice of Internet Availability of Proxy Materials also instructs you how you may submit your voting instructions. If you would like to receive the proxy materials electronically or in paper form, you should follow the instructions in the Notice of Internet Availability of Proxy Materials.

Allstate began mailing its Notice of Internet Availability of Proxy Materials, proxy statement and annual report, and proxy card/voting instruction form to stockholders and to participants in its Allstate 401(k) Savings Plan on April 1, 2009.

By Order of the Board,



Mary J. McGinn
Secretary

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Proxy and Voting Information

Who is asking for your vote and why

The annual meeting will be held only if there is a quorum, which means that a majority of the outstanding common stock entitled to vote is represented at the meeting by proxy or in person. If you vote before the meeting, your shares will be counted for the purpose of determining whether there is a quorum. To ensure that there will be a quorum, the Allstate Board of Directors is requesting that you vote before the meeting and allow your Allstate stock to be represented at the annual meeting by the proxies named on the proxy card/voting instruction form.

Who can vote

You are entitled to vote if you were a stockholder of record at the close of business on March 20, 2009. On March 20, 2009, there were 536,363,853 Allstate common shares outstanding and entitled to vote at the annual meeting.

How to vote

If you hold your shares in your own name as a registered stockholder, you may vote in person by attending the annual meeting or you may instruct the proxies how to vote your shares in any of the following ways:

- By using the toll-free telephone number printed on the proxy card/voting instruction form
- By using the Internet voting site and following the instructions provided there
- By signing and dating the proxy card/voting instruction form and mailing it in the postage-paid envelope enclosed with the printed copies of the proxy statement, or by returning it to The Allstate Corporation, c/o Broadridge Financial Solutions, 51 Mercedes Way, Edgewood, N.Y. 11717

You may vote by telephone or Internet 24 hours a day, seven days a week. Such votes are valid under Delaware law.

If you hold your shares through a bank, broker, or other record holder, you may vote your shares by following the instructions they have provided. If you hold your shares through the Allstate 401(k) Savings Plan (formerly The Savings and Profit Sharing Fund of Allstate Employees), see the instructions on page 3.

Providing voting instructions and discretionary voting authority of proxies

With respect to each of the items, you may instruct the proxies to vote "FOR" or "AGAINST," or you may instruct the proxies to "ABSTAIN" from voting.

The Board recommends you vote on the matters set forth in this proxy statement as follows:

- *FOR* all of the nominees for director listed in this proxy statement
- *FOR* the ratification of the appointment of Deloitte & Touche LLP as Allstate's independent registered public accountant for 2009
- *FOR* approval of the material terms of the Annual Executive Incentive Plan
- *FOR* approval of the 2009 Equity Incentive Plan, as renamed, amended and restated
- *AGAINST* the stockholder proposal seeking the right to call special shareholder meetings
- *AGAINST* the stockholder proposal seeking an advisory resolution to ratify the compensation of the named executive officers
- *AGAINST* the stockholder proposal seeking a report on political contributions and payments to trade associations and other tax exempt organizations

If you return a signed proxy card/voting instruction form to allow your shares to be represented at the annual meeting, but do not indicate how your shares should be voted on one or more matters listed above, then the proxies will vote your shares as the Board of Directors recommends for those matters. One stockholder has notified us that he may present a proposal at the meeting with respect to the management of Allstate, which proposal relates to a personal grievance that has been fully adjudicated in court. If this proposal is properly

presented at the meeting, the proxies intend to use their discretionary authority to vote your shares against it. Other than this matter and the matters listed above, Allstate knows of no other matters to be presented at the meeting. If any other matters are properly presented at the meeting, the proxies may vote your shares in accordance with their best judgment.

How votes are counted to elect directors and approve items

Each share of our common stock outstanding on the record date will be entitled to one vote on each of the ten director nominees and one vote on each other matter.

Item 1. To be elected by stockholders, each director must receive the affirmative vote of the majority of the votes cast. A majority of votes cast means the number of shares voted “FOR” a director exceeds 50% of the votes cast with respect to that director. Each nominee for director receiving a majority of votes cast will be elected. Abstentions will not be counted as votes cast for purposes of director elections and will have no impact on the outcome of the vote.

Item 2. To ratify the appointment of Allstate’s independent registered public accountant, the proposal requires the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the item. Abstentions will be counted as shares present at the meeting and will have the effect of a vote against the matter.

Item 3. To approve the material terms of the Annual Executive Incentive Plan, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the item is required. Abstentions will be counted as shares present at the meeting and will have the effect of a vote against the matter.

Item 4. To approve the 2009 Equity Incentive Plan, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the item is required, *provided* that the total number of votes cast on the proposal represents over 50% of the total outstanding shares. Abstentions will be counted as shares present at the meeting and as votes cast on the proposal and will have the effect of a vote against the matter. Broker non-votes will not be counted as shares entitled to vote on the matter or as votes cast on the proposal, but will be counted in the number of outstanding shares. So, failure to instruct your brokerage firm how to vote shares held in a brokerage account could impair our ability to get this plan approved.

Items 5 through 7. To approve the stockholder proposals, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the item is required. Abstentions will be counted as shares present at the meeting and will have the effect of a vote against the matter. Broker non-votes will not be counted as shares entitled to vote on the matter and will have no impact on the outcome of the vote.

Rules of the New York Stock Exchange (“NYSE”) determine whether proposals presented at stockholder meetings are “routine or “non-routine.” If a proposal is determined to be routine, the NYSE provides brokerage firms with discretionary authority to vote on the proposal without receiving voting instructions from their clients. Items 1 through 3 are considered routine matters. Broker non-votes occur when a brokerage firm does not have discretionary voting authority and is unable to vote on a proposal because it is non-routine and the client has not provided voting instructions. Items 4 through 7 are considered non-routine matters. Abstentions and broker non-votes are counted for quorum purposes.

How to change your vote

Before your shares have been voted at the annual meeting by the proxies, you may change or revoke your vote in the following ways:

- Voting again by telephone, by Internet or in writing
- Attending the meeting and voting your shares in person if you are a registered stockholder

Unless you attend the meeting and vote your shares in person, you should use the same method as when you first voted—telephone, Internet or writing. That way, the inspector of election will be able to identify your latest vote.

Confidentiality

All proxies, ballots, and tabulations that identify the vote of a particular stockholder are kept confidential, except as necessary to allow the inspector of election to certify the voting results or to meet certain legal requirements. A representative of IVS Associates, Inc. will act as the inspector of election and will count the votes. The representative is independent of Allstate and its directors, officers, and employees.

Comments written on proxy cards, voting instruction forms, or ballots may be provided to the Secretary of Allstate with the name and address of the stockholder. The comments will be provided without reference to the vote of the stockholder, unless the vote is mentioned in the comment or unless disclosure of the vote is necessary to understand the comment. At Allstate's request, the distribution agent or the solicitation agent may provide Allstate with periodic status reports on the aggregate vote. These status reports may include a list of stockholders who have not voted and breakdowns of vote totals by different types of stockholders, as long as Allstate is not able to determine how a particular stockholder voted.

Allstate 401(k) Savings Plan Participants

If you hold Allstate common shares through the Allstate 401(k) Savings Plan, your proxy card/voting instruction form for those shares will instruct the plan trustee how to vote those shares. If you are an employee who received your annual meeting materials electronically, and you hold Allstate common shares both through the plan and also directly as a registered stockholder, the voting instructions you provide electronically will be applied to both your plan shares and your registered shares. If you return a signed proxy card/voting instruction form or vote by telephone or the Internet on a timely basis, the trustee shall vote as instructed for all Allstate common shares allocated to your plan account unless to do so would be inconsistent with the trustee's duties.

If your voting instructions are not received on a timely basis for the shares allocated to your plan account, those shares will be considered "unvoted." If you return a signed proxy card/voting instruction form but do not indicate how your shares should be voted on a matter, the shares represented by your signed proxy card/voting instruction form will be voted as the Board of Directors recommends. The trustee will vote all unvoted shares and all unallocated shares held by the plan as follows:

- If the trustee receives instructions (through voting instruction forms or through telephonic or Internet instruction) on a timely basis for at least 50% of the votable allocated shares in the plan, then it will vote all unvoted shares and unallocated shares in the same proportion and in the same manner as the shares for which timely instructions have been received, unless to do so would be inconsistent with the trustee's duties.
- If the trustee receives instructions for less than 50% of the votable shares, the trustee shall vote all unvoted and unallocated shares in its sole discretion. However, the trustee will not use its discretionary authority to vote on adjournment of the meeting in order to solicit further proxies.

Plan votes receive the same level of confidentiality as all other votes. You may not vote the shares allocated to your plan account by attending the meeting and voting in person. You must instruct The Northern Trust Company, as trustee for the plan, on how you want your plan shares voted.

If You Receive More Than One Proxy Card/Voting Instruction Form

If you receive more than one proxy card/voting instruction form, your shares are probably registered in more than one account or you may hold shares both as a registered stockholder and through the Allstate 401(k) Savings Plan. You should vote each proxy card/voting instruction form you receive.

Proxy Statement and Annual Report Delivery

Allstate has adopted the “householding” procedure approved by the Securities and Exchange Commission that allows us to deliver one Notice of Internet Availability of Proxy Materials, or if applicable, one proxy statement and annual report, to a household of stockholders instead of delivering a set of documents to each stockholder in the household. This procedure is more cost effective because it reduces the number of materials to be printed and mailed. It also reduces our impact on the environment. We may elect to send only one Notice of Internet Availability of Proxy Materials, or if applicable, one proxy statement and annual report to stockholders who share the same last name and address, or where shares are held through the same nominee or record holder (for example, when you have multiple accounts at the same brokerage firm), unless we receive, or have previously received, contrary instructions. Stockholders that receive proxy materials in paper form will continue to receive separate proxy cards/voting instruction forms to vote their shares. Stockholders that receive the Notice of Internet Availability of Proxy Materials will receive instructions as to how to submit their proxy cards/voting instruction form on the Internet.

Please contact our distribution agent, Broadridge Financial Solutions by calling (800) 542-1061 or by writing to Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717:

- If you would like to receive a separate copy of the Notice of Internet Availability of Proxy Materials, or if applicable, a separate proxy statement and annual report for this year. Upon receipt of your request, we will promptly deliver the requested materials to you.
- If you and other Allstate registered stockholders of record with whom you share an address currently receive multiple sets of the Notice of Internet Availability of Proxy Materials, or if applicable, the proxy statement and annual report, and you would like to receive only a single copy of each in the future.

If you hold your shares in street name (that is, through a bank, brokerage account, or other record holder), please contact your bank, broker, or other record holder to request information about householding.

You may also revoke your consent to householding by contacting Broadridge at the phone number and address listed above. You will be removed from the householding program within 30 days of receipt of the revocation of your consent.

Corporate Governance Practices

Allstate has a history of strong corporate governance practices which are firmly grounded in the belief that governance best practices are critical to our goal of driving sustained stockholder value.

Code of Ethics

Allstate is committed to operating its business with honesty and integrity and maintaining the highest level of ethical conduct. These absolute values of the Corporation are embodied in its Code of Ethics and require that every customer, employee, and member of the public be treated accordingly. Allstate’s Code of Ethics applies to all employees, including the chief executive officer, the chief financial officer, the controller, and other senior financial and executive officers as well as the Board of Directors. The Code is available on the Corporate Governance portion of the Corporation’s website, allstate.com, and is also available in print upon request made to the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127.

Determinations of Independence of Nominees for Election

The Board of Directors has determined that each nominee for election, with the exception of Mr. Wilson in his capacity as chairman, president and chief executive officer, is independent according to applicable law, the listing standards of the NYSE, and the *Director Independence Standards* adopted by the Board of Directors, which are posted on the Corporate Governance portion of the Corporation’s website, allstate.com. The Board determined that the following categories of relationships with the Corporation are among those that do not interfere with a director’s exercise of independent judgment and do not, to the extent consistent with applicable law or regulation and Section 3 of Allstate’s *Corporate Governance Guidelines*, disqualify a director or nominee from being considered independent. In making the independence determinations, the Board considered transactions,

relationships, or arrangements described in category 1 with respect to each independent director; and category 4 with respect to entities with which Messrs. Beyer and Greenberg are affiliated.

Categorical Standards of Independence

1. An Allstate director's relationship arising from (i) only such director's position as a director of another corporation or organization; (ii) only such director's direct or indirect ownership of a 5% or less equity interest in another corporation or organization (other than a partnership); (iii) both such position and such ownership; or (iv) such director's position only as a limited partner in a partnership in which he or she has an interest of 5% or less;
2. An Allstate director's relationship arising from an interest of the director, or any entity in which the director is an employee, director, partner, stockholder or officer, in or under any standard-form insurance policy or other financial product offered by the Allstate Group in the ordinary course of business;
3. An Allstate director's relationship with another company that participates in a transaction with the Allstate Group (i) where the rates or charges involved are determined by competitive bid or (ii) where the transaction involves the rendering of services as a common or contract carrier (including any airline) or public utility at rates or charges fixed in conformity with law or governmental authority;
4. An Allstate director's relationship with another company that has made payments to, or received payments from, the Allstate Group for property or services in an amount which, in the last fiscal year, does not exceed the greater of \$1 million or 2% of such other company's consolidated gross revenues for such year;
5. An Allstate director's position as an executive officer of a tax exempt organization to which the aggregate amount of discretionary contributions (other than employee matching contributions) made by the Allstate Group and The Allstate Foundation in any of the last three fiscal years of the tax exempt organization were equal to or less than the greater of \$1 million or 2% of such organization's consolidated gross revenues for such year; and
6. An Allstate director's relationship with another company (i) in which the Allstate Group makes investments or (ii) which invests in securities issued by the Allstate Group or securities backed by any product issued by the Allstate Group, all in the ordinary course of such entity's investment business and on terms and under circumstances similar to those available to or from entities unaffiliated with such director.

Majority Votes in Director Elections

In accordance with Allstate's bylaws, each director must be elected by a majority of the votes cast.

Board Structure, Meetings and Board Committees

The current Board has ten directors and three committees. The following table identifies each committee, its members, and the number of meetings held during 2008. Each committee operates under a written charter that has been approved by the Board. Each charter is available on the Corporate Governance portion of allstate.com. Each charter is also available in print upon request made to the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127. All of the members of each committee have been determined to be independent by the Board within the meaning of applicable laws, the listing standards of the NYSE, and the *Director Independence Standards* as in effect at the time of determination. A summary of each committee's functions and responsibilities follows the table.

The Board held thirteen meetings during 2008. Each incumbent director attended at least 75% of the combined board meetings and meetings of committees of which he or she was a member. Attendance at board and committee meetings during 2008 averaged 95% for incumbent directors as a group.

Director	Audit	Compensation and Succession	Nominating and Governance
F. Duane Ackerman	✓	✓	
James G. Andress	✓*		
Robert D. Beyer		✓	
W. James Farrell		✓	✓*
Jack M. Greenberg	✓	✓	
Ronald T. LeMay	✓	✓	
Edward M. Liddy**			
J. Christopher Reyes***			✓
H. John Riley, Jr.		✓*	✓
Joshua I. Smith	✓		✓
Judith A. Sprieser	✓*		✓
Mary Alice Taylor	✓	✓	
Thomas J. Wilson			
Number of Meetings in 2008	11	7	5
<p>* Committee Chair. Effective February 2008, Ms. Sprieser replaced Mr. Andress as the Audit Committee Chair and Mr. Andress ceased being a member of the Audit Committee. Mr. Andress passed away in March 2008.</p> <p>** Mr. Liddy retired in April 2008.</p> <p>*** Mr. Reyes resigned in August 2008.</p>			

Executive Sessions of the Board and Presiding Director

The independent directors meet in regularly scheduled executive sessions without management. When meeting in executive sessions, the presiding director is determined by the subject matter of the session. If the subject is within the scope of authority of one of the standing committees, the chair of that committee acts as presiding director over the executive session. Directors who are not committee chairs are appointed on a rotating basis to act as presiding director over executive sessions that do not fall within the subject scope of one of the standing committees. The Board believes this practice provides for leadership at all executive sessions without the need to designate a single presiding director and it also provides an opportunity for each director to assume the role of presiding director from time to time.

Board Attendance Policy

It is expected that Allstate Board members make every effort to attend all meetings of the Board and the committees on which they serve and actively participate in the discussion of the matters before them. It is also expected that Board members make every effort to attend the annual meeting of stockholders. All directors who stood for election at the 2008 annual meeting of stockholders were in attendance at our 2008 annual meeting of stockholders.

Board Committees

Audit Committee.

Allstate's Board of Directors has established an audit committee in accordance with the requirements of Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Audit Committee is chaired by Ms. Sprieser and includes Mrs. Taylor and Messrs. Ackerman, Greenberg, LeMay, and Smith. The Board has determined that Ms. Sprieser and Mr. Greenberg are each individually qualified as an audit committee financial expert, as defined

in Regulation S-K, Item 407(d)(5) under the Securities Exchange Act of 1934, and each member of the committee is independent under the listing standards of the NYSE.

The committee is responsible for, among other things, the selection, appointment, compensation, and oversight of the work of the independent registered public accountant in preparing or issuing an audit report or related work. The committee reviews Allstate's annual audited and quarterly financial statements and recommends to the Board of Directors whether the audited financial statements should be included in Allstate's annual report on Form 10-K and in the annual report to stockholders. The committee examines Allstate's accounting and auditing principles and practices affecting the financial statements and discusses with its independent registered public accountant those matters required to be discussed in accordance with the Public Company Accounting Oversight Board's generally accepted auditing standards, including the requirements under the statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380) and Securities and Exchange Commission Rule 2-07 of Regulation S-X and other matters as it deems appropriate. The committee also reviews the scope of the audits conducted by the independent registered public accountant and the internal auditors as well as the qualifications, independence, and performance of the independent registered public accountant. The committee is responsible for the review and approval of Allstate's Code of Ethics as well as the adoption of procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, and auditing matters. The committee conducts independent inquiries when deemed necessary to discharge its duties. The committee has the authority to retain independent outside counsel, accountants, and other advisers to assist it in the conduct of its business. The committee discusses with management the Corporation's processes of risk assessment and risk management, including the Corporation's major financial risk exposures and the steps management has taken to monitor and control them.

The committee provides functional oversight to Allstate's Internal Audit Department. The Internal Audit Department provides objective assurance and consulting services that are used to assure a systematic, disciplined approach to the evaluation and improvement of effective risk management, control, and governance processes. The committee reviews the overall adequacy and effectiveness of the Corporation's legal, regulatory, and ethical compliance programs.

Our chief executive officer, chief financial officer, general counsel, and secretary, as well as the controller and senior internal audit officer participate in the committee's meetings. However, executive sessions of the committee are scheduled and held throughout the course of a year, including sessions in which the committee meets with the independent registered public accountant and the senior internal audit officer.

The committee reviews its performance at the end of each non-telephonic meeting and reviews its charter each year. The committee charter is available on the Corporate Governance portion of allstate.com. It is also available in print upon request made to the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127. The Audit Committee Report is included herein on page 76.

Compensation and Succession Committee.

The Compensation and Succession Committee is chaired by Mr. Riley and includes Mrs. Taylor and Messrs. Ackerman, Beyer, Farrell, Greenberg, and LeMay. All members of the committee are independent under the listing standards of the NYSE. The committee assists the Board in fulfilling its oversight responsibilities with respect to the compensation of the chief executive officer and other executive officers. The committee annually reviews the management organization and succession plans for Allstate, including each of its significant operating subsidiaries, and recommends nominees for certain officer positions. The committee is responsible for recommending executive officer salaries and compensation packages to the Board. The committee has oversight responsibility for the salary administration program for elected officers of the Corporation and its principal operating subsidiaries.

The committee administers our Annual Covered Employee Incentive Compensation Plan, Annual Executive Incentive Compensation Plan, and Long-Term Executive Incentive Compensation Plan. These are plans pursuant to which officers of The Allstate Corporation and its principal operating subsidiaries at the vice president level and above are eligible to earn annual and long-term cash incentive compensation awards. The committee determines the performance measures for earning awards and the amount of awards payable upon the achievement of threshold, target, and maximum goals with respect to the performance measures. At the end of the relevant performance period, the committee reviews the extent to which the goals have been achieved and approves the actual amount of the cash incentive awards.

The committee has authority to grant equity awards to eligible employees in accordance with the terms of our 2001 Equity Incentive Plan. With regard to its authority to grant equity awards, the committee has adopted an equity compensation policy. The committee has delegated its authority to grant equity awards between meetings. A subcommittee has authority to grant restricted stock and restricted stock unit awards to new hires and to determine the size, terms, and conditions of such awards. In addition, the Board has delegated to an equity award committee, consisting of the chief executive officer, the authority to make awards of stock options or restricted stock units in connection with the hiring or promotion of an employee or recognition of an employee's particular achievement. The equity award committee has authority to determine the number of shares subject to such options and the number of restricted stock units, subject to limits recommended by the Compensation and Succession Committee and approved by the Board. All awards granted pursuant to delegated authority are reported to the Compensation and Succession Committee at the next meeting. Neither the subcommittee nor the equity award committee is permitted to grant such awards to those who are designated as executive officers for purposes of Section 16 of the Securities Exchange Act of 1934 or covered employees as defined in Section 162(m)(3) of the Internal Revenue Code. Awards made by the subcommittee or the equity award committee must be made pursuant to the terms of award agreements previously approved by the Compensation and Succession Committee.

In addition, the committee administers our deferred compensation plan for eligible employees and makes recommendations to the Board regarding pension benefit enhancements and change-in-control agreements.

The committee also has sole authority to retain and terminate its compensation consultants, including sole authority to approve the consultants' fees and other retention terms for such services provided to the committee. In 2008, the committee retained a new compensation consultant, Towers Perrin. As part of the engagement, Towers Perrin met with each committee member and select members of senior management to gather and review information on Allstate's vision, strategy, and executive compensation program. Towers Perrin provided a report on current trends and developments in executive compensation practices; and presented an evaluation of the general logic and soundness of Allstate's program design as well as how the program "fit" with Allstate's business and talent strategies, aligned with our performance, and compared to typical market practices. In addition, Towers Perrin provided a competitive assessment of total direct compensation (base salary and annual and long-term incentives) for senior management positions and an assessment of the appropriate selection of peer insurance companies and financial services companies. Towers Perrin also reviewed management's recommended changes to simplify the executive compensation program and improve its effectiveness in driving performance to achieve business goals. Towers Perrin representatives participated in portions of two committee meetings in 2008 and engaged in a discussion with the Board during a designated meeting. The committee requires management to notify it before engaging Towers Perrin to provide any other services.

In designing the various elements and amounts of compensation, the Compensation and Succession Committee draws upon the expertise of our chief executive officer and senior human resources officer and confers with our general counsel, secretary, and chief financial officer on matters that fall within their respective realms of responsibility.

Our chief executive officer attends committee meetings and advises the committee regarding the alignment of our performance measures under our annual and long-term cash incentive plans with our overall strategy, the alignment of the weightings of the performance measures with the responsibilities of each executive, and the impact of the design of our equity incentive awards on our ability to attract, motivate, and retain highly talented executives. In providing this advice, the chief executive officer provides context regarding our products, business risks, financial results, and stockholder return. The chief executive officer also makes recommendations to the committee regarding executive merit increases and compensation packages for executives being hired or promoted. The committee also looks to our chief executive officer for his evaluation of the performance of the executives who report to him.

In May 2008, Thomas J. Wilson replaced Edward M. Liddy as chairman. As part of the transition, Mr. Liddy and Mr. Wilson both attended committee meetings to provide historical context about the linkages between Allstate's strategic goals and the various elements of compensation and to provide background detail and analysis with regard to the performance of our executives.

Our senior human resources officer attends committee meetings and provides the committee with internal and external analyses regarding the basic structure and competitiveness of our compensation program and the details of the operations of our various compensation and incentive plans, including the design of performance measures for our annual and long-term cash incentive plans and the design of our equity awards. Each year, the

senior human resources officer also provides the committee with a detailed review of the estimated and actual results for each of the corporate and business unit performance measures compared to threshold, target, and maximum goals and the resulting estimated and actual payments to the executive officers.

Our chief financial officer's attendance at committee meetings is one of the ways in which he, like the chief executive officer, assures himself that our Compensation Discussion and Analysis is correct so that he can provide the certification required by Section 302 of the Sarbanes-Oxley Act of 2002. In the course of a committee meeting, he may also be called upon to explain details of financial results relevant to incentive compensation or other financial measures or accounting rules. The general counsel is available at meetings to provide input on the legal and regulatory environment. The secretary attends meetings to respond to questions about corporate governance and to assist in the preparation of minutes.

The committee meets in executive session without management present several times throughout the year. The committee reviews its performance at the end of each non-telephonic meeting and reviews its charter each year. The committee charter is available on the Corporate Governance portion of allstate.com. It is also available in print upon request made to the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127. The Compensation Committee Report is included herein on page 36.

Nominating and Governance Committee.

The Nominating and Governance Committee is chaired by Mr. Farrell and includes Ms. Sprieser and Messrs. Riley and Smith. All members of the committee are independent under the listing standards of the NYSE. The committee is responsible for recommending candidates to be nominated by the Board for election as directors. In connection with its selection process, the committee is responsible for recommending appropriate criteria and independence standards for adoption by the Board. The committee is responsible for making recommendations with respect to the periodic review of the performance of the chief executive officer as well as succession planning to the Board of Directors, including recommending nominees for election as the chief executive officer. The committee advises and makes recommendations to the Board on matters of corporate governance including periodic reviews of the Corporation's *Corporate Governance Guidelines*, which are posted on the Corporate Governance portion of allstate.com and are also available in print upon request made to the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127. The committee is also responsible for the triennial review and assessment of the Corporation's structural defenses. The committee determines and recommends the criteria to be used for the assessment of the Board's performance and oversees the assessment of the Board. With Board oversight, the committee also administers non-employee director compensation. The committee may retain independent consultants as needed to assist it with its responsibilities.

The committee reviews its performance at the end of each non-telephonic meeting and reviews its charter each year. The Nominating and Governance Committee charter is available on the Corporate Governance portion of allstate.com. It is also available in print upon request made to the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127.

Our chief executive officer, general counsel, and secretary participate in the committee's meetings. However, the committee regularly meets in executive session without members of management present.

Nomination Process for Election to the Board of Directors

The Nominating and Governance Committee has responsibility for assessing the need for new Board members to address specific requirements or to fill a vacancy. The committee initiates a search for a new director by seeking input from the chief executive officer and other Board members. The committee may also retain a third party search firm to identify potential candidates. In evaluating candidates, the committee applies the criteria set forth in the *Corporate Governance Guidelines*, which are posted on the Corporate Governance portion of allstate.com. All nominees recommended by the Board for election must comply with the applicable requirements of the Corporation's bylaws, which are also posted on allstate.com. Candidates who meet the requirements and otherwise qualify for membership on the Board are identified and contacts are initiated with preferred candidates. The full Board is kept apprised of the committee's progress with its evaluations. The committee meets to consider and approve final candidates who are then presented to the Board for endorsement and approval. The invitation to join the Board may be extended by the full Board, the committee chairperson, or the chairman of the Board. The Board is ultimately responsible for naming the nominees for election.

In selecting candidates to recommend to the Board for election as directors, the Nominating and Governance Committee will consider any candidate recommended by a stockholder. A stockholder may recommend a candidate to the Nominating and Governance Committee for its consideration at any time of the year by writing to the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127. Any candidate recommended by a stockholder will be considered by the committee in the same manner as all other candidates.

A stockholder may also directly nominate someone for election as a director at a stockholders meeting. In order to make a nomination, a stockholder must follow the procedures set forth in Allstate's bylaws. Under the bylaws, if a stockholder wishes to nominate a candidate at the 2010 annual meeting of stockholders, he or she must provide advance notice to Allstate that must be received between January 19, 2010 and February 18, 2010. The notice must be sent to the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127 and must meet the requirements set forth in the Corporation's bylaws. A copy of the bylaws is available from the Office of the Secretary upon request or can be accessed on the Corporate Governance portion of allstate.com.

Communications with the Board

The Board has established a process to facilitate communications by stockholders and other interested parties with directors as a group. Written communications may be sent by mail or by e-mail to the Board. Communications received will be processed under the direction of the general counsel. The general counsel reports regularly to the Nominating and Governance Committee on all correspondence received that, in her opinion, involves functions of the Board or its committees or that she otherwise determines requires its attention. The communication process is posted on the Corporate Governance portion of allstate.com.

Policy on Rights Plans

The following policy, adopted in 2003, is part of Allstate's *Corporate Governance Guidelines*, which are posted on the Corporate Governance portion of allstate.com.

The Board shall obtain stockholder approval prior to adopting any stockholder rights plan; *provided, however*, that the Board may act on its own to adopt a stockholder rights plan if, under the then current circumstances, in the reasonable business judgment of the independent directors, the fiduciary duties of the Board would require it to adopt a rights plan without prior stockholder approval. The retention of any rights plan so adopted by the Board will be submitted to a vote of stockholders as a separate ballot item at the next subsequent annual meeting of Allstate stockholders and, if not approved, such rights plan will expire within one year after such meeting.

Allstate Charitable Contributions

Each year, The Allstate Foundation donates millions of dollars to support many deserving organizations that serve our communities. The Nominating and Governance Committee reviews the most significant charitable donations to, and other relationships with, director-affiliated organizations in evaluating director independence and related person transactions.

Compensation Committee Interlocks and Insider Participation

During 2008, the Compensation and Succession Committee consisted of Mr. Riley, Chairman, Mrs. Taylor and Messrs. Ackerman, Beyer, Farrell, Greenberg, and LeMay. None is a current or former officer or employee of Allstate or any of its subsidiaries. There were no committee interlocks with other companies in 2008 within the meaning of the Securities and Exchange Commission's proxy rules.

Director Compensation

The following table summarizes the compensation of each of our non-employee directors during 2008 for his or her services as a member of the Board and its committees. There were some changes to our Board composition in 2008. Mr. Andress passed away in March 2008 and Mr. Reyes resigned from our Board in August 2008.

DIRECTOR COMPENSATION AT FISCAL YEAR-END 2008				
Name	Fees Earned or Paid in Cash (\$)	Stock Awards \$(⁽¹⁾)	Option Awards \$(⁽²⁾)	Total (\$)
Mr. Ackerman	40,000	43,220	66,024	149,244
Mr. Andress ⁽³⁾	0	0	(41,953)	(41,953)
Mr. Beyer	40,000 ⁽⁴⁾	43,220	48,641	131,861
Mr. Farrell ⁽⁵⁾	55,000 ⁽⁶⁾	43,220	73,495	171,715
Mr. Greenberg	40,000	43,220	66,024	149,244
Mr. LeMay	40,000	43,220	66,024	149,244
Mr. Reyes ⁽⁷⁾	40,000	45,960	29,967	115,927
Mr. Riley, Jr. ⁽⁸⁾	55,000	43,220	66,024	164,244
Mr. Smith ⁽⁹⁾	56,250	43,220	66,024	165,494
Ms. Sprieser ⁽¹⁰⁾	58,750	43,220	66,024	167,994
Mrs. Taylor	40,000 ⁽¹¹⁾	43,220	66,024	149,244

(1) The compensation cost recognized in our 2008 audited financial statements for restricted stock unit awards for 2008, computed in accordance with FAS 123R. The aggregate grant date fair value of restricted stock units is based on the market value of Allstate stock as of the date of the grant. Except for Mr. Reyes, for annual restricted stock unit awards granted to each director on December 1, 2008, the market value of Allstate stock on the grant date was \$21.61. Because directors' restricted stock units are non-forfeitable, the entire value is required to be recognized in one year. Each restricted stock unit entitles the director to receive one share of Allstate stock on the conversion date. The aggregate grant date fair value of the 2008 restricted stock unit awards, computed in accordance with FAS 123R, was \$43,220 for each director, with the exception of Mr. Reyes who received a pro-rated annual restricted stock unit award upon the termination of his Board service. The aggregate grant date fair value of Mr. Reyes' pro-rated annual award was \$45,960 and the market value of Allstate stock on the grant date, August 1, 2008, was \$45.96. The aggregate number of restricted stock units outstanding as of December 31, 2008 for each director is as follows: Mr. Ackerman—10,000, Mr. Andress—0 (all restricted stock units converted upon his death), Mr. Beyer—6,000, Mr. Farrell—10,000, Mr. Greenberg—10,000, Mr. LeMay—10,000, Mr. Reyes—9,000, Mr. Riley—10,000, Mr. Smith—10,000, Ms. Sprieser—10,000, and Mrs. Taylor—10,000. Restricted stock unit awards granted before September 15, 2008 convert into stock one year after termination of Board service, or upon death or disability if earlier. Restricted stock unit awards granted on or after September 15, 2008 convert into stock upon termination of Board service, or upon death or disability if earlier.

(2) The compensation cost recognized in our 2008 audited financial statements for stock option awards for 2008 and previous years, computed in accordance with FAS 123R disregarding any estimate of forfeitures. The fair value of each option grant is estimated on the date of the grant using a binomial lattice model. Mr. Beyer's compensation cost includes his prorated award of an option to purchase 2,667 shares of Allstate common stock received in connection with his initial election to the Board in September 2006 and his annual award of an option to purchase 4,000 shares of Allstate common stock in 2008 and 2007. As provided for in stock option awards granted in 2004 and prior years, reload options were granted to Mr. Farrell in 2005 and are included in his compensation cost. Reload options were granted to replace shares tendered in payment of the exercise price. For option awards granted on and after June 1, 2004, the Nominating and Governance Committee eliminated the reload feature and no new option awards will be granted that contain a reload feature. The following table sets forth the assumptions used in the calculation:

	2008	2007	2006	2005
Weighted average expected term	8.1 years	6.9 years	7.1 years	7.3 years
Expected volatility	16.9-58.6%	14.4-37.7%	17.0-30.0%	12.8-30.0%
Weighted average volatility	23.1%	23.2%	28.1%	27.4%
Expected dividends	3.1%	2.3%	2.6%	2.4%
Risk-free rate	0.2-4.1%	2.8-5.3%	4.3-5.2%	2.3-4.5%

The aggregate grant date fair value of stock option awards for 2008, computed in accordance with FAS 123R, was \$66,024 for each director, with the exception of Messrs. Andress, Beyer, Farrell and Reyes. The aggregate number of options outstanding as of December 31, 2008 for each director is as follows: Mr. Ackerman—36,500, of which 28,501 were exercisable, Mr. Andress—26,001, of which 26,001 were exercisable, Mr. Beyer—10,667, of which 3,112 were exercisable, Mr. Farrell—35,096, of which 27,097 were exercisable, Mr. Greenberg—29,000, of which 21,001 were exercisable, Mr. LeMay—38,750, of which 30,751 were exercisable, Mr. Reyes—0 (all vested options expired 3 months after he left Board service), Mr. Riley—38,000, of which 30,001 were exercisable, Mr. Smith—27,999, of which 20,000 were exercisable, Ms. Sprieser—37,500, of which 29,501 were exercisable, and Mrs. Taylor—35,000, of which 27,001 were exercisable.

Footnotes continue

Upon termination of a non-employee director's tenure for any reason except mandatory retirement pursuant to Board policies, the unvested portions of any outstanding stock options are forfeited. Thus, upon Mr. Andress' death, 7,999 in unvested stock options were forfeited; and upon Mr. Reyes' termination of his Board service, 7,999 in unvested stock options were forfeited. The compensation cost associated with these options was reversed and reflected in 2008, the period in which the forfeiture occurred. This resulted in a negative compensation cost for Mr. Andress which is noted in the table above.

- (3) Former Chair of the Audit Committee. Mr. Andress passed away in March 2008 and therefore did not receive an annual cash retainer which is paid on June 1st.
- (4) Mr. Beyer elected to receive 100% of his cash retainer in stock.
- (5) Chair of the Nominating and Governance Committee.
- (6) Mr. Farrell elected to receive 20% of his cash retainer in stock.
- (7) Mr. Reyes resigned on August 1, 2008.
- (8) Chair of the Compensation and Succession Committee.
- (9) Chair of committee to address a shareholder derivative suit.
- (10) Chair of the Audit Committee.
- (11) Mrs. Taylor elected to receive 100% of her cash retainer in stock.

On June 1, 2008, each non-employee director was entitled to a \$40,000 annual cash retainer and each committee chair was entitled to an additional \$15,000 annual cash retainer. Mr. Smith became Chair of a committee formed on April 15, 2008 to address a shareholder derivative suit. He received a prorated committee chair retainer for one month of \$1,250 and an annual committee chair retainer of \$15,000. Ms. Sprieser became Chair of the Audit Committee on February 26, 2008. She received a prorated committee chair retainer for three months of \$3,750 and an annual committee chair retainer of \$15,000. In addition, each non-employee director, except Messrs. Andress and Reyes, received an annual award of 2,000 RSUs and an annual award of an option to purchase 4,000 shares of Allstate common stock under the 2006 Equity Compensation Plan for Non-Employee Directors. Mr. Reyes received a prorated annual award of 1,000 restricted stock units and an annual award of an option to purchase 4,000 shares of Allstate common stock. No meeting fees or other professional fees are paid to the directors. Non-employee directors may elect to receive Allstate common stock in lieu of their cash retainers under the 2006 Equity Compensation Plan for Non-Employee Directors. In addition, under Allstate's Deferred Compensation Plan for Non-Employee Directors, directors may elect to defer their retainers to an account that generates earnings based on: (a) the market value of and dividends paid on Allstate common shares (common share equivalents); (b) the average interest rate payable on 90-day dealer commercial paper; (c) Standard & Poor's 500 Composite Stock Price Index, with dividends reinvested; or (d) a money market fund. No director has voting or investment powers in common share equivalents, which are payable solely in cash. Subject to certain restrictions, amounts deferred under the plan, together with earnings thereon, may be transferred between accounts and are distributed after the director leaves the Board in a lump sum or over a period not to exceed ten years.

Beginning June 1, 2009, our director compensation program will change. The changes are designed to streamline alignment with shareholder value, with equity comprising over two-thirds of total director compensation. Each non-employee director will be entitled to a \$70,000 annual cash retainer and each committee chair will be entitled to an additional \$15,000 annual cash retainer. Each non-employee director will receive an annual award of restricted stock units under the 2006 Equity Compensation Plan for Non-Employee Directors, as amended and restated. The number of restricted stock units granted each year will equal to \$150,000 divided by the fair market value of a share of our stock on June 1 of such year. The annual award of an option to purchase 4,000 shares of Allstate common stock has been eliminated. No meeting fees, or other professional fees are paid to the directors.

Restricted stock unit awards granted before September 15, 2008 provide for delivery of the underlying shares of Allstate common stock upon the earlier of (a) the date of the director's death or disability or (b) one year after the date on which the director leaves the Board. Restricted stock unit awards granted on or after September 15, 2008 provide for delivery of the underlying shares of Allstate common stock upon the earlier of (a) the date of the director's death or disability or (b) the date Board service is terminated. Each restricted stock unit includes a dividend equivalent right that entitles the director to receive a payment equal to regular cash dividends paid on Allstate common stock. Under the terms of the restricted stock unit awards, directors have only the rights of general unsecured creditors of Allstate and no rights as stockholders until delivery of the underlying shares.

In accordance with the terms of the 2006 Equity Compensation Plan for Non-Employee Directors, the exercise price of the stock option awards is equal to the fair market value of Allstate common stock on the date of grant. For options granted prior to 2007, fair market value is equal to the average of high and low sale prices on the date of grant and for options granted in 2007 and 2008, the fair market value is equal to the closing sale price on the date of grant and, in each case, if there was no such sale on the date of grant, then on the last previous day on which there was a sale. The options become exercisable in three substantially equal annual installments and expire ten years after grant. The unvested portions of a director's outstanding options fully vest upon his or her mandatory retirement pursuant to Board policies. Stock option repricing is not permitted. An outstanding stock option will not be amended to reduce the option exercise price. However, the plan permits repricing in an event such as equity restructuring (such as a split) or a change in corporate capitalization (such as a merger).

Items to Be Voted On

Item 1 Election of Directors

Each nominee was previously elected by the stockholders at Allstate's annual meeting of stockholders on May 20, 2008 and has served continuously since then. The terms of all directors will expire at this annual meeting in May 2009. The Board of Directors expects all nominees named in this proxy statement to be available for election. If any nominee is not available, then the proxies may vote for a substitute.

Information as to each nominee follows. Unless otherwise indicated, each nominee has served for at least five years in the business position currently or most recently held.



F. Duane Ackerman (Age 66)
Director since 1999

Chairman Emeritus of BellSouth Corporation, a communication services company, from December 2006 until his retirement in April 2007. Mr. Ackerman served as Chairman and Chief Executive Officer of BellSouth Corporation from mid-2005 through 2006. He previously served as Chairman, President and Chief Executive Officer of BellSouth Corporation from 1998 through mid-2005 and as President and Chief Executive Officer of BellSouth Corporation from 1997 to 1998. Mr. Ackerman is also a director of Home Depot and UPS.



Robert D. Beyer (Age 49)
Director since 2006

Chief Executive Officer of The TCW Group, Inc., an investment management firm, since 2005. Mr. Beyer previously served as President and Chief Investment Officer from 2000 until 2005 of Trust Company of the West, a subsidiary of The TCW Group, Inc. Mr. Beyer is also a director of The Kroger Co. and The TCW Group, Inc.



W. James Farrell (Age 66)
Director since 1999

Chairman of Illinois Tool Works, Inc., a manufacturer of highly engineered fasteners, components, assemblies and systems, from May 1996 until his retirement in May 2006. Mr. Farrell previously served as Chief Executive Officer of Illinois Tool Works Inc. from September 1995 until August 2005. He is also a director of the Abbott Laboratories, 3M Company and UAL Corporation.



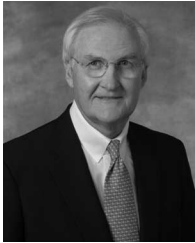
Jack M. Greenberg (Age 66)
Director since 2002

Chairman of The Western Union Company, a money transfer service firm, since September 2006. Chairman and Chief Executive Officer of McDonald's Corporation from May 1999 until his retirement on December 31, 2002. Mr. Greenberg is also a director of Hasbro, Inc., Innerworkings, Inc., and Manpower, Inc., as well as The Western Union Company.



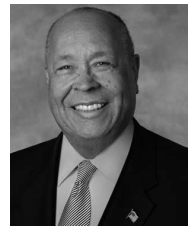
Ronald T. LeMay (Age 63)
Director since 1999

Industrial Partner of Ripplewood Holdings, LLC, a private equity fund, since October 2003. Mr. LeMay also serves as Executive Chairman and as Chief Executive Officer of Last Mile Connections, Inc. since September 2005 and October 2006, respectively, and as Chairman of Aircell Corporation since July 2006. Last Mile Connections and Aircell are Ripplewood Holdings portfolio companies. Mr. LeMay is also Chairman of October Capital, a private investment company since February 2000. Previously, Mr. LeMay served as Representative Executive Officer of Japan Telecom from November 2003 until the sale of the company in July 2004 and as President and Chief Operating Officer of Sprint Corporation from October 1997 until April 2003. He is also a director of Imation Corporation.



H. John Riley, Jr. (Age 68)
Director since 1998

Chairman of Cooper Industries Ltd., a diversified manufacturer of electrical products, tools and hardware, from April 1996 until his retirement in February 2006. Mr. Riley previously served as Chairman and Chief Executive Officer from April 1996 until May 2005 and Chairman, President and Chief Executive Officer of Cooper Industries Ltd., from April 1996 until August 2004. He is also a director of Baker Hughes Inc. and Westlake Chemical Corporation.



Joshua I. Smith (Age 68)
Director since 1997

Chairman and Managing Partner since 1999 of The Coaching Group, a management consulting firm. He is also a director of Caterpillar, Inc., Comprehensive Care Corporation and FedEx Corporation.



Judith A. Sprieser (Age 55)
Director since 1999

Chief Executive Officer of Transora, a technology software and services company from September 2000 until March 2005. She is also a director of Adecco SA, InterContinentalExchange, Inc., Reckitt Benckiser plc, Royal Ahold NV and USG Corporation.



Mary Alice Taylor (Age 59)
Director since 2000

Mrs. Taylor is an active independent business executive. During her career she has served in senior executive positions with Fortune 100 companies until her retirement in 2000. Mrs. Taylor has served on several major public company boards. Currently, she serves on the Board of Blue Nile, Inc.



Thomas J. Wilson (Age 51)
Director since 2006

Chairman since May 2008, and President and Chief Executive Officer of Allstate since January 2007. Mr. Wilson previously served as President and Chief Operating Officer from June 2005 until January 2007. Mr. Wilson also served as President of Allstate Protection from 2002 to 2006, and as Chairman and President of Allstate Financial from 1999 to 2002.

Item 2

Ratification of Appointment of Independent Registered Public Accountant

The Audit Committee of the Board of Directors has recommended the selection and appointment of Deloitte & Touche LLP as Allstate's independent registered public accountant for 2009. The Board has approved the committee's recommendation. While not required, the Board is submitting the selection of Deloitte & Touche LLP, upon the committee's recommendation, to the stockholders for ratification consistent with its long-standing prior practice. If the selection is not ratified by the stockholders, the committee may reconsider its selection. Even if the selection is ratified, the committee may, in its discretion, appoint a different independent registered public accountant at any time during the year if the committee determines a change would be in the best interests of Allstate and the stockholders.

The Audit Committee has adopted a Policy Regarding Pre-Approval of Independent Registered Public Accountant's Services. The Policy is attached as Appendix A to this Notice of Annual Meeting and Proxy Statement. All of the services provided by Deloitte & Touche LLP in 2008 and 2007 were approved by the committee.

The following fees have been, or are anticipated to be, billed by Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates, for professional services rendered to Allstate for the fiscal years ending December 31, 2008 and December 31, 2007.

	2008	2007 ⁽⁵⁾
Audit Fees ⁽¹⁾	\$ 9,793,820	\$10,158,660
Audit Related Fees ⁽²⁾	\$ 1,579,619	\$ 610,546
Tax Fees ⁽³⁾	\$ 42,600	\$ 45,490
All Other Fees ⁽⁴⁾	\$ 101,968	\$ 45,870
Total Fees	\$11,518,007	\$10,860,566

(1) Fees for audits of annual financial statements, reviews of quarterly financial statements, statutory audits, attest services, comfort letters, consents and review of documents filed with the Securities and Exchange Commission.

(2) Audit Related Fees relate to professional services such as accounting consultations relating to new accounting standards, and audits and other attest services for non-consolidated entities (i.e. employee benefit plans, various trusts, The Allstate Foundation, etc.) and are set forth below.

	2008	2007
Audits and other Attest Services for Non-consolidated Entities	\$ 442,430	\$425,676
Due Diligence	\$ 699,719	\$ 5,775
Adoption of new accounting standards	\$ 231,550	\$ 79,349
Investment Related Research	\$ 106,995	\$ —
Other	\$ 98,925	\$ 99,746
Audit Related Fees	\$1,579,619	\$610,546

(3) Tax Fees include income tax return preparation and compliance assistance.

(4) All Other Fees relate to benchmarking studies, agreed upon procedures, and coordination of work for departments of insurance exams.

(5) Total Fees for 2007 have been adjusted to reflect \$655,978 not included in the prior year's proxy statement. Adjusted amount reflects \$528,126 not charged until 2008 and \$127,852 omitted from the prior year's proxy statement. In addition, \$123,365 in fees have been re-classified between categories to better align with the services provided.

Representatives of Deloitte & Touche LLP will be present at the meeting, will be available to respond to questions, and may make a statement if they so desire.

The Audit Committee and the Board of Directors unanimously recommend that stockholders vote for the ratification of the appointment of Deloitte & Touche LLP as Allstate's independent registered public accountant for 2009 as proposed.

Item 3

Approval of the Material Terms of the Annual Executive Incentive Plan

We are asking stockholders to approve the material terms of The Allstate Corporation Annual Executive Incentive Plan ("Plan"), which was approved by the Board on February 24, 2009, subject to approval by stockholders at the 2009 Annual Meeting of Stockholders. Your approval is required for awards under the Plan to qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code. Awards that qualify as performance-based compensation are not subject to the tax deduction limitations under Section 162(m). **The Board unanimously recommends that stockholders vote *for* the approval of the material terms of the Plan.**

The Plan will replace The Allstate Corporation's Annual Covered Employee Incentive Compensation Plan and Annual Executive Incentive Compensation Plan. Following is a summary of the material terms of the Plan. This summary is qualified in its entirety by reference to Appendix B, which contains the complete text of the Plan.

Purpose of the Plan

The purpose of the Plan is to enhance our ability to attract and retain highly qualified employees, link compensation with our annual financial goals, and provide participating employees with cash incentive compensation to promote the success of our organization. The Plan is intended to permit the granting of awards that will constitute "performance-based compensation" under Section 162(m) of the Internal Revenue Code.

Administration

The Plan will be administered by the Compensation and Succession Committee of the Board or such other committee as the Board may select ("Plan Administrator"). The Plan Administrator has authority to make all determinations it deems necessary or advisable for the administration of the Plan, including, without limitation,

- Selection of participants
- Interpretation of the terms of the Plan
- Subject to the limitations set forth therein, determination of the timing and amount of awards made to each participant, and
- Selection of performance measures and other material terms applicable to awards.

All decisions of the Plan Administrator and its actions with respect to the Plan are binding and conclusive.

Eligibility

We anticipate that the Plan Administrator will select approximately 90 officers of Allstate Insurance Company or its affiliates to receive awards on an annual basis. However, all of our employees and employees of our subsidiaries, approximately 39,000 people, are eligible to be selected to receive awards under the Plan.

Performance Goals

Awards under the Plan that are intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code will be contingent upon objective performance goals, which may be expressed as an incentive pool or as separate formulas or standards, established in writing within 90 days after the beginning of each fiscal year (or, if the service period relating to the award is less than a full year, within the first 25% of such service period) and while the outcome of the performance goals is substantially uncertain. The measures of performance for these awards must include one or more of the following: sales, revenues, premiums, financial product sales, earnings per share, stockholder return and/or value, funds from operations, operating income, gross income, net income, combined ratio, underwriting income, cash flow, return on equity, return on capital, return on assets, values of assets, market share, net earnings, earnings before interest, operating ratios, stock price, customer satisfaction, customer retention, customer loyalty, strategic business criteria based on meeting specified revenue goals, market penetration goals, investment performance goals, business expansion goals or cost targets, accomplishment of mergers, acquisitions, dispositions or similar extraordinary business

transactions, profit returns and margins, financial return ratios, market performance, and/or risk-based capital goals or returns. The performance goals may be measured solely on a corporate, subsidiary, business unit or other grouping basis, or on a combination of these. Performance goals may reflect absolute entity performance or a relative comparison of entity performance to the performance of a peer group of entities or other external measure. The Plan Administrator may condition payment of the amounts that would otherwise be payable due to satisfaction of the preestablished performance goals upon satisfaction of additional objective or subjective goals or standards that it determines to be appropriate; however, it may not increase the amount otherwise payable upon satisfaction of the preestablished performance goals. The Plan Administrator may also reduce the amount of any award that would otherwise be payable, including a reduction to zero.

Awards under the Plan that are not intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code may be based on terms and conditions established by the Plan Administrator in its sole discretion. Such awards may, but need not, be expressed as an incentive pool and may be based upon attainment of the performance measures listed above or such other measures or goals as the Plan Administrator may select. The Plan Administrator may condition payment of such awards upon the satisfaction of such objective or subjective standards as it determines to be appropriate, in its sole discretion, and may increase or reduce the amount of the award that would otherwise be payable, including a reduction to zero.

Payment of Awards

All awards will be paid in cash in the year following the year of performance. The Plan Administrator may elect, in its sole discretion and without participant consent, to defer the payment of all or part of one or more awards provided it establishes the terms of such deferred payment in a manner that does not cause an amount to be subject to taxation under Section 409A of the Internal Revenue Code. Participants may also be permitted to elect to defer payment of all or part of one or more awards. Any such deferred awards would be paid in accordance with the terms and conditions of the applicable deferred compensation arrangement.

Limit on Awards

Under the Plan, the maximum annual award intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code for any participant is \$8,500,000.

Clawback

In the event of a restatement of our financial results to correct a material error or inaccuracy resulting in whole or in part from the fraud or intentional misconduct of an officer who is subject to Section 16 of the Securities Exchange Act of 1934, we will review all awards paid to the officer under the Plan on the basis of having met or exceeded performance measures for fiscal years beginning after December 31, 2008 to the extent the awards relate to the periods with respect to which the financial statements are restated. If a lesser award would have been paid to the officer based upon the restated financial results, we may, to the extent permitted by applicable law, recover the amount by which the officer's award for the restated period exceeded such lesser award, plus a reasonable rate of interest. To the extent permitted by applicable law, we may also take additional actions deemed by our Board or a committee of the Board to be appropriate including without limitation, cancellation of the officer's outstanding award opportunities and recovery of additional amounts relating to prior awards paid to the officer under the Plan.

The Plan also contains nonsolicitation covenants that apply to all participants while they are employed and for the one year period following termination of employment. If a participant violates any of the nonsolicitation provisions, to the extent permitted by applicable law, we may cancel the participant's outstanding award opportunities and recover prior awards paid under the Plan within the one-year period before the participant first violated the nonsolicitation provisions.

Amendment and Termination of the Plan.

The Board may at any time and from time to time, suspend, terminate, modify, or amend the Plan; however, no amendment that requires stockholder approval in order to maintain the qualification of awards as performance-based compensation pursuant to Section 162(m) of the Internal Revenue Code will be made without such stockholder approval.

Future Awards

Since the determination of whether awards will be made and, if awards are made, the selection of Plan participants and the key terms of awards, including performance targets, performance periods, and performance measures are established each year in the discretion of the Plan Administrator, it cannot be determined at this time what amounts, if any, will be paid under the Plan in the future.

The Board unanimously recommends that stockholders vote *for* the approval of the material terms of the Annual Executive Incentive Plan. The text of the entire Plan is set forth in Appendix B.

Item 4

Approval of 2009 Equity Incentive Plan

We are asking stockholders to approve The Allstate Corporation 2009 Equity Incentive Plan, as amended and restated, (formerly The Allstate Corporation 2001 Equity Incentive Plan) which was approved by the Board on March 10, 2009, subject to approval by stockholders at the 2009 Annual Meeting of Stockholders. The Board considers equity compensation to be a significant component of total compensation for our officers and other employees and the officers and other employees of our subsidiaries. **The Board unanimously recommends that stockholders vote for the approval of the Plan, as amended and restated.**

Awards may be in the form of stock options, stock appreciation rights, unrestricted stock, restricted stock, restricted stock units, performance units, performance stock, and other awards including the payment of stock in lieu of cash under our other incentive or bonus programs or otherwise and payment of cash based on attainment of performance goals. Share-based awards relate to shares of our common stock. To date, only nonqualified stock options, restricted stock, and restricted stock units have been granted under the Plan. Thirty-seven million shares of common stock, in addition to 6,096,378 unused shares that were then available for awards under the predecessor plan, The Allstate Corporation Equity Incentive Plan, were initially authorized for awards under the Plan. An additional 12,000,000 shares were authorized on May 16, 2006.

As of March 12, 2009, 15,157,803 shares have been issued under the Plan and 38,934,242 shares are subject to outstanding awards under the Plan. Outstanding awards include 3,389,849 restricted stock units that have not yet been converted into common stock and outstanding, unexercised options to purchase 35,544,393 shares of common stock. As of March 12, 2009, 1,311,764 shares (plus any shares that might in the future be added back to the Plan reserve as a result of cancellations, forfeitures, or expiration of awards, or shares that are settled in cash or otherwise settled without delivery of shares) remained available for future awards under the Plan. The Plan Administrator may use either authorized but unissued shares or treasury shares to provide common stock for awards. As of March 12, 2009, the closing price of our common stock as reported on the New York Stock Exchange Composite Tape was \$16.63.

Among the amendments approved by the Board on March 10, 2009, is an increase to the number of shares of common stock authorized for issuance under the Plan by 21.38 million shares. The Board believes the amendment is necessary to ensure that a sufficient number of shares are available for issuance under the Plan to allow us to continue to attract and retain employees by providing a means by which such employees can acquire and maintain equity ownership, aligning their interests with those of the stockholders. Stockholders must approve the Plan for this increase to become effective.

The other material amendments made to the Plan were to do the following:

- Enhance the provision that prohibits repricings to clarify that, except in connection with certain corporate transactions involving Allstate, outstanding options or stock appreciation rights may not be amended to reduce the exercise price or base value of the award, or to cancel the award in exchange for other awards or for options or stock appreciation rights with a lower exercise price or base value, without first obtaining stockholder approval;
- Expand the group of employees eligible to be selected to receive an award from “key” employees to all employees who are not subject to a collective bargaining agreement and are classified on the payroll system as regular full-time or part-time employees;
- Provide for recoupment or cancellation of awards granted:
 - To an officer subject to Section 16 of the Securities Exchange Act of 1934, if the Board or a committee of the Board determines that such officer has engaged in fraud or misconduct that contributes to an obligation to restate our financial statements; and
 - To a participant, if the Board or a committee of the Board determines that such participant violated a nonsolicitation covenant;

- Eliminate a provision that authorized the Plan Administrator to allow employees to defer payment of amounts owed to us with respect to an award or to cause us to guarantee a loan from a third party to the employee in an amount equal to amounts owed to us with respect to an award;
- Eliminate the dividend equivalent rights feature for any option or stock appreciation right granted under the Plan;
- Remove a provision that set forth the terms and conditions upon which awards could be substituted with new awards;
- Expand the list of performance measures that may be used for performance-based awards;
- Provide that the base value of a stock appreciation right may not be less than 100% of the fair market value of a share of our common stock on the date of grant;
- Replace the specific limitation on the number of shares that may be granted as “full value” awards, which are awards other than options and stock appreciation rights, with a “fungible pool” method of calculating the number of shares available for issuance under the Plan, whereby shares issued pursuant to full value awards granted on or after May 19, 2009 reduce the Plan’s share limit by 2.1 shares and shares issued pursuant to all other awards reduce the share limit by one share;
- Revise the limitation on incentive stock options to provide that no more than 5,500,000 shares may be issued pursuant to incentive stock options;
- Provide for immediate vesting of Options upon death after Normal Retirement or Health Retirement; and
- Change the limitation on the maximum amount of performance units that may be granted in any one year to a participant from a share limit to a dollar limit.

In addition to satisfying New York Stock Exchange stockholder approval requirements and stockholder approval requirements under the Internal Revenue Code relating to incentive stock options, stockholder approval of the Plan, as amended and restated, will also constitute reapproval of the performance goals and other material terms of the Plan for purposes of Section 162(m) of the Internal Revenue Code.

The following is a summary of the material features of the Plan. The Plan was amended and restated by the Board on March 10, 2009. This summary is qualified in its entirety by reference to Appendix C, which contains the complete text of the Plan.

Summary of the Amended and Restated 2009 Equity Incentive Plan

Administration

The Plan provides that the Compensation and Succession Committee or another committee appointed by the Board consisting solely of two or more non-employee members of the Board (“Plan Administrator”) shall administer the Plan. The Plan Administrator has full and final authority under the Plan to determine eligibility, types, and terms of awards and to interpret and administer the Plan. The Compensation and Succession Committee, as Plan Administrator, appointed a subcommittee, currently comprised solely of the Committee chairman. This subcommittee has the authority to grant restricted stock and restricted stock units to eligible employees who are not subject to Section 16 of the Securities Exchange Act of 1934, in certain new hire situations that occur between regularly scheduled Committee meetings. In addition, in 2008 the Board delegated to the Equity Award Committee, consisting of the person who at any time holds the office of chief executive officer provided such person is a director of the Corporation, the authority to grant restricted stock units and nonqualified stock options to eligible employees who are not subject to Section 16 of the Securities Exchange Act of 1934, in certain new hire situations, in connection with promotions, and to recognize key contributions that occur between regularly scheduled Committee meetings.

Prohibition on Repricing of Options and Stock Appreciation Rights

Except in connection with a corporate transaction involving Allstate, including, for example, a stock dividend, stock split, large, nonrecurring cash dividend, recapitalization, reorganization, merger, consolidation, spin-off, or other transaction or event described in the Plan’s award adjustment provisions, the Plan Administrator may not amend outstanding options or stock appreciation rights to reduce the exercise price or base value of the award or to cancel options or stock appreciation rights in exchange for other awards or options or stock appreciation rights

with an exercise price or base value that is less than the exercise price or base value of the original options or stock appreciation rights, without shareholder approval.

Eligibility

Awards may be made to any of our employees or employees of any of our subsidiaries, approximately 39,000 people, except those who are not classified on the payroll system as a regular full-time or part-time employees and those who are covered by a collective bargaining agreement. In determining which employees will receive awards, the Plan Administrator will consider such factors as it deems relevant in order to promote the purposes of the Plan. In 2009, we anticipate that approximately 1,600 employees will receive awards under the Plan.

Types of Awards

Stock Options.

The Plan permits the Plan Administrator to grant nonqualified options and incentive stock options. To date, only nonqualified options have been granted under the Plan. Subject to the limits in the Plan, the Plan Administrator has discretion to determine the number of options to be awarded and the terms and conditions of the awards. Each award is evidenced by an agreement that specifies the number of shares subject to the award, the exercise price, the option term and exercise periods, the vesting schedule, and other terms the Plan Administrator may deem appropriate such as provisions relating to a change of control. No dividend equivalents may be provided with respect to options.

The option exercise price may not be less than the fair market value of a share of our common stock on the date of grant and the option term may not exceed ten years. Options may be exercised by delivery of a notice of intent to purchase a specific number of shares. Payment may be made in cash or its equivalent, by tendering previously acquired shares of common stock, by share withholding if the option was granted after May 16, 2006, by means of a broker-assisted cashless exercise, or any combination of the foregoing.

Options may not be granted with a reload feature, which is a feature that entitles the option holder to receive additional options when exercising options by tendering shares.

Stock Appreciation Rights.

The Plan permits the Plan Administrator to grant stock appreciation rights. Subject to the limits in the Plan, the Plan Administrator has discretion to determine the number of stock appreciation rights to be awarded and the terms and conditions of the awards. Each award is evidenced by an agreement that specifies the number of shares subject to the award, the base value of the award, the award's term and exercise periods, the vesting schedule, and other terms the Plan Administrator may deem appropriate such as provisions relating to a change of control. A stock appreciation right's base value may not be less than the fair market value of a share of our common stock on the date of grant and a stock appreciation right's term may not exceed ten years. No dividend equivalents may be provided with respect to stock appreciation rights. Stock appreciation rights may be granted alone or in tandem with options or in any combination of these forms. Upon exercise of a stock appreciation right, an employee will receive payment in an amount equal to the product of the excess of the fair market value of a share of our common stock on the date of exercise over the base value multiplied by the number of shares with respect to which the stock appreciation right is exercised. To date, no stock appreciation rights have been granted under the Plan.

Unrestricted Stock, Restricted Stock, and Restricted Stock Units.

The Plan Administrator may also award restricted and unrestricted shares of our common stock and restricted stock units. Subject to the limits in the Plan, the Plan Administrator has discretion to determine the number of shares or units to be awarded and the terms and conditions of the awards. The right to vest or receive distributions or payments with respect to restricted stock and restricted stock unit awards may be conditioned upon attainment of performance goals or continued service. Each award is evidenced by an agreement that specifies the number of shares or units being awarded, any restrictions or vesting conditions, any applicable performance goals, and other terms the Plan Administrator may deem appropriate such as provisions relating to a change of control. Restricted stock units may be settled in shares of our common stock or cash of equal value, or a combination of stock and cash.

During the restricted period, restricted stock and restricted stock units may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated. Employees holding restricted stock may exercise full voting rights with respect to those shares during the restriction period and, subject to the Plan Administrator's right to determine otherwise at the time of grant, will receive regular cash dividends during the restricted period. The Plan Administrator may include dividend equivalent rights on awards of restricted stock units.

Performance Units and Performance Stock.

The Plan Administrator may also award performance units and performance stock awards. Subject to the limits in the Plan, the Plan Administrator has discretion to determine the number of performance units and performance stock awards to be awarded and the terms and conditions of the awards. The value of performance stock is based on the fair market value of a share of our common stock. The value of a performance unit is determined in the discretion of the Plan Administrator. The extent to which the performance goals are met during the performance periods established by the Plan Administrator will determine the number and/or value of performance units/stock that will be paid to employees. Payment of the value of earned performance units/stock after the end of the performance period will be made in cash or stock having an aggregate fair market value equal to the value of the performance units/stock at the end of the performance period, or a combination of stock and cash. The awards may be granted subject to such other restrictions and terms as the Plan Administrator determines. Each award is evidenced by an agreement that specifies the number of shares or units being awarded, any restrictions or vesting conditions, the performance goals and other terms the Plan Administrator may deem appropriate such as provisions relating to a change of control and dividend equivalent rights. To date, neither performance units nor performance stock have been granted under the Plan.

Other Awards.

The Plan Administrator may grant other awards which may include the payment of stock in lieu of cash, including cash payable under our other incentive or bonus programs, and the payment of cash based on attainment of performance goals established by the Plan Administrator. None of these other awards have been granted to date under the Plan.

Deferral

The Plan Administrator may, in its sole discretion, permit a participant to defer the receipt of the payment of cash or the delivery of stock that would otherwise be due to such participant under the Plan. If any such deferral election is permitted, the Plan Administrator will establish rules and procedures for the deferrals.

Equity Incentive Plans of Foreign Subsidiaries

The Plan Administrator may authorize any foreign subsidiary to adopt a plan for granting awards and awards granted under such foreign plans may be treated as grants under the Plan, if the Plan Administrator so determines. Such foreign plans shall have such terms and provisions as the Plan Administrator permits not inconsistent with the provisions of the Plan and which may be more restrictive than those contained in the Plan. Awards granted under such foreign plans are governed by the terms of the Plan except to the extent the provisions of the foreign plans are more restrictive than the terms of the Plan, in which case such terms of the foreign plans control.

Performance Goals

Certain awards under the Plan may be based on achievement of performance goals. These goals are established by the Plan Administrator and shall be based on one or more of the following measures: sales, revenues, premiums, financial product sales, earnings per share, stockholder return and/or value, funds from operations, operating income, gross income, net income, combined ratio, underwriting income, cash flow, return on equity, return on capital, return on assets, values of assets, market share, net earnings, earnings before interest, operating ratios, stock price, customer satisfaction, customer retention, customer loyalty, strategic business criteria based on meeting specified revenue goals, market penetration goals, investment performance goals, business expansion goals or cost targets, accomplishment of mergers, acquisitions, dispositions or similar extraordinary business transactions, profit returns and margins, financial return ratios, market performance, and/or risk-based capital goals or returns. Performance goals may be measured solely on a corporate, subsidiary, business unit or other grouping basis, or a combination thereof. Performance goals may reflect absolute entity

performance or a relative comparison of entity performance to the performance of a peer group of entities or other external measure.

Fungible Pool

Each share granted pursuant to an option or stock appreciation right (and, if granted before May 19, 2009, any other form of award) will reduce the number of shares available for issuance under the Plan by one share, and each share granted pursuant to awards granted on or after May 19, 2009, other than pursuant to options and stock appreciation rights, will reduce the number of shares available for issuance by 2.1 shares.

Limits on Awards

No more than 5,500,000 shares may be issued pursuant to incentive stock options. So that awards will qualify as “performance-based compensation” under Section 162(m) of the Internal Revenue Code, the Plan also contains the following per-participant limitations on awards:

- The total number of shares of stock with respect to which options or stock appreciation rights may be granted in any calendar year to any participant may not exceed 4,000,000 shares;
- The total number of shares of restricted stock or restricted stock units intended to qualify as performance-based compensation that may be granted in any calendar year to any participant may not exceed 3,000,000 shares or units, as the case may be;
- The total number of shares of performance stock that may be granted in any calendar year to any participant may not exceed 4,000,000 shares and the maximum amount payable pursuant to performance units granted in any one calendar year to any participant may not exceed \$10,000,000;
- The total number of shares of stock granted pursuant to other awards that are intended to qualify as performance-based compensation in any calendar year to any participant may not exceed 4,000,000 shares;
- The total cash award that is intended to qualify as performance-based compensation that may be paid pursuant to other awards granted in any one calendar year to any participant may not exceed \$10,000,000; and
- The aggregate value of cash dividends (other than large, nonrecurring cash dividends) or dividend equivalents that are intended to qualify as performance-based compensation that a participant may receive in any calendar year may not exceed \$11,500,000.

Elective Share Withholding

An employee may irrevocably elect to have shares withheld with a fair market value in an amount required to satisfy the minimum federal, state, and local tax withholding requirements upon the exercise of an option or stock appreciation right, the vesting of a restricted stock or restricted stock unit award, or any other taxable event in respect to an award granted under the Plan.

Limits on Transferability

In general, each award shall not be assignable or transferable other than by will or the laws of descent and distribution. Vested portions of nonqualified options may be transferred to certain family members or to a trust, foundation, or any other entity meeting certain ownership requirements. However, in no event may a transfer be made for consideration.

Forfeitability

Unless otherwise provided by the Plan Administrator or in an award agreement, subject to exceptions for death, disability, and retirement, an employee will forfeit all unexercised options three months after termination of employment unless the Plan Administrator determines otherwise, and all other unvested awards shall terminate and be forfeited on the date of an employee’s termination of employment or failure to achieve specific performance goals.

Clawback

In the event of a restatement of our financial results to correct a material error or inaccuracy resulting in whole or in part from the fraud or intentional misconduct of an officer who is subject to Section 16 of the Securities Exchange Act of 1934, as determined by our Board or a committee of our Board, to the extent permitted by applicable law we may take such actions as we determine to be appropriate to recover compensation provided to the participant under the Plan, including without limitation cancellation of outstanding awards or recovery of all or a portion of any gain realized upon vesting, settlement, or exercise of an award or recovery of all or a portion of any proceeds resulting from any disposition of shares received pursuant to an award.

The Plan also contains nonsolicitation covenants that apply to all participants while they are employed and for the one year period following termination of employment. If a participant violates any of the nonsolicitation provisions, as determined by our Board or a committee of our Board, to the extent permitted by applicable law we may take such actions as we determine to be appropriate to recover compensation provided to the participant under the Plan, including without limitation cancellation of outstanding awards or recovery of all or a portion of any gain realized upon vesting, settlement, or exercise of an award or recovery of all or a portion of any proceeds resulting from any disposition of shares received pursuant to an award if the vesting, settlement, or exercise of the award or the receipt of the sale proceeds occurred during the 12-month period prior to the violation.

Adjustments for Certain Events

The Plan Administrator will make proportional adjustments to the maximum number of shares of common stock that may be delivered under the Plan and to outstanding awards to reflect stock dividends, stock splits, spin-offs, rights offerings, recapitalizations, mergers, consolidations, reorganizations, liquidations, or similar events. The Plan Administrator may provide in awards for accelerated vesting and other rights in the event of a change of control.

Amendment, Modification, and Termination of the Plan

The Board may amend, alter, suspend, or terminate the Plan at any time and in any respect, provided that no amendment shall (1) increase the total number of shares of common stock that can be issued under the Plan, (2) materially modify the requirements for participation in the Plan, or (3) materially increase the benefits accruing to employees under the Plan, unless in each instance the amendment is approved by our stockholders. No amendment, modification, or termination of the Plan may materially affect in an adverse way any award then outstanding under the Plan, without an employee's written consent, unless otherwise provided in the Plan or required by applicable law.

Duration of the Plan

The Plan will remain in effect until the shares are exhausted or until such earlier time as the Board may determine.

Federal Income Tax Consequences

The following is a general summary of the United States federal income tax consequences related to awards that have been or may be granted under the Plan. These federal tax laws may change and the federal, state, and local tax consequences for any employee will depend upon his or her individual circumstances. This summary does not address all potential tax consequences related to awards, such as estate and gift taxes, foreign taxes, and state and local taxes.

Nonqualified Stock Options.

Generally an employee will not have any taxable income and we are not entitled to any deduction on the grant of a nonqualified stock option. Upon the exercise of a nonqualified stock option, (or, generally, upon the exercise of an incentive stock option followed by a disqualifying disposition, described below), the employee recognizes ordinary income equal to the excess of the fair market value of the shares acquired over the option exercise price, if any, on the date of exercise. We are generally entitled to a deduction equal to the compensation taxable to the employee as ordinary income, except to the extent such deduction is limited by applicable provisions of the Internal Revenue Code. Any such income is also considered wages and, as such, is subject to

income, Social Security, and Medicare taxes. If an employee disposes of shares of our common stock acquired upon exercise of a nonqualified stock option in a taxable transaction, the employee will recognize capital gain or loss in an amount equal to the difference between the employee's basis in the shares sold and the total amount realized upon disposition.

Incentive Stock Options.

Generally an employee does not recognize taxable income on the grant or exercise of an incentive stock option and no federal income, Social Security, or Medicare taxes will be withheld upon such grant or exercise. However, the excess of the fair market value on the date of exercise over the option exercise price is included in alternative minimum taxable income and thus may trigger alternative minimum tax.

Upon the disposition of shares of common stock acquired on exercise of an incentive stock option more than one year after the date of exercise, and more than two years after the date of grant, the employee will normally recognize a capital gain or loss, as the case may be. This gain or loss is measured by the difference between the common stock's sale price and the exercise price. We will not be entitled to a tax deduction on the grant or exercise of an incentive stock option or on the disposition of common stock acquired upon the exercise of an incentive stock option.

If, however, an employee disposes of the shares of common stock acquired upon the exercise of an incentive stock option either before the one year period after exercise, or before the two year period after the date of grant, the difference between the exercise price of such shares and the lesser of (i) the fair market value of the shares on the date of exercise or (ii) the sale price will constitute compensation taxable to the employee as ordinary income. We are generally allowed a corresponding tax deduction equal to the amount of the compensation taxable to the employee. If the sale price of common stock exceeds the fair market value on the date of exercise, the excess will be taxable to the employee as capital gain. We are not allowed a deduction with respect to any such capital gain recognized by the employee.

Use of Common Stock to Pay Option Exercise Price of Nonqualified Option.

If an employee delivers previously acquired common stock in payment of all or part of the option exercise price of a nonqualified stock option, there will be no recognition of taxable income or loss of any appreciation or depreciation in value of the tendered common stock. The employee's tax basis in, and capital gain holding period for, the tendered stock carries over to an equal number of the option shares received. The fair market value of the shares received in excess of the tendered shares constitutes compensation taxable to the employee as ordinary income. We may be entitled to a tax deduction equal to the compensation income recognized by the employee.

Use of Common Stock to Pay Option Exercise Price of Incentive Stock Option.

If an employee delivers previously acquired common stock in payment of all or part of the incentive stock option exercise price (other than stock acquired on exercise and not held for the required holding periods), the employee will not recognize as taxable income or loss any appreciation or depreciation in the value of the tendered stock after its acquisition date. The employee's tax basis in, and capital gain holding period for, the tendered stock carries over to an equal number of the option shares received. Shares received in excess of the tendered shares have a tax basis equal to the amount paid, if any, in excess of the tendered shares and such shares' holding period will begin on the date of exercise.

If an employee delivers previously acquired common stock that was acquired upon the exercise of an incentive stock option that was not held for the required holding periods, ordinary income will be recognized by the employee and we will generally be entitled to a corresponding compensation deduction. The employee's basis in the shares received in exchange for the tendered shares will be increased by the amount of ordinary income recognized.

Stock Appreciation Rights.

An employee will not have any taxable income on the grant of stock appreciation rights. Upon the exercise of stock appreciation rights, the employee recognizes ordinary income equal to the fair market value of the shares and cash received. We will be entitled to a corresponding compensation deduction. Any such ordinary income is also considered wages and, as such, is subject to income, Social Security, and Medicare taxes. If stock appreciation rights are settled in shares of our common stock, then upon a subsequent disposition of such shares

the employee will recognize capital gain or loss in an amount equal to the difference between the employee's basis in the shares sold and the total amount realized upon disposition.

Unrestricted Stock and Restricted Stock Awards.

Generally, an employee will not have any taxable income on the grant of restricted stock, and we will not be entitled to a deduction at the time of grant. When shares of restricted stock are no longer subject to a substantial risk of forfeiture, the employee will recognize ordinary income in an amount equal to the fair market value of the shares, less the amount paid, if any, for the shares. Alternatively, an employee may elect to be taxed at the time of grant, in which case the employee will recognize ordinary income on the date of grant equal to the fair market value of the shares on the grant date. In either case, we will generally be entitled to a deduction in an amount equal to the ordinary income recognized by the employee. Unless the employee elects to be taxed on the date of grant of restricted stock, any dividends paid on restricted stock are taxed as ordinary income (rather than dividend income) to the employee and are deductible by us. If an employee elects to be taxed on the date of grant of restricted stock, any dividends paid on the restricted stock will be taxed as dividend income, rather than ordinary income. With respect to unrestricted stock, an employee will recognize ordinary income at the time of grant in an amount equal to the fair market value of the stock on that date, and we will generally be entitled to a deduction in the same amount. Compensation with respect to restricted stock and unrestricted stock is subject to income, Social Security, and Medicare taxes. Upon the disposition of any shares acquired pursuant to an unrestricted stock or restricted stock award, any gain or loss, based on the difference between the employee's basis in the shares sold and the total amount realized upon disposition, will be taxed as capital gain or loss.

Restricted Stock Units, Performance Units, and Performance Stock Awards.

An employee will not have any taxable income on the grant of restricted stock units, performance units, or performance stock. Upon the delivery of shares or payment of cash with respect to restricted stock units, performance units, or performance stock, the employee generally will be required to include as ordinary income in the year of receipt an amount equal to the cash received and/or the fair market value of shares of stock received, and we will be entitled to a deduction in an amount equal to the same amount. Compensation with respect to restricted stock units, performance units, and performance stock is subject to income, Social Security, and Medicare taxes. If shares of our common stock are received in settlement of any restricted stock units, performance units, or performance stock award, then upon a subsequent disposition of such shares the employee will recognize capital gain or loss in an amount equal to the difference between the employee's basis in the shares sold and the total amount realized upon disposition.

Other Information

New Plan Benefits Resulting From Amendment.

It is not possible at this time to determine the benefits or amounts of awards that will be made in the future as a result of the increased number of shares of common stock authorized for issuance and the other revised provisions of the Plan.

Options Granted Under the Existing Plan.

Since the initial approval of the Plan in 2001 through March 12, 2009, the following number of stock options have been granted to the individuals and groups described in the table. No other options have been granted to any other individuals or groups under the Plan.

Name and Position/Group	Number of Shares of Common Stock Underlying Options Granted
Named Executive Officers	
Thomas J. Wilson (Chairman, President and Chief Executive Officer)	2,331,043
Don Civgin (Vice President and Chief Financial Officer)	266,500
Michele C. Mayes (Vice President and General Counsel)	336,645
George E. Ruebenson (President, Allstate Protection)	701,763
Eric A. Simonson (President, Allstate Investments, LLC)	576,264
Danny L. Hale (former Vice President and Chief Financial Officer)	482,800
Samuel Pilch (former Acting Vice President and Chief Financial Officer, and Controller)	322,644
All current executive officers as a group⁽¹⁾	6,745,189
All Directors (who are not executive officers) as a group	0
Nominees for Director	0
All other employees, including all current officers who are not executive officers, as a group	45,635,155
(1) All current reporting officers under Section 16(a) of the Securities and Exchange Act of 1934, as amended, which includes the Named Executive Officers.	

The Board unanimously recommends that stockholders vote *for* the approval of The Allstate Corporation 2009 Equity Incentive Plan, as amended and restated. The text of the entire Plan is set forth in Appendix C.

Item 5

Stockholder Proposal on Special Shareowner Meetings

Mr. Emil Rossi, P.O. Box 249, Boonville, California, 95415, registered owner of 6,094 shares of Allstate common stock as of November 21, 2008, intends to propose the following resolution at the Annual Meeting.

The Board of Directors does not support the adoption of this proposal and asks stockholders to consider management's response following the proponent's statement. **The Board recommends that stockholders vote against this proposal.**

5—Special Shareowner Meetings

RESOLVED, Shareowners ask our board to take the steps necessary to amend our bylaws and each appropriate governing document to give holders of 10% of our outstanding common stock (or the lowest percentage allowed by law above 10%) the power to call special shareowner meetings. This includes that such bylaw and/or charter text will not have any exception or exclusion conditions (to the fullest extent permitted by state law) that apply only to shareowners but not to management and/or the board.

Statement of Emil Rossi

Special meetings allow shareowners to vote on important matters, such as electing new directors, that can arise between annual meetings. If shareowners cannot call special meetings, management may become insulated and investor returns may suffer.

This proposal topic won impressive support at the following companies (based on 2008 yes and no votes):

Occidental Petroleum (OXY)	66%	Emil Rossi (Sponsor)
FirstEnergy Corp. (FE)	67%	Chris Rossi
Marathon Oil (MRO)	69%	Nick Rossi

Shareowners should have the ability to call a special meeting when a matter is sufficiently important to merit prompt consideration. Fidelity and Vanguard have supported a shareholder right to call a special meeting.

The proxy voting guidelines of many public employee pension funds also favor this right. Governance ratings services, such as The Corporate Library and Governance Metrics International, have taken special meeting rights into consideration when assigning company ratings.

Please encourage our board to respond positively to this proposal:

Special Shareowner Meetings— Yes on 5

The Board recommends that stockholders vote *against* this proposal for the following reasons:

- This proposal would harm Allstate by giving unchecked power to small groups of aggressive, self interested stockholders who could undermine the competitive strength of the Corporation with frequent, special-interest demands, wasting money and other valuable resources, diverting executives from focusing on the business, and creating a heavy administrative burden.
 - Special stockholder meetings are expensive. Allowing stockholders that do not have a very significant ownership stake in Allstate stock to call special meetings for any purpose at any time would lead to a waste of corporate resources.
- Hedge funds and others can “borrow” shares from other stockholders for the sole purpose of voting on a particular issue. Such parties do not have a long-term interest in Allstate’s success and should not be entitled to call special meetings.
 - If implemented, this proposal would provide a forum for self-interested parties holding a relatively small number of shares to call meetings that would serve their narrow purposes rather than those of Allstate and the majority of its stockholders.

- Special meetings of stockholders should be called only after the Chairman or the Board of Directors, duly elected by stockholders each year, has carefully considered the best interests of Allstate and its stockholders.
- The annual stockholders' meeting is the best setting for considering important issues facing Allstate.
 - While it is possible that an important issue could arise in the 12 months between meetings, the analysis and evaluation of any such issue should be done deliberately and thoughtfully and be subject to a thorough review by the Board. After the Board has carefully considered the issue and determined a recommended course of action for stockholder consideration, it may be appropriate to have an interim stockholder meeting, but that is best determined by the Chairman. In any event, there is a required meeting of stockholders every year.
 - Stockholders elect directors to supervise management. In order to serve the stockholders who have elected them, directors must have the opportunity to study issues, to evaluate alternatives, and to consider solutions. It often requires time to determine the results of their decisions. Their performance in representing stockholders should be and is evaluated annually, which is appropriate given the size and nature of Allstate's business.
 - The annual stockholders' meeting is held every year after the financial statements for the prior year have been audited and provided to stockholders. Issues that are important to stockholders should be considered in light of Allstate's performance as reflected in the financial statements.
- Allstate has strong governance practices which have been recognized by prominent and respected governance rating organizations.

Item 6

Stockholder Proposal on an Advisory Resolution to Ratify the Compensation of the Named Executive Officers

AFSCME Employees Pension Plan, 1625 L Street, N.W., Washington, D.C. 20036, the beneficial owner of 3,813 shares of Allstate common stock as of October 3, 2008, and St. Scholastica Monastery, 1301 South Albert Pike, Fort Smith, Arkansas 72913, the beneficial owner of 170 shares of Allstate common stock as of December 2, 2008, intend to propose the following resolution at the Annual Meeting.

The Board of Directors does not support the adoption of this proposal and asks stockholders to consider management's response following the proponent's statement. **The Board recommends that stockholders vote *against* this proposal.**

Advisory Resolution to Ratify the Compensation of the Named Executive Officers

RESOLVED, that stockholders of The Allstate Corporation ("Allstate") request the board of directors to adopt a policy that provides stockholders the opportunity at each annual stockholder meeting to vote on an advisory resolution, proposed by management, to ratify the compensation of the named executive officers ("NEOs") set forth in the proxy statement's Summary Compensation Table (the "SCT") and the accompanying narrative disclosure of material factors provided to understand the SCT (but not the Compensation Discussion and Analysis). The proposal submitted to stockholders should make clear that the vote is non-binding and would not affect any compensation paid or awarded to any NEO.

SUPPORTING STATEMENT

In our view, senior executive compensation at Allstate has not always been structured in ways that best serve stockholders' interests. For example, while stockholders were experiencing negative total shareholder return for 2007, former Chairman Edward Liddy received more than \$20 million in reported total compensation.

We believe that existing U.S. corporate governance arrangements, including SEC rules and stock exchange listing standards, do not provide stockholders with sufficient mechanisms for providing input to boards on senior executive compensation. In contrast to U.S. practice, in the United Kingdom, public companies allow stockholders to cast an advisory vote on the "directors' remuneration report," which discloses executive compensation. Such a vote isn't binding, but gives stockholders a clear voice that could help shape senior executive compensation. A recent study of executive compensation in the U.K. before and after the adoption of the stockholder advisory vote there found that CEO cash and total compensation became more sensitive to negative operating performance after the vote's adoption. (Sudhakar Balachandran et al., "Solving the Executive Compensation Problem through Shareholder Votes? Evidence from the U.K." (Oct. 2007).)

Currently U.S. stock exchange listing standards require stockholder approval of equity-based compensation plans; those plans, however, set general parameters and accord the compensation committee substantial discretion in making awards and establishing performance thresholds for a particular year. Stockholders do not have any mechanism for providing ongoing feedback on the application of those general standards to individual pay packages.

Similarly, performance criteria submitted for stockholder approval to allow a company to deduct compensation in excess of \$1 million are broad and do not constrain compensation committees in setting performance targets for particular senior executives. Withholding votes from compensation committee members who are standing for reelection is a blunt and insufficient instrument for registering dissatisfaction with the way in which the committee has administered compensation plans and policies in the previous year.

Accordingly, we urge Allstate's board to allow stockholders to express their opinion about senior executive compensation by establishing an annual referendum process. The results of such a vote could provide Allstate with useful information about stockholders' views on the company's senior executive compensation, as reported each year, and would facilitate constructive dialogue between stockholders and the board.

We urge stockholders to vote for this proposal.

The Board recommends that our stockholders vote *against* this proposal for the following reasons:

- The proposal would harm the operation and profitability of the Corporation. The proposal undermines the expertise of the Compensation and Succession Committee members who have designed and implemented a pay-for-performance compensation philosophy and program that drives the efforts of our executives to achieve stockholder value in alignment with stockholder interests. This is critical in order for Allstate to attract, retain, and motivate highly talented executives, and the implementation of this proposal would therefore place Allstate at a competitive disadvantage.
 - The Committee is composed exclusively of independent directors, all of whom have extensive experience as executives and directors of other large companies. Through the collective experience of its members, the Committee has an in-depth understanding of executive compensation and its impact on business performance.
 - The Committee uses an independent executive compensation consultant each year to assess Allstate's executive pay levels, practices, overall program design, and financial performance as compared to its peer insurance companies.
 - The Committee applies its expertise and employs the independent consultant's assessment to carefully design and implement an executive compensation program to attract, motivate, and retain highly talented executives who drive company success.
- An advisory vote is not necessary.
 - Engaging in constructive dialogue with our investors is more instructive. The Corporate Governance section of allstate.com describes how investors can contact us to express concerns.
- The Board welcomes and values the input of its stockholders, but the proposed advisory vote would benefit neither Allstate nor its stockholders.
 - The voting results would have no clear meaning. For example, a negative voting result would not indicate whether stockholders are concerned about the compensation of one named executive in particular or of all them; whether stockholders are dissatisfied with one element of compensation—salary, cash incentive awards, or equity awards—or all of them, and if so in what way; or whether stockholders want changes in certain aspects of the compensation program or are looking for an entirely new compensation approach, and if so, what that approach should be.
- The U.K. advisory vote process is mandated by law and applies to all domestic public companies listed on the “main market” of the London Stock Exchange. The U.K. and U.S. capital markets and regulatory frameworks are very different. Adopting a policy to submit to an advisory vote would put Allstate at a competitive disadvantage as compared to other U.S. companies, including our industry peers.

Item 7

Stockholder Proposal on Political Contributions and Payments to Trade Associations and Other Tax Exempt Organizations

The Firefighters' Pension System of the City of Kansas City, Missouri, Trust, 414 East 12th Street, Kansas City, Missouri 64106, beneficial owner of 100 shares of Allstate common stock as of November 25, 2008, intends to propose the following resolution at the Annual Meeting.

The Board of Directors does not support the adoption of this proposal and asks stockholders to consider management's response following the proponent's statement. **The Board recommends that stockholders vote against this proposal.**

Political Contributions and Payments to Trade Associations and Other Tax Exempt Organizations

Resolved, that the shareholders of The Allstate Corporation ("Company") hereby request that the Company provide a report, updated semi-annually, disclosing the Company's:

1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.
2. Monetary and non-monetary political contributions and expenditures not deductible under section 162 (e)(1)(B) of the Internal Revenue Code, including but not limited to contributions to or expenditures on behalf of political candidates, political parties, political committees and other political entities organized and operating under 26 USC Sec. 527 of the Internal Revenue Code and any portion of any dues or similar payments made to any tax exempt organization that is used for an expenditure or contribution if made directly by the corporation would not be deductible under section 162 (e)(1)(B) of the Internal Revenue Code. The report shall include the following:
 - a. An accounting of the Company's funds that are used for political contributions or expenditures as described above;
 - b. Identification of the person or persons in the Company who participated in making the decisions to make the political contribution or expenditure; and
 - c. The internal guidelines or policies, if any, governing the Company's political contributions and expenditures.

The report shall be presented to the board of directors' audit committee or other relevant oversight committee and posted on the company's website to reduce costs to shareholders.

Stockholder Supporting Statement

As long-term shareholders of Allstate, we support transparency and accountability in corporate spending on political activities. These activities include direct and indirect political contributions to candidates, political parties or political organizations; independent expenditures; or electioneering communications on behalf of a federal, state or local candidate.

Disclosure is consistent with public policy, in the best interest of the company and its shareholders, and critical for compliance with recent federal ethics legislation. Absent a system of accountability, company assets can be used for policy objectives that may be inimical to the long-term interests of and may pose risks to the company and its shareholders.

Allstate contributed at least \$4.2 million in corporate funds since the 2002 election cycle. (CQ's PoliticalMoneyLine: <http://moneyline.cq.com/pml/home.do> and National Institute on Money in State Politics: <http://www.followthemoney.org/index.phtml>.)

However, relying on publicly available data does not provide a complete picture of the Company's political expenditures. For example, the Company's payments to trade associations used for political activities are undisclosed and unknown. In many cases, even management does not know how trade associations use their company's money politically. The proposal asks the Company to disclose all of its political contributions, including payments to trade associations and other tax exempt organizations. This would bring our Company in line with a

growing number of leading companies, including Pfizer, Aetna and American Electric Power that support political disclosure and accountability and present this information on their websites.

The Company's Board and its shareholders need complete disclosure to be able to fully evaluate the political use of corporate assets. Thus, we urge your support for this critical governance reform.

The Board recommends that stockholders vote *against* this proposal for the following reasons:

- The requirements of this proposal would place an unnecessary and anti-competitive burden on Allstate and would be harmful to the Corporation. Allstate already complies with all disclosure requirements pertaining to political contributions under federal, state, and local laws. We believe that any requirements that go beyond those currently in the laws should be applicable to all participants in the political process and not just to Allstate. To impose a higher standard on Allstate would subject it to a competitive disadvantage that may harm stockholder interests.
 - Adoption of this proposal would result in additional administrative burdens and cause us to expend resources unnecessarily by requiring the creation of a semi-annual report disclosing political contributions and expenditures, most of which are already publicly available.
- Allstate is committed to participating in the political process in a responsible way that serves the best interests of the Corporation, its stockholders, and its customers.
 - Publicly available disclosures provide ample information about Allstate's contributions, as demonstrated by the proponent's reference to figures on contributions previously made by Allstate.
 - Allstate believes it is in the best interest of stockholders to support the legislative process by making corporate political contributions prudently to political organizations when such contributions are consistent with business objectives and are permitted by federal, state, and local laws.
 - Allstate supports certain trade associations to further our interests on general business, industry, and technical issues. Allstate does not necessarily agree with all positions taken by any particular organization.
- In addition, political contributions are reported regularly to, and overseen by, senior management and reviewed on an annual basis by the Board.
- Our policy on political contributions is part of our *Corporate Governance Guidelines*, available on our website, www.allstate.com.

Executive Compensation

Compensation Committee Report

The Compensation and Succession Committee has reviewed and discussed the following Compensation Discussion and Analysis with management and, based on such review and discussions, the Compensation and Succession Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION AND SUCCESSION COMMITTEE

H. John Riley (Chairman)

F. Duane Ackerman

Jack M. Greenberg

Robert D. Beyer

Ronald T. LeMay

W. James Farrell

Mary Alice Taylor

Compensation Discussion and Analysis ("CD&A")

2008 Corporate Summary

Allstate's compensation plans were highly effective in aligning shareholder returns with the financial impact on management in 2008. Non-equity incentive plan compensation was significantly reduced and management had large declines in the value of their ownership stakes as a result of a net loss of \$1.7 billion and total shareholder return of negative 34%.

- Annual cash incentive awards for all eligible executive officers averaged 28.7% of target in 2008, an 87% decline from the previous year. Senior executive officers were similarly impacted with the CEO's annual cash incentive award reduced by 94% to \$151,685. Average decline in the annual cash incentive awards for the named executives was 93%.
- Long-term cash incentive awards are based on results from 2006 through 2008 and were also negatively impacted by 2008 results. The overall payout was 45% of target, reflecting strong performance in 2006 and 2007.
- The value of management's common stock, restricted stock units and options was severely impacted by a 37% decline in our common stock price. For more information, see pages 45-46.

The Committee also made several changes to the compensation program for 2009 to improve effectiveness and reflect current market conditions. The annual cash incentive plans have been simplified by reducing the number of performance measures. Target goals have been tied to expected performance. The three year long-term cash incentive plan that was to begin in 2009 has been replaced with a combination of an annual cash incentive awards and equity grants. We have increased the use of differentiation in tying annual incentive awards to individual performance. The benefits provided by the change-in-control agreements were reduced to reflect market trends. All of these improvements were reviewed by a new compensation consultant, Towers Perrin, which also validated the effectiveness of the existing compensation levels and plans.

Compensation Philosophy

Our compensation philosophy is based on these central beliefs:

- Executive compensation should be aligned with performance and stockholder value. A significant amount of executive compensation should be in the form of equity.
- The compensation of our executives should vary both with appreciation in the price of Allstate stock and with Allstate's performance in achieving strategic short and long-term business goals designed to drive stock price appreciation.
- Our compensation program should inspire our executives to strive for performance that is better than the industry average.
- A greater percentage of compensation should be at risk for executives who bear higher levels of responsibility for Allstate's performance.

- We should provide competitive levels of compensation for competitive levels of performance and superior levels of compensation for superior levels of performance.

Our executive compensation program has been designed around these beliefs. They serve our goal of attracting, motivating, and retaining highly talented executives to compete in our complex and highly regulated industry.

Overview

- Our executive compensation program has been designed to attract, motivate, and retain highly talented executives.
- We provide our executive officers with the following core compensation elements: annual salary, annual cash-based short-term incentives, and long-term incentives. Starting in 2009, we are phasing out long-term cash-based incentives in favor of placing greater emphasis on long-term equity-based awards which is consistent with one of the key elements of our compensation philosophy and to a lesser extent, a portion in annual cash.
- In a variety of ways, our executive compensation program avoids providing incentives for executives to engage in unnecessary and excessive risk taking. It balances annual and long-term incentives to align with short and long-term business goals. It combines financial and non-financial performance measures and takes both individual and business performance into consideration. In determining the compensation packages for our most senior executives, the Committee and the Board consider a variety of non-financial factors, including leadership, scope of responsibility, and experience. This is consistent with one of our key operating priorities: enterprise risk and return.
- In recommending executive salary levels, the Committee uses the 50th percentile of our peer insurance companies as a guideline to align Allstate's pay philosophy for competitive positioning in the market for executive talent. We use the 65th percentile of our peer insurance companies as a guideline in setting target total core compensation. Accordingly, we set cash incentive target goals at levels representing better than projected industry average performance for industry comparable performance measures. The target goals for market comparable performance measures used for our Allstate Investments business unit are also set at levels representing better than market performance.
- In 2007, we began a process of differentiating among our executives by explicitly tying more annual cash incentive compensation to individual performance. In 2008, 50% of the aggregate amount of executive annual cash incentives earned based on corporate and business unit performance was allocated to a pool and used to differentiate the annual cash incentive awards payable to executives based on high performance. This process was not applied to executives who participate in our Annual Covered Employee Incentive Compensation Plan.
- We embrace a pay-for-performance philosophy for our executives, in which variable compensation represents a large portion of potential compensation and is tied to appreciation in Allstate's stock price and Allstate's performance in achieving short-term and long-term business goals.
- We use equity-based compensation to align the interests of our executives with long-term stockholder value and as a tool for retaining executive talent. Once granted, the value of these awards rises and falls with the price of Allstate stock. So, like our stockholders, our executives experience both the upside and the downside of changes in the price of Allstate stock. Because we believe strongly in linking the interests of management with those of our stockholders, we instituted stock ownership guidelines in 1996 that require each executive to own, within five years of the date of assuming a senior management position, common stock, including restricted stock units, worth a multiple of base salary including merit and promotional increases over time.
- We updated our change-in-control arrangements by reducing some of the benefits payable following a change-in-control.
- We offer our executives limited perquisites.

Named Executives

There have been some changes to our named executives since 2007. Thomas J. Wilson, George E. Ruebenson, and Eric A. Simonson continue to be named executives for 2008, although Mr. Simonson retired on December 31, 2008. Michele C. Mayes, our general counsel, and Don Civgin, our chief financial officer, joined Allstate on November 12, 2007 and September 8, 2008, respectively. Both are named executives for 2008. Danny L. Hale, our former chief financial officer, retired on March 31, 2008, and Samuel H. Pilch, our controller, was our acting chief financial officer from March 3 to September 8, 2008. Because Messrs. Hale and Pilch held positions as chief financial officers during 2008, both are named executives for 2008. Edward M. Liddy, our former chairman, retired on April 30, 2008 and is not a named executive for 2008. This CD&A describes the executive compensation program at Allstate and specifically describes total 2008 compensation for the following named executives:

- Thomas J. Wilson—Chairman, President and Chief Executive Officer
- Don Civgin—Vice President and Chief Financial Officer
- Michele C. Mayes—Vice President and General Counsel
- George E. Ruebenson—President, Allstate Protection
- Eric A. Simonson—President, Allstate Investments, LLC (retired December 31, 2008)
- Danny L. Hale—former Vice President and Chief Financial Officer (retired March 31, 2008)
- Samuel H. Pilch—former Acting Vice President and Chief Financial Officer (for the period of March 3, 2008 through September 8, 2008) and Controller

CEO Compensation

As stated in its charter, one of the Compensation and Succession Committee's most important responsibilities is making recommendations to the Board regarding the CEO's compensation. In making these recommendations, the Committee, in conjunction with the independent Board members, evaluates the CEO's performance. Before the beginning of the year, the Committee recommends the goals against which the CEO's performance for the year will be evaluated. With respect to these goals, the Board discusses the Committee's recommendations in executive session, without the CEO present. The Committee analyzes competitive compensation data provided by its executive compensation consultant and company performance data provided by senior management. It reviews the various elements of the CEO's compensation in the context of a total compensation package, including salary, annual cash incentive awards, long-term cash incentive awards, and equity incentive awards (including prior awards under equity compensation plans), and accrued pension benefits—as well as the value of Allstate stock holdings. The Committee presents its recommendations to the Board in the context of total compensation. In this manner, the Committee fulfills its oversight responsibilities and provides meaningful recommendations to the Board for its consideration.

Overview of Compensation Practices

Our Compensation and Succession Committee reviews the design of our executive compensation program on an annual basis and performance and goal setting within this design throughout the year. As part of that review, the Committee benchmarks against the following peer insurance companies for executive pay and performance comparisons:

Peer Insurance Companies

The Chubb Corporation	MetLife Inc.
Cincinnati Financial Corporation	The Progressive Corporation
CNA Financial Corporation	Prudential Financial, Inc.
The Hartford Financial Services Group, Inc.	Safeco Corporation*
Lincoln National Corporation	The Travelers Companies, Inc.

* Acquired by the Liberty Mutual Group in 2008.

The Committee selected these insurance companies based on the fact that they are publicly-traded and based on their comparability to Allstate in the following categories: product offerings, market segment, annual revenues, assets, annual operating income, and market value. The Committee believes that these are companies against which Allstate competes for executive talent and stockholder investment. In addition, in its executive pay and performance discussions, the Committee considers information regarding other companies in the financial services industry.

Core Elements of Executive Compensation Program

The following table lists the core elements of our executive compensation program for 2008.

Core Element	Purpose
Annual salary	Provide a base level of competitive cash compensation for executive talent
Annual cash incentive awards	Focus executive attention on key strategic, operational, and financial measures and align awards with performance
Long-term cash incentive awards—3 year cycle	Focus executive attention on the collective achievement of long-term financial goals and align awards with performance
Stock options	Long-term incentive compensation designed to align the interests of executives with long-term shareholder value
Restricted stock units	Long-term incentive compensation designed to align the interests of executives with long-term shareholder value and to retain executive talent

These core elements are designed to balance both individual and team performance. The compensation goals for incentive awards are aligned with our strategic vision to reinvent protection and retirement for the consumer and our operating priorities: consumer focus, operational effectiveness, enterprise risk and return, and capital management.

Our compensation design balances annual and long-term incentive awards to align with short and long-term business goals, respectively, along with performance. At the target level of performance, annual and long-term incentive awards are designed to constitute a significant percentage of an executive's total core compensation. The target percentages and the actual percentages for salary and annual and long-term incentive awards earned by the named executives in 2008 are shown in the following table.

	TARGET 2008 CORE COMPENSATION						ACTUAL 2008 CORE COMPENSATION					
	Tied to Allstate Performance—Incentive Compensation						Tied to Allstate Performance—Incentive Compensation					
	Salary	Tied to Allstate Performance Incentive Compensation	Annual incentive awards	Long-term incentive awards			Salary	Annual incentive awards	Long-term incentive awards			
				Cash		Equity			Cash		Equity	
						Options			Restricted stock units			Options
Mr. Wilson	12%	88%	14%	19%	36%	19%	15%	2%	8%	49%	26%	
Mr. Civgin	20%	80%	15%	16%	32%	17%	13%	12%*	0%	50%	25%	
Ms. Mayes	22%	78%	16%	16%	30%	16%	32%	2%	0%	43%	23%	
Mr. Ruebenson	17%	83%	15%	17%	33%	18%	23%	0%	7%	46%	24%	
Mr. Simonson	19%	81%	16%	16%	32%	17%	24%	9%	7%	39%	21%	
Mr. Hale	20%	80%	15%	16%	32%	17%	28%	3%	25%	29%	15%	
Mr. Pilch	33%	67%	17%	13%	24%	13%	27%	2%*	5%	34%	32%	

* Includes the portion reported as bonus in the Summary Compensation Table.

Actual 2008 core compensation percentages deviated from targeted 2008 core compensation percentages primarily because our actual 2008 performance with respect to the performance measures for our annual cash incentive awards and long-term cash incentive awards were less than the target level of performance.

The annual cash incentive awards were based on a combination of corporate and business unit performance measures and weighted as shown on page 41 of our proxy statement. The table on page 42 lists the 18

performance measures and the achievement attained relative to threshold, target, and maximum goals. On one of the measures, we exceeded the maximum goal and on two of the measures we achieved between the target and maximum goal. On 15 of the measures, we did not meet the target level of performance.

Actual 2008 core compensation percentages were also affected by our performance with respect to the performance measures for the long-term cash incentive awards for the 2006-2008 cycle. Long-term cash incentive awards were based on a combination of three performance measures and weighted the same for all named executives as shown in table on page 47. We did not meet the target level of performance on all three measures. We exceeded threshold on only two measures.

Salary

Executive salaries are set by the Board based on the recommendations of the Compensation and Succession Committee.

- In recommending executive salary levels, the Committee uses the 50th percentile of our peer insurance companies as a guideline to align Allstate's pay philosophy for competitive positioning in the market for executive talent.
- The average enterprise-wide merit increase and any promotional increases are based on market data of U.S. industry and the insurance industry and are set at levels intended to be competitive.
- An annual merit increase for the CEO is based on an evaluation of his performance and market conditions by the Committee and the Board. Annual merit increases for the named executives other than the CEO are based on evaluations of their performance by the CEO, the Committee, and the Board, using the average enterprise-wide merit increase as a guideline.
- Promotional increases are based on the increased responsibilities of the new position and the skills and experience of the executive being promoted. Promotional increases are determined by the Committee and the Board for the CEO position. For other senior executive positions, promotional increases are determined by the CEO, the Committee, and the Board.

Incentive Compensation

The Compensation and Succession Committee approves performance measures and goals for incentive awards during the first quarter of the year. The performance measures and goals are aligned with Allstate's objectives and tied to our strategic vision and our key operating priorities, including enterprise risk and return. They are designed to reward our executives for actual performance, to reflect objectives that will require significant effort and skill to achieve, and to drive stockholder value.

After the end of the year for annual cash incentive awards and after the end of the three-year cycle for long-term cash incentive awards, the Committee reviews the extent to which we have achieved the various performance measures and approves the actual amount of all cash incentive awards. The Committee may adjust the amount of an award but has no authority to increase the amount of an award payable to any of the named executive officers other than Messrs. Civgin, Hale and Pilch. The Compensation and Succession Committee did not exercise discretion to increase the amounts of Messrs. Civgin's and Hale's cash incentive awards. For Mr. Pilch, discretion was exercised to increase the amount of his annual cash incentive award. We pay the cash incentive awards in March, after the end of the year for the annual cash incentive awards and after the end of the three-year cycle for the long-term cash incentive awards.

Typically the Committee also approves grants of equity awards of restricted stock units and stock options on an annual basis during a February meeting. By making these awards and approving performance measures and goals for the annual and long-term cash incentive awards during the first quarter, the Committee is able to balance these elements of core compensation to align with our business goals.

In general, the Compensation and Succession Committee sets target total core compensation, which includes salary and annual and long-term incentive awards, at the 65th percentile of our peer insurance companies based on the competitive assessment provided by its executive compensation consultant. As a result, the Committee sets cash incentive target goals at levels representing better than projected industry average performance using industry comparable performance measures. Similarly, for market comparable performance measures used for our Allstate Investments business unit, it sets target goals at levels representing better than market performance. This

practice reflects our belief in providing superior levels of compensation for superior levels of performance. The Committee's determination of the amount of the named executives' incentive awards is described below.

Annual Cash Incentive Awards

We maintain two stockholder-approved plans under which executive officers have the opportunity to earn an annual cash incentive award based on the achievement of performance measures over a one-year period. The Annual Covered Employee Incentive Compensation Plan governs awards to the executive officers whose compensation (other than performance-based compensation) in excess of \$1 million per year is not deductible by us. This includes Messrs. Wilson, Ruebenson, and Simonson, and Ms. Mayes for 2008. Annual cash incentive awards to all other executive officers are governed by and made under the Annual Executive Incentive Compensation Plan. This includes Messrs. Civgin, Hale, and Pilch for 2008. These annual incentive plans are designed to provide all of the executive officers with a cash award based on a combination of corporate and business unit performance measures for each of our main business units: Allstate Protection, Allstate Financial, and Allstate Investments. The same performance measures applied to both plans in 2008.

For 2008, the Compensation and Succession Committee adopted corporate and business unit level annual performance measures and weighted them as applied to each of the named executives in accordance with their responsibilities for our overall corporate performance and the performance of each business unit. There are multiple performance measures for each business unit and each measure is assigned a weight expressed as a percentage of the total annual cash incentive award opportunity, with all weights for any particular named executive adding to 100%. The weighting of the performance measures at the corporate and business unit level for each named executive is shown in the following table.

ANNUAL CASH INCENTIVE AWARD PERFORMANCE MEASURES AND WEIGHTING (ROUNDED TO NEAREST PERCENTAGE POINT)			
	Messrs. Civgin, Hale, Pilch, Wilson, and Ms. Mayes	Mr. Ruebenson	Mr. Simonson
Corporate	50%	20%	20%
Allstate Protection	35%	80%	
Allstate Financial	10%		
Allstate Investments	5%		80%

The Committee weighted the performance measures to reflect each named executive's responsibility for the achievement of corporate and business unit performance. Each of these executives bears varying degrees of responsibility for the achievement of our corporate adjusted operating income per diluted share measure, therefore part of each executive's annual cash incentive award opportunity was tied to our performance on that measure. Performance measures for Mr. Wilson as CEO, Messrs. Civgin and Hale as chief financial officers, Mr. Pilch as acting chief financial officer and controller, and Ms. Mayes as general counsel are aligned to the entire organization because of their broad oversight and management responsibilities. Accordingly, portions of their award opportunities were based on the achievement of the performance measures for all three business units. Because Mr. Ruebenson led our Allstate Protection business unit, a much larger portion of his award opportunity was tied to the achievement of that unit's performance measures. Likewise, because Mr. Simonson led our Allstate Investments business unit, a much larger portion of his award opportunity was based on the achievement of the performance measures tied to our investment results.

The following table lists the performance measures and related target goals for 2008 as well as the actual results. The performance measures were designed to focus executive attention on key strategic, operational, and financial measures including top line growth and profitability. A description of each performance measure is provided under the "Performance Measures" caption at the end of this CD&A.

Annual Cash Incentive Award Performance Measures⁽¹⁾

Performance Measure	Target	Actual ⁽²⁾	Achievement relative to threshold, target, maximum goals
Corporate-Level Performance Measure			
Adjusted operating income per diluted share	\$6.05	\$3.28	Below threshold
Allstate Protection Performance Measures			
Customer loyalty index	83.20	82.60	Below threshold
Financial product sales (production credits)	6.00%	(3.02)%	Below threshold
Growth and profit matrix	See Performance Measures	0% of target	Below threshold
Allstate Financial Performance Measures			
Adjusted net income	\$490 million	(\$1,716) million	Below threshold
Adjusted operating income	\$590.0 million	\$438.9 million	Below threshold
Financial product sales (production credits)	6.00%	(3.02)%	Below threshold
Sales and return matrix	See Performance Measures	238.9% of target	Between target and maximum
Allstate Investments Performance Measures			
<i>Total Return Measures:</i>			
AIC Portfolio excess total return, 1-year	35.00 basis points	(280.26) basis points	Below threshold
AIC Portfolio excess total return, 3-year	25.00 basis points	(58.39) basis points	Below threshold
Allstate Financial Product portfolio excess total return, 1-year	15.00 basis points	(234.96) basis points	Below threshold
Allstate Financial Capital portfolio excess total return, 1-year	35.00 basis points	(90.56) basis points	Below threshold
Allstate Financial Capital portfolio excess total return, 3-year	25.00 basis points	(13.10) basis points	Below threshold
Allstate Pension Plans portfolio excess total return, 1-year	75.00 basis points	(181.70) basis points	Below threshold
Allstate Pension Plans portfolio excess total return, 3-year	55.00 basis points	(10.63) basis points	Below threshold
Other Relative Return	See Performance Measures	183.14% of target	Between target and maximum
Allstate Financial net spread, 1-year	209.85 basis points	269.69 basis points	Exceeded maximum
Adjusted net investment income , 1-year	\$5,864 million	\$5,448 million	Below threshold

(1) Information regarding our performance measures is disclosed in the limited context of our annual and long-term cash incentive awards and should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

(2) Stated as a percentage of target goals with a range from 0% to 300%, the actual performance comprises 0% for Corporate-Level performance, 0% for Allstate Protection performance, 90% for Allstate Financial performance and 63% for Allstate Investments performance. The weighted results stated as a percentage of the target goals for each named executive are as follows: Messrs. Wilson, Civgin, Hale, and Pilch and Ms. Mayes—12%, Mr. Ruebenson—0%, and Mr. Simonson—51%.

For each performance measure, the Committee approved a threshold, target, and maximum goal. The target goal for the corporate level adjusted operating income per diluted share measure, which is a component of the annual cash incentive award for all named executives, was set at a level representing better than projected average industry performance. Likewise, the target goal for the Allstate Protection growth and profit matrix was set at a level representing better than projected average industry performance. The target goals for Allstate Investments total return and excess spread performance measures were set at levels representing better than market performance. The target goals for the other performance measures were based on evaluations of our historical performance and plans to drive projected performance.

Target award opportunities approved by the Committee are stated as a percentage of annual base salary. Award opportunities for the named executives are capped at 300% of the target awards. Annual cash incentive awards are calculated using base salary, as adjusted by any merit and promotional increases granted during the year on a prorated basis. One of the central beliefs on which our compensation philosophy is based is that a greater percentage of compensation should be at risk for executives who bear higher levels of responsibility for our performance. Because annual cash incentive awards are compensation that is at risk, the Compensation and Succession Committee sets annual target award opportunities as a percentage of base salary for each named executive based on that executive's individual level of responsibility for contributing to our performance and overall market competitiveness. Among the named executives, Mr. Wilson as chairman, president and CEO bore the most responsibility for our performance, followed by Mr. Ruebenson, who led our Allstate Protection unit, followed by Mr. Simonson, who led our Investment unit, followed by Messrs. Civgin and Hale, our chief financial officers, followed by Ms. Mayes, our general counsel, and by Mr. Pilch, who was our acting chief financial officer and is our controller. Accordingly, for 2008, the Committee set annual target award opportunities for the named executives, stated as a percentage of salary, as follows: Mr. Wilson—120%, Mr. Ruebenson—90%, Messrs. Civgin, Hale and Simonson—80%, Ms. Mayes—70%, and Mr. Pilch—50%.

In calculating the annual cash incentive awards, our achievement with respect to each performance measure is expressed as a percentage of the target goal, with interpolation applied between the threshold and target goals and between the target and maximum goals. Unless otherwise adjusted by the Committee, the amount of each named executive's annual cash incentive award is the sum of the amounts calculated using Calculation A for the corporate-level adjusted operating income per diluted share performance measure, the Allstate Financial adjusted net income and adjusted operating income performance measures, and all of Allstate Investments performance measures *plus* the sum of the amounts calculated using Calculation B for all of the other performance measures.

Calculation A

Actual performance interpolated relative to threshold and target on a range of 50% to 100% and relative to target and maximum on a range of 100% to 300%	X	Weighting	X	Target award opportunity as a percentage of salary*	X	Salary*
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* Base salary, as adjusted by any merit and promotional increases granted during the year on a prorated basis.

Calculation B

Actual performance interpolated relative to threshold and target on a range of 0% to 100% and relative to target and maximum on a range of 100% to 300%	X	Weighting	X	Target award opportunity as a percentage of salary*	X	Salary*
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* Base salary, as adjusted by any merit and promotional increases granted during the year on a prorated basis.

The weighting for each named executive is provided on page 41. Annual cash incentive awards based on the achievement of the performance measures for 2008 are included in the amounts reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table on page 51 and broken out separately from long-term cash incentive awards in a footnote to that table. In addition, the threshold, target, and maximum

annual award opportunities for 2008 are included in the Estimated Future Payouts under Non-Equity Incentive Plan Awards column in the Grants of Plan-Based Awards table on page 54.

Long-Term Incentive Awards—Balance and Integration of Cash and Equity

As part of total core compensation, we provide three forms of long-term incentive awards: stock options, restricted stock units, and long-term cash incentive awards. For each executive, these components are balanced and integrated with each other. The size of each named executive's award is determined by the Committee on the basis of the executive's position and the competitive assessment provided by the Committee's executive compensation consultant. Larger awards are granted to executives in positions with higher levels of responsibility for Allstate's long-term performance, the CEO's award being the largest. In addition, the size of these awards is aligned to target total core compensation at the 65th percentile of our peer insurance companies. The relative mix of various forms of these awards is driven by our objectives in providing the specific form of award, as described below.

Long-Term Incentive Awards—Equity

As stated in our compensation philosophy, we believe that a significant amount of executive compensation should be in the form of equity and that a greater percentage of compensation should be at risk for executives who bear higher levels of responsibility for Allstate's performance. Consistent with that philosophy, the size of stock option and restricted stock unit awards granted by the Compensation and Succession Committee is usually larger for executives with the broadest scope of responsibility. However, from time to time, larger equity awards are granted to attract new executives.

Stock options

Stock options represent the opportunity to buy shares of our stock at a fixed exercise price at a future date. We use them to align the interests of our executives with long-term stockholder value.

Key elements:

- Under our stockholder-approved equity incentive plan, the exercise price cannot be less than the fair market value of a share on the date of grant.
- Stock option repricing is not permitted. In other words, absent an event such as a stock split, if the Committee cancels an award and substitutes a new award, the exercise price of the new award cannot be less than the exercise price of the cancelled award.
- All stock option awards have been made in the form of nonqualified stock options.
- Our stock options vest over stated vesting periods measured from the date of grant.
- The options granted to the named executives in 2008 become exercisable in four installments of 25% on the first four anniversaries of the grant date and expire in ten years, except in certain change-in-control situations or under other special circumstances approved by the Compensation and Succession Committee.

Restricted stock units

Each restricted stock unit represents our promise to transfer one fully vested share of stock in the future if and when the restrictions expire ("vests"). Restricted stock units are linked to stockholder value and are a tool for retaining executive talent.

Key elements:

- Generally, the restricted stock units granted to the named executives in 2008 vest in one installment on the fourth anniversary of the date of grant, except in certain change-in-control situations or under other special circumstances approved by the Compensation and Succession Committee.
- Our restricted stock units include the right to receive dividend equivalents in the same amount and at the same time as dividends paid to all Allstate common stockholders.

Unlike options, restricted stock units retain some value even if the price of the stock declines. Because restricted stock units are based on and payable in stock, they serve to reinforce the alignment of interests of our executives and our stockholders. In addition, because restricted stock units have a real, current value that is

forfeited, except in some circumstances, if an executive terminates employment before the restricted stock units vest, they provide a significant retention incentive. Under the terms of the restricted stock unit awards, the executives have only the rights of general unsecured creditors of Allstate and no rights as stockholders until delivery of the underlying shares.

Timing of Equity Awards and Grant Practices

Equity incentive awards are granted by the Compensation and Succession Committee. Pursuant to authority delegated by the Board and the Committee, equity incentive awards also may be granted by a subcommittee consisting of the Committee chair or by an equity award committee which currently consists of the CEO. A report of equity awards granted by the equity award committee is reviewed by the Committee at each regularly scheduled meeting. In 2008, 35,983 stock options and 222 restricted stock units were granted by the CEO. As indicated above, the Compensation and Succession Committee grants equity incentive awards on an annual basis normally during a February meeting, after the issuance of our prior fiscal year-end earnings release. The Committee, the subcommittee, or the equity award committee may grant awards at other times throughout the year. The subcommittee may grant restricted stock or restricted stock units to new hires. The equity award committee may grant restricted stock units and stock options in connection with new hires and promotions and in recognition of achievements. Our policies prohibit the granting of equity incentive awards when the Corporation is in possession of material, nonpublic information. For additional information on the Committee's practices, see the Corporate Governance section of this proxy statement.

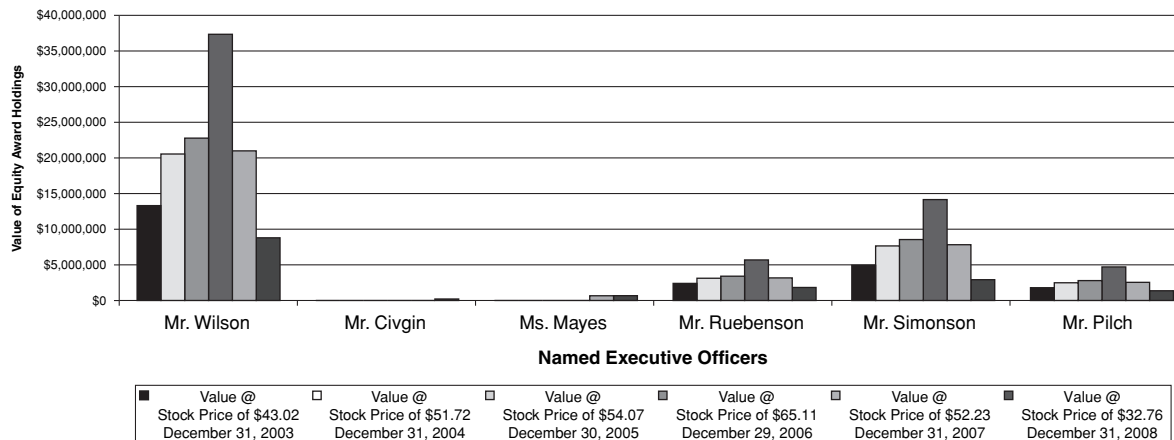
Stock Ownership Guidelines

Because we believe strongly in linking the interests of management with those of our stockholders, we instituted stock ownership guidelines in 1996 that require each of the named executives to own, within five years of the date of assuming a senior management position, common stock, including restricted stock units, worth a multiple of base salary including merit and promotional increases over time. Unexercised stock options do not count towards meeting the stock ownership guidelines. Messrs. Wilson, Ruebenson, Simonson, and Pilch have met their respective goals. Mr. Civgin has until March 2014 to meet his goal. Ms. Mayes has until March 2013 to meet her goal. For the CEO, the goal is seven times salary. For the other named executives except for Mr. Pilch, the goal is four times salary. For Mr. Pilch, the goal is two times salary. After a named executive meets the guideline for the position, if the value of his or her shares does not equal the specified multiple of base salary solely due to the fact that the value of the shares has declined, the executive is still deemed to be in compliance with the guideline. However, any executive in that situation may not sell any shares acquired upon the exercise of an option or conversion of any equity award except to satisfy tax withholding obligations, until the value of his or her shares again equals the specified multiple of base salary. In accordance with our policy on insider trading, all officers, directors, and employees are prohibited from engaging in transactions with respect to any securities issued by Allstate or any of its subsidiaries that might be considered speculative or regarded as hedging, such as selling short or buying or selling options.

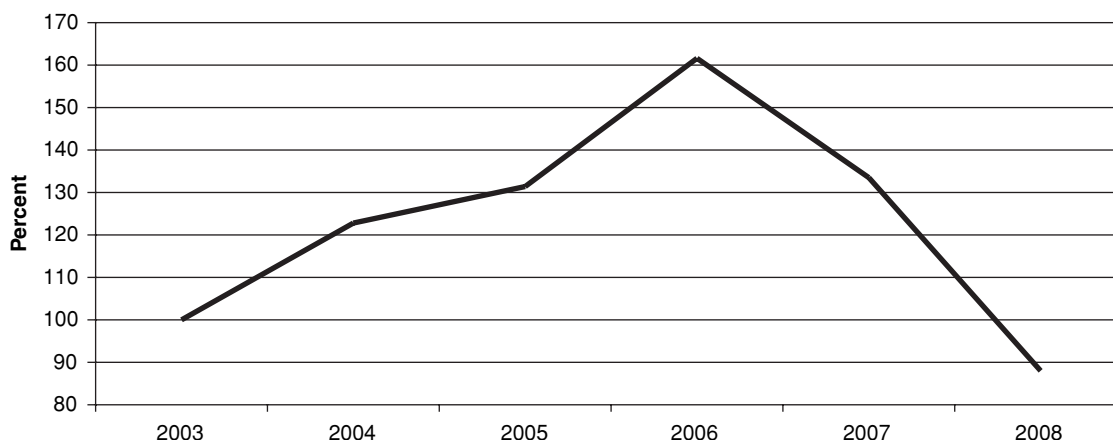
Variation in Total Value of Allstate Equity Holdings Including Outstanding Awards as a Result of Change in Stock Price

The following two charts illustrate how cumulative stockholder returns affect the total value of the named executives' equity holdings, including the shares of Allstate common stock that they own and their outstanding options and restricted stock units. The first chart illustrates the total value of shares of Allstate stock owned plus the total value of all outstanding equity awards held by each named executive as of December 31, 2008, except for Mr. Hale who retired on March 31, 2008, using the price of Allstate stock as of the end of 2003, 2004, 2005, 2006, 2007, and 2008. Because the chart is based on stock and awards held as of December 31, 2008, it does not reflect year-to-year changes due to new awards, the exercise or forfeiture of awards, or sales or acquisition of shares throughout the five year period. The change in the total value of the named executives' shares of stock owned and outstanding restricted stock and restricted stock unit awards generally varies with cumulative stockholder returns for Allstate.

The second chart displays actual cumulative stockholder returns over the same period.



Cumulative Stockholder Return Indexed to December 31, 2003



Long-Term Incentive Awards—Cash

Long-term cash incentive awards, which are being phased out starting in 2009, are designed to reward executives for collective results attained over a three-year performance cycle. The Compensation and Succession Committee approved performance measures and threshold, target, and maximum goals for long-term cash incentive awards at the beginning of each three-year cycle and a new cycle started every year. For the 2006-2008 cycle, there were three performance measures. The target goals for each performance measure, the actual results, and the relative weight of each measure are shown in the following table. The selection and weighting of these measures is intended to focus executive attention on the collective achievement of Allstate's long-term financial goals across its various product lines. A description of each performance measure is provided under the "Performance Measures" caption at the end of this CD&A.

**LONG-TERM CASH INCENTIVE AWARDS, 2006-2008 CYCLE
PERFORMANCE MEASURES, WEIGHTING, AND TARGET GOALS⁽¹⁾**

Performance Measures	Percentage weight of the total potential award⁽²⁾	Target	Actual	Achievement relative to threshold, target, maximum goals⁽³⁾
Average adjusted return on equity	50%	5 th position relative to peers	6 th position relative to peers	Between threshold and target
Allstate Protection growth in policies in force over the 3-year cycle	25%	5.0%	(0.4)%	Below threshold
Allstate Financial return on total capital over the 3-year cycle	25%	9.5%	9.1%	Between threshold and target

(1) Information regarding our performance measures is disclosed in the limited context of our annual and long-term cash incentive awards and should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

(2) Same weight applied for all named executives.

(3) Stated as a percentage of target goals with a range from 0% to 300%, the actual performance comprises 40% for the average adjusted return on equity measure, 0% for the Allstate Protection measure and 5% for the Allstate Financial measure. The weighted results for all three measures stated as a percentage of the target goals for all the named executives was 45%.

The target goal for the average adjusted return on equity was set at a level representing average projected industry performance. The target goals for Allstate Protection growth in policies in force over the three-year cycle and Allstate Financial return on total capital over the three-year cycle were based on evaluations of our historical performance and plans to drive projected performance.

The average adjusted return on equity measure compares Allstate's performance to the peer insurance companies listed on page 38. However, for the 2006-2008 cycle, Cincinnati Financial Corporation was excluded because it pursues a buy-and-hold equity investment strategy different than the other peers that has resulted in a significant build up of unrealized capital gains in its equity portfolio, which impacts its adjusted return on equity making it less comparable to Allstate's performance and, for Safeco Corporation, the net income calculation was adjusted to use net income from July 2007 through June 2008 prior to its acquisition by Liberty Mutual Group in 2008. Allstate's ranked position relative to this peer group determines the percentage of the total target award for this performance measure to be paid, as indicated in the following table. However no payment is made unless the average adjusted return on equity exceeds the average risk free rate of return on three-year Treasury notes over the three-year cycle, plus 200 basis points, regardless of Allstate's standing compared to the peer group. For the 2006-2008 cycle, we achieved the 6th position and did not meet the target level of performance. The average adjusted return on equity exceeded the average risk free rate of return by 975 basis points.

**AVERAGE ADJUSTED RETURN ON EQUITY RELATIVE
TO PEER GROUP, 2006-2008 CYCLE**

	<u>Peer Position</u>	<u>% of Target Award</u>
Threshold	9-10	0%
	8	40%
	7	60%
	6	80%
Target	5	100%
	4	150%
	3	200%
	2	250%
Maximum	1	300%

Target award opportunities approved by the Committee are stated as a percentage of annual base salary. Award opportunities for the named executives are capped at 300% of the target awards. Awards for each cycle are calculated using base salary in effect at the beginning of the cycle, as adjusted by any promotional increases granted during the course of the cycle on a prorated basis. For the 2006-2008 cycle, the long-term cash incentive target awards for the named executives, as a percentage of base salary, were as follows: Mr. Wilson-120% for the portion of the cycle prior to his promotion to CEO, 140% for the portion of the cycle after his promotion to CEO and prior to his promotion to chairman, and 155% for the remainder of the cycle, Mr. Ruebenson-70% for the portion of the cycle prior to his promotion to President of Allstate Protection, and 100% for the remainder of the cycle, Messrs. Civgin, Hale, and Simonson-80%, Ms. Mayes-70%, and Mr. Pilch-40%. The size of these target awards is based on each executive's level of responsibility for contributing to our long-term performance and overall market competitiveness.

Unless otherwise adjusted by the Committee, in calculating the long-term cash incentive awards, our achievement with respect to each performance measure for a particular cycle is expressed as a percentage of the target goal with interpolation applied between threshold and target goals and between target and maximum goals. The amount of each named executive's award is the sum of the amounts calculated using the following calculation for all of the long-term cash incentive performance measures.

Actual performance interpolated relative to threshold and target on a range of 0% to 100% and relative to target and maximum on a range of 100% to 300%	X	Weighting	X	Target award opportunity as a percentage of salary*	X	Salary*
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* Base salary in effect at the beginning of the cycle, as adjusted by any promotional increases granted during the course of the cycle on a prorated basis.

The weighting for each named executive is provided on page 47. Long-term cash incentive awards based on the achievement of the performance measures for the 2006-2008 cycle were paid in March 2009 and are included in the amounts reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table and broken out separately from annual cash incentive awards in a footnote to that table. The threshold, target, and maximum long-term cash incentive award opportunities for the 2008-2010 cycle are included in the Estimated Future Payouts under Non-Equity Incentive Plan Awards column in the Grants of Plan-Based Awards table.

Other Elements of Compensation

To remain competitive with other employers and to attract, retain, and motivate highly talented executives and other employees, we provide the benefits listed in the following table. We do not provide executives with separate dining or other facilities, or individually owned life insurance policies, and we do not maintain real property for the exclusive personal use or enjoyment by executives. Our Board encourages the CEO to use our corporate aircraft in order to deal with job responsibilities and time constraints and to avoid the risks of commercial air travel.

Benefit or Perquisite	Named Executives	Other Officers and Certain Managers	All Full-time and Regular Part-time Employees
401(k) ⁽¹⁾ and defined benefit pension	✓	✓	✓
Supplemental retirement benefit	✓	✓	
Health and welfare benefits ⁽²⁾	✓	✓	✓
Supplemental long-term disability and executive physical program	✓	✓ ⁽³⁾	
Deferred compensation	✓	✓	
Tax preparation and financial planning services	✓	✓ ⁽⁴⁾	
Cell phones, ground transportation and personal use of aircraft	✓	✓ ⁽⁵⁾	

⁽¹⁾ Allstate contributed \$0.50 for every dollar of basic pre-tax deposits made in 2008 (up to 5 percent of eligible pay) for eligible participants, including the named executive officers.

⁽²⁾ Including medical, dental, vision, life, accidental death and dismemberment, long-term disability, and group legal insurance.

⁽³⁾ An executive physical program is available to all officers.

⁽⁴⁾ All officers are eligible for tax preparation services. Financial planning services are provided to the senior management team only (the senior officers who sit on the Board of Allstate Insurance Company).

⁽⁵⁾ Ground transportation is available to members of the senior management team only. In limited circumstances approved by the CEO, members of our senior management team are permitted to use our corporate aircraft for personal purposes. Cell phones are available to members of the senior management team, other officers and certain managers, and certain employees depending on their job responsibilities.

Retirement Benefits

Each named executive officer participates in two different defined benefit pension plans. The Allstate Retirement Plan (ARP) is a tax qualified defined benefit pension plan available to all of our regular full-time and regular part-time employees who meet certain age and service requirements. The benefit formulas under the ARP are the same for all participants, including the named executives, and are intended to provide an assured retirement income related to an employee's level of compensation and length of service at no cost to the employee. This benefit can supplement other sources of income such as our 401(k) plan, social security, personal savings, and other assets. As the ARP is a tax qualified plan, federal tax law places limits on (1) the amount of an individual's compensation that can be used to calculate plan benefits and (2) the total amount of benefits payable to a participant under the plan on an annual basis. These limits may result in a lower benefit under the ARP than would have been payable if the limits did not exist for certain of our employees. Therefore, the Allstate Insurance Company Supplemental Retirement Income Plan (SRIP) was created for the purpose of providing ARP-eligible employees whose compensation or benefit amount exceeds the federal limits with an additional defined benefit in an amount equal to what would have been payable under the ARP if the federal limits described above did not exist.

In addition to the ARP and SRIP, Ms. Mayes has a supplemental nonqualified retirement benefit agreement which provides for additional cash balance pay credits. Ms. Mayes was provided with a pension enhancement to compensate for retirement benefits that she was foregoing from her prior employer when she joined Allstate in 2007.

Change-in-Control and Post-Termination Benefits

We do not view the change-in-control benefits or post-termination benefits as additional elements of compensation due to the fact that a change-in-control or other triggering event may never occur. However, the use and structure of our change-in-control and post-termination plans are consistent with our compensation objectives to attract, motivate, and retain highly talented executives. In addition, we believe the change-in-control arrangements preserve morale and productivity, provide a long-term commitment to job stability and financial security, and encourage retention in the face of the possibly disruptive impact of an actual or potential

change-in-control of Allstate. Our change-in-control benefits ensure that the interests of our executives will be materially consistent with the interests of our stockholders when considering corporate transactions.

Our change-in-control arrangements are intended to reassure executives that they will receive previously deferred compensation and that prior equity awards will be honored because decisions as to whether to provide these amounts are not left to management and the directors in place after a change-in-control. We also provide certain protections for annual and long-term incentive awards and benefits if an executive's employment is terminated within a specific period after a change-in-control. These benefits following a change-in-control are intended to provide executives with sufficient incentive to stay with Allstate in the event of a change-in-control and provide executives with some measure of job and financial security so that they are not distracted from working on behalf of stockholders prior to or after a change-in-control. The change-in-control and post-termination arrangements which are described in the "Potential Payments as a Result of Termination or Change-in-Control" section are not provided exclusively to the named executives. For example, certain cash severance benefits are provided to all regular full-time and regular part-time employees. In addition, a larger group of management employees is eligible to receive many of the post-termination benefits described in this section.

In 2007, the Compensation and Succession Committee directed its executive compensation consultant to review the change-in-control arrangements afforded Allstate's officers relative to competitive practice, generally and within the industry. The resulting analysis showed that Allstate's arrangements were generally consistent with market practice. However, the analysis did identify certain benefits, related to potential payments upon change-in-control, that were not aligned with current market practice. In addition, Allstate identified various provisions of the change-in-control agreements that required revision to comply with new Internal Revenue Service regulations. In November 2007, the Committee approved amended agreements effective December 31, 2007, which Messrs. Pilch, Ruebenson, Simonson, and Wilson, and Ms. Mayes executed on or after February 26, 2008. The following is a summary of the more significant changes:

- The definition of good reason was amended to eliminate severance benefits if the named executive voluntarily elects to terminate employment during the 13th month following a change-in-control.
- The period during which change-in-control protections remain in force was reduced from three years to two years following a change-in-control.
- The change-in-control severance payment will no longer include a multiple of the annualized long-term cash incentive award.

Mr. Hale elected to terminate his change-in-control agreement on February 26, 2008 in light of his retirement on March 31, 2008. Mr. Civgin executed the agreement upon his hire in September, 2008.

Impact of Tax Considerations on Compensation

We are subject to a limit of \$1 million per executive on the amount of the tax deduction we are entitled to take for compensation paid in a year to our CEO and the three other most highly compensated officers as of the last day of the fiscal year in which the compensation is paid unless the compensation meets specific standards. We may deduct more than \$1 million in compensation if the standards are met, including that the compensation is "performance based" and is paid pursuant to a plan that meets certain requirements. The Compensation and Succession Committee considers the impact of this rule in developing, implementing, and administering our compensation programs and balances this rule with our goal of structuring compensation programs that attract, motivate, and retain highly talented executives.

Our compensation programs are designed and administered so that payments to affected executives can be fully deductible. However, in light of the balance mentioned above and the need to maintain flexibility in administering compensation programs, in any year we may authorize compensation in excess of \$1 million that does not meet the required standards for deductibility. The amount of compensation paid in 2008 that was not deductible for tax purposes was \$1,461,523.

The Internal Revenue Code was amended effective January 1, 2005 to impose tax, interest, and penalties on the recipients of deferred compensation that does not meet specified requirements. Our deferred compensation arrangements have been amended so that recipients can avoid being subject to the tax, interest, and penalties imposed by Section 409A of the Internal Revenue Code.

Summary Compensation Table for 2008, 2007 and 2006 and Grants of Plan-Based Awards Table for 2008

SUMMARY COMPENSATION TABLE⁽¹⁾

The following table sets forth information concerning the compensation of the named executives for the last three fiscal years. As discussed on page 38, there have been changes to our named executives over this period of time. So, for each executive, the information is limited to the years for which he or she was a named executive.

NAME	YEAR	SALARY (\$)	BONUS (\$) ⁽²⁾	STOCK AWARDS (\$) ⁽³⁾	OPTION AWARDS (\$) ⁽⁴⁾	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$) ⁽⁵⁾	CHANGE IN PENSION VALUE AND NONQUALIFIED DEFERRED COMPENSATION EARNINGS (\$) ⁽⁶⁾	ALL OTHER COMPENSATION (\$) ⁽⁷⁾	TOTAL (\$)
Thomas J. Wilson (Chairman, President and Chief Executive Officer)	2008	1,040,769	—	1,866,565	3,704,513	736,261	945,884 ⁽⁸⁾	49,938	8,343,930
	2007	957,596	—	1,594,980	3,094,995	3,551,118	147,203	79,449	9,425,341
	2006	825,584	—	1,425,678	2,206,938	2,655,828	605,793	111,234	7,831,055
Don Civgin (Vice President and Chief Financial Officer)	2008	158,654	221,501	24,402	49,508	16,750	0	7,594	478,409
Michele C. Mayes (Vice President and General Counsel)	2008	541,962	—	612,566	1,562,504	46,008	55,906 ⁽⁹⁾	42,892	2,861,838
George E. Ruebenson (President, Allstate Protection)	2008	625,008	—	992,224	1,820,671	203,852	1,294,264 ⁽¹⁰⁾	23,688	4,959,707
	2007	564,335	—	817,869	1,403,529	1,144,396	188,684	37,602	4,156,415
Eric A. Simonson (President, Allstate Investments, LLC)	2008	655,556	—	566,312	1,076,219	461,763	682,450 ⁽¹¹⁾	28,512	3,470,812
	2007	613,068	—	510,368	963,378	1,718,184	329,520	31,939	4,166,457
	2006	570,852	—	1,082,184	1,523,000	1,388,767	324,487	31,187	4,920,477
Danny L. Hale (former Vice President and Chief Financial Officer)	2008	166,389	—	92,758	174,522	167,235	50,866 ⁽¹²⁾	7,175	658,945
	2007	603,306	—	516,592	1,076,855	1,486,043	50,433	29,783	3,763,012
	2006	581,082	—	1,098,336	1,655,660 ⁽¹⁹⁾	1,592,597	64,173	28,533	5,020,381
Samuel H. Pilch (former Acting Vice President and Chief Financial Officer, and Controller)	2008	403,786	21,010	486,466	509,001	91,951	317,545 ⁽¹³⁾	20,471	1,850,230

(1) As described in footnotes 3 and 4, the accounting treatment of stock and option awards is substantially different for the named executives who are retirement eligible compared to those who are not.

(2) When Mr. Civgin joined Allstate in 2008, he was paid a bonus of \$100,000. In addition, because he was guaranteed an annual cash incentive award at target, a portion of that award, \$121,501, is treated as bonus. For Mr. Pilch, discretion was exercised to increase his annual cash incentive award. That portion, \$21,010, is treated as bonus.

(3) The compensation cost recognized in our audited financial statements for the relevant year for restricted stock and restricted stock unit awards, computed in accordance with FAS 123R, disregarding any estimate of forfeitures. Under FAS 123R, the cost of these awards must be amortized over the shorter of the vesting period or the period ending on the executive's retirement eligibility date. Even though the restrictions on restricted stock units and restricted stock expire in one or more installments over four years and expiration is not accelerated upon retirement: (a) because Messrs. Hale, Pilch, and Simonson were or became retirement eligible during 2006, the cost for each year indicated opposite their respective names includes the entire grant date fair value of their respective restricted stock unit awards granted in that year and (b) because Mr. Ruebenson became retirement eligible in May of 2008, the cost for 2008 includes the entire grant date fair value of his 2008 restricted stock unit award and the cost that had not previously been recognized in our financial statements for restricted stock and restricted stock awards granted in 2004 through 2007. None of the named executives forfeited any restricted stock or restricted stock unit awards in 2006 through 2008. The number of restricted stock units granted in 2008 to each named executive is provided in the Grants of Plan-Based Awards table on page 54. The fair value of restricted stock units and restricted stock awards is based on the market value of Allstate's stock as of the date of grant.

(4) The compensation cost recognized in our audited financial statements for the relevant year for stock option awards, computed in accordance with FAS 123R disregarding any estimate of forfeitures. Under FAS123R, the cost of these stock option awards must be amortized over the shorter of the vesting period or the period ending on the executive's retirement eligibility date. Even though the awards vest in installments over four years and vesting is not accelerated upon retirement: (a) because Messrs. Hale, Pilch, and Simonson were or became retirement eligible during 2006, the cost for each year indicated opposite their respective names includes the entire grant date fair value of their respective awards granted in that year and (b) because Mr. Ruebenson became retirement eligible in May of 2008, the cost for 2008 includes the entire grant date fair value of his 2008 award and the cost that had not previously been recognized in our financial statements for awards granted in 2004 through 2007. None of the named executives forfeited option awards

Footnotes continue

during the period of 2006 through 2008. The fair value of each option award is estimated on the date of grant using a binomial lattice model for the 2008, 2007, 2006 and 2005 awards and the Black-Scholes option-pricing model for the 2004 and 2003 awards. The fair value of each option award is estimated on the date of grant using the assumptions as set forth in the following table:

	2008	2007	2006	2005	2004	2003
Weighted average expected term	8.1 years	6.9 years	7.1 years	7.3 years	6 years	6 years
Expected volatility	16.9 - 58.6%	14.4 - 37.7%	17.0 - 30.0%	12.8 - 30.0%	30%	30%
Weighted average volatility	23.1%	23.2%	28.1%	27.4%	—	—
Expected dividends	3.1%	2.3%	2.6%	2.4%	2.4%	2.7%
Risk-free rate	0.2 - 4.1%	2.8 - 5.3%	4.3 - 5.2%	2.3 - 4.5%	3.3%	3.2%

The number of options granted in 2008 to each named executive is provided in the Grants of Plan-Based Awards table.

- (5) Amounts earned under the Annual Executive Incentive Compensation Plan and the Annual Covered Employee Incentive Compensation Plan are paid in the year following performance. Amounts earned under the Long-Term Executive Incentive Compensation Plan are paid in the year following the performance cycle. The amounts shown in the table above include amounts earned in 2008, 2007, and 2006 and payable under these plans in 2009, 2008, and 2007, respectively. The break-down for each component is as follows:

Name	Year	Annual Cash Incentive Award Amount	Cycle	Long-Term Cash Incentive Award Amount
Mr. Wilson	2008	\$ 151,685	2006-2008	\$ 584,576
	2007	\$2,504,504	2005-2007	\$1,046,614
	2006	\$1,894,112	2004-2006	\$ 761,716
Mr. Civgin	2008	\$ 16,750	2006-2008	\$ 0
Ms. Mayes	2008	\$ 46,008	2006-2008	\$ 0
Mr. Ruebenson	2008	\$ 0	2006-2008	\$ 203,852
	2007	\$ 797,725	2005-2007	\$ 346,671
Mr. Simonson	2008	\$ 265,203	2006-2008	\$ 196,560
	2007	\$1,302,187	2005-2007	\$ 415,997
	2006	\$1,023,967	2004-2006	\$ 364,800
Mr. Hale	2008	\$ 14,683	2006-2008	\$ 152,552
	2007	\$1,050,040	2005-2007	\$ 436,003
	2006	\$1,193,597	2004-2006	\$ 399,000
Mr. Pilch	2008	\$ 23,565	2006-2008	\$ 68,386

- (6) Amounts reflect the aggregate increase in actuarial value of the pension benefits as set forth in the Pension Benefits table, accrued during 2008, 2007, and 2006. These are benefits under the Allstate Retirement Plan (ARP), the Allstate Insurance Company Supplemental Retirement Income Plan (SRIP), and for 2008, the pension enhancement for Ms. Mayes. Non-qualified deferred compensation earnings are not reflected since our Deferred Compensation Plan does not provide above-market earnings. For 2007 and 2006, the pension plan measurement date used for financial statement reporting purposes, October 31, as well as the methodology employed for purposes of Allstate's financial statements, were used in the calculation of the change in present value. For 2008, the pension plan measurement date was changed to December 31 to comply with Financial Accounting Standards Board requirements. (See note 16 to our audited financial statements for 2008.) The change in pension plan measurement date significantly increased the Change in Pension Value reported for named executives who earn final average pay benefits. The increase results from the additional two months of service and the inclusion of an additional full year of compensation in the calculation of the December 31 accrued benefit. For example, for Mr. Wilson, had the pension measurement date remained at October 31, the Change in Pension Value would have been \$418,048, which is \$527,836 less than the Change in Pension Value using a December 31 pension plan measurement date.
- (7) The "All Other Compensation for 2008—Supplemental Table" provides details regarding the amounts for 2008 for this column.
- (8) Reflects increases in the actuarial value of the benefits provided to Mr. Wilson pursuant to the ARP and SRIP of \$9,032 and \$936,852 respectively. See note 6 regarding the impact of the change in pension plan measurement date.
- (9) Reflects increases in the actuarial value of the benefits provided to Ms. Mayes pursuant to the ARP, SRIP, and pension enhancement of \$0, \$2,524, and \$53,382 respectively.
- (10) Reflects increases in the actuarial value of the benefits provided to Mr. Ruebenson pursuant to the ARP and SRIP of \$35,389 and \$1,258,875, respectively.
- (11) Reflects increases in the actuarial value of the benefits provided to Mr. Simonson pursuant to the ARP and SRIP of \$53,037 and \$629,413, respectively.
- (12) Reflects increases in the actuarial value of the benefits provided to Mr. Hale pursuant to the ARP and SRIP of \$7,999 and \$42,867, respectively.
- (13) Reflects increases in the actuarial value of the benefits provided to Mr. Pilch pursuant to the ARP and SRIP of \$61,707 and \$255,838, respectively.

ALL OTHER COMPENSATION FOR 2008—SUPPLEMENTAL TABLE

(In dollars)

The following table describes the incremental cost of other benefits provided in 2008 that are included in the “All Other Compensation” column.

Name		Personal Use of Aircraft ⁽¹⁾	Tax Gross-Ups	401(k) Match ⁽⁴⁾	Other ⁽⁵⁾	Total All Other Compensation
Mr. Wilson	2008	10,030	0	5,750	34,158	49,938
Mr. Civgin	2008	0	0	3,173	4,421	7,594
Ms. Mayes	2008	0	2,893 ⁽²⁾	5,750	34,249	42,892
Mr. Ruebenson	2008	0	0	5,750	17,938	23,688
Mr. Simonson	2008	0	0	5,750	22,762	28,512
Mr. Hale	2008	0	0	0	7,175	7,175
Mr. Pilch	2008	0	835 ⁽³⁾	5,750	13,886	20,471

- (1) The amount reported for personal use of aircraft is based on the incremental cost method. The incremental cost of aircraft use is calculated based on average variable costs to Allstate. Variable operating costs include fuel, maintenance, weather-monitoring, on-board catering, landing/ramp fees, and other miscellaneous variable costs. The total annual variable costs are divided by the annual number of flight hours flown by the aircraft to derive an average variable cost per flight hour. This average variable cost per flight hour is then multiplied by the flight hours flown for personal use to derive the incremental cost. This method of calculating the incremental cost excludes fixed costs that do not change based on usage, such as pilots' and other employees' salaries, costs incurred in purchasing the aircraft, and non-trip related hangar expenses. For tax purposes, income is imputed to the executive for non-business travel based on a multiple of the Standard Industry Fare Level (SIFL) rates. We estimate the personal use results in an increase in corporate income tax expense of approximately \$17,404 (which is not included in this column).
- (2) The amount reimbursed for the payment of taxes with respect to imputed income for relocation assistance. Relocation assistance is available for all employees transferred at Allstate's request.
- (3) The amount reimbursed for the payment of taxes with respect to imputed income for tax preparation services. We eliminated tax gross-ups for imputed income relating to tax preparation services, effective January 1, 2008 for the senior management team and effective January 1, 2009 for elected and appointed officers.
- (4) Each of the named executives participated in our 401(k) plan during 2008. The amount shown is the amount allocated to their accounts as employer matching contributions.
- (5) “Other” consists of premiums for group life insurance and personal benefits and perquisites consisting of cell phones, tax preparation services, financial planning, executive physicals, ground transportation, and supplemental long-term disability coverage, and for Ms. Mayes, additional expenses for relocation assistance that were not part of the standard relocation package. None of the personal benefits and perquisites individually exceeded the greater of \$25,000 or 10% of the total amount of these benefits for the named executives. There was no incremental cost for use of the cell phone. We provide supplemental long-term disability coverage to regular full-time and regular part-time employees whose annual earnings exceed the level which produces the maximum monthly benefit provided by the Group Long Term Disability Insurance Plan. This coverage is self-insured (funded and paid for by Allstate when obligations are incurred). No obligations for the named executives were incurred in 2008 and so no incremental cost is reflected in the table.

GRANTS OF PLAN-BASED AWARDS AT FISCAL YEAR-END 2008⁽¹⁾

The following table provides information about non-equity incentive plan awards and equity awards granted to our named executives during the fiscal year 2008.

Name	Grant Date	Plan Name	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Shr) ⁽³⁾	Grant Date Fair Value (\$) ⁽⁴⁾	
			Threshold (\$)	Target (\$)	Maximum (\$)				Stock Awards	Option Awards
Mr. Wilson	—	Long-term cash incentive, 2008-2010 cycle	0	1,488,000	4,464,000					
	—	Annual cash incentive	338,400	1,152,000	3,456,000					
	Feb. 26, 2008	Restricted stock units	—	—	—	36,705			1,791,938	
	Feb. 26, 2008	Stock options	—	—	—		338,316	\$48.82		3,393,309
Mr. Civgin	—	Long-term cash incentive, 2008-2010 cycle	0	339,142	1,017,425					
	—	Annual cash incentive	40,611	138,251	414,754					
	Sept. 8, 2008	Restricted stock units ⁽⁵⁾	—	—	—	6,300			292,824	
	Sept. 8, 2008	Stock options ⁽⁵⁾	—	—	—		65,000	\$46.48		594,100
Ms. Mayes	—	Long-term cash incentive, 2008-2010 cycle	0	367,500	1,102,500					
	—	Annual cash incentive	107,953	367,500	1,102,500					
	Feb. 26, 2008	Restricted stock units	—	—	—	7,800			380,796	
	Feb. 26, 2008	Stock options	—	—	—		72,100	\$48.82		723,163
Mr. Ruebenson	—	Long-term cash incentive, 2008-2010 cycle	0	625,008	1,875,024					
	—	Annual cash incentive	56,251	562,507	1,687,522					
	Feb. 26, 2008	Restricted stock units	—	—	—	13,500			659,070	
	Feb. 26, 2008	Stock options	—	—	—		124,400	\$48.82		1,247,732
Mr. Simonson	—	Long-term cash incentive, 2008-2010 cycle	0	500,198	1,500,595					
	—	Annual cash incentive	250,099	500,198	1,500,595					
	Feb. 26, 2008	Restricted stock units	—	—	—	11,600			566,312	
	Feb. 26, 2008	Stock options	—	—	—		107,300	\$48.82		1,076,219
Mr. Hale	—	Long-term cash incentive, 2008-2010 cycle	0	40,064	120,193					
	—	Annual cash incentive	35,601	121,196	363,589					
	Feb. 26, 2008	Restricted stock units	—	—	—	1,900			92,758	
	Feb. 26, 2008	Stock options	—	—	—		17,400	\$48.82		174,522
Mr. Pilch	—	Long-term cash incentive, 2008-2010 cycle	0	155,602	466,805					
	—	Annual cash incentive	57,135	194,502	583,506					
	Feb. 26, 2008	Restricted stock units	—	—	—	3,300			161,106	
	Feb. 26, 2008	Stock options	—	—	—		30,700	\$48.82		307,921
	Sept. 8, 2008	Restricted stock units ⁽⁶⁾	—	—	—	7,000			325,360	
	Sept. 8, 2008	Stock options ⁽⁶⁾	—	—	—		22,000	\$46.48		201,080

(1) Awards under the Annual Covered Employee Incentive Compensation Plan, the Annual Executive Incentive Compensation Plan, the Long-Term Executive Incentive Compensation Plan, and the 2001 Equity Incentive Plan.

(2) Mr. Civgin's award has been prorated to reflect his effective hire date as of September 8, 2008 and Mr. Hale's award has been prorated to reflect his retirement as of March 31, 2008. Because Mr. Civgin was guaranteed an annual cash incentive award at target, a portion of it has been reported as bonus in the Summary Compensation Table.

(3) The exercise price of each option is equal to the fair market value of Allstate's common stock on the date of grant. Fair market value is equal to the closing sale price on the date of grant or, if there was no such sale on the date of grant, then on the last previous day on which there was a sale.

(4) The aggregate grant date fair value of restricted stock unit and stock option awards for 2008, computed in accordance with FAS123R. The assumptions used in the valuation are discussed in note 17 to our audited financial statements for 2008.

(5) Stock options and restricted stock units awarded as a new hire grant.

(6) Stock options and restricted stock units awarded for serving as Acting Chief Financial Officer and Vice President for the period of March 3, 2008 through September 8, 2008.

The following discussion of incentive compensation for 2008 elaborates on the more general information provided above in the CD&A.

CEO Compensation

The amount of Mr. Wilson's total compensation and the amount of each element are driven by the design of our compensation plans, his years of experience, and the scope of his duties, including his responsibilities for Allstate's overall strategic direction, performance, and operations, as well as the Compensation and Succession Committee's analysis of competitive compensation data for CEOs of peer insurance companies and general CEO compensation practices prevailing in the U.S. Because of his leadership responsibilities, his leadership experience, and his ultimate accountability for performance of the company, the Committee awarded him higher salary and larger equity and annual cash incentive awards as compared to the executive officers who report to him. In addition, because Mr. Wilson earns final average pay benefits under our defined benefit pension plans, the change in his pension value was significantly larger than that of Mr. Hale and Ms. Mayes who earn cash balance benefits. The change in Mr. Wilson's pension value as reported in the Summary Compensation Table also was significantly impacted by the change in pension plan measurement date from October 31 to December 31. If the pension plan measurement date had remained at October 31, the change in Mr. Wilson's pension value would have been \$527,836 less than the \$945,884 amount reflected in the Change in Pension Value column of the Summary Compensation Table.

Non-Equity Incentive Compensation

Annual and long-term cash incentive awards earned by the named executives in 2008 are reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table. That column includes each named executive's annual cash incentive award for 2008 and long-term cash incentive award for the 2006-2008 cycle. The amount attributable to annual and long-term, respectively, is provided in a footnote to the Summary Compensation Table.

Annual cash incentive awards—estimated future payouts

The Estimated Future Payouts Under Non-Equity Incentive Plan Awards column of the Grants of Plan-Based Awards at Fiscal Year-End 2008 table includes the threshold, target, and maximum award opportunities for 2008 annual cash incentive compensation and correlates to the actual amount of the annual cash incentive awards earned for 2008 included in the amount reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table. When Mr. Civgin joined Allstate, he was guaranteed an annual cash incentive award at target, and so a portion of that award is reported as bonus in the Summary Compensation Table. Unless otherwise adjusted by the Compensation and Succession Committee, the amount of each named executive's annual cash incentive award is calculated as described on page 43. The amount specified in the Grants of Plan Based Awards Table as the target and maximum annual cash incentive award for each named executive is the amount that would have been earned if Allstate had achieved the target and maximum goals, respectively, on all of the performance measures.

The amount specified in the Grants of Plan Based Awards Table as the threshold annual cash incentive award for each named executive is the amount that would have been earned if Allstate had achieved the threshold goals on certain performance measures: corporate-level adjusted operating income per diluted share; Allstate Financial adjusted net income and operating income; and all of the performance measures for Allstate Investments. No portion of the annual cash incentive awards would have been earned with respect to the other performance measures unless the threshold goals for those measures were exceeded. If Allstate had not achieved the threshold goal on corporate-level adjusted operating income per diluted share; Allstate Financial adjusted net income and operating income; or any of the performance measures for Allstate Investments, it is possible that a lower award would have been earned based on achievement in excess of threshold for one or more other performance measures. Also, if Allstate failed to achieve the threshold goals for all of the performance measures, the awards for all of the named executives would have been zero.

Long-term cash incentive awards 2008-2010 cycle—estimated future payouts

The Estimated Future Payouts Under Non-Equity Incentive Plan Awards column of the Grants of Plan-Based Awards at Fiscal Year-End 2008 table also includes the threshold, target, and maximum award opportunities for the long-term cash incentive awards for the 2008-2010 cycle. The actual amount of long-term cash incentive awards earned for the 2008-2010 cycle will be reported in the Summary Compensation Table for the fiscal year ended December 31, 2010. The actual amount of long-term cash incentive awards earned for the 2007-2009 cycle will be reported in the Summary Compensation Table for the fiscal year ended December 31, 2009. For the 2008-2010 cycle, the amount of each named executive's award is the sum of the amounts calculated using the

following calculation for all of the long-term cash incentive performance measures. For the 2008-2010 cycle, the target award opportunities for the named executives, stated as a percentage of salary, are as follows: Mr. Wilson—140% for the portion of his cycle prior to his promotion to chairman and 155% for the remainder of the cycle, Mr. Ruebenson—100%, Messrs. Civgin, Hale and Simonson—80%, Ms. Mayes—70%, and Mr. Pilch—40%.

Actual performance interpolated relative to threshold and target on a range of 0% to 100% and relative to target and maximum on a range of 100% to 300%	X	Weighting	X	Target award opportunity as a percentage of salary*	X	Salary*
---	---	-----------	---	---	---	---------

* Base salary in effect at the beginning of the cycle, as adjusted by any promotional increases granted during the course of the cycle on a prorated basis.

The weighting for each named executive is provided below. The amount specified in the Grants of Plan Based Awards Table as the threshold, target, and maximum long-term cash incentive award for each named executive is the amount that will be earned if Allstate achieves the threshold, target, and maximum goals, respectively, on all of the performance measures.

The performance measures, weighting, and goals for the 2008-2010 cycle are set forth in the following table. A description of each performance measure is provided under the “Performance Measures” caption at the end of this CD&A.

**LONG-TERM CASH INCENTIVE AWARDS, 2008-2010 CYCLE
PERFORMANCE MEASURES, WEIGHTING, AND TARGET GOALS⁽¹⁾**

Performance Measures	Percentage weight of the total potential award ⁽²⁾	Target
Average adjusted return on equity relative to peers	50%	5 th position relative to peers
Allstate Protection growth in policies in force over the 3-year cycle	25%	5%
Allstate Financial return on total capital	25%	9.5%

(1) Information regarding our performance measures is disclosed in the limited context of our annual and long-term cash incentive awards and should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

(2) Same weight applied for all named executives.

For the return on equity measure, Allstate's performance will be ranked relative to the peer insurance companies listed on page 38 as indicated in the following table. However, for the 2008-2010 cycle, Cincinnati Financial Corporation and Safeco Corporation were excluded. Cincinnati Financial Corporation was excluded because it pursues a buy-and-hold equity investment strategy different than the other peers that has resulted in a significant build up of unrealized capital gains in its equity portfolio, which impacts its adjusted return on equity making it less comparable to Allstate's performance, and Safeco Corporation was excluded due to its acquisition by the Liberty Mutual Group in 2008.

**AVERAGE ADJUSTED RETURN ON EQUITY RELATIVE
TO PEER GROUP, 2008-2010 CYCLE**

	Peer Position	% of Target Award
Threshold	9	0%
	8	40%
	7	60%
	6	80%
Target	5	100%
	4	150%
	3	200%
	2	250%
Maximum	1	300%

Equity Compensation

Restricted stock unit awards, restricted stock awards, and stock option awards granted to the named executives are reported in the following columns to these tables:

Equity awards		Tables and Columns	
Restricted stock units/ Restricted Stock	Stock Awards column in the Summary Compensation Table	All Other Stock Awards column in the Grants of Plan-Based Awards table	Stock Awards columns in the Outstanding Equity Awards at Fiscal Year-End table
Stock options	Option Awards column in the Summary Compensation Table	All Other Option Awards column in the Grants of Plan-Based Awards table	Option Awards columns in the Outstanding Equity Awards at Fiscal Year-End table

The Compensation and Succession Committee granted both restricted stock units and options in 2008. The restricted stock units granted in 2008 vest in one installment on February 25, 2012 except in certain change-in-control situations or under other special circumstances approved by the Compensation and Succession Committee. Normally, the named executive must be employed in order for the restricted stock units to vest. However, restricted stock units continue to vest following retirement on or after the normal retirement date specified in the award. If the named executive dies, then as of the date of death, all unvested restricted stock units granted in 2008 will vest and become nonforfeitable. The restricted stock units include the right to receive dividend equivalents in the same amount and at the same time as dividends paid to all Allstate common stockholders.

The stock options granted in 2008 become exercisable in four annual installments of 25% on the first four anniversaries of the grant date and expire in ten years, except in certain change-in-control situations or under other special circumstances approved by the Compensation and Succession Committee. Normally, the named executive must be employed at the time of vesting in order for the options to vest. If the named executive terminates on or after his normal retirement date under the stock option award agreements, stock options not vested will continue to vest as scheduled. When the options become vested, they may be exercised by the named executive at any time on or before the earlier to occur of (i) the expiration date of the option and (ii) the fifth anniversary of the date of the named executive's termination of employment. If the named executive dies or becomes disabled, unvested stock options will vest and may be exercised by the named executive officer (or his personal representative, estate or transferee, as the case may be) at any time on or before the earlier to occur of (i) the expiration date of the option and (ii) the second anniversary of the date of the named executive's termination of employment. If the named executive terminates for any other reason, any portion of the option not vested will be forfeited. Vested options may be exercised at any time on or before the earlier to occur of (i) the expiration date of the option and (ii) three months after the date of the named executive's termination of employment. The options were granted with an exercise price equal to the closing sale price on the date of grant or, if there was no sale on the date of grant, then on the last previous day on which there was a sale. Each option is a nonqualified stock option. Each option includes tax withholding rights that permit the holder to elect to have shares withheld to satisfy minimum federal, state, and local tax withholding requirements. Option holders may exchange shares previously owned to satisfy all or part of the exercise price. The vested portions of all the options may be transferred during the holder's lifetime to, or for the benefit of, family members. Any taxes payable upon a transferee's subsequent exercise of the option remain the obligation of the original option holder.

Outstanding Equity Awards at Fiscal Year-End 2008

The following table summarizes the outstanding equity awards of the named executives as of December 31, 2008.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2008								
Name	Option Grant Date	Option Awards ⁽¹⁾				Stock Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable ⁽²⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽³⁾	Option Exercise Price	Option Expiration Date ⁽⁴⁾	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽⁵⁾	Market Value of Shares or Units of Stock That Have Not Vested ⁽⁶⁾
Mr. Wilson	Jan. 04, 1999	50,000	0	\$39.19	Jan. 04, 2009			
	Aug. 12, 1999	115,340	0	\$35.00	Aug. 12, 2009			
	May 15, 2001	112,892	0	\$42.00	May 15, 2011			
	Feb. 07, 2002	97,750	0	\$33.38	Feb. 07, 2012			
	Feb. 07, 2003	101,000	0	\$31.78	Feb. 07, 2013			
	Feb. 06, 2004	97,100	0	\$45.96	Feb. 06, 2014			
	Feb. 22, 2005	74,232	24,744	\$52.57	Feb. 22, 2015	Feb. 22, 2005	16,818	\$ 550,958
	Jun. 01, 2005	75,000	25,000	\$58.47	June 01, 2015	Jun. 01, 2005	25,000	\$ 819,000
	Jun. 17, 2005	36,639*	12,213*	\$59.93	May 18, 2010			
	Feb. 21, 2006	33,000	33,000	\$53.84	Feb. 21, 2016	Feb. 21, 2006	18,700	\$ 612,612
	Feb. 21, 2006	62,000	62,000	\$53.84	Feb. 21, 2016	Feb. 21, 2006	9,500**	\$ 311,220
	Feb. 20, 2007	65,583	196,752	\$62.24	Feb. 20, 2017	Feb. 20, 2007	22,385	\$ 733,333
	Apr. 30, 2007	9,272	27,819*	\$62.32	Feb. 07, 2012			
	Feb. 26, 2008	0	338,316	\$48.82	Feb. 26, 2018	Feb. 26, 2008	36,705	\$1,202,456
								Aggregate Market Value
								\$4,229,579
Mr. Civgin	Sept. 08, 2008	0	65,000	\$46.48	Sep. 08, 2018	Sep. 08, 2008	6,300 ⁽⁷⁾	\$ 206,388
								Aggregate Market Value
								\$ 206,388
Ms. Mayes	Nov. 12, 2007	25,000	75,000	\$53.18	Nov. 12, 2017	Nov. 12, 2007	12,500 ⁽⁸⁾	\$ 409,500
	Feb. 26, 2008	0	72,100	\$48.82	Feb. 26, 2017	Feb. 26, 2008	7,800	\$ 255,528
								Aggregate Market Value
								\$ 665,028
Mr. Ruebenson	Feb. 06, 2004	40,800	0	\$45.96	Feb. 06, 2014			
	Feb. 22, 2005	22,965	7,655	\$52.57	Feb. 22, 2015	Feb. 22, 2005	4,674	\$ 153,120
	Feb. 21, 2006	13,500	13,500	\$53.84	Feb. 21, 2016	Feb. 21, 2006	3,750**	\$ 122,850
	Feb. 21, 2006	16,500	16,500	\$53.84	Feb. 21, 2016	Feb. 21, 2006	5,000	\$ 163,800
	Feb. 20, 2007	16,450	49,350	\$62.24	Feb. 20, 2017	Feb. 20, 2007	9,100	\$ 298,116
	Apr. 13, 2007	589	1,770*	\$61.33	Feb. 07, 2013			
	Feb. 26, 2008	0	124,400	\$48.82	Feb. 26, 2018	Feb. 26, 2008	13,500	\$ 442,260
								Aggregate Market Value
								\$1,180,146
Mr. Simonson	Jul. 29, 2002	125,000	0	\$36.40	July 29, 2012			
	Feb. 07, 2003	63,000	0	\$31.78	Feb. 07, 2013	Feb. 22, 2005	8,680	\$ 284,357
	Feb. 06, 2004	64,300	0	\$45.96	Feb. 06, 2014	Feb. 21, 2006	9,100	\$ 298,116
	Feb. 22, 2005	42,648	14,216	\$52.57	Feb. 22, 2015	Feb. 21, 2006	5,500**	\$ 180,180
	Feb. 21, 2006	20,000	20,000	\$53.84	Feb. 21, 2016	Feb. 20, 2007	8,200	\$ 268,632
	Feb. 21, 2006	30,000	30,000	\$53.84	Feb. 21, 2016	Feb. 26, 2008	11,600	\$ 380,016
	Feb. 20, 2007	14,950	44,850	\$62.24	Feb. 20, 2017			
	Feb. 26, 2008	0	107,300	\$48.82	Feb. 26, 2018			
								Aggregate Market Value
								\$1,411,301
Mr. Hale	Jan. 07, 2003	100,000 ⁽⁹⁾	0	\$38.06	Jan. 07, 2013			
	Feb. 07, 2003	73,000	0	\$31.78	Feb. 07, 2013	Feb. 22, 2005	9,097	\$ 298,018
	Feb. 06, 2004	70,300	0	\$45.96	Mar. 31, 2013	Feb. 21, 2006	9,400	\$ 307,944
	Feb. 22, 2005	44,700	14,900	\$52.57	Mar. 31, 2013	Feb. 21, 2006	5,500**	\$ 180,180
	Feb. 21, 2006	20,000	20,000	\$53.84	Mar. 31, 2013	Feb. 20, 2007	8,300	\$ 271,908
	Feb. 21, 2006	31,000	31,000	\$53.84	Mar. 31, 2013	Feb. 26, 2008	1,900	\$ 62,244
	Feb. 20, 2007	15,125	45,375	\$62.24	Mar. 31, 2013			
	Feb. 26, 2008	0	17,400	\$48.82	Mar. 31, 2013			
								Aggregate Market Value
								\$1,120,294

Table continues

Name	Option Grant Date	Option Awards ⁽¹⁾				Stock Awards		
		Number of Securities Underlying Unexercised Options (#) Exercisable ⁽²⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽³⁾	Option Exercise Price	Option Expiration Date ⁽⁴⁾	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽⁵⁾	Market Value of Shares or Units of Stock That Have Not Vested ⁽⁶⁾
Mr. Pilch	Feb. 06, 2004	5,290	0	\$45.96	Feb. 06, 2014	Feb. 22, 2005	3,255	\$ 106,634
	Feb. 22, 2005	10,650	5,325	\$52.57	Feb. 22, 2015	Apr. 12, 2005	455	\$ 14,906
	Apr. 12, 2005	1,092	364	\$54.30	Apr. 12, 2015	Feb. 21, 2006	3,009	\$ 98,575
	Feb. 21, 2006	7,000	7,000	\$53.84	Feb. 21, 2016	Feb. 21, 2006	2,000	\$ 65,520
	Feb. 21, 2006	9,957	9,958	\$53.84	Feb. 21, 2016	Feb. 20, 2007	2,918	\$ 95,594
	Feb. 20, 2007	5,294	15,884	\$62.24	Feb. 20, 2017	Feb. 26, 2008	3,300	\$ 108,108
	Feb. 26, 2008	0	30,700	\$48.82	Feb. 26, 2018	Sep. 08, 2008	7,000	\$ 229,320
	Sept. 08, 2008	0	22,000	\$46.48	Sep. 08, 2016			
								Aggregate Market Value
								\$ 718,657

- (1) Options vest in four installments on the first four anniversaries of the grant date except as otherwise noted. The exercise price of each option is equal to the fair market value of Allstate's common stock on the date of grant. For options granted prior to 2007, fair market value is equal to the average of high and low sale prices on the date of grant, and for options granted in 2007 and thereafter, fair market value is equal to the closing sale price on the date of grant or in each case, if there was no sale on the date of grant, then on the last previous day on which there was a sale. An asterisk (*) denotes reload options issued to replace shares tendered in payment of the exercise price of prior option awards. These reload options are subject to the same vesting terms and expiration date as the original options including becoming exercisable in four annual installments beginning one year after the reload option grant date. For option awards granted after 2003, the Compensation and Succession Committee eliminated the reload feature and no new option awards will be granted that contain a reload feature.
- (2) The aggregate value and aggregate number of exercisable in-the-money options as of December 31, 2008 for each of the named executives is as follows: Mr. Wilson—\$98,980 (101,000 aggregate number exercisable), Mr. Civgin—\$0 (0 aggregate number exercisable), Ms. Mayes—\$0 (0 aggregate number exercisable), Mr. Ruebenson—\$0 (0 aggregate number exercisable), Mr. Simonson—\$61,740 (63,000 aggregate number exercisable), Mr. Hale—\$71,540 (73,000 aggregate number exercisable), and Mr. Pilch—\$0 (0 aggregate number exercisable).
- (3) The aggregate value and aggregate number of unexercisable in-the-money options as of December 31, 2008 for each of the named executives is \$0 (0 aggregate number unexercisable).
- (4) March 2013 expiration dates for Mr. Hale reflect vested stock options that expire on the fifth anniversary of the date of Mr. Hale's termination of employment. Unvested stock options and restricted stock units continue to vest as scheduled.
- (5) Except as otherwise noted, each restricted stock unit award vests in one installment on the fourth anniversary of the grant date. Double asterisk (**) denotes restricted stock units that vest in four equal installments on the first four anniversaries of the grant date.
- (6) Amount is based on the closing price of our common stock of \$32.76 on December 31, 2008.
- (7) Restricted stock units awarded as a new hire grant. 2,000 restricted stock units vest on the second anniversary of the grant date and the remaining 4,300 restricted stock units vest on the fourth anniversary of the grant date.
- (8) Restricted stock units awarded as a new hire grant. 6,250 restricted stock units vest on the second anniversary of the grant date and the remaining 6,250 restricted stock units vest on the fourth anniversary of the grant date.
- (9) Stock options awarded as a new hire grant; options vested in two equal installments on the third anniversary, January 7, 2006, and the fifth anniversary, January 7, 2008, of the grant date.

Option Exercises and Stock Vested at Fiscal Year-End 2008

The following table summarizes the options exercised by the named executives during 2008 and the restricted stock and restricted stock unit awards that vested during 2008.

Name	Option Awards (as of 12/31/08)		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Mr. Wilson	53,850	200,322	19,050	888,632
Mr. Civgin	0	0	0	0
Ms. Mayes	0	0	0	0
Mr. Ruebenson	0	0	7,375	344,034
Mr. Simonson	0	0	12,250	571,348
Mr. Hale	0	0	13,150	613,270
Mr. Pilch	0	0	4,121	192,226

Retirement Benefits

Each named executive officer participates in two different defined benefit pension plans, and one of the named executive officers participates in a third arrangement that provides additional supplemental pension benefits which is referred to as the pension benefit enhancement. The following table summarizes the named executives' pension benefits.

PENSION BENEFITS				
NAME	PLAN NAME	NUMBER OF YEARS CREDITED SERVICE (#)	PRESENT VALUE OF ACCUMULATED BENEFIT ⁽¹⁾ (\$)	PAYMENTS DURING LAST FISCAL YEAR (\$)
Mr. Wilson	Allstate Retirement Plan	15.8	245,475	0
	Supplemental Retirement Income Plan	15.8	2,920,937	0
Mr. Civgin ⁽²⁾	Allstate Retirement Plan	0	0	0
	Supplemental Retirement Income Plan	0	0	0
Ms. Mayes	Allstate Retirement Plan	1.2	0	0
	Supplemental Retirement Income Plan	1.2	2,840	0
	Ms. Mayes' pension benefit enhancement ⁽³⁾	1.2	60,055	0
Mr. Ruebenson	Allstate Retirement Plan	28.0	953,043	0
	Supplemental Retirement Income Plan	28.0	3,508,899	0
Mr. Simonson	Allstate Retirement Plan	6.5	267,450	0
	Supplemental Retirement Income Plan	6.5	1,751,360	0
Mr. Hale	Allstate Retirement Plan	5.3	0	31,106
	Supplemental Retirement Income Plan	5.3	182,463	0
Mr. Pilch	Allstate Retirement Plan	13.2	496,727	0
	Supplemental Retirement Income Plan	13.2	1,477,211	0

(1) With the exception of Mr. Hale's benefit, these amounts are estimates and do not necessarily reflect the actual amounts that will be paid to the named executives, which will only be known at the time they become eligible for payment. Accrued benefits were calculated as of December 31, 2008 and used to calculate the Present Value of Accumulated Benefits at December 31, 2008. December 31 is our pension plan measurement date used for financial statement reporting purposes.

(2) Mr. Civgin is not currently a member of the ARP or SRIP and therefore, has not accrued any benefits under the ARP or SRIP.

(3) See narrative under the heading "Extra Service and Pension Benefit Enhancements" on page 62 for the explanation of the years of credited service with respect to Ms. Mayes' pension benefit enhancement.

The benefits and value of benefits shown in the Pension Benefits table are based on the following material factors:

Benefit Formula Under the ARP

The ARP has two different types of benefit formulas (final average pay and cash balance) which apply to participants based on their date of hire or individual choice made prior to the January 1, 2003 introduction of a cash balance design. Of the named executives, Ms. Mayes and Mr. Hale are eligible to earn cash balance benefits. Mr. Civgin will be eligible to earn cash balance benefits after completing one year of vesting service.

Benefits under the final average pay formula are earned and stated in the form of a straight life annuity payable at the normal retirement date (age 65). Participants who earn final average pay benefits may do so under one or more benefit formulas based on when they become members of the ARP and their years of service.

Final Average Pay Formula—January 1, 1989 through December 31, 2007 Benefit Formula

Messrs. Wilson, Ruebenson, Simonson, and Pilch, have earned ARP benefits under the post-1988 final average pay formula which is the sum of the Base Benefit and the Additional Benefit, as defined as follows:

- Base Benefit = 1.55% of the participant's average annual compensation, multiplied by his credited service after 1988 (limited to 28 years of credited service)
- Additional Benefit = 0.65% of the amount, if any, of the participant's average annual compensation that exceeds his covered compensation (the average of the maximum annual salary taxable for Social Security over the 35-year period ending the year the participant would reach Social Security retirement age) multiplied by his credited service after 1988 (limited to 28 years of credited service)

Final Average Pay Formula—January 1, 1978 through December 31, 1988 Benefit Formula

Since Mr. Ruebenson earned benefits between January 1, 1978 and December 31, 1988, one component of Mr. Ruebenson's ARP benefit will be based on the following benefit formula:

1. Multiply years of credited service from 1978 through 1988 by $2\frac{1}{8}\%$.
2. Then, multiply the percentage from step (1) by
 - a. Average annual compensation (five-year average) at December 31, 1988 and by
 - b. Estimated Social Security at December 31, 1988.
3. Then, subtract 2(b) from 2(a). The result is the normal retirement allowance for service from January 1, 1978 through December 31, 1988.
4. The normal retirement allowance is indexed for final average pay. In addition, there is an adjustment of 18% of the normal retirement allowance as of December 31, 1988 to reflect a conversion to a single life annuity.

Final Average Pay Formula—Past Service Element

Mr. Ruebenson's ARP benefit also will include a past service element because he was an employee on December 31, 1978 with one full calendar year of service. This component of his benefit is 0.2% of his 1978 annual compensation up to \$15,000 multiplied by the number of his completed calendar years of service prior to and including 1978. There also is an adjustment of 18% to the past service element to convert to a single life annuity.

Because credited service under the ARP is limited to 28 years, Mr. Ruebenson's benefit will be calculated using 11 years of credited service under the January 1, 1978 through December 31, 1988 Benefit Formula, 17 years of credited service under the January 1, 1989 Benefit Formula, plus the Past Service Element.

For participants eligible to earn cash balance benefits, including Ms. Mayes and Mr. Hale, pay credits are added to the cash balance account on a quarterly basis as a percent of compensation and based on the participant's years of vesting service as follows:

CASH BALANCE PLAN PAY CREDITS	
Vesting Service	Pay Credit %
Less than 1 year	0%
1 year, but less than 5 years	2.5%
5 years, but less than 10 years	3%
10 years, but less than 15 years	4%
15 years, but less than 20 years	5%
20 years, but less than 25 years	6%
25 years or more	7%

ARP Early and Normal Retirement Eligibility and Reductions

The earliest retirement age that a named executive may retire with unreduced retirement benefits under the ARP and SRIP is age 65. However, a participant earning final average pay benefits is entitled to an early retirement benefit if he terminates employment on or after age 55 and the completion of 20 or more years of service. A participant earning cash balance benefits who terminates employment with at least 3 years of vesting service is entitled to a lump sum benefit equal to his cash balance account balance. Currently, only Mr. Ruebenson is eligible for an early retirement benefit.

The benefit reduction for early payment of final average pay benefits earned after 1988 is as follows: The Base Benefit as described above is reduced by 0.4% for each full month the benefit is paid prior to the participant's normal retirement date (or benefit retirement age if member prior to 1989). Mr. Ruebenson was a member prior to 1989 and his benefit retirement age under the ARP is age 63. The Additional Benefit is reduced by $\frac{2}{3}$ of 1% for each of the first 36 full months and by $\frac{1}{3}$ of 1% for each of the next 84 full months by which the benefit commencement date precedes the participant's normal retirement date (age 65).

The benefit reduction for early payment of final average pay benefits earned prior to 1989 is 0.4% for each full month prior to age 60.

Benefit Formula Under the SRIP

SRIP benefits are generally determined using a two-step process: (1) determine the amount that would be payable under the ARP formula specified above if the federal limits described above did not apply, then (2) reduce the amount described in (1) by the amount actually payable under the ARP formula. The normal retirement date under the SRIP is age 65. If eligible for early retirement under the ARP, an eligible employee is also eligible for early retirement under the SRIP.

Vesting Under ARP and SRIP

Eligible employees are vested in the normal retirement benefit under the ARP and the SRIP on the earlier of the completion of five years of service or upon reaching age 65 for participants with final average pay benefits or the completion of three years of service or upon reaching age 65 for participants whose benefits are calculated under the cash balance formula.

Compensation Used to Determine Pension Benefits

For the ARP and SRIP, eligible compensation consists of salary, annual cash incentive awards, pre-tax employee deposits made to our 401(k) plan and our cafeteria plan, holiday pay, and vacation pay. Eligible compensation also includes overtime pay, payment for temporary military service, and payments for short term disability, but does not include long-term cash incentive awards or income related to the exercise of stock options and the vesting of restricted stock and restricted stock units. Compensation used to determine benefits under the ARP is limited in accordance with the Internal Revenue Code. Average annual compensation is the average compensation of the five highest consecutive calendar years within the last ten consecutive calendar years preceding the actual retirement or termination date.

Lump Sums Under the Plans

Payment options under the ARP include a lump sum, straight life annuity, and various survivor annuity options. The lump sum under the final average pay benefit is calculated in accordance with the applicable interest rate and mortality as required under the Internal Revenue Code. The lump sum payment under the cash balance benefit is generally equal to a participant's cash balance account balance. Payments from the SRIP and amounts payable relating to the supplemental pension enhancement are paid in the form of a lump sum using the same interest rate and mortality assumptions used under the ARP.

Valuation Assumptions

The amounts listed in the Present Value of Accumulated Benefit column of the Pension Benefits table and the amounts listed in the footnotes to the Change in Pension Value column of the Summary Compensation Table are based on the following assumptions:

- Discount rate of 7.5%, payment form assuming 80% paid as a lump sum and 20% paid as an annuity, lump-sum/annuity conversion segmented interest rates of 5.0% for the first five years, 6.5% for the next 15 years, and 7% for all years after 20 and the 2009 combined static Pension Protection Act funding mortality table with a blend of 50% males and 50% females (as required under the Internal Revenue Code), and post-retirement mortality for annuitants using the 2009 IRS-mandated annuitant table; these are the same as those used for financial reporting year-end disclosure as described in the notes to Allstate's consolidated financial statements. (See note 16 to our audited financial statements for 2008).
- Retirement age: normal retirement age under the ARP and SRIP (65). Based on guidance provided by the Securities and Exchange Commission, we have assumed normal retirement age regardless of any announced or anticipated retirements.
- Expected terminations, disability, and pre-retirement mortality: none assumed.

Extra Service and Pension Benefit Enhancements

No additional service is granted under the ARP or the SRIP. Generally, Allstate has not granted additional service credit outside of the actual service used to calculate ARP and SRIP benefits. However, Ms. Mayes has a supplemental nonqualified retirement benefit agreement which provides for additional cash balance pay credits. Ms. Mayes' enhanced pension benefit assumes the maximum 7% pay credits under the cash balance formula less

any amounts payable from ARP or SRIP, payable six months following separation from service or upon a change-in-control. Eligible service is calculated from Ms. Mayes' employment date.

Mr. Wilson has 15.8 years of combined service with Sears, Roebuck and Co., Allstate's former parent company, and Allstate. As a result of his prior Sears service, a portion of Mr. Wilson's retirement benefits will be paid from the Sears pension plan. Similar to other employees with prior Sears service who were employed by Allstate at the time of the spin-off from Sears in 1995, Mr. Wilson's pension benefits under the ARP final average pay benefit and the SRIP are calculated as if he had worked his combined Sears-Allstate career with Allstate, and then are reduced by the amounts earned under the Sears pension plan.

Non-Qualified Deferred Compensation

The following table summarizes the non-qualified deferred compensation contributions, earnings, and account balances of our named executives in 2008. All amounts relate to the Deferred Compensation Plan.

NON-QUALIFIED DEFERRED COMPENSATION AT FISCAL YEAR-END 2008					
Name	Executive Contributions in Last FY (\$)⁽²⁾	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)⁽¹⁾	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)⁽³⁾
Mr. Wilson	0	0	(160,655)	0	298,673
Mr. Civgin	0	0	0	0	0
Ms. Mayes	0	0	0	0	0
Mr. Ruebenson	0	0	(276,810)	0	706,025
Mr. Simonson	0	0	0	0	0
Mr. Hale	0	0	(47,959)	48,928	72,434
Mr. Pilch	453,645	0	141,490	0	3,669,498

(1) Aggregate earnings were not included in the named executive's prior year compensation.

(2) Of the named executives, only Mr. Pilch made contributions to the Deferred Compensation Plan in 2008. Mr. Pilch's contribution reflects his 2007 annual cash incentive award which was otherwise payable in March 2008.

(3) There are no amounts reported in the Aggregate Balance at Last FYE column that were reported in the 2008, 2007 or 2006 Summary Compensation Tables.

In order to remain competitive with other employers, we allow employees, including the named executives, whose annual compensation exceeds the amount specified in the Internal Revenue Code (e.g., \$230,000 in 2008), to defer up to 80% of their salary and/or up to 100% of their annual cash incentive award that exceeds that amount under the Deferred Compensation Plan. Allstate does not match participant deferrals and does not guarantee a stated rate of return.

Deferrals under the Deferred Compensation Plan are credited with earnings, or are subject to losses, based on the results of the investment option or options selected by the participants. The investment options available under the Deferred Compensation Plan are Stable Value, S&P 500, International Equity, Russell 2000 and Bond Funds—options currently available under our 401(k) plan. Under the Deferred Compensation Plan, deferrals are not actually invested in these funds, but instead are credited with earnings or losses based on the funds' investment experience, which are net of administration and investment expenses. Because the rate of return is based on actual investment measures in our 401(k) plan, no above-market earnings are paid. Similar to our 401(k) plan, participants can change their investment elections daily. Investment changes are effective the next business day. The Deferred Compensation Plan is unfunded; participants have only the rights of general unsecured creditors.

Deferrals under the Deferred Compensation Plan are segregated into pre-2005 balances and post-2004 balances. A named executive may elect to begin receiving a distribution of his pre-2005 balance upon separation from service or in one of the first through fifth years after separation from service. In either event, the named executive may elect to receive payment of his pre-2005 balance in a lump sum or in annual cash installment payments over a period of from two to ten years. An irrevocable distribution election is required before making any post-2004 deferrals into the plan. The distribution options available to the post-2004 balances are similar to those available to the pre-2005 balances, except the earliest distribution date is six months following separation from service. Upon a showing of unforeseeable emergency, a plan participant may be allowed to access certain funds in his deferred compensation account earlier than the dates specified above.

Potential Payments as a Result of Termination or Change-in-Control

Termination of Employment

All regular full-time and regular part-time employees are eligible to participate in the Severance Pay Plan, which is sponsored by Allstate Insurance Company. The Severance Pay Plan provides severance pay for a specified period of time in the event that employment is involuntarily terminated by Allstate for lack of work, rearrangement of work, or reduction in workforce. Subject to the terms of the Severance Pay Plan, each eligible employee is entitled to a lump sum payment equal to two weeks of pay for each complete year of service, up to a maximum of 52 weeks of pay. In addition, all regular full-time and regular part-time employees are eligible to participate in the Service Allowance Plan, which provides severance pay for a specified period of time in the event that employment is involuntarily terminated by Allstate for an inability to satisfactorily perform the responsibilities of the employee's position. Subject to the terms of the Service Allowance Plan, each eligible employee is entitled to a range of two to thirteen weeks of pay based on a graduated schedule reflecting years of service. To the extent that the employee receives severance benefits under change-in-control agreements, the employee waives the right to receive corresponding amounts of severance benefits under the Severance Pay Plan and Service Allowance Plan.

Allstate has entered into certain agreements or provides certain plans that will require Allstate Insurance Company or The Allstate Corporation to provide compensation or benefits to the named executives in the event of a termination of employment—other than compensation and benefits generally available to all salaried employees. The amount of compensation payable to each named executive or the value of benefits provided to the named executives that exceed the compensation or benefits generally available to all salaried employees in each situation is listed in the tables below. The payment of the 2008 annual cash incentive award, the 2006-2008 long-term cash incentive award, and any 2008 salary earned but not paid in 2008 due to Allstate's payroll cycle are not included in these tables because these amounts are payable to the named executives regardless of termination, death, or disability. Since Mr. Hale retired on March 31, 2008, we have only quantified the benefits and payments associated with retirement. Benefits and payments are calculated assuming a December 31, 2008 employment termination date.

POTENTIAL PAYMENTS UPON TERMINATION⁽¹⁾
(No Change-in-Control)

Name	Long-Term Cash Incentive Awards ⁽⁴⁾ (\$)	Stock Options—Unvested and Accelerated ⁽⁵⁾ (\$)	Restricted Stock Units—Unvested and Accelerated (\$)	Non-Qualified Pension Benefits (\$)	Welfare Benefits (\$)	Severance (\$)	Total (\$)
Mr. Wilson							
Voluntary Termination	0	0	0	4,132,986 ⁽⁷⁾	0	0	4,132,986
Involuntary Termination ⁽²⁾	0	0	0	4,132,986 ⁽⁷⁾	0	896,922 ⁽⁹⁾	5,029,908
Retirement	0 ⁽³⁾	0 ⁽³⁾	0 ⁽³⁾	4,132,986 ⁽⁷⁾	0	0	4,132,986
Death	1,559,944	0 ⁽⁶⁾	4,229,579 ⁽¹²⁾	4,132,986 ⁽⁷⁾	0	0	9,922,509
Disability	1,559,944	0 ⁽⁶⁾	0	4,132,986 ⁽⁷⁾	14,339,886 ⁽⁸⁾	0	20,032,816
Mr. Civgin							
Voluntary Termination	0	0	0	0 ⁽¹³⁾	0	0	0
Involuntary Termination ⁽²⁾	0	0	0	0 ⁽¹³⁾	0	21,154 ⁽⁹⁾	21,154
Retirement	0 ⁽³⁾	0 ⁽³⁾	0 ⁽³⁾	0 ⁽¹³⁾	0	0	0
Death	113,056	0 ⁽⁶⁾	206,388 ⁽¹²⁾	0 ⁽¹³⁾	0	0	319,444
Disability	113,056	0 ⁽⁶⁾	0	0 ⁽¹³⁾	1,783,451 ⁽⁸⁾	0	1,896,507
Ms. Mayes							
Voluntary Termination	0	0	0	69,764 ⁽¹⁴⁾	0	0	69,764
Involuntary Termination ⁽²⁾	0	0	0	69,764 ⁽¹⁴⁾	0	21,000 ⁽⁹⁾	90,764
Retirement	0 ⁽³⁾	0 ⁽³⁾	0 ⁽³⁾	69,764 ⁽¹⁴⁾	0	0	69,764
Death	575,008	0 ⁽⁶⁾	665,028 ⁽¹²⁾	69,764 ⁽¹⁴⁾	0	0	1,309,800
Disability	575,008	0 ⁽⁶⁾	0	69,764 ⁽¹⁴⁾	1,637,711 ⁽⁸⁾	0	2,282,483
Mr. Ruebenson							
Voluntary Termination	0	0	0	5,169,790 ⁽¹⁵⁾	0	0	5,169,790
Involuntary Termination ⁽²⁾	0	0	0	5,169,790 ⁽¹⁵⁾	0	625,006 ⁽⁹⁾	5,794,796
Retirement	296,042	0 ⁽¹⁰⁾	1,180,146 ⁽¹¹⁾	5,169,790 ⁽¹⁵⁾	0	0	6,645,978
Death	296,042	0 ⁽⁶⁾	1,180,146 ⁽¹²⁾	5,169,790 ⁽¹⁵⁾	0	0	6,645,978
Disability	296,042	0 ⁽⁶⁾	0	5,169,790 ⁽¹⁵⁾	2,315,522 ⁽⁸⁾	0	7,781,354
Mr. Simonson							
Voluntary Termination	0	0	0	1,981,580 ⁽¹⁶⁾	0	0	1,981,580
Involuntary Termination ⁽²⁾	0	0	0	1,981,580 ⁽¹⁶⁾	0	152,947 ⁽⁹⁾	2,134,527
Retirement	261,803	0 ⁽¹⁰⁾	1,411,301 ⁽¹¹⁾	1,981,580 ⁽¹⁶⁾	0	0	3,654,684
Death	261,803	0 ⁽⁶⁾	1,411,301 ⁽¹²⁾	1,981,580 ⁽¹⁶⁾	0	0	3,654,684
Disability	261,803	0 ⁽⁶⁾	0	1,981,580 ⁽¹⁶⁾	1,307,791 ⁽⁸⁾	0	3,551,174
Mr. Hale							
Retirement	143,986	0 ⁽¹⁰⁾	1,120,294 ⁽¹¹⁾	182,463 ⁽¹⁷⁾	0	0	1,446,743
Mr. Pilch							
Voluntary Termination	0	0	0	1,720,059 ⁽¹⁸⁾	0	0	1,720,059
Involuntary Termination ⁽²⁾	0	0	0	1,720,059 ⁽¹⁸⁾	0	194,506 ⁽⁹⁾	1,914,565
Retirement	155,602	0 ⁽¹⁰⁾	718,657 ⁽¹¹⁾	1,720,059 ⁽¹⁸⁾	0	0	2,594,318
Death	155,602	0 ⁽⁶⁾	718,657 ⁽¹²⁾	1,720,059 ⁽¹⁸⁾	0	0	2,594,318
Disability	155,602	0 ⁽⁶⁾	0	1,720,059 ⁽¹⁸⁾	827,371 ⁽⁸⁾	0	2,703,032

- (1) A "0" indicates that either there is no amount payable to the named executive or no amount payable to the named executive that is not made available to all salaried employees.
- (2) Examples of "Involuntary Termination" independent of a change-in-control include performance-related terminations, reorganization, and terminations for employee dishonesty and violation of Allstate rules, regulations, or policies.
- (3) As of December 31, 2008, Mr. Wilson, Mr. Civgin, and Ms. Mayes were not eligible to retire in accordance with Allstate's policy or the terms of any of the Allstate compensation and benefit plans including the long-term cash incentive and equity incentive plans.
- (4) If a participant dies, retires or is disabled during a performance cycle, the participant's award will be prorated based on the number of half months in which the participant was eligible to participate during the long-term cash incentive performance cycle. The amount reflected is calculated at target for purposes of this disclosure. The actual payment would be made at the time all awards are paid for that particular performance cycle and calculated based on actual results.

Footnotes continue

- (5) If the named executive's termination of employment is for any reason other than death, disability, or retirement, unvested stock options will be forfeited, and stock options, to the extent they are vested on the date of termination, may be exercised at any time on or before the earlier to occur of (a) the expiration date of the stock option and (b) three months after the date of termination.
- (6) If the named executive's termination of employment is on account of death or disability, then stock options, to the extent not vested, will vest and may be exercised at any time on or before the earlier to occur of (1) the expiration date of the option and (2) the second anniversary of the date of termination of employment. Stock option values are based on a December 31, 2008 market close price of \$32.76 per share of Allstate stock.
- (7) The present value of the non-qualified pension benefits for Mr. Wilson earned through December 31, 2008, based on a 7.5% discount rate is disclosed in the Pension Benefits table. The present value of Mr. Wilson's non-qualified pension benefits (SRIP), \$4,132,986, earned through December 31, 2008 is based on the lump sum methodology (i.e., interest rate and mortality table) used by the Allstate pension plans in 2009, as required under the Pension Protection Act. Specifically, the interest rate for 2009 is based on 60% of the average August 30-year Treasury Bond rate from the prior year, and 40% of the average corporate bond segmented yield curve from August of the prior year. The mortality table for 2009 is the 2009 combined static Pension Protection Act funding mortality table with a blend of 50% males and 50% females, as published by the IRS. The benefits earned under the SRIP would be payable upon reaching age 65 if termination is a result of a voluntary termination, involuntary termination or retirement. Mr. Wilson will turn 65 on October 15, 2022. SRIP benefits would become payable immediately upon death or upon reaching age 50 if disabled.
- (8) The named executives are eligible to participate in Allstate's supplemental long-term disability plan for employees whose annual earnings exceed the level which produces the maximum monthly benefit provided by the Allstate Long Term Disability Plan (Basic Plan). The benefit is equal to 50% of the named executive's qualified annual earnings divided by twelve and rounded to the nearest one hundred dollars, reduced by \$7,500, which is the maximum monthly benefit payment that can be received under the Basic Plan. The amount reflected assumes the named executive remains totally disabled until age 65 and represents the present value of the monthly benefit payable until age 65.
- (9) In the event of employment termination resulting from a lack of work, rearrangement of work, or reduction in workforce, the named executives would be eligible for a lump sum payment equal to two weeks of pay for each complete year of service, up to a maximum of 52 weeks of pay. Mr. Civgin is eligible for the minimum benefit under the plan of two weeks of pay.
- (10) If the named executive retires at the normal retirement date or a health retirement date, unvested stock options continue to vest in accordance with their terms, and all outstanding stock options, when vested, may be exercised, in whole or in part, by the named executive at any time on or before the earlier to occur of (a) the expiration date of the stock option and (b) the fifth anniversary of the date of such termination of employment. The "normal retirement date" under the stock option awards is the date on or after the date the named executive attains age 60 with at least one year of service. The "health retirement date" is the date on which the named executive terminates for health reasons after attaining age 50, but before attaining age 60, with at least ten years of continuous service. If the named executive retires at the early retirement date, unvested stock options are forfeited, and stock options, to the extent they are vested on the date of termination, may be exercised, in whole or in part, by the named executive at any time on or before the earlier to occur of (a) the expiration date of the stock option and (b) the fifth anniversary of the date of termination of employment. The "early retirement date" is the date the named executive attains age 55 with 20 years of service. The aggregate value of unexercisable in-the-money options as of December 31, 2008 based on a market close price of \$32.76 per share of Allstate stock for each of the named executives is reflected in the table. The actual amount received by the named executives would be based on the market close price on the date the stock options were exercised.
- (11) If the named executive retires on or after attaining age 60 with at least one year of service, then no unvested restricted shares or restricted stock units are forfeited and the unvested shares or restricted stock units will remain subject to the restriction period established in the award agreement. If the named executive dies following retirement and before the end of the restriction period, then all unvested restricted stock units immediately become nonforfeitable and vest as of the date of death. The aggregate value of unvested restricted shares or restricted stock units as of December 31, 2008 based on a market close price of \$32.76 per share of Allstate stock for each of the named executives is reflected in the table. The actual amount received by the named executives would be based on the market close price on the date the stock restriction lapses.
- (12) If the named executive's termination of employment is a result of death, restricted stock units granted in February, 2006, 2007, and 2008 immediately become nonforfeitable and the restrictions expire. The December 31, 2008 market close price of \$32.76 per share of Allstate stock was used to value the unvested and nonforfeitable awards.
- (13) Mr. Civgin was not a member of the ARP or SRIP as of December 31, 2008.
- (14) The present value of the non-qualified pension benefits for Ms. Mayes earned through December 31, 2008, based on a 7.5% discount rate is disclosed in the Pension Benefits Table. The present value of Ms. Mayes' non-qualified pension benefits earned through December 31, 2008 is \$69,764 (\$3,150 SRIP benefit, plus a \$66,614 pension benefit enhancement). Ms. Mayes' pension benefit enhancement is payable 6 months after separation from service under each of the employment termination scenarios. The benefits earned under the SRIP would be payable upon reaching age 65, and, if vested, upon earlier voluntary termination, involuntary termination or retirement. Ms. Mayes will turn 65 on July 9, 2014. SRIP benefits would become payable immediately upon death.
- (15) The present value of the non-qualified pension benefits for Mr. Ruebenson earned through December 31, 2008, based on a 7.5% discount rate is disclosed in the Pension Benefits table. The present value of Mr. Ruebenson's non-qualified pension benefits (SRIP), \$5,169,790, earned through December 31, 2008 is based on the lump sum methodology (i.e., interest rate and mortality table) used by the Allstate pension plans in 2009, as required under the Pension Protection Act. Specifically, the interest rate for 2009 is based on 60% of the average August 30-year Treasury Bond rate from the prior year, and 40% of the average corporate bond segmented yield curve from August of the prior year. The mortality table for 2009 is the 2009 combined static Pension Protection Act funding mortality table with a blend of 50% males and 50% females, as published by the IRS. The benefits earned under the SRIP would be payable upon reaching age 65 and if termination is a result of a voluntary termination, involuntary termination or retirement. Mr. Ruebenson will turn 65 on May 31, 2013. SRIP benefits would become payable immediately upon death or disability.

Footnotes continue

- (16) The present value of the non-qualified pension benefits for Mr. Simonson earned through December 31, 2008, based on a 7.5% discount rate is disclosed in the Pension Benefits Table. The present value of Mr. Simonson's non-qualified pension benefits (SRIP), \$1,981,580, earned through December 31, 2008 is based on the lump sum methodology (i.e., interest rate and mortality table) used by the Allstate pension plans in 2009, as required under the Pension Protection Act. Specifically, the interest rate for 2009 is based on 60% of the average August 30-year Treasury Bond rate from the prior year, and 40% of the average corporate bond segmented yield curve from August of the prior year. The mortality table for 2009 is the 2009 combined static Pension Protection Act funding mortality table with a blend of 50% males and 50% females, as published by the IRS. The benefits earned under the SRIP would be payable upon reaching age 65, and if termination is a result of a voluntary termination, involuntary termination or retirement. Mr. Simonson will turn 65 on July 28, 2010. SRIP benefits would become payable immediately upon death.
- (17) The present value of the non-qualified pension benefits for Mr. Hale earned through his termination date of March 31, 2008, based on a 7.5% discount rate is disclosed in the Pension Benefits Table. The present value of Mr. Hale's non-qualified pension benefits (SRIP) earned through March 31, 2008 is \$182,463. Mr. Hale was paid his entire SRIP benefit in the amount of \$182,463 in January, 2009.
- (18) The present value of the non-qualified pension benefits for Mr. Pilch earned through December 31, 2008, based on a 7.5% discount rate is disclosed in the Pension Benefits Table. The present value of Mr. Pilch's non-qualified pension benefits (SRIP), \$1,720,059 earned through December 31, 2008 is based on the lump sum methodology (i.e., interest rate and mortality table) used by the Allstate pension plans in 2009, as required under the Pension Protection Act. Specifically, the interest rate for 2009 is based on 60% of the average August 30-year Treasury Bond rate from the prior year, and 40% of the average corporate bond segmented yield curve from August of the prior year. The mortality table for 2009 is the 2009 combined static Pension Protection Act funding mortality table with a blend of 50% males and 50% females, as published by the IRS. The benefits earned under the SRIP would be payable upon reaching age 65 and if termination is a result of a voluntary termination, involuntary termination or retirement. Mr. Pilch will turn 65 on September 21, 2011. SRIP benefits would become payable immediately upon death or disability.

Change-in-Control

The Allstate Corporation and Allstate Insurance Company have entered into agreements with the named executives to provide certain benefits and compensation in the event of a change-in-control. In general, a change-in-control is one or more of the following events: (1) any person acquires 30% or more of the combined voting power of Allstate common stock within a 12-month period; (2) any person acquires more than 50% of the combined voting power of Allstate common stock; (3) certain changes are made to the composition of the Board; or (4) the consummation of a merger, reorganization or similar transaction. These triggers were selected because, in a widely held company the size of Allstate, they could each result in a substantial change in management.

During the two-year period following a change-in-control, the change-in-control agreements provide for a minimum salary, annual cash incentive awards, long-term cash incentive awards, and other benefits. In addition, they provide that the named executives' positions, authority, duties, and responsibilities will be at least commensurate in all material respects with those held prior to the change-in-control.

Under the change-in-control agreements, severance benefits would be payable if a named executive's employment is terminated either by Allstate without "cause" or by the executive for "good reason" as defined in the agreements during the two-year period following the change-in-control. Cause means the named executive has been convicted of a felony or other crime involving fraud or dishonesty, has willfully or intentionally breached his change-in-control agreement, has habitually neglected his or her duties, or has engaged in willful or reckless material misconduct in the performance of his or her duties. Good reason includes a material diminution in a named executive's base compensation, authority, duties, or responsibilities, a material change in the geographic location where the named executive performs services, or a material breach of the change-in-control agreement by Allstate. The principal severance benefits payable on post-change-in-control terminations include: pro-rated annual cash incentive awards and long-term cash incentive awards (all at target); a payment equal to three times (two times for Mr. Pilch) the sum of the executive's base salary and target annual cash incentive award; the continuation of certain welfare benefits for the continuation coverage period at a cost not to exceed the amount paid by the named executive prior to termination; outplacement services, an enhanced retirement benefit consisting of an additional three years of service, age, and compensation (two years for Mr. Pilch); and reimbursement (on an after-tax basis) of any resulting excise taxes.

If a named executive's employment is terminated by reason of death or disability during the two-year period commencing on the date of a change-in-control, Allstate will pay the named executive or the named executive's estate a lump-sum cash amount equal to all amounts earned but unpaid, including any annual and long-term cash incentive awards, as of the termination date. In addition, in the event of death, the named executive's estate or beneficiary will be entitled to survivor and other benefits, including retiree medical coverage, if eligible, that are not less favorable than the most favorable benefits available to the estates or surviving families of peer executives of Allstate. In the event of disability, Allstate will pay disability and other benefits, including supplemental long-term disability benefits and retiree medical coverage, if eligible, that are not less favorable than the most favorable benefits available to disabled peer executives. If Allstate terminates a named executive's employment for

cause, our sole obligation is to pay the named executive a lump-sum cash amount equal to all amounts earned and due to be paid, but unpaid, as of the termination date.

If a named executive incurs legal fees or other expenses in an effort to enforce the change-in-control agreement, Allstate will reimburse the named executive for these expenses unless it is established by a court that the named executive had no reasonable basis for his claim or acted in bad faith.

Effective upon a change-in-control, the named executives become subject to covenants prohibiting competition and solicitation of employees, customers, and suppliers at any time until one year after termination of employment.

The following table describes the estimated compensation or benefits that would be provided by Allstate Insurance Company or The Allstate Corporation to the named executives, except Mr. Hale who retired on March 31, 2008, in the event of a change-in-control—other than compensation and benefits generally available to all salaried employees. The amount of compensation payable to each named executive or the value of benefits provided to the named executives that exceed the compensation or benefits generally available to all salaried employees in each situation is listed in the table below. The payment of the 2008 annual cash incentive award, the 2006-2008 long-term cash incentive award and any 2008 salary earned but not paid in 2008 due to Allstate's payroll cycle are not included in these tables because these amounts are payable to the named executives regardless of termination, death or disability. Benefits and payments are calculated assuming a December 31, 2008 employment termination date or change-in-control.

POTENTIAL PAYMENTS UPON CHANGE-IN-CONTROL⁽¹⁾

Name	Change-in-Control Severance (\$)	Stock Options—Unvested and Accelerated ⁽³⁾ (\$)	Restricted stock units—Unvested and Accelerated ⁽⁵⁾ (\$)	Non-Qualified Pension and Deferred Compensation (\$)	Welfare Benefits and Outplacement Services (\$)	Excise Tax Reimbursement and Tax Gross-Up ⁽⁹⁾ (\$)	Total (\$)
Mr. Wilson							
Immediately Payable Upon Change-in-Control	0	0	4,229,579	4,431,659 ⁽⁶⁾	0	0	8,661,238
Involuntary or Good Reason Termination	14,130,432 ⁽²⁾	See Footnote 4	See Footnote 4	See Footnote 7	58,286 ⁽⁸⁾	0	14,188,718
Death/Disability/For Cause Termination	0	0	0	0	0	0	0
Mr. Civgin							
Immediately Payable Upon Change-in-Control	0	0	206,388	0 ⁽⁶⁾	0	0	206,388
Involuntary or Good Reason Termination	3,420,050 ⁽²⁾	See Footnote 4	See Footnote 4	See Footnote 7	36,947 ⁽⁸⁾	1,467,523	4,924,520
Death/Disability/For Cause Termination	0	0	0	0	0	0	0
Ms. Mayes							
Immediately Payable Upon Change-in-Control	0	0	665,028	69,764 ⁽⁶⁾	0	0	734,792
Involuntary or Good Reason Termination	3,772,010 ⁽²⁾	See Footnote 4	See Footnote 4	See Footnote 7	26,741 ⁽⁸⁾	1,724,394	5,523,145
Death/Disability/For Cause Termination	0	0	0	0	0	0	0
Mr. Ruebenson							
Immediately Payable Upon Change-in-Control	0	0	1,180,146	5,875,815 ⁽⁶⁾	0	0	7,055,961
Involuntary or Good Reason Termination	7,483,251 ⁽²⁾	See Footnote 4	See Footnote 4	See Footnote 7	32,273 ⁽⁸⁾	2,858,062	10,373,586
Death/Disability/For Cause Termination	0	0	0	0	0	0	0
Mr. Simonson							
Immediately Payable Upon Change-in-Control	0	0	1,411,301	1,981,580 ⁽⁶⁾	0	0	3,392,881
Involuntary or Good Reason Termination	5,649,504 ⁽²⁾	See Footnote 4	See Footnote 4	See Footnote 7	33,235 ⁽⁸⁾	0	5,682,739
Death/Disability/For Cause Termination	0	0	0	0	0	0	0
Mr. Pilch							
Immediately Payable Upon Change-in-Control	0	0	718,657	5,389,557 ⁽⁶⁾	0	0	6,108,214
Involuntary or Good Reason Termination	2,308,091 ⁽²⁾	See Footnote 4	See Footnote 4	See Footnote 7	31,924 ⁽⁸⁾	0	2,340,015
Death/Disability/For Cause Termination	0	0	0	0	0	0	0

(1) A "0" indicates that either there is no amount payable to the named executive or no amount payable to the named executive that is not made available to all salaried employees.

(2) Change-in-control severance benefits upon an involuntary termination or termination for good reason contain the following elements:

- except for Mr. Pilch, three times the named executive's base salary. Mr. Pilch's change-in-control agreement provides for two times his base salary;
- except for Mr. Pilch, three times the named executive's annual cash incentive award calculated at target, Mr. Pilch's change-in-control agreement provides for two times his annual cash incentive award calculated at target;
- the named executive's pro-rata long-term cash incentive award for the 2007-2009 and 2008-2010 performance cycles calculated at target; and
- a lump sum payment equal to the positive difference, if any, between: (a) the sum of the lump-sum values of each maximum annuity that would be payable to the named executive under any defined benefit plan (whether or not qualified under Section 401(a) of the Internal Revenue Code) if the named executive had: (i) become fully vested in all such benefits, (ii) attained as of the named executive's termination date an age that is three years greater than named executive's actual age, (iii) accrued a number of years of service that is three years greater than the number of years of service actually accrued by the named executive as of the named executive's termination date, and (iv) received a lump-sum severance benefit consisting of three times base salary, three times annual incentive cash compensation calculated at target, plus the 2008 annual incentive cash award as covered compensation in equal monthly installments during the three-year period following the named executive's termination date (Mr. Pilch's change-in-control agreement provides for an additional two years of age, service, and compensation, such compensation to consist of two times base salary and annual incentive, plus the 2008 annual incentive cash award, to be paid in equal monthly installments during the two-year period following termination); and (b) the lump-sum values of the maximum annuity benefits vested and payable to named executive under each defined benefit plan that is qualified under Section 401(a) of the Internal Revenue Code plus the aggregate amounts simultaneously or previously paid to the named executive under the defined benefit plans (whether or not qualified under Section 401(a)). The calculation of the lump sum amounts payable under this formula does not impact the benefits payable under the ARP, SRIP or Ms. Mayes' pension benefit enhancement. Ms. Mayes' pension benefit enhancement is described in the Retirement Benefits narrative.

The change-in-control agreements provide that if the after-tax benefit of all change of control payments are less than 110% of the after-tax benefit of the safe harbor benefit amount, then the change-in-control benefits are to be reduced to the safe harbor benefit amount. The safe harbor benefit amount is the highest level of benefits that can be paid before which an excise tax under section 4999 of the Internal Revenue Code would apply.

(3) Stock option values are based on a December 31, 2008 market close price of \$32.76 per share of Allstate stock.

(4) For purposes of this table, unvested stock options and restricted stock units, which would have been immediately payable upon a change-in-control regardless of termination of employment, were assumed to have been paid immediately prior to termination and are reflected in the "Immediately Payable Upon Change-in-Control" row.

(5) The December 31, 2008 market close price of \$32.76 per share of Allstate stock was used to value the unvested and nonforfeitable restricted stock unit and restricted stock awards.

Footnotes continue

- (6) Within five business days after the effective date of a change-in-control, the named executives will receive a lump sum payment equal to the present value of the named executive's SRIP benefit, pension benefit enhancement, if applicable, and deferred compensation account balance. The present value of non-qualified pension benefits earned through December 31, 2008 is based on the lump sum methodology (i.e., interest rate and mortality table) used by the Allstate pension plans in 2009, as required under the Pension Protection Act. Specifically, the interest rate for 2009 is based on 60% of the average August 30-year Treasury Bond rate from the prior year, and 40% of the average corporate bond segmented yield curve from August of the prior year. The mortality table for 2009 is the 2009 combined static Pension Protection Act funding mortality table with a blend of 50% males and 50% females, as published by the IRS. Refer to the Retirement Benefits section beginning on page 60 for a discussion of the SRIP benefit and pension benefit enhancement. See the Potential Payments Upon Termination table and the corresponding footnotes on pages 65-67 for a breakdown of the present value of the SRIP and pension benefit enhancements for Ms. Mayes. See the Non-Qualified Deferred Compensation at Fiscal Year-End 2008 table on page 63 for additional information on the Deferred Compensation Plan and information regarding the named executive's account balances as of December 31, 2008.
- (7) For purposes of this table, the present value of non-qualified pension benefits earned through December 31, 2008 and the named executive's Deferred Compensation Plan account balance, if any, which would have been immediately payable upon a change-in-control regardless of termination of employment were assumed to have been paid immediately prior to termination upon the effective date of a change of control and are reflected in the "Immediately Payable Upon Change-in-Control" row.
- (8) The Welfare Benefits and Outplacement Services amount includes the cost to provide certain welfare benefits to the named executive and family during the period which the named executive is eligible for continuation coverage under applicable law. The amount shown reflects Allstate's costs for these benefits or programs assuming an 18-month continuation period.
- (9) Certain payments made as a result of a change in control are subject to a 20% excise tax imposed on the named executive by Section 4999 of the Code. The Excise Tax Reimbursement and Tax Gross-up is the amount Allstate would pay to the named executive as reimbursement for the 20% excise tax plus a tax gross-up for any taxes incurred by the named executive resulting from the reimbursement of such excise tax. The estimated amounts of reimbursement of any resulting excise taxes were determined without regard to the effect that restrictive covenants and any other facts and circumstances may have on the amount of excise taxes, if any, that ultimately might be payable in the event these payments were made to a named executive which is not subject to reliable advance prediction or a reasonable estimate.

Performance Measures

Information regarding our performance measures is disclosed in the limited context of our annual and long-term cash incentive awards and should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

The following are descriptions of the performance measures used for our annual cash incentive awards for 2008 and our long-term cash incentive awards for the 2006-2008 and 2008-2010 cycles.

These measures are not GAAP measures. They were developed uniquely for incentive compensation purposes and are not reported items in our financial statements. Some of these measures use non-GAAP measures and operating measures. The Compensation and Succession Committee has approved the use of non-GAAP and operating measures when appropriate to drive executive focus on particular strategic, operational, or financial factors or to exclude factors over which our executives have little influence or control, such as capital market conditions.

Annual Cash Incentive Awards for 2008

Corporate Measure

Adjusted operating income per diluted share: This measure is used to assess financial performance. The measure is equal to net income adjusted to exclude the after-tax effects of the items listed below, divided by the weighted average shares outstanding on a diluted basis:

- realized capital gains and losses (which includes the related effect on the amortization of deferred acquisition and deferred sales inducement costs but excludes periodic settlements and accruals on certain derivative instruments that do not qualify for hedge accounting);
- gains and losses on disposed operations;
- adjustments for other significant non-recurring, infrequent, or unusual items, when (a) the nature of the charge or gain is such that it is reasonably unlikely to recur within two years or (b) there has been no similar charge or gain within the prior two years;
- restructuring and related charges;
- the effects of acquiring businesses;
- the negative operating results of sold businesses;
- the underwriting results of the Discontinued Lines and Coverages segment; and

- any settlement, awards, or claims paid as a result of lawsuits and other proceedings brought against Allstate subsidiaries regarding the scope and nature of coverage provided under insurance policies issued by such companies.

Allstate Protection Measures

Customer loyalty index: This is an indicative measure used by management to assess the future retention of customers. This measure represents the change in Allstate's index value between the prior and current year end. The index is based on responses to a consumer survey developed by Allstate. The survey measures consumer satisfaction, likelihood to renew, and likelihood to recommend their insurance company. A vendor administers the survey and tabulates the index.

Financial product sales ("production credits"): This measure of sales and related profitability of proprietary and non-proprietary financial products is used by management to assess the execution of our financial services strategy. This measure is calculated as the total amount of production credits for current year transactions. Production credits are an internal statistic calculated as a percent of premium or deposits to life insurance, annuities, or mutual funds which vary based on the expected profitability of the specific financial product.

Growth and profit matrix: A combination of financial measures used by management to emphasize a balanced approach to premium growth and profit. The matrix utilizes (a) the percent increase in Allstate Protection premiums written, excluding the cost of catastrophe reinsurance and excluding premiums written for personal property insurance in catastrophe prone markets and commercial property insurance in nineteen states with hurricane exposure and (b) the Allstate Protection combined ratio adjusted to exclude the effect of restructuring and related charges. For disclosure of Allstate Protection premiums written and combined ratio, see the discussion of the Allstate Protection segment in Management's Discussion and Analysis of Financial Condition and Results of Operations.

Allstate Financial Measures

Adjusted net income: This is a measure management uses to assess the profitability of the business. The Allstate Financial measure, net income, is adjusted to exclude the after tax effects of restructuring and related charges and the potential cost of any guaranty fund assessments related to the potential insolvency of Executive Life Insurance Company of New York. For disclosure of this Allstate Financial measure see footnote 18 to our audited financial statements.

Adjusted operating income: This is a measure management uses to assess the profitability of the business. The Allstate Financial segment measure, operating income, is adjusted to exclude the after tax effects of restructuring and related charges and the potential cost of any guaranty fund assessments related to the potential insolvency of Executive Life Insurance Company of New York. For disclosure of the Allstate Financial segment measure see footnote 18 to our audited financial statements.

Financial product sales ("production credits"): This measure of sales and related profitability of proprietary and non-proprietary financial products sold through the Allstate Exclusive Agency channel is used by management to assess the execution of our strategy to become broader in financial services. This measure is calculated as the total amount of production credits for current year transactions. Production credits are an internal sales statistic calculated as a percent of premium or deposits to life insurance, annuities, or mutual funds which vary based on the expected profitability of the specific financial product.

Sales and return matrix: This is a measure used by management that balances growth and profit. The matrix utilizes various combinations of sales with the expected new business lifetime return on capital. Sales include premiums (which are reported as life and annuity premiums and contract charges) and deposits (which are reported as increases in liabilities) and exclude renewal premiums and deposits on life insurance products for all Allstate Financial products issued. Sales are weighted to reflect each product's profitability relative to other products. (For example, certain life insurance sales are adjusted to receive a higher relative weighting to reflect the recurring nature of life insurance premiums and their profitability relative to other products). The expected new business lifetime return on capital is the actuarially determined weighted-average expected return on required capital for all products issued, excluding certain developmental expenses for consumer driven innovation and new market growth initiatives.

Total Return Measures

Portfolio excess total return: Management uses the four following measures to assess the value of active portfolio management relative to the benchmark. The measure is calculated as the excess, in basis points, of the specific portfolio total return over a designated benchmark. Total return is principally determined using industry standards and the same sources used in preparing the financial statements to determine fair value. (See footnote 6 to our audited financial statements for our methodologies for estimating the fair value of our investments.) In general, total return represents the increase or decrease, expressed as a percentage, in the value of the portfolio over one- and three-year periods. Time weighted returns are utilized. The designated benchmark is a composite of pre-determined, customized indices which reflect the investment risk parameters established in the investment policies by the boards of the relevant subsidiaries, weighted in proportion to our investment plan, in accordance with our investment policy. Certain investments that do not have external benchmarks and for which fair value cannot readily be determined, such as investments in limited partnerships, are excluded. The specific measures and investments included are listed below:

- *AIC Portfolio excess total return* includes Property-liability investments excluding investments held in certain subsidiaries, primarily New Jersey and Florida subsidiaries.
- *Allstate Financial Product portfolio excess total return* includes Allstate Financial investments but excludes the investments in the Allstate Financial Capital portfolio which has a separate measure. (See below). The designated benchmark is a composite of pre-determined, liability informed, customized indices weighted by actual portfolio holdings as of December 31, 2007 and in accordance with our investment policies, approved by the boards of the relevant subsidiaries. This new one-year period measure adds value through total return management, in addition to the annual spread (see below for further details).
- *Allstate Financial Capital portfolio excess total return* includes Allstate Financial investments but excludes investments held in certain subsidiaries, primarily Allstate Life Insurance Company of New York.
- *Allstate Pension Plans portfolio excess total return* includes Allstate Retirement Plan and Allstate Pension Plan investments.

Other Relative Return: Management uses this measure to assess its results of the activities described below. The measure is calculated as the average of the following three measures:

- *Internal Rate of Return (IRR):* Management uses Private Equity IRR and Real Estate Funds IRR measures to assess the value of active portfolio management relative to the benchmark. The measures are calculated as the excess, in basis points, of the portfolios internal rate of return over the designated benchmark. In general, IRR takes into account the time value of money by including cash flows as well as the increase or decrease, expressed as a percentage, in the value of the portfolio over a three-year period. Due to the long term investment period of these instruments, Private Equity and Real Estate Funds are included in the IRR calculation subsequent to their third year of acquisition.
 - *Private Equity IRR* excludes certain investments that do not have readily available benchmarks or pricing, such as secondary fund of funds and distressed funds. The benchmark is computed from Venture Economics customized by Allstate's investments vintage year. Private Equity investments are held in Allstate Insurance Company, Allstate Life Insurance Company, Allstate Retirement Plan, and Allstate Pension Plan.
 - *Real Estate Funds IRR* includes direct and fund of funds investments. The designated benchmark source is the NCREIF (National Council of Real Estate Investment Fiduciaries). Real Estate Funds are held in Allstate Insurance Company, Allstate Life Insurance Company, Allstate Retirement Plan, and Allstate Pension Plan.
- *Kennett Capital Partners Absolute Return:* Management uses this measure to assess the attractiveness and results from deploying capital to the strategies contemplated by Kennett Capital Partners relative to an internal goal. The return is judged on an absolute basis, after current and deferred taxes, meaning it is not compared against a market benchmark. Total return is principally determined using industry standards and the same sources used in preparing the financial statements to determine fair value. (See footnote 6 to our audited financial statements for our methodologies for estimating the fair value of our investments.) In

general, total return represents the increase or decrease, expressed as a percentage, in the value of the portfolio over a one- year period. This measure includes all investments held by Kennett Capital Partners.

Allstate Financial net spread: Management uses this measure to assess the value provided on each specific fixed income security and commercial mortgage purchase decision, up to specific purchase volumes, relative to a benchmark. Net spread is calculated as the difference between the adjusted purchase yield and the benchmark, calculated on a dollar weighted average basis for the majority of new purchases expressed in basis points. The adjusted purchase yield is the yield at purchase adjusted by a predetermined formula to align with predetermined Allstate Financial investment risk parameters. The benchmark is based on the U. S. Treasury bond yield with a comparable duration at the time of purchase adjusted on a monthly basis to reflect changes in corporate credit market spreads. As a result of this monthly adjustment process, performance ranges are adjusted accordingly.

Adjusted Net Investment Income: Management uses this measure to assess the financial operating performance provided from investments relative to internal goals. Adjusted net investment income is calculated as the total of certain amounts reported in 2008 net investment income in the consolidated financial statements. It includes interest and dividends, net investment income from partnership interests, and income from certain derivative transactions, less investment expenses adjusted to exclude the difference between actual and planned expenses for certain employee benefit and incentive expenses. It is the sum of amounts for the following group of subsidiaries: Allstate Insurance Company, Allstate Financial, and Allstate Investment Management Company.

Long-Term Cash Incentive Awards

Average adjusted return on equity relative to peers: This measure is used to assess Allstate's financial performance against its peers. It is calculated as Allstate's ranked position relative to the insurance company peer group based upon three-year average adjusted return on equity, calculated on the same basis for Allstate and each of the peer insurance companies. Three-year average adjusted return on equity is the sum of the annual adjusted return on equity for each of the three years in the cycle divided by 3. The annual adjusted return on equity is calculated as the ratio of net income divided by the average of shareholders' equity at the beginning and at the end of the year after excluding the component of accumulated other comprehensive income for unrealized net capital gains and losses.

Allstate Financial return on total capital: This is a measure management uses to measure the efficiency of capital utilized in the business. Three-year Allstate Financial return on total capital is the sum of the annual adjusted return on subsidiaries' shareholder's equity for each of the three years divided by 3. The annual adjusted return on subsidiaries' shareholder's equity is the Allstate Financial income measure divided by the average subsidiaries' shareholder's equity at the beginning and at the end of the year. The subsidiaries' shareholder's equity is the sum of the subsidiaries' shareholder's equity for Allstate Life Insurance Company, Allstate Bank, American Heritage Life Investment Corporation, and certain other minor entities, adjusted to exclude the loan protection business and excluding the component of accumulated other comprehensive income for unrealized net capital gains. For the 2006-2008 cycle, the income measure is operating income. For the 2008-2010 cycle, the income measure is net income. (See note 18 to our audited financial statements for Allstate Financial net income.)

Allstate Protection growth in policies in force over three-year cycle: This is a measure used by management to assess growth in the number of policies in force, which is a driver of premiums written. The measure is calculated as the sum of the percent increase in each of the three years in the total number of policies in force at the end of the year over the beginning of the year. For the 2006-2008 cycle, the measure excludes property insurance, Allstate Motor Club, Allstate Canada, and the loan protection business. For the 2008-2010 cycle, the measure excludes property insurance, Allstate Motor Club, and the loan protection business and includes Allstate Canada.

Securities Authorized For Issuance Under Equity Compensation Plans

The following table includes information as of December 31, 2008 with respect to The Allstate Corporation's equity compensation plans:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved by Security Holders ⁽¹⁾	30,036,384 ⁽²⁾	\$44.35	12,726,846 ⁽³⁾
Total	30,036,384 ⁽²⁾	\$44.35	12,726,846 ⁽³⁾

(1) Consists of the Equity Incentive Plan, the 2001 Equity Incentive Plan, Equity Incentive Plan for Non-Employee Directors and the 2006 Equity Compensation Plan for Non-Employee Directors.

(2) Outstanding restricted stock units ("RSUs") convert to common stock without the payment of consideration. As of December 31, 2008, 2,329,699 RSUs were outstanding. The weighted-average exercise price of outstanding options, warrants and rights excluding RSUs was \$48.08.

(3) Includes 12,303,192 shares that may be issued in the form of stock options, unrestricted stock, restricted stock, restricted stock units, stock appreciation rights, performance units, performance stock and stock in lieu of cash under the 2001 Equity Incentive Plan; and 423,654 shares that may be issued in the form of stock options, unrestricted stock, restricted stock, restricted stock units and stock in lieu of cash compensation under the 2006 Equity Compensation Plan for Non-Employee Directors.

Security Ownership of Directors and Executive Officers

The following table shows the number of shares of Allstate common stock beneficially owned by each director and named executive officer individually, and by all executive officers and directors of Allstate as a group. Shares reported as beneficially owned include shares held indirectly through the Allstate 401(k) Savings Plan and other shares held indirectly, as well as shares subject to stock options exercisable on or prior to April 1, 2009 and restricted stock units for which restrictions expire on or prior to April 1, 2009. The percentage of Allstate shares of common stock beneficially owned by any Allstate director or nominee or by all directors and executive officers of Allstate as a group does not exceed 1%. The following share amounts are as of January 31, 2009. As of January 31, 2009, none of these shares were pledged as security.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership of Allstate Common Stock (a)	Common Stock Subject to Options Exercisable and Restricted Stock units for which restrictions expire on or prior to April 1, 2009— Included in Column (a) (b)
F. Duane Ackerman	50,432	28,501
Robert D. Beyer	50,001	3,112
Don Civgin	98	—
W. James Farrell	36,426	27,097
Jack M. Greenberg	21,001	21,001
Danny L. Hale	467,494	425,847
Ronald T. LeMay	36,251	30,751
Michele C. Mayes	43,328	43,025
Samuel H. Pilch	88,317	70,767
H. John Riley, Jr.	47,376	30,001
George Ruebenson	206,913	187,558
Eric A. Simonson	495,676	452,319
Joshua I. Smith	25,232	20,000
Judith A. Sprieser	30,745	29,501
Mary Alice Taylor	42,604	27,001
Thomas J. Wilson	1,307,631	1,173,783
All directors and executive officers as a group	3,863,716	3,404,073

Security Ownership of Certain Beneficial Owners

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Northern Trust Corporation 50 S. LaSalle Street Chicago, IL 60675	29,622,764 ^(a)	5.53%

- (a) As of December 31, 2008. Held by Northern Trust Corporation together with certain subsidiaries (collectively “Northern”). Of such shares, Northern held 2,759,203 with sole voting power; 26,782,347 with shared voting power; 5,640,924 with sole investment power; and 1,817,189 with shared investment power. 22,603,933 of such shares were held by The Northern Trust Company as trustee on behalf of participants in Allstate’s 401(k) Savings Plan. Information is provided for reporting purposes only and should not be construed as an admission of actual beneficial ownership.

Audit Committee Report

Deloitte & Touche LLP was Allstate’s independent registered public accountant for the year ended December 31, 2008.

The Audit Committee has reviewed and discussed with management the audited financial statements for the fiscal year ended December 31, 2008.

The committee has discussed with Deloitte & Touche LLP (“Deloitte”) the matters required to be discussed by the statement of Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The committee has received the written disclosures and the letter from Deloitte required by applicable requirements of the Public Company Accounting Oversight Board regarding Deloitte’s communications with the committee concerning independence, and has discussed with Deloitte its independence. In addition, as reported in Allstate’s quarterly report on Form 10-Q as filed with the Securities and Exchange Commission on November 6, 2008, the committee concurred with Deloitte’s conclusion, reconfirmed in its letter to the committee issued October 31, 2008, that Deloitte’s independence had not been impaired by a former advisory partner’s trades in Allstate securities on two occasions in 2006.

Based on these reviews and discussions and other information considered by the committee in its judgment, the committee recommended to the Board of Directors that the audited financial statements be included in Allstate’s annual report on Form 10-K for the fiscal year ended December 31, 2008 for filing with the Securities and Exchange Commission and furnished to stockholders with this Notice of Annual Meeting and Proxy Statement.

Judith A. Sprieser (Chair)

F. Duane Ackerman
Jack M. Greenberg
Ronald T. LeMay

Joshua I. Smith
Mary Alice Taylor

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires Allstate's executive officers, directors and persons who beneficially own more than ten percent of Allstate's common stock to file reports of securities ownership and changes in such ownership with the SEC.

Based solely upon a review of copies of such reports or written representations that all such reports were timely filed, Allstate believes that each of its executive officers, directors and greater than ten-percent beneficial owners complied with all Section 16(a) filing requirements applicable to them during 2008.

Related Person Transactions

The Nominating and Governance Committee of Allstate's Board has adopted a written policy regarding the review, approval, or ratification of transactions with related persons. It is available on the Corporate Governance portion of allstate.com. In accordance with the policy, the Committee or the Committee chair reviews transactions with the Corporation in which the amount involved exceeds \$120,000 and in which any "related person" had, has, or will have a direct or indirect material interest. In general, "related persons" are directors, executive officers, their immediate family members, and stockholders beneficially owning five percent or more of our outstanding stock. The Committee or chair approves or ratifies only those transactions that are in, or not inconsistent with, the best interests of the Corporation and its stockholders. Transactions are reviewed and approved or ratified by the chair when it is not practicable or desirable to delay review of a transaction until a Committee meeting. The chair reports to the Committee any transactions so approved. Annually, the Committee will review any previously approved or ratified related person transactions that remain ongoing. There was one related person transaction during 2008. Consistent with its relocation policy, Allstate Insurance Company provided a relocation equity advance to Joseph Richardson, in the amount of \$684,081 in connection with his relocation to the Chicago area. After the advance was made, Mr. Richardson was promoted to Senior Vice President of Allstate Insurance Company, which made him an executive officer of the Corporation, as defined in Rule 3b-7 under the Securities Exchange Act of 1934. The advance was repaid within 59 days after Mr. Richardson became an executive officer.

Stockholder Proposals for Year 2010 Annual Meeting

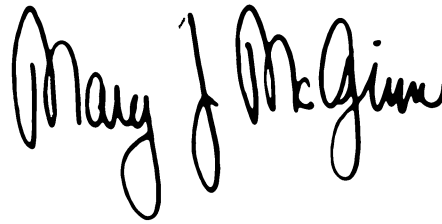
Proposals which stockholders intend to be included in Allstate's proxy material for presentation at the 2010 annual meeting of stockholders must be received by the Office of the Secretary, The Allstate Corporation, 2775 Sanders Road, Suite A3, Northbrook, Illinois 60062-6127 by December 2, 2009, and must otherwise comply with rules promulgated by the Securities and Exchange Commission in order to be eligible for inclusion in the proxy material for the 2010 annual meeting.

If a stockholder desires to bring a matter before the meeting which is not the subject of a proposal meeting the SEC proxy rule requirements for inclusion in the proxy statement, the stockholder must follow procedures outlined in Allstate's bylaws in order to personally present the proposal at the meeting. A copy of these procedures is available upon request from the Office of the Secretary or can be accessed on Allstate's website, allstate.com. One of the procedural requirements in the bylaws is timely notice in writing of the business the stockholder proposes to bring before the meeting. Notice of business proposed to be brought before the 2010 annual meeting must be received by the Office of the Secretary no earlier than January 19, 2010 and no later than February 18, 2010. Among other things described fully in the bylaws, the notice must describe the business proposed to be brought before the meeting, the reasons for conducting the business at the meeting and any material interest of the stockholder in the business. It should be noted that these bylaw procedures govern proper submission of business to be put before a stockholder vote at the annual meeting.

Proxy Solicitation

Officers and other employees of Allstate and its subsidiaries may solicit proxies by mail, personal interview, telephone, facsimile, electronic means, or via the Internet. None of these individuals will receive special compensation for these services, which will be performed in addition to their regular duties, and some of them may not necessarily solicit proxies. Allstate has also made arrangements with brokerage firms, banks, record holders, and other fiduciaries to forward proxy solicitation materials for shares held of record by them to the beneficial owners of such shares. Allstate will reimburse them for reasonable out-of-pocket expenses. Georgeson Inc., 17 State Street, New York, NY 10004 has been retained to assist in the distribution of proxy solicitation materials, for a fee estimated at \$15,000 plus expenses. In addition, Allstate has retained Georgeson to solicit proxies by personal and telephone interview for a fee anticipated to be about \$168,000. Allstate will pay the cost of all proxy solicitation.

By order of the Board,

A handwritten signature in black ink, appearing to read "Mary J. McGinn". The signature is fluid and cursive, with the first name "Mary" and last name "McGinn" clearly distinguishable.

Mary J. McGinn
Secretary

Dated: April 1, 2009

Appendix A

POLICY REGARDING PRE-APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANT'S SERVICES

Purpose and Applicability

The Audit Committee recognizes the importance of maintaining the independent and objective stance of our Independent Registered Public Accountant. We believe that maintaining independence, both in fact and in appearance, is a shared responsibility involving management, the Audit Committee, and the Independent Registered Public Accountant.

The Committee recognizes that the Independent Registered Public Accountant possess a unique knowledge of the Corporation and its subsidiaries and can provide necessary and valuable services to the Corporation in addition to the annual audit. The provision of these services is subject to three basic principles of auditor independence: (i) auditors cannot function in the role of management, (ii) auditors cannot audit their own work; and (iii) auditors cannot serve in an advocacy role for their client. Consequently, this policy sets forth guidelines and procedures to be followed by this Committee when approving services to be provided by the Independent Registered Public Accountant.

Policy Statement

Audit Services, Audit-Related Services, Tax Services, Other Services, and Prohibited Services are described in the attached appendix. All services to be provided by the Independent Registered Public Accountant must be approved by the Audit Committee or the Chair of the Audit Committee. Neither the Audit Committee nor the Chair will approve the provision of any Prohibited Services by the Independent Registered Public Accountant.

Procedures

In connection with the approval by the Audit Committee of the engagement of the Independent Registered Public Accountant to provide Audit Services for the upcoming fiscal year, the Independent Registered Public Accountant will submit to the Committee for approval schedules detailing all of the specific proposed Audit, Audit-Related, Tax, and Other Services, together with estimated fees for such services that are known as of that date. Subsequent to the Audit Committee's approval of audit engagement, Corporation management may submit to the Committee or the Chair for approval schedules of additional specific proposed Audit, Audit-Related, Tax, and Other Services that management recommends be provided by the Independent Registered Public Accountant during the audit and professional engagement period. Regardless of when proposed to the Committee or the Chair, each specific service will require approval by the Committee or the Chair before commencement of the specified service. The Independent Registered Public Accountant will confirm to the Committee or the Chair that each specific proposed service is permissible under applicable regulatory requirements.

Prior to approval of any specific Tax Service, the Independent Registered Public Accountant shall also provide to the Committee or the Chair a written description of (i) the scope of the service and the related fee structure, (ii) any side letter or other agreement between the Independent Registered Public Accountant and the Corporation or any subsidiary regarding the service, and (iii) any compensation arrangement or other agreement between the Independent Accountant and any person with respect to promoting, marketing, or recommending a transaction covered by the service.

Delegation to Chair

In addition to the Audit Committee, the Chair of the Audit Committee has the authority to grant approvals of services to be provided by the Independent Registered Public Accountant. The decisions of the Chair to approve services shall be reported to the Audit Committee at each of its regularly scheduled meetings.

Review of Services

At each regularly scheduled Audit Committee meeting, the Audit Committee shall review a report containing (i) a summary of any services approved by the Chair since the Committee's last regularly scheduled meeting and (ii) an updated projection for the current fiscal year, presented in a manner consistent with the proxy disclosure requirements, of the estimated annual fees to be paid to the Independent Registered Public Accountant.

Appendix

Audit Services

1. Annual financial statement audit
2. Review of quarterly financial statements
3. Statutory audits
4. Attestation report on management's assessment of internal controls over financial reporting
5. Consents, comfort letters, and reviews of documents filed with the Securities and Exchange Commission

Audit-Related Services

1. Accounting consultations relating to accounting standards, financial reporting, and disclosure issues
2. Due diligence assistance pertaining to potential acquisitions, dispositions, mergers, and securities offerings
3. Financial statement audits and attest services for non-consolidated entities including employees benefit and compensation plans

Tax Services

1. Domestic and international tax compliance, planning, and advice
2. Expatriate tax assistance and compliance

Other Services

Any service that is not a Prohibited Service, Audit Service, Audit-Related Service, or Tax Service

Prohibited Services

The following services, as more fully described in Regulation S-X, Rule 2-01, of the Securities and Exchange Commission, are Prohibited Services; provided however, that the services described in items 1 through 5 are not Prohibited Services if it is reasonable to conclude that the results of such services will not be subject to audit procedures during an audit of the Corporation's financial statements:

1. Bookkeeping or other services related to the accounting records or financial statements
2. Financial information systems design and implementation
3. Appraisal or valuation services, fairness opinions, or contribution-in-kind reports
4. Actuarial services
5. Internal audit outsourcing services
6. Management functions or human resources
7. Broker or dealer, investment adviser, or investment banking services
8. Legal services and expert services unrelated to the audit
9. Any other services that the PCAOB determines, by regulation, to impair independence

Appendix B

The Annual Executive Incentive Plan

1. Purposes.

The purpose of the Plan is to enhance the Company's ability to attract and retain highly qualified executives, link compensation with the Company's annual financial goals, and provide such executives with cash incentive compensation to promote the success of the Company and its Subsidiaries. The Plan is intended to permit the granting of Awards that will constitute "performance-based compensation" under Section 162(m) of the Code and the regulations promulgated thereunder.

2. Definitions.

The following terms when used in the Plan shall, for the purposes of the Plan, have the following meanings:

a. "Award" means the cash amount payable to a Participant for a Fiscal Year pursuant to the terms of the Plan.

b. "Board" means the Board of Directors of The Allstate Corporation.

c. "Business Unit" means any operating unit of The Allstate Corporation or any of its Subsidiaries, including but not limited to, the property and casualty business, the life business, the investments business, or the international business.

d. "Code" means the Internal Revenue Code of 1986, as amended.

e. "Committee" means the committee designated pursuant to Section 3 that administers the Plan.

f. "Company" means The Allstate Corporation.

g. "Covered Employee" shall have the meaning set forth in Section 4.b.

h. "Fiscal Year" means the calendar year.

i. "Participant" means each employee of the Company or a Subsidiary who is selected by the Committee to be a participant in the Plan.

j. "Performance Measures" means one or more of the following measures of performance: sales, revenues, premiums, financial product sales, earnings per share, stockholder return and/or value, funds from operations, operating income, gross income, net income, combined ratio, underwriting income, cash flow, return on equity, return on capital, return on assets, values of assets, market share, net earnings, earnings before interest, operating ratios, stock price, customer satisfaction, customer retention, customer loyalty, strategic business criteria based on meeting specified revenue goals, market penetration goals, investment performance goals, business expansion goals or cost targets, accomplishment of mergers, acquisitions, dispositions or similar extraordinary business transactions, profit returns and margins, financial return ratios, market performance and/or risk-based capital goals or returns. Performance Measures may be based solely on a corporate, Subsidiary, Business Unit or other grouping basis, or a combination thereof. Performance Measures may reflect absolute entity performance or a relative comparison of entity performance to the performance of a peer group of entities or other external measure.

k. "Plan" means the Annual Executive Incentive Plan, as may be amended from time to time.

l. "Qualified Performance-Based Award" means any Award or portion of an Award that is intended to qualify as performance-based compensation under Section 162(m) of the Code.

m. "Person" means any individual, sole proprietorship, partnership, joint venture, limited liability company, trust, unincorporated organization, association, corporation, institution, public benefit corporation, entity or government instrumentality, division, agency, body or department.

n. "Retirement" shall have the meaning given to it by the Company or the Subsidiary with which the Participant is employed on the date of termination of employment, provided that such termination of employment is voluntary and occurs on or after the date the Participant attains age fifty-five (55) with twenty (20) years of service.

o. “Section 16 Officer” means any Participant who is an “officer” of the Company or a Subsidiary as that term is defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.

p. “Subsidiary” means any corporation of which the Company owns directly or indirectly a majority of the outstanding shares of voting stock.

3. **Administration of the Plan.**

a. The Plan shall be administered by the Compensation and Succession Committee of the Board or such other committee as the Board shall select. The members of the Committee shall be appointed from time to time by, and shall serve at the discretion of, the Board.

b. The Committee shall have the authority to make all determinations it deems necessary or advisable for the administration of the Plan, including, without limitation, (i) selection of Participants, (ii) interpretation of the terms of the Plan, (iii) subject to the limitations set forth herein, determination of the timing and amount of Awards made to each Participant, and (iv) selection of Performance Measures and other material terms applicable to Awards. All determinations and decisions made by the Committee pursuant to the provisions of the Plan and all related resolutions of the Board shall be final, conclusive and binding on all persons, including the Company, its Subsidiaries, its stockholders, the Participants, and their estates and beneficiaries.

4. **Awards.**

a. *In General.* Awards under the Plan shall consist of annual incentive awards payable in cash. All employees of the Company and its Subsidiaries are eligible to be selected to be Participants. The Committee will select the employees who will receive Awards. Only employees who are selected by the Committee to receive Awards shall be Participants in the Plan.

b. *Qualified Performance-Based Awards.* The Committee shall select from among the Participants those to whom it wishes to grant Qualified Performance-Based Awards (each a “Covered Employee”). With respect to Qualified Performance-Based Awards, the Committee shall establish one or more written performance goals within 90 days after the beginning of the fiscal year (or, if the service period relating to the Award is less than a full year, within the first 25% of such service period), and while the outcome of the performance goals is substantially uncertain. Such performance goals shall state, in terms of an objective formula or standard, the method for computing the amount of the Award payable (before any reduction by the Committee pursuant to the terms of the Plan) to each Covered Employee if the goals are attained. The performance goals shall be based on one or more Performance Measures selected by the Committee and may be expressed in terms of an incentive pool in which one or more Covered Employees participate or as separate formulas or standards for the Covered Employees; provided, however, that in all cases the performance goals shall be expressed in a manner so that a third party having knowledge of the relevant performance results could calculate the amounts to be paid to the Covered Employees. As soon as practicable after the end of the Fiscal Year (but in all events prior to payment of any Covered Employee’s Award), the Committee shall certify in writing prior to payment of any Award that the performance goals and any other material terms were in fact satisfied. The Committee may condition payment of each Covered Employee’s Award upon the satisfaction of such additional objective or subjective goals or standards as the Committee shall determine to be appropriate, in its sole discretion; provided, however, that such authority to condition payment upon the satisfaction of additional objective or subjective goals or standards shall not be deemed to give the Committee the discretion to increase the amount otherwise payable upon attainment of the preestablished performance goals. The Committee shall retain the discretion to reduce the amount of any Award that would otherwise be payable to a Covered Employee, including a reduction in such amount to zero, based on the degree of achievement of such additional goals or standards or such other factors as the Committee may determine in its sole discretion; provided, however, that in no event shall the exercise of such negative discretion with respect to a Covered Employee’s Award result in an increase in the amount payable to another Covered Employee. The maximum amount that may be paid to any one Covered Employee pursuant to a Qualified-Performance-Based Award for any Fiscal Year shall be \$8,500,000.

c. *Awards other than Qualified Performance-Based Awards.* Awards provided under the Plan that are not intended to be Qualified Performance-Based Awards shall be based on terms and conditions established by the Committee in its sole discretion. Such Awards may, but need not, be expressed as an incentive pool and may be based upon attainment of Performance Measures or such other measures or goals as the Committee may designate. The Committee may condition payment of such an Award upon the satisfaction of

such objective or subjective standards as the Committee shall determined to be appropriate, in its sole discretion, and shall retain the discretion to increase or reduce the amount of any Award that would otherwise be payable to a Participant, including a reduction in such amount to zero.

5. **Payment of Awards.**

a. Unless the Committee or a Participant elects to defer payment of Awards, Awards under the Plan shall be paid to Participants as soon as practicable after (i) in the case of Qualified Performance-Based Awards, the completion of the audit for the Fiscal Year to which performance relates and after the Committee certifies that the applicable Performance Measures and any other material terms were in fact satisfied, and (ii) in the case of Awards other than Qualified Performance-Based Awards, the end of the Fiscal Year to which performance relates; provided, however, that, unless deferred, neither type of Award shall be paid before January 1 or after March 15 of the year following the Fiscal Year to which performance relates. The Committee may elect, in its sole discretion and without Participant consent, to defer the payment of all or part of one or more Awards provided it establishes the terms of such deferred payment in a manner that does not cause an amount to be subject to taxation under Section 409A of the Code. Participants may also be permitted to elect to defer payment of all or part of one or more Awards. Any such deferred Awards shall be paid in accordance with the terms and conditions of the applicable deferred compensation arrangement.

b. Awards shall be paid in cash, less required withholding.

c. To be entitled to receive payment of an Award earned pursuant to the terms of the Plan, except as provided in Section 5.e. below, a Participant must remain actively employed by the Company or a Subsidiary through the end of the Fiscal Year to which performance relates (or through such later date as may be specified by the Committee); provided, however, that Awards shall in all events remain subject to the Committee's discretion to reduce or eliminate Awards in its discretion.

d. Failure to satisfy the employment condition set forth in Section 5.c. shall result in forfeiture of any Award that otherwise would have been earned.

e. If a Participant's employment terminates due to the Participant's death, Retirement or disability prior to satisfaction of the employment condition set forth in Section 5.c., and the Committee has not reduced such Participant's Award to zero, the Participant's Award, which shall be based on actual performance through the end of the Fiscal Year, will be prorated based on the number of half months the Participant was employed and eligible to be a Participant during the Fiscal Year. If a Participant dies before receipt of an Award, the Award will be paid to the Participant's estate. The Committee shall determine in its sole discretion whether a Participant's termination constitutes Retirement or is due to disability.

f. Prorated Awards will be paid at the same time as regular Awards.

g. In the event of a restatement of the Company's financial results to correct a material error or inaccuracy resulting in whole or in part from the fraud or intentional misconduct of a Section 16 Officer, as determined by the Board or a committee thereof, the Board or the committee (i) will review or cause to be reviewed all Awards paid to the Section 16 Officer pursuant to the Plan on the basis of having met or exceeded Performance Measures(s) or other measures or goals for Fiscal Years beginning after December 31, 2008 to the extent the Awards relate, in whole or in part, to the periods with respect to which the financial statements are restated and, if a lesser Award or Awards would have been paid to the Section 16 Officer based upon the restated financial results, the Board or the committee may, to the extent permitted by applicable law, recover or cause to be recovered for the benefit of the Company the amount by which the Section 16 Officer's Award(s) for the restated period(s) exceeded such lesser Award or Awards, plus a reasonable rate of interest and (ii) in addition to the foregoing, to the extent permitted by applicable law, may take or cause to be taken for the benefit of the Company such additional action(s) deemed by the Board or committee to be appropriate including, without limitation, cancellation of the Section 16 Officer's outstanding Award opportunities and recovery (in whole or in part) of any additional amounts relating to prior Awards paid to the Section 16 Officer under the Plan.

h. While employed and for the one year period following termination of employment, any Participant who has received an Award under the Plan shall not, directly or indirectly:

- (i) other than in connection with the good-faith performance of his or her duties as an employee of the Company or any Subsidiary, encourage any employee or agent of the Company or Subsidiary to terminate his or her relationship with the Company or Subsidiary;

- (ii) employ, engage as a consultant or adviser, or solicit the employment or engagement as a consultant or adviser of, any employee or agent of the Company or Subsidiary (other than by the Company or its Subsidiaries), or cause or encourage any Person to do any of the foregoing;
- (iii) establish (or take preliminary steps to establish) a business with, or encourage others to establish (or take preliminary steps to establish) a business with, any employee or agent of the Company or its Subsidiaries; or
- (iv) interfere with the relationship of the Company or its Subsidiaries with, or endeavor to entice away from the Company or its Subsidiaries, any Person who or which at any time since the Participant's hire date was or is a material customer or material supplier of, or maintained a material business relationship with, the Company or its Subsidiaries.

If a Participant violates any of the nonsolicitation provisions set forth above, to the extent permitted by applicable law, the Board or a committee thereof may, for the benefit of the Company, cancel or cause to be cancelled (in whole or in part) any of the Participant's outstanding Award opportunities and/or recover or cause to be recovered (in whole or in part) any prior Awards paid to the Participant under the Plan on or after the date that is one year prior to the date on which the Participant first violated the nonsolicitation provision(s).

i. Nothing contained in Sections 5.g. or 5.h. shall be deemed to (i) limit any additional legal or equitable rights or remedies the Company may have under applicable law with respect to any Participant who may have caused or contributed to the Company's need to restate its financial results or who may have violated the non-solicitation provisions in the Plan or in any other plan, policy, agreement or arrangement or (ii) affect any other non-solicitation or other restrictive covenants to which a Participant is subject.

6. **Miscellaneous.**

a. All amounts payable hereunder shall be payable only to the Participant or his or her estate. The rights and interests of a Participant under the Plan may not be assigned, encumbered, or transferred, voluntarily or involuntarily, other than by will or the laws of descent and distribution.

b. No individual shall have any claim or right to be a Participant in the Plan at any time, and any individual's participation in the Plan may be terminated at any time with or without notice, cause or regard to past practices.

c. Neither the Plan nor any action hereunder shall confer on any person any right to remain in the employ of the Company or any of its Subsidiaries or shall affect an employee's compensation not arising under the Plan. Neither the adoption of the Plan nor its operation shall in any way affect the right and power of the Company or any Subsidiary to dismiss or discharge any employee at any time.

d. The Company and its Subsidiaries shall have the right to deduct from any Award, prior to payment, the amount of any taxes required to be withheld by any federal, state or local government with respect to such payments.

e. The Committee may rely upon any information supplied to it by any officer of the Company or any Subsidiary or by any independent accountant for the Company and may rely upon the advice of counsel in connection with the administration of the Plan and shall be fully protected in relying upon such information or advice.

f. All expenses and costs in connection with the administration of the Plan shall be borne by the Company.

g. The Plan and any agreements entered into thereunder shall be governed by and construed in accordance with the laws of the state of Illinois.

7. **Amendment or Termination of the Plan.**

The Board may at any time and from time to time, suspend, terminate, modify or amend the Plan; *provided, however*, that no amendment that requires stockholder approval in order to maintain the qualification of Qualified Performance-Based Awards as performance-based compensation pursuant to Section 162(m) of the Code and regulations promulgated thereunder shall be made without such stockholder approval.

8. **Effective Date.**

The Plan was adopted by the Board of Directors of the Company on February 24, 2009, and the material terms of the Plan were approved by the Company's stockholders at the Company's Annual Meeting of Stockholders on May 19, 2009.

Appendix C

The 2009 Equity Incentive Plan

Article 1. Establishment, Purpose and Duration

1.1 *Establishment of the Plan.* The Allstate Corporation, a Delaware corporation (hereinafter referred to as the “Company”), hereby establishes an incentive compensation plan for employees, as set forth in this document. The Plan permits the grant of nonqualified stock options (NQSOs), incentive stock options (ISOs), stock appreciation rights (SARs), unrestricted stock, restricted stock, restricted stock units, performance units, performance stock and other awards.

The Plan was formerly known as “The Allstate Corporation 2001 Equity Incentive Plan.” The Plan was approved by the Board of Directors on March 13, 2001 and became effective when approved by the Company’s stockholders on May 15, 2001 (the “Effective Date”). The Plan was amended by the Board of Directors on March 9, 2004. On March 14, 2006 the Plan was amended and restated effective upon approval by stockholders at the 2006 Annual Meeting of Stockholders on May 16, 2006. The Plan was further amended and restated by the Board at meetings held on September 10, 2006, February 20, 2007, and September 15, 2008. On March 10, 2009, the Plan was amended, restated and renamed as “The Allstate Corporation 2009 Equity Incentive Plan,” effective upon approval by stockholders at the 2009 Annual Meeting of Stockholders on May 19, 2009, and shall thereafter remain in effect as provided in Section 1.3 herein.

1.2 *Purpose of the Plan.* The primary purpose of the Plan is to provide a means by which employees of the Company and its Subsidiaries can acquire and maintain stock ownership, thereby strengthening their commitment to the success of the Company and its Subsidiaries and their desire to remain employed by the Company and its Subsidiaries. The Plan also is intended to attract and retain employees and to provide such employees with additional incentive and reward opportunities designed to encourage them to enhance the profitable growth of the Company and its Subsidiaries.

1.3 *Duration of the Plan.* The Plan shall commence on the Effective Date, as described in Section 1.1 herein, and shall remain in effect subject to the right of the Board of Directors to terminate the Plan at any time pursuant to Article 15 herein, until all Stock subject to it shall have been purchased or acquired according to the Plan’s provisions.

Article 2. Definitions

Whenever used in the Plan, the following terms shall have the meanings set forth below and, when such meaning is intended, the initial letter of the word is capitalized:

2.1 *Award* means, individually or collectively, a grant under the Plan of NQSOs, ISOs, SARs, Unrestricted Stock, Restricted Stock, Restricted Stock Units, Performance Units, Performance Stock or any other type of award permitted under Article 10 of the Plan.

2.2 *Award Agreement* means an agreement setting forth the terms and provisions applicable to an Award granted to a Participant under the Plan.

2.3 *Base Value* of an SAR means the Fair Market Value of a share of Stock on the date the SAR is granted.

2.4 *Board* or *Board of Directors* means the Board of Directors of the Company.

2.5 *Code* means the Internal Revenue Code of 1986, as amended from time to time.

2.6 *Committee* means the committee, as specified in Article 3, appointed by the Board to administer the Plan.

2.7 *Company* means The Allstate Corporation, a Delaware corporation, or any successor thereto as provided in Article 18 herein.

2.8 *Covered Employee* means any Participant who would be considered a “covered employee” for purposes of Section 162(m) of the Code.

2.9 *Disability* means an impairment which renders a Participant disabled within the meaning of Code Section 409A(a)(2)(C).

2.10 *Dividend Equivalent* means, with respect to Stock subject to an Award (other than an Option or SAR), a right to be paid an amount equal to cash dividends, other than large, nonrecurring cash dividends, declared on an equal number of outstanding shares of Stock.

2.11 *Eligible Person* means a Person who is eligible to participate in the Plan, as set forth in Section 5.1 herein.

2.12 *Employee* means an individual who is paid on the payroll of the Company or of one of the Company's Subsidiaries, who is not covered by any collective bargaining agreement to which the Company or any of its Subsidiaries is a party, and is classified on the employer's human resource payroll system as a regular full-time or regular part-time employee.

2.13 *Exchange Act* means the Securities Exchange Act of 1934, as amended from time to time, or any successor act thereto.

2.14 *Exercise Period* means the period during which an SAR or Option is exercisable, as set forth in the related Award Agreement.

2.15 *Fair Market Value* means the price at which a share of the Stock was last sold in the principal United States market for the Stock as of the date for which fair market value is being determined.

2.16 *Family Member* means any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, or sibling, including adoptive relationships, a trust in which these persons have more than fifty (50) percent of the beneficial interest, a foundation in which these persons (or the Employee) control the management of assets, and any other entity in which these persons (or the Employee) own more than fifty (50) percent of the voting interests.

2.17 *Freestanding SAR* means an SAR that is not a Tandem SAR.

2.18 *Full-Value Award* means an Award granted on or after May 19, 2009, other than an Option or a SAR.

2.19 *Incentive Stock Option* or *ISO* means an option to purchase Stock, granted under Article 6 herein, which is designated as an Incentive Stock Option and satisfies the requirements of Section 422 of the Code.

2.20 *Minimum Consideration* means the \$.01 par value per share or such larger amount determined pursuant to resolution of the Board to be capital within the meaning of Section 154 of the Delaware General Corporation Law.

2.21 *Nonqualified Stock Option* or *NQSO* means an option to purchase Stock, granted under Article 6 herein, which is not intended to be an Incentive Stock Option under Section 422 of the Code.

2.22 *Option* means an Incentive Stock Option or a Nonqualified Stock Option.

2.23 *Option Exercise Price* means the price at which a share of Stock may be purchased by a Participant pursuant to an Option, as determined by the Committee and set forth in the Option Award Agreement.

2.24 *Participant* means an Eligible Person who has outstanding an Award granted under the Plan.

2.25 *Performance-Based Compensation* means an Award intended to qualify for the exemption from the limitation on deductibility imposed by Section 162(m) of the Code as set forth in Section 162(m)(4)(C) of the Code.

2.26 *Performance Goals* means the performance goals established by the Committee, which shall be based on one or more of the following measures: sales, revenues, premiums, financial product sales, earnings per share, stockholder return and/or value, funds from operations, operating income, gross income, net income, combined ratio, underwriting income, cash flow, return on equity, return on capital, return on assets, values of assets, market share, net earnings, earnings before interest, operating ratios, stock price, customer satisfaction, customer retention, customer loyalty, strategic business criteria based on meeting specified revenue goals, market penetration goals, investment performance goals, business expansion goals or cost targets, accomplishment of mergers, acquisitions, dispositions or similar extraordinary business transactions, profit returns and margins, financial return ratios, market performance and/or risk-based capital goals or returns. Performance Goals may be based solely on a corporate, subsidiary, business unit or other grouping basis, or a combination thereof. Performance Goals may reflect absolute entity performance or a relative comparison of entity performance to the performance of a peer group of entities or other external measure.

2.27 *Performance Period* means the time period during which Performance Unit/Performance Stock Performance Goals must be met.

2.28 *Performance Stock* means an Award described in Article 9 herein.

2.29 *Performance Unit* means an Award described in Article 9 herein.

2.30 *Period of Restriction* means the period during which the transfer of Restricted Stock or Restricted Stock Units is limited in some way, as provided in Article 8 herein.

2.31 *Person* means any individual, sole proprietorship, partnership, joint venture, limited liability company, trust, unincorporated organization, association, corporation, institution, public benefit corporation, entity or government instrumentality, division, agency, body or department.

2.32 *Plan* means The Allstate Corporation 2009 Equity Incentive Plan.

2.33 *Qualified Restricted Stock* means an Award of Restricted Stock designated as Qualified Restricted Stock by the Committee at the time of grant and intended to qualify as Performance-Based Compensation.

2.34 *Qualified Restricted Stock Unit* means an Award of Restricted Stock Units designated as Qualified Restricted Stock Units by the Committee at the time of grant and intended to qualify as Performance-Based Compensation.

2.35 *Reload Option* means an additional Option related to Options awarded prior to 2004 as described in Article 6 herein.

2.36 *Restricted Stock* means an Award described in Article 8 herein.

2.37 *Restricted Stock Unit* means an Award described in Article 8 herein.

2.38 *Retirement* means a Participant's termination from employment with the Company or a Subsidiary at the Participant's Early, Normal or Health Retirement Date, as applicable.

(a) *Early Retirement Date*—shall mean the date prior to the Participant's Normal Retirement Date on which a Participant terminates employment, if such termination date occurs on or after the Participant attains age fifty-five (55) with twenty (20) years of service and such retirement is in accordance with the voluntary early retirement policy of the Company or the Subsidiary with which the Participant is employed on the date of termination of employment.

(b) *Normal Retirement Date*—shall have the meaning given to it by the Company or the Subsidiary with which the Participant is employed on the date of termination of employment, provided that such termination is voluntary and occurs on or after the Participant attains age sixty (60) with at least one (1) year of service at termination of employment.

(c) *Health Retirement Date*—shall mean the date on which the Participant terminates employment for health reasons (as determined under the human resource policy of the Company or the Subsidiary with which the Participant is employed on the date of termination of employment), provided that such termination date occurs on or after the Participant attains age fifty (50) but before the Participant attains age sixty (60), with at least ten (10) years of continuous service at termination of employment.

2.39 *Section 409A* shall have the meaning set forth in Section 19.5 herein.

2.40 *Section 16 Officer* means any Participant who is an "officer" of the Company or a Subsidiary as that term is defined in Rule 16a-1(f) under the Exchange Act.

2.41 *Securities Act* means the Securities Act of 1933, as amended.

2.42 *Stock* means the common stock, \$.01 par value, of the Company.

2.43 *Stock Appreciation Right* or *SAR* means a right, granted alone or in connection with a related Option, designated as an SAR, to receive a payment on the day the right is exercised, pursuant to the terms of Article 7 herein. Each SAR shall be denominated in terms of one share of Stock.

2.44 *Subsidiary* means any corporation, business trust, limited liability company or partnership with respect to which the Company owns, directly or indirectly, Voting Securities representing more than 50% of the aggregate Voting Power of the then-outstanding Voting Securities.

2.45 *Tandem SAR* means an SAR that is granted in connection with a related Option, the exercise of which shall require forfeiture of the right to purchase Stock under the related Option (and when Stock is purchased under the Option, the Tandem SAR shall be similarly canceled).

2.46 *Termination of Employment* occurs the first day on which an individual is for any reason no longer employed by the Company or any of its Subsidiaries, or with respect to an individual who is an Employee of a Subsidiary, the first day on which the Company no longer owns, directly or indirectly, Voting Securities possessing at least 50% of the Voting Power of such Subsidiary. For purposes of the Plan, transfer of employment of a Participant between the Company and any one of its Subsidiaries (or between Subsidiaries) shall not be deemed a termination of employment. Notwithstanding anything herein to the contrary, no issuance of Stock or payment of cash shall be made upon a Termination of Employment with respect to any Award that constitutes deferred compensation for purposes of Section 409A unless the Termination of Employment constitutes a “separation from service” as that term is used in Section 409A(a)(2)(A)(i) of the Code.

2.47 *Unrestricted Stock* means an Award of Stock not subject to restrictions described in Article 8 herein.

2.48 *Voting Power* for purposes of Sections 2.44 and 2.46 means the combined voting power of the then-outstanding Voting Securities entitled to vote generally in the election of directors.

2.49 *Voting Securities* of a corporation means securities of such corporation that are entitled to vote generally in the election of directors of such corporation.

Article 3. Administration

3.1 *The Committee.* The Plan shall be administered by the Compensation and Succession Committee or such other committee (the “Committee”) as the Board of Directors shall select, consisting solely of two or more nonemployee members of the Board. The members of the Committee shall be appointed from time to time by, and shall serve at the discretion of, the Board of Directors.

3.2 *Authority of the Committee.* The Committee shall have full power except as limited by law, the articles of incorporation or the bylaws of the Company, subject to such other restricting limitations or directions as may be imposed by the Board and subject to the provisions herein, to determine the Eligible Persons to receive Awards; to determine when Awards may be granted and to grant Awards under the Plan; to determine the size and types of Awards; to determine the terms and conditions of such Awards; to assess whether Performance Goals have been met; to construe and interpret the Plan and any agreement or instrument entered into under the Plan; to establish, amend or waive rules and regulations for the Plan’s administration; to amend the terms and conditions of any outstanding Award, including but not limited to amendments with respect to exercisability and non-forfeitability of Awards upon a Termination of Employment; to make such adjustments or modifications to Awards to Participants working outside the United States as are necessary or advisable to fulfill the purposes of the Plan; to accelerate the exercisability of, and to accelerate or waive any or all of the restrictions and conditions applicable to, any Award; and to authorize any action of or make any determination by the Company as the Committee shall deem necessary or advisable for carrying out the purposes of the Plan; *provided, however*, that the Committee may not amend the terms and conditions of any outstanding Award so as to adversely affect in any material way such Award without the written consent of the Participant holding such Award (or if the Participant is not then living, the Participant’s personal representative or estate), unless such amendment is required by applicable law; and *provided, further*, that any discretion exercised by the Committee pursuant to Section 4.2 and the following paragraph of this Section 3.2 shall not be deemed to adversely affect in any material way an Award. The Committee may designate which Subsidiaries participate in the Plan and may authorize foreign Subsidiaries to adopt plans as provided in Article 14. Further, the Committee shall interpret and make all other determinations which may be necessary or advisable for the administration of the Plan. As permitted by law, the Committee may delegate its authorities as identified hereunder.

If the Committee determines it is in the best interest of the Company’s stockholders to cancel any Awards granted hereunder, it may, in its discretion, elect at any time to cancel all or any of the Awards granted hereunder and pay the holders of any such Awards an amount (payable in such proportion as the Committee may determine in cash or in Stock (valued at the Fair Market Value of a share of Stock on the date of cancellation of such Award)) equal to (i) for Options, the number of shares of Stock subject to such cancelled Option, multiplied by the amount (if any) by which the Fair Market Value of Stock on the date of cancellation of the Option exceeds the Option Exercise Price; (ii) for Restricted Stock or Performance Stock, the number of shares of Restricted Stock or Performance Stock multiplied by the Fair Market Value of Stock on the date of cancellation of the Award; and

(iii) for Restricted Stock Units or Performance Units, the number of units multiplied by an amount not less than the initial value thereof; *provided, however*, the Committee shall not exercise discretion and pay the holder of any Award in cash or Stock to the extent such Award constitutes deferred compensation for purposes of Section 409A. Amounts payable may be prorated based upon the number of months elapsed in any related vesting period or Performance Period, in the sole discretion of the Committee. Except in connection with a corporate transaction involving the Company (including, without limitation, any stock dividend, stock split, large, nonrecurring cash dividend, recapitalization, reorganization, merger, consolidation, spin-off or other transaction or event described in Section 4.2), the terms of outstanding Awards may not be amended to reduce the exercise price of outstanding Options or SARs or to cancel outstanding Options or SARs in exchange for other Awards or Options or SARs with an Option Exercise Price or Base Value, as applicable, that is less than the Option Exercise Price or Base Value of the original Options or SARs, without stockholder approval.

3.3 *Delegation of Authority.* Notwithstanding the general authority of the Committee to grant Awards under the Plan, the Board may, by resolution, expressly delegate to another committee, established by the Board and consisting of one or more employee or non-employee directors, the authority, within parameters specified by the Board, to determine the Eligible Persons to receive Awards; to determine when Awards may be granted and to grant Awards under the Plan; to determine the size and types of Awards; and to determine the terms and conditions of such Awards; provided, however that such committee may not grant Awards to Eligible Persons who (i) are subject to Section 16 of the Exchange Act at the time of grant, or (ii) are at the time of grant, or are anticipated to become during the term of the Award, “covered employees” as defined in Section 162(m)(3) of the Code. Such committee shall report regularly to the Committee, who shall report to the Board, regarding any Awards so granted.

3.4 *Delivery of Stock by Company; Restrictions on Stock.* Notwithstanding any other provision of the Plan, the Company shall have no liability to deliver any Stock or benefits under the Plan unless such delivery would comply with all applicable laws (including, without limitation, the Code, the Securities Act, and the Exchange Act) and applicable requirements of any securities exchange or similar entity and unless the Participant’s tax obligations have been satisfied as set forth in Article 16.

The Committee may impose such restrictions on any Stock acquired pursuant to Awards under the Plan as it may deem advisable, including, without limitation, restrictions to comply with applicable Federal securities laws, with the requirements of any stock exchange or market upon which such Stock is then listed and/or traded and with any blue sky or state securities laws applicable to such Stock.

3.5 *Decisions Binding.* All determinations and decisions made by the Committee pursuant to the provisions of the Plan and all related orders or resolutions of the Board shall be final, conclusive and binding on all persons, including the Company, its stockholders, Eligible Persons, Employees, Participants and their estates. No member of the Committee shall be liable for any action or determination made in good faith with respect to the Plan or any Award.

3.6 *Costs.* The Company shall pay all costs of administration of the Plan.

Article 4. Stock Subject to the Plan

4.1 *Number of Shares.* Subject to Section 4.2 herein, the maximum number of shares of Stock available for grant under the Plan shall be 70,380,000 shares (which includes the 37,000,000 shares originally provided in the Plan as approved by stockholders in 2001, as increased to 49,000,000 shares as approved by stockholders in 2006) plus any shares of Stock remaining for awards pursuant to the terms of The Allstate Corporation Equity Incentive Plan. The number of shares of Stock to which an Award pertains shall be counted against the maximum share limitation of this Section 4.1 as two and one-tenth (2.1) shares of Stock for each Full Value Award and as one (1) share of Stock for each other type of Award. Shares of Stock underlying lapsed or forfeited Awards of Restricted Stock shall not be treated as having been issued pursuant to an Award under the Plan. Shares of Stock that are potentially deliverable under an Award that expires or is cancelled, forfeited, settled in cash or otherwise settled without delivery of shares of Stock shall not be treated as having been issued under the Plan. With respect to an SAR that is settled in Stock, the full number of shares underlying the exercised portion of the SAR shall be treated as having been issued under the Plan, regardless of the number of shares used to settle the SAR upon exercise. Shares of Stock that are tendered or withheld to satisfy tax withholding obligations related to an Award or to satisfy the Option Exercise Price related to an Option or other Award shall be deemed to be shares of Stock issued under the Plan. If, before June 30, 2003, the Option Exercise Price is satisfied by tendering Stock, only the number of shares issued net of the shares tendered shall be deemed issued under the Plan. For avoidance of

doubt, if a share of Stock that underlies an Award other than a Full-Value Award was counted against the maximum share limitation of this Section 4.1 and pursuant to this Section 4.1 subsequently is treated as having not been issued under the Plan, the maximum share limitation of this Section 4.1 shall be credited with one share of Stock, and if a share of Stock pertaining to a Full-Value Award was counted against the maximum share limitation of this Section 4.1 and pursuant to this Section 4.1 subsequently is treated as having not been issued under the Plan, the maximum share limitation of this Section 4.1 shall be credited with 2.1 shares of Stock. Stock granted pursuant to the Plan may be (i) authorized but unissued shares of common stock or (ii) treasury stock.

4.2 Adjustments in Authorized Stock and Awards. In the event of any equity restructuring (within the meaning of Financial Accounting Standards No. 123 (revised 2004)) that causes the per share value of shares of Stock to change, such as a stock dividend, stock split, spin off, rights offering, or recapitalization through a large, nonrecurring cash dividend, the Committee shall cause there to be made an equitable adjustment to (i) the number and kind of shares available for grant under the Plan, (ii) the number of shares or Awards that may be granted to any individual under the Plan or that may be granted pursuant to any Articles or types of Awards and (iii) the number and kind of shares or units subject to and the Option Exercise Price or Base Value (if applicable) of any then outstanding Awards of or related to shares of Stock. In the event of any other change in corporate capitalization, such as a merger, consolidation, any reorganization (whether or not such reorganization comes within the definition of such term in Section 368 of the Code) or any partial or complete liquidation of the Company, such equitable adjustments described in the foregoing sentence shall be made as may be determined to be appropriate and equitable by the Committee, in its sole discretion, to prevent dilution or enlargement of rights. In either case, any such adjustment shall be conclusive and binding for all purposes of the Plan. Unless otherwise determined by the Board upon recommendation of the Committee, the number of shares of Stock subject to an Award shall always be a whole number. In no event shall an outstanding Option or SAR be amended for the sole purpose of reducing the Option Exercise Price or Base Value thereof, without stockholder approval. Notwithstanding the foregoing, (i) each such adjustment with respect to an Incentive Stock Option shall comply with the rules of Section 424(a) of the Code and (ii) in no event shall any adjustment be made which would render any Incentive Stock Option granted hereunder to be other than an incentive stock option for purposes of Section 422 of the Code.

4.3 Award Limitations. Subject to Section 4.2 above, the following limitations shall apply to Awards intended to qualify as Performance-Based Compensation: (i) the total number of shares of Stock with respect to which Options or SARs may be granted in any calendar year to any Participant shall not exceed 4,000,000 shares; (ii) the total number of shares of Qualified Restricted Stock or Qualified Restricted Stock Units that may be granted in any calendar year to any Participant shall not exceed 3,000,000 shares or Units, as the case may be; (iii) the total number of shares of Performance Stock that may be granted in any calendar year to any Participant shall not exceed 4,000,000 shares and the maximum amount that may be paid pursuant to Performance Units granted in any one calendar year to any Participant shall not exceed \$10,000,000; (iv) the total number of shares of Stock granted pursuant to Article 10 herein in any calendar year to any Participant shall not exceed 4,000,000 shares; (v) the total cash Award that may be paid pursuant to an Award granted under Article 10 herein in any calendar year to any Participant shall not exceed \$10,000,000; and (vi) the aggregate value of cash dividends (other than large, nonrecurring cash dividends) or Dividend Equivalents that a Participant may receive in any calendar year shall not exceed \$11,500,000.

The maximum number of shares of Stock that may be issued pursuant to Incentive Stock Options shall be 5,500,000 shares.

Article 5. Eligibility and Participation

5.1 Eligibility. Persons eligible to participate in the Plan ("Eligible Persons") include all Employees of the Company and its Subsidiaries, as determined by the Committee.

5.2 Actual Participation. Subject to the provisions of the Plan, the Committee may, from time to time, select from all Eligible Persons those to whom Awards shall be granted.

Article 6. Stock Options

6.1 Grant of Options. Subject to the terms and conditions of the Plan, Options may be granted to an Eligible Person at any time and from time to time, as shall be determined by the Committee.

The Committee shall have complete discretion in determining the number of shares of Stock subject to Options granted to each Eligible Person (subject to Article 4 herein) and, consistent with the provisions of the Plan, in determining the terms and conditions pertaining to such Options. The Committee may grant ISOs, NQSOs or a combination thereof.

6.2 Option Award Agreement. Each Option grant shall be evidenced by an Option Award Agreement that shall specify the Option Exercise Price, the term of the Option (which shall not be greater than ten (10) years), the number of shares of Stock to which the Option pertains, the Exercise Period and such other provisions as the Committee shall determine, including but not limited to special provisions relating to a change of control. The Option Award Agreement shall also specify whether the Option is intended to be an ISO or NQSO. The Option Exercise Price shall not be less than 100% of the Fair Market Value of the Stock on the date of grant. No Dividend Equivalents shall be provided with respect to Options.

6.3 Exercise of and Payment for Options. Options granted under the Plan shall be exercisable at such times and shall be subject to such restrictions and conditions as the Committee shall in each instance approve.

A Participant may exercise an Option at any time during the Exercise Period. Options shall be exercised by the delivery of a written notice of exercise to the Company, or such method acceptable to the Company, setting forth the number of shares of Stock with respect to which the Option is to be exercised, accompanied by provision for full payment of the Stock.

The Option Exercise Price shall be payable: (i) in cash or its equivalent, (ii) by tendering (by actual delivery of shares or by attestation) previously acquired Stock (owned for at least six months) having an aggregate Fair Market Value at the time of exercise equal to the total Option Exercise Price, (iii) by broker-assisted cashless exercise, (iv) with respect to Options granted on and after May 16, 2006, by share withholding or (v) by a combination of (i), (ii), (iii) and/or (iv).

Options may not be exercised for less than 25 shares of Stock unless the exercise represents the entire remaining balance of the Award.

Stock received upon exercise of an Option may be granted subject to restrictions deemed appropriate by the Committee.

6.4 Reload Options Related to Options Granted Prior to 2004. The Committee may provide in an Award Agreement with respect to an Option granted prior to 2004 that a Participant who exercises all or any portion of an Option with Stock which has a Fair Market Value equal to not less than 100% of the Option Exercise Price for such Option shall be granted, subject to Article 4, an additional option ("Reload Option") for a number of shares of Stock equal to the sum ("Reload Number") of the number of shares of Stock tendered in payment of the Option Exercise Price for the Options plus, if so provided by the Committee, the number of shares of Stock, if any, retained by the Company in connection with the exercise of the Options to satisfy any federal, state or local tax withholding requirements. Reload Options may not be included in any Option Awards granted in 2004 or later.

To the extent that a Reload Option is granted upon exercise of Options granted prior to 2004, the Reload Options shall be subject to the following terms and conditions:

- (i) the grant date for each Reload Option shall be the date of exercise of the Option to which it relates;
- (ii) subject to (iii) below, the Reload Option, upon vesting, may be exercised at any time during the unexpired term of the Option to which it relates (subject to earlier termination thereof as provided in the Plan and in the applicable Award Agreement); and
- (iii) the terms of the Reload Option shall be the same as the terms of the Option to which it relates, except that (A) the Option Exercise Price shall be the Fair Market Value of the Stock on the grant date of the Reload Option and (B) the Reload Option shall be subject to new vesting provisions, commencing one (1) year after the grant date of the Reload Option and vesting upon the same schedule as the Option to which it relates.

Reload Options may not be granted to Participants who exercise Options after a Termination of Employment.

Stock subject to this Plan may be used for Reload Options granted under The Allstate Corporation Equity Incentive Plan.

6.5 Termination. Each Option Award Agreement shall set forth the extent to which the Participant shall have the right to exercise the Option following termination of the Participant's employment with the Company and its Subsidiaries. Such provisions shall be determined in the sole discretion of the Committee (subject to applicable law), shall be included in the Option Award Agreement entered into with Participants, need not be uniform among all Options granted pursuant to the Plan or among Participants and may reflect distinctions based on the reasons for termination.

To the extent the Option Award Agreement does not set forth termination provisions, the provisions of Article 13 shall control.

6.6 Transferability of Options. Except as otherwise determined by the Committee, all Options granted to a Participant under the Plan shall be exercisable during his or her lifetime only by such Participant, and no Option granted under the Plan may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution. ISOs are not transferable other than by will or by the laws of descent and distribution. The Committee shall have the authority, in its discretion, to grant (or to sanction by way of amendment to an existing Award) Nonqualified Stock Options, the vested portions of which may be transferred by the Participant during his lifetime to any Family Member. A transfer of an Option pursuant hereto may only be effected by the Company at the written request of a Participant and shall become effective only when recorded in the Company's record of outstanding Options. In the event an Option is transferred as contemplated herein, any Reload Options associated with such transferred Option shall terminate, and such transferred Option may not be subsequently transferred by the transferee except by will or the laws of descent and distribution. Otherwise, a transferred Option shall continue to be governed by and subject to the terms and limitations of the Plan and the relevant Award Agreement, and the transferee shall be entitled to the same rights as the Participant, as if no transfer had taken place. In no event shall an Option be transferred for consideration.

Article 7. Stock Appreciation Rights

7.1 Grant of SARs. Subject to the terms and conditions of the Plan, an SAR may be granted to an Eligible Person at any time and from time to time as shall be determined by the Committee. The Committee may grant Freestanding SARs, Tandem SARs or any combination of these forms of SARs.

The Committee shall have complete discretion in determining the number of SARs granted to each Eligible Person (subject to Article 4 herein) and, consistent with the provisions of the Plan, in determining the terms and conditions pertaining to such SARs.

7.2 SAR Award Agreement. Each SAR grant shall be evidenced by an SAR Award Agreement that shall specify the number of SARs granted, the Base Value (which shall not be less than one hundred percent (100%) of the Fair Market Value of a share of Stock on the date of grant), the term of the SAR (which shall not be greater than ten (10) years), the Exercise Period and such other provisions as the Committee shall determine, including but not limited to special provisions relating to a change of control. No Dividend Equivalents shall be provided with respect to SARs.

7.3 Exercise and Payment of SARs. Tandem SARs may be exercised for all or part of the Stock subject to the related Option upon the surrender of the right to exercise the equivalent portion of the related Option. A Tandem SAR may be exercised only with respect to the shares of Stock for which its related Option is then exercisable.

Notwithstanding any other provision of the Plan to the contrary, with respect to a Tandem SAR granted in connection with an ISO: (i) the Tandem SAR will expire no later than the expiration of the underlying ISO; (ii) the value of the payout with respect to the Tandem SAR may be for no more than one hundred percent (100%) of the difference between the Option Exercise Price of the underlying ISO and the Fair Market Value of the shares of Stock subject to the underlying ISO at the time the Tandem SAR is exercised; (iii) the Tandem SAR may be exercised only when the Fair Market Value of the shares of Stock subject to the ISO exceeds the Option Exercise Price of the ISO; and (iv) the Tandem SAR may be transferred only when the underlying ISO is transferable, and under the same conditions.

Freestanding SARs may be exercised upon whatever terms and conditions the Committee, in its sole discretion, imposes upon them.

A Participant may exercise an SAR at any time during the Exercise Period. SARs shall be exercised by the delivery of a written notice of exercise to the Company, or such method acceptable to the Company, setting forth the number of SARs being exercised. Upon exercise of an SAR, a Participant shall be entitled to receive payment from the Company in an amount equal to the product of:

- (a) the excess of (i) the Fair Market Value of a share of Stock on the date of exercise over (ii) the Base Value multiplied by
- (b) the number of shares of Stock with respect to which the SAR is exercised.

At the sole discretion of the Committee, the payment to the Participant upon SAR exercise may be in cash, in shares of Stock of equivalent value or in some combination thereof.

7.4 Termination. Each SAR Award Agreement shall set forth the extent to which the Participant shall have the right to exercise the SAR following termination of the Participant's employment with the Company and its Subsidiaries. Such provisions shall be determined in the sole discretion of the Committee, shall be included in the SAR Award Agreement entered into with Participants, need not be uniform among all SARs granted pursuant to the Plan or among Participants and may reflect distinctions based on the reasons for termination.

To the extent the SAR Award Agreement does not set forth termination provisions, the provisions of Article 13 shall control.

7.5 Transferability of SARs. Except as otherwise determined by the Committee, all SARs granted to a Participant under the Plan shall be exercisable during his or her lifetime only by such Participant or his or her legal representative, and no SAR granted under the Plan may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution. To the extent the Committee permits the transfer of an SAR, in no event shall an SAR be transferred for consideration.

Article 8. Unrestricted Stock, Restricted Stock and Restricted Stock Units

8.1 Grant of Unrestricted Stock, Restricted Stock and Restricted Stock Units. Subject to the terms and conditions of the Plan, Unrestricted Stock, Restricted Stock and/or Restricted Stock Units may be granted to an Eligible Person at any time and from time to time, as shall be determined by the Committee.

The Committee shall have complete discretion in determining the number of shares of Unrestricted Stock, Restricted Stock and/or Restricted Stock Units granted to each Eligible Person (subject to Article 4 herein) and, consistent with the provisions of the Plan, in determining the terms and conditions pertaining to such Awards.

In addition, the Committee may, prior to or at the time of grant, designate an Award of Restricted Stock or Restricted Stock Units as Qualified Restricted Stock or Qualified Restricted Stock Units, as the case may be, in which event it will condition the grant or vesting, as applicable, of such Qualified Restricted Stock or Qualified Restricted Stock Units, as the case may be, upon the attainment of the Performance Goals selected by the Committee.

8.2 Unrestricted Stock, Restricted Stock/Restricted Stock Unit Award Agreement. Each grant of Unrestricted Stock, Restricted Stock and/or Restricted Stock Units shall be evidenced by an Award Agreement that shall specify the number of shares of Unrestricted Stock, Restricted Stock and/or Restricted Stock Units granted, the initial value (if applicable), the Period or Periods of Restriction (if applicable), and such other provisions as the Committee shall determine, including but not limited to special provisions relating to a change of control.

8.3 Transferability. Restricted Stock and Restricted Stock Units granted hereunder may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated until the end of the applicable Period of Restriction established by the Committee and specified in the Award Agreement. During the applicable Period of Restriction, all rights with respect to the Restricted Stock and Restricted Stock Units granted to a Participant under the Plan shall be available during his or her lifetime only to such Participant or his or her legal representative.

8.4 Certificates. No certificates representing Stock shall be delivered to a Participant until such time as all restrictions applicable to such shares have been satisfied.

8.5 Removal of Restrictions. Restricted Stock shall become freely transferable by the Participant after the last day of the Period of Restriction applicable thereto. Once Restricted Stock is released from the restrictions, the Participant shall be entitled to receive a certificate.

Payment of Restricted Stock Units shall be made after the last day of the Period of Restriction applicable thereto. The Committee, in its sole discretion, may pay Restricted Stock Units in cash or in shares of Stock of equivalent value (or in some combination thereof).

8.6 *Voting Rights.* During the Period of Restriction, Participants may exercise full voting rights with respect to the Restricted Stock.

8.7 *Dividends and Other Distributions.* Subject to the Committee's right to determine otherwise at the time of grant, during the Period of Restriction, Participants shall receive all cash dividends, other than large, nonrecurring cash dividends, paid with respect to the Restricted Stock while they are so held. All other distributions paid with respect to such Restricted Stock shall be credited to Participants subject to the same restrictions on transferability and forfeitability as the Restricted Stock with respect to which they were paid and shall be paid to the Participant promptly after the full vesting of the Restricted Stock with respect to which such distributions were made.

Rights, if any, to Dividend Equivalents on Restricted Stock Units shall be established by the Committee at the time of grant and set forth in the Award Agreement.

8.8 *Termination.* Each Restricted Stock/Restricted Stock Unit Award Agreement shall set forth the extent to which the Participant shall have the right to receive Restricted Stock and/or a Restricted Stock Unit payment following termination of the Participant's employment with the Company and its Subsidiaries. Such provisions shall be determined in the sole discretion of the Committee, shall be included in the Award Agreement entered into with Participants, need not be uniform among all grants of Restricted Stock/Restricted Stock Units or among Participants and may reflect distinctions based on the reasons for termination.

To the extent the Restricted Stock/Restricted Stock Unit Award Agreement does not set forth termination provisions, the provisions of Article 13 shall control.

Article 9. Performance Units and Performance Stock

9.1 *Grant of Performance Units and Performance Stock.* Subject to the terms and conditions of the Plan, Performance Units and/or Performance Stock may be granted to an Eligible Person at any time and from time to time, as shall be determined by the Committee.

The Committee shall have complete discretion in determining the number of Performance Units and/or shares of Performance Stock granted to each Eligible Person (subject to Article 4 herein) and, consistent with the provisions of the Plan, in determining the terms and conditions pertaining to such Awards.

9.2 *Performance Unit/Performance Stock Award Agreement.* Each grant of Performance Units and/or shares of Performance Stock shall be evidenced by a Performance Unit and/or Performance Stock Award Agreement that shall specify the number of Performance Units and/or shares of Performance Stock granted, the initial value (if applicable), the Performance Period, the Performance Goals and such other provisions as the Committee shall determine, including but not limited to special provisions relating to a change of control and any rights to Dividend Equivalents.

9.3 *Value of Performance Units/Performance Stock.* Each Performance Unit shall have an initial value that is established by the Committee at the time of grant. The value of a share of Performance Stock shall be equal to the Fair Market Value of the Stock. The Committee shall set Performance Goals in its discretion which, depending on the extent to which they are met, will determine the number and/or value of Performance Units/Performance Stock that will be paid out to the Participants.

9.4 *Earning of Performance Units/Performance Stock.* After the applicable Performance Period has ended, the Participant shall be entitled to receive a payout with respect to the Performance Units/Performance Stock earned by the Participant over the Performance Period, to be determined as a function of the extent to which the corresponding Performance Goals have been achieved.

9.5 *Form and Timing of Payment of Performance Units/Performance Stock.* Payment of earned Performance Units/Performance Stock shall be made following the close of the applicable Performance Period. The Committee, in its sole discretion, may pay earned Performance Units/Performance Stock in cash or in Stock (or in a combination thereof), which has an aggregate Fair Market Value equal to the value of the earned Performance Units/Performance Stock at the close of the applicable Performance Period. Such Stock may be granted subject to any restrictions deemed appropriate by the Committee.

9.6 *Termination.* Each Performance Unit/Performance Stock Award Agreement shall set forth the extent to which the Participant shall have the right to receive a Performance Unit/Performance Stock payment following termination of the Participant's employment with the Company and its Subsidiaries during a Performance Period. Such provisions shall be determined in the sole discretion of the Committee, shall be included in the Award Agreement entered into with Participants, need not be uniform among all grants of Performance Units/Performance Stock or among Participants and may reflect distinctions based on reasons for termination.

To the extent the Performance Unit/Performance Stock Award Agreement does not set forth termination provisions, the provisions of Article 13 shall control.

9.7 *Transferability.* Except as otherwise determined by the Committee, a Participant's rights with respect to Performance Units/Performance Stock granted under the Plan shall be available during the Participant's lifetime only to such Participant or the Participant's legal representative and Performance Units/Performance Stock may not be sold, transferred, pledged, assigned or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution. To the extent the Committee permits the transfer of Performance Units/Performance Stock, in no event shall Performance Units/Performance Stock be transferred for consideration.

Article 10. Other Awards

The Committee shall have the right to grant other Awards which may include, without limitation, the payment of Stock in lieu of cash, the payment of cash based on attainment of Performance Goals established by the Committee and the payment of Stock in lieu of cash under other Company incentive or bonus programs. Payment under or settlement of any such Awards shall be made in such manner and at such times as the Committee may determine.

Article 11. Deferrals

The Committee may, in its sole discretion, permit a Participant to defer the Participant's receipt of the payment of cash or the delivery of Stock that would otherwise be due to such Participant under the Plan. If any such deferral election is permitted, the Committee shall, in its sole discretion, establish rules and procedures for such payment deferrals.

Article 12. Rights of Participants

12.1 *Termination.* Nothing in the Plan shall interfere with or limit in any way the right of the Company or any Subsidiary to terminate any Participant's employment or other relationship with the Company or any Subsidiary at any time, for any reason or no reason in the Company's or the Subsidiary's sole discretion, nor confer upon any Participant any right to continue in the employ of, or otherwise in any relationship with, the Company or any Subsidiary.

12.2 *Participation.* No Eligible Person shall have the right to be selected to receive an Award under the Plan, or, having been so selected, to be selected to receive a future Award.

12.3 *Limitation of Implied Rights.* Neither a Participant nor any other Person shall, by reason of the Plan, acquire any right in or title to any assets, funds or property of the Company or any Subsidiary whatsoever, including, without limitation, any specific funds, assets or other property which the Company or any Subsidiary, in its sole discretion, may set aside in anticipation of a liability under the Plan. A Participant shall have only a contractual right to the Stock or amounts, if any, payable under the Plan, unsecured by any assets of the Company or any Subsidiary. Nothing contained in the Plan shall constitute a guarantee that the assets of such companies shall be sufficient to pay any benefits to any Person.

Except as otherwise provided in the Plan, no Award under the Plan shall confer upon the holder thereof any right as a stockholder of the Company prior to the date on which the individual fulfills all conditions for receipt of such rights.

12.4 *Waiver.* Each Participant, by acceptance of an Award, waives all rights to specific performance or injunctive or other equitable relief and acknowledges that he has an adequate remedy at law in the form of damages.

Article 13. Termination of Employment

13.1 *Options.* If a Participant has a Termination of Employment, then, unless otherwise provided by the Committee or in the Award Agreement, the following provisions shall apply:

- (i) if the Participant's Termination of Employment is on account of death or Disability, then all outstanding Options, to the extent not vested, shall vest, and all outstanding Options may be exercised, in whole or in part, by the Participant (or his personal representative, estate or transferee, as the case may be) at any time on or before the earlier to occur of (x) the Expiration Date of the Option and (y) the second anniversary of the date of such Termination of Employment;
- (ii) if the Participant's Termination of Employment is on account of Retirement at the Normal Retirement Date or Health Retirement Date, unvested Options shall continue to vest in accordance with their terms, and all outstanding Options, when vested, may be exercised, in whole or in part, by the Participant at any time on or before the earlier to occur of (x) the Expiration Date of the Option and (y) the fifth anniversary of the date of such Termination of Employment; provided, however, if the Participant dies after such Termination of Employment, then all outstanding Options, to the extent not vested, shall vest, and all outstanding Options may be exercised, in whole or in part, by the Participant's personal representative, estate or transferee, as the case may be at any time on or before the earlier to occur of (x) the Expiration Date of the Option; (y) the second anniversary of the date of death; and (z) the fifth anniversary of the date of such Termination of Employment;
- (iii) if the Participant's Termination of Employment is on account of Retirement at the Early Retirement Date, unvested Options shall be forfeited, and Options, to the extent they are vested on the date of Termination of Employment, may be exercised, in whole or in part, by the Participant at any time on or before the earlier to occur of (x) the Expiration Date of the Option and (y) the fifth anniversary of the date of such Termination of Employment;
- (iv) if the Participant's Termination of Employment is for any other reason, unvested Options shall be forfeited, and Options, to the extent they are vested on the date of Termination of Employment, may be exercised, in whole or in part, by the Participant at any time on or before the earlier to occur of (x) the Expiration Date of the Option and (y) three months after the date of such Termination of Employment; and
- (v) if (A) the Participant's Termination of Employment is for any reason other than death, Disability, Normal Retirement, or Health Retirement and (B) the Participant dies after such Termination of Employment but before the date the Options must be exercised as set forth in subsections (iii) and (iv) above, unvested Options shall be forfeited and any Options, to the extent they are vested on the date of the Participant's death, may be exercised, in whole or in part, by the Participant's personal representative, estate or transferee, as the case may be, at any time on or before the earliest to occur of (x) the Expiration Date of the Option, (y) the second anniversary of the date of death and (z) the applicable anniversary of the Termination of Employment as set forth in subsections (iii) and (iv) above.

Reload Options may not be granted after a Termination of Employment.

13.2 *Other Awards.* If a Participant has a Termination of Employment, then, unless otherwise provided by the Committee or in the Award Agreement, all Awards other than Options shall terminate and be forfeited on the date of such Termination of Employment.

Article 14. Equity Incentive Plans of Foreign Subsidiaries

The Committee may authorize any foreign Subsidiary to adopt a plan for granting Awards ("Foreign Equity Incentive Plan") and awards granted under such Foreign Equity Incentive Plans may be treated as grants under the Plan, if the Committee so determines. Such Foreign Equity Incentive Plans shall have such terms and provisions as the Committee permits not inconsistent with the provisions of the Plan and which may be more restrictive than those contained in the Plan. Awards granted under such Foreign Equity Incentive Plans shall be governed by the terms of the Plan except to the extent that the provisions of the Foreign Equity Incentive Plans are more restrictive than the terms of the Plan, in which case such terms of the Foreign Equity Incentive Plans shall control.

Article 15. Amendment, Modification and Termination

The Board may, at any time and from time to time, alter, amend, suspend or terminate the Plan in whole or in part, provided that no amendment shall be made which shall increase the total number of shares of Stock that may be issued under the Plan, materially modify the requirements for participation in the Plan, or materially increase the benefits accruing to Participants under the Plan, in each case unless such amendment is approved by the stockholders of the Company.

No termination, amendment or modification of the Plan shall adversely affect in any material way any Award previously granted under the Plan, without the written consent of the Participant holding such Award, unless such termination, modification or amendment is required by applicable law and except as otherwise provided herein.

Article 16. Payment for Awards and Withholding

16.1 *Payment for Awards.* In the event a Participant elects to pay the Option Exercise Price or make payment for any other Award through tender of previously acquired Stock, (i) only a whole number of share(s) of Stock (and not fractional shares of Stock) may be tendered in payment, (ii) such Participant must present evidence acceptable to the Company that he has owned any such shares of Stock tendered in payment (and that such shares of Stock tendered have not been subject to any substantial risk of forfeiture) for at least six months prior to the date of exercise and (iii) Stock must be tendered to the Company, either by actual delivery of the shares or by attestation. When payment is made by tender of Stock, the difference, if any, between the aggregate amount payable and the Fair Market Value of the share(s) of Stock tendered in payment (plus any applicable taxes) shall be paid by check. No Participant may tender shares of Stock having a Fair Market Value exceeding the aggregate Option Exercise Price or other payment due.

16.2 *Notification under Section 83(b).* The Committee may, on the grant date or any later date, prohibit a Participant from making the election described below. If the Committee has not prohibited such Participant from making such election, and the Participant shall, in connection with the exercise of any Option, or the grant of any share of Restricted Stock, make the election permitted under Section 83(b) of the Code (i.e., an election to include in such Participant's gross income in the year of transfer the amounts specified in Section 83(b) of the Code), such Participant shall notify the Company of such election within 10 days of filing notice of the election with the Internal Revenue Service, in addition to any filing and notification required pursuant to regulations issued under the authority of Section 83(b) of the Code.

16.3 *Tax Withholding.* The Company shall have the power and the right to deduct or withhold, or require a Participant to remit to the Company, an amount (including any Stock withheld as provided below) sufficient to satisfy Federal, state and local taxes (including the Participant's FICA obligation) required by law to be withheld with respect to an Award made under the Plan.

16.4 *Stock Withholding.* With respect to tax withholding required upon the exercise of Options or SARs, upon the lapse of restrictions on Restricted Stock or Restricted Stock Units, or upon any other taxable event arising out of or as a result of Awards granted hereunder, Participants may elect to satisfy the withholding requirement, in whole or in part, by tendering Stock held by the Participant (by actual delivery of the shares or by attestation) or by having the Company withhold Stock having a Fair Market Value equal to the minimum statutory total tax which could be imposed on the transaction. All elections shall be irrevocable, made in writing (or other method acceptable to the Company) and signed by the Participant. In the event a Participant fails to make an election by the date required, the Participant will be deemed to have made an election to have the Company withhold Stock having a Fair Market Value equal to the minimum statutory total tax which could be imposed on the transaction.

Article 17. Repayment of Awards and Non-Solicitation

17.1 *Restatements.* In the event of a restatement of the Company's financial results to correct a material error or inaccuracy resulting in whole or in part from the fraud or intentional misconduct of a Section 16 Officer, as determined by the Board or a committee thereof, the Board or the committee may, to the extent permitted by applicable law,

- (i) cancel or cause to be cancelled any or all of the Section 16 Officer's outstanding Awards granted after May 19, 2009;

- (ii) recover or cause to be recovered any or all “Proceeds” (as defined below) resulting from any sale or other disposition (including to the Company) of shares of Stock issued or issuable upon vesting, settlement or exercise, as the case may be, of any Award granted after May 19, 2009, plus a reasonable rate of interest; and/or
- (iii) recover or cause to be recovered any cash paid or shares of Stock issued to the Participant in connection with any vesting, settlement or exercise of an Award granted after May 19, 2009, plus a reasonable rate of interest.

The term “Proceeds” means, with respect to any sale or other disposition (including to the Company) of shares of Stock acquired pursuant to an Award, an amount determined by the Committee, (a) in the case of an Award other than an Option, SAR or cash-settled Award, up to the amount equal to the Fair Market Value per share of Stock at the time of such sale or other disposition multiplied by the number of shares sold or disposed of, or (b) in the case of an Option or SAR, up to the amount equal to the number of shares of Stock sold or disposed of multiplied by the excess of the Fair Market Value per share of Stock at the time of such sale or disposition over the Option Exercise Price or Base Value, as applicable. The return of Proceeds is in addition to and separate from any other relief available to the Company or any other actions as may be taken by the Committee in its sole discretion. Any determination by the Committee with respect to the foregoing shall be final, conclusive and binding on all interested parties.

17.2 Non-Solicitation. While employed and for the one-year period following termination of employment, any Participant who has received an Award under the Plan shall not, directly or indirectly:

- (i) other than in connection with the good-faith performance of his or her normal duties and responsibilities as an employee of the Company or any Subsidiary, encourage any employee or agent of the Company or any Subsidiary to terminate his or her relationship with the Company or any Subsidiary;
- (ii) employ, engage as a consultant or adviser, or solicit the employment or engagement as a consultant or adviser of, any employee or agent of the Company or Subsidiary (other than by the Company or its Subsidiaries), or cause or encourage any Person to do any of the foregoing;
- (iii) establish (or take preliminary steps to establish) a business with, or encourage others to establish (or take preliminary steps to establish) a business with, any employee or exclusive agent independent contractor of the Company or its Subsidiaries; or
- (iv) interfere with the relationship of the Company or its Subsidiaries with, or endeavor to entice away from the Company or its Subsidiaries, any Person who or which at any time since the Participant’s hire date was or is a material customer or material supplier of, or maintained a material business relationship with, the Company or its Subsidiaries.

If a Participant violates any of the non-solicitation provisions set forth above, to the extent permitted by applicable law, the Board or a committee thereof may, to the extent permitted by applicable law,

- (i) cancel or cause to be cancelled any or all of the Participant’s outstanding Awards granted after May 19, 2009;
- (ii) recover or cause to be recovered any or all Proceeds resulting from any sale or other disposition (including to the Company) of shares of Stock issued or issuable upon vesting, settlement or exercise, as the case may be, of any Award granted after May 19, 2009 if the sale or disposition was effected on or after the date that is one year prior to the date on which the Participant first violated the non-solicitation provision(s); and/or
- (iii) recover or cause to be recovered any cash paid or shares of Stock issued to the Participant in connection with any vesting, settlement or exercise of an Award granted after May 19, 2009 if the vesting, settlement or exercise occurred on or after the date that is one year prior to the date on which the Participant first violated the non-solicitation provision(s).

17.3 No Limitation on Other Rights. Nothing contained in this Article 17 shall be deemed to (i) limit any additional legal or equitable rights or remedies the Company may have under applicable law with respect to any Participant who may have caused or contributed to the Company’s need to restate its financial results or who may have violated the non-solicitation provisions in the Plan or in any other plan, policy, agreement or arrangement or (ii) affect any other non-solicitation or other restrictive covenants to which a Participant is subject.

Article 18. Successors

All obligations of the Company under the Plan, with respect to Awards granted hereunder, shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation or otherwise of all or substantially all of the business and/or assets of the Company.

Article 19. Legal Construction

19.1 *Gender and Number.* Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine, the plural shall include the singular and the singular shall include the plural.

19.2 *Severability.* In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

19.3 *Requirements of Law.* The granting of Awards and the issuance of Stock under the Plan shall be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

19.4 *Governing Law.* To the extent not preempted by Federal law, the Plan, and all agreements hereunder, shall be construed in accordance with, and governed by, the laws of the State of Delaware, except with regard to conflicts of law provisions.

19.5 *Code Section 409A Compliance.* To the extent applicable, it is intended that this Plan and any Awards granted hereunder comply with the requirements of Section 409A of the Code and any related regulations or other guidance promulgated with respect to such Section by the U.S. Department of the Treasury or the Internal Revenue Service ("Section 409A") and the Plan and any Awards granted under the Plan shall be interpreted and construed in a manner consistent with such intent.

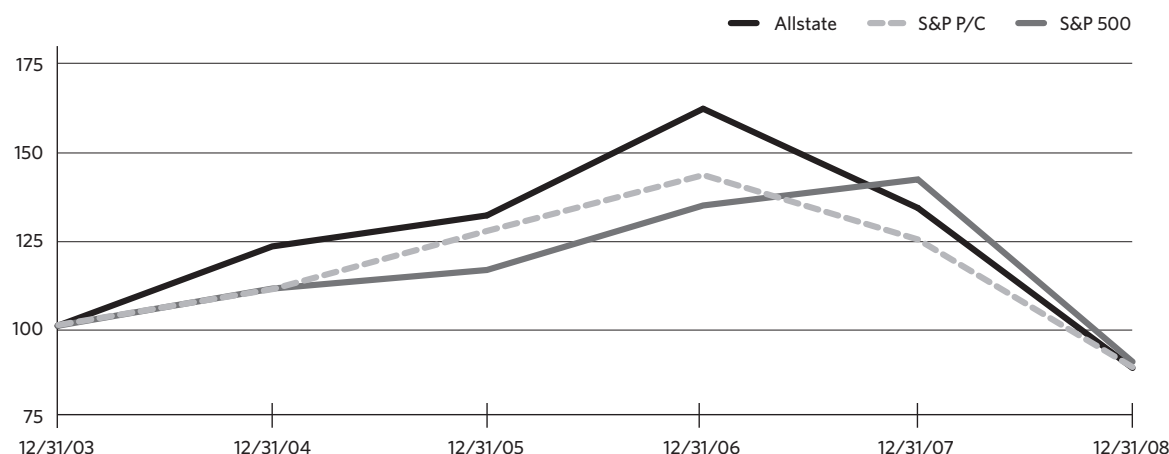
Appendix D

Executive Officers

The following table sets forth the names of our executive officers, their current ages and their positions. “AIC” refers to Allstate Insurance Company.

<u>Name and Age</u>	<u>Principal Positions and Offices Held</u>
Thomas J. Wilson (51)	Chairman of the Board, President and Chief Executive Officer of The Allstate Corporation. Chairman of the Board, President and Chief Executive Officer of AIC. Mr. Wilson is also a director of The Allstate Corporation.
Catherine S. Brune (55)	Senior Vice President of AIC (Chief Information Officer).
Don Civgin (47)	Vice President and Chief Financial Officer of The Allstate Corporation and Senior Vice President and Chief Financial Officer of AIC
Frederick F. Cripe (51)	Senior Vice President of AIC.
James D. DeVries (45)	Senior Vice President of AIC (Human Resources).
Judith P. Greffin (48)	Senior Vice President and Chief Investment Officer of AIC.
Michele C. Mayes (59)	Vice President and General Counsel of The Allstate Corporation and Senior Vice President, General Counsel and Assistant Secretary of AIC (Chief Legal Officer).
Samuel H. Pilch (62)	Controller of The Allstate Corporation and Group Vice President and Controller of AIC.
Joseph J. Richardson (48)	Senior Vice President of AIC (Allstate Protection Distribution).
Michael J. Roche (57)	Senior Vice President of AIC (Claims).
George E. Ruebenson (60)	Senior Vice President of AIC; President of Allstate Protection and Interim President of Allstate Financial.
Steven P. Sorenson (44)	Senior Vice President of AIC (Allstate Protection Product Operations).
Joan H. Walker (61)	Senior Vice President of AIC (Corporate Relations and Interim Chief Marketing Officer).

The following performance graph compares the performance of Allstate common stock total return during the five-year period from December 31, 2003, through December 31, 2008, with the performance of the S&P 500 Property/Casualty Index and the S&P 500 Index. The graph plots the cumulative changes in value of an initial \$100 investment as of December 31, 2003, over the indicated time periods, assuming all dividends are reinvested quarterly.



Value at each year-end of a \$100 initial investment made on December 31, 2003

	12/31/03	12/31/04	12/31/05	12/31/06	12/31/07	12/31/08
Allstate	\$100.00	\$122.83	\$131.45	\$161.69	\$133.48	\$87.91
S&P P/C	\$100.00	\$110.34	\$126.86	\$142.89	\$124.31	\$88.08
S&P 500	\$100.00	\$110.74	\$116.09	\$134.21	\$141.57	\$89.82

DEFINITION OF OPERATING INCOME We believe that investors' understanding of Allstate's performance is enhanced by our disclosure of operating income, a non-GAAP financial measure. Our method of calculating operating income may differ from those used by other companies and therefore, comparability may be limited.

Operating income is net (loss) income, excluding:

- realized capital gains and losses, after-tax, except for periodic settlements and accruals on non-hedge derivative instruments, which are reported with realized capital gains and losses but included in operating income,
- amortization of deferred policy acquisition costs ("DAC") and deferred sales inducements ("DSI"), to the extent they resulted from the recognition of certain realized capital gains and losses,
- gain (loss) on disposition of operations, after-tax, and
- adjustments for other significant non-recurring, infrequent or unusual items, when (a) the nature of the charge or gain is such that it is reasonably unlikely to recur within two years, or (b) there has been no similar charge or gain within the prior two years.

Net (loss) income is the GAAP measure that is most directly comparable to operating income.

We use operating income as an important measure to evaluate our results of operations. We believe that the measure provides investors with a valuable measure of the Company's ongoing performance because it reveals trends in our insurance and financial services business that may be obscured by the net effect of realized capital gains and losses, gain (loss) on disposition of operations and adjustments for other significant non-recurring, infrequent or unusual items. Realized capital gains and losses and gain (loss) on disposition of operations may vary significantly between periods and are generally driven by business decisions and external economic developments such as capital market conditions, the timing of which is unrelated to the insurance underwriting process. Consistent with our intent to protect results or earn additional income, operating income includes periodic settlements and accruals on certain derivative instruments that are reported in realized capital gains and losses because they do not qualify for hedge accounting or are not designated as hedges for accounting purposes. These instruments are used for economic hedges and to replicate fixed income securities, and by including them in operating income, we are appropriately reflecting their trends in our performance and in a manner consistent with the economically hedged investments, product attributes (e.g. net investment income and interest credited to contractholder funds) or replicated investments. Non-recurring items

are excluded because, by their nature, they are not indicative of our business or economic trends. Accordingly, operating income excludes the effect of items that tend to be highly variable from period to period and highlights the results from ongoing operations and the underlying profitability of our business. A byproduct of excluding these items to determine operating income is the transparency and understanding of their significance to net income variability and profitability while recognizing these or similar items may recur in subsequent periods. Operating income is used by management along with the other components of net (loss) income to assess our performance. We use adjusted measures of operating income and operating income per diluted share in incentive compensation. Therefore, we believe it is useful for investors to evaluate net (loss) income, operating income and their components separately and in the aggregate when reviewing and evaluating our performance. We note that investors, financial analysts, financial and business media organizations and rating agencies utilize operating income results in their evaluation of our and our industry's financial performance and in their investment decisions, recommendations and communications as it represents a reliable, representative and consistent measurement of the industry and the Company and management's performance. We note that the price to earnings multiple commonly used by insurance investors as a forward-looking valuation technique uses operating income as the denominator. Operating income should not be considered as a substitute for net (loss) income and does not reflect the overall profitability of our business.

The following table reconciles operating income and net (loss) income for the years ended December 31, 2008 and 2007.

For the years ended December 31, (\$ in millions)	2008	2007
Operating income	\$ 1,758	\$ 3,863
Realized capital gains and losses	(5,090)	1,235
Income tax benefit (expense)	1,779	(437)
Realized capital gains and losses, after-tax	(3,311)	798
DAC and DSI accretion relating to		
realized capital gains and losses, after-tax	385	12
DAC and DSI unlocking in fourth quarter 2008		
related to realized capital gains and losses, after-tax	(274)	--
Non-recurring charge for DAC, after-tax	(219)	--
Reclassification of periodic settlements and accruals		
on non-hedge derivative instruments, after-tax	(14)	(29)
Loss on disposition of operations, after-tax	(4)	(8)
Net (loss) income	\$ (1,679)	\$ 4,636

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RISK FACTORS

This document contains “forward-looking statements” that anticipate results based on our estimates, assumptions and plans that are subject to uncertainty. These statements are made subject to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. We assume no obligation to update any forward-looking statements as a result of new information or future events or developments.

These forward-looking statements do not relate strictly to historical or current facts and may be identified by their use of words like “plans,” “seeks,” “expects,” “will,” “should,” “anticipates,” “estimates,” “intends,” “believes,” “likely,” “targets” and other words with similar meanings. These statements may address, among other things, our strategy for growth, catastrophe exposure management, product development, investment results, regulatory approvals, market position, expenses, financial results, litigation and reserves. We believe that these statements are based on reasonable estimates, assumptions and plans. However, if the estimates, assumptions or plans underlying the forward-looking statements prove inaccurate or if other risks or uncertainties arise, actual results could differ materially from those communicated in these forward-looking statements.

In addition to the normal risks of business, we are subject to significant risks and uncertainties, including those listed below, which apply to us as an insurer and a provider of other financial services. These risks constitute our cautionary statements under the Private Securities Litigation Reform Act of 1995 and readers should carefully review such cautionary statements as they identify certain important factors that could cause actual results to differ materially from those in the forward-looking statements and historical trends. These cautionary statements are not exclusive and are in addition to other factors discussed elsewhere in this document, in our filings with the Securities and Exchange Commission (“SEC”) or in materials incorporated therein by reference.

Risks Relating to the Property-Liability business

As a property and casualty insurer, we may face significant losses from catastrophes and severe weather events

Because of the exposure of our property and casualty business to catastrophic events, our operating results and financial condition may vary significantly from one period to the next. Catastrophes can be caused by various natural and man-made disasters, including earthquakes, volcanoes, wildfires, tornadoes, hurricanes, tropical storms and certain types of terrorism. In 2008 catastrophe losses were \$3.34 billion and included estimates of losses for Hurricanes Ike and Gustav, among other events. We may continue to incur catastrophe losses in our auto and property business in excess of those experienced in prior years, those that management projects would be incurred based on hurricane and earthquake losses which have a one percent probability of occurring on an annual aggregate countrywide basis, those that external modeling firms estimate would be incurred based on other levels of probability, the average expected level used in pricing, and our current reinsurance coverage limits. Despite our catastrophe management programs, we are exposed to catastrophes that could have a material adverse effect on operating results and financial condition. For example, our historical catastrophe experience includes losses relating to Hurricane Katrina in 2005 totaling \$3.6 billion, the Northridge earthquake of 1994 totaling \$2.1 billion and Hurricane Andrew in 1992 totaling \$2.3 billion. We are also exposed to assessments from the California Earthquake Authority, and various state-created catastrophe insurance facilities, and to losses that could surpass the capitalization of these facilities. Our liquidity could be constrained by a catastrophe, or multiple catastrophes, which result in extraordinary losses or a downgrade of our debt or financial strength ratings.

In addition, we are subject to claims arising from weather events such as winter storms, rain, hail and high winds. The incidence and severity of weather conditions are largely unpredictable. There is generally an increase in the frequency and severity of auto and property claims when severe weather conditions occur.

The nature and level of catastrophes in any period cannot be predicted and could be material to catastrophe losses

Along with others in the industry, we use models developed by third party vendors in assessing our property exposure to catastrophe losses that assume various conditions and probability scenarios. Such models do not necessarily accurately predict future losses or accurately measure losses currently incurred. Catastrophe models, which have been evolving since the early 1990s, use historical information about hurricanes and earthquakes and also utilize detailed information about our in-force business. While we use this information in connection with our pricing and risk management activities, there are limitations with respect to its usefulness in predicting losses in any reporting period. These limitations are evident in significant variations in estimates between models and modelers, material increases and decreases in model results due to changes and refinements of the underlying data elements, assumptions which lead to questionable predictive capability, and actual event conditions that have not been well understood previously and not incorporated into the models. In addition, the models are not necessarily reflective of actual demand surge, loss adjustment expenses and the occurrence of mold losses, which are subject to wide variation by event or location.

Impacts of catastrophes and our catastrophe management strategy may adversely affect premium growth

Due to our catastrophe risk management efforts, our short-term growth has been negatively impacted and may continue to be negatively impacted if we take further actions. Homeowners premium growth rates and retention could be more adversely impacted than we expect by adjustments to our business structure, size and underwriting practices in markets with significant catastrophe risk exposure. In addition, due to the diminished potential for cross-selling opportunities, new business growth in our auto lines could be lower than expected.

Unanticipated increases in the severity or frequency of claims may adversely affect our profitability and financial condition

Changes in the severity or frequency of claims may affect the profitability of our Allstate Protection segment. Changes in bodily injury claim severity are driven primarily by inflation in the medical sector of the economy and litigation. Changes in auto physical damage claim severity are driven primarily by inflation in auto repair costs, auto parts prices and used car prices. Changes in homeowner's claim severity are driven by inflation in the construction industry, in building materials and in home furnishings and by other economic and environmental factors, including increased demand for services and supplies in areas affected by catastrophes. However, changes in the level of the severity of claims are not limited to the effects of inflation and demand surge in these various sectors of the economy. Increases in claim severity can arise from unexpected events that are inherently difficult to predict. Examples of such events include a decision in 2001 by the Georgia Supreme Court that diminished value coverage was included in auto policies under Georgia law and the emergence of mold-related homeowners losses in the state of Texas during 2002. Although we pursue various loss management initiatives in the Allstate Protection segment in order to mitigate future increases in claim severity, there can be no assurances that these initiatives will successfully identify or reduce the effect of future increases in claim severity.

Our Allstate Protection segment may experience declines in claim frequency from time to time. The short-term level of claim frequency we experience may vary from period to period and may not be sustainable over the longer term. A spike in gas prices and a significant decline in miles driven, both of which occurred in 2008, are examples of factors leading to a short-term frequency change. A significant long-term increase in claim frequency could have an adverse effect on our operating results and financial condition.

Actual claims incurred may exceed current reserves established for claims and may adversely affect our operating results and financial condition

Recorded claim reserves in the Property-Liability business are based on our best estimates of losses, both reported and incurred but not reported ("IBNR"), after considering known facts and interpretations of circumstances. Internal factors are considered including our experience with similar cases, actual claims paid, historical trends involving claim payment patterns, pending levels of unpaid claims, loss management programs, product mix, and contractual terms. External factors are also considered which include but are not limited to law changes, court decisions, changes to regulatory requirements and economic conditions. Because reserves are estimates of the unpaid portion of losses that have occurred, including IBNR losses, the establishment of appropriate reserves, including reserves for catastrophes, is an inherently uncertain and complex process. The ultimate cost of losses may vary materially from recorded reserves and such variance may adversely affect our operating results and financial condition.

Predicting claim expense relating to asbestos, environmental, and other discontinued lines is inherently uncertain and may have a material adverse effect on our operating results and financial condition

The process of estimating asbestos, environmental and other discontinued lines liabilities is complicated by complex legal issues concerning, among other things, the interpretation of various insurance policy provisions and whether those losses are, or were ever intended to be covered; and whether losses could be recoverable through retrospectively determined premium, reinsurance or other contractual agreements. Asbestos-related bankruptcies and other asbestos litigation are complex, lengthy proceedings that involve substantial uncertainty for insurers. Actuarial techniques and databases used in estimating asbestos, environmental and other discontinued lines net loss reserves may prove to be inadequate indicators of the extent of probable loss. Ultimate net losses from these discontinued lines could materially exceed established loss reserves and expected recoveries and have a material adverse effect on our operating results and financial condition.

Regulation limiting rate increases and requiring us to underwrite business and participate in loss sharing arrangements may decrease our profitability

From time to time, political events and positions affect the insurance market, including efforts to suppress rates to a level that may not allow us to reach targeted levels of profitability. For example, if Allstate Protection's loss ratio compares favorably to that of the industry, state regulatory authorities may impose rate rollbacks, require us to pay premium refunds to policyholders, or resist or delay our efforts to raise rates even if the property and

casualty industry generally is not experiencing regulatory resistance to rate increases. Such resistance affects our ability, in all product lines, to obtain approval for rate changes that may be required to achieve targeted levels of profitability and returns on equity. Our ability to afford reinsurance required to reduce our catastrophe risk in designated areas may be dependent upon the ability to adjust rates for its cost.

In addition to regulating rates, certain states have enacted laws that require a property-liability insurer conducting business in that state to participate in assigned risk plans, reinsurance facilities and joint underwriting associations or require the insurer to offer coverage to all consumers, often restricting an insurer's ability to charge the price it might otherwise charge. In these markets, we may be compelled to underwrite significant amounts of business at lower than desired rates, possibly leading to an unacceptable return on equity, or as the facilities recognize a financial deficit, they may in turn have the ability to assess participating insurers, adversely affecting our results of operations and financial condition. Laws and regulations of many states also limit an insurer's ability to withdraw from one or more lines of insurance in the state, except pursuant to a plan that is approved by the state insurance department. Additionally, certain states require insurers to participate in guaranty funds for impaired or insolvent insurance companies. These funds periodically assess losses against all insurance companies doing business in the state. Our operating results and financial condition could be adversely affected by any of these factors.

The potential benefits of implementing our sophisticated risk segmentation process may not be fully realized

We believe that pricing sophistication and underwriting (including Strategic Risk Management which, in some situations, considers information that is obtained from credit reports among other factors) has allowed us to be more competitive and operate more profitably. However, because many of our competitors have adopted underwriting criteria and sophisticated pricing models similar to those we use and because other competitors may follow suit, our competitive advantage could decline or be lost. Further, the use of insurance scoring from information that is obtained from credit reports as a factor in underwriting and pricing has at times been challenged by regulators, legislators, litigants and special interest groups in various states. Competitive pressures could also force us to modify our pricing sophistication model. Furthermore, we cannot be assured that these pricing sophistication models will accurately reflect the level of losses that we will ultimately incur from the mix of new business generated.

Allstate Protection's financial condition and operating results may be adversely affected by the cyclical nature of the property and casualty business

The property and casualty market is cyclical and has experienced periods characterized by relatively high levels of price competition, less restrictive underwriting standards and relatively low premium rates, followed by periods of relatively lower levels of competition, more selective underwriting standards and relatively high premium rates. A downturn in the profitability cycle of the property and casualty business could have a material adverse effect on our financial condition and results of operations.

Risks Relating to the Allstate Financial Segment

Changes in underwriting and actual experience could materially affect profitability and financial condition

Our product pricing includes long-term assumptions regarding investment returns, mortality, morbidity, persistency and operating costs and expenses of the business. Management establishes target returns for each product based upon these factors and the average amount of capital that the Company must hold to support in-force contracts taking into account rating agencies and regulatory requirements. We monitor and manage our pricing and overall sales mix to achieve target new business returns on a portfolio basis, which could result in the discontinuation of products or distribution relationships and a decline in sales. Profitability from new business emerges over a period of years depending on the nature and life of the product and is subject to variability as actual results may differ from pricing assumptions.

Our profitability in this segment depends on the adequacy of investment spreads, the management of market and credit risks associated with investments, the sufficiency of premiums and contract charges to cover mortality and morbidity benefits, the persistency of policies to ensure recovery of acquisition expenses, and the management of operating costs and expenses within anticipated pricing allowances. Legislation and regulation of the insurance marketplace and products could also affect our profitability and financial condition.

Changes in reserve estimates may adversely affect our operating results

Reserve for life-contingent contract benefits is computed on the basis of long-term actuarial assumptions of future investment yields, mortality, morbidity, policy terminations and expenses. We periodically review the adequacy of these reserves on an aggregate basis and if future experience differs significantly from assumptions,

adjustments to reserves and amortization of deferred policy acquisition costs (“DAC”) may be required which could have a material adverse effect on our operating results.

Changes in market interest rates may lead to a significant decrease in the sales and profitability of spread-based products

Our ability to manage the Allstate Financial spread-based products, such as fixed annuities and institutional products, is dependent upon maintaining profitable spreads between investment yields and interest crediting rates. When market interest rates decrease or remain at relatively low levels, proceeds from investments that have matured or have been prepaid or sold may be reinvested at lower yields, reducing investment spread. Lowering interest crediting rates in such an environment can partially offset decreases in investment yield on some products. However, these changes could be limited by market conditions, regulatory minimum rates or contractual minimum rate guarantees on many contracts and may not match the timing or magnitude of changes in asset yields. Decreases in the rates offered on products in the Allstate Financial segment could make those products less attractive, leading to lower sales and/or changes in the level of policy loans, surrenders and withdrawals. Non-parallel shifts in interest rates, such as increases in short-term rates without accompanying increases in medium- and long-term rates, can influence customer demand for fixed annuities, which could impact the level and profitability of new customer deposits. Increases in market interest rates can also have negative effects on Allstate Financial, for example by increasing the attractiveness of other investments to our customers, which can lead to higher surrenders at a time when the segment’s fixed income investment asset values are lower as a result of the increase in interest rates. This could lead to the sale of fixed income securities at a loss. For certain products, principally fixed annuity and interest-sensitive life products, the earned rate on assets could lag behind rising market yields. We may react to market conditions by increasing crediting rates, which could narrow spreads and reduce profitability. Unanticipated surrenders could result in accelerated amortization of DAC or affect the recoverability of DAC and thereby increase expenses and reduce profitability.

Changes in estimates of profitability on interest-sensitive life, fixed annuities and other investment products may adversely affect our profitability and financial condition through increased amortization of DAC

DAC related to interest-sensitive life, fixed annuities and other investment contracts is amortized in proportion to actual historical gross profits and estimated future gross profits (“EGP”) over the estimated lives of the contracts. The principal assumptions for determining the amount of EGP are investment returns, including capital gains and losses on assets supporting contract liabilities, interest crediting rates to contractholders, and the effects of persistency, mortality, expenses, and hedges if applicable. Updates to these assumptions (commonly referred to as “DAC unlocking”) could adversely affect our profitability and financial condition. In 2008, DAC unlocking resulted in increased amortization of DAC of \$327 million.

Narrowing the focus of our product offerings and reducing our concentration in fixed annuities and funding agreements may adversely affect reported results

Due to the current capital market conditions, we have been pursuing strategies to narrow our product offerings and reduce our concentration in fixed annuities and funding agreements. Lower new sales of these products, as well as our ongoing risk mitigation and return optimization programs, could negatively impact investment portfolio levels, complicate settlement of expiring contracts including forced sales of assets with unrealized capital losses, impact DAC amortization, and affect goodwill impairment testing and insurance reserves deficiency testing.

A loss of key product distribution relationships could materially affect sales

Certain products in the Allstate Financial segment are distributed under agreements with other members of the financial services industry that are not affiliated with us. Termination of one or more of these agreements due to, for example, a change in control of one of these distributors, could have a detrimental effect on the sales of Allstate Financial.

Changes in tax laws may decrease sales and profitability of products and financial condition

Under current federal and state income tax law, certain products we offer, primarily life insurance and annuities, receive favorable tax treatment. This favorable treatment may give certain of our products a competitive advantage over noninsurance products. Congress from time to time considers legislation that would reduce or eliminate the favorable policyholder tax treatment currently applicable to life insurance and annuities. Congress also considers proposals to reduce the taxation of certain products or investments that may compete with life insurance and annuities. Legislation that increases the taxation on insurance products or reduces the taxation on competing products could lessen the advantage or create a disadvantage for certain of our products making them less competitive. Such proposals, if adopted, could have a material adverse effect on our profitability and

financial condition or ability to sell such products and could result in the surrender of some existing contracts and policies. In addition, changes in the federal estate tax laws could negatively affect the demand for the types of life insurance used in estate planning.

Risks Relating to Investments

We are subject to market risk and declines in credit quality which may adversely impact investment income and cause additional realized losses

Although we continually reevaluate our proactive risk mitigation and return optimization programs, we remain subject to the risk that we will incur losses due to adverse changes in equity prices, interest rates, commodity prices or foreign currency exchange rates. Our primary market risk exposures are to changes in interest rates and equity prices and, to a lesser degree, changes in foreign currency exchange rates and commodity prices. In addition, we are subject to potential declines in credit quality, either related to issues specific to certain industries or to a general weakening in the economy. Although to some extent we use derivative financial instruments to manage these risks, the effectiveness of such instruments is subject to the same risks.

A decline in market interest rates could have an adverse effect on our investment income as we invest cash in new investments that may yield less than the portfolio's average rate. In a declining interest rate environment, borrowers may prepay or redeem securities more quickly than expected as they seek to refinance at lower rates. A decline could also lead us to purchase longer-term or riskier assets in order to obtain adequate investment yields resulting in a duration gap when compared to the duration of liabilities. An increase in market interest rates could have an adverse effect on the value of our investment portfolio by decreasing the fair values of the fixed income securities that comprise a substantial majority of our investment portfolio. A declining equity market could also cause the investments in our pension plans to decrease or decreasing interest rates could cause the funding target and the projected benefit obligation of our pension plans or the accumulated benefit obligation of our other post retirement benefit plans to increase, either or both resulting in a decrease in the funded status of the plans and a reduction of shareholders' equity, increases in pension expense and increases in required contributions to the pension plans. A decline in the quality of our investment portfolio as a result of adverse economic conditions or otherwise could cause additional realized losses on securities, including realized losses relating to equity and derivative strategies.

Deteriorating financial performance on securities collateralized by mortgage loans and commercial mortgage loans may lead to write-downs

Changes in mortgage delinquency or recovery rates, declining real estate prices, changes in credit or bond insurer strength ratings and the quality of service provided by service providers on securities in our portfolios could lead us to determine that write-downs are appropriate in the future.

The impact of our investment strategies may be adversely affected by developments in the investment markets

The impact of our investment portfolio risk mitigation and return optimization programs and enterprise asset allocation actions may be adversely affected by unexpected developments in the investment markets. For example, derivative contracts, when entered into, may result in coverage that is not as effective as intended.

Concentration of our investment portfolios in any particular segment of the economy may have adverse effects on our operating results and financial condition

The concentration of our investment portfolios in any particular industry, collateral types, group of related industries or geographic sector could have an adverse effect on our investment portfolios and consequently on our results of operations and financial condition. Events or developments that have a negative impact on any particular industry, group of related industries or geographic region may have a greater adverse effect on the investment portfolios to the extent that the portfolios are concentrated rather than diversified.

The determination of the amount of realized capital losses recorded for impairments of our investments is highly subjective and could materially impact our operating results and financial condition

The determination of the amount of realized capital losses recorded for impairments vary by investment type and is based upon our periodic evaluation and assessment of known and inherent risks associated with the respective asset class. Such evaluations and assessments are revised as conditions change and new information becomes available. Management updates its evaluations regularly and reflects changes in realized capital gains and losses from impairments in operating results as such evaluations are revised. There can be no assurance that our management has accurately assessed the level of or amounts recorded for impairments taken in our financial statements. Furthermore, additional impairments may need to be recorded in the future. Historical trends may not be indicative of future impairments. For example, the cost of our fixed income and equity securities is adjusted for

impairments in value deemed to be other than temporary in the period in which the determination is made. The assessment of whether impairments have occurred is based on management's case-by-case evaluation of the underlying reasons for the decline in fair value.

The determination of the fair value of our fixed income and equity securities results in unrealized net capital gains and losses and is highly subjective and could materially impact our operating results and financial condition

In determining fair value we generally utilize market transaction data for the same or similar instruments. The degree of management judgment involved in determining fair values is inversely related to the availability of market observable information. The fair value of financial assets and financial liabilities may differ from the amount actually received to sell an asset or the amount paid to transfer a liability in an orderly transaction between market participants at the measurement date. Moreover, the use of different valuation assumptions may have a material effect on the financial assets' and financial liabilities' fair values. The difference between amortized cost or cost and fair value, net of deferred income taxes, certain life and annuity DAC, certain deferred sales inducement costs ("DSI"), and certain reserves for life-contingent contract benefits, is reflected as a component of accumulated other comprehensive income in shareholders' equity. As of December 31, 2008, total unrealized net capital losses was \$8.81 billion. In the last 10 years, our quarterly net unrealized capital gains and losses have ranged from a \$7.55 billion net unrealized capital gain at June 30, 2003 to an \$8.81 billion net unrealized capital loss at December 31, 2008. Changing market conditions could materially effect the determination of the fair value of our securities and unrealized net capital gains and losses could vary significantly. Determining fair value is highly subjective and could materially impact our operating results and financial condition.

Risks Relating to the Insurance Industry

Our future results are dependent in part on our ability to successfully operate in an insurance industry that is highly competitive

The insurance industry is highly competitive. Our competitors include other insurers and, because many of our products include a savings or investment component, securities firms, investment advisers, mutual funds, banks and other financial institutions. Many of our competitors have well-established national reputations and market similar products. Because of the competitive nature of the insurance industry, including competition for producers such as exclusive and independent agents, there can be no assurance that we will continue to effectively compete with our industry rivals, or that competitive pressures will not have a material adverse effect on our business, operating results or financial condition. Furthermore, certain competitors operate using a mutual insurance company structure and therefore, may have dissimilar profitability and return targets. Our ability to successfully operate may also be impaired if we are not effective in filling critical leadership positions, in developing the talent and skills of our human resources, in assimilating new executive talent into our organization, or in deploying human resource talent consistently with our business goals.

Difficult conditions in the economy generally could adversely affect our business and operating results

Economists now believe the United States economy has entered into a recessionary period and are projecting significant negative macroeconomic trends, including widespread job losses, higher unemployment, lower consumer spending, continued declines in home prices and substantial increases in delinquencies on consumer debt, including defaults on home mortgages. Moreover, recent disruptions in the financial markets, particularly the reduced availability of credit and tightened lending requirements, have impacted the ability of borrowers to refinance loans at more affordable rates. We cannot predict the length and severity of a recession, but as with most businesses, we believe a longer or more severe recession could have an adverse effect on our business and results of operations.

A general economic slowdown could adversely affect us in the form of consumer behavior and pressure on our investment portfolios. Consumer behavior could include decreased demand for our products. For example, as consumers purchase fewer automobiles, our sales of auto insurance may decline. Also, as consumers become more cost conscious, they may choose lower levels of auto and homeowners insurance. In 2008, declining new car sales, weakness in the housing market and a highly competitive environment contributed to lower policies in force. In addition, holders of some of our life insurance and annuity products may engage in an elevated level of discretionary withdrawals of contractholder funds. Our investment portfolios could be adversely affected as a result of deteriorating financial and business conditions affecting the issuers of the securities in our investment portfolio.

There can be no assurance that actions of the U.S. federal government, Federal Reserve and other governmental and regulatory bodies for the purpose of stabilizing the financial markets and stimulating the economy will achieve the intended effect

In response to the financial crises affecting the banking system, the financial markets and the broader economy, the U.S. federal government, the Federal Reserve and other governmental and regulatory bodies have taken or are considering taking action to address such conditions including, among other things, purchasing mortgage-backed and other securities from financial institutions, investing directly in banks, thrifts and bank and savings and loan holding companies and increasing federal spending to stimulate the economy. There can be no assurance as to what impact such actions will have on the financial markets or on economic conditions. Such continued volatility and economic deterioration could materially and adversely affect our business, financial condition and results of operations.

Losses from litigation may be material to our operating results or cash flows and financial condition

As is typical for a large company, we are involved in a substantial amount of litigation, including class action litigation challenging a range of company practices and coverage provided by our insurance products. In the event of an unfavorable outcome in one or more of these matters, the ultimate liability may be in excess of amounts currently reserved and may be material to our operating results or cash flows for a particular quarter or annual period and to our financial condition.

We are subject to extensive regulation and potential further restrictive regulation may increase our operating costs and limit our growth

As insurance companies, broker-dealers, investment advisers and/or investment companies, many of our subsidiaries are subject to extensive laws and regulations. These laws and regulations are complex and subject to change. Moreover, they are administered and enforced by a number of different governmental authorities, including state insurance regulators, state securities administrators, the SEC, Financial Industry Regulatory Authority, the U.S. Department of Justice, and state attorneys general, each of which exercises a degree of interpretive latitude. Consequently, we are subject to the risk that compliance with any particular regulator's or enforcement authority's interpretation of a legal issue may not result in compliance with another's interpretation of the same issue, particularly when compliance is judged in hindsight. In addition, there is risk that any particular regulator's or enforcement authority's interpretation of a legal issue may change over time to our detriment, or that changes in the overall legal environment may, even absent any particular regulator's or enforcement authority's interpretation of a legal issue changing, cause us to change our views regarding the actions we need to take from a legal risk management perspective, thus necessitating changes to our practices that may, in some cases, limit our ability to grow and improve the profitability of our business. Furthermore, in some cases, these laws and regulations are designed to protect or benefit the interests of a specific constituency rather than a range of constituencies. For example, state insurance laws and regulations are generally intended to protect or benefit purchasers or users of insurance products, not holders of securities issued by The Allstate Corporation. In many respects, these laws and regulations limit our ability to grow and improve the profitability of our business.

In recent years, the state insurance regulatory framework has come under public scrutiny and members of Congress have discussed proposals to provide for federal chartering of insurance companies. We can make no assurances regarding the potential impact of state or federal measures that may change the nature or scope of insurance regulation.

Reinsurance may be unavailable at current levels and prices, which may limit our ability to write new business

Our personal lines catastrophe reinsurance program was designed, utilizing our risk management methodology, to address our exposure to catastrophes nationwide. Market conditions beyond our control determine the availability and cost of the reinsurance we purchase. No assurances can be made that reinsurance will remain continuously available to us to the same extent and on the same terms and rates as are currently available. For example, our ability to afford reinsurance to reduce our catastrophe risk in designated areas may be dependent upon our ability to adjust premium rates for its cost, and there are no assurances that the terms and rates for our current reinsurance program will continue to be available next year. If we were unable to maintain our current level of reinsurance or purchase new reinsurance protection in amounts that we consider sufficient and at prices that we consider acceptable, we would have to either accept an increase in our exposure risk, reduce our insurance writings, or develop or seek other alternatives.

Reinsurance subjects us to the credit risk of our reinsurers and may not be adequate to protect us against losses arising from ceded insurance, which could have a material adverse effect on our operating results and financial condition

The collectability of reinsurance recoverables is subject to uncertainty arising from a number of factors, including changes in market conditions, whether insured losses meet the qualifying conditions of the reinsurance contract and whether reinsurers, or their affiliates, have the financial capacity and willingness to make payments under the terms of a reinsurance treaty or contract. Our inability to collect a material recovery from a reinsurer could have a material adverse effect on our operating results and financial condition.

The continued threat of terrorism and ongoing military actions may adversely affect the level of claim losses we incur and the value of our investment portfolio

The continued threat of terrorism, both within the United States and abroad, and ongoing military and other actions and heightened security measures in response to these types of threats, may cause significant volatility and losses from declines in the equity markets and from interest rate changes in the United States, Europe and elsewhere, and result in loss of life, property damage, disruptions to commerce and reduced economic activity. Some of the assets in our investment portfolio may be adversely affected by declines in the equity markets and reduced economic activity caused by the continued threat of terrorism. We seek to mitigate the potential impact of terrorism on our commercial mortgage portfolio by limiting geographical concentrations in key metropolitan areas and by requiring terrorism insurance to the extent that it is commercially available. Additionally, in the event that terrorist acts occur, both Allstate Protection and Allstate Financial could be adversely affected, depending on the nature of the event.

A downgrade in our financial strength ratings may have an adverse effect on our competitive position, the marketability of our product offerings, and our liquidity, operating results and financial condition

Financial strength ratings are important factors in establishing the competitive position of insurance companies and generally have an effect on an insurance company's business. On an ongoing basis, rating agencies review the financial performance and condition of insurers and could downgrade or change the outlook on an insurer's ratings due to, for example, a change in an insurer's statutory capital; a change in a rating agency's determination of the amount of risk-adjusted capital required to maintain a particular rating; an increase in the perceived risk of an insurer's investment portfolio; a reduced confidence in management or a host of other considerations that may or may not be under the insurer's control. The current insurance financial strength ratings of Allstate Insurance Company are A+, AA- and Aa3 from A.M. Best, Standard & Poor's and Moody's, respectively. The current insurance financial strength ratings of Allstate Life Insurance Company are A+, AA- and A1 from A.M. Best, Standard & Poor's and Moody's, respectively. The Allstate Corporation currently maintains a senior debt rating of a-, A- and A3 from A.M. Best, Standard & Poor's and Moody's, respectively. Several other affiliates have been assigned their own financial strength ratings by one or more rating agencies. Because all of these ratings are subject to continuous review, the retention of these ratings cannot be assured. A downgrade in any of these ratings could have a material adverse effect on our sales, our competitiveness, the marketability of our product offerings, and our liquidity, operating results and financial condition.

Adverse capital and credit market conditions may significantly affect our ability to meet liquidity needs or our ability to obtain credit on acceptable terms

The capital and credit markets have been experiencing extreme volatility and disruption. In some cases, the markets have exerted downward pressure on the availability of liquidity and credit capacity. In the event that we need access to additional capital to pay our operating expenses, make payments on our indebtedness, pay for capital expenditures or fund acquisitions, our ability to obtain such capital may be limited and the cost of any such capital may be significant. Our access to additional financing will depend on a variety of factors such as market conditions, the general availability of credit, the overall availability of credit to our industry, our credit ratings and credit capacity, as well as lenders' perception of our long- or short-term financial prospects. Similarly, our access to funds may be impaired if regulatory authorities or rating agencies take negative actions against us. If a combination of these factors were to occur, our internal sources of liquidity may prove to be insufficient, and in such case, we may not be able to successfully obtain additional financing on favorable terms.

Changes in accounting standards issued by the Financial Accounting Standards Board ("FASB") or other standard-setting bodies may adversely affect our financial statements

Our financial statements are subject to the application of generally accepted accounting principles, which are periodically revised, interpreted and/or expanded. Accordingly, we are required to adopt new guidance or interpretations, or could be subject to existing guidance as we enter into new transactions, which may have a material adverse effect on our results of operations and financial condition that is either unexpected or has a

greater impact than expected. For a description of changes in accounting standards that are currently pending and, if known, our estimates of their expected impact, see Note 2 of the consolidated financial statements.

The change in our unrecognized tax benefit during the next 12 months is subject to uncertainty

As required by FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes", which was adopted as of January 1, 2007, we have disclosed our estimate of net unrecognized tax benefits and the reasonably possible increase or decrease in its balance during the next 12 months. However, actual results may differ from our estimate for reasons such as changes in our position on specific issues, developments with respect to the governments' interpretations of income tax laws or changes in judgment resulting from new information obtained in audits or the appeals process.

The realization of deferred tax assets is subject to uncertainty

The realization of our deferred tax assets, net of valuation allowances, is based on our assumption that we will be able to fully utilize the deductions that are ultimately recognized for tax purposes. However, actual results may differ from our assumptions if adequate levels of taxable income are not attained.

The ability of our subsidiaries to pay dividends may affect our liquidity and ability to meet our obligations

The Allstate Corporation is a holding company with no significant operations. The principal asset is the stock of its subsidiaries. State insurance regulatory authorities limit the payment of dividends by insurance subsidiaries, as described in Note 15 of the consolidated financial statements. In addition, competitive pressures generally require the subsidiaries to maintain insurance financial strength ratings. These restrictions and other regulatory requirements affect the ability of the subsidiaries to make dividend payments. Limits on the ability of the subsidiaries to pay dividends could adversely affect our liquidity, including our ability to pay dividends to shareholders, service our debt and complete share repurchase programs in the timeframe expected.

The occurrence of events unanticipated in our disaster recovery systems and management continuity planning could impair our ability to conduct business effectively

In the event of a disaster such as a natural catastrophe, an industrial accident, a terrorist attack or war, events unanticipated in our disaster recovery systems could have an adverse impact on our ability to conduct business and on our results of operations and financial condition, particularly if those events affect our computer-based data processing, transmission, storage and retrieval systems. In the event that a significant number of our managers could be unavailable in the event of a disaster, our ability to effectively conduct our business could be severely compromised.

Changing climate conditions may adversely affect our financial condition, profitability or cash flows

Allstate recognizes the scientific view that the world is getting warmer. Climate change, to the extent it produces rising temperatures and changes in weather patterns, could impact the frequency or severity of weather events and wildfires, the affordability and availability of homeowners insurance and the results for our Allstate Protection segment. To the extent that climate change impacts mortality rates and those changes do not match the long-term mortality assumptions in our product pricing, the results for our Allstate Financial segment would be impacted.

Loss of key vendor relationships could affect our operations

We rely on services and products provided by many vendors in the United States and abroad. These include, for example, vendors of computer hardware and software and vendors of services such as claim adjustment services and human resource benefits management services. In the event that one or more of our vendors suffers a bankruptcy or otherwise becomes unable to continue to provide products or services, we may suffer operational impairments and financial losses.

5-YEAR SUMMARY OF SELECTED FINANCIAL DATA

(\$ in millions, except per share data and ratios)	2008	2007	2006	2005	2004
Consolidated Operating Results					
Insurance premiums and contract charges	\$ 28,862	\$ 29,099	\$ 29,333	\$ 29,088	\$ 28,061
Net investment income	5,622	6,435	6,177	5,746	5,284
Realized capital gains and losses	(5,090)	1,235	286	549	591
Total revenues	29,394	36,769	35,796	35,383	33,936
(Loss) income from continuing operations	(1,679)	4,636	4,993	1,765	3,356
Cumulative effect of change in accounting principle, after-tax	—	—	—	—	(175)
Net (loss) income	(1,679)	4,636	4,993	1,765	3,181
Net (loss) income per share:					
Diluted:					
(Loss) income before cumulative effect of change in accounting principle, after-tax	(3.07)	7.77	7.84	2.64	4.79
Cumulative effect of change in accounting principle, after-tax	—	—	—	—	(0.25)
Net (loss) income	(3.07)	7.77	7.84	2.64	4.54
Basic:					
(Loss) income before cumulative effect of change in accounting principle, after-tax	(3.07)	7.83	7.89	2.67	4.82
Cumulative effect of change in accounting principle, after-tax	—	—	—	—	(0.25)
Net (loss) income	(3.07)	7.83	7.89	2.67	4.57
Cash dividends declared per share	1.64	1.52	1.40	1.28	1.12
Consolidated Financial Position					
Investments	\$ 95,998	\$118,980	\$119,757	\$118,297	\$115,530
Total assets	134,798	156,408	157,554	156,072	149,725
Reserves for claims and claims expense, life-contingent contract benefits and contractholder funds	90,750	94,052	93,683	94,639	86,801
Short-term debt	—	—	12	413	43
Long-term debt	5,659	5,640	4,650	4,887	5,291
Shareholders' equity	12,641	21,851	21,846	20,186	21,823
Shareholders' equity per diluted share	23.51	38.58	34.84	31.01	31.72
Property-Liability Operations					
Premiums earned	\$ 26,967	\$ 27,233	\$ 27,369	\$ 27,039	\$ 25,989
Net investment income	1,674	1,972	1,854	1,791	1,773
Net income	228	4,258	4,614	1,431	3,045
Operating ratios ⁽¹⁾					
Claims and claims expense ("loss") ratio	74.4	64.9	58.5	78.3	68.7
Expense ratio	25.0	24.9	25.1	24.1	24.3
Combined ratio	99.4	89.8	83.6	102.4	93.0
Allstate Financial Operations					
Premiums and contract charges	\$ 1,895	\$ 1,866	\$ 1,964	\$ 2,049	\$ 2,072
Net investment income	3,811	4,297	4,173	3,830	3,410
(Loss) income before cumulative effect of change in accounting principle, after-tax	(1,721)	465	464	416	421
Cumulative effect of change in accounting principle, after-tax	—	—	—	—	(175)
Net (loss) income	(1,721)	465	464	416	246
Investments	61,499	74,256	75,951	75,233	72,530

(1) We use operating ratios to measure the profitability of our Property-Liability results. We believe that they enhance an investor's understanding of our profitability. They are calculated as follows: Claims and claims expense ("loss") ratio is the ratio of claims and claims expense to premiums earned. Loss ratios include the impact of catastrophe losses. Expense ratio is the ratio of amortization of DAC, operating costs and expenses and restructuring and related charges to premiums earned. Combined ratio is the ratio of claims and claims expense, amortization of DAC, operating costs and expenses and restructuring and related charges to premiums earned. The combined ratio is the sum of the loss ratio and the expense ratio. The difference between 100% and the combined ratio represents underwriting income (loss) as a percentage of premiums earned.

Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW

The following discussion highlights significant factors influencing the consolidated financial position and results of operations of The Allstate Corporation (referred to in this document as “we”, “our”, “us”, the “Company” or “Allstate”). It should be read in conjunction with the 5-year summary of selected financial data, consolidated financial statements and related notes found under Part II, Item 6 and Item 8 contained herein. Further analysis of our insurance segments is provided in the Property-Liability Operations (which includes the Allstate Protection and the Discontinued Lines and Coverages segments) and in the Allstate Financial Segment sections of Management's Discussion and Analysis (“MD&A”). The segments are consistent with the way in which we use financial information to evaluate business performance and to determine the allocation of resources.

Allstate is focused on three priorities in 2009: protecting Allstate's financial strength, building customer loyalty, and continue reinventing protection and retirement for the consumer. In addition, we will continue to monitor market conditions and will consider business start-ups, acquisitions and alliances that would forward our business objectives and represent prudent uses of corporate capital.

The most important factors we monitor to evaluate the financial condition and performance of our company include:

- For Allstate Protection: premium written, the number of policies in force (“PIF”), retention, price changes, claim frequency (rate of claim occurrence per policy in force) and severity (average cost per claim), catastrophes, loss ratio, expenses, underwriting results and sales of all products and services;
- For Allstate Financial: premiums and deposits, benefit and investment spread, amortization of deferred policy acquisition costs, expenses, operating income, net income, invested assets, and new business returns;
- For Investments: credit quality/experience, realized capital gains and losses, investment income, unrealized capital gains and losses, stability of long-term returns, total returns, cash flows, and asset and liability duration; and
- For financial condition: liquidity, parent company deployable invested assets, financial strength ratings, operating leverage, debt leverage, book value per share, and return on equity.

2008 HIGHLIGHTS

- Consolidated net loss was \$1.68 billion in 2008 compared to net income of \$4.64 billion in 2007. Net loss per diluted share was \$3.07 in 2008 compared to net income per diluted share of \$7.77 in 2007.
- Property-Liability net income was \$228 million in 2008 compared to \$4.26 billion in 2007.
- The Property-Liability combined ratio was 99.4 in 2008 compared to 89.8 in 2007.
- Catastrophe losses in 2008 totaled \$3.34 billion compared to \$1.41 billion in 2007. The effect of catastrophe losses on the combined ratio was 12.4 points and 5.2 points in 2008 and 2007, respectively.
- Allstate Financial had a net loss of \$1.72 billion in 2008 compared to net income of \$465 million in 2007.
- Total revenues were \$29.39 billion in 2008 compared to \$36.77 billion in 2007.
- Property-Liability premiums earned in 2008 totaled \$26.97 billion, a decrease of 1.0% from \$27.23 billion in 2007.
- Net realized capital losses were \$5.09 billion in 2008 compared to net realized capital gains of \$1.24 billion in 2007.
- Investments as of December 31, 2008 totaled \$96.00 billion, a decrease of 19.3% from \$118.98 billion as of December 31, 2007. Net investment income in 2008 was \$5.62 billion, a decrease of 12.6% from \$6.44 billion in 2007.
- Book value per diluted share was \$23.51 as of December 31, 2008, a decrease of 39.1% from \$38.58 as of December 31, 2007.
- For the twelve months ended December 31, 2008, return on the average of beginning and ending period shareholders' equity was (9.7)%, a decrease of 30.9 points from 21.2% for the twelve months ended December 31, 2007.
- To further enhance our liquidity and capital levels, we suspended our \$2.00 billion share repurchase program and do not plan to complete it by our original target date of March 2009. The number of shares repurchased under the program was 22.7 million shares for \$1.07 billion during the twelve months ended December 31, 2008.
- At December 31, 2008, we held \$12.64 billion in capital. This total included \$3.64 billion in deployable invested assets at the parent holding company level.
- On February 25, 2009, we announced that our shareholder dividend was being revised to \$.20.

CONSOLIDATED NET (LOSS) INCOME

(\$ in millions)	For the years ended December 31,		
	2008	2007	2006
Revenues			
Property-liability insurance premiums earned	\$ 26,967	\$ 27,233	\$ 27,369
Life and annuity premiums and contract charges	1,895	1,866	1,964
Net investment income	5,622	6,435	6,177
Realized capital gains and losses	(5,090)	1,235	286
Total revenues	29,394	36,769	35,796
Costs and expenses			
Property-liability insurance claims and claims expense	(20,064)	(17,667)	(16,017)
Life and annuity contract benefits	(1,612)	(1,589)	(1,570)
Interest credited to contractholder funds	(2,411)	(2,681)	(2,609)
Amortization of deferred policy acquisition costs	(4,679)	(4,704)	(4,757)
Operating costs and expenses	(3,273)	(3,103)	(3,033)
Restructuring and related charges	(23)	(29)	(182)
Interest expense	(351)	(333)	(357)
Total costs and expenses	(32,413)	(30,106)	(28,525)
Loss on disposition of operations	(6)	(10)	(93)
Income tax benefit (expense)	1,346	(2,017)	(2,185)
Net (loss) income	<u>\$ (1,679)</u>	<u>\$ 4,636</u>	<u>\$ 4,993</u>
Property-Liability	\$ 228	\$ 4,258	\$ 4,614
Allstate Financial	(1,721)	465	464
Corporate and Other	(186)	(87)	(85)
Net (loss) income	<u>\$ (1,679)</u>	<u>\$ 4,636</u>	<u>\$ 4,993</u>

APPLICATION OF CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to adopt accounting policies and make estimates and assumptions that affect amounts reported in the consolidated financial statements. The most critical estimates include those used in determining:

- Fair Value of Financial Assets and Financial Liabilities
- Impairment of Fixed Income and Equity Securities
- Deferred Policy Acquisition Costs ("DAC") Amortization
- Reserve for Property-Liability Insurance Claims and Claims Expense Estimation
- Reserve for Life-Contingent Contract Benefits Estimation

In applying these policies, management makes subjective and complex judgments that frequently require estimates about matters that are inherently uncertain. Many of these policies, estimates and related judgments are common in the insurance and financial services industries; others are specific to our businesses and operations. It is reasonably likely that changes in these estimates could occur from period to period and result in a material impact on our consolidated financial statements.

A brief summary of each of these critical accounting estimates follows. For a more detailed discussion of the effect of these estimates on our consolidated financial statements, and the judgments and assumptions related to these estimates, see the referenced sections of this document. For a complete summary of our significant accounting policies, see Note 2 of the consolidated financial statements.

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

Fair Value of Financial Assets and Financial Liabilities Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("SFAS No. 157"), is effective for fiscal years beginning after November 15, 2007. We adopted the provisions of SFAS No. 157 as of January 1, 2008 for financial assets and financial liabilities that are measured at fair value. SFAS No. 157:

- Defines fair value 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, and establishes a framework for measuring fair value;
- Establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation as of the measurement date;
- Expands disclosures about financial instruments measured at fair value.

We categorize our financial assets and financial liabilities measured at fair value based on the observability of inputs to the valuation techniques, into a three-level fair value hierarchy as follows:

Level 1: Financial assets and financial liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that we can access.

Level 2: Financial assets and financial liabilities whose values are based on the following:

- (a) Quoted prices for similar assets or liabilities in active markets;
- (b) Quoted prices for identical or similar assets or liabilities in non-active markets; or
- (c) Valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Financial assets and financial liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs may reflect our estimates of the assumptions that market participants would use in valuing the financial assets and financial liabilities.

Observable inputs are those used by market participants in valuing financial instruments that are developed based on market data obtained from independent sources. In the absence of sufficient observable inputs, unobservable inputs reflect our estimates of the assumptions market participants would use in valuing financial assets and financial liabilities and are developed based on the best information available in the circumstances. The degree of management judgment involved in determining fair values is inversely related to the availability of market observable information.

To distinguish among the categories, we consider the frequency of completed transactions such as daily trading for equity securities. If inputs used to measure a financial instrument fall within different levels of the fair value hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the entire instrument. Certain financial assets are not carried at fair value on a recurring basis, including investments such as mortgage loans, limited partnership interests, bank loans and policy loans. Accordingly, such investments are only included in the fair value hierarchy disclosure when the investment is subject to remeasurement at fair value after initial recognition and the resulting measurement is reflected in the consolidated financial statements. In addition, equity options embedded in fixed income securities are not disclosed in the hierarchy with free-standing derivatives, as the embedded derivatives are presented as combined instruments in fixed income securities.

We are responsible for the determination of the value of the financial assets and financial liabilities carried at fair value and the supporting assumptions and methodologies. We gain assurance on the overall reasonableness and consistent application of valuation input assumptions, valuation methodologies and compliance with accounting standards for fair value determination through the execution of various processes and controls designed to ensure that our financial assets and financial liabilities are appropriately valued. We monitor fair values received from third parties and those derived internally on an ongoing basis.

In certain situations, we employ independent third-party valuation service providers to gather, analyze, and interpret market information and derive fair values based upon relevant assumptions and methodologies for individual instruments. In situations where our valuation service providers are unable to obtain sufficient market observable information upon which to estimate the fair value for a particular security, fair value is determined either by requesting brokers who are knowledgeable about these securities to provide a single quote or by employing internal valuation models that are widely accepted in the financial services industry. Changing market conditions are incorporated into valuation assumptions and reflected in the fair values, which are validated by calibration and other analytical techniques to available market observable data.

Valuation service providers typically obtain data about market transactions and other key valuation model inputs from multiple sources and, through the use of proprietary algorithms, produce valuation information in the

form of a single fair value for individual securities for which a fair value has been requested under the terms of our agreements. For certain equity securities, valuation service providers provide market quotations for completed transactions on the measurement date. For other security types, fair values are derived from the valuation service providers' proprietary valuation models. The inputs used by the valuation service providers include, but are not limited to, market prices from recently completed transactions and transactions of comparable securities, interest rate yield curves, credit spreads, liquidity spread, currency rates, and other market-observable information, as applicable. Credit and liquidity spreads are typically implied from completed transactions and transactions of comparable securities. Valuation service providers also use proprietary discounted cash flow models that are widely accepted in the financial services industry and similar to those used by other market participants to value the same financial instruments. The valuation models take into account, among other things, market observable information as of the measurement date, as described above, as well as the specific attributes of the security being valued including its term, interest rate, credit rating, industry sector, and where applicable, collateral quality and other issue or issuer specific information. Executing valuation models effectively requires seasoned professional judgment and experience. In cases where market transactions or other market observable data is limited, the extent to which judgment is applied varies inversely with the availability of market observable information.

For certain of our financial assets carried at fair value, where our valuation service providers cannot provide fair value determinations, we obtain non-binding price quotes from brokers familiar with the security who, similar to our valuation service providers, may consider transactions or activity in similar securities, as applicable, among other information. The brokers providing price quotes are generally from the brokerage divisions of leading financial institutions with market making, underwriting and distribution expertise.

The fair value of financial assets and financial liabilities, including privately-placed securities, certain free-standing derivatives and certain derivatives embedded in certain contractholder liabilities, where our valuation service providers or brokers do not provide fair value determinations, is determined using valuation methods and models widely accepted in the financial services industry. Internally developed valuation models, which include inputs that may not be market observable and as such involve some degree of judgment, are considered appropriate for each class of security to which they are applied.

Our internal pricing methods are primarily based on models using discounted cash flow methodologies that determine a single best estimate of fair value for individual financial instruments. In addition, our models use internally assigned credit ratings as inputs (which are generally consistent with any external ratings and those we use to report our holdings by credit rating) and stochastically determined cash flows for certain derivatives embedded in certain contractholder liabilities, both of which are difficult to independently observe and verify. Instrument specific inputs used in our internal fair value determinations include: coupon rate, coupon type, weighted average life, sector of the issuer, call provisions, and the contractual elements of derivatives embedded in certain contractholder liabilities. Market related inputs used in these fair values, which we believe are representative of inputs other market participants would use to determine fair value of the same instruments include: interest rate yield curves, quoted market prices of comparable securities, credit spreads, estimated liquidity premiums, and other applicable market data including lapse and anticipated market return estimates for derivatives embedded in certain contractholder liabilities. Credit spreads are determined using those published by a commonly used industry specialist for comparable public securities. A liquidity premium is also added to certain securities to reflect spreads commonly required for the types of securities being valued and are calibrated based on actual trades or other market data. As a result of the significance of non-market observable inputs, including internally assigned credit ratings and stochastic cash flow estimates as described above, judgment is required in developing these fair values. The fair value of these financial assets and financial liabilities may differ from the amount actually received to sell an asset or the amount paid to transfer a liability in an orderly transaction between market participants at the measurement date. Moreover, the use of different valuation assumptions may have a material effect on the financial assets' and financial liabilities' fair values.

Fair value of our investments comprise an aggregation of numerous, single best estimates for each security in the Consolidated Statements of Financial Position. Because of this detailed approach, there is no single set of assumptions that determine our fair value estimates at a consolidated level. Moreover, management does not compile a range of estimates for items reported at fair value at the consolidated level because we do not believe that a range would provide meaningful information. In the last 10 years, our quarterly net unrealized capital gains and losses have ranged from a \$7.55 billion net unrealized capital gain at June 30, 2003 to an \$8.81 billion net unrealized capital loss at December 31, 2008. The change in net unrealized capital gains and losses by quarter over the 10 year period has averaged \$1.10 billion and has ranged from a \$4.71 billion decrease to a \$2.29 billion increase.

Level 1 and Level 2 measurements represent valuations where all significant inputs are market observable. Level 3 measurements have one or more significant inputs that are not market observable and as a result these

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fair value determinations have greater potential variability as it relates to their significant inputs. The Level 3 principal components are privately placed securities valued using internal models and broker quoted securities. Additionally, due to the reduced availability of actual market prices or relevant observable inputs as a result of the decrease in liquidity that has been experienced in the market, all asset-backed residential mortgage-backed securities ("ABS RMBS"), auction rate securities ("ARS") backed by student loans, Alt-A residential mortgage-backed securities ("Alt-A"), other collateralized debt obligations ("CDO"), certain asset-backed securities ("ABS") and certain commercial mortgage-backed securities ("CMBS") are categorized as Level 3. In general, the greater the reliance on significant inputs that are not market observable, the greater potential variability of the fair value determinations. For broker quoted securities' fair value determinations, which were all categorized as Level 3, we believe the brokers providing the quotes may consider market observable transactions or activity in similar securities, as applicable, and other information as calibration points. Privately placed securities' fair value determinations, which are based on internal ratings that are not market observable and categorized as Level 3, are calibrated to market observable information in the form of external National Association of Insurance Commissioners ("NAIC") ratings and credit spreads.

We believe our most significant exposure to changes in fair value is due to market risk. Our exposure to changes in market conditions is discussed fully in the Market Risk section of the MD&A.

We employ specific control processes to determine the reasonableness of the fair values of our financial assets and financial liabilities. Our processes are designed to ensure that the values received or internally estimated are accurately recorded and that the data inputs and the valuation techniques utilized are appropriate, consistently applied, and that the assumptions are reasonable and consistent with the objective of determining fair value. For example, on a continuing basis, we assess the reasonableness of individual security values received from valuation service providers that exceed certain thresholds as compared to previous values received from those valuation service providers. In addition, we may validate the reasonableness of fair values by comparing information obtained from our valuation service providers to other third party valuation sources for selected financial assets. When fair value determinations are expected to be more variable, we validate them through reviews by members of management who have relevant expertise and who are independent of those charged with executing investment transactions. We do not alter fair values provided by our valuation providers or brokers.

The following table identifies investments as of December 31, 2008 by source of value determination:

(\$ in millions)	Investments	
	Fair value	Percent to total
Fair value based on internal sources	\$ 9,256	9.7%
Fair value based on external sources ⁽¹⁾	71,063	74.0
Total fixed income, equity and short-term securities	80,319	83.7
Fair value of derivatives	301	0.3
Mortgage loans, policy loans, bank loans and certain limited partnership and other investments, valued at cost, amortized cost and the equity method	15,378	16.0
Total	\$95,998	100.0%

(1) Includes \$2.73 billion that are valued using broker quotes.

For more detailed information on our accounting policy for the fair value of financial assets and financial liabilities and information on the financial assets and financial liabilities included in the levels promulgated by SFAS No. 157, see Note 2 of the consolidated financial statements.

Impairment of Fixed Income and Equity Securities For investments classified as available for sale, the difference between fair value and amortized cost for fixed income securities and cost for equity securities, net of certain other items and deferred income taxes (as disclosed in Note 5), is reported as a component of accumulated other comprehensive income on the Consolidated Statements of Financial Position and is not reflected in the operating results of any period until reclassified to net income upon the consummation of a transaction with an unrelated third party or when the decline in fair value is deemed other than temporary. The assessment of whether the impairment of a security's fair value is other than temporary is performed using a portfolio review as well as a case-by-case review considering a wide range of factors.

There are a number of assumptions and estimates inherent in evaluating impairments and determining if they are other than temporary, including: 1) our ability and intent to hold the investment for a period of time sufficient to allow for an anticipated recovery in value; 2) the expected recoverability of principal and interest; 3) the length of time and extent to which the fair value has been less than amortized cost for fixed income securities or cost for equity securities; 4) the financial condition, near-term and long-term prospects of the issue or issuer, including

relevant industry conditions and trends, and implications of rating agency actions and offering prices; and 5) the specific reasons that a security is in a significant unrealized loss position, including market conditions which could affect liquidity. Additionally, once assumptions and estimates are made, any number of changes in facts and circumstances could cause us to subsequently determine that an impairment is other than temporary, including: 1) general economic conditions that are worse than previously forecasted or that have a greater adverse effect on a particular issuer or industry sector than originally estimated; 2) changes in the facts and circumstances related to a particular issue or issuer's ability to meet all of its contractual obligations; and 3) changes in facts and circumstances obtained that causes a change in our ability or intent to hold a security to maturity or until it recovers in value. Examples of situations which may change our ability or intent to hold a security to maturity or recovery include where significant unanticipated new facts and circumstances emerge or existing facts and circumstances increase in significance and are anticipated to adversely impact a security's future valuations more than previously expected, including negative developments that would change the view of long term investors and their intent to continue to hold the investment, subsequent credit deterioration of an issuer or holding, subsequent further deterioration in capital markets (i.e. debt and equity) and of economic conditions, subsequent further deterioration in the financial services and real estate industries, liquidity needs, federal income tax situations involving capital gains and capital loss carrybacks and carryforwards with specific expiration dates, investment risk mitigation actions, and other new facts and circumstances that would cause a change in our previous intent to hold a security to recovery or maturity. Changes in assumptions, facts and circumstances could result in additional charges to earnings in future periods to the extent that losses are realized. The charge to earnings, while potentially significant to net income, would not have a significant effect on shareholders' equity, since the majority of our portfolio is designated as available-for-sale and carried at fair value and as a result, any related net unrealized loss would already be reflected as a component of accumulated other comprehensive income in shareholders' equity.

The determination of the amount of impairment is an inherently subjective process based on periodic evaluation of the factors described above. Such evaluations and assessments are revised as conditions change and new information becomes available. We update our evaluations regularly and reflect changes in impairments in results of operations as such evaluations are revised. The use of different methodologies and assumptions as to the determination of the fair value of investments and the timing and amount of impairments may have a material effect on the amounts presented within the consolidated financial statements.

Fixed income securities subject to other-than-temporary impairment write-downs continue to earn investment income when future expected payments are both reasonably estimable and probable, and any discount or premium is recognized using the effective yield method over the expected life of the security; otherwise income recognition is discontinued. For a more detailed discussion of the risks relating to changes in investment values and levels of investment impairment as well as the potential causes of such changes, see Note 5 of the consolidated financial statements and the Investments, Market Risk, Enterprise Risk and Return Management and Forward-looking Statements and Risk Factors sections of this document.

Deferred Policy Acquisition Costs Amortization We incur significant costs in connection with acquiring insurance policies and investment contracts. In accordance with GAAP, costs that vary with and are primarily related to acquiring insurance policies and investment contracts are deferred and recorded as an asset on the Consolidated Statements of Financial Position.

DAC related to property-liability contracts is amortized into income as premiums are earned, typically over periods of six to twelve months. The amortization methodology for DAC for Allstate Financial policies and contracts includes significant assumptions and estimates.

DAC related to traditional life insurance is amortized over the premium paying period of the related policies in proportion to the estimated revenues on such business. Significant assumptions relating to estimated premiums, investment returns, which include investment income and realized capital gains and losses, as well as mortality, persistency and expenses to administer the business are established at the time the policy is issued and are generally not revised during the life of the policy. The assumptions for determining DAC amortization are consistent with the assumptions used to calculate the reserve for life-contingent contract benefits. Any deviations from projected business in force resulting from actual policy terminations differing from expected levels and any estimated premium deficiencies may result in a change to the rate of amortization in the period such events occur. Generally, the amortization periods for these policies approximates the estimated lives of the policies. The recovery of DAC is dependent upon the future profitability of this business. We periodically review the adequacy of reserves and recoverability of DAC for these policies on an aggregate basis using actual experience. We aggregate all products accounted for pursuant to Statement of Financial Accounting Standard No. 60, "Accounting and Reporting by Insurance Enterprises" ("SFAS No. 60"), in the analysis. In the event actual experience is significantly adverse compared to the original assumptions, any remaining unamortized DAC balance must be expensed to the extent not recoverable and a premium deficiency reserve may be required if the remaining DAC

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balance is insufficient to absorb the deficiency. In 2008, for traditional life insurance and immediate annuities with life contingencies, an aggregate premium deficiency of \$336 million pre-tax (\$219 million after-tax) resulted primarily from a study indicating that the annuitants on certain life-contingent contracts are projected to live longer than we anticipated when the contracts were issued and, to a lesser degree, a reduction in the related investment portfolio yield. The deficiency was recorded through a reduction in DAC. In 2007 and 2006, our reviews concluded that no premium deficiency adjustments were necessary, primarily due to projected income from traditional life insurance more than offsetting the projected deficiency in immediate annuities with life contingencies.

DAC related to interest-sensitive life, annuities and other investment contracts is amortized in proportion to the incidence of the total present value of gross profits, which includes both actual historical gross profits ("AGP") and estimated future gross profits ("EGP") expected to be earned over the estimated lives of the contracts. The amortization is net of interest on the prior period DAC balance using rates established at the inception of the contracts. Actual amortization periods generally range from 15-30 years; however, incorporating estimates of customer surrender rates, partial withdrawals and deaths generally results in the majority of the DAC being amortized during the surrender charge period. The cumulative DAC amortization is reestimated and adjusted by a cumulative charge or credit to results of operations when there is a difference between the incidence of actual versus expected gross profits in a reporting period or when there is a change in total EGP.

AGP and EGP consist primarily of the following components: contract charges for the cost of insurance less mortality costs and other benefits (benefit margin); investment income and realized capital gains and losses less interest credited (investment margin); and surrender and other contract charges less maintenance expenses (expense margin). The amount of EGP is principally dependent on assumptions for investment returns, including capital gains and losses on assets supporting contract liabilities, interest crediting rates to contractholders, and the effects of persistency, mortality, expenses, and hedges if applicable, and these assumptions are reasonably likely to have the greatest impact on the amount of DAC amortization. Changes in these assumptions can be offsetting and the Company is unable to reasonably predict their future movements or offsetting impacts over time.

Each reporting period, DAC amortization is recognized in proportion to AGP for that period adjusted for interest on the prior period DAC balance. This amortization process includes an assessment of AGP compared to EGP, the actual amount of business remaining in-force and realized capital gains and losses on investments supporting the product liability. The impact of realized capital gains and losses on amortization of DAC depends upon which product liability is supported by the assets that give rise to the gain or loss. If the AGP is less than EGP in the period, but the total EGP is unchanged, the amount of DAC amortization will generally decrease, resulting in a current period increase to earnings. The opposite result generally occurs when the AGP exceeds the EGP in the period, but the total EGP is unchanged.

Annually, we review all assumptions underlying the projections of EGP, including investment returns, comprising investment income and realized capital gains and losses, interest crediting rates, persistency, mortality, and expenses. Management annually updates assumptions used in the calculation of EGP. At each reporting period, we assess whether any revisions to assumptions used to determine DAC amortization are required. These reviews and updates may result in amortization acceleration or deceleration, which are commonly referred to as "DAC unlocking".

If the update of assumptions causes total EGP to increase, the rate of DAC amortization will generally decrease, resulting in a current period increase to earnings. A decrease to earnings generally occurs when the assumption update causes the total EGP to decrease.

Over the past three years, our most significant DAC assumption updates that resulted in a change to EGP and the amortization of DAC have been revisions to expected future investment returns, primarily realized capital losses, expenses, mortality and the number of contracts in force or persistency resulting in net DAC amortization acceleration of \$327 million in 2008, deceleration of \$14 million in 2007 and acceleration of \$2 million in 2006.

The following table provides the effect on DAC amortization of changes in assumptions relating to the gross profit components of investment margin, benefit margin and expense margin during the years ended December 31.

(\$ in millions)	2008	2007	2006
Investment margin	\$(303)	\$ 11	\$ 15
Benefit margin	35	34	(13)
Expense margin	(59)	(31)	(4)
Net (acceleration) deceleration	<u>\$(327)</u>	<u>\$ 14</u>	<u>\$ (2)</u>

DAC amortization acceleration related to changes in the EGP component of investment margin in 2008 was primarily due to the level of realized capital losses impacting actual gross profits in 2008 and the impact of realized capital losses on expected gross profits in 2009. The deceleration related to benefit margin was due to more favorable projected life insurance mortality. The acceleration related to expense margin resulted from current and expected expense levels higher than previously projected. DAC amortization deceleration related to changes in the EGP component of investment margin in 2007 was due to higher yields from repositioning of the investment portfolio and reduced interest crediting rates on annuities. The deceleration related to benefit margin was due to more favorable projected life insurance mortality. The acceleration related to expense margin was a result of expenses being higher than expected.

The following table displays the sensitivity of reasonably likely changes in assumptions included in the gross profit components of investment margin or benefit margin to amortization of the DAC balance as of December 31, 2008.

(\$ in millions)	December 31, 2008 Increase/(reduction) in DAC
Increase in future investment margins of 25 basis points	\$ 169
Decrease in future investment margins of 25 basis points	\$(195)
Decrease in future life mortality by 1%	\$ 28
Increase in future life mortality by 1%	\$ (31)

Any potential changes in assumptions discussed above are measured without consideration of correlation among assumptions. Therefore, it would be inappropriate to add them together in an attempt to estimate overall variability in amortization.

For additional discussion see the Allstate Financial Segment and Forward-looking Statements and Risk Factors sections of this document and Note 2 and 10 of the consolidated financial statements.

Reserve for Property-Liability Insurance Claims and Claims Expense Estimation Reserves are established to provide for the estimated costs of paying claims and claims expenses under insurance policies we have issued. Property-Liability underwriting results are significantly influenced by estimates of property-liability insurance claims and claims expense reserves. These reserves are an estimate of amounts necessary to settle all outstanding claims, including claims that have been incurred but not reported ("IBNR"), as of the financial statement date.

Characteristics of Reserves Reserves are established independently of business segment management for each business segment and line of business based on estimates of the ultimate cost to settle claims, less losses that have been paid. The significant lines of business are auto, homeowners, and other lines for Allstate Protection, and asbestos, environmental, and other discontinued lines for Discontinued Lines and Coverages. Allstate Protection's claims are typically reported promptly with relatively little reporting lag between the date of occurrence and the date the loss is reported. Auto and homeowners liability losses generally take an average of about two years to settle, while auto physical damage, homeowners property and other personal lines have an average settlement time of less than one year. Discontinued Lines and Coverages involve long-tail losses, such as those related to asbestos and environmental claims, which often involve substantial reporting lags and extended times to settle.

Reserves are the difference between the estimated ultimate cost of losses incurred and the amount of paid losses as of the reporting date. Reserves are estimated for both reported and unreported claims, and include estimates of all expenses associated with processing and settling all incurred claims. We update the majority of our reserve estimates quarterly and as new information becomes available or as events emerge that may affect the resolution of unsettled claims. Changes in prior year reserve estimates (reserve reestimates), which may be material, are determined by comparing updated estimates of ultimate losses to prior estimates, and the differences are recorded as property-liability insurance claims and claims expenses in the Consolidated Statements of Operations in the period such changes are determined. Estimating the ultimate cost of claims and claims expenses is an inherently uncertain and complex process involving a high degree of judgment and is subject to the evaluation of numerous variables.

The Actuarial Methods used to Develop Reserve Estimates Reserve estimates are derived by using several different actuarial estimation methods that are variations on one primary actuarial technique. The actuarial technique is known as a "chain ladder" estimation process in which historical loss patterns are applied to actual paid losses and reported losses (paid losses plus individual case reserves established by claim adjusters) for an accident year or a report year to create an estimate of how losses are likely to develop over time. An accident year refers to classifying claims based on the year in which the claims occurred. A report year refers to classifying claims based on the year in which the claims are reported. Both classifications are used to prepare estimates of

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required reserves for payments to be made in the future. The key assumptions affecting our reserve estimates comprise data elements including claim counts, paid losses, case reserves, and development factors calculated with this data.

In the chain ladder estimation technique, a ratio (development factor) is calculated which compares current period results to results in the prior period for each accident year. A three-year or two-year average development factor, based on historical results, is usually multiplied by the current period experience to estimate the development of losses of each accident year into the next time period. The development factors for the future time periods for each accident year are compounded over the remaining future periods to calculate an estimate of ultimate losses for each accident year. The implicit assumption of this technique is that an average of historical development factors is predictive of future loss development, as the significant size of our experience data base achieves a high degree of statistical credibility in actuarial projections of this type. The effects of inflation are implicitly considered in the reserving process, the implicit assumption being that a multi-year average development factor includes an adequate provision. Occasionally, unusual aberrations in loss patterns are caused by external and internal factors such as changes in claim reporting, settlement patterns, unusually large losses, process changes, legal or regulatory changes, and other influences. In these instances, analyses of alternate development factor selections are performed to evaluate the effect of these factors, and actuarial judgment is applied to make appropriate development factor assumptions needed to develop a best estimate of ultimate losses.

How Reserve Estimates are Established and Updated Reserve estimates are developed at a very detailed level, and the results of these numerous micro-level best estimates are aggregated to form a consolidated reserve estimate. For example, over one thousand actuarial estimates of the types described above are prepared each quarter to estimate losses for each line of insurance, major components of losses (such as coverages and perils), major states or groups of states and for reported losses and IBNR. The actuarial methods described above are used to analyze the settlement patterns of claims by determining the development factors for specific data elements that are necessary components of a reserve estimation process. Development factors are calculated quarterly for data elements such as, claim counts reported and settled, paid losses, and paid losses combined with case reserves. The calculation of development factors from changes in these data elements also impacts claim severity trends, which is a common industry reference used to explain changes in reserve estimates. The historical development patterns for these data elements are used as the assumptions to calculate reserve estimates.

Often, several different estimates are prepared for each detailed component, incorporating alternative analyses of changing claim settlement patterns and other influences on losses, from which we select our best estimate for each component, occasionally incorporating additional analyses and actuarial judgment, as described above. These micro-level estimates are not based on a single set of assumptions. Actuarial judgments that may be applied to these components of certain micro-level estimates generally do not have a material impact on the consolidated level of reserves. Moreover, this detailed micro-level process does not permit or result in a compilation of a company-wide roll up to generate a range of needed loss reserves that would be meaningful. Based on our review of these estimates, our best estimate of required reserves for each state/line/coverage component is recorded for each accident year, and the required reserves for each component are summed to create the reserve balance carried on our Consolidated Statements of Financial Position.

Reserves are reestimated quarterly, by combining historical results with current actual results to calculate new development factors. This process incorporates the historic and latest actual trends, and other underlying changes in the data elements used to calculate reserve estimates. New development factors are likely to differ from previous development factors used in prior reserve estimates because actual results (claims reported or settled, losses paid, or changes to case reserves) occur differently than the implied assumptions contained in the previous development factor calculations. If claims reported, paid losses, or case reserve changes are greater or lower than the levels estimated by previous development factors, reserve reestimates increase or decrease. When actual development of these data elements is different than the historical development pattern used in a prior period reserve estimate, a new reserve is determined. The difference between indicated reserves based on new reserve estimates and recorded reserves (the previous estimate) is the amount of reserve reestimate and an increase or decrease in property-liability insurance claims and claims expense will be recorded in the Consolidated Statements of Operations. Total Property-liability reserve reestimates, after-tax, as a percent of net income, in 2008, 2007 and 2006 were (6.6)%, 2.4% and 12.6%, respectively. For Property-Liability, the 3-year average of reserve reestimates as a percentage of total reserves was a favorable 1.9%, for Allstate Protection, the 3-year average of reserve estimates was a favorable 2.6% and for Discontinued Lines and Coverages the 3-year average of reserve reestimates was an unfavorable 3.1%, each of these results being consistent within a reasonable actuarial tolerance for our respective businesses. Allstate Protection reserve reestimates were primarily the result of claim severity development that was better than expected and late reported loss development that was better than expected due to lower frequency trends, and for Discontinued Lines and Coverages, reestimates were primarily a result of increased reported claim activity (claims frequency). A more detailed discussion of reserve reestimates is presented in the Property-Liability Claims and Claims Expense Reserves section of this document.

The following table shows claims and claims expense reserves by operating segment and line of business as of December 31:

(\$ in millions)	2008	2007	2006
Allstate Protection			
Auto	\$10,220	\$10,175	\$ 9,995
Homeowners	2,824	2,279	2,226
Other lines	2,207	2,131	2,235
Total Allstate Protection	15,251	14,585	14,456
Discontinued Lines and Coverages			
Asbestos	1,228	1,302	1,375
Environmental	195	232	194
Other discontinued lines	508	541	585
Total Discontinued Lines and Coverages	1,931	2,075	2,154
Total Property-Liability	\$17,182	\$16,660	\$16,610

Allstate Protection Reserve Estimates

Factors Affecting Reserve Estimates Reserve estimates are developed based on the processes and historical development trends as previously described. These estimates are considered in conjunction with known facts and interpretations of circumstances and factors including our experience with similar cases, actual claims paid, differing payment patterns and pending levels of unpaid claims, loss management programs, product mix and contractual terms, changes in law and regulation, judicial decisions, and economic conditions. When we experience changes of the type previously mentioned, we may need to apply actuarial judgment in the determination and selection of development factors considered more reflective of the new trends, such as combining shorter or longer periods of historical results with current actual results to produce development factors based on two-year, three-year, or longer development periods to reestimate our reserves. For example, if a legal change is expected to have a significant impact on the development of claim severity for a coverage which is part of a particular line of insurance in a specific state, actuarial judgment is applied to determine appropriate development factors that will most accurately reflect the expected impact on that specific estimate. Another example would be when a change in economic conditions is expected to affect the cost of repairs to damaged autos or property for a particular line, coverage, or state, actuarial judgment is applied to determine appropriate development factors to use in the reserve estimate that will most accurately reflect the expected impacts on severity development.

As claims are reported, for certain liability claims of sufficient size and complexity, the field adjusting staff establishes case reserve estimates of ultimate cost, based on their assessment of facts and circumstances related to each individual claim. For other claims which occur in large volumes and settle in a relatively short time frame, it is not practical or efficient to set case reserves for each claim, and a statistical case reserve is set for these claims based on estimation techniques previously described. In the normal course of business, we may also supplement our claims processes by utilizing third party adjusters, appraisers, engineers, inspectors, other professionals and information sources to assess and settle catastrophe and non-catastrophe related claims.

Historically, the case reserves set by the field adjusting staff have not proven to be an entirely accurate estimate of the ultimate cost of claims. To provide for this, a development reserve is estimated using previously described processes, and allocated to pending claims as a supplement to case reserves. Typically, the case and supplemental development reserves comprise about 90% of total reserves.

Another major component of reserves is IBNR. Typically, IBNR comprises about 10% of total reserves.

Generally, the initial reserves for a new accident year are established based on severity assumptions for different business segments, lines, and coverages based on historical relationships to relevant inflation indicators, and reserves for prior accident years are statistically determined using processes previously described. Changes in auto current year claim severity are generally influenced by inflation in the medical and auto repair sectors of the economy. We mitigate these effects through various loss management programs. Injury claims are affected largely by medical cost inflation while physical damage claims are affected largely by auto repair cost inflation and used car prices. For auto physical damage coverages, we monitor our rate of increase in average cost per claim against a weighted average of the Maintenance and Repair price index and the Parts & Equipment price index. We believe our claim settlement initiatives, such as improvements to the claim review and settlement process, the use

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of special investigative units to detect fraud and handle suspect claims, litigation management and defense strategies, as well as various other loss management initiatives underway, contribute to the mitigation of injury and physical damage severity trends.

Changes in homeowners current year claim severity are generally influenced by inflation in the cost of building materials, the cost of construction and property repair services, the cost of replacing home furnishings and other contents, the types of claims that qualify for coverage, deductibles and other economic and environmental factors. We employ various loss management programs to mitigate the effect of these factors.

As loss experience for the current year develops for each type of loss, it is monitored relative to initial assumptions until it is judged to have sufficient statistical credibility. From that point in time and forward, reserves are reestimated using statistical actuarial processes to reflect the impact actual loss trends have on development factors incorporated into the actuarial estimation processes. Statistical credibility is usually achieved by the end of the first calendar year; however, when trends for the current accident year exceed initial assumptions sooner, they are usually given credibility, and reserves are increased accordingly.

The very detailed processes for developing reserve estimates and the lack of a need and existence of a common set of assumptions or development factors, limits aggregate reserve level testing for variability of data elements. However, by applying standard actuarial methods to consolidated historic accident year loss data for major loss types, comprising auto injury losses, auto physical damage losses and homeowner losses, we develop variability analyses consistent with the way we develop reserves by measuring the potential variability of development factors, as described in the section titled, "Potential Reserve Estimate Variability" below.

Causes of Reserve Estimate Uncertainty Since reserves are estimates of the unpaid portions of claims and claims expenses that have occurred, including IBNR losses, the establishment of appropriate reserves, including reserves for catastrophes, requires regular reevaluation and refinement of estimates to determine our ultimate loss estimate.

At each reporting date, the highest degree of uncertainty in estimates of losses arises from claims remaining to be settled for the current accident year and the most recent preceding accident year. The greatest degree of uncertainty exists in the current accident year because the current accident year contains the greatest proportion of losses that have not been reported or settled but must be estimated as of the current reporting date. Most of these losses relate to damaged property such as automobiles and homes, and medical care for injuries from accidents. During the first year after the end of an accident year, a large portion of the total losses for that accident year are settled. When accident year losses paid through the end of the first year following the initial accident year are incorporated into updated actuarial estimates, the trends inherent in the settlement of claims emerge more clearly. Consequently, this is the point in time at which we tend to make our largest reestimates of losses for an accident year. After the second year, the losses that we pay for an accident year typically relate to claims that are more difficult to settle, such as those involving serious injuries or litigation. Private passenger auto insurance provides a good illustration of the uncertainty of future loss estimates: our typical annual percentage payout of reserves for an accident year is approximately 50% in the first year after the end of the accident year, 20% in the second year, 15% in the third year, 5% in the fourth year, and the remaining 10% thereafter.

Reserves for Catastrophe Losses Property-Liability claims and claims expense reserves also include reserves for catastrophe losses. Catastrophe losses are an inherent risk of the property-liability insurance industry that have contributed, and will continue to contribute, to potentially material year-to-year fluctuations in our results of operations and financial position. We define a "catastrophe" as an event that produces pre-tax losses before reinsurance in excess of \$1 million and involves multiple first party policyholders, or an event that produces a number of claims in excess of a preset, per-event threshold of average claims in a specific area, occurring within a certain amount of time following the event. Catastrophes are caused by various natural events including high winds, winter storms, tornadoes, hailstorms, wildfires, tropical storms, hurricanes, earthquakes, and volcanoes. We are also exposed to man-made catastrophic events, such as certain acts of terrorism or industrial accidents. The nature and level of catastrophes in any period cannot be predicted.

The estimation of claims and claims expense reserves for catastrophes also comprises estimates of losses from reported claims and IBNR, primarily for damage to property. In general, our estimates for catastrophe reserves are based on claim adjuster inspections and the application of historical loss development factors as described previously. However, depending on the nature of the catastrophe, as noted above, the estimation process can be further complicated. For example, for hurricanes, complications could include the inability of insureds to be able to promptly report losses, limitations placed on claims adjusting staff affecting their ability to inspect losses, determining whether losses are covered by our homeowners policy (generally for damage caused by wind or wind driven rain), or specifically excluded coverage caused by flood, estimating additional living

expenses, and assessing the impact of demand surge, exposure to mold damage, and the effects of numerous other considerations, including the timing of a catastrophe in relation to other events, such as at or near the end of a financial reporting period, which can affect the availability of information needed to estimate reserves for that reporting period. In these situations, we may need to adapt our practices to accommodate these circumstances in order to determine a best estimate of our losses from a catastrophe. As an example, in 2005 to complete an estimate for certain areas affected by Hurricane Katrina and not yet inspected by our claims adjusting staff, or where we believed our historical loss development factors were not predictive, we relied on analysis of actual claim notices received compared to total policies in force, as well as visual, governmental and third party information, including aerial photos, area observations, and data on wind speed and flood depth to the extent available.

Potential Reserve Estimate Variability The aggregation of numerous micro-level estimates for each business segment, line of insurance, major components of losses (such as coverages and perils), and major states or groups of states for reported losses and IBNR forms the reserve liability recorded in the Consolidated Statements of Financial Position. Because of this detailed approach to developing our reserve estimates, there is not a single set of assumptions that determine our reserve estimates at the consolidated level. Given the numerous micro-level estimates for reported losses and IBNR, management does not believe the processes that we follow will produce a statistically credible or reliable actuarial reserve range that would be meaningful. Reserve estimates, by their very nature, are very complex to determine and subject to significant judgment, and do not represent an exact determination for each outstanding claim. Accordingly, as actual claims, and/or paid losses, and/or case reserve results emerge, our estimate of the ultimate cost to settle will be different than previously estimated.

To develop a statistical indication of potential reserve variability within reasonably likely possible outcomes, an actuarial technique (stochastic modeling) is applied to the countrywide consolidated data elements for paid losses and paid losses combined with case reserves separately for injury losses, auto physical damage losses, and homeowners losses excluding catastrophe losses. Based on the combined historical variability of the development factors calculated for these data elements, an estimate of the standard error or standard deviation around these reserve estimates is calculated within each accident year for the last eleven years for each type of loss. The variability of these reserve estimates within one standard deviation of the mean (a measure of frequency of dispersion often viewed to be an acceptable level of accuracy) is believed by management to represent a reasonable and statistically probable measure of potential variability. Based on our products and coverages, historical experience, the statistical credibility of our extensive data, and stochastic modeling of actuarial chain ladder methodologies used to develop reserve estimates, we estimate that the potential variability of our Allstate Protection reserves, within a reasonable probability of other possible outcomes, may be approximately plus or minus 4%, or plus or minus \$400 million in net income. A lower level of variability exists for auto injury losses, which comprise approximately 70% of reserves, due to their relatively stable development patterns over a longer duration of time required to settle claims. Other types of losses, such as auto physical damage, homeowners losses and other losses, which comprise about 30% of reserves, tend to have greater variability, but are settled in a much shorter period of time. Although this evaluation reflects most reasonably likely outcomes, it is possible the final outcome may fall below or above these amounts. Historical variability of reserve estimates is reported in the Property-Liability Claims and Claims Expense Reserves section of this document.

Adequacy of Reserve Estimates We believe our net claims and claims expense reserves are appropriately established based on available methodology, facts, technology, laws and regulations. We calculate and record a single best reserve estimate, in conformance with generally accepted actuarial standards, for each line of insurance, its components (coverages and perils), and state, for reported losses and for IBNR losses and as a result we believe that no other estimate is better than our recorded amount. Due to the uncertainties involved, the ultimate cost of losses may vary materially from recorded amounts, which are based on our best estimates.

Discontinued Lines and Coverages Reserve Estimates

Characteristics of Discontinued Lines Exposure We continue to receive asbestos and environmental claims. Asbestos claims relate primarily to bodily injuries asserted by people who were exposed to asbestos or products containing asbestos. Environmental claims relate primarily to pollution and related clean-up costs.

Our exposure to asbestos, environmental and other discontinued lines claims arises principally from assumed reinsurance coverage written during the 1960s through the mid-1980s, including reinsurance on primary insurance written on large U.S. companies, and from direct excess insurance written from 1972 through 1985, including substantial excess general liability coverages on large U.S. companies. Additional exposure stems from direct primary commercial insurance written during the 1960s through the mid-1980s. Other discontinued lines

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

exposures primarily relate to general liability and product liability mass tort claims, such as those for medical devices and other products.

In 1986, the general liability policy form used by us and others in the property-liability industry was amended to introduce an "absolute pollution exclusion," which excluded coverage for environmental damage claims, and to add an asbestos exclusion. Most general liability policies issued prior to 1987 contain annual aggregate limits for product liability coverage. General liability policies issued in 1987 and thereafter contain annual aggregate limits for product liability coverage and annual aggregate limits for all coverages. Our experience to date is that these policy form changes have limited the extent of our exposure to environmental and asbestos claim risks.

Our exposure to liability for asbestos, environmental, and other discontinued lines losses manifests differently depending on whether it arises from assumed reinsurance coverage, direct excess insurance, or direct primary commercial insurance. The direct insurance coverage we provided that covered asbestos, environmental and other discontinued lines was substantially "excess" in nature.

Direct excess insurance and reinsurance involve coverage written by us for specific layers of protection above retentions and other insurance plans. The nature of excess coverage and reinsurance provided to other insurers limits our exposure to loss to specific layers of protection in excess of policyholder retention on primary insurance plans. Our exposure is further limited by the significant reinsurance that we had purchased on our direct excess business.

Our assumed reinsurance business involved writing generally small participations in other insurers' reinsurance programs. The reinsured losses in which we participate may be a proportion of all eligible losses or eligible losses in excess of defined retentions. The majority of our assumed reinsurance exposure, approximately 85%, is for excess of loss coverage, while the remaining 15% is for pro-rata coverage.

Our direct primary commercial insurance business did not include coverage to large asbestos manufacturers. This business comprises a cross section of policyholders engaged in many diverse business sectors located throughout the country.

How Reserve Estimates are Established and Updated We conduct an annual review in the third quarter to evaluate and establish asbestos, environmental and other discontinued lines reserves. Changes to reserves are recorded in the reporting period in which they are determined. Using established industry and actuarial best practices and assuming no change in the regulatory or economic environment, this detailed and comprehensive "grounds up" methodology determines asbestos reserves based on assessments of the characteristics of exposure (e.g. claim activity, potential liability, jurisdiction, products versus non-products exposure) presented by individual policyholders, and determines environmental reserves based on assessments of the characteristics of exposure (e.g. environmental damages, respective shares of liability of potentially responsible parties, appropriateness and cost of remediation) to pollution and related clean-up costs. The number and cost of these claims is affected by intense advertising by trial lawyers seeking asbestos plaintiffs, and entities with asbestos exposure seeking bankruptcy protection as a result of asbestos liabilities, initially causing a delay in the reporting of claims, often followed by an acceleration and an increase in claims and claims expenses as settlements occur.

After evaluating our insureds' probable liabilities for asbestos and/or environmental claims, we evaluate our insureds' coverage programs for such claims. We consider our insureds' total available insurance coverage, including the coverage we issued. We also consider relevant judicial interpretations of policy language and applicable coverage defenses or determinations, if any.

Evaluation of both the insureds' estimated liabilities and our exposure to the insureds depends heavily on an analysis of the relevant legal issues and litigation environment. This analysis is conducted by our specialized claims adjusting staff and legal counsel. Based on these evaluations, case reserves are established by claims adjusting staff and actuarial analysis is employed to develop an IBNR reserve, which includes estimated potential reserve development and claims that have occurred but have not been reported. As of December 31, 2008 and 2007, IBNR was 63.8% and 63.2%, respectively, of combined asbestos and environmental reserves.

For both asbestos and environmental reserves, we also evaluate our historical direct net loss and expense paid and incurred experience to assess any emerging trends, fluctuations or characteristics suggested by the aggregate paid and incurred activity.

Other Discontinued Lines and Coverages The following table shows reserves for Other Discontinued Lines which provide for remaining loss and loss expense liabilities related to business no longer written by us, other than asbestos and environmental as of December 31.

(\$ in millions)	2008	2007	2006
Other mass torts	\$177	\$189	\$185
Workers' compensation	130	133	140
Commercial and other	201	219	260
Other discontinued lines	<u>\$508</u>	<u>\$541</u>	<u>\$585</u>

Other mass torts describes direct excess and reinsurance general liability coverage provided for cumulative injury losses other than asbestos and environmental. Workers' compensation and commercial and other include run-off from discontinued direct primary, direct excess and reinsurance commercial insurance operations of various coverage exposures other than asbestos and environmental. Reserves are based on considerations similar to those previously described, as they relate to the characteristics of specific individual coverage exposures.

Potential Reserve Estimate Variability Establishing Discontinued Lines and Coverages net loss reserves for asbestos, environmental and other discontinued lines claims is subject to uncertainties that are much greater than those presented by other types of claims. Among the complications are lack of historical data, long reporting delays, uncertainty as to the number and identity of insureds with potential exposure and unresolved legal issues regarding policy coverage; unresolved legal issues regarding the determination, availability and timing of exhaustion of policy limits; plaintiffs' evolving and expanding theories of liability; availability and collectability of recoveries from reinsurance; retrospectively determined premiums and other contractual agreements; estimates of the extent and timing of any contractual liability; the impact of bankruptcy protection sought by various asbestos producers and other asbestos defendants; and other uncertainties. There are also complex legal issues concerning the interpretation of various insurance policy provisions and whether those losses are covered, or were ever intended to be covered, and could be recoverable through retrospectively determined premium, reinsurance or other contractual agreements. Courts have reached different and sometimes inconsistent conclusions as to when losses are deemed to have occurred and which policies provide coverage; what types of losses are covered; whether there is an insurer obligation to defend; how policy limits are determined; how policy exclusions and conditions are applied and interpreted; and whether clean-up costs represent insured property damage. Our reserves for asbestos and environmental exposures could be affected by tort reform, class action litigation, and other potential legislation and judicial decisions. Environmental exposures could also be affected by a change in the existing federal Superfund law and similar state statutes. There can be no assurance that any reform legislation will be enacted or that any such legislation will provide for a fair, effective and cost-efficient system for settlement of asbestos or environmental claims. We believe these issues are not likely to be resolved in the near future, and the ultimate costs may vary materially from the amounts currently recorded resulting in material changes in loss reserves. Historical variability of reserve estimates is demonstrated in the Property-Liability Claims and Claims Expense Reserves section of this document.

Adequacy of Reserve Estimates Management believes its net loss reserves for environmental, asbestos and other discontinued lines exposures are appropriately established based on available facts, technology, laws, regulations, and assessments of other pertinent factors and characteristics of exposure (e.g. claim activity, potential liability, jurisdiction, products versus non-products exposure) presented by individual policyholders, assuming no change in the legal, legislative or economic environment. Due to the uncertainties and factors described above, management believes it is not practicable to develop a meaningful range for any such additional net loss reserves that may be required.

Further Discussion of Reserve Estimates For further discussion of these estimates and quantification of the impact of reserve estimates, reserve reestimates and assumptions, see Notes 7 and 13 to the consolidated financial statements and the Catastrophe Losses, Property-Liability Claims and Claims Expense Reserves and Forward-looking Statements and Risk Factors sections of this document.

Reserve for Life-Contingent Contract Benefits Estimation Benefits for these policies are payable over many years; accordingly, the reserves are calculated as the present value of future expected benefits to be paid, reduced by the present value of future expected net premiums. Long-term actuarial assumptions of future investment yields, mortality, morbidity, policy terminations and expenses are used when establishing the reserve for life-contingent contract benefits payable under insurance policies including traditional life insurance, life-contingent immediate annuities and voluntary health products. These assumptions, which for traditional life insurance are applied using the net level premium method, include provisions for adverse deviation and generally

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

vary by characteristics such as type of coverage, year of issue and policy duration. Future investment yield assumptions are determined based upon prevailing investment yields as well as estimated reinvestment yields. Mortality, morbidity and policy termination assumptions are based on our experience and industry experience. Expense assumptions include the estimated effects of inflation and expenses to be incurred beyond the premium-paying period. These assumptions are established at the time the policy is issued, are consistent with assumptions for determining DAC amortization for these policies, and are generally not changed during the policy coverage period. However, if actual experience emerges in a manner that is significantly adverse relative to the original assumptions, adjustments to DAC or reserves may be required resulting in a charge to earnings which could have a material adverse effect on our operating results and financial condition. We periodically review the adequacy of these reserves and recoverability of DAC for these policies on an aggregate basis using actual experience. In the event that actual experience is significantly adverse compared to the original assumptions, any remaining unamortized DAC balance must be expensed to the extent not recoverable and the establishment of a premium deficiency reserve may be required. The effects of changes in reserve estimates are reported in the results of operations in the period in which the changes are determined. In 2008, for traditional life insurance and immediate annuities with life contingencies, an aggregate premium deficiency of \$336 million pre-tax (\$219 million after-tax) resulted primarily from a study indicating that the annuitants on certain life-contingent contracts are projected to live longer than we anticipated when the contracts were issued and, to a lesser degree, a reduction in the related investment portfolio yield. The deficiency was recorded through a reduction in DAC. In 2007 and 2006, our reviews concluded that no premium deficiency adjustments were necessary, primarily due to projected income from traditional life insurance more than offsetting the projected deficiency in immediate annuities with life contingencies. We will continue to monitor the experience of our traditional life insurance and immediate annuities. Further significant changes in mortality experience or the portfolio yield could result in additional charges in future periods. The Company has not recognized a charge of this nature in previous years. We anticipate that mortality, investment and reinvestment yields, and policy terminations are the factors that would be most likely to require adjustment to these reserves or related DAC.

For further discussion of these policies, see Note 8 of the consolidated financial statements and the Forward-looking Statements and Risk Factors section of this document.

PROPERTY-LIABILITY 2008 HIGHLIGHTS

- Premiums written, an operating measure that is defined and reconciled to premiums earned on page 30, decreased 2.2% to \$26.58 billion in 2008 from \$27.18 billion in 2007. Allstate brand standard auto premiums written in 2008 decreased 0.7% to \$15.92 billion in 2008 from \$16.04 billion in 2007. Allstate brand homeowners premiums written decreased 1.3% to \$5.64 billion in 2008 from \$5.71 billion in 2007. A continuation of declining new car sales, weakness in the housing market and a highly competitive environment contributed to lower policies in force.
- Premium operating measures and statistics contributing to the overall Allstate brand standard auto premiums written decline were the following:
 - 1.8% decrease in PIF as of December 31, 2008 compared to December 31, 2007
 - 0.6 point decline in the six month renewal ratio to 88.9% in 2008 compared to 89.5% in 2007
 - 1.2% increase in the six month policy term average gross premium before reinsurance to \$427 in 2008 from \$422 in 2007
 - 7.5% decrease in new issued applications in 2008 compared to 2007
- Premium operating measures and statistics contributing to the overall Allstate brand homeowners premiums written decline were the following:
 - 4.2% decrease in PIF as of December 31, 2008 compared to December 31, 2007
 - 0.5 point increase in the twelve month renewal ratio to 87.0% in 2008 compared to 86.5% in 2007
 - 1.3% increase in the twelve month policy term average gross premium before reinsurance to \$861 in 2008 from \$850 in 2007
 - 26.0% decrease in new issued applications in 2008 compared to 2007
 - \$100 million decrease in catastrophe reinsurance costs to \$657 million in 2008 from \$757 million in 2007
- Factors contributing to the Allstate brand standard auto loss ratio increase of 2.3 points to 68.1 in 2008 from 65.8 in 2007 were the following:
 - 6.5% decrease in standard auto property damage gross claim frequency in 2008 compared to 2007
 - 8.5% decrease in bodily injury gross claim frequency in 2008 compared to 2007
 - 1.8% increase in claim severities for auto property damage in 2008 compared to 2007
 - 6.5% increase in claim severities for bodily injury in 2008 compared to 2007
 - unfavorable prior year reserve reestimates in 2008 compared to favorable reestimates in 2007
- Factors contributing to the Allstate brand homeowners loss ratio, which includes catastrophes, increase of 29.8 points to 96.3 in 2008 from 66.5 in 2007 were the following:
 - 46.5 point effect of catastrophe losses in 2008 compared to 19.5 point in 2007
 - 7.2% increase in homeowner gross claim frequency, excluding catastrophes, in 2008 compared to 2007, fueled by weather-related claim trends
 - 0.6% increase in claim severity, excluding catastrophes, in 2008 compared to 2007
- Factors contributing to catastrophe losses increase of \$1.93 billion to \$3.34 billion in 2008 compared to \$1.41 billion in 2007 were the following:
 - \$966 million and \$342 million estimated losses for Hurricanes Ike and Gustav, respectively
 - 121 other events with losses of \$2.03 billion in 2008 compared to 91 events with losses of \$1.41 billion in 2007
- Factors contributing to prior year reserve reestimates of \$170 million unfavorable in 2008 compared to \$172 million favorable in 2007 included:
 - prior year reserve reestimates related to auto, homeowners and other lines in 2008 contributed \$27 million favorable, \$124 million unfavorable and \$55 million unfavorable, respectively, compared to prior year reserve reestimates in 2007 of \$311 million favorable, \$115 million unfavorable and \$23 million favorable, respectively
- Property-Liability underwriting income of \$164 million in 2008 compared to \$2.78 billion in 2007 included the following primary contributing factors. Underwriting income (loss), a measure not based on GAAP, is defined below.
 - catastrophe losses increase of \$1.93 billion to \$3.34 billion in 2008 compared to \$1.41 billion in 2007
 - \$170 million unfavorable prior year reserve reestimates in 2008 compared to \$172 million favorable in 2007
- Property-Liability investments as of December 31, 2008 were \$30.84 billion, a decrease of 24.6% from \$40.91 billion as of December 31, 2007. Net investment income was \$1.67 billion in 2008, a decrease of 15.1% from \$1.97 billion in 2007.
- Net realized capital losses were \$1.86 billion in 2008 compared to net realized capital gains of \$1.42 billion in 2007.

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

PROPERTY-LIABILITY OPERATIONS

Overview Our Property-Liability operations consist of two business segments: Allstate Protection and Discontinued Lines and Coverages. Allstate Protection comprises two brands, the Allstate brand and Encompass® brand. Allstate Protection is principally engaged in the sale of personal property and casualty insurance, primarily private passenger auto and homeowners insurance, to individuals in the United States and Canada. Discontinued Lines and Coverages includes results from insurance coverage that we no longer write and results for certain commercial and other businesses in run-off. These segments are consistent with the groupings of financial information that management uses to evaluate performance and to determine the allocation of resources.

Underwriting income (loss), a measure that is not based on GAAP and is reconciled to net income on page 28, is calculated as premiums earned, less claims and claims expense ("losses"), amortization of DAC, operating costs and expenses and restructuring and related charges, as determined using GAAP. We use this measure in our evaluation of results of operations to analyze the profitability of the Property-Liability insurance operations separately from investment results. It is also an integral component of incentive compensation. It is useful for investors to evaluate the components of income separately and in the aggregate when reviewing performance. Net income is the GAAP measure most directly comparable to underwriting income (loss). Underwriting income (loss) should not be considered as a substitute for net income and does not reflect the overall profitability of the business.

The table below includes GAAP operating ratios we use to measure our profitability. We believe that they enhance an investor's understanding of our profitability. They are calculated as follows:

- Claims and claims expense ("loss") ratio—the ratio of claims and claims expense to premiums earned. Loss ratios include the impact of catastrophe losses.
- Expense ratio—the ratio of amortization of DAC, operating costs and expenses, and restructuring and related charges to premiums earned.
- Combined ratio—the ratio of claims and claims expense, amortization of DAC, operating costs and expenses, and restructuring and related charges to premiums earned. The combined ratio is the sum of the loss ratio and the expense ratio. The difference between 100% and the combined ratio represents underwriting income (loss) as a percentage of premiums earned.

We have also calculated the following impacts of specific items on the GAAP operating ratios because of the volatility of these items between fiscal periods.

- Effect of catastrophe losses on combined ratio—the percentage of catastrophe losses included in claims and claims expense to premiums earned. This ratio includes prior year reserve reestimates of catastrophe losses.
- Effect of prior year reserve reestimates on combined ratio—the percentage of prior year reserve reestimates included in claims and claims expense to premiums earned. This ratio includes prior year reserve reestimates of catastrophe losses.
- Effect of restructuring and related charges on combined ratio—the percentage of restructuring and related charges to premiums earned.
- Effect of Discontinued Lines and Coverages on combined ratio—the ratio of claims and claims expense and other costs and expenses in the Discontinued Lines and Coverages segment to Property-Liability premiums earned. The sum of the effect of Discontinued Lines and Coverages on the combined ratio and the Allstate Protection combined ratio is equal to the Property-Liability combined ratio.

Summarized financial data, a reconciliation of underwriting income to net income and GAAP operating ratios for our Property-Liability operations are presented in the following table.

(\$ in millions, except ratios)	2008	2007	2006
Premiums written	\$ 26,584	\$ 27,183	\$ 27,526
Revenues			
Premiums earned	\$ 26,967	\$ 27,233	\$ 27,369
Net investment income	1,674	1,972	1,854
Realized capital gains and losses	(1,858)	1,416	348
Total revenues	26,783	30,621	29,571
Costs and expenses			
Claims and claims expense	(20,064)	(17,667)	(16,017)
Amortization of DAC	(3,975)	(4,121)	(4,131)
Operating costs and expenses	(2,742)	(2,634)	(2,567)
Restructuring and related charges	(22)	(27)	(157)
Total costs and expenses	(26,803)	(24,449)	(22,872)
Loss on disposition of operations	—	—	(1)
Income tax benefit (expense)	248	(1,914)	(2,084)
Net income	<u>\$ 228</u>	<u>\$ 4,258</u>	<u>\$ 4,614</u>
Underwriting income	\$ 164	\$ 2,784	\$ 4,497
Net investment income	1,674	1,972	1,854
Income tax benefit (expense) on operations	(401)	(1,413)	(1,963)
Realized capital gains and losses, after-tax	(1,209)	915	227
Loss on disposition of operations, after-tax	—	—	(1)
Net income	<u>\$ 228</u>	<u>\$ 4,258</u>	<u>\$ 4,614</u>
Catastrophe losses ⁽¹⁾	<u>\$ 3,342</u>	<u>\$ 1,409</u>	<u>\$ 810</u>
GAAP operating ratios			
Claims and claims expense ratio	74.4	64.9	58.5
Expense ratio	25.0	24.9	25.1
Combined ratio	99.4	89.8	83.6
Effect of catastrophe losses on combined ratio ⁽¹⁾	12.4	5.2	3.0
Effect of prior year reserve reestimates on combined ratio ⁽¹⁾	0.7	(0.6)	(3.5)
Effect of restructuring and related charges on combined ratio	0.1	0.1	0.6
Effect of Discontinued Lines and Coverages on combined ratio	0.1	0.2	0.5

(1) Reserve reestimates included in catastrophe losses totaled \$125 million unfavorable in 2008, \$127 million unfavorable in 2007 and \$223 million favorable in 2006.

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

ALLSTATE PROTECTION SEGMENT

Overview and Strategy The Allstate Protection segment sells primarily private passenger auto and homeowners insurance to individuals through Allstate Exclusive Agencies and directly through Customer Information Centers and the internet under the Allstate brand and through independent agencies under both the Allstate brand and the Encompass brand.

The key elements of the Allstate Protection strategy of consumer focus, innovation and loyalty are:

- Build customer loyalty
- Increase distribution effectiveness
- Maintain leadership in pricing sophistication
- Provide innovative products and services
- Extend our claims competitive advantage
- Maintain a strong support foundation by continuing to effectively manage people, investments, technology and capital

In our strategy for the Allstate brand, we are seeking, through the utilization of our distribution channels, our pricing sophistication and targeted consumer marketing, to attract and retain high lifetime value customers who will potentially provide profitability over the course of their relationship with us.

We maintain a comprehensive marketing approach throughout the U.S. We have aligned agency and management compensation and the overall strategies of the Allstate brand to best serve our customers by basing certain incentives on Allstate brand profitability, PIF growth, retention, and sales of financial products. We differentiate the Allstate brand from competitors by offering a choice of products, including Allstate® Your Choice Auto Insurance ("YCA") with options such as safe driving deductibles and a safe driving bonus, Allstate® Your Choice Home ("YCH") with options such as a claim-free bonus and greater ability to tailor insurance coverage and Allstate BlueSM, our non-standard auto product with features such as a loyalty bonus and roadside assistance coverage.

Our strategy for the Encompass brand includes enhancing our pricing and product offering by applying pricing sophistication to the Encompass Edge product, increasing distribution effectiveness and improving agency technology interfaces to support profitable growth.

Our pricing and underwriting are designed to enhance both our competitive position and profit potential, and produce a broader range of premiums that is more refined than the range generated by the standard/non-standard model. Pricing sophistication which underlies our Strategic Risk Management program uses a number of risk evaluation factors including, to the extent legally permissible, insurance scoring based on information that is obtained from credit reports. We continue to expand the number of price points with successive rating program releases.

Substantially all of new and approximately 88% of renewal business written for Allstate brand auto are rated using our pricing sophistication methods. For Allstate brand homeowners, approximately 94% of new and 60% of renewal business written are rated using pricing sophistication methods. For Allstate brand auto and homeowners business, our results indicate that over time, use of these methods has improved our mix of customers towards those who we consider high lifetime value that generally have better retention and more favorable loss experience.

The Allstate Protection segment also includes a separate organization called Emerging Businesses which is comprised of Small Business ("Commercial"), Consumer Household ("Specialty Product Lines"), Allstate Dealer Services ("Allstate Credit Division") and Allstate Roadside Services ("Allstate Motor Club and Partnership Marketing Group"). Consumer Household and Allstate Roadside Services accounted for \$1.55 billion or 62.7% and \$187 million or 7.6% of Emerging Businesses premiums written in 2008, respectively. We expect to accelerate growth in high-value areas of Emerging Businesses, including Consumer Household and Allstate Roadside Services, during 2009.

We are pursuing improvements in the overall customer experience through actions targeted to increase customer satisfaction and retention. These programs are designed around establishing customer service expectations and customer relationship building. Our claims strategy focuses on delivering fast, fair and consistent claim service while achieving loss cost management and customer satisfaction.

We continue to enhance technology to integrate our distribution channels, improve customer service, facilitate the introduction of new products and services and reduce infrastructure costs related to supporting agencies and handling claims. These actions and others are designed to optimize the effectiveness of our distribution and service channels by increasing the productivity of the Allstate brand's exclusive agencies and our direct channel.

We continue to manage our property catastrophe exposure in order to provide our shareholders an acceptable return on the risks assumed in our property business and to reduce the variability of our earnings, while providing protection to our customers. Our property business includes personal homeowners, commercial property and other property lines. At December 31, 2008, we continue to be within our goal to have no more than a 1% likelihood of exceeding our expected annual aggregate catastrophe losses by \$2 billion, net of reinsurance, based on modeled assumptions and applications currently available. The use of different assumptions and updates to industry models could materially change the projected loss.

Property catastrophe exposure management includes purchasing reinsurance in areas that have known exposure to hurricanes, earthquakes, wildfires, fires following earthquakes and other catastrophes. We are working for changes in the regulatory environment, including fewer restrictions on underwriting, recognizing the need for and improving appropriate risk based pricing and promoting the creation of government sponsored, privately funded solutions for large catastrophes. While the actions that we take will be primarily focused on reducing the catastrophe exposure in our property business, we also consider their impact on our ability to market our auto lines.

Pricing of property products is typically intended to establish returns that we deem acceptable over a long-term period. Losses, including losses from catastrophic events and weather-related losses (such as wind, hail, lightning and freeze losses not meeting our criteria to be declared a catastrophe) are accrued on an occurrence basis within the policy period. Therefore, in any reporting period, loss experience from catastrophic events and weather-related losses may contribute to negative or positive underwriting performance relative to the expectations we incorporated into the products' pricing. Additionally, property products are more capital intensive than other personal lines products.

Premiums written, an operating measure, is the amount of premiums charged for policies issued during a fiscal period. Premiums earned is a GAAP measure. Premiums are considered earned and are included in the financial results on a pro-rata basis over the policy period. The portion of premiums written applicable to the unexpired terms of the policies is recorded as unearned premiums on our Consolidated Statements of Financial Position. Since the Allstate brand policy periods are typically 6 months for auto and 12 months for homeowners, and the Encompass standard auto and homeowners policy periods are typically 12 months and non-standard auto policy periods are typically 6 months, rate changes will generally be recognized in premiums earned over a period of 6 to 24 months. During this period, premiums written at a higher rate will cause an increase in the balance of unearned premiums on our Consolidated Statements of Financial Position.

The following table shows the unearned premium balance at December 31 and the timeframe in which we expect to recognize these premiums as earned.

(\$ in millions)	2008	2007	% earned after			
			90 days	180 days	270 days	360 days
Allstate brand:						
Standard auto	\$ 4,002	\$ 4,092	73.7%	98.4%	99.6%	100.0%
Non-standard auto	259	302	71.9%	97.4%	99.4%	100.0%
Homeowners	3,182	3,322	43.9%	76.1%	94.4%	100.0%
Other personal lines ⁽¹⁾	1,385	1,413	39.0%	68.0%	85.9%	92.9%
Total Allstate brand	8,828	9,129	57.6%	85.7%	95.6%	98.9%
Encompass brand:						
Standard auto	506	572	44.6%	76.2%	94.4%	100.0%
Non-standard auto	9	15	76.3%	100.0%	100.0%	100.0%
Homeowners	269	303	44.3%	76.1%	94.4%	100.0%
Other personal lines ⁽¹⁾	60	66	44.2%	76.0%	94.3%	100.0%
Total Encompass brand	844	956	44.8%	76.4%	94.5%	100.0%
Allstate Protection unearned premiums	\$ 9,672	\$10,085	56.5%	84.9%	95.5%	99.0%

(1) Other personal lines include commercial lines, condominium, renters, involuntary auto and other personal lines.

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A reconciliation of premiums written to premiums earned for the years ended December 31 is presented in the following table.

(\$ in millions)	2008	2007	2006
Premiums written:			
Allstate Protection	\$26,584	\$27,183	\$27,525
Discontinued Lines and Coverages	—	—	1
Property-Liability premiums written	26,584	27,183	27,526
Decrease (increase) in unearned premiums ⁽¹⁾	383	17	(354)
Other ⁽¹⁾	—	33	197
Property-Liability premiums earned	<u>\$26,967</u>	<u>\$27,233</u>	<u>\$27,369</u>
Premiums earned:			
Allstate Protection	\$26,967	\$27,232	\$27,366
Discontinued Lines and Coverages	—	1	3
Property-Liability	<u>\$26,967</u>	<u>\$27,233</u>	<u>\$27,369</u>

(1) Year ended December 31, 2008 includes \$44 million in unearned premiums related to June 27, 2008 acquisition of Partnership Marketing Group. Year ended December 31, 2006 includes the transfer at January 1, 2006 of \$152 million in unearned premiums to Property-Liability related to the loan protection business previously managed by Allstate Financial.

Premiums written by brand are shown in the following table.

(\$ in millions)	Allstate brand			Encompass brand			Allstate Protection		
	2008	2007	2006	2008	2007	2006	2008	2007	2006
Standard auto ⁽¹⁾	\$15,918	\$16,035	\$15,704	\$1,025	\$1,125	\$1,138	\$16,943	\$17,160	\$16,842
Non-standard auto ⁽¹⁾	1,018	1,179	1,386	40	68	94	1,058	1,247	1,480
Homeowners	5,639	5,711	5,926	471	538	589	6,110	6,249	6,515
Other personal lines	2,358	2,397	2,548	115	130	140	2,473	2,527	2,688
Total	<u>\$24,933</u>	<u>\$25,322</u>	<u>\$25,564</u>	<u>\$1,651</u>	<u>\$1,861</u>	<u>\$1,961</u>	<u>\$26,584</u>	<u>\$27,183</u>	<u>\$27,525</u>

(1) 2007 includes the impact from the fourth quarter 2007 discontinuation and reinstatement of mandatory personal injury protection in the state of Florida.

Premiums earned by brand are shown in the following table.

(\$ in millions)	Allstate brand			Encompass brand			Allstate Protection		
	2008	2007	2006	2008	2007	2006	2008	2007	2006
Standard auto	\$15,957	\$15,952	\$15,591	\$1,091	\$1,127	\$1,160	\$17,048	\$17,079	\$16,751
Non-standard auto	1,055	1,232	1,436	45	76	98	1,100	1,308	1,534
Homeowners	5,758	5,732	5,793	503	551	590	6,261	6,283	6,383
Other personal lines	2,434	2,426	2,546	124	136	152	2,558	2,562	2,698
Total	<u>\$25,204</u>	<u>\$25,342</u>	<u>\$25,366</u>	<u>\$1,763</u>	<u>\$1,890</u>	<u>\$2,000</u>	<u>\$26,967</u>	<u>\$27,232</u>	<u>\$27,366</u>

Premium operating measures and statistics that are used to analyze the business are calculated and described below. Measures and statistics presented for Allstate brand exclude Allstate Canada, loan protection and specialty auto.

- PIF: Policy counts are based on items rather than customers. A multi-car customer would generate multiple item (policy) counts, even if all cars were insured under one policy.
- Average premium-gross written: Gross premiums written divided by issued item count. Gross premiums written do not include the impacts from mid-term premium adjustments, ceded reinsurance premiums, or premium refund accruals. Allstate brand average gross premiums represent the appropriate policy term for each line, which is 6 months for standard and non-standard auto and 12 months for homeowners. Encompass brand average gross premiums represent the appropriate policy term for each line, which is 12 months for standard auto and homeowners and 6 months for non-standard auto.

- **Renewal ratio:** Renewal policies issued during the period, based on contract effective dates, divided by the total policies issued 6 months prior for standard and non-standard auto (12 months prior for Encompass brand standard auto) or 12 months prior for homeowners.
- **New issued applications:** Item counts of automobiles or homeowners insurance applications for insurance policies that were issued during the period. Does not include automobiles that are added by existing customers.

Standard auto premiums written totaled \$16.94 billion in 2008, a decrease of 1.3% from \$17.16 billion in 2007, following a 1.9% increase in 2007 from \$16.84 billion in 2006.

Standard Auto	Allstate brand			Encompass brand⁽²⁾		
	2008	2007	2006	2008	2007	2006
PIF (thousands)	17,924	18,256	18,084	1,090	1,103	1,124
Average premium-gross written ⁽¹⁾	\$ 427	\$ 422	\$ 420	\$ 961	\$ 969	\$ 983
Renewal ratio (%) ⁽¹⁾	88.9	89.5	90.0	73.9	75.0	76.4

(1) Policy term is six months for Allstate brand and twelve months for Encompass brand.

(2) Premium operating measures and statistics exclude the discontinuation of a large national broker arrangement.

Allstate brand standard auto premiums written totaled \$15.92 billion in 2008, a decrease of 0.7% from \$16.04 billion in 2007, following a 2.1% increase in 2007 from \$15.70 billion in 2006. Contributing to the Allstate brand standard auto premiums written decrease in 2008 compared to 2007 were the following:

- decrease in PIF as of December 31, 2008 compared to December 31, 2007 due to a lower renewal ratio and lower new business production
- 7.5% decrease in new issued applications on a countrywide basis to 1,807 thousand in 2008 from 1,954 thousand in 2007
- increase in average gross premium in 2008 compared to 2007, primarily due to rate changes, partially offset by deductible changes
- decline in the renewal ratio in 2008 compared to 2007

Our Allstate brand standard auto growth strategy includes actions such as the continued rollout of YCA policy options, enhanced marketing, the continued refinement of our pricing sophistication, and distribution effectiveness, while recognizing that the impact of catastrophe management actions on cross-sell opportunities and competitive pressures in certain markets may lessen their success.

Allstate brand standard auto premiums written increased in 2007 compared to 2006. Contributing to the Allstate brand standard auto premiums written increase in 2007 compared to 2006 were the following:

- increase in PIF as of December 31, 2007 compared to December 31, 2006 primarily due to the result of growth in policies available for renewal
- 1.5% decrease in new issued applications on a countrywide basis to 1,954 thousand in 2007 from 1,983 thousand in 2006
- increase in average gross premium in 2007 compared to 2006; Standard auto average gross premium was impacted by rate changes, geographic and product shifts in the mix of business and changes in customer preferences
- decline in the renewal ratio in 2007 compared to 2006 due to competitive conditions and the impact of our property catastrophe management actions on cross-sell opportunities

Encompass brand standard auto premiums written totaled \$1.03 billion in 2008, a decrease of 8.9% from \$1.13 billion in 2007, following a 1.1% decrease in 2007 from \$1.14 billion in 2006. Contributing to the Encompass brand standard auto premiums written decrease in 2008 compared to 2007 were the following:

- the discontinuation of a large national broker arrangement; Encompass brand standard auto premiums written excluding the terminated national broker's business decreased 3.3% to \$1.01 billion in 2008 from \$1.04 billion in 2007
- decrease in PIF as of December 31, 2008 compared to December 31, 2007 driven by less policies available to renew and lower retention

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- decrease in average gross premium in 2008 compared to 2007 due to a shift in the mix of business toward policies with basic coverages and fewer features, partially offset by rate changes

Decreases are expected in Encompass brand standard auto PIF as profit improvement actions are implemented. Some of these actions are improving business quality by changing risk management policy, terminating relationships with certain agents and rate changes. Encompass brand strategy includes targeting high quality business including the package market and the continued rollout of Encompass Edge, which provides more segmented pricing of auto and homeowners coverage.

Encompass brand standard auto premiums written decreased in 2007 compared to 2006. Contributing to the Encompass brand standard auto premiums written decrease in 2007 compared to 2006 were the following:

- decrease in PIF as of December 31, 2007 compared to December 31, 2006 due to a decline in the policies available to renew more than offsetting new business production
- decrease in average gross premium in 2007 compared to 2006 due to a change in the mix of business to policies with basic coverages and fewer features

Rate increases that are indicated based on loss trend analysis to achieve a targeted return will continue to be pursued. The following table shows the net rate changes that were approved for standard auto during 2008 and 2007. These rate changes do not reflect initial rates filed for insurance subsidiaries initially writing business in a state.

	# of States		Countrywide(%) ⁽¹⁾		State Specific(%) ⁽²⁾⁽³⁾	
	2008	2007 ⁽⁴⁾	2008 ⁽⁵⁾	2007 ⁽⁴⁾	2008 ⁽⁵⁾	2007 ⁽⁴⁾
Allstate brand	32	25	1.3	1.3	2.1	4.4
Encompass brand	33	12	2.5	0.4	4.8	1.2

- (1) Represents the impact in the states where rate changes were approved during 2008 and 2007, respectively, as a percentage of total countrywide prior year-end premiums written.
- (2) Represents the impact in the states where rate changes were approved during 2008 and 2007, respectively, as a percentage of total prior year-end premiums written in those states.
- (3) Based on historical premiums written in those states, rate changes approved for standard auto totaled \$223 million in 2008 compared to \$208 million in 2007.
- (4) Excludes the impact of rate changes in the state of Florida relating to the discontinuation and eventual reinstatement of mandatory personal injury protection.
- (5) Excluding the impact of a 15.9% rate reduction in California related to an order effective in April 2008, the Allstate brand standard auto rate change is 6.0% on a state specific basis and 3.0% on a countrywide basis in 2008.

Non-standard auto premiums written totaled \$1.06 billion in 2008, a decrease of 15.2% from \$1.25 billion in 2007, following a 15.7% decrease in 2007 from \$1.48 billion in 2006.

Non-Standard Auto	Allstate brand			Encompass brand		
	2008	2007	2006	2008	2007	2006
PIF (thousands)	745	829	943	39	56	85
Average premium-gross written	\$ 624	\$ 616	\$ 617	\$ 479	\$ 526	\$ 535
Renewal ratio (%)	73.7	76.1	75.9	68.3	65.0	67.3

Allstate brand non-standard auto premiums written totaled \$1.02 billion in 2008, a decrease of 13.7% from \$1.18 billion in 2007, following a 14.9% decrease in 2007 from \$1.39 billion in 2006. Contributing to the Allstate brand non-standard auto premiums written decrease in 2008 compared to 2007 were the following:

- decrease in PIF as of December 31, 2008 compared to December 31, 2007 due to new business production that was insufficient to offset declines in the renewal ratio and policies available to renew
- 10.1% increase in new issued applications to 328 thousand in 2008 from 298 thousand in 2007 due to the continued rollout and momentum of our Allstate BlueSM product
- increase in average gross premium in 2008 compared to 2007 due to changes in the mix of customer segments resulting from the implementation of Allstate Blue
- decrease in the renewal ratio in 2008 compared to 2007

Allstate brand non-standard auto premiums written decreased in 2007 compared to 2006. Contributing to the Allstate brand non-standard auto premiums written decrease in 2007 compared to 2006 were the following:

- decrease in PIF as of December 31, 2007 compared to December 31, 2006 due to new business production insufficient to offset the decline in policies available to renew
- 9.6% increase in new issued applications in 2007 compared to 2006 primarily due to the introduction of our Allstate Blue product
- comparable auto average gross premium in 2007 to 2006

Encompass brand non-standard auto premiums written totaled \$40 million in 2008, a decrease of 41.2% from \$68 million in 2007, following a 27.7% decrease in 2007 from \$94 million in 2006. Contributing to the Encompass brand non-standard auto premiums written decrease in 2008 compared to 2007 were the following:

- decline in policies available to renew
- discontinued writing of new business in all states except for Pennsylvania
- decrease in average gross premium in 2008 compared to 2007 due to geographic shifts in the mix of business.

Encompass brand non-standard auto premiums written decreased in 2007 compared to 2006. Contributing to the Encompass brand non-standard auto premiums written decrease in 2007 compared to 2006 were the following:

- declines in PIF due to new business that was insufficient to offset the decline in policies available to renew
- decrease in average gross premium due to geographic shifts in the mix of business, partially offset by rate changes in specific markets

Rate increases that are indicated based on loss trend analysis to achieve a targeted return will continue to be pursued. The following table shows the net rate changes that were approved for non-standard auto during 2008 and 2007. These rate changes do not reflect initial rates filed for insurance subsidiaries initially writing business in a state.

	# of States		Countrywide(%) ⁽¹⁾		State Specific(%) ⁽²⁾⁽³⁾	
	2008 ⁽⁴⁾	2007 ⁽⁵⁾	2008	2007 ⁽⁵⁾	2008	2007 ⁽⁵⁾
Allstate brand	11	9	—	1.0	—	4.7
Encompass brand	4	7	4.8	8.1	23.2	14.6

(1) Represents the impact in the states where rate changes were approved during 2008 and 2007, respectively, as a percentage of total countrywide prior year-end premiums written.

(2) Represents the impact in the states where rate changes were approved during 2008 and 2007, respectively, as a percentage of total prior year-end premiums written in those states.

(3) Based on historical premiums written in those states, rate changes approved for non-standard auto totaled \$3 million in 2008 compared to \$20 million in 2007.

(4) Includes Washington D.C.

(5) Excludes the impact of rate changes in the state of Florida relating to the discontinuation and eventual reinstatement of mandatory personal injury protection.

Homeowners premiums written totaled \$6.11 billion in 2008, a decrease of 2.2% from \$6.25 billion in 2007, following a 4.1% decrease in 2007 from \$6.52 billion in 2006. Excluding the cost of catastrophe reinsurance, premiums written declined 3.4% in 2008 compared to 2007. For a more detailed discussion on reinsurance, see the Property-Liability Claims and Claims Expense Reserves section of the MD&A and Note 9 of the consolidated financial statements.

Homeowners	Allstate brand			Encompass brand ⁽¹⁾		
	2008	2007	2006	2008	2007	2006
PIF (thousands)	7,255	7,570	7,836	446	484	527
Average premium-gross written (12 months)	\$ 861	\$ 850	\$ 832	\$1,206	\$1,181	\$1,136
Renewal ratio (%)	87.0	86.5	87.3	80.6	80.0	84.0

(1) Premium operating measures and statistics exclude the discontinuation of a large national broker arrangement.

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Allstate brand homeowners premiums written totaled \$5.64 billion in 2008, a decrease of 1.3% from \$5.71 billion in 2007, following a 3.6% decrease in 2007 from \$5.93 billion in 2006. Contributing to the Allstate brand homeowners premiums written decrease in 2008 compared to 2007 were the following:

- decrease in PIF due to lower new issued applications and policies available to renew
- 26.0% decrease in new issued applications to 594 thousand in 2008 from 803 thousand in 2007
- increase in average gross premium in 2008 compared to 2007, primarily due to higher average renewal premiums related to increases in insured value and approved rate changes, including those taken for our net cost of reinsurance, partially offset by a shift in geographic mix as our catastrophe management actions reduce premiums written in areas with generally higher average gross premiums and state insurance department initiated rate decreases in California and Texas
- increase in the renewal ratio in 2008 compared to 2007
- decrease in the net cost of our catastrophe reinsurance program

Actions taken to manage our catastrophe exposure in areas with known exposure to hurricanes, earthquakes, wildfires, fires following earthquakes and other catastrophes have had an impact on our new business writings for homeowners insurance, as demonstrated by the decline in Allstate brand homeowners new issued applications.

Allstate brand homeowners premiums written decreased in 2007 compared to 2006. Contributing to the Allstate brand homeowners premiums written decrease in 2007 compared to 2006 were the following:

- increases in ceded reinsurance premiums
- decrease in PIF due to lower new issued applications and renewal ratio
- 18.6% decrease in new issued applications to 803 thousand in 2007 from 987 thousand in 2006
- increase in average gross premium in 2007 compared to 2006, primarily due to higher average renewal premiums related to increases in insured value and approved rate changes, including our net cost of reinsurance, partially offset by a shift in geographic mix as our catastrophe management actions reduce premiums written in areas with generally higher average premiums

Our strategy to reduce risk in catastrophe prone areas will continue to impact new issued applications and the renewal ratio in 2009, although to a lesser degree than in 2008 and 2007. Examples of the impact of this strategy include our decision to cease writing new homeowners applications in California, to cease offering renewals on certain homeowners insurance policies in certain down-state locations in New York and to reduce PIF in coastal management areas (southern and eastern states) thereby lowering hurricane exposures. This includes Texas and Louisiana where the combination of reduced PIF and ceded wind coverage in the coastal regions reduced our loss exposures to wind by 43.5% and 34.9%, respectively, below 2006 levels.

Encompass brand homeowners premiums written totaled \$471 million in 2008, a decrease of 12.5% from \$538 million in 2007, following a 8.7% decrease in 2007 from \$589 million in 2006. Contributing to the Encompass brand homeowners premiums written decrease in 2008 compared to 2007 were the following:

- decrease in PIF as of December 31, 2008 compared to December 31, 2007, primarily due to our catastrophe management actions in certain markets
- the discontinuation of a large national broker arrangement; Encompass brand homeowners premiums written excluding the terminated national broker's business decreased 8.3% to \$464 million in 2008 from \$506 million in 2007
- increase in average gross premium in 2008 compared to 2007 due to rate actions including those taken for our net cost of reinsurance

Encompass brand homeowners premiums written decreased in 2007 compared to 2006. Contributing to the Encompass brand homeowners premiums written decrease in 2007 compared to 2006 were the following:

- increases in ceded reinsurance premiums
- decrease in PIF as of December 31, 2007 compared to December 31, 2006 partially due to a decline in the renewal ratio in 2007 compared to 2006, primarily due to our catastrophe management actions in certain markets
- increase in average gross premium in 2007 compared to 2006 due to rate actions taken in the current year, including those taken for our net cost of reinsurance, and increases in insured value

Rate increases that are indicated based on loss trend analysis to achieve a targeted return will continue to be pursued. The following table shows the net rate changes that were approved for homeowners during 2008 and 2007, including rate changes approved based on our net cost of reinsurance. For a discussion relating to reinsurance costs, see the Property-Liability Claims and Claims Expense Reserves section of the MD&A and Note 7 of the consolidated financial statements.

	# of States		Countrywide(%) ⁽¹⁾		State Specific(%) ⁽²⁾⁽³⁾	
	2008	2007	2008	2007	2008	2007
Allstate brand ⁽⁴⁾⁽⁵⁾	35	33	(0.9)	3.6	(1.3)	5.8
Encompass brand ⁽⁴⁾	26	26	4.2	2.3	7.0	4.3

- (1) Represents the impact in the states where rate changes were approved during 2008 and 2007, respectively, as a percentage of total countrywide prior year-end premiums written.
- (2) Represents the impact in the states where rate changes were approved during 2008 and 2007, respectively, as a percentage of total prior year-end premiums written in those states.
- (3) Based on historical premiums written in those states, rate changes approved for homeowners totaled \$(32) million in 2008 compared to \$244 million in 2007.
- (4) Includes Washington D.C.
- (5) Excluding the impact of a 3.0% rate reduction in Texas and a 28.5% rate reduction in California related to resolutions reached in 2008, the Allstate brand homeowners rate change is 5.8% on a state specific basis and 3.2% on a countrywide basis in 2008.

Underwriting results are shown in the following table.

(\$ in millions)	2008	2007	2006
Premiums written	\$ 26,584	\$ 27,183	\$ 27,525
Premiums earned	\$ 26,967	\$ 27,232	\$ 27,366
Claims and claims expense	(20,046)	(17,620)	(15,885)
Amortization of DAC	(3,975)	(4,121)	(4,131)
Other costs and expenses	(2,735)	(2,626)	(2,557)
Restructuring and related charges	(22)	(27)	(157)
Underwriting income	\$ 189	\$ 2,838	\$ 4,636
Catastrophe losses	\$ 3,342	\$ 1,409	\$ 810
Underwriting income by line of business			
Standard auto ⁽¹⁾	\$ 1,247	\$ 1,665	\$ 2,320
Non-standard auto	136	264	309
Homeowners	(1,175)	571	1,472
Other personal lines ⁽¹⁾	(19)	338	535
Underwriting income	\$ 189	\$ 2,838	\$ 4,636
Underwriting income by brand			
Allstate brand	\$ 220	\$ 2,634	\$ 4,451
Encompass brand	(31)	204	185
Underwriting income	\$ 189	\$ 2,838	\$ 4,636

- (1) During 2008, \$45 million of IBNR losses were reclassified from standard auto to other personal lines to be consistent with the recording of excess liability policies' premiums and losses.

Allstate Protection experienced underwriting income of \$189 million during 2008 compared to \$2.84 billion 2007. The decrease was primarily due to increased catastrophe losses, increases in auto severities, increases in homeowners loss frequencies and unfavorable prior year reserve reestimates in the current year compared to favorable prior year reserve reestimates in 2007, partially offset by favorable auto loss frequencies and higher standard auto average premium. Current year claim severity expectations continue to be consistent with relevant indices. For further discussion and quantification of the impact of reserve estimates and assumptions, see the Application of Critical Accounting Estimates and Property-Liability Claims and Claims Expense Reserves sections of the MD&A.

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Allstate Protection generated underwriting income of \$2.84 billion during 2007 compared to \$4.64 billion in 2006. The decrease was primarily due to lower favorable prior year reserve reestimates, higher catastrophe losses, increases in auto and homeowners claim frequency excluding catastrophes, higher current year claim severity and increases in the cost of catastrophe reinsurance.

Catastrophe losses in 2008 were \$3.34 billion and include estimates of losses for Hurricanes Ike and Gustav among other events. This compares to catastrophe losses in 2007 of \$1.41 billion. Hurricane Ike is expected to be among the top three costliest U.S. hurricanes along with Hurricane Katrina of 2005 and Hurricane Andrew of 1992. Losses from Hurricane Ike were incurred in multiple states. Hurricane Ike losses in Texas were estimated to be \$666 million, net of reinsurance, and losses in all other states, which primarily included losses in Ohio and Kentucky, were estimated to be \$300 million. Hurricane Gustav is also expected to be among the top 10 costliest U.S. hurricanes. Catastrophe loss estimates include losses for approximately 173 thousand and 81 thousand claims for Hurricanes Ike and Gustav, respectively, on our auto, homeowners, commercial and other insurance products. These estimated claim counts include 129 thousand and 66 thousand for Hurricanes Ike and Gustav, respectively, that have been reported as of January 16, 2009.

Catastrophe losses in 2008 also include assessments totaling \$75 million from the Texas Windstorm Insurance Association ("TWIA") for our estimated share of losses for Hurricanes Dolly and Ike. We expect to recover \$35 million of the assessment relating to Hurricane Ike through premium tax credits over the next five years, with the remaining \$31 million from Ike eligible for cession under our reinsurance program.

We define a "catastrophe" as an event that produces pre-tax losses before reinsurance in excess of \$1 million and involves multiple first party policyholders, or an event that produces a number of claims in excess of a preset, per-event threshold of average claims in a specific area, occurring within a certain amount of time following the event. Catastrophes are caused by various natural events including high winds, winter storms, tornadoes, hailstorms, wildfires, tropical storms, hurricanes, earthquakes, and volcanoes. We are also exposed to man-made catastrophic events, such as certain acts of terrorism or industrial accidents. The nature and level of catastrophes in any period cannot be predicted.

The following table presents our 2008 catastrophe losses related to events that occurred by the size of the event.

		2008				
(\$ in millions)		Number of events	Claims and claims expense	Combined ratio impact	Average catastrophe loss per event	
Size of catastrophe						
Greater than \$250 million:						
Hurricane Ike (net of recoveries)		1	0.8% \$ 966	28.9%	3.6	\$966
Hurricane Gustav		1	0.8 342	10.2	1.3	342
\$100 million to \$250 million		2	1.6 278	8.4	1.0	139
\$50 million to \$100 million		7	5.7 444	13.3	1.6	63
Less than \$50 million		112	91.1 1,187	35.5	4.4	11
Total		123	100.0% 3,217	96.3	11.9	26
Prior year reserve reestimates			125	3.7	0.5	
Total catastrophe losses			\$3,342	100.0%	12.4	

In the years 1995 through 2008, we incurred catastrophe losses of \$21.63 billion related to 912 events. Of these total losses, 41.9% related to 11 events with losses greater than \$250 million per event, 8.4% related to 12 events with losses between \$100 million and \$250 million per event, 11.1% related to 35 events with losses between \$50 million and \$100 million per event, and 38.6% related to 854 events with losses less than \$50 million per event. Catastrophe losses in the period 2003 through 2008 amounted to \$15.19 billion or 70.2% of the total losses. Catastrophe losses greater than \$50 million in the period 2003 through 2008 amounted to 37 events and \$11.25 billion or 52.0% of the total losses. There were no catastrophe losses greater than \$100 million incurred in 2006.

The following table presents our catastrophe losses incurred by the type of event.

(\$ in millions)	2008	Number of events	2007	Number of events	2006	Number of events
Hurricanes/Tropical storms	\$1,381	5	\$ 9	3	\$ 36	3
Tornadoes	628	19	258	16	271	9
Wind/Hail	960	81	542	60	702	57
Other events	248	18	473	12	24	5
Prior year reserve reestimates	125		127		(223)	
Total catastrophe losses	\$3,342	123	\$1,409	91	\$ 810	74

Combined ratio Loss ratios are a measure of profitability. Loss ratios by product, and expense and combined ratios by brand, are shown in the following table. These ratios are defined on page 27.

				Effect of catastrophe losses on the loss ratio			Effect of pre-tax reserves reestimates on the combined ratio		
	2008	2007	2006	2008	2007	2006	2008	2007	2006
Allstate brand loss ratio:									
Standard auto	68.1	65.8	61.5	1.5	0.6	0.6	0.1	(1.1)	(3.7)
Non-standard auto	62.3	54.9	56.1	0.9	0.2	—	(0.1)	(7.1)	(5.5)
Homeowners	96.3	66.5	50.4	46.5	19.5	10.9	2.1	2.2	(4.8)
Other personal lines	69.3	60.4	52.1	10.6	5.0	(0.9)	0.6	(0.9)	(5.7)
Total Allstate brand loss ratio	74.4	64.9	57.8	12.6	5.3	2.8	0.6	(0.7)	(4.3)
Allstate brand expense ratio	24.7	24.7	24.7						
Allstate brand combined ratio	99.1	89.6	82.5						
Encompass brand loss ratio:									
Standard auto ⁽¹⁾	66.3	64.2	60.0	0.9	0.4	(0.3)	(4.2)	(3.4)	(6.0)
Non-standard auto	88.9	75.0	76.5	—	—	1.0	—	(6.6)	(6.1)
Homeowners	76.4	54.6	58.6	27.8	12.0	17.3	0.4	(1.6)	5.8
Other personal lines ⁽¹⁾	112.9	61.8	81.6	8.9	2.2	7.9	33.1	—	15.8
Total Encompass brand loss ratio	73.0	61.6	62.1	9.1	3.9	5.6	(0.2)	(2.8)	(0.9)
Encompass brand expense ratio	28.8	27.6	28.7						
Encompass brand combined ratio	101.8	89.2	90.8						
Allstate Protection loss ratio	74.3	64.7	58.1	12.4	5.2	3.0	0.6	(0.8)	(4.0)
Allstate Protection expense ratio	25.0	24.9	25.0						
Allstate Protection combined ratio	99.3	89.6	83.1						

(1) During 2008, \$45 million of IBNR losses were reclassified from standard auto to other personal lines to be consistent with the recording of excess liability policies' premiums and losses.

Standard auto loss ratio for the Allstate brand increased 2.3 points in 2008 compared to 2007 due to increased catastrophe losses, unfavorable reserve reestimates in the current year compared to favorable reserve reestimates in the prior year and higher claim severities, partially offset by lower claim frequencies. Excluding catastrophes, the underlying inflationary increase in severity was in part offset by declines in frequency, reflecting a continuation of a long-term decline in frequency and a decrease in miles driven. Standard auto loss ratio for the Encompass brand increased 2.1 points in 2008 compared to 2007 primarily driven by higher claim severities and increased catastrophe losses. Standard auto loss ratio for the Allstate brand increased 4.3 points in 2007 compared to 2006 due to lower favorable reserve reestimates related to prior years, and higher claim frequency and claim severity excluding catastrophes, partially offset by higher premiums earned. Standard auto loss ratio for the Encompass brand increased 4.2 points in 2007 compared to 2006 due to lower favorable reserve reestimates related to prior years.

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Non-standard auto loss ratio for the Allstate brand increased 7.4 points in 2008 compared to 2007 due to lower favorable reserve reestimates related to prior years, increased catastrophe losses and higher claim severities, partially offset by lower claim frequencies. Non-standard auto loss ratio for the Encompass brand increased 13.9 points in 2008 compared to 2007. Non-standard auto loss ratio for the Allstate brand decreased 1.2 points in 2007 compared to 2006 due to favorable reserve reestimates related to prior years. Non-standard auto loss ratio for the Encompass brand decreased 1.5 points in 2007 compared to 2006 primarily driven by lower claim frequency.

Homeowners loss ratio for the Allstate brand increased 29.8 points to 96.3 in 2008 from 66.5 in 2007 due to higher catastrophe losses. Homeowners loss ratio for the Encompass brand increased 21.8 points to 76.4 in 2008 from 54.6 in 2007 due to higher catastrophe losses. Homeowners loss ratio for the Allstate brand increased 16.1 points in 2007 compared to 2006 due to higher catastrophe losses, the absence of favorable non-catastrophe reserve reestimates related to prior years, higher claim severity, higher ceded earned premium for catastrophe reinsurance, and higher claim frequency excluding catastrophes. Homeowners loss ratio for the Encompass brand decreased 4.0 points in 2007 compared to 2006 primarily due to lower catastrophe losses.

Expense ratio for Allstate Protection increased 0.1 points in 2008 compared to 2007 primarily due to lower earned premiums, increases in the net cost of benefits due to unfavorable investment results, and charges for the write-off of capitalized computer software. Expense ratio for Allstate Protection decreased 0.1 points in 2007 compared to 2006 primarily due to lower restructuring charges offset by increased spending on advertising and investments in marketing and technology for product and service innovations.

The expense ratio for Encompass brand increased 1.2 points in 2008 compared to 2007 primarily due to lower earned premiums as well as increased state fund assessments and cost associated with the discontinuation of a large national broker arrangement.

The impact of specific costs and expenses on the expense ratio are included in the following table.

	Allstate brand			Encompass brand			Allstate Protection		
	2008	2007	2006	2008	2007	2006	2008	2007	2006
Amortization of DAC	14.4	14.8	14.7	19.9	20.1	19.7	14.7	15.1	15.1
Other costs and expenses	10.2	9.8	9.4	8.9	7.5	8.7	10.2	9.7	9.3
Restructuring and related charges	0.1	0.1	0.6	—	—	0.3	0.1	0.1	0.6
Total expense ratio	<u>24.7</u>	<u>24.7</u>	<u>24.7</u>	<u>28.8</u>	<u>27.6</u>	<u>28.7</u>	<u>25.0</u>	<u>24.9</u>	<u>25.0</u>

The expense ratio for the standard auto and homeowners businesses generally approximates the total Allstate Protection expense ratio. The expense ratio for the non-standard auto business generally is lower than the total Allstate Protection expense ratio due to lower agent commission rates and higher average premiums for non-standard auto as compared to standard auto. The Encompass brand DAC amortization is higher on average than Allstate brand DAC amortization due to higher commission rates.

DAC We establish a DAC asset for costs that vary with and are primarily related to acquiring business, principally agents' remuneration, premium taxes, certain underwriting costs and direct mail solicitation expenses. For the Allstate Protection business, DAC is amortized to income over the period in which premiums are earned.

The balance of DAC for each product type at December 31, is included in the following table.

	Allstate brand		Encompass brand		Allstate Protection	
(\$ in millions)	2008	2007	2008	2007	2008	2007
Standard auto	\$ 544	\$ 579	\$ 87	\$110	\$ 631	\$ 689
Non-standard auto	36	42	1	2	37	44
Homeowners	420	454	49	60	469	514
Other personal lines	307	218	9	12	316	230
Total DAC	<u>\$1,307</u>	<u>\$1,293</u>	<u>\$146</u>	<u>\$184</u>	<u>\$1,453</u>	<u>\$1,477</u>

Catastrophe Management

Historical Catastrophe Experience Since the beginning of 1992, the average annual impact of catastrophes on our Property-Liability loss ratio was 7.5 points. However, this average does not reflect the impact of some of the more significant actions we have taken to limit our catastrophe exposure. Consequently, we think it is useful

to consider the impact of catastrophes after excluding losses that are now partially or substantially covered by the California Earthquake Authority ("CEA"), Florida Hurricane Catastrophe Fund ("FHCF") or placed with a third party, such as hurricane coverage in Hawaii. The average annual impact of all catastrophes, excluding losses from Hurricanes Andrew and Iniki and losses from California earthquakes, on our Property-Liability loss ratio was 6.2 points since the beginning of 1992.

Comparatively, the average annual impact of catastrophes on the homeowners loss ratio for the years 1992 through 2008 is shown in the following table.

	Average annual impact of catastrophes on the homeowners loss ratio	Average annual impact of catastrophes on the homeowners loss ratio excluding losses from hurricanes Andrew and Iniki, and losses from California earthquakes
Florida	100.8	48.1
Other hurricane exposure states	27.9	27.7
Total hurricane exposure states	34.5	29.6
All other	23.1	17.5
Total	29.2	24.0

Over time, we have limited our aggregate insurance exposure to catastrophe losses in certain regions of the country that are subject to high levels of natural catastrophes. Limitations include our participation in various state facilities, such as the CEA, which provides insurance for California earthquake losses; the FHCF, which provides reimbursements on certain qualifying Florida hurricane losses; and other state facilities, such as wind pools. However, the impact of these actions may be diminished by the growth in insured values, the effect of state insurance laws and regulations. In addition, in various states we are required to participate in assigned risk plans, reinsurance facilities and joint underwriting associations that provide insurance coverage to individuals or entities that otherwise are unable to purchase such coverage from private insurers. Because of our participation in these and other state facilities such as wind pools, we may be exposed to losses that surpass the capitalization of these facilities and/or to assessments from these facilities.

In 2006 and 2007, both PIF and the renewal ratio were suppressed by our catastrophe management actions such as our decision to discontinue offering coverage by Allstate Floridian Insurance Company and its subsidiaries ("Allstate Floridian") on approximately 226,000 property policies as part of renewal rights and reinsurance arrangements with Royal Palm Insurance Company ("Royal Palm") entered into in 2006 and 2007 ("Royal Palm 1 and 2"). Approximately 81% of the policies involved in Royal Palm 1 and 2 expired in 2007 and therefore negatively influenced the PIF and renewal ratio.

We continue to take actions to maintain an appropriate level of exposure to catastrophic events, including the following:

- We have reduced property PIF in coastal management areas thereby lowering hurricane exposures. This includes Texas and Louisiana where the combination of reduced property PIF and ceded wind coverage in the coastal regions reduced our loss exposures to wind by 43.5% and 34.9%, respectively, below 2006 levels.
- We have increased our utilization of wind storm pools, including in Texas where we are ceding all wind exposure related to insured property located in all wind pool eligible areas along the coast including the Galveston Islands.
- We have ceased writing new homeowners business in California. We will continue to renew current policyholders and have a renewal ratio of approximately 90% in California.
- Encompass Floridian Insurance and Encompass Floridian Indemnity Company filed a formal notification with the Florida Office of Insurance Regulation to discontinue providing property insurance in the State of Florida.
- We ceased offering renewals on certain homeowners insurance policies in New York in certain down-state geographical locations. The level of non-renewals in New York is governed by state statute.

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Hurricanes

We consider the greatest areas of potential catastrophe losses due to hurricanes to generally be major metropolitan centers in counties along the eastern and gulf coasts of the United States. Generally, the average premium on a property policy near these coasts is greater than other areas. However, average premiums are not considered commensurate with the inherent risk of loss.

We have addressed our risk of hurricane loss by, among other actions, purchasing reinsurance for specific states and on a countrywide basis for our personal lines property insurance in areas most exposed to hurricanes (for further information on our reinsurance program see the Property-Liability Claims and Claims Expense Reserves section of the MD&A); limiting personal homeowners new business writings in coastal areas in southern and eastern states; not offering continuing coverage on certain policies in coastal counties in certain states; and entering into Royal Palm 1 and 2. Our actions are expected to continue during 2009 in northeastern and certain other hurricane prone states.

Earthquakes

During 2006, we began taking actions countrywide to significantly reduce our exposure to the risk of earthquake losses. These actions included purchasing reinsurance on a countrywide basis and in the state of Kentucky; no longer offering new optional earthquake coverage in most states; removing optional earthquake coverage upon renewal in most states; and entering into arrangements in many states to make earthquake coverage available through other insurers for new and renewal business.

Actions taken to reduce our exposure from optional earthquake coverage are substantially complete. We expect to retain approximately 40,000 PIF due to regulatory and other reasons. We also will continue to have exposure to earthquake risk on certain policies and coverages that do not specifically exclude coverage for earthquake losses, including our auto policies, and to fires following earthquakes. Allstate policyholders in the state of California are offered coverage through the CEA, a privately-financed, publicly-managed state agency created to provide insurance coverage for earthquake damage. Allstate is subject to assessments from the CEA under certain circumstances as explained in Note 13 of the consolidated financial statements.

Fires Following Earthquakes

Actions taken related to our risk of loss from fires following earthquakes include changing homeowners underwriting requirements in California and purchasing additional reinsurance on a countrywide basis excluding Florida and on a statewide basis in California and Kentucky.

Wildfires

Actions we are taking to reduce our risk of loss from wildfires include changing homeowners underwriting requirements in certain states and including California wildfire losses in our 2008 aggregate excess reinsurance agreement. Catastrophe losses related to the Southern California wildfires that occurred during 2008 and 2007 totaled \$166 million and \$350 million, respectively.

Reinsurance

We expect to renew expiring coverages including the coverage expiring on programs placed for 2 years (Aggregate excess), 3 years (various state specific) and 1 year (South-East and Florida).

We anticipate purchasing coverage that has similar retentions and limits as our expiring program with either retentions and limits or premiums being subject to re-measurement for exposure differences from estimates initially provided to reinsurers.

Our program will be in place by June 1, 2009. We expect to bind coverage in March 2009, except for certain coverage in Florida which we expect to bind by June 1, 2009. We anticipate reporting the details at that time.

We estimate that the total annualized cost of our catastrophe reinsurance program for the year beginning June 1, 2009, including the new Pennsylvania (up to \$100 million limit, \$100 million retention) and Texas/Louisiana (up to \$150 million limit, \$500 million retention) agreements, to be within 10% of our expiring annualized reinsurance contract premiums of \$613 million. We continue to attempt to capture our reinsurance cost in premium rates as allowed by state regulatory authorities.

Allstate Protection Outlook

- Allstate Protection premiums written in 2009 are anticipated to be lower than 2008 levels due to continued emphasis on preserving auto insurance margins by providing customer-focused products and services. Short-term growth will be limited reflecting a transition to a value-based strategy in the competitive environment as consumers buy fewer autos and choose lower product coverages, and reductions of catastrophe exposure.
- We expect that volatility in the level of catastrophes we experience will contribute to variation in our underwriting results; however, this volatility will be somewhat mitigated due to our catastrophe management actions, including purchases of reinsurance.
- We plan to continue to study the efficiencies of our operations and cost structure for additional areas where costs may be reduced.

DISCONTINUED LINES AND COVERAGES SEGMENT

Overview The Discontinued Lines and Coverages segment includes results from insurance coverage that we no longer write and results for certain commercial and other businesses in run-off. Our exposure to asbestos, environmental and other discontinued lines claims is reported in this segment. We have assigned management of this segment to a designated group of professionals with expertise in claims handling, policy coverage interpretation, exposure identification and reinsurance collection. As part of its responsibilities, this group is also regularly engaged in policy buybacks, settlements and reinsurance assumed and ceded commutations.

Summarized underwriting results for the years ended December 31, are presented in the following table.

(\$ in millions)	2008	2007	2006
Premiums written	\$ —	\$ —	\$ 1
Premiums earned	\$ —	\$ 1	\$ 3
Claims and claims expense	(18)	(47)	(132)
Operating costs and expenses	(7)	(8)	(10)
Underwriting loss	<u>\$(25)</u>	<u>\$(54)</u>	<u>\$(139)</u>

Underwriting losses of \$25 million in 2008 primarily related to an \$8 million unfavorable reestimate of asbestos reserves and a \$13 million unfavorable reestimate of other reserves as a result of the annual third quarter 2008 grounds up reserve review, partially offset by a \$16 million reduction of our bad debt allowance for future uncollectible reinsurance recoverables. The cost of administering claims settlements totaled \$13 million, \$14 million and \$19 million for the years ended December 31, 2008, 2007 and 2006, respectively.

Underwriting loss of \$54 million in 2007 primarily related to a \$63 million reestimate of environmental reserves and a \$6 million reestimate of asbestos reserves as a result of the annual third quarter 2007 grounds up reserve review, partially offset by a \$46 million reduction in the reinsurance recoverable valuation allowance related to Equitas Limited's improved financial position as a result of its reinsurance coverage with National Indemnity Company.

Underwriting loss of \$139 million in 2006 primarily related to an \$86 million reestimate of asbestos reserves, a \$10 million reestimate of environmental reserves and a \$26 million increase in the allowance for future uncollectible reinsurance recoverables.

See the Property-Liability Claims and Claims Expense Reserves section of the MD&A for a more detailed discussion.

Discontinued Lines and Coverages Outlook

- We may continue to experience asbestos and/or environmental losses in the future. These losses could be due to the potential adverse impact of new information relating to new and additional claims or the impact of resolving unsettled claims based on unanticipated events such as litigation or legislative, judicial and regulatory actions. Environmental losses may also increase as the result of additional funding for environmental site cleanup from the new administration. Because of our annual "grounds up" review, we believe that our reserves are appropriately established based on available information, technology, laws and regulations.

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- We continue to be encouraged that the pace of industry asbestos claim activity has slowed, perhaps reflecting various state legislative and judicial actions with respect to medical criteria and increased legal scrutiny of the legitimacy of claims.

PROPERTY-LIABILITY INVESTMENT RESULTS

Net investment income decreased 15.1% in 2008 when compared to 2007, after increasing 6.4% in 2007 when compared to 2006. The 2008 decrease was due to decreased partnership income and lower average asset balances reflecting dividends paid by Allstate Insurance Company ("AIC") to its parent, The Allstate Corporation (the "Corporation") and capital contributions to Allstate Life Insurance Company ("ALIC") and reduced portfolio yields. The 2007 increase was principally due to increased partnership income and increased portfolio yields.

Property-Liability net investment income in 2009 is anticipated to be lower than 2008 levels due to lower average asset balances and reduced portfolio yields.

The following table presents the average pre-tax investment yields for the year ended December 31.

	2008 ⁽¹⁾⁽²⁾	2007 ⁽¹⁾⁽²⁾	2006 ⁽¹⁾⁽²⁾
Fixed income securities: tax-exempt	5.1%	5.1%	5.1%
Fixed income securities: tax-exempt equivalent	7.4	7.4	7.4
Fixed income securities: taxable	5.6	5.5	5.3
Equity securities	3.0	2.7	2.7
Mortgage loans	6.1	5.6	5.2
Limited partnership interests ⁽³⁾	2.3	16.0	17.2
Total portfolio	4.8	5.4	5.2

- (1) Pre-tax yield is calculated as investment income (including dividend income in the case of equity securities) divided by the average of the investment balances at the beginning and end of period and interim quarters.
- (2) Amortized cost basis is used to calculate the average investment balance for fixed income securities and mortgage loans. Cost is used for equity securities. Cost or the equity method of accounting basis is used for limited partnership interests.
- (3) Beginning in the fourth quarter of 2008, income from limited partnerships accounted for on the equity method of accounting ("EMA LP") is reported in realized capital gains and losses and is therefore excluded from the determination of pre-tax investment yields on limited partnership interests. EMA LP income for periods prior to the fourth quarter of 2008 is reported in net investment income and included in the determination of pre-tax investment yields on limited partnership interests.

Net realized capital gains and losses, after-tax were \$(1.21) billion of net realized capital losses in 2008 compared to net realized capital gains of \$915 million in 2007 and \$227 million in 2006. The following table presents the factors driving the net realized capital gains and losses results.

(\$ in millions)	2008	2007	2006
Sales ⁽¹⁾	\$ (635)	\$ 1,396	\$ 483
Impairment write-downs ⁽²⁾	(638)	(44)	(26)
Change in intent write-downs ⁽¹⁾⁽³⁾	(501)	(54)	(32)
Valuation of derivative instruments	(296)	(15)	43
EMA LP income ⁽⁴⁾	(77)	—	—
Settlements of derivative instruments	289	133	(120)
Realized capital gains and losses, pre-tax	(1,858)	1,416	348
Income tax benefit (expense)	649	(501)	(121)
Realized capital gains and losses, after-tax	<u>\$ (1,209)</u>	<u>\$ 915</u>	<u>\$ 227</u>

- (1) To conform to the current period presentation, certain amounts in the prior periods have been reclassified.
- (2) Impairment write-downs reflect issue specific other than temporary declines in fair value, including instances where we could not reasonably assert that the recovery period would be temporary.
- (3) Change in intent write-downs reflects instances where we cannot assert a positive intent to hold until recovery.
- (4) Beginning in the fourth quarter of 2008, income from EMA LP is reported in realized capital gains and losses. EMA LP income for periods prior to the fourth quarter of 2008 is reported in net investment income.

For a further discussion of net realized capital gains and losses, see the Investments section of the MD&A.

PROPERTY-LIABILITY CLAIMS AND CLAIMS EXPENSE RESERVES

Property-Liability underwriting results are significantly influenced by estimates of property-liability claims and claims expense reserves. For a description of our reserve process, see Note 7 of the consolidated financial statements and for a further description of our reserving policies and the potential variability in our reserve estimates, see the Application of Critical Accounting Estimates section of the MD&A. These reserves are an estimate of amounts necessary to settle all outstanding claims, including IBNR claims, as of the reporting date.

The facts and circumstances leading to our quarterly reestimates of reserves relate to revisions to the development factors used to predict how losses are likely to develop from the end of a reporting period until all claims have been paid. Reestimates occur because actual losses are likely different than that predicted by the estimated development factors used in prior reserve estimates. At December 31, 2008, the impact of a reserve reestimation corresponding to a one percent increase or decrease in net reserves would be a decrease or increase of approximately \$112 million in net income.

The table below shows total net reserves as of December 31, 2008, 2007 and 2006 for Allstate brand, Encompass brand and Discontinued Lines and Coverages lines of business.

(\$ in millions)	2008	2007	2006
Allstate brand	\$14,118	\$13,456	\$13,220
Encompass brand	1,133	1,129	1,236
Total Allstate Protection	15,251	14,585	14,456
Discontinued Lines and Coverages	1,931	2,075	2,154
Total Property-Liability	<u>\$17,182</u>	<u>\$16,660</u>	<u>\$16,610</u>

The table below shows reserves, net of reinsurance, representing the estimated cost of outstanding claims as they were recorded at the beginning of years 2008, 2007 and 2006, and the effect of reestimates in each year.

	2008		2007		2006	
(\$ in millions)	Jan 1 reserves	Reserve reestimate ⁽¹⁾	Jan 1 reserves	Reserve reestimate ⁽¹⁾	Jan 1 reserves	Reserve reestimate ⁽¹⁾
Allstate brand	\$13,456	\$ 155	\$13,220	\$ (167)	\$15,423	\$(1,085)
Encompass brand	1,129	(3)	1,236	(52)	1,331	(18)
Total Allstate Protection	14,585	152	14,456	(219)	16,754	(1,103)
Discontinued Lines and Coverages	2,075	18	2,154	47	2,177	132
Total Property-Liability	<u>\$16,660</u>	<u>\$ 170</u>	<u>\$16,610</u>	<u>\$ (172)</u>	<u>\$18,931</u>	<u>\$ (971)</u>
Reserve reestimates, after-tax		<u>\$ 111</u>		<u>\$ (112)</u>		<u>\$ (631)</u>
Net (loss) income		<u>(1,679)</u>		<u>4,636</u>		<u>4,993</u>
Reserve reestimates as a % of net (loss) income		<u>(6.6)%</u>		<u>2.4%</u>		<u>12.6%</u>

(1) Favorable reserve reestimates are shown in parentheses.

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Allstate Protection

The table below shows Allstate Protection net reserves representing the estimated cost of outstanding claims as they were recorded at the beginning of years 2008, 2007 and 2006, and the effect of reestimates in each year.

(\$ in millions)	2008		2007		2006	
	Jan 1 reserves	Reserve reestimate	Jan 1 reserves	Reserve reestimate	Jan 1 reserves	Reserve reestimate
Auto	\$10,175	\$ (27)	\$ 9,995	\$ (311)	\$10,460	\$ (737)
Homeowners	2,279	124	2,226	115	3,675	(244)
Other personal lines	2,131	55	2,235	(23)	2,619	(122)
Total Allstate Protection	<u>\$14,585</u>	<u>\$152</u>	<u>\$14,456</u>	<u>\$ (219)</u>	<u>\$16,754</u>	<u>\$(1,103)</u>
Underwriting income		<u>189</u>		<u>2,838</u>		<u>4,636</u>
Reserve reestimates as a % of underwriting income		<u>(80.4)%</u>		<u>7.7%</u>		<u>23.8%</u>

Auto reserve reestimates in 2008 were primarily the result of a \$45 million reclassification of IBNR losses from standard auto to other personal lines to be consistent with the recording of excess liability policies' premiums and losses. Auto reserve reestimates in 2007 were primarily the result of auto severity development that was better than expected. Auto reserve reestimates in 2006 were primarily the result of auto injury severity development that was better than expected and late reported loss development that was better than expected, primarily due to lower frequency trends in recent years.

Unfavorable homeowners reserve reestimates in 2008 were primarily due to litigation filed in conjunction with a Louisiana deadline for filing suits related to Hurricane Katrina. Unfavorable homeowners reserve reestimates in 2007 were primarily due to catastrophe reserve reestimates attributable to increased claim expense reserves primarily for 2005 events and increased loss reserves including reopened claims arising from litigation filed in conjunction with a Louisiana deadline for filing suits related to Hurricane Katrina. Homeowners reserve reestimates in 2006 were primarily due to favorable catastrophe reestimates attributable to lower loss estimates for additional living expenses and mold for Hurricane Katrina, late reported loss development that was better than expected and injury severity development that was better than expected.

Other personal lines reserve reestimates in 2008 were primarily the result of a \$45 million reclassification of IBNR losses from standard auto to other personal lines to be consistent with the recording of excess liability policies' premiums and losses. Other personal lines reserve reestimates in 2007 were primarily the result of claim severity development different than anticipated in previous estimates. Other personal lines reserve reestimates in 2006 were primarily due to favorable catastrophe reestimates and the result of claim severity development different than anticipated in previous estimates.

Pending, new and closed claims for Allstate Protection, for the years ended December 31, are summarized in the following table.

Number of claims	2008	2007	2006
Auto			
Pending, beginning of year	551,598	522,544	569,334
New	5,323,072	5,450,438	5,256,600
Total closed	(5,308,276)	(5,421,384)	(5,303,390)
Pending, end of year	<u>566,394</u>	<u>551,598</u>	<u>522,544</u>
Homeowners			
Pending, beginning of year	80,229	72,988	197,326
New	1,242,007	805,461	835,900
Total closed	(1,247,464)	(798,220)	(960,238)
Pending, end of year	<u>74,772</u>	<u>80,229</u>	<u>72,988</u>
Other personal lines			
Pending, beginning of year	39,951	42,254	79,560
New	301,363	270,962	312,546
Total closed	(300,313)	(273,265)	(349,852)
Pending, end of year	<u>41,001</u>	<u>39,951</u>	<u>42,254</u>
Total Allstate Protection			
Pending, beginning of year	671,778	637,786	846,220
New	6,866,442	6,526,861	6,405,046
Total closed	(6,856,053)	(6,492,869)	(6,613,480)
Pending, end of year	<u>682,167</u>	<u>671,778</u>	<u>637,786</u>

We believe the net loss reserves for Allstate Protection exposures are appropriately established based on available facts, technology, laws and regulations.

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The following tables reflect the accident years to which the reestimates shown above are applicable for Allstate brand, Encompass brand and Discontinued Lines and Coverages lines of business. Favorable reserve reestimates are shown in these tables in parentheses.

2008 Prior year reserve reestimates

(\$ in millions)	1998 & Prior	1999	2000	2001	2002	2003	2004	2005	2006	2007	Total
Allstate brand	\$56	\$(7)	\$ 9	\$34	\$ 1	\$(5)	\$13	\$152	\$(71)	\$(27)	\$155
Encompass brand	2	—	2	(1)	2	1	(1)	10	(20)	2	(3)
Total Allstate Protection	58	(7)	11	33	3	(4)	12	162	(91)	(25)	152
Discontinued Lines and Coverages	18	—	—	—	—	—	—	—	—	—	18
Total Property-Liability	<u>\$76</u>	<u>\$(7)</u>	<u>\$11</u>	<u>\$33</u>	<u>\$ 3</u>	<u>\$(4)</u>	<u>\$12</u>	<u>\$162</u>	<u>\$(91)</u>	<u>\$(25)</u>	<u>\$170</u>

2007 Prior year reserve reestimates

(\$ in millions)	1997 & Prior	1998	1999	2000	2001	2002	2003	2004	2005	2006	Total
Allstate brand	\$103	\$—	\$10	\$16	\$(5)	\$15	\$ 5	\$(10)	\$(225)	\$(76)	\$(167)
Encompass brand	—	—	(1)	(4)	—	3	6	(4)	(39)	(13)	(52)
Total Allstate Protection	103	—	9	12	(5)	18	11	(14)	(264)	(89)	(219)
Discontinued Lines and Coverages	47	—	—	—	—	—	—	—	—	—	47
Total Property-Liability	<u>\$150</u>	<u>\$—</u>	<u>\$ 9</u>	<u>\$12</u>	<u>\$(5)</u>	<u>\$18</u>	<u>\$11</u>	<u>\$(14)</u>	<u>\$(264)</u>	<u>\$(89)</u>	<u>\$(172)</u>

2006 Prior year reserve reestimates

(\$ in millions)	1996 & Prior	1997	1998	1999	2000	2001	2002	2003	2004	2005	Total
Allstate brand	\$ 18	\$(8)	\$(3)	\$(5)	\$(2)	\$(22)	\$(2)	\$(48)	\$(282)	\$(731)	\$(1,085)
Encompass brand	—	—	—	—	—	(6)	—	(10)	(22)	20	(18)
Total Allstate Protection	18	(8)	(3)	(5)	(2)	(28)	(2)	(58)	(304)	(711)	(1,103)
Discontinued Lines and Coverages	132	—	—	—	—	—	—	—	—	—	132
Total Property-Liability	<u>\$150</u>	<u>\$(8)</u>	<u>\$(3)</u>	<u>\$(5)</u>	<u>\$(2)</u>	<u>\$(28)</u>	<u>\$(2)</u>	<u>\$(58)</u>	<u>\$(304)</u>	<u>\$(711)</u>	<u>\$(971)</u>

Allstate brand prior year reserve reestimates were \$155 million unfavorable in 2008 and \$167 million and \$1.09 billion favorable in 2007 and 2006, respectively. In 2008, this was primarily due to litigation filed in conjunction with a Louisiana deadline for filing suits related to Hurricane Katrina. In 2007, this was primarily due to auto severity development that was better than expected, partially offset by unfavorable reserve reestimates of catastrophe losses. In 2006, this was primarily due to auto injury severity development and late reported loss development that was better than expected and changes in reserve reestimates of catastrophe losses which were favorable in 2006.

These trends are primarily responsible for revisions to loss development factors, as previously described, used to predict how losses are likely to develop from the end of a reporting period until all claims have been paid. Because these trends cause actual losses to differ from those predicted by the estimated development factors used in prior reserve estimates, reserves are revised as actuarial studies validate new trends based on the indications of updated development factor calculations.

The impact of these reestimates on the Allstate brand underwriting income is shown in the table below.

(\$ in millions)	2008	2007	2006
Reserve reestimates	\$155	\$ (167)	\$ (1,085)
Allstate brand underwriting income	220	2,634	4,451
Reserve reestimates as a % of underwriting income	(70.5)%	6.3%	24.4%

Encompass brand Reserve reestimates in 2008, 2007 and 2006 were related to lower than anticipated claim settlement costs.

The impact of these reestimates on the Encompass brand underwriting (loss) income is shown in the table below.

(\$ in millions)	2008	2007	2006
Reserve reestimates	\$ (3)	\$ (52)	\$ (18)
Encompass brand underwriting (loss) income	(31)	204	185
Reserve reestimates as a % of underwriting (loss) income	9.7%	25.5%	9.7%

Discontinued Lines and Coverages We conduct an annual review in the third quarter of each year to evaluate and establish asbestos, environmental and other discontinued lines reserves. Reserves are recorded in the reporting period in which they are determined. Using established industry and actuarial best practices and assuming no change in the regulatory or economic environment, this detailed and comprehensive “grounds up” methodology determines reserves based on assessments of the characteristics of exposure (e.g. claim activity, potential liability, jurisdiction, products versus non-products exposure) presented by policyholders.

Reserve reestimates for the Discontinued Lines and Coverages, as shown in the table below, were increased primarily for other discontinued lines in 2008, environmental in 2007 and for asbestos in 2006.

(\$ in millions)	2008		2007		2006	
	Jan 1 reserves	Reserve reestimate	Jan 1 reserves	Reserve reestimate	Jan 1 reserves	Reserve reestimate
Asbestos Claims	\$1,302	\$ 8	\$1,375	\$ 17	\$1,373	\$ 86
Environmental Claims	232	—	194	63	205	10
Other Discontinued Lines	541	10	585	(33)	599	36
Total Discontinued Lines and coverages	<u>\$2,075</u>	<u>\$ 18</u>	<u>\$2,154</u>	<u>\$ 47</u>	<u>\$2,177</u>	<u>\$ 132</u>
Underwriting loss		<u>(25)</u>		<u>(54)</u>		<u>(139)</u>
Reserve reestimates as a % of underwriting loss		<u>(72.0)%</u>		<u>(87.0)%</u>		<u>(95.0)%</u>

Reserve additions for asbestos in 2008, 2007 and 2006, totaling \$8 million, \$17 million and \$86 million, respectively, were primarily for products-related coverage. They were essentially a result of a continuing level of increased claim activity being reported by excess and primary insurance policyholders with existing active claims, excess policyholders with new claims, and reestimates of liabilities for increased assumed reinsurance cessions, as ceding companies (other insurance carriers) also experienced increased claim activity. Higher claim activity over prior estimates has also resulted in an increased estimate for future claims reported. These trends are consistent with the trends of other carriers in the industry, which we believe are related to increased publicity and awareness of coverage, ongoing litigation and bankruptcy actions. The 2007 asbestos reserve addition also includes the write-off of uncollectible reinsurance for a single foreign reinsurer.

Normal environmental claim activity resulted in essentially no change in estimated reserves for 2008. The reserve additions for environmental in 2007 were for increased claim activity related to site-specific remediations where the clean-up cost estimates and responsibility for the clean-up have been more fully determined. This increased claim activity over prior estimates has also resulted in an increased estimate for future claims reported. IBNR now represents 63% of total net environmental reserves, 8 points higher than at December 31, 2007.

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The table below summarizes reserves and claim activity for asbestos and environmental claims before (Gross) and after (Net) the effects of reinsurance for the past three years.

(\$ in millions, except ratios)	2008		2007		2006	
	Gross	Net	Gross	Net	Gross	Net
Asbestos claims						
Beginning reserves	\$2,053	\$1,302	\$2,198	\$1,375	\$2,205	\$1,373
Incurred claims and claims expense	4	8	12	17	143	86
Claims and claims expense paid	(124)	(82)	(157)	(90)	(150)	(84)
Ending reserves	<u>\$1,933</u>	<u>\$1,228</u>	<u>\$2,053</u>	<u>\$1,302</u>	<u>\$2,198</u>	<u>\$1,375</u>
Annual survival ratio	<u>15.4</u>	<u>15.1</u>	<u>13.1</u>	<u>14.5</u>	<u>14.7</u>	<u>16.4</u>
3-year survival ratio	<u>13.4</u>	<u>14.4</u>	<u>8.5</u>	<u>9.7</u>	<u>9.4</u>	<u>10.5</u>
Environmental claims						
Beginning reserves	\$ 340	\$ 232	\$ 249	\$ 194	\$ 252	\$ 205
Incurred claims and claims expense	(34)	—	120	63	22	10
Claims and claims expense paid	(56)	(37)	(29)	(25)	(25)	(21)
Ending reserves	<u>\$ 250</u>	<u>\$ 195</u>	<u>\$ 340</u>	<u>\$ 232</u>	<u>\$ 249</u>	<u>\$ 194</u>
Annual survival ratio	<u>4.5</u>	<u>5.2</u>	<u>11.7</u>	<u>9.4</u>	<u>9.8</u>	<u>8.9</u>
3-year survival ratio	<u>6.8</u>	<u>7.0</u>	<u>11.8</u>	<u>9.3</u>	<u>8.1</u>	<u>7.7</u>
Combined environmental and asbestos claims						
Annual survival ratio	<u>12.1</u>	<u>12.0</u>	<u>12.9</u>	<u>13.4</u>	<u>14.0</u>	<u>14.8</u>
3-year survival ratio	<u>12.1</u>	<u>12.6</u>	<u>8.8</u>	<u>9.6</u>	<u>9.3</u>	<u>10.1</u>
Percentage of IBNR in ending reserves		63.8%		63.2%		66.5%

The survival ratio is calculated by taking our ending reserves divided by payments made during the year. This is a commonly used but extremely simplistic and imprecise approach to measuring the adequacy of asbestos and environmental reserve levels. Many factors, such as mix of business, level of coverage provided and settlement procedures have significant impacts on the amount of environmental and asbestos claims and claims expense reserves, claim payments and the resultant ratio. As payments result in corresponding reserve reductions, survival ratios can be expected to vary over time.

In 2008, the asbestos net 3-year survival ratio increased due to lower average annual payments. In 2007, the asbestos net 3-year survival ratio declined due to continuing claim payments. In 2008, the environmental net 3-year survival ratio declined due to continuing claim payments. In 2007, the environmental net 3-year survival ratio increased due to reserve additions.

Our net asbestos reserves by type of exposure and total reserve additions are shown in the following table.

(\$ in millions)	December 31, 2008			December 31, 2007			December 31, 2006		
	Active policy-holders	Net reserves	% of reserves	Active policy-holders	Net reserves	% of reserves	Active policy-holders	Net reserves	% of reserves
Direct policyholders:									
—Primary	54	\$ 21	2%	52	\$ 23	2%	47	\$ 15	1%
—Excess	330	216	17	346	222	17	340	214	16
Total	<u>384</u>	<u>237</u>	<u>19%</u>	<u>398</u>	<u>245</u>	<u>19%</u>	<u>387</u>	<u>229</u>	<u>17%</u>
Assumed reinsurance		205	17		216	16		203	15
IBNR		786	64		841	65		943	68
Total net reserves		<u>\$1,228</u>	<u>100%</u>		<u>\$1,302</u>	<u>100%</u>		<u>\$1,375</u>	<u>100%</u>
Total reserve additions		<u>\$ 8</u>			<u>\$ 17</u>			<u>\$ 86</u>	

During the last three years, 72 direct primary and excess policyholders reported new claims, and claims of 67 policyholders were closed, increasing the number of active policyholders by 5 during the period. The 5 increase

comprised (9) from 2008, 6 from 2007 and 8 from 2006. The decrease of 9 from 2008 included 15 new policyholders reporting new claims and the closing of 24 policyholders' claims.

IBNR net reserves decreased by \$55 million. At December 31, 2008 IBNR represented 64% of total net asbestos reserves, 1 point lower than at December 31, 2007. IBNR provides for reserve development of known claims and future reporting of additional unknown claims from current and new policyholders and ceding companies.

Pending, new, total closed and closed without payment claims for asbestos and environmental exposures for the years ended December 31, are summarized in the following table.

Number of claims	2008	2007	2006
Asbestos			
Pending, beginning of year	9,256	9,175	8,806
New	601	876	1,220
Total closed	(1,077)	(795)	(851)
Pending, end of year	<u>8,780</u>	<u>9,256</u>	<u>9,175</u>
Closed without payment	<u>800</u>	<u>364</u>	<u>596</u>
Environmental			
Pending, beginning of year	4,747	4,771	4,896
New	291	603	612
Total closed	(435)	(627)	(737)
Pending, end of year	<u>4,603</u>	<u>4,747</u>	<u>4,771</u>
Closed without payment	<u>307</u>	<u>370</u>	<u>513</u>

Property-Liability Reinsurance Ceded For Allstate Protection, we utilize reinsurance to reduce exposure to catastrophe risk and manage capital, and to support the required statutory surplus and the insurance financial strength ratings of certain subsidiaries such as Allstate Floridian Insurance Company and Allstate New Jersey Insurance Company. We purchase significant reinsurance where we believe the greatest benefit may be achieved relative to our aggregate countrywide exposure. The price and terms of reinsurance and the credit quality of the reinsurer are considered in the purchase process, along with whether the price can be appropriately reflected in the costs that are considered in setting future rates charged to policyholders. We also participate in various reinsurance mechanisms, including industry pools and facilities, which are backed by the financial resources of the property-liability insurance company market participants, and have historically purchased reinsurance to mitigate long-tail liability lines, including environmental, asbestos and other discontinued lines exposures. We retain primary liability as a direct insurer for all risks ceded to reinsurers.

The impacts of reinsurance on our reserve for claims and claims expense at December 31 are summarized in the following table, net of allowances we have established for uncollectible amounts.

(\$ in millions)	Reserve for Property-Liability insurance claims and claims expense		Reinsurance recoverables, net	
	2008	2007	2008	2007
Industry pools and facilities	\$ 2,012	\$ 1,862	\$1,442	\$1,275
Asbestos and environmental	2,183	2,393	795	912
Other including allowance for future uncollectible reinsurance recoverables	15,261	14,610	116	117
Total Property-Liability	<u>\$19,456</u>	<u>\$18,865</u>	<u>\$2,353</u>	<u>\$2,304</u>

Reinsurance recoverables include an estimate of the amount of property-liability insurance claims and claims expense reserves that may be ceded under the terms of the reinsurance agreements, including incurred but not reported unpaid losses. We calculate our ceded reinsurance estimate based on the terms of each applicable reinsurance agreement, including an estimate of how IBNR losses will ultimately be ceded under the agreement. We also consider other limitations and coverage exclusions under our reinsurance agreements. Accordingly, our estimate of reinsurance recoverables is subject to similar risks and uncertainties as our estimate of reserve for property-liability claims and claims expense. We believe the recoverables are appropriately established; however,

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as our underlying reserves continue to develop, the amount ultimately recoverable may vary from amounts currently recorded. We regularly evaluate the reinsurers and the respective amounts recoverable, and a provision for uncollectible reinsurance is recorded if needed. The establishment of reinsurance recoverables and the related allowance for uncollectible reinsurance recoverables is also an inherently uncertain process involving estimates. Changes in estimates could result in additional changes to the Consolidated Statements of Operations.

The allowance for uncollectible reinsurance relates to Discontinued Lines and Coverages reinsurance recoverables and was \$168 million and \$185 million at December 31, 2008 and 2007, respectively. These amounts represent 16.9% and 16.4%, respectively of the related reinsurance recoverable balances. The allowance is based upon our ongoing review of amounts outstanding, length of collection periods, changes in reinsurer credit standing, and other relevant factors. In addition, in the ordinary course of business, we may become involved in coverage disputes with certain of our reinsurers which may ultimately result in lawsuits and arbitrations brought by or against such reinsurers to determine the parties' rights and obligations under the various reinsurance agreements. We employ dedicated specialists to manage reinsurance collections and disputes. We also consider recent developments in commutation activity between reinsurers and cedants, and recent trends in arbitration and litigation outcomes in disputes between cedants and reinsurers in seeking to maximize our reinsurance recoveries. For further discussion on the decrease in the allowance for uncollectible reinsurance, see Note 9 of the consolidated financial statements.

Adverse developments in the insurance industry have led to a decline in the financial strength of some of our reinsurance carriers, causing amounts recoverable from them and future claims ceded to them to be considered a higher risk. There has also been consolidation activity in the industry, which causes reinsurance risk across the industry to be concentrated among fewer companies. In addition, over the last several years the industry has increasingly segregated asbestos, environmental, and other discontinued lines exposures into separate legal entities with dedicated capital. Regulatory bodies in certain cases have supported these actions. We are unable to determine the impact, if any, that these developments will have on the collectability of reinsurance recoverables in the future.

The largest reinsurance recoverable balances are shown in the following table at December 31, net of allowances we have established for uncollectible amounts.

(\$ in millions)	A.M. Best financial strength rating	Reinsurance recoverable on paid and unpaid claims, net	
		2008	2007
Industry pools and facilities			
Michigan Catastrophic Claim Association ("MCCA")	N/A	\$1,108	\$1,023
National Flood Insurance Program ("NFIP")	N/A	138	22
New Jersey Unsatisfied Claim and Judgment Fund	N/A	84	105
North Carolina Reinsurance Facility	N/A	63	64
FHCF	N/A	36	47
Other		13	14
Total		<u>1,442</u>	<u>1,275</u>
Asbestos, Environmental and Other			
Lloyd's of London ("Lloyd's")	A	227	240
Westport Insurance Corporation (formerly Employers Reinsurance Corporation)	A+	81	90
Harper Insurance Limited	N/A	56	60
Clearwater Insurance Company	A-	39	44
SCOR U.S. Corporation ("SCOR")	A-	28	28
Other, including allowance for future uncollectible reinsurance recoverables		480	567
Total		<u>911</u>	<u>1,029</u>
Total Property-Liability		<u>\$2,353</u>	<u>\$2,304</u>

The effects of reinsurance ceded on our property-liability premiums earned and claims and claims expense for the years ended December 31, are summarized in the following table.

(\$ in millions)	2008	2007	2006
Ceded property-liability premiums earned	<u>\$1,139</u>	<u>\$1,356</u>	<u>\$1,113</u>
Ceded property-liability claims and claims expense			
Industry pool and facilities			
FHCF	\$ 28	\$ 22	\$ 146
NFIP	344	65	32
MCCA	148	60	36
Other	60	72	71
Subtotal industry pools and facilities	580	219	285
Asbestos, Environmental and Other	40	151	129
Ceded property-liability claims and claims expense	<u>\$ 620</u>	<u>\$ 370</u>	<u>\$ 414</u>

For the years ended December 31, 2008 and 2007, ceded property-liability premiums earned decreased \$217 million and increased \$243 million, respectively, when compared to prior years, primarily as a result of changes in the rates charged on our catastrophe reinsurance program.

Ceded property-liability claims and claims expense increased in 2008 primarily due to amounts ceded to NFIP and MCCA. Ceded property-liability claims and claims expense decreased in 2007 as a result of lower qualifying losses eligible to be ceded to the FHCF, but higher losses eligible to be ceded to NFIP and MCCA. For further discussion, see the Discontinued Lines and Coverages Segment and Property-Liability Claims and Claims Expense Reserves sections of the MD&A.

For a detailed description of the MCCA, FHCF and Lloyd's, see Note 9 of the consolidated financial statements. At December 31, 2008, other than the recoverable balances listed above, no other amount due or estimated to be due from any single Property-Liability reinsurer was in excess of \$23 million.

We enter into certain inter-company insurance and reinsurance transactions for the Property-Liability operations in order to maintain underwriting control and manage insurance risk among various legal entities. These reinsurance agreements have been approved by the appropriate regulatory authorities. All significant inter-company transactions have been eliminated in consolidation.

An affiliate of the company, Allstate Texas Lloyd's ("ATL"), a syndicate insurance company, cedes 100% of its business net of reinsurance with external parties to AIC. At December 31, 2008, ATL had \$66 million of reinsurance recoverable primarily related to losses incurred from Hurricane Ike which occurred in 2008. At December 31, 2007, ATL had \$5 million reinsurance recoverable primarily related to losses incurred from Hurricane Rita which occurred in 2005.

Catastrophe Reinsurance

Our personal lines catastrophe reinsurance program was designed, utilizing our risk management methodology, to address our exposure to catastrophes nationwide. Our program provides reinsurance protection to us for catastrophes including storms named or numbered by the National Weather Service, wildfires, earthquakes and fires following earthquakes.

Our catastrophe reinsurance program which will be effective June 1, 2009 is currently being negotiated. We expect to bind coverage in March 2009, except for certain coverage in Florida which we expect to bind by June 1, 2009. We anticipate reporting the details of our catastrophe reinsurance program renewal upon finalizing coverage. See The Allstate Corporation Annual Report on Form 10-K for 2007 and The Allstate Corporation Form 10-Qs for 2008 for additional details on our current program.

We expect to renew expiring coverages including the coverage expiring on programs placed for 2 years (Aggregate excess), 3 years (various state specific), and 1 year (South-East and Florida). We anticipate purchasing coverage that has similar retentions and limits as our expiring program, with either retentions and limits or premiums being subject to re-measurement for exposure differences from estimates initially provided to reinsurers. In addition, effective June 1, 2009, we are contemplating two new agreements: a Pennsylvania only agreement (up to \$100 million limit, \$100 million retention) to enhance protection in Pennsylvania, and a Texas/Louisiana agreement (up to \$150 million limit, \$500 million retention) whereby losses resulting from the same

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named or numbered storm but taking place in both Texas and Louisiana may be combined to meet the agreement's per occurrence retention and limit. We also intend to purchase a portion of our annual Florida reinsurance program in the first quarter of 2009, deferring our remaining Florida reinsurance purchase until the FHCF reimbursement program is finalized.

Our reinsurance program, effective June 1, 2008 to May 31, 2009 is comprised of agreements that provide coverage for the occurrence of certain qualifying catastrophes in specific states including New York, New Jersey, Connecticut, Rhode Island and Texas ("multi-peril"); additional coverage for hurricane catastrophe losses in New York, New Jersey and Connecticut ("North-East") in other states along the southern and eastern coasts ("South-East") and in Texas ("Texas"); in California for fires following earthquakes ("California fires following earthquakes"); in Kentucky for earthquakes and fires following earthquakes ("Kentucky"); and four agreements for our exposure in Florida. The Florida component of the reinsurance program, which expires on May 31, 2009, is designed separately from the other components of the program to address the distinct needs of our separately capitalized legal entities in that state. Another reinsurance agreement provides coverage nationwide, excluding Florida, for the aggregate or sum of catastrophe losses in excess of an annual retention associated with storms named or numbered by the National Weather Service, California wildfires, earthquakes and fires following earthquakes ("aggregate excess"). For further discussion on catastrophe reinsurance, see Note 9 to the consolidated financial statements.

The multi-peril agreements have various retentions and limits commensurate with the amount of catastrophe risk, measured on an annual basis, in each covered state. The multi-peril agreement for Connecticut and Rhode Island provides that losses resulting from the same occurrence but taking place in both states may be combined to meet the agreement's per occurrence retention and limit. One-third of the coverage expires each year with each of the three contracts in this agreement.

The North-East agreement was placed with Willow Re Ltd., a Cayman Island insurance company, and covers Allstate Protection personal property and auto excess catastrophe losses. Amounts payable under the reinsurance agreement are based on an index created by applying predetermined percentages representing our market share to insured personal property industry losses in New York, New Jersey and Connecticut as reported by Property Claim Services ("PCS"), a division of Insurance Services Offices, Inc., limited to our actual losses. This agreement covers 38% of \$658 million, our estimated share of estimated modified personal property industry catastrophe losses between \$9.2 billion and \$13.5 billion, or 38% of our catastrophe losses between \$1.6 billion (initial trigger) and \$2.2 billion (exhaustion point) in the states of New York, New Jersey and Connecticut. The initial trigger and exhaustion points are reset by AIR Worldwide Corporation ("AIR") annually based on changes in the underlying industry exposures and our share of industry exposures. Willow Re Ltd. issued to unrelated investors principal-at-risk variable market rate notes of \$250 million to collateralize hurricane catastrophe losses covered by this reinsurance agreement. Willow Re Ltd. entered into a total return swap with Lehman Brothers Special Financing, Inc. ("Lehman") which guaranteed the value of the collateral and a predetermined fixed rate of return to be paid to note holders. Upon the failure of Lehman in the third quarter of 2008, the total return swap was settled and terminated without replacement. Allstate continues to make the required premium payments to Willow Re and the reinsurance remains in place, but the underlying assets have not generated enough interest to meet the quarterly bond interest payment requirement due in February 2009, resulting in a default to note holders. The default does not create any obligations for Allstate and the reinsurance contract remains in place, although the value of the reinsurance provided by Willow Re depends upon the market value of the underlying assets held in collateral for reinsurance trust, with Allstate as the beneficiary. The underlying assets held in collateral are comprised largely of illiquid mortgaged-backed securities and cash with a current market value less than \$250 million.

The Texas agreement provides coverage for Allstate Protection personal property excess catastrophe losses in Texas for hurricane catastrophe losses. The agreement was placed with Willow Re Ltd., which completed an offering to unrelated investors for principal at risk, variable market rate notes of \$250 million to collateralize hurricane catastrophe losses covered by this agreement. Amounts payable under the reinsurance agreement will be based on an index created by applying predetermined percentages representing our market share to insured personal property industry losses in Texas as reported by PCS limited to our actual losses. The limits on our Texas agreement are designed to replicate as close as possible 100% of \$250 million, our estimated market share of estimated modified personal property industry catastrophe losses between \$12.5 billion and \$15.8 billion, or 100% of our catastrophe losses between \$950 million (retention) and \$1.2 billion (exhaustion point). The Texas agreement placed with Willow Re is independent of the North-East agreement and is not impacted by the termination of the North-East agreement's total return swap.

The Florida reinsurance program, which will be effective June 1, 2009, should be similar in design to the current program, however containing limits based on reduced underlying exposure, assuming there is no further change in Florida insurance markets. Our current program comprises, four separate agreements entered into by Allstate Floridian for personal property excess catastrophe losses in Florida, effective June 1, 2008 for one year. These agreements coordinate coverage with the Florida Hurricane Catastrophe Fund, including our elected participation in the optional temporary increase in coverage limit ("TICL"), (collectively "FHCF"). We chose not to participate in the optional temporary emergency additional coverage option ("TEACO") that is below the mandatory FHCF coverage. The FHCF provides 90% reimbursement on qualifying Allstate Floridian property losses up to an estimated maximum of \$398 million in excess of a \$80 million retention, including reimbursement of eligible loss adjustment expenses at 5%, for each of the two largest hurricanes and \$27 million for all other hurricanes for the season beginning June 1, 2008. The four agreements are listed and described below.

- FHCF Retention—provides coverage on \$59 million of losses in excess of \$40 million and is 100% placed, with one prepaid reinstatement of limit.
- FHCF Sliver—provides coverage on 10% co-participation of the FHCF payout, or \$40 million and is 100% placed, with one prepaid reinstatement of limit.
- FHCF Back-up—provides coverage after the exhaustion of an amount equivalent to the anticipated FHCF reimbursement protection on \$398 million of losses in excess of \$80 million and is 90% placed.
- FHCF Excess—provides coverage on \$99 million of losses in excess of the FHCF Retention, FHCF and the FHCF Back-up agreements and is 100% placed, with one prepaid reinstatement of limit.

We are currently evaluating the FHCF's capacity to timely reimburse us in the event of a major catastrophe, and await any changes that might be made by the FL legislature.

We have approximately \$175 million or 9% of the Aggregate excess agreement limits for the June 1, 2008 to May 31, 2009 period, \$25 million or 5% of the South-East agreement limit, \$250 million or 100% of the North-East agreement limit; \$250 million or 100% of the Texas agreement, and \$2 million or less than 1% of the Florida limit placed with alternative market sources. Alternative market sources refers to a reinsurer that hedge funds, private equity firms, or investment banks substantially or wholly support; retrocedes 100% of its assumed liability to a specific retrocessionaire; provides collateral to us equal to its assumed per occurrence limit; or funding is provided by an unrelated third party issuance of bonds financing the reinsurance limit ("catastrophe bond").

Our total annualized cost for catastrophe reinsurance for the year beginning June 1, 2008 is \$613 million (originally \$660 million before annual exposure re-measurements). The total cost of our reinsurance program during 2008 was \$227 million in the first quarter, \$223 million in the second quarter, \$164 million in the third quarter and \$136 million in the fourth quarter. We estimate that the total annualized cost of our catastrophe reinsurance program for the year beginning June 1, 2009, including the new Pennsylvania and Texas/Louisiana agreements, to be within 10% of our expiring annualized reinsurance contract premiums of \$613 million. We continue to attempt to capture our reinsurance cost in premium rates as allowed by state regulatory authorities.

The reinsurance agreements have been placed in the global reinsurance market, with all limits on our current Florida program and the majority of limits on our other programs placed with reinsurers who currently have an A.M. Best insurance financial strength rating of A or better. The remaining limits are placed with reinsurers who currently have an A.M. Best insurance financial strength rating no lower than A-, with three exceptions. Of the three exceptions, one has a Standard & Poor's ("S&P") rating of AA, one has an S&P rating of AA- and we have collateral for the entire contract limit exposure for the reinsurer which is not rated by either rating agency.

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ALLSTATE FINANCIAL 2008 HIGHLIGHTS

- Net loss was \$1.72 billion in 2008 compared to net income of \$465 million in 2007.
- Net realized capital losses totaled \$3.13 billion in 2008 compared to \$193 million in 2007.
- During 2008, we recorded \$397 million in accelerated DAC and deferred sales inducement costs ("DSI") amortization related to deferred annuities and interest-sensitive life insurance due to changes in assumptions (which resulted in changes to total EGP). Additional amortization of DAC totaling \$336 million was recorded in connection with a premium deficiency assessment for traditional life insurance and immediate annuities with life contingencies primarily due to revised annuity mortality assumptions.
- Contractholder fund deposits totaled \$10.40 billion for 2008 compared to \$8.99 billion for 2007.
- Investments as of December 31, 2008 decreased 17.2% to \$61.50 billion from \$74.26 billion as of December 31, 2007 and net investment income decreased 11.3% to \$3.81 billion in 2008 from \$4.30 billion in 2007.
- Continued focus on improving returns and reducing our concentration in spread based products, primarily fixed annuities and institutional markets products.
- Launched an initiative that will result in lower operating expenses in 2009 and 2010, and targeting annual savings of \$90 million beginning in 2011.

ALLSTATE FINANCIAL SEGMENT

Overview and Strategy The Allstate Financial segment is a major provider of life insurance, retirement and investment products, and voluntary accident and health insurance to individual and institutional customers. We serve these customers through Allstate exclusive agencies, the Workplace Division and non-proprietary distribution channels. Allstate Financial's strategic vision is to reinvent protection and retirement for the consumer.

To achieve its vision and reach its financial goals, Allstate Financial's primary objectives are to deepen financial services relationships with Allstate customers, dramatically expand the workplace business and restore profitability through operational excellence and portfolio optimization. Sales in non-proprietary channels will be increasingly tactical as we assess market opportunities. In addition to focusing on higher return markets, products, and distribution channels, Allstate Financial will continue to emphasize capital efficiency and enterprise risk and return management strategies and actions.

Allstate Financial's strategy provides a platform to profitably grow its business. Based upon Allstate's strong financial position and brand, our customers seek assistance in meeting their protection and retirement needs through trusted relationships. We have unique access to potential customers through cross-sell opportunities within the Allstate exclusive agencies and employer relationships through our Workplace Division. Our investment expertise, strong operating platform and solid relationships with distribution partners provide a foundation to deliver value to our customers and shareholders.

We plan to offer a more focused suite of products designed for middle market consumers to help everyday Americans meet their financial protection needs and help them better prepare for retirement. Our products include fixed annuities including deferred, immediate and indexed; interest-sensitive, traditional and variable life insurance; voluntary accident and health insurance; and funding agreements backing medium-term notes. Banking products and services are also offered to customers through the Allstate Bank. Our products are sold through a wide range of distribution channels including Allstate exclusive agencies, which include exclusive financial specialists, independent agents (including master brokerage agencies and workplace enrolling agents), financial service firms such as banks and broker-dealers, and specialized structured settlement brokers. Allstate Bank products can also be obtained directly through a toll-free number. Our institutional product line consists primarily of funding agreements sold to unaffiliated trusts that use them to back medium-term notes issued to institutional and individual investors.

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Summarized financial data for the years ended December 31 is presented in the following table.

(\$ in millions)	2008	2007	2006
Revenues			
Life and annuity premiums and contract charges	\$ 1,895	\$ 1,866	\$ 1,964
Net investment income	3,811	4,297	4,173
Realized capital gains and losses	(3,127)	(193)	(77)
Total revenues	2,579	5,970	6,060
Costs and expenses			
Life and annuity contract benefits	(1,612)	(1,589)	(1,570)
Interest credited to contractholder funds	(2,411)	(2,681)	(2,609)
Amortization of DAC	(704)	(583)	(626)
Operating costs and expenses	(520)	(441)	(468)
Restructuring and related charges	(1)	(2)	(24)
Total costs and expenses	(5,248)	(5,296)	(5,297)
Loss on disposition of operations	(6)	(10)	(92)
Income tax benefit (expense)	954	(199)	(207)
Net (loss) income	<u>\$ (1,721)</u>	<u>\$ 465</u>	<u>\$ 464</u>
Investments at December 31	<u>\$61,499</u>	<u>\$74,256</u>	<u>\$75,951</u>

Effective June 1, 2006, Allstate Financial disposed of substantially all of its variable annuity business through reinsurance with Prudential Financial Inc. ("Prudential"). The following table presents the results of operations attributable to our reinsured variable annuity business for the period of 2006 prior to the disposition.

(\$ in millions)	2006
Life and annuity premiums and contract charges	\$ 136
Net investment income	17
Realized capital gains and losses	(8)
Total revenues	145
Life and annuity contract benefits	(13)
Interest credited to contractholder funds	(24)
Amortization of deferred policy acquisition costs	(44)
Operating costs and expenses	(43)
Total costs and expenses	(124)
Loss on disposition of operations	(89)
Income from operations before income tax expense ⁽¹⁾	<u>\$ (68)</u>

(1) For 2006, income from operations before income tax expense attributable to the variable annuity business reinsured to Prudential included an investment spread and benefit spread of \$(7) million and \$13 million, respectively.

Net loss in 2008 of \$1.72 billion compared to net income of \$465 million and \$464 million in 2007 and 2006, respectively. The change in 2008 was primarily the result of the recognition of higher net realized capital losses in the current year compared to the prior year and, to a lesser extent, DAC and DSI amortization acceleration for changes in assumptions and additional amortization of DAC that was recorded in connection with a premium deficiency assessment for traditional life insurance and immediate annuities with life contingencies due to revised annuity mortality assumptions. Net income in 2007 was comparable to 2006 as lower losses associated with dispositions of operations were almost entirely offset by a decline in total revenues.

Analysis of Revenues Total revenues decreased 56.8% or \$3.39 billion in 2008 compared to 2007, due to a \$2.93 billion increase in net realized capital losses and a \$486 million decrease in net investment income. Total revenues decreased 1.5% or \$90 million in 2007 compared to 2006, due to higher net realized capital losses and lower premiums and contract charges, partially offset by higher net investment income.

Life and annuity premiums and contract charges Premiums represent revenues generated from traditional life insurance, immediate annuities with life contingencies, and accident, health and other insurance products that

have significant mortality or morbidity risk. Contract charges are revenues generated from interest-sensitive and variable life insurance, fixed annuities and variable annuities for which deposits are classified as contractholder funds or separate accounts liabilities. Contract charges are assessed against the contractholder account values for maintenance, administration, cost of insurance and surrender prior to contractually specified dates. As a result, changes in contractholder funds are considered in the evaluation of growth and as indicators of future levels of revenues. Subsequent to the close of our reinsurance transaction with Prudential effective June 1, 2006, variable annuity contract charges on the business subject to the transaction are fully reinsured to Prudential and presented net of reinsurance on the Consolidated Statements of Operations (see Note 3 to the consolidated financial statements).

The following table summarizes life and annuity premiums and contract charges by product.

(\$ in millions)	2008	2007	2006
Premiums			
Traditional life insurance ⁽¹⁾	\$ 399	\$ 286	\$ 281
Immediate annuities with life contingencies	132	204	278
Accident, health and other	412	380	340
Total premiums	<u>943</u>	<u>870</u>	<u>899</u>
Contract charges			
Interest-sensitive life insurance ⁽¹⁾	896	915	853
Fixed annuities	55	79	73
Variable annuities	1	1	139
Bank and other	—	1	—
Total contract charges⁽²⁾	<u>952</u>	<u>996</u>	<u>1,065</u>
Life and annuity premiums and contract charges	<u>\$1,895</u>	<u>\$1,866</u>	<u>\$1,964</u>

(1) Beginning in 2008, certain ceded reinsurance premiums previously included as a component of traditional life insurance premiums were reclassified prospectively to be reported as a component of interest-sensitive life insurance contract charges. In 2007 and 2006, these reinsurance premiums were \$95 million and \$58 million, respectively.

(2) Total contract charges for 2008, 2007 and 2006 include contract charges related to the cost of insurance of \$595 million, \$652 million and \$638 million, respectively.

Total premiums increased 8.4% in 2008 compared to 2007, due to the prospective reporting reclassification for certain ceded reinsurance premiums. Excluding the impact of this reporting reclassification, total premiums decreased 2.3% in 2008 compared to 2007 as higher sales of accident and health insurance and traditional life insurance products were more than offset by lower sales of immediate annuities with life contingencies due to highly competitive market conditions and our continued focus on returns.

Total premiums decreased 3.2% in 2007 compared to 2006 as higher sales of accident and health insurance products sold through the Allstate Workplace Division and traditional life insurance products were more than offset by a decline in sales of life contingent immediate annuities due to market competitiveness.

Total contract charges decreased 4.4% in 2008 compared to 2007 due to the prospective reporting reclassification of certain ceded reinsurance premiums. Excluding the impact of this reclassification, total contract charges increased 5.7% in 2008 due to higher contract charges on interest-sensitive life insurance policies resulting from increased contract charge rates and growth in business in force, partially offset by decreased contract charges on fixed annuities resulting primarily from lower contract surrenders.

Contract charges decreased 6.5% in 2007 compared to 2006 due to the disposal of substantially all of our variable annuity business through reinsurance effective June 1, 2006. Excluding contract charges on variable annuities, substantially all of which are reinsured to Prudential effective June 1, 2006, contract charges increased 7.5% in 2007 compared to 2006. This increase reflects growth in interest-sensitive life insurance policies in force and, to a lesser extent, higher contract charges on fixed annuities. The increase in contract charges on fixed annuities was mostly attributable to higher contract surrenders.

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Total Contractholder funds represent interest-bearing liabilities arising from the sale of individual and institutional products, such as interest-sensitive life insurance, fixed annuities, funding agreements and bank deposits. The balance of contractholder funds is equal to the cumulative deposits received and interest credited to the contractholder less cumulative contract maturities, benefits, surrenders, withdrawals and contract charges for mortality or administrative expenses. The following table shows the changes in contractholder funds.

(\$ in millions)	2008	2007	2006
Contractholder funds, beginning balance	\$ 61,975	\$ 62,031	\$ 60,040
Deposits			
Fixed annuities	3,802	3,636	6,007
Institutional products (funding agreements)	4,158	3,000	2,100
Interest-sensitive life insurance	1,404	1,402	1,416
Variable annuity and life deposits allocated to fixed accounts	2	1	99
Bank and other deposits	1,036	952	856
Total deposits	10,402	8,991	10,478
Interest credited	2,405	2,689	2,666
Maturities, benefits, withdrawals and other adjustments			
Maturities and retirements of institutional products	(8,599)	(3,165)	(2,726)
Benefits	(1,710)	(1,668)	(1,517)
Surrenders and partial withdrawals	(5,313)	(5,872)	(5,945)
Contract charges	(870)	(801)	(749)
Net transfers from (to) separate accounts	19	13	(145)
Fair value hedge adjustments for institutional products	(56)	34	38
Other adjustments ⁽¹⁾	160	(277)	(109)
Total maturities, benefits, withdrawals and other adjustments	(16,369)	(11,736)	(11,153)
Contractholder funds, ending balance	<u>\$ 58,413</u>	<u>\$ 61,975</u>	<u>\$ 62,031</u>

(1) The table above illustrates the changes in contractholder funds, which are presented gross of reinsurance recoverables on the Consolidated Statements of Financial Position. The table above is intended to supplement our discussion and analysis of revenues, which are presented net of reinsurance on the Consolidated Statements of Operations. As a result, the net change in contractholder funds associated with products reinsured to third parties is reflected as a component of the other adjustments line. This includes, but is not limited to, the net change in contractholder funds associated with the reinsured variable annuity business subsequent to the effective date of our reinsurance agreements with Prudential (see Note 3 to the consolidated financial statements).

Contractholder funds decreased 5.8% and 0.1% in 2008 and 2007, respectively, and increased 3.3% in 2006. Average contractholder funds decreased 2.9% in 2008 compared to 2007, and increased 1.6% in 2007 compared to 2006.

Contractholder deposits increased 15.7% in 2008 compared to 2007 due primarily to higher deposits on institutional products, and to a lesser extent, higher deposits on fixed annuities and Allstate Bank products. Sales of our institutional products vary from period to period based on management's assessment of market conditions, investor demand and operational priorities. Deposits on fixed annuities increased 4.6% in 2008 compared to 2007 due primarily to increased consumer demand as the attractiveness of fixed annuities relative to competing products improved, partially offset by pricing decisions aimed to increase new business returns.

Contractholder deposits decreased 14.2% in 2007 compared to 2006. This decline was primarily due to lower deposits on fixed annuities partially offset by higher deposits on institutional products. The decline of 39.5% in fixed annuity deposits in 2007 compared to 2006 was due to our strategy to raise new business returns for these products combined with lower industry-wide fixed annuity sales. Deposits on institutional products increased 42.9% in 2007 compared to 2006.

Maturities and retirements of institutional products increased \$5.43 billion in 2008 compared to 2007. During 2008, we retired \$5.36 billion of extendible institutional market obligations for which investors had elected to non-extend their maturity date through a combination of maturities, calls, and acquisitions in the secondary market. All of our outstanding extendible institutional market contracts, which totaled \$1.45 billion as of December 31, 2008, have non-extended and become due by October 31, 2009. We have accumulated, and expect to maintain, short-term and other maturing investments to fund the retirement of these obligations.

Surrenders and partial withdrawals decreased 9.5% to \$5.31 billion in 2008 from \$5.87 billion in 2007 due to lower surrenders and partial withdrawals on market value adjusted annuities and traditional fixed annuities, partially offset by higher surrenders and partial withdrawals on interest-sensitive life insurance products and, to a lesser extent, increased withdrawals on Allstate Bank products. The surrender and partial withdrawal rate on deferred fixed annuities, interest-sensitive life insurance products and Allstate Bank products, based on the beginning of period contractholder funds, was 12.2% in 2008 compared to 13.3% in 2007.

Surrenders and partial withdrawals decreased 1.2% in 2007 compared to 2006. This decline was due to lower surrenders and partial withdrawals on interest-sensitive life insurance policies and the classification of the net change in variable annuity contractholder funds as “other adjustments” subsequent to the effective date of our reinsurance agreements with Prudential. These declines were partially offset by an 11.2% increase in surrenders and partial withdrawals on fixed annuities. The surrenders and partial withdrawals line in the table above, for 2006 includes \$120 million related to the reinsured variable annuity business. The surrender and partial withdrawal rate on deferred fixed annuities, interest-sensitive life insurance products and Allstate Bank products, based on the beginning of period contractholder funds, was 13.3% in 2007 compared to 13.9% in 2006. The improvement in the surrender and partial withdrawal rate in 2007 compared to 2006 was primarily due to a block of corporate owned life insurance policies that terminated in 2006 due to the bankruptcy of the policyholder.

Net investment income decreased 11.3% in 2008 compared to 2007 and increased 3.0% in 2007 compared to 2006. The decline in 2008 was primarily due to lower investment yields on floating rate securities, increased short-term investment balances reflecting liquidity management activities, lower average investment balances and lower income from limited partnership interests. The increase in 2007 was primarily due to higher average portfolio balances, increased portfolio yields and higher income from limited partnership interests.

Net realized capital gains and losses are reflected in the following table for the years ended December 31.

(\$ in millions)	2008	2007	2006
Sales ⁽¹⁾	\$ 178	\$ 75	\$(27)
Impairment write-downs ⁽²⁾	(1,256)	(118)	(21)
Change in intent write-downs ⁽¹⁾⁽³⁾	(1,247)	(93)	(60)
Valuation of derivative instruments	(985)	(63)	(17)
EMA LP income ⁽⁴⁾	(14)	—	—
Settlements of derivative instruments	197	6	48
Realized capital gains and losses, pre-tax	(3,127)	(193)	(77)
Income tax benefit	1,093	68	27
Realized capital gains and losses, after-tax	<u>\$(2,034)</u>	<u>\$(125)</u>	<u>\$(50)</u>

(1) To conform to the current period presentation, certain amounts in the prior periods have been reclassified.

(2) Impairment write-downs reflect issue specific other than temporary declines in fair value, including instances where we could not reasonably assert that the recovery period would be temporary.

(3) Change in intent write-downs reflect instances where we cannot assert a positive intent to hold until recovery.

(4) Beginning in the fourth quarter of 2008, income from EMA LP is reported in realized capital gains and losses. EMA LP income for periods prior to the fourth quarter of 2008 is reported in net investment income.

For further discussion of realized capital gains and losses, see the Investments section of the MD&A.

Analysis of Costs and Expenses Total costs and expenses decreased 0.9% or \$48 million in 2008 compared to 2007 due to lower interest credited to contractholder funds, partially offset by higher amortization of DAC, contract benefits and operating costs and expenses. Total costs and expenses in 2007 were consistent with 2006 as increased interest credited to contractholder funds and life and annuity contract benefits were offset by lower amortization of DAC, operating costs and expenses, and restructuring and related charges.

Life and annuity contract benefits increased 1.5% or \$23 million in 2008 compared to 2007 due primarily to higher contract benefits on life insurance products, partially offset by lower contract benefits on annuities. The increase in contract benefits on life insurance products was primarily due to unfavorable mortality experience, partially offset by the recognition in the prior year period of litigation related costs in the form of additional policy benefits. The decline in contract benefits on annuities was due to the impact of lower sales of immediate annuities with life contingencies, partially offset by unfavorable mortality experience.

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Life and annuity contract benefits increased 1.2% or \$19 million in 2007 compared to 2006 due to increased contract benefits on life insurance products, partially offset by lower contract benefits on annuities. Increased contract benefits on life insurance products in 2007 were primarily due to unfavorable mortality experience, litigation related costs recognized in 2007 in the form of additional policy benefits on certain universal life policies written prior to 1992, and higher contract benefits associated with the Workplace Division. The decline in contract benefits on annuities was mostly attributable to favorable mortality experience on immediate annuities with life contingencies and the absence in 2007 of contract benefits on the reinsured variable annuity business, partially offset by an increase in the implied interest on immediate annuities with life contingencies.

We analyze our mortality and morbidity results using the difference between premiums and contract charges earned for the cost of insurance and life and annuity contract benefits excluding the portion related to the implied interest on immediate annuities with life contingencies ("benefit spread"). This implied interest totaled \$552 million, \$547 million and \$539 million in 2008, 2007 and 2006, respectively. The benefit spread by product group is disclosed in the following table.

(\$ in millions)	2008	2007	2006
Life insurance	\$540	\$515	\$549
Annuities	(62)	(35)	(43)
Total benefit spread	<u>\$478</u>	<u>\$480</u>	<u>\$506</u>

Interest credited to contractholder funds decreased 10.1% or \$270 million in 2008 compared to 2007 and increased 2.8% or \$72 million in 2007 compared to 2006. The decrease in 2008 compared to 2007 was due primarily to a decline in average contractholder funds, decreased weighted average interest crediting rates on institutional products resulting from a decline in market interest rates on floating rate obligations, and a favorable change in amortization of DSI relating to realized capital gains and losses, partially offset by the acceleration of amortization of DSI due to changes in assumptions. The acceleration of amortization of DSI due to changes in assumptions increased interest credited to contractholder funds by \$70 million in 2008 compared to amortization deceleration which decreased interest credited to contractholder funds by \$5 million in 2007.

The increase in interest credited to contractholder funds in 2007 compared to 2006 was due primarily to growth in average contractholder funds and, to a lesser extent, higher weighted average interest crediting rates on institutional products, which are detailed in the table of investment yields, crediting rates and investment spreads by product below. The increase was partially offset by the impact of the reinsured variable annuity business. Excluding the impact of the reinsured variable annuity business, interest credited to contractholder funds increased 3.7% in 2007 compared to 2006.

In order to analyze the impact of net investment income and interest credited to contractholders on net income, we monitor the difference between net investment income and the sum of interest credited to contractholder funds and the implied interest on immediate annuities with life contingencies, which is included as a component of life and annuity contract benefits on the Consolidated Statements of Operations ("investment spread").

The investment spread by product group is shown in the following table.

(\$ in millions)	2008	2007	2006
Annuities	\$389	\$ 505	\$ 481
Life insurance	60	63	60
Institutional products	71	87	88
Bank	22	18	16
Net investment income on investments supporting capital	306	396	380
Total investment spread	<u>\$848</u>	<u>\$1,069</u>	<u>\$1,025</u>

To further analyze investment spreads, the following table summarizes the weighted average investment yield on assets supporting product liabilities and capital, interest crediting rates and investment spreads for 2008, 2007 and 2006.

	Weighted average investment yield			Weighted average interest crediting rate			Weighted average investment spreads		
	2008	2007	2006	2008	2007	2006	2008	2007	2006
Interest-sensitive life insurance	6.0%	6.2%	6.2%	4.6%	4.6%	4.7%	1.4%	1.6%	1.5%
Deferred fixed annuities	5.5	5.8	5.7	3.7	3.7	3.7	1.8	2.1	2.0
Immediate fixed annuities with and without life contingencies	6.8	7.1	7.2	6.5	6.5	6.6	0.3	0.6	0.6
Institutional products	4.2	6.1	6.0	3.5	5.2	5.0	0.7	0.9	1.0
Investments supporting capital, traditional life and other products	5.3	6.1	5.7	N/A	N/A	N/A	N/A	N/A	N/A

The following table summarizes our product liabilities as of December 31 and indicates the account value of those contracts and policies in which an investment spread is generated.

(\$ in millions)	2008	2007	2006
Immediate fixed annuities with life contingencies	\$ 8,355	\$ 8,294	\$ 8,144
Other life contingent contracts and other	4,526	4,918	4,642
Reserve for life-contingent contract benefits	<u>\$12,881</u>	<u>\$13,212</u>	<u>\$12,786</u>
Interest-sensitive life insurance	\$ 9,957	\$ 9,539	\$ 9,050
Deferred fixed annuities	33,766	34,214	35,533
Immediate fixed annuities without life contingencies	3,894	3,921	3,783
Institutional products	8,974	12,983	12,467
Allstate Bank	949	832	773
Market value adjustments related to fair value hedges and other	873	486	425
Contractholder funds	<u>\$58,413</u>	<u>\$61,975</u>	<u>\$62,031</u>

Amortization of DAC increased 20.8% in 2008 compared to 2007 and decreased 6.9% in 2007 compared to 2006. The components of amortization of DAC are summarized in the following table.

(\$ in millions)	2008	2007	2006
Amortization of DAC before amortization relating to realized capital gains and losses, changes in assumptions and premium deficiency ⁽¹⁾	\$(556)	\$(614)	\$(674)
Accretion relating to realized capital gains and losses ⁽²⁾	515	17	50
Amortization (acceleration) deceleration for changes in assumptions ("DAC unlocking")	(327)	14	(2)
Amortization charge relating to premium deficiency	<u>(336)</u>	<u>—</u>	<u>—</u>
Total amortization of DAC ⁽³⁾	<u>\$(704)</u>	<u>\$(583)</u>	<u>\$(626)</u>

(1) Amortization of DAC before accretion relating to realized capital gains and losses and changes in assumptions for 2006 includes \$(72) million relating to the reinsured variable annuity business.

(2) Amortization relating to realized capital gains and losses for 2006 includes \$28 million relating to the reinsured variable annuity business.

(3) Total amortization of DAC for 2006 includes \$44 million relating to the reinsured variable annuity business.

The increase of \$121 million in 2008 was due primarily to amortization acceleration relating to changes in assumptions and additional amortization recorded in connection with a premium deficiency assessment for traditional life insurance and immediate annuities with life contingencies, partially offset by higher accretion of DAC relating to net realized capital losses. The impact of realized capital gains and losses on amortization of DAC is dependent upon the relationship between the assets that give rise to the gain or loss and the product liability supported by the assets. Fluctuations result from changes in the impact of realized capital gains and losses on actual and expected gross profits.

In 2008, DAC amortization acceleration for changes in assumptions, recorded in connection with comprehensive reviews of the DAC balances and assumptions for interest-sensitive life insurance, annuities and other investment contracts, resulted in an increase to amortization of DAC of \$327 million. The evaluations

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covered assumptions for investment returns, including capital gains and losses, interest crediting rates to policyholders, the effect of any hedges, persistency, mortality and expenses in all product lines. The principle assumption impacting the amortization acceleration in 2008 was the level of realized capital losses impacting actual gross profits in 2008 and the impact of realized capital losses on EGP in 2009. During the fourth quarter of 2008, our assumptions for EGP were impacted by a view of further anticipated impairments in our investment portfolio. In 2007, DAC amortization deceleration for changes in assumptions (credit to income) was \$14 million.

During 2008, indicators emerged that suggested a study of mortality experience for our immediate annuities with life contingencies was warranted. At the same time, the underlying profitability of the traditional life business deteriorated due to lower investment returns and growth. For traditional life insurance and immediate annuities with life contingencies, an aggregate premium deficiency of \$336 million, pre-tax, resulted primarily from the experience study indicating that the annuitants on certain life contingent contracts are projected to live longer than we anticipated when the contracts were issued and, to a lesser degree, a reduction in the related investment portfolio yield. The deficiency was recorded through a reduction in DAC. There was no similar charge to income recorded in 2007 or 2006.

The decrease in amortization of DAC in 2007 compared to 2006 was due to the absence in 2007 of amortization on the reinsured variable annuity business. Excluding amortization relating to the reinsured variable annuity business, amortization of DAC in 2007 was consistent with 2006 as increased amortization related to higher gross profits on fixed annuities and a decline in the credit to income for amortization relating to realized capital gains and losses were partially offset by lower amortization related to interest-sensitive life insurance contracts and a favorable impact relating to DAC unlocking. The decline in amortization related to interest-sensitive life insurance contracts was the result of a write-down in 2006 totaling \$27 million for the present value of future profits related to a block of corporate owned life insurance policies that terminated due to the bankruptcy of the policyholder.

The changes in the DAC asset are detailed in the following tables.

	Beginning balance December 31, 2007	Acquisition costs deferred	Amortization before adjustments ⁽¹⁾⁽²⁾	Accretion relating to realized capital gains and losses ⁽²⁾	Amortization (acceleration) deceleration (charged) credited to income ⁽²⁾⁽³⁾	Effect of unrealized capital gains and losses ⁽⁴⁾	Ending balance December 31, 2008
(\$ in millions)							
Traditional life and other	\$ 882	\$160	\$(111)	\$ —	\$(336)	\$ —	\$ 595
Interest-sensitive life	1,911	304	(178)	141	(75)	346	2,449
Fixed annuities	1,489	212	(258)	374	(252)	2,472	4,037
Variable annuities	2	—	(2)	—	—	—	—
Other	7	8	(7)	—	—	—	8
Total	<u>\$4,291</u>	<u>\$684</u>	<u>\$(556)</u>	<u>\$515</u>	<u>\$(663)</u>	<u>\$2,818</u>	<u>\$7,089</u>

	Beginning balance December 31, 2006	Impact of adoption of SOP 05-1 ⁽⁵⁾	Acquisition costs deferred	Amortization before adjustments ⁽¹⁾⁽²⁾	Accretion relating to realized capital gains and losses ⁽²⁾	Amortization (acceleration) deceleration (charged) credited to income ⁽²⁾	Effect of unrealized capital gains and losses ⁽⁴⁾	Ending balance December 31, 2007
(\$ in millions)								
Traditional life and other	\$ 841	\$ —	\$149	\$(108)	\$ —	\$ —	\$ —	\$ 882
Interest-sensitive life	1,774	—	264	(187)	12	18	30	1,911
Fixed annuities	1,219	(11)	220	(312)	5	(4)	372	1,489
Variable annuities	4	—	—	(2)	—	—	—	2
Other	10	—	2	(5)	—	—	—	7
Total	<u>\$3,848</u>	<u>\$(11)</u>	<u>\$635</u>	<u>\$(614)</u>	<u>\$17</u>	<u>\$14</u>	<u>\$402</u>	<u>\$4,291</u>

(1) Amortization before adjustments reflects total DAC amortization before accretion relating to realized capital gains and losses and amortization (acceleration) deceleration (charged) credited to income.

(2) Included as a component of amortization of DAC on the Consolidated Statements of Operations.

(3) The \$(336) million in the traditional life and other line was recorded in connection with a premium deficiency assessment for traditional life insurance and immediate annuities with life contingencies and was primarily due to revised annuity mortality assumptions.

(4) The effect of unrealized capital gains and losses represents the amount by which the amortization of DAC would increase or decrease if the unrealized capital gains and losses in the respective product portfolios were realized. Recapitalization of DAC is limited to the originally deferred policy acquisition costs plus interest.

(5) The adoption of Statement of Position 05-1, "Accounting by Insurance Enterprises for Deferred Acquisition Costs in Connection with Modifications or Exchanges of Insurance Contracts" ("SOP 05-1"), resulted in an adjustment to unamortized DAC related to the impact on future estimated gross profits from the changes in accounting for certain costs associated with contract continuations that no longer qualify for deferral under SOP 05-1. The adjustment was recorded as a \$7 million reduction of retained income at January 1, 2007 and a reduction of the DAC balance of \$11 million, pre-tax.

Operating costs and expenses increased 17.9% in 2008 compared to 2007 and decreased 5.8% in 2007 compared to 2006. The following table summarizes operating costs and expenses.

(in millions)	2008	2007	2006
Non-deferrable acquisition costs	\$153	\$167	\$175
Other operating costs and expenses	367	274	293
Total operating costs and expenses	<u>\$520</u>	<u>\$441</u>	<u>\$468</u>
Restructuring and related charges	<u>\$ 1</u>	<u>\$ 2</u>	<u>\$ 24</u>

Non-deferrable acquisition costs decreased 8.4% or \$14 million in 2008 compared to 2007 primarily due to lower non-deferrable commissions. Other operating costs and expenses increased 33.9% or \$93 million in 2008 compared to 2007 due primarily to increased spending on consumer research, product development, marketing and technology related to the effort to reinvent protection and retirement for consumers as well as increases in the net cost of benefits due to unfavorable investment results. In addition, the prior years benefitted to a greater degree from a servicing fee paid by Prudential for our servicing of the variable annuity business that we ceded to them during a transition period beginning in 2006 which ended in May 2008.

Non-deferrable acquisition costs and other operating costs and expenses declined in 2007 compared to 2006 due to expenses in 2006 related to the reinsured variable annuity business. Non-deferrable acquisition costs and other operating costs and expenses for 2006 included \$19 million and \$24 million, respectively, related to the reinsured variable annuity business for the period of 2006 prior to the effective date of the reinsurance agreement. Excluding expenses associated with the impact of the reinsured variable annuity business in the period of 2006 prior to the effective date of the reinsurance agreement, non-deferrable acquisition expenses increased 7.1% in 2007 compared to 2006 due to higher non-deferrable commissions on certain Workplace Division products and other operating costs and expenses increased 1.9% due to higher investment in technology.

Loss on disposition of operations for 2008, 2007 and 2006 totaled \$6 million, \$10 million and \$92 million, respectively. In both 2008 and 2007, the net loss was primarily comprised of losses associated with the previously anticipated disposition of our direct response long-term care business, partially offset by amortization of the deferred reinsurance gain associated with our reinsured variable annuity business. The net loss in 2006 was almost entirely attributable to the reinsured variable annuity business.

Income tax benefit of \$954 million was recognized for 2008 compared to income tax expense of \$199 million in 2007. The change reflects the shift from net pre-tax income in 2007 to a net pre-tax loss in 2008. Income tax expense decreased by 3.9% or \$8 million in 2007 compared to 2006 due to lower income from operations before income tax expense and an energy tax credit that reduced income tax expense.

Reinsurance Ceded We enter into reinsurance agreements with unaffiliated reinsurers to limit our risk of mortality and morbidity losses. In addition, Allstate Financial has used reinsurance to effect the acquisition or disposition of certain blocks of business. We retain primary liability as a direct insurer for all risks ceded to reinsurers.

As of December 31, 2008 and 2007, 47% and 48%, respectively, of our face amount of life insurance in force was reinsured. As of December 31, 2008 and 2007, for certain term life insurance policies, we ceded up to 90% of the mortality risk depending on the year of policy issuance. Additionally, we ceded substantially all of the risk associated with our variable annuity business and we cede 100% of the morbidity risk on substantially all of our long-term care contracts. Beginning in July 2007, for new life insurance contracts, we ceded the mortality risk associated with coverage in excess of \$3 million per life for contracts issued to individuals age 70 and over, and we ceded the mortality risk associated with coverage in excess of \$5 million per life for most other contracts. Also beginning in July 2007, for certain large contracts that meet specific criteria, our retention limit was increased to \$10 million per life. In the period prior to July 2007, but subsequent to August 1998, we ceded the mortality risk associated with coverage in excess of \$2 million per life, except in 2006 for certain instances when specific criteria were met, we ceded the mortality risk associated with coverage in excess of \$5 million per life. For business sold prior to October 1998, we ceded mortality risk in excess of specific amounts up to \$1 million per individual life.

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Amounts recoverable from reinsurers by type of policy or contract at December 31, are summarized in the following table.

(\$ in millions)	Reinsurance recoverable on paid and unpaid benefits	
	2008	2007
Annuities ⁽¹⁾	\$1,734	\$1,423
Life insurance	1,475	1,373
Long-term care	746	619
Other	96	97
Total Allstate Financial	<u>\$4,051</u>	<u>\$3,512</u>

(1) Reinsurance recoverables as of December 31, 2008 and 2007 include \$1.57 billion and \$1.26 billion, respectively, for general account reserves related to reinsured variable annuities.

The estimation of reinsurance recoverables is impacted by the uncertainties involved in the establishment of reserves.

Our reinsurance recoverables, summarized by reinsurer as of December 31, are shown in the following table.

(\$ in millions)	S&P Financial Strength Rating	Reinsurance recoverable on paid and unpaid benefits	
		2008	2007
Prudential Insurance Company of America	AA	\$1,569	\$1,261
Employers Reassurance Corporation	A+	644	541
RGA Reinsurance Company	AA-	342	327
Transamerica Life Group	AA	341	288
Swiss Re Life and Health America, Inc.	AA-	192	173
Paul Revere Life Insurance Company	A-	151	147
Scottish Re Group ⁽¹⁾	CCC+	135	111
Munich American Reassurance	AA-	113	103
Mutual of Omaha Insurance	AA-	100	80
Security Life of Denver	AA	86	86
Manulife Insurance Company	AAA	74	78
Triton Insurance Company	NR	66	73
Lincoln National Life Insurance	AA	63	63
American Health & Life Insurance Co.	NR	53	57
Other ⁽²⁾		122	124
Total		<u>\$4,051</u>	<u>\$3,512</u>

(1) The reinsurance recoverable on paid and unpaid benefits related to the Scottish Re Group of \$135 million as of December 31, 2008 is comprised of \$73 million related to Scottish Re Life Corporation and \$62 million related to Scottish Re (U.S.), Inc.

(2) As of December 31, 2008 and 2007, the other category includes \$100 million and \$84 million, respectively, of recoverables due from reinsurers with an investment grade credit rating from S&P.

During 2008, the financial strength rating of the Scottish Re Group was downgraded by S&P to CCC+ from BB+ as of December 31, 2007 due to the deterioration of the Scottish Re Group's financial position and liquidity. The Scottish Re Group's financial strength rating was further downgraded by S&P in January 2009 to CCC. The financial strength ratings of the other of Allstate Financial's reinsurers remain stable. Although a significant impact has not been observed, the unprecedented deterioration in the global financial markets in 2008 could impact the financial condition of reinsurers in a variety of ways, including the decline in value of assets held as capital resources or to meet technical provisions, increases in risk-based economic or regulatory capital requirements and shortage of available capital in the event that recapitalization is required following a major claim. We continuously monitor the creditworthiness of reinsurers in order to determine our risk of recoverability on an individual and aggregate basis, and a provision for uncollectible reinsurance is recorded if needed. No amounts have been deemed unrecoverable in the three-years ended December 31, 2008.

We enter into certain inter-company reinsurance transactions for the Allstate Financial operations in order to maintain underwriting control and manage insurance risk among various legal entities. These reinsurance agreements have been approved by the appropriate regulatory authorities. All significant inter-company transactions have been eliminated in consolidation.

Allstate Financial Outlook

- We will continue to focus on improving returns and reducing our concentration in spread based products, primarily fixed annuities and institutional markets products, resulting in lower premiums and deposits and reductions in net contractholder obligations.
- We plan to improve efficiency and narrow the focus of product offerings to better serve the needs of everyday Americans. We are targeting savings at 20% of certain operating expenses, excluding acquisition costs, and expect to yield estimated annual savings of \$90 million beginning in 2011. We anticipate a reduction of approximately 1,000 workforce positions, through a combination of attrition and position elimination over the next two years.
- Maintaining high liquidity in our investment portfolio will result in lower net investment income but will ensure our ability to meet contractholder obligations. We will target sales of our spread based products at levels that allow us to avoid sales of investments with significant unrealized losses into distressed or illiquid markets.
- We expect continued investment spread compression due to credit losses, reduced contractholder funds and maintenance of liquidity.

INVESTMENTS

Overview and Strategy An important component of our financial results is the return on our investment portfolios. Investment portfolios are segmented between the Property-Liability, Allstate Financial and Corporate and Other operations. While taking into consideration the investment portfolio in aggregate, we manage the underlying portfolios based upon the nature of each respective business and its corresponding liability structure.

The global economy is under significant stress and financial markets continue to experience extreme levels of volatility. Our strategy in 2009 will focus primarily upon mitigating the risks from a potential increase in risk-free interest rates, reducing exposure to certain investment sectors, and maintaining sufficient liquidity and capital. In order to achieve this, we expect to use a combination of reinvestment of the portfolio's significant cash flows, derivatives and other portfolio actions.

The Property-Liability portfolio's investment strategy emphasizes safety of principal and consistent income generation, within a total return framework. This approach, which has produced competitive returns over the long term, is designed to ensure financial strength and stability for paying claims, while maximizing economic value and surplus growth. We employ a strategic asset allocation approach, which uses models that consider the nature of the liabilities and risk tolerances, as well as the risk and return parameters of the various asset classes in which we invest. The recommended asset allocation is informed by our economic and market outlook, as well as other inputs and constraints, including duration, liquidity and capital considerations.

The Allstate Financial portfolio's investment strategy focuses on the total return of assets needed to support the underlying liabilities to achieve return on capital and profitable growth. The portfolio management process begins with a strategic asset allocation model which considers the nature and risk tolerances of the liabilities and risk tolerances, as well as the risk and return parameters, of the various asset classes in which we invest. This approach is informed by our economic and market outlook, as well as other inputs and constraints including duration, liquidity and capital preservation. Within the ranges set by the strategic asset allocation model, tactical investment decisions are made in consideration of prevailing market conditions.

The Corporate and Other portfolio's investment strategy balances the pursuit of competitive returns with the unique liquidity needs of the portfolio relative to the overall corporate capital structure. The portfolio is primarily invested in high quality, liquid fixed income and short-term securities with additional investments in less liquid holdings in order to enhance overall returns.

As a result of decisions in managing each of the portfolios, we may sell securities during a period in which fair value has declined below amortized cost for fixed income securities or cost for equity securities. For more information, see the Net Realized Capital Gains and Losses section of the MD&A.

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

During 2008, we developed risk mitigation and return optimization programs as our outlook on the economy changed significantly as conditions deteriorated throughout the year. The risk mitigation and return optimization programs augment earlier actions to reduce investments in real estate and other market sectors as well as to mitigate exposures to risk-free interest rate spikes. At the end of the second quarter of 2008, we had an outlook for continued weakness in the global financial markets and economy including continued volatility in the financial markets, reduced liquidity in certain asset classes and unfavorable economic trends. During the third quarter of 2008, we significantly modified our outlook to a more severe and prolonged downturn. We continue to expect extreme levels of volatility in the financial markets, suppressed liquidity in certain asset classes and further unfavorable global economic conditions. In addition, the potential for market supply and demand imbalances has remained above normal due to the deteriorating credit strength of financial institutions and eroding investor confidence.

Among our risk mitigation and return optimization activities, we have taken the following actions:

- Developed and maintained a tactical positioning in liquid assets and assets that we can sell without generating significant additional realized capital losses.
- Continued to reduce exposure in assets other than those for which we have asserted an intent to hold until recovery where we have credit concerns or where there has been a significant change in facts and circumstances.
- Decreased exposure to financial-related market sectors to \$7.69 billion as of December 31, 2008 from \$14.45 billion as of December 31, 2007, primarily as a result of targeted sales and declines in fair value. Also reduced our short-term investing in financial institutions.
- Decreased exposure to residential and commercial real estate market sectors to \$22.00 billion as of December 31, 2008 from \$31.54 billion as of December 31, 2007 as a result of targeted sales, principal payments and declines in fair value.
- Reduced overall counterparty exposure replacing over-the-counter ("OTC") derivatives transactions used as stock market hedges with exchange-traded instruments where available.
- In the second half of 2008, we sold \$1.67 billion of government securities and recognized realized capital gains of \$241 million.
- Generated losses as part of tax planning strategy primarily within our equity portfolios that are effectively carried on a lower of cost or fair value basis to realize capital loss carryback benefits.

Investments for which we had changed our intent to hold to recovery as of June 30, 2008 totaled \$6.39 billion and included \$3.31 billion as part of the risk mitigation and return optimization programs, \$2.39 billion of securities as part of our enterprise-wide asset allocation program and \$688 million related to individual securities. A risk mitigation and return optimization program, approved as of the end of the second quarter of 2008, was designed to reduce our exposure to residential and commercial real estate and the financial-related market sector by approximately \$4 billion of amortized cost, prior to change in intent write-downs. A comprehensive review identified specific investments that could be significantly impacted by continued deterioration in the economy that may be sold. This included a portion of our residential and commercial real estate securities including securities collateralized by residential and commercial mortgage loans, mortgage loans and securities issued by financial institutions.

During the third and fourth quarters of 2008, we sold \$2.94 billion of these securities. On October 1, 2008, it was determined that, due to the financial markets experiencing additional severe deterioration and disruptions, we would be unable to sell certain of the investments identified as part of the programs at a value equal to or greater than our view of their intrinsic values. Approximately \$2.59 billion of these investments were re-designated as intent to hold to recovery. Investments for which we had changed our intent to hold to recovery totaled \$996 million as of December 31, 2008. For a more detailed discussion on securities written down due to a change in intent, see the Net Realized Capital Gains and Losses section of the MD&A.

As part of the risk mitigation and return optimization programs, hedges were implemented to mitigate portfolio interest rate risk, credit spread risk, and equity market valuation declines. The equity hedge was designed to protect the equity portfolio from significant equity market valuation declines below targeted levels. The strategy employed equity indexed options which generated realized gains in the third and fourth quarters of 2008. At December 31, 2008, we had \$2.32 billion of notional protection with an average strike price that was 11% below equity market levels. The interest rate component was put in place to protect a certain portion of fixed income securities if interest rates increase above a targeted maximum level. Interest rate spike protection for our

fixed income portfolio in the amount of \$18.50 billion of notional principal protection was in place at December 31, 2008. Of this total, \$14.50 billion was executed in early 2008 and \$4.00 billion executed in December 2008. The \$14.50 billion of protection was initially struck at 150 basis points out of the money, but, due to declining interest rates, at December 31, 2008 is struck over 300 basis points out of the money. The \$4.00 billion of protection executed in December was initially struck at approximately 100 basis points out of the money. Other aspects of the hedging program have been designed to mitigate municipal bond interest rate risk and credit spread risk. The effectiveness of these hedges may be reduced due to the basis risk associated with these strategies.

We continue to monitor the progress of these actions as market and economic conditions develop and will adapt our strategies as appropriate. Our continuing focus is to manage our risks and to position our portfolio to take advantage of market opportunities while attempting to mitigate further adverse effects.

Investments outlook

- Continuing risk mitigation efforts will focus on shortening duration of the fixed income portfolio, reducing exposures to real estate and certain other market sectors, and managing excess market volatility through our macro hedging programs.
- Net investment income will decline due to lower asset balances and yields, and the costs of maintaining high liquidity and the risk mitigation programs.
- Our portfolio continues to generate significant cash flow from maturities, principal and interest receipts which will be available to manage liabilities and take advantage of market opportunities.

Portfolio Composition The composition of the investment portfolios at December 31, 2008 is presented in the table below. Also see Notes 2 and 5 of the consolidated financial statements for investment accounting policies and additional information.

(\$ in millions)	Property-Liability		Allstate Financial ⁽⁵⁾		Corporate and Other ⁽⁵⁾		Total	
		Percent to total		Percent to total		Percent to total		Percent to total
Fixed income securities ⁽¹⁾	\$24,094	78.1%	\$43,725	71.1%	\$ 789	21.6%	\$68,608	71.5%
Equity securities ⁽²⁾	2,723	8.8	82	0.1	—	—	2,805	2.9
Mortgage loans	104	0.4	10,125	16.5	—	—	10,229	10.7
Limited partnership interests ⁽³⁾	1,552	5.0	1,191	1.9	48	1.3	2,791	2.9
Short-term ⁽⁴⁾	2,152	7.0	3,930	6.4	2,824	77.1	8,906	9.3
Other	212	0.7	2,446	4.0	1	—	2,659	2.7
Total	<u>\$30,837</u>	<u>100.0%</u>	<u>\$61,499</u>	<u>100.0%</u>	<u>\$3,662</u>	<u>100.0%</u>	<u>\$95,998</u>	<u>100.0%</u>

(1) Fixed income securities are carried at fair value. Amortized cost basis for these securities was \$25.83 billion, \$50.52 billion and \$751 million for Property-Liability, Allstate Financial and Corporate and Other, respectively.

(2) Equity securities are carried at fair value. Cost basis for these securities was \$3.03 billion and \$107 million for Property-Liability and Allstate Financial, respectively.

(3) We have commitments to invest in additional limited partnership interests totaling \$805 million, \$1.08 billion and \$8 million for Property-Liability, Allstate Financial and Corporate and Other, respectively, at December 31, 2008.

(4) Short-term investments are carried at fair value. Amortized cost basis for these investments was \$2.15 billion, \$3.93 billion and \$2.82 billion for Property-Liability, Allstate Financial and Corporate and Other, respectively, at December 31, 2008.

(5) Balances reflect the elimination of related party investments between Property-Liability and Allstate Financial and Allstate Financial and Corporate and Other.

Total investments decreased to \$96.00 billion at December 31, 2008, from \$118.98 billion at December 31, 2007, due primarily to a \$10.73 billion increase in unrealized net capital losses and net reductions in both contractholder obligations of \$5.50 billion and securities lending balances of \$2.98 billion.

The Property-Liability investment portfolio decreased to \$30.84 billion at December 31, 2008, from \$40.91 billion at December 31, 2007, due to unrealized net capital losses, dividends paid by AIC to the Corporation and capital contributions from AIC to ALIC, lower funds associated with collateral received in conjunction with securities lending and net realized capital losses.

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

The Allstate Financial investment portfolio decreased to \$61.50 billion at December 31, 2008, from \$74.25 billion at December 31, 2007, due to unrealized net capital losses, net reductions in contractholder funds, net realized capital losses, and lower funds associated with collateral received in conjunction with securities lending, partially offset by capital contributions from AIC.

The Corporate and Other investment portfolio decreased to \$3.66 billion at December 31, 2008, from \$3.82 billion at December 31, 2007, primarily due to cash flows used in financing activities and a \$1.00 billion capital contribution to AIC.

Total investments at amortized cost related to collateral received in connection with securities lending business activities and collateral posted by counterparties related to derivative transactions decreased to \$340 million at December 31, 2008, from \$3.46 billion at December 31, 2007. As of December 31, 2008, these investments are included as a component of short-term investments. At December 31, 2007, these investments were carried at fair value and \$2.85 billion were classified in fixed income securities and \$549 million were classified in short-term investments.

Securities lending activities are primarily used as an investment yield enhancement, and are conducted with third parties such as brokerage firms. We obtain collateral, typically in the form of cash, in an amount generally equal to 102% to 105% of the fair value of domestic and foreign securities, respectively, and monitor the market value of the securities loaned on a daily basis with additional collateral obtained as necessary. The cash we receive is invested in short-term and fixed income investments, and an offsetting liability to return the collateral is recorded in other liabilities and accrued expenses.

We obtain fair values of our fixed income and equity securities and exchange traded and non-exchange traded derivative contracts from several sources and methods. For a discussion of these sources and methods, see the Application of Critical Accounting Estimates section of the MD&A.

We may utilize derivative financial instruments to help manage the exposure to interest rate risk, and to a lesser extent currency and credit risks, from the fixed income securities portfolio as well as exposure to equity price risk from the equity securities portfolio. For a more detailed discussion of interest rate, currency, credit and equity price risks and our use of derivative financial instruments, see the Net realized capital gains and losses and Market Risk sections of the MD&A and Note 6 of the consolidated financial statements.

Fixed income securities See Note 5 of the consolidated financial statements for a table showing the amortized cost, unrealized gains, unrealized losses and fair value for each type of fixed income security for the years ended December 31, 2008 and 2007.

The following table shows fixed income securities by type.

(\$ in millions)	Fair value at December 31, 2008	% to Total Investments	Fair value at December 31, 2007	% to Total Investments
U.S. government and agencies	\$ 4,234	4.4%	\$ 4,421	3.7%
Municipal	21,848	22.8	25,307	21.3
Corporate	27,627	28.8	38,467	32.3
Foreign government	2,675	2.8	2,936	2.5
Mortgage-backed securities ("MBS")	4,492	4.7	6,959	5.8
CMBS	3,846	4.0	7,617	6.4
ABS	3,860	4.0	8,679	7.3
Redeemable preferred stock	26	—	65	0.1
Total fixed income securities	<u>\$68,608</u>	<u>71.5%</u>	<u>\$94,451</u>	<u>79.4%</u>

At December 31, 2008, 95.2% of the consolidated fixed income securities portfolio was rated investment grade, which is defined as a security having a rating from the NAIC of 1 or 2; a rating of Aaa, Aa, A or Baa from Moody's, a rating of AAA, AA, A or BBB from S&P's, Fitch or Dominion or 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. The following table summarizes the credit quality of the fixed income securities portfolio at December 31, 2008.

(in millions) NAIC Rating	Moody's Equivalent	Property-Liability		Allstate Financial		Corporate and Other		Total	
		Fair Value	Percent to total	Fair Value	Percent to total	Fair Value	Percent to total	Fair Value	Percent to total
1	Aaa/Aa/A	\$18,818	78.1%	\$29,286	67.0%	\$762	96.6%	\$48,866	71.2%
2	Baa	3,747	15.6	12,690	29.0	21	2.6	16,458	24.0
	Investment grade	22,565	93.7	41,976	96.0	783	99.2	65,324	95.2
3	Ba	687	2.8	1,275	2.9	—	—	1,962	2.9
4	B	496	2.1	317	0.7	3	0.4	816	1.2
5	Caa or lower	301	1.2	131	0.3	3	0.4	435	0.6
6	In or near default	45	0.2	26	0.1	—	—	71	0.1
	Below investment grade	1,529	6.3	1,749	4.0	6	0.8	3,284	4.8
	Total	<u>\$24,094</u>	<u>100.0%</u>	<u>\$43,725</u>	<u>100.0%</u>	<u>\$789</u>	<u>100.0%</u>	<u>\$68,608</u>	<u>100.0%</u>

The table above includes 67 securities with a fair value totaling \$317 million that have not yet received an NAIC rating, for which we have assigned a comparable internal rating. Due to lags between the funding of an investment, execution of final legal documents, filing with the Securities Valuation Office ("SVO") of the NAIC, and rating by the SVO, we generally have a small number of securities that have a pending NAIC rating.

Municipal Bonds, including tax-exempt and taxable securities, totaled \$21.85 billion at December 31, 2008. The following table summarizes the municipal bond portfolio by Moody's equivalent rating as of December 31, 2008.

Tax exempt					
(in millions)	Par value	Amortized cost	Fair value	Unrealized gain/loss	Fair value as a percent of amortized cost
Non-zero-coupon: Rating ⁽²⁾					
Aaa	\$ 1,456	\$ 1,451	\$ 1,493	\$ 42	102.9%
Aa	5,894	5,902	5,779	(123)	97.9
A	4,918	4,928	4,727	(201)	95.9
Baa	3,827	3,766	3,417	(349)	90.7
Ba or lower	977	930	698	(232)	75.1
Total	<u>17,072</u>	<u>16,977</u>	<u>16,114</u>	<u>(863)</u>	94.9
Zero-coupon: Rating ⁽²⁾					
Aaa	1,050	358	369	11	103.1
Aa	642	328	337	9	102.7
A	538	227	223	(4)	98.2
Baa	1,883	375	311	(64)	82.9
Total	<u>4,113</u>	<u>1,288</u>	<u>1,240</u>	<u>(48)</u>	96.3
Total tax exempt	<u>\$21,185</u>	<u>\$18,265</u>	<u>\$17,354</u>	<u>\$(911)</u>	95.0
Taxable					
(in millions)	Par value	Amortized cost	Fair value	Unrealized gain/loss	Fair value as a percent of amortized cost
Non-zero-coupon: Rating ⁽²⁾					
Aaa	\$ 42	\$ 45	\$ 52	\$ 7	115.6%
Aa	746	744	684	(60)	91.9
A	553	553	529	(24)	95.7
Baa	486	488	438	(50)	89.8
Ba or lower	178	177	146	(31)	82.5
Total	<u>2,005</u>	<u>2,007</u>	<u>1,849</u>	<u>(158)</u>	92.1

**Management's Discussion and Analysis
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		Taxable			
(in millions)		Par value	Amortized cost	Fair value	Fair value as a percent of amortized cost
Zero-coupon:					
Rating ⁽²⁾					
Aaa		147	42	39	92.9
Aa		1,014	440	308	70.0
A		771	331	228	68.9
Baa		3,610	573	337	58.8
Total		5,542	1,386	912	65.8
Total taxable		\$ 7,547	\$ 3,393	\$ 2,761	81.4

		Total			
(in millions)		Par value	Amortized cost	Fair value	Fair value as a percent of amortized cost
Rating ⁽²⁾					
Aaa		\$ 4,455	\$ 3,655	\$ 3,552	97.2%
Aa		8,373	7,491	7,181	95.9
A		6,850	6,109	5,769	94.4
Baa		9,807	5,202	4,501	86.5
Ba or lower		1,155	1,108	845	76.3
Total ⁽¹⁾		\$30,640	\$23,565	\$ 21,848	92.7

(1) Includes ARS securities with par value of \$1.91 billion, amortized cost of \$1.91 billion, fair value of \$1.73 billion and unrealized gains/losses of \$(176) million.

(2) Moody's equivalent rating will not necessarily tie to ratings distributions from the NAIC due to potential timing differences between the various rating suppliers and the number of external rating agencies used in the determination.

The unrealized net capital loss of \$1.72 billion at December 31, 2008 in our municipal bond portfolio was mainly caused by widening credit spreads that affected three main areas in this portfolio: tax exempt A and Baa rated holdings contributing \$550 million of the unrealized losses and taxable zero-coupon holdings contributing \$474 million of the unrealized losses, but particularly our less liquid zero-coupon and longer dated securities; high yield municipal bond portfolio contributing \$263 million of the unrealized losses; and student loan ARS contributing \$176 million of the unrealized losses.

Included in our municipal bond portfolio at December 31, 2008 are \$1.73 billion of ARS that have long-term stated maturities, with the interest rate reset based on auctions that generally occur every 7, 28 or 35 days depending on the specific security. This is compared to a balance of ARS at December 31, 2007 of \$2.56 billion, with the decline primarily representing redemptions from calls or refunding proceeds since December 31, 2007. Our holdings primarily have a Moody's equivalent rating of Aaa. Approximately \$1.69 billion of our holdings are pools of student loans for which at least 85% of the collateral was insured by the U.S. Department of Education at the time we purchased the security. As of December 31, 2008, \$1.11 billion of our ARS backed by student loans was 100% insured by the U.S. Department of Education, \$335 million was 90% to 99% insured and \$165 million was 80% to 89% insured. All of our student loan ARS holdings are experiencing failed auctions and we receive the failed auction rate or, for those which contain maximum reset rate formulas, we received the contractual maximum rate. We anticipate that failed auctions may persist and most of our holdings will continue to pay the failed auction rate or, for those that contain maximum rate reset formulas, the maximum rate, as described below. Auctions continue to be conducted as scheduled for each of the securities.

We estimate that approximately one third of our student loan backed ARS include maximum rate reset formulas with a look back feature whereby if the failed auction rate exceeds an annual contractual maximum rate over a preceding stipulated period, the coupon interest rate is temporarily reset to the maximum rate, which can vary between zero and the failed auction rate. This maximum rate formula causes the reset interest rate on these securities to be lower than the failed auction rate in order to reduce the annual interest rate so that it does not exceed the annual contractual maximum rate. Generally, the annual contractual maximum rate is higher than the historical rates paid on these securities. At December 31, 2008, interest on \$118 million of our ARS has reset using the maximum rate reset formula.

Also included in our municipal bond holdings at December 31, 2008 are \$949 million of municipal securities which are not rated by third party credit rating agencies, but are rated by the NAIC and also internally rated by us. These holdings mainly comprise the high yield portion of our overall municipal bond portfolio and provide the opportunity to achieve incremental returns and enhanced diversification of our overall investments portfolio. Our initial investment decisions and ongoing monitoring procedures for these securities are based on a thorough due diligence process that includes, among other things, an assessment of the credit, structure, and liquidity risks of the issue and issuer.

Corporate bonds totaled \$27.63 billion at December 31, 2008. As of December 31, 2008, \$13.01 billion, or 47.1% of the portfolio consisted of privately placed securities compared to \$17.34 billion or 45.1% at December 31, 2007. Privately placed securities primarily consist of corporate issued senior debt securities that are in unregistered form and are directly negotiated with the borrower. All privately placed corporate securities are rated by the NAIC based on information provided to them and are also internally rated. Additionally, approximately 40.7% of the privately placed corporate securities in our portfolio are rated by an independent rating agency.

The following table summarizes the corporate fixed income portfolio by Moody's equivalent rating as of December 31, 2008.

Rating ⁽¹⁾	Corporate-Public					
	Non-hybrid		Hybrid		Total	
	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss
Aaa	\$ 255	\$ (30)	\$ —	\$ —	\$ 255	\$ (30)
Aa	1,264	13	94	6	1,358	19
A	4,900	(159)	364	(186)	5,264	(345)
Baa	6,379	(671)	168	(167)	6,547	(838)
Ba or lower	1,178	(323)	16	(19)	1,194	(342)
Total	<u>\$13,976</u>	<u>\$(1,170)</u>	<u>\$642</u>	<u>\$(366)</u>	<u>\$14,618</u>	<u>\$(1,536)</u>

Rating ⁽¹⁾	Corporate-Private					
	Non-hybrid		Hybrid		Total	
	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss
Aaa	\$ 542	\$ 26	\$ —	\$ —	\$ 542	\$ 26
Aa	1,118	(38)	74	(28)	1,192	(66)
A	3,296	(190)	577	(449)	3,873	(639)
Baa	6,274	(774)	87	(99)	6,361	(873)
Ba or lower	1,023	(305)	18	(20)	1,041	(325)
Total	<u>\$12,253</u>	<u>\$(1,281)</u>	<u>\$756</u>	<u>\$(596)</u>	<u>\$13,009</u>	<u>\$(1,877)</u>

Rating ⁽¹⁾	Total Corporate					
	Non-hybrid		Hybrid		Total	
	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss
Aaa	\$ 797	\$ (4)	\$ —	\$ —	\$ 797	\$ (4)
Aa	2,382	(25)	168	(22)	2,550	(47)
A	8,196	(349)	941	(635)	9,137	(984)
Baa	12,653	(1,445)	255	(266)	12,908	(1,711)
Ba or lower	2,201	(628)	34	(39)	2,235	(667)
Total	<u>\$26,229</u>	<u>\$(2,451)</u>	<u>\$1,398</u>	<u>\$(962)</u>	<u>\$27,627</u>	<u>\$(3,413)</u>

(1) Moody's equivalent rating will not necessarily tie to ratings distributions from the NAIC due to potential timing differences between the various rating suppliers and the number of external rating agencies used in the determination.

The unrealized net capital loss of \$3.41 billion at December 31, 2008 is driven primarily by significantly widening credit spreads resulting from deteriorating macro economic conditions and continued credit market deterioration. Credit spread widening particularly affected our non-hybrid Baa and lower rated corporate bond holdings, contributing to approximately \$2.07 billion of the unrealized net capital loss. The other significant driver of unrealized net capital losses in our corporate bond portfolio is from hybrid securities, contributing \$962 million of the unrealized loss. While these securities are generally issued by highly rated financial institutions, they have structural features which make them more sensitive to credit market deterioration. Specifically, features allowing coupon deferral and the extension of call dates have severely impacted prices as the global financial system undergoes significant stress.

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The following table shows additional details of our hybrid securities reported in corporate fixed income securities.

(\$ in millions)	United Kingdom		Europe (non-UK)		Asia/Australia		North America		Total	
	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss	Fair value	Unrealized gain/loss
Tier 1:										
Public	\$ 84	\$ (64)	\$ 74	\$ (78)	\$ 18	\$ (8)	\$248	\$(217)	\$ 424	\$(367)
Private	65	(97)	233	(248)	168	(112)	127	(117)	593	(574)
	149	(161)	307	(326)	186	(120)	375	(334)	1,017	(941)
Tier 2:										
Public	63	(4)	113	10	32	(2)	10	(3)	218	1
Private	8	(3)	52	(6)	103	(13)	—	—	163	(22)
	71	(7)	165	4	135	(15)	10	(3)	381	(21)
Total hybrids										
Public	147	(68)	187	(68)	50	(10)	258	(220)	642	(366)
Private	73	(100)	285	(254)	271	(125)	127	(117)	756	(596)
Total	<u>\$220</u>	<u>\$(168)</u>	<u>\$472</u>	<u>\$(322)</u>	<u>\$321</u>	<u>\$(135)</u>	<u>\$385</u>	<u>\$(337)</u>	<u>\$1,398</u>	<u>\$(962)</u>

Allstate's portfolio of privately placed securities are broadly diversified by issuer, industry sector, and by country. The portfolio is made up of approximately 620 issues with an average security value of approximately \$21 million. Privately placed corporate obligations generally benefit from increased yields and structural security features such as financial covenants and call protections that provide investors greater protection against credit deterioration, reinvestment risk or fluctuations in interest rates than those typically found in publicly registered debt securities. Additionally, investments in these securities are made after extensive due diligence of the issuer, typically including direct discussions with senior management and on-site visits to company facilities. Ongoing monitoring includes direct periodic dialog with senior management of the issuer and continuous monitoring of operating performance and financial position. Every issue is internally rated with a formal rating affirmation approximately once a year.

Foreign government securities totaled \$2.68 billion, with 95.7% rated investment grade, at December 31, 2008.

Certain collateralized securities are detailed in the following table by Moody's equivalent rating as of December 31, 2008.

(\$ in millions)	Fair value at December 31, 2008	% to Total investments	Aaa	Aa	A	Baa	Ba or lower
MBS							
U.S. Agency	\$3,284	3.4%	100.0%	—	—	—	—
Prime	621	0.7	89.5	6.0%	2.6%	1.9%	—
Alt-A	582	0.6	75.9	5.1	0.9	2.1	16.0%
Other	5	—	—	100.0	—	—	—
Total MBS	<u>\$4,492</u>	<u>4.7%</u>					
CMBS							
CMBS	\$3,819	4.0%	90.3	7.7	0.9	1.0	0.1
Commercial real estate collateralized debt obligations ("CRE CDO")	27	—	—	29.6	37.1	29.6	3.7
Total CMBS	<u>\$3,846</u>	<u>4.0%</u>					
ABS							
ABS RMBS non-insured	\$1,641	1.7%	45.8	29.4	10.2	6.7	7.9
ABS RMBS insured	426	0.4	0.9	13.8	1.9	49.8	33.6
Total ABS RMBS	2,067	2.1	36.5	26.2	8.5	15.5	13.3
Asset-backed collateralized debt obligations ("ABS CDO")	6	—	—	—	—	—	100.0
Total asset-backed securities collateralized by sub-prime residential mortgage loans	2,073	2.1					
Other collateralized debt obligations:							
Cash flow CLO	501	0.5	50.6	21.0	19.4	6.0	3.0
Synthetic CDO	47	0.1	6.4	34.0	—	46.8	12.8
Trust preferred CDO	74	0.1	2.7	75.6	14.9	4.1	2.7
Market value CDO	28	—	—	28.6	10.7	7.1	53.6
Project finance CDO	44	—	—	25.0	56.8	18.2	—
CDOs that invest in other CDOs ("CDO squared")	10	—	—	—	60.0	40.0	—
Collateralized bond obligations	24	—	—	—	16.7	45.8	37.5
Other CLO	50	0.1	100.0	—	—	—	—
Total other collateralized debt obligations	<u>778</u>	<u>0.8</u>	39.7	25.2	18.8	10.3	6.0
Other asset-backed securities	1,009	1.1	42.0	10.8	22.3	19.2	5.7
Total ABS	<u>\$3,860</u>	<u>4.0%</u>					

During 2008, certain financial markets continued to experience price declines due to market and liquidity disruptions. We experienced this illiquidity and disruption in certain of our MBS, CMBS and ABS fixed income securities, particularly in our Prime residential mortgage-backed securities ("Prime"), Alt-A, CMBS, CRE CDO, ABS RMBS, ABS CDO and other collateralized debt obligations ("other CDO") portfolios. These portfolios totaled \$7.90 billion, or approximately 8% of our total investments at December 31, 2008. Other securities markets, including certain other asset-backed and real estate-backed securities markets, also experienced illiquidity, but to a lesser degree.

We determine the fair values of securities comprising these illiquid portfolios by obtaining information from an independent third-party valuation service provider and brokers. We confirmed the reasonableness of the fair value of these portfolios as of December 31, 2008 by analyzing available market information including, but not limited to, collateral quality, anticipated cash flows, credit enhancements, default rates, loss severities, securities' relative position within their respective capital structures, and credit ratings from statistical rating agencies.

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The following table summarizes our illiquid portfolios as of December 31, 2008.

(\$ in millions)	Par value ⁽²⁾	Amortized cost ⁽¹⁾⁽²⁾	Amortized cost as a percentage of par value	Fair value	Fair value as a percentage of par value	Unrealized gain/loss
MBS						
Prime	\$ 840	\$ 826	98.3%	\$ 621	73.9%	\$ (205)
Alt-A	1,098	780	71.0	582	53.0	(198)
CMBS						
CMBS	5,915	5,815	98.4	3,819	64.6	(1,996)
CRE CDO	201	25	12.4	27	13.4	2
ABS						
ABS RMBS	3,681	3,174	86.2	2,067	56.2	(1,107)
ABS CDO	137	10	7.3	6	4.4	(4)
Other CDO	2,296	1,894	82.5	778	33.9	(1,116)
Total	<u>\$14,168</u>	<u>\$12,524</u>	88.4	<u>\$7,900</u>	55.8	<u>\$(4,624)</u>

(1) Amortized cost includes other-than-temporary impairment charges, as applicable.

(2) The difference between par value and amortized cost of \$1.64 billion is primarily attributable to write-downs. Par value has been reduced by principal payments.

The following table presents realized capital gains and losses and principal transactions relating to our illiquid portfolios for the year ended December 31, 2008.

(\$ in millions)	Realized capital gains and losses			Principal transactions		
	Sales	Impairment write-downs	Change in intent write-downs	Sold	Principal received	Acquired
MBS						
Prime	\$ (25)	\$ (9)	\$ (20)	\$ 340	\$ 103	\$ 21
Alt-A	(37)	(206)	(138)	130	130	—
CMBS						
CMBS	(15)	—	(226)	2,319	177	1,294
CRE CDO	(44)	(45)	(331)	280	5	—
ABS						
ABS RMBS	(33)	(224)	(282)	142	623	—
ABS CDO	—	(63)	—	3	1	—
Other CDO	3	(335)	—	31	18	11
Total	<u>\$(151)</u>	<u>\$(882)</u>	<u>\$(997)</u>	<u>\$3,245</u>	<u>\$1,057</u>	<u>\$1,326</u>

Securities included in our illiquid portfolios with a fair value less than 70% of amortized cost as of December 31, 2008 are shown in the following table.

(\$ in millions)	Fair value	Unrealized gain/loss
MBS		
Prime	\$ 113	\$ (113)
Alt-A	146	(122)
CMBS		
CMBS	858	(1,625)
CRE CDO	—	—
ABS		
ABS RMBS	781	(878)
ABS CDO	4	(3)
Other CDO	459	(1,054)
Total	<u>\$2,361</u>	<u>\$(3,795)</u>

We continue to believe that the unrealized losses on these securities are not predictive of the ultimate performance of the underlying collateral. In the absence of further deterioration in the collateral relative to our positions in the securities' respective capital structures, which could be other than temporary, the unrealized losses should reverse over the remaining lives of the securities.

The cash flows of the underlying mortgages or collateral for MBS, CMBS (including CRE CDO) and ABS are generally applied in a pre-determined order and are designed so that each security issued qualifies for a specific original rating. The security issue is typically referred to as the "class". For example, the "senior" portion or "top" of the capital structure which would originally qualify for a rating of Aaa is referred to as the "Aaa class" and typically has priority in receiving the principal repayments on the underlying mortgages. In a sequential structure, underlying collateral principal repayments are directed to the most senior rated Aaa class in the structure until paid in full, after which principal repayments are directed to the next most senior Aaa class in the structure until it is paid in full. Although the various Aaa classes may receive principal sequentially, they may share any losses from the underlying collateral on a pro-rata basis after losses are absorbed by classes with lower original ratings or what may be referred to as more "junior" or "subordinate" securities in the capital structure. The underlying mortgages have fixed interest rates, variable interest rates (such as adjustable rate mortgages ("ARM")) or are hybrid, meaning that they contain features of both fixed and variable rate mortgages.

MBS totaled \$4.49 billion, with 97.9% rated investment grade, at December 31, 2008. The MBS portfolio is subject to interest rate risk since price volatility and the ultimate realized yield are affected by the rate of prepayment of the underlying mortgages. The credit risk associated with our MBS is mitigated due to the fact that

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73.1% of the portfolio consists of securities that were issued by, or have underlying collateral that is guaranteed by U.S. government agencies or U.S. government sponsored entities ("U.S. Agency").

Prime are collateralized by residential mortgage loans issued to prime borrowers. The following table shows our Prime portfolio as of December 31, 2008 by vintage year, based upon our participation in the capital structure.

(\$ in millions)

Capital structure classification ⁽²⁾	Vintage year				Fair value	Amortized cost ⁽¹⁾	Unrealized gain/loss
	2007	2006	2005	Pre-2005			
Aaa—Fixed rate	\$100	\$46	\$ 90	\$260	\$496	\$611	\$(115)
Aaa—Hybrid	9	2	54	50	115	199	(84)
Aa —Fixed rate	—	—	—	7	7	8	(1)
A —Hybrid	—	—	3	—	3	8	(5)
Total	<u>\$109</u>	<u>\$48</u>	<u>\$147</u>	<u>\$317</u>	<u>\$621</u>	<u>\$826</u>	<u>\$(205)</u>

(1) Amortized cost includes other-than-temporary impairment charges, as applicable.

(2) May not be consistent with current ratings due to downgrades.

Alt-A can be issued by trusts backed by pools of residential mortgages with either fixed or variable interest rates. The mortgage pools can include residential mortgage loans issued to borrowers with stronger credit profiles than sub-prime borrowers, but who do not qualify for prime financing terms due to high loan-to-value ratios or limited supporting documentation. The following table presents information about the collateral in our Alt-A holdings at December 31, 2008.

(\$ in millions)	Fair Value	% to Total Investments
Alt-A		
Fixed rate	\$442	0.5%
Variable rate	140	0.1
Total Alt-A	<u>\$582</u>	<u>0.6%</u>

The following table shows our Alt-A portfolio at December 31, 2008 by vintage year, based upon our participation in the capital structure.

(\$ in millions) Capital structure classification ⁽²⁾	Vintage year				Fair value	Amortized cost ⁽¹⁾	Unrealized gain/loss
	2007	2006	2005	Pre-2005			
Aaa—Fixed rate	\$44	\$119	\$105	\$151	\$419	\$537	\$(118)
Aaa—Hybrid	—	2	8	13	23	45	(22)
Aaa—Option adjustable rate mortgage	34	25	13	1	73	101	(28)
Aa—Fixed rate	—	7	16	—	23	25	(2)
Aa—Option adjustable rate mortgage	—	—	2	9	11	14	(3)
A and lower	4	20	9	—	33	58	(25)
Total	<u>\$82</u>	<u>\$173</u>	<u>\$153</u>	<u>\$174</u>	<u>\$582</u>	<u>\$780</u>	<u>\$(198)</u>

(1) Amortized cost includes other-than-temporary impairment charges, as applicable.

(2) May not be consistent with current ratings due to downgrades.

CMBS totaled \$3.85 billion, with 99.9% rated investment grade, at December 31, 2008. The CMBS portfolio is subject to credit risk, but unlike other structured securities, is generally not subject to prepayment risk due to protections within the underlying commercial mortgages whereby borrowers are effectively restricted from prepaying their mortgages due to changes in interest rates. Approximately 91.0% of the CMBS investments are structured securities collateralized by pools of commercial mortgages, broadly diversified across property types and geographical area.

The following table shows our CMBS portfolio, excluding CRE CDO, at December 31, 2008 by vintage year, based upon our participation in the capital structure.

(\$ in millions) Capital structure classification ⁽²⁾	Par value	Amortized cost ⁽¹⁾	Fair value	Unrealized gain/loss
Aaa				
2007:				
Super senior ⁽³⁾	\$ 383	\$ 378	\$ 263	\$ (115)
Mezzanine senior ⁽⁴⁾	130	122	58	(64)
Subordinated senior ⁽⁵⁾	596	569	166	(403)
Other ⁽⁶⁾	21	22	9	(13)
	<u>1,130</u>	<u>1,091</u>	<u>496</u>	<u>(595)</u>
2006:				
Super senior ⁽³⁾	121	121	79	(42)
Mezzanine senior ⁽⁴⁾	81	77	41	(36)
Subordinated senior ⁽⁵⁾	314	300	94	(206)
Other ⁽⁶⁾	63	64	45	(19)
	<u>579</u>	<u>562</u>	<u>259</u>	<u>(303)</u>
2005:				
Super senior ⁽³⁾	326	329	260	(69)
Mezzanine senior ⁽⁴⁾	22	22	13	(9)
Subordinated senior ⁽⁵⁾	108	115	48	(67)
Other ⁽⁶⁾	95	95	70	(25)
	<u>551</u>	<u>561</u>	<u>391</u>	<u>(170)</u>
Pre-2005 ⁽⁷⁾	<u>2,126</u>	<u>2,154</u>	<u>1,936</u>	<u>(218)</u>
Aaa total	<u>4,386</u>	<u>4,368</u>	<u>3,082</u>	<u>(1,286)</u>
Aa	1,111	1,179	522	(657)
A	350	225	172	(53)
Baa	64	39	39	—
Ba or lower	<u>4</u>	<u>4</u>	<u>4</u>	<u>—</u>
Total CMBS	<u>\$5,915</u>	<u>\$5,815</u>	<u>\$3,819</u>	<u>\$(1,996)</u>

(1) Amortized cost includes other-than-temporary impairment charges, as applicable.

(2) May not be consistent with current ratings due to upgrades and downgrades.

(3) Most senior of the Aaa rated tranches, typically has a high level of credit enhancement of approximately 30%, meaning actual losses in the deal have to reach 30% before incurring a first dollar loss.

(4) Middle Aaa rated tranche, typically having credit enhancement of approximately 20%, are subordinate only to the Super senior bonds.

(5) Lowest Aaa rated tranche, typically with credit enhancement in the low teens. This bond is subordinate to the Super senior and Mezzanine senior tranches, but still senior to all tranches rated below Aaa.

(6) Includes Aaa bonds that were originated in 2005 through 2007 that do not fall into the categories above. These are non-traditional CMBS bonds (large loan pools, single borrower transactions) that did not have a Aaa Senior type breakdown.

(7) Prior to 2005, the Aaa bonds in a transaction were generally not divided into Super senior, Mezzanine senior, or Subordinated senior (with the exception of a few deals structured very late in 2004); therefore all 2004 and prior Aaa-rated securities are grouped into this category.

The unrealized net capital loss of \$2.00 billion at December 31, 2008 on our CMBS portfolio was a result of significant widening of credit spreads due to deteriorating macro economic conditions and continued credit market deterioration. Credit spread widening occurred in all rating classes but was particularly evident in our subordinated senior Aaa, Pre-2005 Aaa-rated and lower rated securities. These holdings accounted for \$1.66 billion, or approximately 83% of the unrealized net capital loss. Our analysis suggests that the vast majority of our CMBS portfolio is well insulated from a severe rise in commercial mortgage default rates. Credit protections in the portfolio, including those on subordinated senior Aaa and Aa-rated securities, are multiples of historic high commercial mortgage loss experience and well in excess of our current loss expectations.

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CRE CDO are structured securities secured primarily by CMBS and other commercial mortgage debt obligations. These securities are generally less liquid and have a higher risk profile than other CMBS. The following table shows our CRE CDO portfolio at December 31, 2008 by vintage year, based upon our participation in the capital structure.

(\$ in millions) Capital structure classification ⁽²⁾	Vintage year			Fair value	Amortized cost ⁽¹⁾	Unrealized gain/loss
	2007	2006	2005			
Aa	\$1	\$14	\$1	\$16	\$14	\$2
A	3	1	4	8	8	—
Baa	1	1	1	3	3	—
Total	<u>\$5</u>	<u>\$16</u>	<u>\$6</u>	<u>\$27</u>	<u>\$25</u>	<u>\$2</u>

(1) Amortized cost includes other-than-temporary impairment charges, as applicable.

(2) May not be consistent with current ratings due to downgrades.

ABS totaled \$3.86 billion, with 92.0% rated investment grade, at December 31, 2008. Credit risk is managed by monitoring the performance of the collateral. In addition, many of the securities in the ABS portfolio are credit enhanced with features such as over-collateralization, subordinated structures, reserve funds, guarantees and/or insurance. A portion of the ABS portfolio is also subject to interest rate risk since ultimate realized yields are affected by the rate of prepayment of the underlying assets.

ABS RMBS includes securities that are collateralized by mortgage loans issued to borrowers that cannot qualify for Prime or Alt-A financing terms due in part to weak or limited credit history. It also includes securities that are collateralized by certain second lien mortgages regardless of the borrower's credit history. \$1.66 billion or 80.2% of the ABS RMBS portfolio consisted of securities that were issued during 2005, 2006 and 2007. At December 31, 2008, 41.0% of securities issued during 2005, 2006 and 2007 were rated Aaa, 20.1% rated Aa, 5.5% rated A, 17.5% rated Baa and 15.9% rated Ba or lower.

The following table presents additional information about our ABS RMBS portfolio including a summary by first and second lien collateral at December 31, 2008.

(\$ in millions)	Fair Value	% to Total investments
ABS RMBS		
First lien:		
Fixed rate ⁽¹⁾	\$ 594	0.6%
Variable rate ⁽¹⁾	1,085	1.1
Total first lien ⁽²⁾	1,679	1.7
Second lien:		
Insured	295	0.3
Other	93	0.1
Total second lien ⁽³⁾	388	0.4
Total ABS RMBS	<u>\$2,067</u>	<u>2.1%</u>

(1) Fixed rate and variable rate refer to the primary interest rate characteristics of the underlying mortgages at the time of issuance.

(2) The credit ratings of the first lien ABS RMBS were 41.8% Aaa, 30.3% Aa, 10.0% A, 9.2% Baa and 8.7% Ba or lower at December 31, 2008.

(3) The credit ratings of the second lien ABS RMBS were 13.7% Aaa, 8.2% Aa, 1.8% A, 43.3% Baa and 33.0% Ba or lower at December 31, 2008.

The following table includes first lien non-insured ABS RMBS by vintage year and the interest rate characteristics of the underlying mortgage product.

(\$ in millions)	Variable rate	Fixed rate	Fair value	Amortized cost ⁽¹⁾	Unrealized gain/loss
Total first lien non-insured ABS RMBS					
2007	\$ 124	\$187	\$ 311	\$ 546	\$(235)
2006	420	143	563	762	(199)
2005	226	112	338	496	(158)
Pre-2005	268	68	336	472	(136)
Total	<u>\$1,038</u>	<u>\$510</u>	<u>\$1,548</u>	<u>\$2,276</u>	<u>\$(728)</u>

(1) Amortized cost includes other-than-temporary impairment charges, as applicable.

We also own approximately \$93 million of second lien ABS RMBS non-insured securities, representing 80.2% of amortized cost. Approximately \$39 million, or 41.9%, of this portfolio are 2006 and 2007 vintage years. Together with the first lien non-insured ABS RMBS in the table above, this comprises our \$1.64 billion of non-insured ABS RMBS.

At December 31, 2008, \$426 million or 20.6% of the total ABS RMBS securities are insured by 6 bond insurers and 66.4% of these insured securities were rated investment grade. The following table shows our insured ABS RMBS portfolio at December 31, 2008 by vintage year for the first lien and second lien collateral.

(\$ in millions)	Vintage year				Fair value	Amortized cost ⁽¹⁾	Unrealized gain/loss
	2007	2006	2005	Pre-2005			
First lien:	\$ 35	\$ 15	\$ 70	\$ 11	\$131	\$194	\$(63)
Second lien:	112	110	50	23	295	588	(293)
Total insured ABS RMBS	<u>\$147</u>	<u>\$125</u>	<u>\$120</u>	<u>\$ 34</u>	<u>\$426</u>	<u>\$782</u>	<u>\$(356)</u>

(1) Amortized cost includes other-than-temporary impairment charges, as applicable.

Other CDO totaled \$778 million, with 94.0% rated investment grade, at December 31, 2008. Other CDO consist primarily of obligations secured by high yield and investment grade corporate credits including cash flow CLO, synthetic CDO, trust preferred CDO, market value CDO, project finance CDO, CDO squared, collateralized bond obligations and other CLO.

The following table presents realized and unrealized capital gains and losses and principal transactions on our other CDO portfolio for the years ended December 31, 2008.

(\$ in millions)	Realized capital gains and losses ⁽¹⁾		Unrealized gain/loss	Principal transactions		
	Sales	Impairment write-downs		Sold	Principal received	Acquired
Other CDO						
Cash flow CLO	\$—	\$ (65)	\$ (690)	\$ 9	\$ 6	\$11
Synthetic CDO	—	(186)	(160)	2	—	—
Trust preferred CDO	—	(28)	(91)	—	11	—
Market value CDO	2	(38)	(65)	2	—	—
Project finance CDO	—	—	(36)	—	—	—
CDO squared	—	—	(67)	—	—	—
Collateralized bond obligations	—	—	(7)	1	1	—
Other CLO	1	(18)	—	17	—	—
Total	<u>\$3</u>	<u>\$(335)</u>	<u>\$(1,116)</u>	<u>\$31</u>	<u>\$18</u>	<u>\$11</u>

(1) For the year ended December 31, 2008, there were no change in intent write-downs.

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Cash flow CLO are structures where the underlying assets are primarily comprised of below investment grade senior secured corporate loans. The collateral is actively managed by external managers that monitor the collateral performance. The underlying investments are well diversified across industries and among issuers and there have been no downgrades in the portfolio. Cash flow CLO issues differ by seniority. A transaction will typically issue notes with various capital structure class (i.e. Aaa, Aa, A, etc.) as well as equity. The following table shows our cash flow CLO portfolio at December 31, 2008 by vintage year, based upon our participation in the capital structure.

(\$ in millions)

Capital structure classification ⁽¹⁾	Vintage year					Fair value	Amortized cost ⁽²⁾	Unrealized gain/loss
	2008	2007	2006	2005	Pre-2005			
Aaa	\$—	\$ —	\$ 58	\$52	\$144	\$254	\$ 350	\$ (96)
Aa	2	39	48	7	10	106	296	(190)
A	1	22	24	16	34	97	454	(357)
Baa	—	—	5	8	25	38	78	(40)
Ba or below	—	4	2	—	—	6	13	(7)
Total	<u>\$ 3</u>	<u>\$65</u>	<u>\$137</u>	<u>\$83</u>	<u>\$213</u>	<u>\$501</u>	<u>\$1,191</u>	<u>\$(690)</u>

(1) May not be consistent with current ratings due to downgrades.

(2) Amortized cost includes other-than-temporary impairment charges, as applicable.

Synthetic CDO primarily consist of a portfolio of corporate credit default swaps ("CDS") which are collateralized by Aaa rated LIBOR-based securities (i.e. "fully funded" synthetic CDO). Our synthetic CDO collateral primarily is actively managed by an external manager monitoring the CDS selection and performance. The following table shows our synthetic CDO at December 31, 2008 by vintage year, based upon our participation in the capital structure.

(\$ in millions)

Capital structure classification ⁽¹⁾	Vintage year		Fair value	Amortized cost ⁽²⁾	Unrealized gain/loss
	2007	2006			
Aaa	\$25	\$ —	\$25	\$ 85	\$ (60)
Aa	6	16	22	122	(100)
Total	<u>\$31</u>	<u>\$16</u>	<u>\$47</u>	<u>\$207</u>	<u>\$(160)</u>

(1) May not be consistent with current ratings due to downgrades.

(2) Amortized cost includes other-than-temporary impairment charges, as applicable.

Trust preferred CDO underlying assets are primarily comprised of portfolios of preferred securities issued by a diversified portfolio of domestic banks and other financial institutions. The underlying collateral for our trust preferred CDO portfolio is not actively managed and is diversified by issuer, predominately regional banks, with a small percentage of insurance companies.

Market value CDO are structurally similar to cash flow CLO. The primary difference is that the market value of the underlying assets is managed in order to enhance returns and the structure is governed by market value based tests. The managers are also offered more flexibility to purchase other asset types including secured leveraged loans, public and private high yield bonds, structured products, mezzanine investments, and equities.

Project finance CDO underlying assets are primarily below investment grade senior secured project finance loans and energy finance investments.

CDO squared transactions are CDOs where the underlying assets are primarily other cash flow CLO tranches, typically with an average rating of Baa.

Other asset-backed securities totaled \$1.01 billion at December 31, 2008 and consist primarily of investments secured by portfolios of credit card loans, auto loans, student loans and other consumer and corporate obligations. As of December 31, 2008, the net unrealized losses on these securities were \$232 million. Additionally, 24.3% of the other asset-backed securities that are rated Aaa, Aa, A and Baa were insured by five bond insurers. During 2008, we sold \$229 million of these securities recognizing a loss of \$1 million. In addition, we acquired

\$46 million of securities during 2008. We also collected \$177 million of principal repayments consistent with the expected cash flows during 2008.

Insured Investments As of December 31, 2008, we hold \$12.29 billion of fixed income securities that are insured by bond insurers, including approximately \$11.58 billion or 53.0% of our municipal bond portfolio, \$426 million of our ABS RMBS and \$252 million of our other asset-backed securities. Additionally, we hold \$4 million of corporate bonds and \$(13) million in credit default swaps that were directly issued by these bond insurers. 53.0% of our municipal bond portfolio is insured by nine bond insurers and 38.4% of these securities have a Moody's equivalent rating of Aaa or Aa. Our practices for acquiring and monitoring municipal bonds primarily are based on the quality of the primary obligor. As of December 31, 2008, we believe the valuations already reflected a decline in the value of the insurance, and further related declines if any, are not expected to be material. While the valuation of these holdings may be temporarily impacted by negative and rapidly changing market developments, we continue to have the intent and ability to hold the bonds and expect to receive all of the contractual cash flows. As of December 31, 2008, 48.2% of our insured municipal bond portfolio was insured by MBIA, Inc., 24.7% by Ambac Financial Group, Inc., 19.8% by Financial Security Assurance Inc. and 2.7% by Financial Guarantee Insurance Company.

Credit ratings without the insurance guarantee are not available in certain cases where the issuer does not solicit the rating agency to provide the rating without the insurance guarantee and, as a result, the rating agency does not disclose it. The ratings of our holdings with insurance guarantee generally follow the rating of the bond insurer. In cases where the rating of the bond insurer is lower than that of the underlying security, the rating without insurance guarantee could be higher than that with the guarantee.

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

The following table shows our insured investments by Moody's equivalent rating with and without the impact to the rating from the insurance guarantee, where it is available, as of December 31, 2008.

(\$ in millions)

Rating with Insurance Guarantee			Rating without Insurance Guarantee		
Rating	Fair value	Percent to total	Rating	Fair value	Percent to total
Municipal bonds					
Aaa	\$ 250	2.2%	Aaa	\$ 20	0.2%
Aa	4,193	36.2	Aa	2,408	20.8
A	3,946	34.1	A	5,909	51.0
Baa	3,145	27.2	Baa	1,705	14.7
Ba	3	—	Ba	90	0.8
B	38	0.3	B	61	0.5
Caa or lower	—	—	Caa or lower	7	0.1
Rating without Insurance Guarantee not provided ("NA")	—	—	NA	1,375	11.9
Total municipal bonds	<u>\$11,575</u>	<u>100.0%</u>		<u>\$11,575</u>	<u>100.0%</u>
ABS RMBS					
Aaa	\$ 4	0.9%	Aaa	\$ 20	4.7%
Aa	59	13.8	Aa	48	11.3
A	8	1.9	A	59	13.8
Baa	212	49.8	Baa	28	6.6
Ba	52	12.2	Ba	20	4.7
B	31	7.3	B	25	5.9
Caa or lower	60	14.1	Caa or lower	23	5.4
NA	—	—	NA	203	47.6
Total ABS RMBS	<u>\$ 426</u>	<u>100.0%</u>		<u>\$ 426</u>	<u>100.0%</u>
Other asset-backed securities					
Aaa	\$ 20	7.9%	Aaa	\$ —	—%
Aa	24	9.5	Aa	—	—
A	73	29.0	A	8	3.2
Baa	128	50.8	Baa	134	53.2
Ba or lower	7	2.8	Ba or lower	—	—
NA	—	—	NA	110	43.6
Total other asset-backed securities	<u>\$ 252</u>	<u>100.0%</u>		<u>\$ 252</u>	<u>100.0%</u>

Equity securities Equity securities include common stocks, real estate investment trust equity investments and non-redeemable preferred stocks. The equity securities portfolio was \$2.81 billion at December 31, 2008 compared to \$5.26 billion at December 31, 2007. The decrease is primarily attributable to sales of equity securities with realized gains of \$751 million and realized losses of \$1.45 billion. Gross unrealized gains totaled \$112 million at December 31, 2008 compared to \$1.10 billion at December 31, 2007. Gross unrealized losses totaled \$444 million at December 31, 2008 compared to \$106 million at December 31, 2007.

At December 31, 2008, equity securities included \$917 million effectively carried on a lower of cost or fair value basis due to the nature of the investment management style employed. There were no equity securities effectively carried on a lower of cost or fair value as of December 31, 2007.

Mortgage loans Our mortgage loan portfolio, which is primarily held in the Allstate Financial portfolio, was \$10.23 billion and \$10.83 billion at December 31, 2008 and 2007, respectively, and comprised primarily of loans secured by first mortgages on developed commercial real estate. Geographical and property type diversification are key considerations used to manage our exposure. The portfolio is diversified across several property types. Our largest exposure to any metropolitan area is also highly diversified, with the largest exposure not exceeding

10% of the portfolio. The average debt service coverage ratio represents the amount of cash flows available by the borrower to meet its principal and interest payment obligations. The average debt service coverage ratio of the portfolio as of December 31, 2008 was approximately 2.0, and only approximately 3.1% of the mortgage loan portfolio had a debt service coverage ratio under 1.0.

We closely monitor our commercial mortgage loan portfolio on a loan-by-loan basis. Loans with an estimated collateral value less than the loan balance, as well as loans with other characteristics indicative of higher than normal credit risks, are reviewed at least quarterly for purposes of establishing valuation allowances and placing loans on non-accrual status as necessary. The underlying collateral values are based upon either discounted property cash flow projections or a commonly used valuation method that utilizes a one-year projection of expected annual income divided by a market based expected rate of return. We had \$4 million of realized capital losses related to valuation allowances on mortgage loans for the year ended December 31, 2008 and had no realized capital losses related to valuation allowances on mortgage loans for the year ended December 31, 2007. Additionally, realized capital losses due to changes in intent to hold mortgage loans to maturity totaled \$74 million and \$30 million for the years ended December 31, 2008 and 2007, respectively. For further detail, see Note 5 to the consolidated financial statements.

Limited partnership interests consist of investments in private equity/debt funds, real estate funds and hedge funds. The overall limited partnership interests portfolio is well diversified across a number of metrics including fund sponsors, vintage years, strategies, geography (including international), and company/property types.

The following table presents information about our limited partnership interests as of December 31, 2008.

(\$ in millions)	Private equity/debt funds	Real estate funds	Hedge funds	Total
Cost method of accounting ("Cost")	\$ 733	\$398	\$ 97	\$1,228
Equity method of accounting	654	431	478	1,563
Total	<u>\$1,387</u>	<u>\$829</u>	<u>\$575</u>	<u>\$2,791</u>
Number of sponsors	86	39	13	
Number of individual funds	138	76	80	
Largest exposure to single fund	\$ 43	\$ 48	\$ 43	

Our aggregate limited partnership exposure represented 2.9% and 2.1% of total invested assets as of December 31, 2008 and December 31, 2007, respectively.

The following table shows the income from our limited partnership interests by fund type and accounting classification for the years ended December 31.

(\$ in millions)	2008			2007		
	Cost	Equity method of accounting ⁽¹⁾	Total	Cost	Equity method of accounting	Total
Private equity/debt funds	\$28	\$ 87	\$ 115	\$58	\$ 55	\$113
Real estate funds	8	(35)	(27)	36	79	115
Hedge funds	1	(124)	(123)	1	64	65
Total	<u>\$37</u>	<u>\$ (72)</u>	<u>\$ (35)</u>	<u>\$95</u>	<u>\$198</u>	<u>\$293</u>

(1) Beginning in the fourth quarter of 2008, income from EMA LP is reported in realized capital gains and losses. EMA LP income for periods prior to the fourth quarter of 2008 is reported in net investment income.

Loss from limited partnership interests was \$35 million for 2008 versus income of \$293 million for 2007. The loss from limited partnership interests in 2008 compared to income in 2007 is primarily related to losses from partnerships accounted for under equity method of accounting resulting from reduced valuations on the net asset value of the partnerships. Further, income on EMA LP is recognized on a delay due to the availability of the related financial statements. The recognition of income on hedge funds is primarily on a one-month delay and the income recognition on private equity/debt funds and real estate funds are generally on a three-month delay as of December 31, 2008. As such, the income recognized through December 31, 2008 for EMA LP may not include the full impact for calendar year investment market changes as they will ultimately impact the valuation of the underlying assets or liabilities within the partnerships. Limited partnership interests accounted for under the cost method of accounting recognize income only upon cash distributions by the partnership.

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Short-term investments Our short-term investment portfolio was \$8.91 billion and \$3.06 billion at December 31, 2008 and 2007, respectively. The increase in short-term investments was primarily due to liquidity management actions. We invest available cash balances primarily in taxable short-term securities having a final maturity date or redemption date of less than one year.

Other investments Our other investments as of December 31, 2008 are comprised primarily of \$1.04 billion of bank loans, \$1.14 billion of policy loans and \$301 million of certain derivatives, including credit default swaps. Bank loans are comprised primarily of senior secured corporate loans and are carried at amortized cost. Policy loans are carried at the unpaid principal balances.

Credit default swaps ("CDS") are utilized for both buying and selling credit protection against a specified credit event. In selling protection, CDS are used to replicate fixed income securities and to complement the cash market when credit exposure to certain issuers is not available or when the derivative alternative is less expensive than the cash market alternative. We are not selling protection to acquire revenues as a business activity. When buying protection, the objective is to mitigate credit risk on fixed income holdings in our portfolio. Credit risk includes both default risk and market value exposure due to spread widening. CDS typically have a five-year term. The following table shows the CDS notional amounts and fair value of protection bought or sold as of December 31, 2008.

(\$ in millions)	Notional amounts			Fair value ⁽¹⁾	Fair value to notional amount
	Property-Liability	Allstate Financial	Total		
Buying protection (recoverable)					
Single name	\$ 436	\$ 422	\$ 858	\$ 37	4.3%
Index	638	723	1,361	37	2.7
Total buying protection	<u>\$1,074</u>	<u>\$1,145</u>	<u>\$2,219</u>	<u>\$ 74</u>	3.3
Selling protection (payable)					
Single name	\$ 200	\$ 272	\$ 472	\$ (50)	(10.6)
First-to-default	—	245	245	(48)	(19.6)
Index	339	—	339	(16)	(4.7)
Total selling protection	<u>\$ 539</u>	<u>\$ 517</u>	<u>\$1,056</u>	<u>\$(114)</u>	(10.8)

(1) Included as a component of other investments and other liabilities and accrued expenses on the Consolidated Statements of Financial Position.

In buying and selling protection CDS, we buy or sell credit protection on an identified single name, a basket of names in a first-to-default ("FTD") structure or credit derivative index ("CDX") that is generally investment grade, and in return pay or receive periodic premiums through expiration or termination of the agreement. With single name CDS, the premium or credit spread generally corresponds to the difference between the yield on the referenced name's public fixed maturity cash instruments and swap rates, at the time the agreement is executed. With FTD baskets, because of the additional credit risk inherent in a basket of named credits, the premium generally corresponds to a high proportion of the sum of the credit spreads of the names in the basket and correlation between the names. CDX index is utilized to take a position on multiple (generally 125) credit entities. Credit events are typically defined as bankruptcy, failure to pay, or restructuring, depending on the nature of the reference credit. If a credit event occurs, we settle with the counterparty, either through physical settlement or cash settlement. In a physical settlement, a reference asset is delivered by the buyer of protection to the seller of protection, in exchange for cash payment at par, while in a cash settlement, the seller pays the difference between par and the prescribed value of the reference asset. When such an event occurs in a single name or FTD basket (for FTD, the first such event occurring for any one name in the basket), the contract terminates at time of settlement. For CDX index, the reference entity's name incurring the credit event is removed from the index while the contract continues until expiration. The maximum payout on a CDS is the contract notional amount. For all CDS, once a credit event and settlement has occurred, there may be subsequent recoveries. Recovery amounts, if any, vary and they may reduce the ultimate amount of net gain or loss.

Unrealized net capital losses See Note 5 of the consolidated financial statements for further disclosures regarding unrealized losses on fixed income and equity securities and factors considered in determining whether securities are other-than-temporarily impaired. The unrealized net capital losses totaled \$8.81 billion as of December 31, 2008, compared to unrealized net capital gains of \$1.91 billion at December 31, 2007 as a result of significantly widening credit spreads and declining equity markets.

The following table presents unrealized net capital gains and losses, pre-tax and after-tax at December 31.

(\$ in millions)	2008	2007
U.S. government and agencies	\$ 962	\$ 918
Municipal	(1,717)	720
Corporate	(3,413)	90
Foreign government	469	394
MBS	(334)	(43)
CMBS	(1,994)	(308)
ABS	(2,459)	(816)
Redeemable preferred stock	(10)	1
Fixed income securities	(8,496)	956
Equity securities	(332)	990
Short-term investments	3	—
Derivatives	11	(33)
Unrealized net capital gains and losses, pre-tax	(8,814)	1,913
Amounts recognized for:		
Insurance reserves ⁽¹⁾	(378)	(1,059)
DAC and DSI ⁽²⁾	3,500	512
Amounts recognized	3,122	(547)
Deferred income taxes	1,954	(478)
Unrealized net capital gains and losses, after-tax	<u><u>\$(3,738)</u></u>	<u><u>\$ 888</u></u>

(1) The insurance reserves adjustment represents the amount by which the reserve balance would increase if the net unrealized gains in the applicable product portfolios were realized and reinvested at current lower interest rates, resulting in a premium deficiency. Although we evaluate premium deficiencies on the combined performance of our life insurance and immediate annuities with life contingencies, the adjustment primarily relates to structured settlement annuities with life contingencies, in addition to annuity buy-outs and certain payout annuities with life contingencies.

(2) The DAC and DSI adjustment represents the amount by which the amortization of DAC and DSI would increase or decrease if the unrealized gains or losses in the respective product portfolios were realized. Recapitalization of the DAC and DSI balances is limited to the originally deferred costs plus interest.

The net unrealized loss for the fixed income portfolio totaled \$8.50 billion, comprised of \$2.54 billion of gross unrealized gains and \$11.04 billion of gross unrealized losses at December 31, 2008. This is compared to a net unrealized gain for the fixed income portfolio totaling \$956 million at December 31, 2007, comprised of \$3.15 billion of gross unrealized gains and \$2.20 billion of gross unrealized losses.

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Gross unrealized gains and losses on fixed income securities by type and sector are provided in the table below.

(\$ in millions) At December 31, 2008	Par value ⁽¹⁾	Amortized cost	Gross unrealized		Fair value	Amortized cost as a percent of par value	Fair value as a percent of par value
			Gains	Losses			
Corporate:							
Banking	\$ 4,752	\$ 4,378	\$ 93	\$ (943)	\$ 3,528	92.1%	74.2%
Financial services	4,654	3,604	23	(571)	3,056	77.4	65.7
Consumer goods (cyclical and non-cyclical)	5,135	5,072	54	(486)	4,640	98.8	90.4
Utilities	5,422	5,383	132	(434)	5,081	99.3	93.7
Capital goods	3,091	3,048	43	(299)	2,792	98.6	90.3
Communications	2,011	1,918	19	(188)	1,749	95.4	87.0
Basic industry	1,658	1,661	6	(183)	1,484	100.2	89.5
Transportation	1,696	1,706	26	(179)	1,553	100.6	91.6
Energy	1,672	1,652	15	(145)	1,522	98.8	91.0
Technology	1,028	1,006	18	(105)	919	97.9	89.4
Other	1,921	1,612	34	(343)	1,303	83.9	67.8
Total corporate fixed income portfolio	33,040	31,040	463	(3,876)	27,627	93.9	83.6
ABS	7,494	6,319	13	(2,472)	3,860	84.3	51.5
Municipal	30,640	23,565	467	(2,184)	21,848	76.9	71.3
CMBS	6,116	5,840	10	(2,004)	3,846	95.5	62.9
MBS	5,183	4,826	85	(419)	4,492	93.1	86.7
Foreign government	3,152	2,206	544	(75)	2,675	70.0	84.9
Redeemable preferred stock	40	36	—	(10)	26	90.0	65.0
U.S. government and agencies	5,277	3,272	963	(1)	4,234	62.0	80.2
Total fixed income securities	\$90,942	\$77,104	\$2,545	\$(11,041)	\$68,608	84.8	75.4

(1) Included in par value are zero-coupon securities that are generally purchased at a deep discount to the par value that is received at maturity.

The banking, financial services, consumer goods, and utilities sectors had the highest concentration of gross unrealized losses in our corporate fixed income securities portfolio at December 31, 2008. The gross unrealized losses in these sectors were primarily the result of significantly widening credit spreads. As of December 31, 2008, \$3.18 billion or 82.0% of the gross unrealized losses in the corporate fixed income portfolio and \$6.60 billion or 92.1% of the gross unrealized losses in the remaining fixed income securities related to securities rated investment grade. Credit spreads are the additional yield on fixed income securities above the risk-free rate (typically defined as the yield on U.S. Treasury securities) that market participants require to compensate them for assuming credit, liquidity and/or prepayment risks for fixed income securities with consistent terms. Credit spreads vary with the market's perception of risk and liquidity in a specific issuer or specific sectors. Credit spreads can widen (increase) or tighten (decrease) and may offset or add to the effects of risk-free interest rate changes in the valuation of fixed income securities from period to period.

All securities in an unrealized loss position at December 31, 2008 were included in our portfolio monitoring process for determining whether declines in value are other than temporary.

The following tables show the composition by credit quality using Moody's equivalent rating of the fixed income securities with gross unrealized losses at December 31, 2008.

(\$ in millions) At December 31, 2008	Rating ⁽¹⁾						In or near default	Total unrealized loss	Fair value
	Aaa	Aa	A	Baa	Ba	B			
Corporate:									
Banking	\$ —	\$ (47)	\$ (673)	\$ (198)	\$ (22)	\$ (3)	\$ —	\$ (943)	\$ 2,459
Financial services	(46)	(43)	(209)	(231)	(39)	(1)	(2)	(571)	2,503
Consumer goods (cyclical and non-cyclical)	—	(4)	(58)	(232)	(137)	(40)	(13)	(486)	3,080
Utilities	—	(7)	(58)	(308)	(51)	(3)	(7)	(434)	3,359
Capital goods	—	(1)	(40)	(165)	(51)	(39)	(3)	(299)	1,897
Communications	—	—	(6)	(103)	(50)	(26)	(3)	(188)	1,289
Basic industry	—	(4)	(15)	(101)	(27)	(36)	—	(183)	1,208
Transportation	—	—	(42)	(78)	(56)	(2)	(1)	(179)	928
Energy	—	(3)	(6)	(107)	(18)	(11)	—	(145)	1,080
Technology	(1)	(3)	(17)	(53)	(14)	(16)	(1)	(105)	663
Other	—	(1)	(71)	(260)	(11)	—	—	(343)	864
Total corporate fixed income portfolio	(47)	(113)	(1,195)	(1,836)	(476)	(177)	(2)	(3,876)	19,330
ABS	(372)	(641)	(622)	(561)	(103)	(79)	(68)	(2,472)	3,595
Municipal	(226)	(468)	(443)	(780)	(114)	(142)	(11)	(2,184)	12,578
CMBS	(1,322)	(642)	(25)	(15)	—	—	—	(2,004)	3,628
MBS	(301)	(37)	(13)	(29)	(14)	(25)	—	(419)	1,608
Foreign government	(1)	—	(5)	(27)	(19)	(23)	—	(75)	364
Redeemable preferred stock	—	—	—	(9)	(1)	—	—	(10)	18
U.S. government and agencies	(1)	—	—	—	—	—	—	(1)	230
Total fixed income securities	<u>\$ (2,270)</u>	<u>\$ (1,901)</u>	<u>\$ (2,303)</u>	<u>\$ (3,257)</u>	<u>\$ (727)</u>	<u>\$ (446)</u>	<u>\$ (109)</u>	<u>\$ (11,041)</u>	<u>\$ 41,351</u>
Rating % to total unrealized loss									

(1) Moody's equivalent rating will not necessarily tie to ratings distributions from the NAIC due to potential timing differences between the various rating suppliers and the number of external rating agencies used in the determination.

The scheduled maturity dates for fixed income securities in an unrealized loss position at December 31, 2008 are shown below. Actual maturities may differ from those scheduled as a result of prepayments by the issuers.

(\$ in millions)	Unrealized loss	Percent to total	Fair value	Percent to total
Due in one year or less	\$ (26)	0.2%	\$ 963	2.3%
Due after one year through five years	(924)	8.4	8,218	19.9
Due after five years through ten years	(1,423)	12.9	7,291	17.6
Due after ten years	(5,777)	52.3	19,676	47.6
MBS and ABS ⁽¹⁾	(2,891)	26.2	5,203	12.6
Total	<u>\$ (11,041)</u>	<u>100.0%</u>	<u>\$ 41,351</u>	<u>100.0%</u>

(1) Because of the potential for prepayment, these securities are not categorized based on their contractual maturities.

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For fixed income securities, 60.4% of the gross unrealized losses at December 31, 2008 were from \$5.83 billion of securities with a fair value below 70% of amortized cost, or 8.5% of our fixed income portfolio, at December 31, 2008. The percentage of fair value to amortized cost for fixed income securities with gross unrealized losses at December 31, 2008 are shown in the following table.

(\$ in millions)	Par value ⁽¹⁾	Unrealized (loss) gain	Fair value	% to Total fixed income securities
> 80% of amortized cost	\$34,334	\$ (2,671)	\$30,242	44.1%
70% to 80% of amortized cost	7,708	(1,703)	5,283	7.7
< 70% of amortized cost ⁽²⁾	17,404	(6,667)	5,826	8.5
Gross unrealized losses on fixed income securities	59,446	(11,041)	41,351	60.3
Gross unrealized gains on fixed income securities	31,496	2,545	27,257	39.7
Net unrealized gains and losses on fixed income securities	<u>\$90,942</u>	<u>\$ (8,496)⁽³⁾</u>	<u>\$68,608⁽³⁾</u>	<u>100.0%</u>

(1) Included in par value are \$9.66 billion of zero-coupon securities that are generally purchased at a deep discount to the par value that is received at maturity.

(2) Illiquid portfolios represent \$3.80 billion of net unrealized losses and \$2.36 billion of fair value.

(3) Illiquid portfolios represent \$4.62 billion of net unrealized losses and \$7.90 billion of fair value.

The following table presents gross unrealized losses by type of fixed income security with a fair value below 70% of amortized cost.

(\$ in millions)	Fair value	Gross unrealized losses
U.S. government and agencies	\$ —	\$ —
Municipal	867	(745)
Corporate	2,397	(1,983)
Foreign government	29	(28)
MBS	259	(235)
CMBS	858	(1,625)
ABS	1,403	(2,042)
Redeemable preferred stock	13	(9)
Total fixed income securities	<u>\$5,826</u>	<u>\$(6,667)</u>

We continue to believe that the unrealized losses on these securities are not predictive of the ultimate performance. The unrealized losses should reverse over the remaining lives of the securities. As of December 31, 2008, we have the intent and ability to hold these securities to recovery. Our ability to do so is substantially enhanced by our liquidity position, which cushions us from the need to liquidate securities with significant unrealized losses to meet cash obligations. During 2008, our fixed income securities portfolio provided approximately \$8.61 billion in principal and interest cash flows, of which substantially all have been received in accordance with the contractual terms.

The equity portfolio is comprised of securities in the following sectors.

(in millions) At December 31, 2008	Cost	Gross unrealized		Fair value
		Gains	Losses	
Consumer goods (cyclical and non-cyclical)	\$ 548	\$ 27	\$ (68)	\$ 507
Banking	194	6	(52)	148
Financial services	210	4	(41)	173
Energy	240	45	(32)	253
Basic industry	75	5	(21)	59
Utilities	87	3	(17)	73
Real estate	122	4	(11)	115
Technology	79	5	(10)	74
Capital goods	96	3	(9)	90
Communications	111	3	(5)	109
Transportation	31	4	(4)	31
Other ⁽¹⁾	1,344	3	(174)	1,173
Total equity securities	<u>\$3,137</u>	<u>\$112</u>	<u>\$(444)</u>	<u>\$2,805</u>

(1) Other consists primarily of index-based securities.

The net unrealized loss for the equity portfolio totaled \$332 million, comprised of \$112 million of unrealized gains and \$444 million of unrealized losses at December 31, 2008. This is compared to a net unrealized gain for the equity portfolio totaling \$990 million at December 31, 2007, comprised of \$1.10 billion of unrealized gains and \$106 million of unrealized losses. Within the equity portfolio, the losses were primarily concentrated in the consumer goods, banking, financial services, energy, basic industry, utilities, real estate and technology sectors. The unrealized losses in these sectors were company and sector specific. All securities in an unrealized loss position at December 31, 2008 were included in our portfolio monitoring process for determining whether declines in value are other than temporary.

Portfolio Monitoring We have a comprehensive portfolio monitoring process to identify and evaluate, on a case-by-case basis, fixed income and equity securities whose carrying value may be other-than-temporarily impaired. The process includes a quarterly review of all securities using a screening process to identify situations where the fair value, compared to amortized cost for fixed income securities and cost for equity securities, is below established thresholds for certain time periods, or which are identified through other monitoring criteria such as ratings, ratings downgrades or payment defaults. The securities identified, in addition to other securities for which we may have a concern, are evaluated based on facts and circumstances for inclusion on our watch-list. All investments in an unrealized loss position at December 31, 2008 were included in our portfolio monitoring process for determining whether declines in value were other than temporary.

We also conduct a portfolio review to recognize impairment on securities in an unrealized loss position for which we do not have the intent and ability to hold until recovery as a result of approved programs involving the disposition of investments for reasons such as negative developments that would change the view of long term investors and their intent to continue to hold the investment, subsequent credit deterioration of an issuer or holding, subsequent further deterioration of capital markets (i.e. debt and equity) and of economic conditions, subsequent further deterioration in the financial services and real estate industries, changes in duration, revisions to strategic asset allocations, liquidity needs, unanticipated federal income tax situations involving capital gains and capital loss carrybacks and carryforwards with specific expiration dates, investment risk mitigation actions, and other new facts and circumstances that would cause a change in our previous intent to hold a security to recovery or maturity.

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

The following table summarizes fixed income and equity securities in a gross unrealized loss position according to significance, aging and investment grade classification.

(\$ in millions except number of issues)	December 31, 2008				December 31, 2007			
	Fixed income		Equity	Total	Fixed income		Equity	Total
	Investment grade	Below investment grade			Investment grade	Below investment grade		
Category (I): Unrealized loss less than 20% of cost ⁽¹⁾								
Number of issues	4,303	275	112	4,690	4,058	379	322	4,759
Fair value	\$29,070	\$ 1,172	\$ 1,269	\$ 31,511	\$31,489	\$2,446	\$ 884	\$34,819
Unrealized	\$ (2,523)	\$ (147)	\$ (74)	\$ (2,744)	\$ (1,391)	\$ (146)	\$ (66)	\$ (1,603)
Category (II): Unrealized loss greater than or equal to 20% of cost for a period of less than 6 consecutive months ⁽¹⁾								
Number of issues	1,216	356	221	1,793	176	21	192	389
Fair value	\$ 8,445	\$ 1,555	\$ 676	\$ 10,676	\$ 1,096	\$ 134	\$ 102	\$ 1,332
Unrealized	\$ (5,365)	\$ (902)	\$ (365)	\$ (6,632)	\$ (578)	\$ (80)	\$ (38)	\$ (696)
Category (III): Unrealized loss greater than or equal to 20% of cost for a period of 6 or more consecutive months, but less than 12 consecutive months ⁽¹⁾								
Number of issues	208	29	1	238	—	—	5	5
Fair value	\$ 878	\$ 136	\$ 2	\$ 1,016	\$ —	\$ —	\$ 1	\$ 1
Unrealized	\$ (1,686)	\$ (197)	\$ (1)	\$ (1,884)	\$ —	\$ —	\$ (2)	\$ (2)
Category (IV): Unrealized loss greater than or equal to 20% of cost for 12 or more consecutive months ⁽¹⁾								
Number of issues	41	5	1	47	—	—	—	—
Fair value	\$ 79	\$ 16	\$ 3	\$ 98	\$ —	\$ —	\$ —	\$ —
Unrealized	\$ (200)	\$ (21)	\$ (4)	\$ (225)	\$ —	\$ —	\$ —	\$ —
Total number of issues	5,768	665	335	6,768	4,234	400	519	5,153
Total fair value ⁽²⁾	\$38,472	\$ 2,879	\$1,950	\$ 43,301	\$32,585	\$2,580	\$ 987	\$36,152
Total unrealized losses	\$ (9,774)	\$ (1,267)	\$ (444)	\$ (11,485)	\$ (1,969)	\$ (226)	\$ (106)	\$ (2,301)

(1) For fixed income securities, cost represents amortized cost.

(2) At December 31, 2008, 93.0% of the fixed income securities portfolio was rated investment grade compared to 92.7% at December 31, 2007.

The largest individual unrealized loss was \$17 million for category (I), \$105 million for category (II), \$38 million for category (III) and \$27 million for category (IV) as of December 31, 2008.

Categories (I) and (II) have generally been adversely affected by overall economic conditions including interest rate increases and the market's evaluation of certain sectors. The degree to which and/or length of time that the securities have been in an unrealized loss position does not suggest that these securities pose a high risk of being other-than-temporarily impaired.

Categories (III) and (IV) have primarily been historically adversely affected by industry and issue specific, or issuer specific conditions.

At December 31, 2008, Category (III) for fixed income was comprised primarily of fair values of \$361 million of ABS RMBS, \$133 million of cash flow CLO, \$130 million of corporate private and \$94 million of CMBS, for a total of \$718 million with unrealized losses of \$444 million, \$420 million, \$139 million and \$408 million, respectively, for a total of \$1.41 billion unrealized losses. No other security type individually represents more than \$56 million of fair value within this category.

Of the unrealized losses on below investment grade securities, 17.2% were in significant unrealized loss positions (greater than or equal to 20% of amortized cost) for six or more consecutive months prior to December 31, 2008. Included among the securities rated below investment grade are high-yield bonds and securities that were investment grade when originally acquired. We mitigate the credit risk of investing in below investment grade fixed income securities by limiting the percentage of our fixed income portfolio invested in such securities, through diversification of the portfolio, active credit monitoring and portfolio management activities. We continue to believe that the unrealized losses on these securities are not predictive of the ultimate performance.

Whenever our initial analysis indicates that a fixed income security's unrealized loss of 20% or more for at least 36 months or any equity security's unrealized loss of 20% or more for at least 12 months is temporary, additional evaluations and management approvals are required to substantiate that a write-down is not appropriate. As of December 31, 2008, one equity security with an unrealized loss of \$4 million met these criteria.

The following table contains the individual securities with the largest unrealized losses as of December 31, 2008. No other fixed income or equity security had an unrealized loss greater than \$33 million or 0.3% of the total unrealized loss on fixed income and equity securities.

(\$ in millions)	Unrealized loss	Fair value	NAIC rating	Unrealized loss category	Fair value hierarchy level
Exchange traded fund—International equity exposure	\$(105)	\$194	—	II	1
Municipal	(61)	13	2	II	2
Other CMBS	(44)	18	1	II	2
CMBS Subordinated	(38)	7	1	III	3
Municipal	(38)	40	2	II	2
Diversified banking institution	(37)	33	2	II	2
Municipal	(37)	11	2	II	2
Home equity	(36)	15	1	III	3
Total	<u>\$(396)</u>	<u>\$331</u>			

We also monitor the quality of our fixed income and bank loan portfolios by categorizing certain investments as “problem,” “restructured,” or “potential problem.” Problem fixed income securities and bank loans are in default with respect to principal or interest and/or are investments issued by companies that have gone into bankruptcy subsequent to our acquisition or loan. Restructured fixed income and bank loan investments have rates and terms that are not consistent with market rates or terms prevailing at the time of the restructuring. Potential problem fixed income or bank loan investments are current with respect to contractual principal and/or interest, but because of other facts and circumstances, we have concerns regarding the borrower's ability to pay future principal and interest, which causes us to believe these investments may be classified as problem or restructured in the future.

The following table summarizes problem, restructured and potential problem fixed income securities and bank loans, which are reported in other investments, at December 31.

(\$ in millions)	2008					
	Par value ⁽¹⁾	Amortized cost ⁽¹⁾	Amortized cost as a percent of par value	Fair value	Fair value as a percent of par value	Percent of total fixed income and bank loan portfolios
Restructured	\$ 101	\$ 86	85.2%	\$ 76	75.3%	0.1%
Problem	1,027	228	22.2	186	18.1	0.3
Potential problem	1,896	707	37.3	517	27.3	0.7
Total net carrying value	<u>\$3,024</u>	<u>\$1,021</u>	33.8	<u>\$779</u>	25.8	<u>1.1%</u>
Cumulative write-downs recognized ⁽²⁾		<u>\$1,673</u>				

(\$ in millions)	2007					
	Par value	Amortized cost	Amortized cost as a percent of par value	Fair value	Fair value as a percent of par value	Percent of total fixed income and bank loan portfolios
Restructured	\$ 38	\$ 35	92.1%	\$ 35	92.1%	—%
Problem	363	35	9.6	43	11.8	0.1
Potential problem	319	245	76.8	198	62.1	0.2
Total net carrying value	<u>\$720</u>	<u>\$315</u>	43.8	<u>\$276</u>	38.3	<u>0.3%</u>
Cumulative write-downs recognized ⁽²⁾		<u>\$358</u>				

(1) The difference between par value and amortized cost of \$2.00 billion at December 31, 2008 is primarily attributable to write-downs. Par value has been reduced by principal payments.

(2) Cumulative write-downs recognized only reflects impairment write-downs related to investments within the problem, potential problem and restructured categories.

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At December 31, 2008, amortized cost for the problem category was \$228 million and was comprised of \$83 million of corporates (primarily privately placed), \$49 million of financial sector-related holdings, \$25 million of municipal bonds, \$19 million of real estate investment trusts and \$15 million of bank loans. Also included were \$21 million of market value CDO, \$10 million of ABS CDO, \$5 million of ABS RMBS, and \$1 million of Alt-A. The increase over December 31, 2007 is attributable to the addition of fixed income and bank loan holdings that either are in default with respect to principal or interest and/or are investments issued by companies that went into bankruptcy during the period. The amortized cost of problem investments with a fair value less than 70% of amortized cost totaled \$74 million, with unrealized losses of \$34 million and fair value of \$40 million.

At December 31, 2008, amortized cost for the potential problem category was \$707 million and was comprised of \$218 million of Alt-A, \$132 million of other CDO, \$74 million of ABS RMBS, \$13 million of Other ABS and \$6 million of CRE CDO. Also included were \$86 million of municipal bonds, \$80 million of corporates (primarily privately placed home builders and suppliers), \$47 million of financial sector-related holdings, \$37 million of foreign government holdings and \$14 million of bank loans. The increase over December 31, 2007 is primarily attributable to the additions of certain real estate-related holdings, including securities collateralized by residential and commercial mortgage loans, as well as market value, cash flow and synthetic CDO. Also contributing to the increase were financial sector-related holdings and corporates, primarily privately placed. The amortized cost of potential problem investments with a fair value less than 70% of amortized cost totaled \$269 million, with unrealized losses of \$161 million and fair value of \$108 million.

We evaluated each of these investments through our portfolio monitoring process at December 31, 2008 and recorded write-downs when appropriate. We further concluded that any remaining unrealized losses on these investments were temporary in nature and that we have the intent and ability to hold the securities until recovery.

Net Investment Income The following table presents net investment income for the years ended December 31.

(\$ in millions)	2008	2007	2006
Fixed income securities	\$4,783	\$5,459	\$5,329
Equity securities	120	114	117
Mortgage loans	618	600	545
Limited partnership interests	62	293	187
Other	249	412	404
Investment income, before expense	5,832	6,878	6,582
Investment expense	(210)	(443)	(405)
Net investment income ⁽¹⁾	<u>\$5,622</u>	<u>\$6,435</u>	<u>\$6,177</u>

(1) Beginning in the fourth quarter of 2008, income from EMA LP is reported in realized capital gains and losses. EMA LP income for periods prior to the fourth quarter of 2008 is reported in net investment income. The amount of EMA LP income included in net investment income was \$24 million in 2008, \$198 million in 2007 and \$91 million in 2006. The amount of EMA LP loss included in realized capital gains and losses was \$97 million in 2008.

Total investment expenses decreased \$233 million in 2008 compared to 2007, after increasing \$38 million in 2007 compared to 2006. The 2008 decrease was primarily due to lower expenses associated with a lower amount of collateral received in connection with securities lending transactions. The average amount of collateral held in connection with securities lending was approximately \$2.46 billion in 2008 compared to approximately \$4.55 billion in 2007, as a result of actions to reduce our securities lending balances.

Net Realized Capital Gains and Losses The following table presents the components of realized capital gains and losses and the related tax effect for the years ended December 31.

(\$ in millions)	2008	2007	2006
Sales ⁽¹⁾	\$ (464)	\$1,483	\$ 491
Impairment write-downs ⁽²⁾	(1,983)	(163)	(47)
Change in intent write-downs ⁽¹⁾⁽³⁾	(1,752)	(147)	(112)
Valuation of derivative instruments	(1,280)	(77)	26
EMA LP income ⁽⁴⁾	(97)	—	—
Settlement of derivative instruments	486	139	(72)
Realized capital gains and losses, pre-tax	(5,090)	1,235	286
Income tax benefit (expense)	1,779	(437)	(100)
Realized capital gains and losses, after-tax	<u><u>\$ (3,311)</u></u>	<u><u>\$ 798</u></u>	<u><u>\$ 186</u></u>

(1) To conform to the current period presentation, certain amounts in the prior periods have been reclassified.

(2) Impairment write-downs reflect issue specific other-than-temporary declines in fair value, including instances where we could not reasonably assert that the recovery period would be temporary.

(3) Change in intent write-downs reflect instances where we cannot assert a positive intent to hold until recovery.

(4) Beginning in the fourth quarter of 2008, income from EMA LP is reported in realized capital gains and losses. EMA LP income for periods prior to the fourth quarter of 2008 is reported in net investment income.

Sales net realized losses in 2008 were due to net realized losses on equity securities of \$701 million comprised of gross losses of \$1.45 billion and gross gains of \$751 million. The gross losses primarily resulted from the execution of tax planning strategies primarily within our equity portfolios that are effectively carried on a lower of cost or fair value basis to realize capital loss carryback benefits. The net realized gains on sales in 2007 were primarily due to net realized gains on equity securities of \$1.14 billion comprised of gross gains of \$1.39 billion and gross losses of \$252 million. The gross gains were attributable to our continuing tactical reallocation of equity securities in the Property-Liability portfolio.

The ten largest losses from sales of individual securities for the year ended December 31, 2008 totaled \$239 million and ranged from \$12 million to \$46 million. Five securities totaling \$54 million were in an unrealized loss position greater than or equal to 20% of amortized cost for fixed income securities or cost for equity securities for a period of less than six consecutive months. One security totaling \$13 million was in an unrealized loss position greater than or equal to 20% of amortized cost for fixed income securities or cost for equity securities for a period of more than six but less than twelve consecutive months.

Our largest aggregate loss on sales and write-downs are shown in the following table by issuer and its affiliates. No other issuer together with its affiliates had an aggregated loss on sales and write-downs greater than 0.8% of the total gross loss on sales and write-downs on fixed income and equity securities.

(\$ in millions)	Fair value at sales ("proceeds")	Gain/loss on Sales	Write-downs	December 31, 2008 holdings ⁽¹⁾	Net unrealized gain (loss)
Finance company	\$ 173	\$(12)	\$(109)	\$ 7	\$ (1)
Savings and loan	22	(3)	(87)	—	—
MBS Alt-A	—	—	(71)	23	(6)
Large international insurer	102	(3)	(59)	54	(6)
Brokerage	164	(7)	(53)	121	(3)
Synthetic CDO	—	—	(50)	14	(10)
Exchange traded funds—Dow Jones Financial Index	150	(33)	(16)	—	—
Exchange traded funds—International exposure	24	(12)	(34)	764	(17)
Bank	100	5	(51)	206	(14)
Finance company	—	—	(45)	—	—
Mortgage association	386	10	(55)	231	10
Total	<u><u>\$1,121</u></u>	<u><u>\$(55)</u></u>	<u><u>\$(630)</u></u>	<u><u>\$1,420</u></u>	<u><u>\$(47)</u></u>

(1) Holdings include fixed income securities at amortized cost or equity securities at cost.

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The circumstances of the above losses are considered to be security or issue specific and are not expected to have a material effect on other holdings in our portfolios.

We may sell or change our intent to hold a security until recovery for impaired fixed income or equity securities that were in an unrealized loss position at the previous reporting date, or other investments where the fair value has declined below the amortized cost or cost, in situations where significant unanticipated new facts and circumstances emerge or existing facts and circumstances increase in significance and are anticipated to adversely impact a security's future valuations more than previously expected; including negative developments that would change the view of long term investors and their intent to continue to hold the investment, subsequent credit deterioration of an issuer or holding, subsequent further deterioration in capital markets (i.e. debt and equity) and of economic conditions, subsequent further deterioration in the financial services and real estate industries, liquidity needs, unanticipated federal income tax situations involving capital gains and capital loss carrybacks and carryforwards with specific expiration dates, investment risk mitigation actions, and other new facts and circumstances that would cause a change in our previous intent to hold a security to recovery or maturity.

Upon approval of programs involving the expected disposition of investments, portfolio managers identify a population of suitable investments, typically larger than needed to accomplish the objective, from which specific securities are selected to sell. Due to our change in intent to hold until recovery, we recognize impairments on investments within the population that are in an unrealized loss position. Further unrealized loss positions that develop subsequent to the original write-down are recognized in the reporting period in which they occur through the date the program is closed. The program is closed when the objectives of the program are accomplished or a decision is made not to fully complete it, at which time an evaluation is performed of any remaining securities and where appropriate they are redesignated as having the intent to hold to recovery. Reasons resulting in a decision not to complete an approved program include matters such as the mitigation of concerns that led to the initial decision, changes in priorities or new complications that emerge from significant unanticipated developments, such as subsequent significant deterioration which we view to be temporary in nature, to the point at which securities could only be sold at prices below our view of their intrinsic values, or subsequent favorable developments that support a return to having the intent to hold to recovery. Subsequent other-than-temporary impairment evaluations utilize the amortized cost or cost basis that reflect the write-downs. Fixed income securities subject to change in intent write-downs, including those redesignated as intent to hold, continue to earn investment income and any discount or premium from the amortized cost basis that reflects the write-downs is recognized using the effective yield method over the expected life of the security.

As previously described above, it is not possible to reliably identify a reasonably likely circumstance that would result in a change in intent to hold securities to recovery leading to the reporting of additional realized capital losses, since they result from significant unanticipated changes. Our fixed income securities and equity securities have gross unrealized losses of \$11.04 billion and \$444 million, respectively, at December 31, 2008 that we concluded were temporary in nature and we have the intent and ability to hold the securities until recovery.

Impairment write-downs for the years ended December 31 are presented in the following table.

(\$ in millions)	2008	2007	2006
Fixed income securities	\$(1,507)	\$(109)	\$(16)
Equity securities	(328)	(25)	(13)
Limited partnership interests	(112)	(25)	(13)
Short-term investments	—	(1)	(3)
Other investments	(36)	(3)	(2)
Total impairment write-downs	<u>\$(1,983)</u>	<u>\$(163)</u>	<u>\$(47)</u>

\$1.02 billion, or 67.9% of the fixed income security write-downs in 2008 related to impaired securities that were performing in line with anticipated or contractual cash flows, but which were written down primarily because of expected deterioration in the performance of the underlying collateral or our assessment of the probability of future default. As of December 31, 2008, for these securities, there have been no defaults or defaults impacting classes lower in the capital structure. \$194 million of the fixed income security write-downs in 2008 primarily related to securities experiencing a significant departure from anticipated cash flows; however, we believe they retain economic value and \$126 million related to securities for which future cash flows are very uncertain. Equity securities were written down primarily due to the length of time and extent fair value was below cost, considering our assessment of the financial condition, near-term and long-term prospects of the issuer, including relevant industry conditions and trends.

Impairment write-downs and cash received, inclusive of sales, on these investments for the year ended December 31, 2008 are presented in the following table. Notwithstanding our intent and ability to hold these securities with impairment write-downs, we concluded that we could not reasonably assert that the recovery period would be temporary.

(\$ in millions) Performing in accordance with anticipated or contractual cash flows	December 31, 2008	
	Impairment write-downs	Cash received ⁽³⁾
Alt-A	\$	\$
No defaults in underlying collateral	(85)	41
Defaults lower in capital structure	(115)	27
	(200)	68
ABS RMBS	(183)	25
ABS CDO	(63)	5
CMBS and CRE CDO	(46)	6
Other CDO	(94)	18
Synthetic CDO	(186)	8
Corporate		
Automotive	(3)	5
Bond reinsurer—convertible to perpetual security	(22)	1
Financials	(68)	19
Gaming	(3)	—
Home construction	(71)	9
Oil and gas	(2)	4
Publishing	(4)	—
Real estate and Real Estate Investment Trust	(44)	3
Telecommunications	(15)	5
Other	(3)	—
Subtotal	(235)	46
Other	(17)	13
Subtotal⁽¹⁾	(1,024)	189
Departure from anticipated or contractual cash flows		
Future cash flows expected—		
ABS RMBS	(35)	9
Municipal bonds	(7)	1
Corporate		
Broadcasting	(23)	—
Residual interest trust security	(82)	—
Equity structured note	(30)	—
Financials	(17)	12
Subtotal⁽²⁾	(194)	22
Future cash flows very uncertain—		
Other CDO	(38)	2
ABS RMBS	(6)	1
Corporate		
Bond insurer	(10)	—
Financials	(71)	25
Other	(1)	—
Subtotal	(126)	28
Investments disposed	(163)	159
Total fixed income securities⁽⁴⁾	\$(1,507)	\$ 398
Total equity securities	\$ (328)	\$1,159
Total limited partnership interests	\$ (112)	\$ 30
Total other investments	\$ (36)	\$ 7

- (1) Written down primarily because of expected deterioration in the performance of the underlying collateral or our assessment of the probability of future default. As of December 31, 2008, for the securities with direct interest in the lender, there have been no defaults. For securities supported by collateral, there have been no defaults or defaults have occurred in classes lower in the capital structure.
- (2) Experienced a significant departure from anticipated residual cash flows. While these fixed income security write-downs were valued at a significant discount to cost, we believe these securities retain economic value.
- (3) Cash received includes both income and principal collected during the period and proceeds upon sale.
- (4) Impairment write-downs on our illiquid portfolios were \$882 million.

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Change in intent write-downs totaling \$1.75 billion in 2008 included \$1.56 billion for fixed income securities, \$120 million for equity securities, \$74 million for mortgage loans and \$3 million for other investments compared to \$84 million for fixed income securities, \$32 million for equity securities, \$30 million for mortgage loans and \$1 million for other investments in 2007. The change in intent write-downs in 2008 were a result of our risk mitigation and return optimization programs, enterprise asset allocations and ongoing comprehensive reviews of our portfolios.

Change in intent write-downs for year ended December 31, 2008 are presented in the table below.

(\$ in millions)

Criteria	Security type	SFAS No. 157 level	Fair value of outstanding change in intent assets	Net realized capital loss ⁽³⁾
<i>Risk mitigation</i>				
Targeted reductions ⁽¹⁾ in commercial real estate exposure where it is anticipated that future downside risk remains. Considerations included position held in the capital structure, vintage year, illiquidity and deteriorating fundamentals.	CRE CDO	3	\$ 27	\$ (331)
	CMBS	2 3	— 29	(22) (203)
	Mortgage loans	3	127	(73)
Targeted reductions ⁽¹⁾ in residential real estate where management believes there is a risk of future material declines in price in the event of continued deterioration in the economy. Considerations included position held in the capital structure, projected performance of the collateral, and expected internal rates of return.	Prime	2 3	— —	(9) (11)
	Alt-A	3	34	(138)
	ABS RMBS	3	51	(281)
Targeted reductions ⁽¹⁾ in financial sector exposure included securities issued by certain regional banks and certain large financial institutions.	Financial sector	2 3	14 —	(178) (33)
	Other	2	4	(18)
Total risk mitigation			286	(1,297)
Individual identification			705	(283)
Enterprise-wide asset allocation			5	(164)
Other			—	(8)
Total			<u>\$996</u>	<u>\$ (1,752)⁽²⁾</u>

(1) Targeted reductions are made from identified specific investments.

(2) Change in intent write-downs on our illiquid portfolios were \$997 million.

(3) Change in intent write-downs are related to the risk mitigation targeted reduction for this security type for the year and not for the outstanding change in intent assets at December 31, 2008.

Investments for which we had changed our intent to hold to recovery as of June 30, 2008 totaled \$6.39 billion and included \$3.31 billion as part of the risk mitigation and return optimization programs, \$2.39 billion of securities as part of our enterprise-wide asset allocation program and \$688 million related to individual securities. The following table summarizes the activity related to investments for which we had changed our intent to hold.

(\$ in millions)

Carrying value as of June 30, 2008	\$ 6,385
Re-designated as intent to hold to recovery as of October 1, 2008 ⁽¹⁾	(2,589)
Sales:	
Risk mitigation and return optimization program ⁽²⁾	(1,237)
Enterprise asset allocation and other programs	(1,705)
Net realized capital gains and losses on sales:	
Risk mitigation and return optimization program ⁽²⁾	(104)
Enterprise asset allocation and other programs	46
Additional change in intent designations ⁽³⁾	1,119
Write-downs ⁽⁴⁾	(831)
Other	(88)
Carrying value as of December 31, 2008	<u>\$ 996</u>

(1) Net unrealized capital losses on these re-designated investments were \$289 million as of December 31, 2008.

(2) Net proceeds from the sales of risk mitigation and return optimization actions totaled \$1.24 billion with an additional loss of \$104 million or 92% of fair values reported at June 30, 2008.

(3) Comprised \$865 million and \$254 million for which we changed our intent to hold in the third and fourth quarter of 2008, respectively, due to unanticipated changes in facts and circumstances.

(4) Includes change in intent write-downs of \$453 million and \$241 million in the third and fourth quarter of 2008, respectively, and impairment write-downs of \$122 million and \$15 million in the third and fourth quarter of 2008, respectively.

Our original objective in our June 30, 2008 risk mitigation and return optimization program was to reduce our exposure to the identified investments in an orderly fashion prior to additional significant negative impacts. Though we were able to complete a considerable portion of the reduction, approximately \$1.24 billion of this program, during the third and fourth quarters of 2008 the financial markets experienced additional and severe dislocation. A series of events, which includes the effects of failures of large financial institutions and intermediaries and various intervention by the government, significantly increased the level of uncertainty in the market. These conditions drove significant volatility in the levels of liquidity and put additional and immediate downward pressures on prices of certain of these investments in respect to our estimated intrinsic values. As a result of these market conditions, which have worsened, we determined that we would not be able to sell certain of these investments at our view of their intrinsic values.

Investments re-designated at October 1, 2008 as having the intent to hold to recovery due to our inability to dispose of them for values equal to or greater than our view of their intrinsic value are presented in the following table.

(\$ in millions)	Fair value at October 1, 2008	Amortized cost at October 1, 2008	Fair value at December 31, 2008	Amortized cost at December 31, 2008
Corporate	\$ 618	\$ 616	\$ 578	\$ 592
Finance sector ⁽¹⁾	607	603	469	537
ABS RMBS	591	589	462	610
Municipal	482	482	493	479
Alt-A	126	126	89	121
Prime	53	59	40	55
Corporate privately placed securities	40	40	24	27
Other	79	74	55	78
Total	<u>\$2,596</u>	<u>\$2,589</u>	<u>\$2,210</u>	<u>\$2,499</u>

(1) Includes corporate, corporate privately placed securities and equity securities with financial sector exposure.

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For the year ended December 31, 2007, we recognized \$147 million of losses related to a change in our intent to hold certain investments with unrealized losses in the Property-Liability and Allstate Financial segments until they recover in value. The change in our intent was primarily related to strategic asset allocation decisions and ongoing comprehensive reviews of our portfolios as well as a liquidity strategy in the Property-Liability portfolio. At December 31, 2007, the fair value of securities for which we did not have the intent to hold until recovery totaled \$1.68 billion.

Valuation and settlement of derivative instruments net realized capital losses totaling \$794 million for the year ended December 31, 2008 included \$1.28 billion losses on valuation of derivative instruments, including \$510 million of losses for the accounting valuation of embedded options in equity indexed notes and convertible fixed income securities, partially offset by \$486 million of gains on the settlement of derivative instruments. For the year ended December 31, 2007, net realized capital gains on the valuation and settlement of derivative instruments totaled \$62 million.

At December 31, 2008, our securities with embedded options totaled \$1.46 billion and decreased in fair value from December 31, 2007 by \$934 million, comprised of realized capital losses on valuation of \$510 million, net sales activity of \$350 million, and unrealized net capital losses reported in other comprehensive income ("OCI") of \$74 million for the host securities. Net unrealized capital losses were further increased by \$7 million due to amortization and impairment write-downs on the host securities. The change in fair value of embedded options is bifurcated from the host securities, separately valued and reported in realized capital gains and losses, while the change in value of the host securities is reported in OCI. Total amortized cost exceeded total fair value by \$22 million at December 31, 2008. Valuation gains and losses are converted into cash for securities with embedded options upon our election to sell these securities. In the event the economic value of the options is not realized, we will recover the par value if held to maturity unless the issuer of the note defaults. Total par value exceeded fair value by \$346 million at December 31, 2008.

Losses on derivatives used for interest rate risk management but which have not been designated as accounting hedges, primarily in our duration management programs, were related to changing interest rates and, to a lesser extent, widening credit spreads.

Gains from the risk reduction programs, primarily in our equity hedge program, were related to declines in the fair value of S&P related securities and losses were experienced in our income generation programs and from the valuation changes of embedded options in fixed income securities.

A changing interest rate environment will drive changes in our portfolio duration targets at a tactical level. A duration target and range is established with an economic view of liabilities relative to a long-term investment portfolio view. Tactical duration management is accomplished through both cash market transactions including new purchases and derivative activities that generate realized gains and losses. As a component of our approach to managing portfolio duration, realized gains and losses on certain derivative instruments are most appropriately considered in conjunction with the unrealized gains and losses on the fixed income portfolio. This approach mitigates the impacts of general interest rate changes to the overall financial condition of the Company.

The table below presents the realized capital gains and losses (pre-tax) on the valuation and settlement of derivative instruments shown by underlying exposure and derivative strategy for the years ended December 31.

(\$ in millions)	2008			2007	2006	2008 Explanations
	Valuation	Settlements	Total	Total	Total	
Risk reduction						
Property–Liability						
Portfolio duration management	\$ 38	\$ (48)	\$ (10)	\$ (50)	\$ (1)	Net short interest rate futures and municipal interest rate swaps are used to offset the effects of changing interest rates on a portion of the Property–Liability fixed income portfolio that is reported in unrealized net capital gains or losses in OCI. The short interest rate future contracts are exchange traded, daily cash settled and can be exited at any time for minimal additional cost. The 2008 year-to-date (“YTD”) settlement loss on futures resulted from decreases in risk free interest rates. Unrealized gains on the fixed income portfolio caused by decreasing interest rates did not offset settlement losses due to widening credit spreads. The municipal interest rate swaps can be terminated at any time for minimal additional cost. Periodic settlements occur quarterly. The 2008 YTD valuation gain represents the changing value of expected future settlements and resulted from increases in the municipal interest rates. Unrealized losses on the municipal fixed income portfolio, caused by widening credit spreads, more than offset the valuation gains on the derivative.
Interest rate spike exposure	(81)	(16)	(97)	(20)	–	Interest rate swaption contracts, with approximately one-year terms, and exchange traded options on treasury futures provide an offset to declining fixed income market values resulting from potential rising interest rates. The existing swaption contracts at December 31, 2008 protect \$14.50 billion of notional principal by limiting the decline in value to approximately \$1.50 billion for an increase in risk-free rates greater than approximately 150 basis points above those in effect at inception of the contracts. During 2008, \$12.00 billion notional of interest rate swaption contracts, executed in the second half of 2007, expired. Additionally, \$9.50 billion notional were replaced at a lower strike price and resulted in a settlement loss being recognized. Exchange traded options on treasury futures were utilized in fourth quarter of 2008 to supplement the protection provided by swaption contracts without increasing the counterparty risk associated with OTC contracts. The options on futures contracts at December 31, 2008 protect \$4.00 billion of notional principal by limiting the decline in value to approximately \$1.50 billion for an increase in risk-free rates greater than approximately 100 basis points above those in effect at inception of the contracts. The 2008 YTD valuation loss resulted from a decrease in interest rates during the year. Interest rate swaption contracts and exchange traded options can expire, terminate early at minimal additional cost, or the option can be exercised. If interest rates do not increase above the strike rate, the maximum remaining potential loss in 2009 is limited to the remaining unrecognized premium cost of \$11 million at December 31, 2008.
Hedging unrealized gains on equity securities	(53)	473	420	61	(13)	Short S&P futures were primarily used to protect unrealized gains on our equity securities portfolio reported in unrealized net capital gains or losses in accumulated OCI. The futures contracts are exchange traded, daily cash settled and can be exited at any time for minimal additional cost. The 2008 YTD settlement gains on futures offset the decline in our unrealized gains on equity securities as equity markets declined. Exchange traded put options provide an offset to significant declines in equity market values below a targeted level. Options can expire, terminate early or the option can be exercised. If the equity index does not fall below the put's strike price, the maximum loss on purchased puts is limited to the amount of the premium paid. The exchange traded put options purchased during third and fourth quarter were replaced at the end of December at lower strikes and resulted in \$114 million settlement gain. OTC collars, comprised of purchased puts and written calls were terminated and resulted in \$228 million settlement gain. The 2008 YTD valuation loss on options offset the increase in our unrealized gains on equity portfolios as equity markets increased during the last few days of the year.
Foreign currency contracts	(25)	(2)	(27)	6	–	
Credit risk reduction	48	–	48	8	–	Valuation gain is the result of widening credit spreads on referenced credit entities.
Allstate Financial	(543)	40	(503)	(27)	(51)	
Duration gap management						Interest rate caps, floors and swaps are used by Allstate Financial to align interest-rate sensitivities of its assets and liabilities. The contracts settle based on differences between current market rates and a contractually specified fixed rate through expiration. The contracts can be terminated and settled at anytime with a minimal additional cost. The maximum loss on caps and floors would be limited to the amount of premium paid for the protection. The change in valuation reflects the changing value of expected future settlements from changing interest rates, which may vary over the period of the contracts. The 2008 YTD losses, resulting from decreasing interest rates, are offset in unrealized gains in OCI to the extent it relates to changes in risk-free rates; however, the impact of widening credit spreads more than offset this benefit.
Anticipatory hedging	(1)	154	153	(30)	17	Futures are used to protect investment spread from interest rate changes during mismatches in the timing of cash flows between product sales and the related investment activity. The futures contracts are exchange traded, daily cash settled and can be exited at any time for minimal additional cost. If the cash flow mismatches are such that a positive net investment position is being hedged, there is an offset for the related investments unrealized loss in OCI. The 2008 YTD amounts reflect decreases in risk-free interest rates on a net long position as liability issuances exceeded asset acquisitions.
Hedging of interest rate exposure in annuity contracts	(22)	(7)	(29)	(22)	1	Value of expected future settlements and the associated value of future credited interest, which is reportable in future periods when incurred, decreased due to declining interest rates.
Hedging unrealized gains on equity indexed notes	–	7	7	1	–	
Hedge ineffectiveness	(2)	(2)	(4)	(13)	(7)	The hedge ineffectiveness of (\$2 million) includes \$416 million in realized capital losses on swaps that were offset by \$414 million in realized capital gains on the hedged risk.

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	2008			2007	2006	2008 Explanations
(\$ in millions)	Valuation	Settlements	Total	Total	Total	
Foreign currency contracts	—	(1)	(1)	(13)	(5)	
Credit risk reduction	20	(3)	17	—	—	Valuation gain is the results of widening credit spreads on referenced credit entities.
Other	(27)	—	(27)	(16)	—	
Total Risk reduction	\$ (648)	\$ 595	\$ (53)	\$(115)	\$ (59)	
Income generation						
Asset replication—credit exposure						Credit default swaps are used to replicate fixed income securities and to complement the cash market when credit exposure to certain issuers is not available or when the derivative alternative is less expensive than the cash market alternative. The credit default swaps typically have five year term for which we receive periodic premiums through expiration. The 2008 YTD changes in valuation are due to the widening credit spreads, and would only be converted to cash upon disposition which can be done at any time, or if the credit event specified in the contract occurs. The maximum exposure is equal to the notional amount of the credit derivative. When the credit event specified in the contract occurs, we are obligated to pay the counterparty the notional amount of the contract and receive in return the referenced defaulted security or similar security. As of December 31, 2008, we had \$1.06 billion of notional outstanding.
Property—Liability	\$ (50)	\$ 9	\$ (41)	\$ (12)	\$ 2	
Allstate Financial	(71)	9	(62)	(18)	4	
Total	(121)	18	(103)	(30)	6	
Asset replication—equity exposure						
Property—Liability	—	(84)	(84)	16	—	Settlement loss was a result of the decline in equity markets.
Commodity derivatives—Property—Liability	(1)	(43)	(44)	106	(111)	The settlement losses are the result of decreasing returns on the underlying commodity index. There were no open positions as of December 31, 2008.
Total Income generation	\$ (122)	\$(109)	\$(231)	\$ 92	\$(105)	
Accounting						
Equity indexed notes—Allstate Financial	\$ (290)	\$ —	\$(290)	\$ 38	\$ 35	Equity-indexed notes are fixed income securities that contain embedded options. The changes in valuation of the embedded equity indexed call options are reported in realized capital gains and losses. The results generally track the performance of underlying equity indices. During 2008, one of the embedded options was valued at \$0 due to the counterparty's bankruptcy. As a result, an additional \$21 million of losses was reported in realized capital gains and losses. Valuation gains and losses are converted into cash upon sale or maturity. In the event the economic value of the options is not realized, we will recover the par value of the host fixed income security if held to maturity unless the issuer of the note defaults. Par value exceeded fair value by \$167 million at December 31, 2008. Equity-indexed notes are subject to our comprehensive portfolio monitoring and watchlist processes to identify and evaluate when the carrying value may be other-than-temporarily impaired. As a result of this process, one issue was written-down during 2008 due to the issuer's bankruptcy. The following table compares the December 31, 2008 and December 31, 2007 holdings respectively.

Included in the table above are net realized capital gains on the valuation and settlement of derivative instruments related to our risk mitigation and return optimization programs initiated in 2008 totaling \$256 million for the year ended December 31, 2008. These realized capital gains and losses are detailed in the following table for the year ended December 31, 2008.

(\$ in millions)	<u>Valuation</u>	<u>Settlement</u>	<u>Total</u>
Portfolio duration management	\$ 38	\$ 1	\$ 39
Interest rate spike exposure	(81)	(16)	(97)
Hedging unrealized gains on equity securities	(48)	342	294
Credit risk hedging	25	(5)	20
Total	<u>\$(66)</u>	<u>\$322</u>	<u>\$256</u>

The following table presents the breakout by operating segment for net realized capital gains on the valuation and settlements of derivatives for the years ended December 31:

(\$ in millions)	<u>2008</u>	<u>2007</u>	<u>2006</u>
Property-Liability	\$ (7)	\$118	\$(77)
Allstate Financial	(788)	(57)	31
Corporate and Other	1	1	—
Total	<u>\$(794)</u>	<u>\$ 62</u>	<u>\$(46)</u>

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Fair Value of Financial Assets and Financial Liabilities

The following table provides additional details regarding Level 1, 2 and 3 financial assets and financial liabilities by their classification in the Consolidated Statement of Financial Position at December 31, 2008. For further discussion of Level 1, 2 and 3 financial assets and financial liabilities, see Note 2 of the consolidated financial statements and the Application of Critical Accounting Estimates section of the MD&A.

(\$ in millions)	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Other valuations and netting	Balance as of December 31, 2008
Financial assets					
Fixed income securities:					
Corporate	\$ —	\$ 14,132	\$ 486		\$ 14,618
Corporate privately placed securities	—	3,300	9,709		13,009
Municipal	—	19,323	793		20,116
Municipal—ARS	—	62	1,670		1,732
U.S. government and agencies	662	3,572	—		4,234
ABS RMBS	—	—	2,067		2,067
Alt-A	—	—	582		582
Other CDO	—	—	778		778
Other ABS	—	—	526		526
ABS CDO	—	—	6		6
CRE CDO	—	—	27		27
CMBS	—	3,389	430		3,819
Preferred stock	—	24	2		26
MBS	—	3,577	333		3,910
Foreign government	—	2,675	—		2,675
ABS—Credit card, auto and student loans	—	73	410		483
Total fixed income securities	662	50,127	17,819		68,608
Equity securities:					
U.S. equities	2,260	1	37		2,298
International equities	217	96	29		342
Other	—	157	8		165
Total equity securities	2,477	254	74		2,805
Short-term investments:					
Commercial paper and other	—	8,343	—		8,343
Money market funds	563	—	—		563
Total short-term investments	563	8,343	—		8,906
Other investments:					
Free-standing derivatives	—	812	13		825
Total other investments	—	812	13		825
Total recurring basis assets	3,702	59,536	17,906		81,144
Non-recurring basis	—	—	301		301
Valued at cost, amortized cost or using the equity method				\$ 15,078	15,078
Counterparty and cash collateral netting ⁽¹⁾				(525)	(525)
Total investments	3,702	59,536	18,207	14,553	95,998
Separate account assets	8,239	—	—	—	8,239
Other assets	—	—	1	—	1
Total financial assets	\$11,941	\$59,536	\$18,208	\$14,553	\$104,238
% of total financial assets	11.4%	57.1%	17.5%	14.0%	100.0%
Financial liabilities					
Contractholder funds:					
Derivatives embedded in annuity contracts	\$ —	\$ (37)	\$ (265)		\$ (302)
Other liabilities:					
Free-standing derivatives	—	(1,177)	(114)		(1,291)
Non-recurring basis	—	—	—		—
Counterparty and cash collateral netting ⁽¹⁾				\$ 505	505
Total financial liabilities	\$ —	\$ (1,214)	\$ (379)	\$ 505	\$ (1,088)
% of total financial liabilities	—%	111.6%	34.8%	(46.4)%	100.0%

(1) In accordance with Financial Accounting Standards Board ("FASB") Staff Position No. FIN 39-1, *Amendment of FASB Interpretation No. 39*, we net all fair value amounts recognized for derivative instruments and fair value amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral executed with the same counterparty under a master netting agreement. At December 31, 2008, the right to reclaim cash collateral was offset by securities held, and the obligation to return collateral was \$20 million.

The following table provides a summary of changes in fair value during the year ended December 31, 2008 of Level 3 financial assets and financial liabilities held at fair value on a recurring basis at December 31, 2008.

(\$ in millions)	Balance as of January 1, 2008	Total realized and unrealized gains (losses) included in:		Purchases, sales, issuances and settlements, net	Net transfers in and/or (out) of Level 3	Balance as of December 31, 2008	Total gain (losses) included in Net Income for instruments still held at December 31, 2008 ⁽⁴⁾
		Net income ⁽¹⁾	OCI on Statement of Financial Position				
Financial assets							
Fixed income securities:							
Corporate	\$ 810	\$ (100)	\$ (59)	\$ (380)	\$ 215	\$ 486	\$ (102)
Corporate privately placed securities	12,058	(326)	(1,343)	(991)	311	9,709	(277)
Municipal	991	3	(255)	(5)	59	793	(5)
Municipal—ARS	486	—	(130)	(200)	1,514	1,670	—
ABS RMBS	3,926	(526)	(566)	(767)	—	2,067	(444)
Alt—A	1,347	(384)	(121)	(260)	—	582	(201)
Other CDO	2,010	(288)	(889)	(35)	(20)	778	(290)
Other ABS	1,339	(15)	(159)	(660)	21	526	(10)
ABS CDO	36	(63)	38	(5)	—	6	(63)
CRE CDO	568	(438)	184	(287)	—	27	(182)
CMBS	265	(41)	(475)	(96)	777	430	(20)
Preferred stock	1	1	—	—	—	2	—
MBS	96	2	(82)	(26)	343	333	—
Foreign government	19	1	—	(6)	(14)	—	—
ABS—Credit card, auto and student loans	420	(13)	(58)	(158)	219	410	—
Total fixed income securities	24,372	(2,187)	(3,915)	(3,876)	3,425	17,819	(1,594)
Equity securities	129	(102)	5	20	22	74	(5)
Other investments:							
Free-standing derivatives, net	10	(235)	—	124	—	(101) ⁽²⁾	(106)
Total investments	24,511	(2,524)	(3,910)	(3,732)	3,447	17,792 ⁽³⁾	(1,705)
Other assets	2	(1)	—	—	—	1	(1)
Total recurring Level 3 financial assets	<u>\$24,513</u>	<u>\$ (2,525)</u>	<u>\$ (3,910)</u>	<u>\$ (3,732)</u>	<u>\$3,447</u>	<u>\$17,793</u>	<u>\$ (1,706)</u>
Financial liabilities							
Contractholder funds:							
Derivatives embedded in annuity contracts	\$ 4	\$ (270)	\$ —	\$ 1	\$ —	\$ (265)	\$ (270)
Total recurring Level 3 financial liabilities	<u>\$ 4</u>	<u>\$ (270)</u>	<u>\$ —</u>	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ (265)</u>	<u>\$ (270)</u>

(1) The effect to net income of financial assets and financial liabilities totals \$(2.79) billion and is reported in the Consolidated Statements of Operations as follows: \$(2.65) billion in realized capital gains and losses; \$134 million in net investment income; \$(6) million in interest credited to contractholder funds; and \$(270) million in life and annuity contract benefits.

(2) Comprises \$13 million of financial assets and \$(114) million of financial liabilities.

(3) Comprises \$17.91 billion of investments and \$(114) million of free-standing derivatives included in financial liabilities.

(4) The amounts represent gains and losses included in net income for the period of time that the financial asset or financial liability was determined to be in Level 3. These gains and losses total \$(1.98) billion and are reported in the Consolidated Statements of Operations as follows: \$(1.81) billion in realized capital gains and losses; \$103 million in net investment income; \$(1) million in interest credited to contractholder funds; and \$(270) million in life and annuity contract benefits.

Due to the reduced availability of actual market prices or relevant observable inputs as a result of the decrease in liquidity that has been experienced in the market, all ABS RMBS, Alt-A, ARS backed by student loans and certain ABS and certain CMBS are categorized as Level 3. Transfers into and out of Level 3 during the twelve months ended December 31, 2008 are attributable to a change in the availability of market observable information for individual securities within the respective categories. Due to the continued lack of liquidity for the segment of the ARS market backed by student loans, certain market observable data utilized for valuation purposes became unavailable during 2008, resulting in the transfer of securities to Level 3. As of December 31, 2008, \$1.69 billion or 97.3% of our total ARS holdings were thus valued using a discounted cash flow model. Certain inputs to the valuation model that are significant to the overall valuation and not market observable included: estimates of future coupon rates if auction failures continue, maturity assumptions, and illiquidity premium. These same securities were classified as Level 2 measurements as of January 1, 2008. Our ARS holdings that are not backed by student loans have a fair value equal to their corresponding par value based on market observable inputs and, therefore, continue to have a Level 2 classification. As a result of a significant decline in market liquidity during the fourth quarter of 2008, securities in our Prime 2005 through 2007 vintages, ABS auto Aaa-rated, and our below Aaa-rated CMBS were transferred to Level 3. For further discussion of transfers into and out of Level 3, see Note 6 of the consolidated financial statements.

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The following table presents fair value as a percent of amortized cost for Level 3 investments at December 31, 2008.

(\$ in millions)	Fair value	Fair value as a percentage of par value	Fair value as a percentage of amortized cost
Fixed income securities:			
Corporate	\$ 486	70.4%	91.2%
Corporate privately placed securities	9,709	81.9	91.1
Municipal	793	76.3	79.5
Municipal-ARS	1,670	90.5	90.5
ABS RMBS	2,067	56.2	65.1
Alt-A	582	53.0	74.6
Other CDO	778	34.1	41.1
Other ABS	526	66.2	78.3
ABS CDO	6	4.4	60.0
CRE CDO	27	13.4	108.0
CMBS	430	33.2	35.8
Preferred stock	2	100.0	100.0
MBS	333	68.5	70.0
ABS-Credit card, auto and student loans	410	81.3	83.8
Total fixed income securities	17,819	68.8	78.3
Equity securities:			
U.S. equities	37	N/A	105.7
International equities	29	N/A	90.6
Other	8	N/A	100.0
Total equity securities	74	N/A	98.7
Other investments:			
Free-standing derivatives	13	N/A	N/A
Total other investments	13	N/A	N/A
Sub-total recurring Level 3 investments	17,906	69.1	78.4
Non-recurring basis	301	N/A	100.0
Total Level 3 investments	\$18,207	70.2	78.7

Non-recurring investments include certain mortgage loans, limited partnership interests and other investments remeasured at fair value due to our change in intent write-downs and other-than-temporary impairments at December 31, 2008.

MARKET RISK

Market risk is the risk that we will incur losses due to adverse changes in equity, interest, credit spreads, commodity, or currency exchange rates and prices. Adverse changes to these rates and prices may occur due to changes in the liquidity of a market or market segment, insolvency or financial distress of key market makers or participants or changes in market perceptions of credit worthiness and/or risk tolerance. Our primary market risk exposures are to changes in interest rates, credit spreads and equity prices, although we also have a smaller exposure to changes in foreign currency exchange rates and commodity prices.

The active management of market risk is integral to our results of operations. We may use the following approaches to manage exposure to market risk within defined tolerance ranges: 1) rebalancing existing asset or liability portfolios, 2) changing the character of investments purchased in the future and 3) using derivative instruments to modify the market risk characteristics of existing assets and liabilities or assets expected to be purchased. For a more detailed discussion of our use of derivative financial instruments, see Note 6 of the consolidated financial statements.

Overview In formulating and implementing guidelines for investing funds, we seek to earn returns that enhance our ability to offer competitive rates and prices to customers while contributing to attractive and stable profits and long-term capital growth. Accordingly, our investment decisions and objectives are a function of the underlying risks and product profiles of each business.

Investment policies define the overall framework for managing market and other investment risks, including accountability and controls over risk management activities. Subsidiaries that conduct investment activities follow policies that have been approved by their respective boards of directors. These investment policies specify the investment limits and strategies that are appropriate given the liquidity, surplus, product profile and regulatory requirements of the subsidiary. Executive oversight of investment activities is conducted primarily through subsidiaries' boards of directors and investment committees. For Allstate Financial, its asset-liability management ("ALM") policies further define the overall framework for managing market and investment risks. ALM focuses on strategies to enhance yields, mitigate market risks and optimize capital to improve profitability and returns for Allstate Financial. Allstate Financial ALM activities follow asset-liability policies that have been approved by their respective boards of directors. These ALM policies specify limits, ranges and/or targets for investments that best meet Allstate Financial's business objectives in light of its product liabilities.

We manage our exposure to market risk through the use of asset allocation, duration and value-at-risk limits, simulation, and as appropriate, through the use of stress tests. We have asset allocation limits that place restrictions on the total funds that may be invested within an asset class. We have duration limits on the Property-Liability and Allstate Financial investment portfolios and, as appropriate, on individual components of these portfolios. These duration limits place restrictions on the amount of interest rate risk that may be taken. Our value-at-risk limits are intended to restrict the potential loss in fair value that could arise from adverse movements in the fixed income, equity, and currency markets based on historical volatilities and correlations among market risk factors. Comprehensive day-to-day management of market risk within defined tolerance ranges occurs as portfolio managers buy and sell within their respective markets based upon the acceptable boundaries established by investment policies. For Allstate Financial, this day-to-day management is integrated with and informed by the activities of the ALM organization. This integration is intended to result in a prudent, methodical and effective adjudication of market risk and return, conditioned by the unique demands and dynamics of Allstate Financial's product liabilities and supported by the continuous application of advanced risk technology and analytics.

Although we apply a similar overall philosophy to market risk, the underlying business frameworks and the accounting and regulatory environments differ considerably between the Property-Liability and Allstate Financial businesses affecting investment decisions and risk parameters.

Interest rate risk is the risk that we will incur a loss due to adverse changes in interest rates relative to the interest rate characteristics of interest bearing assets and liabilities. This risk arises from many of our primary activities, as we invest substantial funds in interest-sensitive assets and issue interest-sensitive liabilities. Interest rate risk includes risks related to changes in U.S. Treasury yields and other key risk-free reference yields.

We manage the interest rate risk in our assets relative to the interest rate risk in our liabilities. One of the measures used to quantify this exposure is duration. Duration measures the price sensitivity of the assets and liabilities to changes in interest rates. For example, if interest rates increase 100 basis points, the fair value of an asset with a duration of 5 is expected to decrease in value by approximately 5%. At December 31, 2008, the difference between our asset and liability duration was approximately 0.02, compared to a 0.39 gap at

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December 31, 2007. A positive duration gap indicates that the fair value of our assets is more sensitive to interest rate movements than the fair value of our liabilities.

Most of our duration gap is attributable to the Property-Liability operations, with the primary liabilities being auto and homeowners claims. In the management of investments supporting the Property-Liability business, we adhere to an objective of emphasizing safety of principal and consistency of income within a total return framework. This approach is designed to ensure our financial strength and stability for paying claims, while maximizing economic value and surplus growth. This objective generally results in a positive duration mismatch between the Property-Liability assets and liabilities.

For the Allstate Financial business, we seek to invest premiums, contract charges and deposits to generate future cash flows that will fund future claims, benefits and expenses, and that will earn stable spreads across a wide variety of interest rate and economic scenarios. To achieve this objective and limit interest rate risk for Allstate Financial, we adhere to a philosophy of managing the duration of assets and related liabilities within predetermined tolerance levels. This philosophy is executed using duration targets for fixed income investments in addition to interest rate swaps, futures, forwards, caps, floors and swaptions to reduce the interest rate risk resulting from mismatches between existing assets and liabilities, and financial futures and other derivative instruments to hedge the interest rate risk of anticipated purchases and sales of investments and product sales to customers.

We pledge and receive collateral on certain types of derivative contracts. For futures and option contracts traded on exchanges, we have pledged securities as margin deposits totaling \$72 million as of December 31, 2008. For OTC derivative transactions including interest rate swaps, foreign currency swaps, interest rate caps, interest rate floors, and credit default swaps, master netting agreements are used. These agreements allow us to net payments due for transactions covered by the agreements and, when applicable, we are required to post collateral. As of December 31, 2008, we held cash of \$20 million and did not have any securities pledged by counterparties as collateral for OTC instruments; we pledged cash of \$16 million and securities of \$544 million as collateral to counterparties.

We performed a sensitivity analysis on OTC derivative collateral requirements by assuming a hypothetical reduction in our S&P's insurance financial strength ratings from AA- to A and a 100 basis point decline in interest rates. The analysis indicated that we would have to post an estimated \$449 million in additional collateral with approximately 99.9% attributable to Allstate Financial. The selection of these hypothetical scenarios should not be construed as our prediction of future events, but only as an illustration of the estimated potential effect of such events. We also actively manage our counterparty credit risk exposure by monitoring the level of collateral posted by our counterparties with respect to our receivable positions.

To calculate the duration gap between assets and liabilities, we project asset and liability cash flows and calculate their net present value using a risk-free market interest rate adjusted for credit quality, sector attributes, liquidity and other specific risks. Duration is calculated by revaluing these cash flows at alternative interest rates and determining the percentage change in aggregate fair value. The cash flows used in this calculation include the expected maturity and repricing characteristics of our derivative financial instruments, all other financial instruments (as described in Note 6 of the consolidated financial statements), and certain other items including unearned premiums, property-liability claims and claims expense reserves, annuity liabilities and other interest-sensitive liabilities. The projections include assumptions (based upon historical market experience and our experience) that reflect the effect of changing interest rates on the prepayment, lapse, leverage and/or option features of instruments, where applicable. The preceding assumptions relate primarily to mortgage-backed securities, collateralized mortgage obligations, municipal housing bonds, callable municipal and corporate obligations, and fixed rate single and flexible premium deferred annuities. Additionally, the calculations include assumptions regarding the renewal of property-liability policies.

Based upon the information and assumptions used in the duration calculation, and interest rates in effect at December 31, 2008, we estimate that a 100 basis point immediate, parallel increase in interest rates ("rate shock") would decrease the net fair value of the assets and liabilities by approximately \$81 million, compared to \$1.51 billion at December 31, 2007. Reflected in the duration calculation are the effects of a program that uses options on Treasury futures to manage the Property-Liability interest rate risk exposures relative to duration targets, as well as a program that uses interest rate swaptions to manage the risk of a large rate increase. In calculating the impact of a 100 basis point increase on the value of the derivatives, we have assumed interest rate volatility remains constant. Based on the option on Treasury futures and swaption contracts in place at December 31, 2008, we would recognize realized capital gains totaling \$135 million in the event of a 100 basis point immediate, parallel interest rate increase and \$11 million in realized capital losses in the event of a 100 basis point immediate, parallel interest rate decrease. The selection of a 100 basis point immediate parallel change

in interest rates should not be construed as our prediction of future market events, but only as an illustration of the potential effect of such an event. There are \$6.79 billion of assets supporting life insurance products such as traditional and interest-sensitive life that are not financial instruments. These assets and the associated liabilities have not been included in the above estimate. The \$6.79 billion of assets excluded from the calculation has decreased from the \$7.77 billion reported at December 31, 2007 due to capital market changes. Based on assumptions described above, in the event of a 100 basis point immediate increase in interest rates, the assets supporting life insurance products would decrease in value by \$515 million, compared to a decrease of \$554 million at December 31, 2007.

To the extent that conditions differ from the assumptions we used in these calculations, duration and rate shock measures could be significantly impacted. Additionally, our calculations assume that the current relationship between short-term and long-term interest rates (the term structure of interest rates) will remain constant over time. As a result, these calculations may not fully capture the effect of non-parallel changes in the term structure of interest rates and/or large changes in interest rates.

Credit spread risk is the risk that we will incur a loss due to adverse changes in credit spreads (“spreads”). This risk arises from many of our primary activities, as we invest substantial funds in spread-sensitive fixed income assets.

We manage the spread risk in our assets. One of the measures used to quantify this exposure is spread duration. Spread duration measures the price sensitivity of the assets to changes in spreads. For example, if spreads increase 100 basis points, the fair value of an asset exhibiting a spread duration of 5 is expected to decrease in value by approximately 5%.

Spread duration is calculated similarly to interest rate duration. At December 31, 2008, the spread duration of Property-Liability assets was 5.46 and the spread duration of Allstate Financial assets was 4.30. Based upon the information and assumptions we use in this spread duration calculation, and spreads in effect at December 31, 2008, we estimate that a 100 basis point immediate, parallel increase in spreads across all asset classes, industry sectors and credit ratings (“spread shock”) would decrease the net fair value of the assets by approximately \$3.61 billion, compared to \$4.62 billion at December 31, 2007. Reflected in the duration calculation are the effects of our risk mitigation actions that use credit default swaps to manage spread risk. Based on contracts in place at December 31, 2008, we would recognize realized capital gains totaling \$64 million in the event of a 100 basis point immediate, parallel spread increase and \$64 million in realized capital losses in the event of a 100 basis point immediate, parallel spread decrease. The selection of a 100 basis point immediate parallel change in spreads should not be construed as our prediction of future market events, but only as an illustration of the potential effect of such an event.

Equity price risk is the risk that we will incur losses due to adverse changes in the general levels of the equity markets. At December 31, 2008, we held approximately \$2.54 billion in common stocks and Exchange Traded Funds (“ETFs”), and \$3.65 billion in other securities with equity risk (including primarily convertible securities, limited partnership interests, non-redeemable preferred securities and equity-linked notes), compared to approximately \$4.32 billion and \$3.76 billion, respectively, at December 31, 2007. Approximately 100.0% and 49.1% of these totals, respectively, represented assets of the Property-Liability operations at December 31, 2008, compared to approximately 100.0% and 50.5%, respectively, at December 31, 2007. Additionally, we had 25,634 contracts in long Standard & Poor’s 500 Composite Price Index (“S&P 500”) puts at December 31, 2008 with a fair value of \$108 million.

At December 31, 2008, our portfolio of common stocks and other securities with equity risk had a cash market portfolio beta of approximately 0.66, compared to a beta of approximately 0.95 at December 31, 2007. Beta represents a widely used methodology to describe, quantitatively, an investment’s market risk characteristics relative to an index such as the S&P 500. Based on the beta analysis, we estimate that if the S&P 500 increases or decreases by 10%, the fair value of our equity investments will increase or decrease by approximately 6.6%, respectively. Based upon the information and assumptions we used to calculate beta at December 31, 2008, including the effect of the S&P 500 puts, we estimate that an immediate decrease in the S&P 500 of 10% would decrease the net fair value of our equity investments identified above by approximately \$343 million, compared to \$765 million at December 31, 2007, and an immediate increase in the S&P 500 of 10% would increase the net fair value by \$368 million compared to \$765 million at December 31, 2007. In calculating the impact of a 10% S&P index perturbation on the value of the puts, we have assumed index volatility remains constant. Based on the S&P 500 index put options in place at December 31, 2008, we would recognize losses totaling \$36 million in the event of a 10% increase in the S&P 500 index and \$61 million in gains in the event of a 10% decrease. The selection of a 10% immediate decrease in the S&P 500 should not be construed as our prediction of future market events, but only as an illustration of the potential effect of such an event.

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The beta of our common stocks and other securities with equity risk was determined using Barra's predictive beta. This beta is based on a company's fundamental data. The illustrations noted above may not reflect our actual experience if the future composition of the portfolio (hence its beta) and correlation relationships differ from the historical relationships.

At December 31, 2008 and 2007, we had separate accounts assets related to variable annuity and variable life contracts with account values totaling \$8.24 billion and \$14.93 billion, respectively. Equity risk exists for contract charges based on separate account balances and guarantees for death and/or income benefits provided by our variable products. In 2006, we disposed of substantially all of the variable annuity business through a reinsurance agreement with Prudential as described in Note 3 of the consolidated financial statements, and therefore mitigated this aspect of our risk. Equity risk for our variable life business relates to contract charges and policyholder benefits. Total variable life contract charges for 2008 and 2007 were \$95 million and \$92 million, respectively. Separate account liabilities related to variable life contracts were \$561 million and \$905 million in December 31, 2008 and 2007, respectively.

At December 31, 2008 and 2007 we had approximately \$4.11 billion and \$3.98 billion, respectively, in equity-indexed annuity liabilities that provide customers with interest crediting rates based on the performance of the S&P 500. We hedge the risk associated with these liabilities using equity-indexed options and futures, interest rate swaps, and eurodollar futures, maintaining risk within specified value-at-risk limits.

Foreign currency exchange rate risk is the risk that we will incur economic losses due to adverse changes in foreign currency exchange rates. This risk primarily arises from our foreign equity investments, including real estate funds, and our Canadian operations. We also have certain funding agreement programs and a small amount of fixed income securities that are denominated in foreign currencies, however, derivatives are used to hedge the foreign currency risk of these funding agreements and approximately 65% of the fixed income securities. At December 31, 2008 and 2007, we had approximately \$713 million and \$924 million, respectively, in funding agreements denominated in foreign currencies.

At December 31, 2008, we had approximately \$593 million in foreign currency denominated equity securities, an additional \$482 million net investment in our foreign subsidiaries, and \$103 million in unhedged non-dollar pay fixed income securities. These amounts were \$791 million, \$669 million, and \$45 million, respectively, at December 31, 2007. Approximately 80.7% of the foreign currency exposure is in the Property-Liability business.

Based upon the information and assumptions we used at December 31, 2008, we estimate that a 10% immediate unfavorable change in each of the foreign currency exchange rates that we are exposed to would decrease the value of our foreign currency denominated instruments by approximately \$118 million, compared with an estimated \$150 million decrease at December 31, 2007. The selection of a 10% immediate decrease in all currency exchange rates should not be construed as our prediction of future market events, but only as an illustration of the potential effect of such an event. Our currency exposure is diversified across 38 currencies, compared to 30 currencies at December 31, 2007. Our largest individual foreign currency exposures at December 31, 2008 were to the Canadian dollar (43.2%) and the Euro (19.2%). The largest individual foreign currency exposures at December 31, 2007 were to the Canadian dollar (45.2%) and the Euro (21.7%). Our primary regional exposure is to Western Europe, approximately 33.2% at December 31, 2008, compared to 35.5% at December 31, 2007.

The modeling technique we use to report our currency exposure does not take into account correlation among foreign currency exchange rates. Even though we believe it is very unlikely that all of the foreign currency exchange rates that we are exposed to would simultaneously decrease by 10%, we nonetheless stress test our portfolio under this and other hypothetical extreme adverse market scenarios. Our actual experience may differ from these results because of assumptions we have used or because significant liquidity and market events could occur that we did not foresee.

Commodity price risk is the risk that we will incur economic losses due to adverse changes in the prices of commodities. This risk arises from commodity linked investments, such as the Goldman Sachs Commodity Index which is a broad based, oil dominated index. At December 31, 2008 and 2007, we had no exposure to the index.

PENSION PLANS

We have defined benefit pension plans, which cover most full-time and certain part-time employees and employee-agents. See Note 16 of the consolidated financial statements for a complete discussion of these plans and their effect on the consolidated financial statements. The pension and other postretirement plans may be amended or terminated at any time. Any revisions could result in significant changes to our obligations and our obligation to fund the plans.

We report unrecognized pension and other postretirement benefit cost in the Consolidated Statements of Financial Condition as a component of accumulated other comprehensive income in shareholders' equity. It represents differences between the fair value of plan assets and the projected benefit obligation for pension plans and the accumulated postretirement benefit obligation for other postretirement plans that have not yet been recognized as a component of net periodic cost. The measurement of the unrecognized pension and other postretirement benefit cost can vary based upon the fluctuations in the fair value of the plan assets and the actuarial assumptions used for the plans as discussed below. The unrecognized pension and other postretirement benefit cost at December 31, 2008 was \$1.07 billion, an increase of \$724 million from \$344 million at December 31, 2007. The increase was the result of declines in the value of plan assets during 2008 partially offset by an increased discount rate. As of December 31, 2008, each of our qualified pension plans had projected benefit obligations that significantly exceeded plan assets. As of December 31, 2007, each of our U.S. qualified pension plans had projected benefit obligations that slightly exceeded plan assets.

As provided for in the Financial Accounting Standards Board Statement of Financial Accounting Standards ("SFAS") No. 87, "Employers' Accounting for Pensions," the market-related value component of expected returns recognizes plan losses and gains on equity securities over a five-year period, which we believe is consistent with the long-term nature of pension obligations. As a result, the effect of changes in fair value on equity securities on our net periodic pension cost may be experienced in periods subsequent to those in which the fluctuations actually occur.

Net periodic pension cost in 2009 is estimated to be \$122 million based on current assumptions, including settlement charges. This represents a decrease compared to 2008 due to the increase in discount rate for each pension plan, which resulted in lower amortization of net actuarial loss. Net periodic pension cost decreased in 2008 principally due to lower service cost, higher expected returns on plan assets, and lower amortization of net actuarial loss due to higher plan asset values. Net periodic pension cost decreased in 2007 principally due to lower settlement charges and decreases in the amortization of actuarial losses. In each of the years 2008, 2007 and 2006, net pension cost included non-cash settlement charges primarily resulting from lump sum distributions made to agents and in 2006 due to higher lump sum payments made to Allstate employees. Additional settlement charges occurred during 2008 and 2007 also related to the Supplemental Retirement Income Plan as a result of lump sum payments made from the plan. Settlement charges are expected to continue in the future as we settle our remaining agent pension obligations by making lump sum distributions to agents.

Amounts recorded for pension cost and accumulated other comprehensive income are significantly affected by fluctuations in the returns on plan assets and the amortization of unrecognized actuarial gains and losses. Plan assets sustained net losses in current and prior periods primarily due to declines in equity and credit markets. These asset losses, combined with all other unrecognized actuarial gains and losses, resulted in amortization of net actuarial loss (and additional net periodic pension cost) of \$37 million in 2008 and \$116 million in 2007. We anticipate that the unrealized loss for our pension plans will exceed 10% of the greater of the projected benefit obligations or the market-related value of assets in 2010 and into the foreseeable future, resulting in additional amortization and net periodic pension cost.

Amounts recorded for net periodic pension cost and accumulated other comprehensive income are also significantly affected by changes in the assumptions used to determine the weighted average discount rate and the expected long-term rate of return on plan assets. The weighted average discount rate is based on rates at which expected pension benefits attributable to past employee service could effectively be settled on a present value basis at the measurement date. We develop the assumed weighted average discount rate by utilizing the weighted average yield of a theoretical dedicated portfolio derived from bonds available in the Barclay corporate bond universe having ratings of at least "AA" by S&P's or at least "Aa" by Moody's on the measurement date with cash flows that match expected plan benefit requirements. Significant changes in discount rates, such as those caused by changes in the yield curve, the mix of bonds available in the market, the duration of selected bonds and expected benefit payments, may result in volatility in pension cost and accumulated other comprehensive income.

Holding other assumptions constant, a hypothetical decrease of 100 basis points in the weighted average discount rate would result in an increase of \$37 million in net periodic pension cost and a \$314 million increase in the unrecognized pension and other postretirement benefit cost liability of our pension plans recorded as accumulated other comprehensive income as of our December 31 measurement date, versus an increase of \$47 million in net periodic pension cost and a \$369 million increase in the unrecognized pension and other postretirement benefit cost liability as of January 1, 2008, our remeasurement date to transition to a December 31 measurement date under SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" ("SFAS No. 158"). A hypothetical increase of 100 basis points in the weighted average

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discount rate would decrease net periodic pension cost by \$8 million and would decrease the unrecognized pension and other postretirement benefit cost liability of our pension plans recorded as accumulated other comprehensive income by \$267 million as of December 31, 2008, versus a decrease in net periodic pension cost of \$34 million and a \$311 million decrease in the net funded status liability as of January 1, 2008. This non-symmetrical range results from the non-linear relationship between discount rates and pension obligations, and changes in the amortization of unrealized net actuarial gains and losses.

The expected long-term rate of return on plan assets reflects the average rate of earnings expected on plan assets. While this rate reflects long-term assumptions and is consistent with long-term historical returns, sustained changes in the market or changes in the mix of plan assets may lead to revisions in the assumed long-term rate of return on plan assets that may result in variability of pension cost. Differences between the actual return on plan assets and the expected long-term rate of return on plan assets are a component of unrecognized gains or losses, which may be amortized as a component of net actuarial gains and losses and recorded in accumulated other comprehensive income. As a result, the effect of changes in fair value on our pension cost may be experienced in results of operations in periods subsequent to those in which the fluctuations actually occur.

Holding other assumptions constant, a hypothetical decrease of 100 basis points in the expected long-term rate of return on plan assets would result in an increase of \$48 million in pension cost at December 31, 2008, compared to \$48 million at January 1, 2008. A hypothetical increase of 100 basis points in the expected long-term rate of return on plan assets would result in a decrease in net periodic pension cost of \$48 million at December 31, 2008, compared to \$48 million at January 1, 2008.

We target funding levels that do not restrict the payment of plan benefits in our domestic plans and were within our targeted range as of December 31, 2008. In light of significant market declines occurring at the end of 2008, we expect that contributions of approximately \$300 million may be needed for the 2009 plan year to maintain the plans' funded status. This estimate could change significantly following either a dramatic improvement or decline in investment markets.

DEFERRED TAXES

The total deferred tax valuation allowance is \$49 million at December 31, 2008. We evaluate whether a valuation allowance is required each reporting period. A valuation allowance is established if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized. In determining whether a valuation allowance is needed, all available evidence is considered. This includes the potential for capital and ordinary loss carryback, future reversals of existing taxable temporary differences, tax planning strategies and future taxable income exclusive of reversing temporary differences.

With respect to our evaluation of the need for a valuation allowance related to the deferred tax asset on unrealized losses on fixed income securities, we rely on our assertion that we have the intent and ability to hold the securities to recovery. As a result, the unrealized losses on these securities would not be expected to materialize and no valuation allowance on the associated deferred tax asset is needed.

With respect to our evaluation of the need for a valuation allowance related to other capital losses that have not yet been recognized for tax purposes, we utilize prudent and feasible tax planning strategies. These include strategies that optimize the ability to carry back capital losses as well as the ability to offset future capital losses with capital gains that could be recognized for tax purposes. We have remaining capital loss carryback capacity of \$1.50 billion from 2007. Included in the \$49 million valuation allowance at December 31, 2008 is \$40 million relating to the deferred tax asset on capital losses that have not yet been recognized for tax purposes.

CAPITAL RESOURCES AND LIQUIDITY

Capital Resources consist of shareholders' equity and debt, representing funds deployed or available to be deployed to support business operations or for general corporate purposes. The following table summarizes our capital resources at December 31.

(\$ in millions)	2008	2007	2006
Common stock, retained income and other shareholders' equity items	\$17,442	\$21,228	\$20,855
Accumulated other comprehensive income	(4,801)	623	991
Total shareholders' equity	12,641	21,851	21,846
Debt	5,659	5,640	4,662
Total capital resources	<u>\$18,300</u>	<u>\$27,491</u>	<u>\$26,508</u>
Ratio of debt to shareholders' equity	44.8%	25.8%	21.3%
Ratio of debt to capital resources	30.9%	20.5%	17.6%

Shareholders' equity decreased in 2008, due to unrealized net capital losses on investments, net loss, share repurchases, dividends paid to shareholders and an increase in the unrecognized pension and other postretirement benefit cost. Shareholders' equity increased in 2007, due to net income and a decline in the unrecognized pension and other postretirement benefit cost, partially offset by share repurchases, decreases in unrealized net capital gains on investments and dividends paid to shareholders.

The decrease to shareholders' equity resulting from the increase in the unrecognized pension and other postretirement benefit cost in 2008 was the result of unfavorable investment returns partially offset by the effects of higher discount rates. The change to the unrecognized pension and other postretirement benefit cost had an impact on shareholders' equity of \$822 million unfavorable for pension, and \$98 million favorable for other post employment benefits ("OPEB"). For further information on the impact to unrecognized pension and other postretirement benefit cost, see Notes 2 and 16 of the consolidated financial statements.

The decline in the unrecognized pension and other postretirement benefit cost in 2007 was primarily related to favorable investment performance of the assets and an increase in the discount rate of the pension plans, and lower than assumed claims experience in the other postretirement employee benefit plans. The favorable change to the unrecognized pension and other postretirement benefit cost had an impact on shareholders' equity of \$580 million for pension, and \$185 million for OPEB.

Share repurchases We suspended our \$2.00 billion share repurchase program in October 2008 and do not plan to complete it by the target date of March 31, 2009. The number of shares repurchased under the program was 22.7 million shares for \$1.07 billion for the year ended December 31, 2008.

Since 1995, we have acquired 457 million shares of our common stock at a cost of \$19.08 billion, primarily as part of various stock repurchase programs. We have reissued 95 million shares since 1995, primarily associated with our equity incentive plans, the 1999 acquisition of American Heritage Life Investment Corporation and the 2001 redemption of certain mandatorily redeemable preferred securities.

The impact of our repurchase programs on total shares outstanding since 1995 has been a net reduction of 360 million shares or 40.2%.

Debt increased \$19 million in 2008 compared to 2007 and \$978 million in 2007 compared to 2006 due to increases in long-term debt.

The \$750 million of 7.20% Senior Notes due 2009 are scheduled to mature on December 1, 2009. These Senior Notes are expected to be refinanced. For further information on debt issuances, see Note 11 of the consolidated financial statements.

At December 31, 2008 and 2007, there were no outstanding commercial paper borrowings.

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Financial Ratings and Strength The following table summarizes our debt, commercial paper and insurance financial strength ratings.

	Moody's	Standard & Poor's	A.M. Best
The Allstate Corporation (senior long-term debt)	A3	A-	a-
The Allstate Corporation (commercial paper)	P-2	A-2	AMB-1
AIC (insurance financial strength)	Aa3	AA-	A+
Allstate Life Insurance Company (insurance financial strength)	A1	AA-	A+

Our ratings are influenced by many factors including our operating and financial performance, asset quality, liquidity, asset/liability management, overall portfolio mix, financial leverage (i.e., debt), exposure to risks such as catastrophes and the current level of operating leverage.

On February 2, 2009, A.M. Best affirmed The Allstate Corporation's debt rating of a- as well as the A+ financial strength ratings of AIC and ALIC. A.M. Best also affirmed the commercial paper rating of AMB-1. The outlook for all ratings remained stable. In October 2008, A.M. Best had downgraded The Allstate Corporation's debt rating to a- from a. On January 29, 2009, S&P downgraded the rating for The Allstate Corporation to A- from A+, the financial strength ratings for AIC and ALIC to AA- from AA, and the commercial paper rating of The Allstate Corporation to A-2 from A-1. The outlook for all ratings remained negative. In October 2008, the outlook had been revised to negative from stable. On January 29, 2009, Moody's downgraded the rating for The Allstate Corporation to A3 from A2, the financial strength rating of AIC to Aa3 from Aa2, the financial strength rating of ALIC to A1 from Aa3, and the commercial paper rating of The Allstate Corporation to P-2 from P-1. The outlook for all ratings was revised to stable from negative. In October 2008, Moody's downgraded The Allstate Corporation to A2 from A1 and the financial strength ratings of ALIC to Aa3 from Aa2.

We have distinct and separately capitalized groups of subsidiaries licensed to sell property and casualty insurance in New Jersey and Florida that maintain separate group ratings. The ratings of these groups are influenced by the risks that relate specifically to each group. Many mortgage companies require property owners to have insurance from an insurance carrier with a secure financial strength rating from an accredited rating agency. Allstate New Jersey Insurance Company and Encompass Insurance Company of New Jersey, which write auto and homeowners insurance, are rated A- by A.M. Best. Allstate New Jersey Insurance Company also has a Demotech rating of A". On October 29, 2008, A.M. Best placed The Allstate Corporation's subsidiary in Florida, Allstate Floridian, under review with negative implications based upon the uncertainty regarding the FHCF's ability to fund its reimbursement obligations. However, as no catastrophes occurred through the end of the season, A.M. Best removed Allstate Floridian from review and placed it on negative outlook while affirming its rating of B+.

Effective May 8, 2008, ALIC, AIC and the Corporation entered into a one-year Amended and Restated Intercompany Liquidity Agreement ("Liquidity Agreement") replacing the Intercompany Liquidity Agreement between ALIC and AIC, dated January 1, 2008. The agreement allows for short-term advances of funds to be made between parties for liquidity and other general corporate purposes. It shall be automatically renewed for subsequent one-year terms unless terminated by the parties. The Liquidity Agreement does not establish a commitment to advance funds on the part of either party. ALIC and AIC each serve as a lender and borrower and the Corporation serves only as a lender. AIC also has a capital support agreement with ALIC effective December 14, 2007. Under the capital support agreement, AIC is committed to provide capital to ALIC to allow for profitable growth while maintaining an adequate capital level. The maximum amount of potential funding under the intercompany and capital support agreements is \$1.00 billion.

Allstate's domestic property-liability and life insurance subsidiaries prepare their statutory-basis financial statements in conformity with accounting practices prescribed or permitted by the insurance department of the applicable state of domicile. Statutory surplus is a measure that is often used as a basis for determining dividend paying capacity, operating leverage and premium growth capacity, and it is also reviewed by rating agencies in determining their ratings. As of December 31, 2008, AIC's statutory surplus is approximately \$13.0 billion compared to \$18.0 billion at December 31, 2007. These amounts include ALIC's statutory surplus of \$3.2 billion at December 31, 2008, compared to \$2.6 billion at December 31, 2007. The decrease is the result of dividends paid to The Allstate Corporation, net loss and unrealized losses on equity securities and investments in ALIC.

We have received approval from the Illinois Division of Insurance for the use of two permitted practices in the statutory-basis financial statements related to areas in which statutory accounting is not reflective of the underlying economics during this period of extreme market conditions caused by the current economic crisis. The first permitted practice relates to the statutory accounting for deferred taxes and applies to AIC and ALIC.

Specifically, this permitted practice increased the amount of deferred income tax asset that can be recognized in the statutory-basis financial statements and included in statutory surplus from the lesser of the amounts that can be realized in one year or 10% of adjusted statutory surplus to the lesser of deferred taxes that can be realized within 3 years or 15% of adjusted statutory surplus. The permitted practice resulted in an increase in AIC's statutory surplus of \$365 million as of December 31, 2008 which included an increase in ALIC's statutory surplus of \$140 million. Admitted statutory-basis deferred tax assets on both companies totaled \$1.76 billion after the permitted practice reflecting approximately 60% of total potential statutory-basis deferred tax assets before non-admission limitations. The second permitted practice relates to statutory accounting for market value adjusted annuities ("MVAA") whose related assets are held in a separate account in the statutory-basis financial statements. Specifically, this permitted practice resulted in the MVAA related investments being recorded at amortized cost, which is consistent with statutory accounting for other fixed income investments and the book value method of accounting required under Illinois Code for MVAA investments held in a general account. The permitted practice was requested because the Illinois Code is silent on MVAA that are issued by a separate account. In the extreme market conditions of the economic crisis, the market value method of accounting reduced statutory surplus due to unrealized losses on investments caused by wide credit spreads and the liquidity based dislocations in the investment markets in a manner not representative of the economics of the related liabilities. The effect of the permitted practice, which is to value the invested assets and insurance reserves on a book value basis instead of the formerly used market value basis, was \$394 million based on October 1, 2008 valuations and grew to \$1.24 billion at December 31, 2008 due to an increase of \$720 million in the investment unrealized loss position, while the market-based reserves increased \$130 million relative to book-basis reserves. The permitted practice eliminated the inconsistent impacts in the amounts determined by the valuation methodologies for invested assets and insurance reserves and resulted in invested assets being valued at \$8.07 billion and reserves at \$9.17 billion.

The ratio of net premiums written to statutory surplus is a common measure of operating leverage used in the property-casualty insurance industry and serves as an indicator of a company's premium growth capacity. Ratios in excess of 3 to 1 are typically considered outside the usual range by insurance regulators and rating agencies. AIC's premium to surplus ratio was 2.0x on December 31, 2008 compared to 1.5x in the prior year.

State laws specify regulatory actions if an insurer's risk-based capital ("RBC"), a measure of an insurer's solvency, falls below certain levels. The NAIC has a standard formula for annually assessing RBC. The formula for calculating RBC for property-liability companies takes into account asset and credit risks but places more emphasis on underwriting factors for reserving and pricing. The formula for calculating RBC for life insurance companies takes into account factors relating to insurance, business, asset and interest rate risks. At December 31, 2008, the RBC for each of our domestic insurance companies was within the range that we target.

The NAIC has also developed a set of financial relationships or tests known as the Insurance Regulatory Information System to assist state regulators in monitoring the financial condition of insurance companies and identifying companies that require special attention or actions by insurance regulatory authorities. The NAIC analyzes financial data provided by insurance companies using prescribed ratios, each with defined "usual ranges". Generally, regulators will begin to monitor an insurance company if its ratios fall outside the usual ranges for four or more of the ratios. If an insurance company has insufficient capital, regulators may act to reduce the amount of insurance it can issue. The ratios of our domestic insurance companies are within these ranges.

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Liquidity Sources and Uses Our potential sources of funds principally include activities shown in the following table.

	Property- Liability	Allstate Financial	Corporate and Other
Receipt of insurance premiums	X	X	
Allstate Financial contractholder fund deposits		X	
Reinsurance recoveries	X	X	
Receipts of principal, interest and dividends on investments	X	X	X
Sales of investments	X	X	X
Funds from investment repurchase agreements, securities lending, dollar roll, commercial paper and line of credit agreements	X	X	X
Inter-company loans	X	X	X
Capital contributions from parent	X	X	
Dividends from subsidiaries	X		X
Tax refunds/settlements		X	X
Funds from periodic issuance of additional securities			X
Funds from the settlement of our benefit plans			X

Our potential uses of funds principally include activities shown in the following table.

	Property- Liability	Allstate Financial	Corporate and Other
Payment of claims and related expenses	X		
Payment of contract benefits, maturities, surrenders and withdrawals		X	
Reinsurance cessions and payments	X	X	
Operating costs and expenses	X	X	X
Purchase of investments	X	X	X
Repayment of investment repurchase agreements, securities lending, dollar roll, commercial paper and line of credit agreements	X	X	X
Payment or repayment of inter-company loans	X	X	X
Capital contributions to subsidiaries	X		X
Dividends to shareholders/parent company	X	X	X
Tax payments/settlements	X		
Share repurchases			X
Debt service expenses and repayment	X	X	X
Settlement payments of employee and agent benefit plans	X	X	X

We actively manage our financial position and liquidity levels in light of changing market, economic, and business conditions. In 2008, in anticipation of continued volatility and illiquidity in the financial markets, we took actions to enhance our economic and liquidity position pending a return to normal capital market conditions. These actions included:

- Managing our gross exposure to our largest tail risk exposures: interest rate, equity, and catastrophes through active management of our investment and product portfolios as well as further mitigation through hedging and reinsurance.
- Accumulating higher cash and short-term investment positions easily convertible to cash from asset sales, principal and interest receipts, calls, maturities and other cash inflows from our investment portfolio.
- Reducing our securities lending program to \$364 million as of December 31, 2008 from \$3.39 billion as of December 31, 2007. By reducing the securities lending program, we gained additional direct access to our liquid investments.
- Proactively selling securities we think will become less liquid.
- Suspension of share repurchase program.
- On February 25, 2009, we announced that our shareholder dividend was being revised to \$.20.

We believe that these actions will provide us with a greater level of flexibility necessary to operate in the current market environment. If market conditions warrant, we may take additional actions to enhance our liquidity position including:

- Continued retention of portfolio cash flows including approximately \$4.85 billion of expected inflows from upcoming maturities, calls and interest receipts on investments over the next six months.
- The sale of fixed income (government, municipal and investment grade corporate bonds) and equity securities with unrealized capital gains at December 31, 2008.

With a focus on preserving capital, we consider investments which are convertible to cash without generating significant additional net realized capital losses as liquidity sources. The following table presents cash and short-term positions easily convertible to cash, and certain other liquid investments meeting this criteria.

(\$ in millions)	As of December 31, 2008			
	Property-Liability	Allstate Financial	Corporate and Other	Consolidated
Cash and short-term positions easily convertible to cash available same day/next day	\$ 1,577	\$2,825	\$1,993	\$ 6,395
Other highly liquid investments ⁽¹⁾	3,292	1,320	295	4,907
Other liquid investments ⁽²⁾	6,027	2,258	972	9,257
Total liquid	<u>\$10,896</u>	<u>\$6,403</u>	<u>\$3,260</u>	<u>\$20,559</u>
Percent of total consolidated cash and investments	<u>11.3%</u>	<u>6.6%</u>	<u>3.4%</u>	<u>21.3%</u>

(1) Other highly liquid investments are defined as assets that are generally saleable within one week, and primarily include common equity securities of \$1.56 billion, municipal bonds of \$1.08 billion, U.S. government and agencies bonds of \$652 million, short-term investments of \$624 million and agency pass through securities of \$552 million. The amounts shown in the table above represent the amount of our holdings in these assets, excluding any holdings with restrictions.

(2) Other liquid investments are defined as assets that are saleable within one quarter, and primarily include municipal bonds of \$5.20 billion, short-term investments of \$1.87 billion, corporate bonds of \$956 million and agency pass through securities of \$774 million. The amounts shown in the table above represent the amount that we believe could be sold during the first quarter of 2009, excluding any holdings with restrictions.

The above analysis identifies our access to internal sources of liquidity. We believe we have sufficient liquidity to address current planned needs from investments other than those for which we have asserted the intent to hold until recovery combined with targeted sales of certain Allstate Financial products. Additionally, we have existing intercompany agreements in place that facilitate liquidity management at an enterprise level and enhance flexibility across the Company.

To increase new money for investing, we have initiated actions to accelerate the recovery of approximately \$1.29 billion of tax refunds from the overpayment of 2008 estimated taxes as well as the carryback of 2008 Allstate Financial ordinary losses and Property-Liability capital losses to prior tax years. \$320 million in refunds were received in February 2009 and we expect the remaining refunds to be received in the first half of 2009. The carryback of the non-life companies' 2008 capital losses will fully offset the capital gains from 2005 and 2006, resulting in a remaining capital loss carryback capacity of \$1.50 billion from 2007. The life companies do not have the ability to carry back any capital losses to prior tax years.

Parent Company Capital Capacity At the parent holding company level, we have deployable cash and investments totaling \$3.64 billion as of December 31, 2008. These assets include highly liquid securities that are generally saleable within one week totaling \$2.29 billion, additional liquid investments that are saleable within one quarter totaling \$972 million, and \$381 million of investments that trade in illiquid markets. The substantial earnings capacity of the operating subsidiaries is the primary source of capital generation for the Corporation. In 2009, AIC will have the capacity to pay dividends currently estimated at \$1.30 billion without prior regulatory approval. We do not anticipate that ALIC will pay dividends to AIC in 2009. In addition, we have access to \$1.00 billion of funds from either commercial paper issuance or an unsecured revolving credit facility. This provides capital for the parent company's relatively low fixed charges, estimated at \$650 million in 2009, and \$750 million of debt maturing in December 2009, to the extent not refinanced prior to maturity.

In October 2008, the Corporation completed its previously approved capital contribution of \$1.00 billion of invested assets to AIC. In November 2008, AIC purchased a \$400 million surplus note from ALIC and made a capital contribution of \$600 million to ALIC. An additional amount of approximately \$250 million remains under the

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

authority granted by the Corporation and AIC boards on October 15, 2008 and October 20, 2008, respectively, to make capital contributions in the form of cash or securities, by providing a guaranty or guaranties, or by purchasing one or more surplus notes or other securities on or before April 30, 2009.

Moreover, in addition to these historic external sources of capital, access to funding from additional sources, including participation in programs offered by the U.S. Treasury and other governmental organizations, are potentially available to the Corporation and its operating subsidiaries for capital and liquidity needs.

The Corporation has access to additional borrowing to support liquidity as follows:

- A commercial paper facility with a borrowing limit of \$1.00 billion to cover short-term cash needs. As of December 31, 2008, there were no balances outstanding and therefore the remaining borrowing capacity was \$1.00 billion; however, the outstanding balance can fluctuate daily.
- Our primary credit facility is available for short-term liquidity requirements and backs our commercial paper facility. Our \$1.00 billion unsecured revolving credit facility has an initial term of five years expiring in 2012 with two optional one-year extensions that can be exercised at the end of any of the remaining four years of the facility upon approval of existing or replacement lenders providing more than two-thirds of the commitments to lend. The program is fully subscribed among 11 lenders with the largest commitments being \$185 million. The commitments of the lenders are several and no lender is responsible for any other lender's commitment if such lender fails to make a loan under the facility. None of the borrowing capacity under this credit facility has been utilized. This facility contains an increase provision that would allow up to an additional \$500 million of borrowing provided the increased portion could be fully syndicated at a later date among existing or new lenders. This facility has a financial covenant requiring that we not exceed a 37.5% debt to capital resources ratio as defined in the agreement. This ratio at December 31, 2008 was 20.5%. Although the right to borrow under the facility is not subject to a minimum rating requirement, the costs of maintaining the facility and borrowing under it are based on the ratings of our senior, unsecured, nonguaranteed long-term debt. There were no borrowings under this line of credit during 2008. The total amount outstanding at any point in time under the combination of the commercial paper program and the credit facility cannot exceed the amount that can be borrowed under the credit facility.
- A universal shelf registration statement was filed with the Securities and Exchange Commission in May 2006 and will expire May 2009. In April 2009, we expect to ask our board of directors for authority to file a replacement universal shelf registration. We can use our current shelf registration to issue an unspecified amount of debt securities, common stock (including 364 million shares of treasury stock as of December 31, 2008), preferred stock, depositary shares, warrants, stock purchase contracts, stock purchase units and securities of subsidiaries. The specific terms of any securities we issue under this registration statement will be provided in the applicable prospectus supplements.

Liquidity Exposure Contractholder funds as of December 31, 2008 were \$58.41 billion. The following table summarizes contractholder funds by their contractual withdrawal provisions at December 31, 2008.

(\$ in millions)		% to Total
Not subject to discretionary withdrawal	\$13,604	23.3%
Subject to discretionary withdrawal with adjustments:		
Specified surrender charges ⁽¹⁾	25,781	44.1
Market value adjustments ⁽²⁾	9,586	16.4
Subject to discretionary withdrawal without adjustments ⁽³⁾	9,442	16.2
Total contractholder funds ⁽⁴⁾	<u>\$58,413</u>	<u>100.0</u>

(1) Includes approximately \$11.24 billion of liabilities with a contractual surrender charge of less than 5% of the account balance.

(2) Approximately \$7.96 billion of the contracts with market value adjusted surrenders have a 30-45 day period during which there is no surrender charge or market value adjustment.

(3) Includes extendible funding agreements backing medium-term notes outstanding with a par value of \$1.45 billion that have been non-extended and become due by October 31, 2009. We have accumulated, and expect to maintain, short-term and other maturing investments to fund the retirement of these obligations.

(4) Includes approximately \$1.47 billion of contractholder funds on variable annuities reinsured to Prudential effective June 1, 2006.

While we are able to quantify scheduled maturities for our institutional products of \$3.25 billion in 2009, anticipating retail product surrenders is less precise. Retail life and annuity products may be surrendered by customers for a variety of reasons. Reasons unique to individual customers include a current or unexpected need for cash or a change in life insurance coverage needs. Other key factors that may impact the likelihood of customer surrender include the level of the contract surrender charge, the length of time the contract has been in force, distribution channel, market interest rates, equity market conditions and potential tax implications. In addition, the propensity for retail life insurance policies to lapse is lower than it is for fixed annuities because of the need for the insured to be re-underwritten upon policy replacement. Surrenders and partial withdrawals for our retail annuities decreased 13.9% in 2008 compared to 2007. The annualized surrender and partial withdrawal rate on deferred annuities, interest-sensitive life insurance and Allstate Bank products, based on the beginning of year contractholder funds, was 12.2% and 13.3% in 2008 and 2007, respectively. Allstate Financial strives to promptly pay customers who request cash surrenders, however, statutory regulations generally provide up to six months in most states to fulfill surrender requests.

Our institutional products are primarily funding agreements backing medium-term notes. As of December 31, 2008, total institutional products outstanding were \$8.94 billion. The following table presents the scheduled maturities for our institutional products outstanding as of December 31, 2008.

(\$ in millions)	
2009	\$3,249
2010	3,059
2011	760
2012	40
2013	1,750
2016	85
	<u>\$8,943</u>

Our asset-liability management practices limit the differences between the cash flows generated by our investment portfolio and the expected cash flow requirements of our life insurance, annuity and institutional product obligations.

Certain remote events and circumstances could constrain our liquidity. Those events and circumstances include, for example, a catastrophe resulting in extraordinary losses, a downgrade in our long-term debt rating of A3, A- and a- (from Moody's, S&P's and A.M. Best, respectively) to non-investment grade status of below Baa3/BBB-/bb, a downgrade in AIC's financial strength rating from Aa3, AA- and A+ (from Moody's, S&P's and A.M. Best, respectively) to below Baa2/BBB/A-, or a downgrade in ALIC's financial strength ratings from A1, AA- and A+ (from Moody's, S&P's and A.M. Best, respectively) to below A1/AA-/A-. The rating agencies also consider the interdependence of our individually rated entities, therefore, a rating change in one entity could potentially affect the ratings of other related entities.

The following table summarizes consolidated cash flow activities by business segment.

(\$ in millions)	Property-Liability ⁽¹⁾			Allstate Financial ⁽¹⁾			Corporate and Other ⁽¹⁾			Consolidated		
	2008	2007	2006	2008	2007	2006	2008	2007	2006	2008	2007	2006
Net cash provided by (used in):												
Operating activities	\$1,746	\$ 2,421	\$2,454	\$ 2,203	\$ 2,930	\$ 2,589	\$ (39)	\$ 82	\$ 12	\$ 3,910	\$ 5,433	\$ 5,055
Investing activities	2,012	1,255	(1,257)	2,779	266	(2,074)	(1,003)	(1,636)	1,412	3,788	(115)	(1,919)
Financing activities	(16)	66	(344)	(5,510)	(1,997)	(152)	(2,179)	(3,408)	(2,510)	(7,705)	(5,339)	(3,006)
Net (decrease) increase in consolidated cash										<u>\$ (7)</u>	<u>\$ (21)</u>	<u>\$ 130</u>

(1) Business unit cash flows reflect the elimination of intersegment dividends, contributions and borrowings.

Property-Liability Lower cash provided by operating activities for Property-Liability in 2008, compared to 2007, was primarily due to higher claim payments resulting from 2008 catastrophe losses and lower investment income. Cash provided by operating activities for Property-Liability in 2007 was comparable to 2006.

Cash flows provided by investing activities increased in 2008 compared to 2007, primarily due to decreased purchases of fixed income securities, partially offset by increases in equity securities purchases, lower sales of fixed income securities, and net change in short-term investments. Cash flows provided by investing activities increased in 2007, compared to 2006, primarily due to increased sales of equity securities.

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Cash used in financing activities in 2008, compared to cash provided by in 2007, was primarily due to decreased tax benefits of share based arrangements in 2008. Cash flows were provided by financing activities in 2007 compared to being used in the financing activities in 2006, primarily due to the repayment of short-term debt in 2006.

Cash flows were impacted by dividends paid by AIC to its parent, the Corporation, totaling \$3.40 billion, \$4.92 billion and \$1.01 billion in 2008, 2007 and 2006, respectively. Cash flows were also impacted by capital contributions paid by the Corporation to AIC totaling \$1.00 billion and capital contributions paid by AIC to ALIC totaling \$1.41 billion in 2008. There were no capital contributions to ALIC in 2007 and 2006.

Allstate Financial Lower operating cash flows for Allstate Financial in 2008, compared to 2007, were primarily related to a decrease in investment income and lower premiums, partially offset by income tax refunds in 2008 compared to 2007. Higher operating cash flows for Allstate Financial in 2007, compared to 2006, primarily related to lower operating expenses and tax payments, an increase in investment income, partially offset by increased policy and contract benefit payments and the absence in 2007 of contract charges on the reinsured variable annuity business.

Cash flows provided by investing activities increased in 2008 compared to 2007, primarily due to decreased purchases of fixed income securities and mortgage loans, partially offset by lower investment collections and net change in short-term investments. Cash flows from investing activities increased in 2007, compared to 2006, primarily due to increased cash provided by operating activities, partially offset by increased cash used in financing activities.

Higher cash flows used in financing activities in 2008 compared to 2007 were primarily due to higher maturities and retirements of institutional products, partially offset by higher contractholder fund deposits. Cash flows used in financing activities increased in 2007, compared to 2006, primarily due to lower contractholder fund deposits. For quantification of the changes in contractholder funds, see the Allstate Financial Segment section of the MD&A.

There were no dividends paid by Allstate Financial in 2008. In 2007 and 2006, financing cash flows were impacted by dividends paid by Allstate Financial totaling \$742 million and \$725 million, respectively. Allstate Financial cash flows from financing activities were also impacted by funds paid by AIC to ALIC totaling \$1.41 billion in 2008. The \$1.41 billion includes capital contributions paid in cash totaling \$607 million and the issuance of two surplus notes, each with a principal sum of \$400 million, to AIC in exchange for cash totaling \$800 million. Allstate Financial cash flows from financing activities exclude capital contributions to ALIC comprising the transfer to ALIC from AIC of non-cash assets totaling \$342 million and the transfer of a \$50 million surplus note to Kennett Capital Inc. from ALIC in exchange for a note receivable with a principal sum equal to that of the surplus note, which was originally issued to ALIC by a subsidiary of ALIC. One of the surplus notes issued to AIC in 2008 was subsequently canceled and forgiven by AIC resulting in the recognition of a capital contribution equal to the outstanding principal balance of the surplus note of \$400 million. There were no capital contributions to ALIC in 2007 and 2006.

Corporate and Other Fluctuations in the Corporate and Other operating cash flows were primarily due to the timing of intercompany settlements. Investing activities primarily relate to investments in the portfolios of Kennett Capital Holdings, LLC. Financing cash flows of the Corporate and Other segment reflect actions such as fluctuations in short-term debt, repayment of debt, proceeds from the issuance of debt, dividends to shareholders of The Allstate Corporation and share repurchases; therefore, financing cash flows are affected when we increase or decrease the level of these activities.

Contractual Obligations and Commitments Our contractual obligations as of December 31, 2008 and the payments due by period are shown in the following table.

(\$ in millions)	Total	Less than 1 year	1-3 years	4-5 years	Over 5 years
Liabilities for collateral and repurchase agreements ⁽¹⁾	\$ 340	\$ 340	\$ —	\$ —	\$ —
Contractholder funds ⁽²⁾	77,303	10,797	24,190	10,739	31,577
Reserve for life-contingent contract benefits ⁽²⁾	32,986	1,338	3,814	2,516	25,318
Long-term debt ⁽³⁾	12,320	1,094	620	1,138	9,468
Capital lease obligations ⁽³⁾	62	12	17	10	23
Operating leases ⁽³⁾	712	198	261	136	117
Unconditional purchase obligations ⁽³⁾	302	122	131	40	9
Defined benefit pension plans and other postretirement benefit plans ⁽³⁾⁽⁴⁾	5,595	338	356	369	4,532
Reserve for property-liability insurance claims and claims expense ⁽⁵⁾	19,456	8,699	5,923	2,088	2,746
Other liabilities and accrued expenses ⁽⁶⁾⁽⁷⁾	4,100	3,972	85	17	26
Net unrecognized tax benefits ⁽⁸⁾	21	—	21	—	—
Total contractual cash obligations	\$153,197	\$26,910	\$35,418	\$17,053	\$73,816

- (1) Liabilities for collateral and repurchase agreements are typically fully secured with cash. We manage our short-term liquidity position to ensure the availability of a sufficient amount of liquid assets to extinguish short-term liabilities as they come due in the normal course of business, including utilizing potential sources of liquidity as disclosed previously.
- (2) Contractholder funds represent interest-bearing liabilities arising from the sale of products such as interest-sensitive life, fixed annuities, including immediate annuities without life contingencies, bank deposits and institutional products. The reserve for life-contingent contract benefits relates primarily to traditional life and immediate annuities with life contingencies. These amounts reflect the present value of estimated cash payments to be made to contractholders and policyholders. Certain of these contracts, such as immediate annuities without life contingencies and institutional products, involve payment obligations where the amount and timing of the payment is essentially fixed and determinable. These amounts relate to (i) policies or contracts where we are currently making payments and will continue to do so and (ii) contracts where the timing of a portion or all of the payments has been determined by the contract. Extendible funding agreements backing medium-term notes outstanding are reflected in the table above at the maturity date accelerated in accordance with the contractholders' election to not extend the maturity date. Other contracts, such as interest-sensitive life, fixed deferred annuities, traditional life and immediate annuities with life contingencies and voluntary accident and health insurance, involve payment obligations where a portion or all of the amount and timing of future payments is uncertain. For these contracts and bank deposits, the Company is not currently making payments and will not make payments until (i) the occurrence of an insurable event such as death or illness or (ii) the occurrence of a payment triggering event such as the surrender of or partial withdrawal on a policy or deposit contract, which is outside of the control of the Company. We have estimated the timing of payments related to these contracts based on historical experience and our expectation of future payment patterns. Uncertainties relating to these liabilities include mortality, morbidity, expenses, customer lapse and withdrawal activity, estimated additional deposits for interest-sensitive life contracts, and renewal premium for life policies, which may significantly impact both the timing and amount of future payments. Such cash outflows reflect adjustments for the estimated timing of mortality, retirement, and other appropriate factors, but are undiscounted with respect to interest. As a result, the sum of the cash outflows shown for all years in the table exceeds the corresponding liabilities of \$58.41 billion for contractholder funds and \$12.88 billion for reserve for life-contingent contract benefits as included in the Consolidated Statements of Financial Position as of December 31, 2008. The liability amount in the Consolidated Statements of Financial Position reflects the discounting for interest as well as adjustments for the timing of other factors as described above.
- (3) Our payment obligations relating to long-term debt, capital lease obligations, operating leases, unconditional purchase obligations and pension and OPEB contributions are managed within the structure of our intermediate to long-term liquidity management program. Amount differs from the balance presented on the Consolidated Statements of Financial Position as of December 31, 2008 because the long-term debt amount above includes interest.
- (4) The pension plans' obligations in the next 12 months represent our planned contributions, and the remaining years' contributions are projected based on the average remaining service period using the current underfunded status of the plans. The OPEB plans' obligations are estimated based on the expected benefits to be paid. These liabilities are discounted with respect to interest, and as a result the sum of the cash outflows shown for all years in the table exceeds the corresponding liability amount of \$1.93 billion included in other liabilities and accrued expenses on the Consolidated Statements of Financial Position.
- (5) Reserve for property-liability insurance claims and claims expense is an estimate of amounts necessary to settle all outstanding claims, including claims that have been incurred but not reported as of the balance sheet date. We have estimated the timing of these payments based on our historical experience and our expectation of future payment patterns. However, the timing of these payments may vary significantly from the amounts shown above, especially for IBNR claims. The ultimate cost of losses may vary materially from recorded amounts which are our best estimates. The reserve for property-liability insurance claims and claims expense includes loss reserves related to asbestos and environmental claims as of December 31, 2008, of \$1.93 billion and \$250 million, respectively.
- (6) Other liabilities primarily include accrued expenses and certain benefit obligations and claim payments and other checks outstanding. Certain of these long-term liabilities are discounted with respect to interest, as a result the sum of the cash outflows shown for all years in the table exceeds the corresponding liability amount of \$4.09 billion.

Management's Discussion and Analysis of Financial Condition and Results of Operations--(Continued)

- (7) Balance sheet liabilities not included in the table above include unearned and advance premiums of \$10.79 billion and deferred tax liabilities netted in the net deferred tax asset of \$3.79 billion. These items were excluded as they do not meet the definition of a contractual liability as we are not contractually obligated to pay these amounts to third parties. Rather, they represent an accounting mechanism that allows us to present our financial statements on an accrual basis. In addition, other liabilities of \$708 million were not included in the table above because they did not represent a contractual obligation or the amount and timing of their eventual payment was sufficiently uncertain.
- (8) Net unrecognized tax benefits relate to Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"). We believe it is reasonably possible that the FIN 48 liability balance will not significantly increase or decrease within the next 12 months. The resolution of this obligation may be for an amount different than what we have accrued.

Our contractual commitments as of December 31, 2008 and the payments due by period are shown in the following table.

(\$ in millions)	Total	Less than 1 year	1-3 years	4-5 years	Over 5 years
Other commitments—conditional	\$ 13	\$ 11	\$ 2	\$ —	\$ —
Other commitments—unconditional	1,945	216	1,052	616	61
Total commitments	<u>\$1,958</u>	<u>\$227</u>	<u>\$1,054</u>	<u>\$616</u>	<u>\$61</u>

Contractual commitments represent investment commitments such as private placements, limited partnership interests and mortgage loans.

We have agreements in place for services we conduct, generally at cost, between subsidiaries relating to insurance, reinsurance, loans and capitalization. All material inter-company transactions have appropriately been eliminated in consolidation. Inter-company transactions among insurance subsidiaries and affiliates have been approved by the appropriate departments of insurance as required.

For a more detailed discussion of our off-balance sheet arrangements, see Note 6 of the consolidated financial statements.

ENTERPRISE RISK AND RETURN MANAGEMENT

Allstate has established enterprise risk and return management ("ERRM") processes and infrastructure to effectively manage risk within our tolerances while optimizing risk adjusted returns. We have a senior management committee called the Enterprise Risk & Return Council ("ERRC") which is responsible for overseeing enterprise risks. Enterprise risk and return management is a disciplined, holistic, integrated and interactive approach to risk that is conducted under an overall framework which:

- Increases transparency thereby providing additional insight when setting enterprise strategy
- Identifies potential events that could have a significant impact on Allstate
- Proactively manages risk and optimizes our overall profile consistent with Allstate's risk appetite
- Provides greater assurance of achieving Allstate's objectives
- Allows Allstate to pursue a return commensurate with the risks taken

Allstate's Board of Directors and Audit Committee provide enterprise risk management oversight by reviewing enterprise principles, guidelines and limits for Allstate's significant risks and by monitoring major risk exposures, trends and actions management has taken to control these risks.

Allstate's primary risk exposures result from the capital markets, followed by catastrophes and operational risk events. Allstate has been proactive in the face of financial market and economic turbulence by responding quickly to reduce exposures in "at risk" asset classes, implementing risk mitigation and return optimization programs designed to protect our investment portfolio values, and enhancing our liquidity position through a series of actions.

Risk management is primarily executed within the business units where risk is undertaken. Our risk management programs include appropriate governance policies with established tolerances and risk limits, stochastic modeling software and analyses, risk identification, evaluation, prioritization, treatment and monitoring practices and effective communication and reporting. Chief Risk Officers and managers in the various business units are responsible for managing, measuring, evaluating, and reporting risks as appropriate in their respective areas within the risk appetite of the overall enterprise. This includes items such as monitoring appropriate tolerances and managing exposure to catastrophes; managing the impacts to invested assets and liabilities

related to changes in risk free interest rates, credit spreads and equity markets through value at risk, duration and convexity metrics; managing liquidity levels in light of changing market, economic and business conditions; and evaluating risks related to credit exposures through credit value at risk measurements.

As appropriate, consistent enterprise-wide measurement standards and limits are applied to key risks and are integrated into such processes as strategic and financial planning, capital management and enterprise risk reporting. Business unit measures and practices are aligned with overall enterprise standards.

Economic Capital is the amount of capital required to provide a given level of safety to stakeholders over a specific time horizon, given a defined enterprise-wide tolerance for risk. Companies employ various methods and standards for determining economic capital. At Allstate, we utilize an internally developed enterprise stochastic model as significant input into our determination of an appropriate level of enterprise economic capital to hold, ensuring that we achieve regulatory RBC within the range that we target and appropriately consider rating agency perspectives. Our economic capital model accounts for the unique and specific nature and interaction of the risks inherent in our various businesses. Economic capital modeling capabilities enable us to more fully understand risk distributions and optimize risk/reward tradeoffs across the portfolio of businesses and various risks. These capabilities allow us to view risk and return decisions holistically which may provide opportunities for enhanced returns to shareholders at similar or lower levels of risk than might be achieved if modeling and analyses were only applied at the business unit and individual risk level. Areas we are pursuing that may provide such opportunities include risk mitigation and return optimization programs in our investment portfolio and more emphasis on total return economics and absolute returns in addition to traditional net credit spreads. We have also established an internal capital support agreement between certain legal entities to more fully capitalize on diversification benefits within the enterprise.

REGULATION AND LEGAL PROCEEDINGS

We are subject to extensive regulation and we are involved in various legal and regulatory actions, all of which have an effect on specific aspects of our business. For a detailed discussion of the legal and regulatory actions in which we are involved, see Note 13 of the consolidated financial statements.

PENDING ACCOUNTING STANDARDS

There are several pending accounting standards that we have not implemented either because the standard has not been finalized or the implementation date has not yet occurred. For a discussion of these pending standards, see Note 2 of the consolidated financial statements.

The effect of implementing certain accounting standards on our financial results and financial condition is often based in part on market conditions at the time of implementation of the standard and other factors we are unable to determine prior to implementation. For this reason, we are sometimes unable to estimate the effect of certain pending accounting standards until the relevant authoritative body finalizes these standards or until we implement them.

THE ALLSTATE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2008	2007	2006
(\$ in millions, except per share data)			
Revenues			
Property-liability insurance premiums (net of reinsurance ceded of \$1,139, \$1,356 and \$1,113)	\$26,967	\$27,233	\$27,369
Life and annuity premiums and contract charges (net of reinsurance ceded of \$900, \$966 and \$815)	1,895	1,866	1,964
Net investment income	5,622	6,435	6,177
Realized capital gains and losses	(5,090)	1,235	286
	<u>29,394</u>	<u>36,769</u>	<u>35,796</u>
Costs and expenses			
Property-liability insurance claims and claims expense (net of reinsurance recoveries of \$620, \$370 and \$414)	20,064	17,667	16,017
Life and annuity contract benefits (net of reinsurance recoveries of \$1,150, \$671 and \$573)	1,612	1,589	1,570
Interest credited to contractholder funds (net of reinsurance recoveries of \$43, \$48 and \$40)	2,411	2,681	2,609
Amortization of deferred policy acquisition costs	4,679	4,704	4,757
Operating costs and expenses	3,273	3,103	3,033
Restructuring and related charges	23	29	182
Interest expense	351	333	357
	<u>32,413</u>	<u>30,106</u>	<u>28,525</u>
Loss on disposition of operations	(6)	(10)	(93)
(Loss) income from operations before income tax (benefit) expense	(3,025)	6,653	7,178
Income tax (benefit) expense	(1,346)	2,017	2,185
Net (loss) income	<u>\$ (1,679)</u>	<u>\$ 4,636</u>	<u>\$ 4,993</u>
Earnings per share:			
Net (loss) income per share—Basic	<u>\$ (3.07)</u>	<u>\$ 7.83</u>	<u>\$ 7.89</u>
Weighted average shares—Basic	<u>546.1</u>	<u>592.4</u>	<u>632.5</u>
Net (loss) income per share—Diluted	<u>\$ (3.07)</u>	<u>\$ 7.77</u>	<u>\$ 7.84</u>
Weighted average shares—Diluted	<u>546.1</u>	<u>596.7</u>	<u>637.2</u>
Cash dividends declared per share	<u>\$ 1.64</u>	<u>\$ 1.52</u>	<u>\$ 1.40</u>

See notes to consolidated financial statements.

THE ALLSTATE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(\$ in millions, except per share data)	Year Ended December 31,		
	2008	2007	2006
Net (loss) income	<u>\$ (1,679)</u>	<u>\$ 4,636</u>	<u>\$ 4,993</u>
Other comprehensive loss, after-tax			
Changes in:			
Unrealized net capital gains and losses	(4,626)	(1,186)	(16)
Unrealized foreign currency translation adjustments	(74)	53	4
Minimum pension liability adjustment	—	—	(14)
Unrecognized pension and other postretirement benefit cost	<u>(724)</u>	<u>765</u>	<u>—</u>
Other comprehensive loss, after-tax	<u>(5,424)</u>	<u>(368)</u>	<u>(26)</u>
Comprehensive (loss) income	<u><u>\$ (7,103)</u></u>	<u><u>\$ 4,268</u></u>	<u><u>\$ 4,967</u></u>

See notes to consolidated financial statements.

THE ALLSTATE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31,	
	2008	2007
(\$ in millions, except par value data)		
Assets		
Investments		
Fixed income securities, at fair value (amortized cost \$77,104 and \$93,495)	\$ 68,608	\$ 94,451
Equity securities, at fair value (cost \$3,137 and \$4,267)	2,805	5,257
Mortgage loans	10,229	10,830
Limited partnership interests	2,791	2,501
Short-term, at fair value (amortized cost \$8,903 and \$3,058)	8,906	3,058
Other	2,659	2,883
Total investments	95,998	118,980
Cash	415	422
Premium installment receivables, net	4,842	4,879
Deferred policy acquisition costs	8,542	5,768
Reinsurance recoverables, net	6,403	5,817
Accrued investment income	884	1,050
Deferred income taxes	3,794	467
Property and equipment, net	1,059	1,062
Goodwill	874	825
Other assets	3,748	2,209
Separate Accounts	8,239	14,929
Total assets	\$134,798	\$156,408
Liabilities		
Reserve for property-liability insurance claims and claims expense	\$ 19,456	\$ 18,865
Reserve for life-contingent contract benefits	12,881	13,212
Contractholder funds	58,413	61,975
Unearned premiums	10,024	10,409
Claim payments outstanding	790	748
Other liabilities and accrued expenses	6,695	8,779
Long-term debt	5,659	5,640
Separate Accounts	8,239	14,929
Total liabilities	122,157	134,557
Commitments and Contingent Liabilities (Note 6, 7 and 13)		
Shareholders' equity		
Preferred stock, \$1 par value, 25 million shares authorized, none issued	—	—
Common stock, \$.01 par value, 2.0 billion shares authorized and 900 million issued, 536 million and 563 million shares outstanding	9	9
Additional capital paid-in	3,130	3,052
Retained income	30,207	32,796
Deferred ESOP expense	(49)	(55)
Treasury stock, at cost (364 million and 337 million shares)	(15,855)	(14,574)
Accumulated other comprehensive income:		
Unrealized net capital gains and losses	(3,738)	888
Unrealized foreign currency translation adjustments	5	79
Unrecognized pension and other postretirement benefit cost	(1,068)	(344)
Total accumulated other comprehensive (loss) income	(4,801)	623
Total shareholders' equity	12,641	21,851
Total liabilities and shareholders' equity	\$134,798	\$156,408

See notes to consolidated financial statements.

THE ALLSTATE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(\$ in millions, except per share data)	December 31,		
	2008	2007	2006
Common stock	\$ 9	\$ 9	\$ 9
Additional capital paid-in			
Balance, beginning of year	3,052	2,939	2,798
Equity incentive plans activity	78	113	141
Balance, end of year	3,130	3,052	2,939
Retained income			
Balance, beginning of year	32,796	29,070	24,962
Net (loss) income	(1,679)	4,636	4,993
Dividends (\$1.64, \$1.52 and \$1.40 per share, respectively)	(897)	(901)	(885)
Effects of changing pension plan measurement date pursuant to SFAS No. 158	(13)	—	—
Cumulative effect of a change in accounting principle	—	(9)	—
Balance, end of year	30,207	32,796	29,070
Deferred ESOP expense			
Balance, beginning of year	(55)	(72)	(90)
Payments	6	17	18
Balance, end of year	(49)	(55)	(72)
Treasury stock			
Balance, beginning of year	(14,574)	(11,091)	(9,575)
Shares acquired	(1,323)	(3,604)	(1,770)
Shares reissued under equity incentive plans, net	42	121	254
Balance, end of year	(15,855)	(14,574)	(11,091)
Accumulated other comprehensive income			
Balance, beginning of year	623	991	2,082
Change in unrealized net capital gains and losses	(4,626)	(1,186)	(16)
Change in unrealized foreign currency translation adjustments	(74)	53	4
Change in minimum pension liability adjustment	—	—	(14)
Change in unrecognized pension and other postretirement benefit cost	(724)	765	—
Adjustment to initially apply SFAS No. 158	—	—	(1,065)
Balance, end of year	(4,801)	623	991
Total shareholders' equity	<u>\$ 12,641</u>	<u>\$ 21,851</u>	<u>\$21,846</u>

See notes to consolidated financial statements.

THE ALLSTATE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(\$ in millions)	Year Ended December 31,		
	2008	2007	2006
Cash flows from operating activities			
Net (loss) income	\$ (1,679)	\$ 4,636	\$ 4,993
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Depreciation, amortization and other non-cash items	(376)	(257)	(188)
Realized capital gains and losses	5,090	(1,235)	(286)
Loss on disposition of operations	6	10	93
Interest credited to contractholder funds	2,411	2,681	2,609
Changes in:			
Policy benefits and other insurance reserves	626	(192)	(3,236)
Unearned premiums	(359)	(74)	132
Deferred policy acquisition costs	141	(37)	(196)
Premium installment receivables, net	18	(62)	(49)
Reinsurance recoverables, net	(269)	(240)	828
Income taxes	(1,864)	(52)	486
Other operating assets and liabilities	165	255	(131)
Net cash provided by operating activities	3,910	5,433	5,055
Cash flows from investing activities			
Proceeds from sales			
Fixed income securities	22,936	23,462	23,651
Equity securities	9,535	9,127	3,659
Limited partnership interests	371	800	415
Mortgage loans	279	—	—
Other investments	171	173	274
Investment collections			
Fixed income securities	4,269	5,257	4,599
Mortgage loans	844	1,649	1,649
Other investments	98	395	455
Investment purchases			
Fixed income securities	(14,448)	(26,401)	(29,243)
Equity securities	(9,477)	(7,902)	(3,722)
Limited partnership interests	(982)	(1,375)	(1,042)
Mortgage loans	(500)	(2,936)	(2,331)
Other investments	(140)	(763)	(792)
Change in short-term investments, net	(8,283)	(1,323)	1,332
Change in other investments, net	(474)	(7)	164
(Acquisition) disposition of operations	(120)	3	(826)
Purchases of property and equipment, net	(291)	(274)	(161)
Net cash provided by (used in) investing activities	3,788	(115)	(1,919)
Cash flows from financing activities			
Change in short-term debt, net	—	(12)	(401)
Proceeds from issuance of long-term debt	20	987	644
Repayment of long-term debt	(1)	(9)	(851)
Contractholder fund deposits	9,984	8,632	10,066
Contractholder fund withdrawals	(15,480)	(10,599)	(10,208)
Dividends paid	(889)	(901)	(873)
Treasury stock purchases	(1,323)	(3,604)	(1,770)
Shares reissued under equity incentive plans, net	33	109	239
Excess tax benefits on share-based payment arrangements	3	29	52
Other	(52)	29	96
Net cash used in financing activities	(7,705)	(5,339)	(3,006)
Net (decrease) increase in cash	(7)	(21)	130
Cash at beginning of year	422	443	313
Cash at end of year	\$ 415	\$ 422	\$ 443

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. General

Basis of presentation

The accompanying consolidated financial statements include the accounts of The Allstate Corporation and its wholly owned subsidiaries, primarily Allstate Insurance Company ("AIC"), a property-liability insurance company with various property-liability and life and investment subsidiaries, including Allstate Life Insurance Company ("ALIC") (collectively referred to as the "Company" or "Allstate"). These consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). All significant intercompany accounts and transactions have been eliminated.

To conform to the current year presentation, certain amounts in the prior years' consolidated financial statements and notes have been reclassified.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Nature of operations

Allstate is engaged, principally in the United States, in the property-liability insurance, life insurance, retirement and investment product business. Allstate's primary business is the sale of private passenger auto and homeowners insurance. The Company also sells several other personal property and casualty insurance products, life insurance, annuities, funding agreements, and select commercial property and casualty coverages. Allstate primarily distributes its products through exclusive agencies, financial specialists and independent agencies.

The Allstate Protection segment principally sells private passenger auto and homeowners insurance, with earned premiums accounting for approximately 92% of Allstate's 2008 consolidated revenues. Allstate was the country's second largest insurer for both private passenger auto and homeowners insurance as of December 31, 2007. Allstate Protection, through several companies, is authorized to sell certain property-liability products in all 50 states, the District of Columbia and Puerto Rico. The Company is also authorized to sell certain insurance products in Canada. For 2008, the top geographic locations for premiums earned by the Allstate Protection segment were California, New York, Texas, Florida and Pennsylvania. No other jurisdiction accounted for more than 5% of premiums earned for Allstate Protection.

Allstate has exposure to catastrophes, an inherent risk of the property-liability insurance business, which have contributed, and will continue to contribute, to material year-to-year fluctuations in the Company's results of operations and financial position (see Note 7). The nature and level of catastrophic loss caused by natural events (high winds, winter storms, tornadoes, hailstorms, wildfires, tropical storms, hurricanes, earthquakes and volcanoes) experienced in any period cannot be predicted and could be material to results of operations and financial position. The Company considers the greatest areas of potential catastrophe losses due to hurricanes to generally be major metropolitan centers in counties along the eastern and gulf coasts of the United States. The Company considers the greatest areas of potential catastrophe losses due to earthquakes and fires following earthquakes to be major metropolitan areas near fault lines in the states of California, Oregon, Washington, South Carolina, Missouri, Kentucky and Tennessee. The Company also has exposure to asbestos, environmental and other discontinued lines claims (see Note 13).

The Allstate Financial segment sells life insurance, retirement and investment products and voluntary accident and health insurance to individual and institutional customers. The principal individual products are fixed annuities; interest-sensitive, traditional and variable life insurance; and voluntary accident and health insurance. The principal institutional product is funding agreements backing medium-term notes issued to institutional and individual investors. Banking products and services are also offered to customers through the Allstate Bank.

Allstate Financial, through several companies, is authorized to sell life insurance and retirement products in all 50 states, the District of Columbia, Puerto Rico, the U.S. Virgin Islands and Guam. For 2008, the top geographic locations for statutory premiums and annuity considerations for the Allstate Financial segment were Delaware, California, Florida and New York. No other jurisdiction accounted for more than 5% of statutory premiums and annuity considerations for Allstate Financial. Allstate Financial distributes its products to individuals through multiple distribution channels, including Allstate exclusive agencies, which include exclusive financial specialists, independent agents (including master brokerage agencies and workplace enrolling agents), financial service firms, such as banks and broker-dealers and specialized structured settlement brokers. Allstate Bank products can also be obtained directly through a toll-free number.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Allstate has exposure to market risk as a result of its investment portfolio. Market risk is the risk that the Company will incur realized and unrealized net capital losses due to adverse changes in equity, interest, credit spreads, commodity, or currency exchange rates and prices. The Company's primary market risk exposures are to changes in interest rates and equity prices. Interest rate risk is the risk that the Company will incur a loss due to adverse changes in interest rates relative to the interest rate characteristics of its interest bearing assets and liabilities. This risk arises from many of the Company's primary activities, as it invests substantial funds in interest-sensitive assets and issues interest-sensitive liabilities. Interest rate risk includes risks related to changes in U.S. Treasury yields and other key risk-free reference yields, as well as changes in interest rates resulting from widening credit spreads and credit exposure. Equity price risk is the risk that the Company will incur losses due to adverse changes in the general levels of the equity markets or equity-like investments.

The Company monitors economic and regulatory developments that have the potential to impact its business. The ability of banks to affiliate with insurers may have a material adverse effect on all of the Company's product lines by substantially increasing the number, size and financial strength of potential competitors. The Company currently benefits from agreements with financial services entities that market and distribute its products; change in control of these non-affiliated entities could negatively impact the Company's sales. Furthermore, federal and state laws and regulations affect the taxation of insurance companies and life insurance and annuity products. Congress and various state legislatures have considered proposals that, if enacted, could impose a greater tax burden on the Company or could have an adverse impact on the tax treatment of some insurance products offered by Allstate Financial, including favorable policyholder tax treatment currently applicable to life insurance and annuities. Legislation that reduced the federal income tax rates applicable to certain dividends and capital gains realized by individuals, or other proposals, if adopted, that reduce the taxation or permit the establishment of certain products or investments that may compete with life insurance or annuities, could have an adverse effect on the Company's financial position or Allstate Financial's ability to sell such products and could result in the surrender of some existing contracts and policies. In addition, changes in the federal estate tax laws could negatively affect the demand for the types of life insurance used in estate planning.

2. Summary of Significant Accounting Policies

Investments

Fixed income securities include bonds, asset-backed securities, mortgage-backed securities, commercial mortgage-backed securities and redeemable preferred stocks. Fixed income securities may be sold prior to their contractual maturity, are designated as available for sale and are carried at fair value. The difference between amortized cost and fair value, net of deferred income taxes, certain life and annuity deferred policy acquisition costs ("DAC"), certain deferred sales inducement costs ("DSI"), and certain reserves for life-contingent contract benefits, is reflected as a component of accumulated other comprehensive income. Cash received from calls, principal payments and make-whole payments is reflected as a component of proceeds from sales and cash received from maturities and pay-downs is reflected as a component of investment collections within the Consolidated Statements of Cash Flows. Reported in fixed income securities are hybrid securities which have characteristics of fixed income securities and equity securities. Many of these securities have attributes most similar to those of fixed income securities such as a stated interest rate, a mandatory redemption date or an interest rate step-up feature which is intended to incent the issuer to redeem the security at a specified call date. Hybrid securities are carried at fair value and amounted to \$1.40 billion and \$2.81 billion at December 31, 2008 and 2007, respectively.

Equity securities primarily include common and non-redeemable preferred stocks and real estate investment trust equity investments. Common and non-redeemable preferred stocks and real estate investment trust equity investments are classified as available for sale and are carried at fair value. The difference between cost and fair value, net of deferred income taxes, is reflected as a component of accumulated other comprehensive income.

Mortgage loans are carried at outstanding principal balances, net of unamortized premium or discount and valuation allowances. Valuation allowances are established for impaired loans when it is probable that contractual principal and interest will not be collected. Valuation allowances for impaired loans reduce the carrying value to the fair value of the collateral or the present value of the loan's expected future repayment cash flows discounted at the loan's original effective interest rate.

Investments in limited partnership interests, including certain interests in limited liability companies, private equity/debt funds, real estate funds and hedge funds where the Company's interest is so minor that it exercises virtually no influence over operating and financial policies are accounted for in accordance with the cost method of accounting; otherwise, investments in limited partnership interests are accounted for in accordance with the equity method of accounting.

Short-term investments, including money market funds, commercial paper and other short-term investments, are carried at fair value. Other investments consist primarily of policy loans and bank loans. Bank loans are comprised primarily of senior secured corporate loans which are carried at amortized cost. Policy loans are carried at the respective unpaid principal balances.

In connection with the Company's securities lending business activities, funds received in connection with securities repurchase agreements, cash collateral received from counterparties related to derivative transactions and securities purchased under agreements to resell are invested and classified as short-term investments or fixed income securities available for sale as applicable. For the Company's securities lending business activities and securities sold under agreements to repurchase, the Company records an offsetting liability in other liabilities and accrued expenses or other investments for the Company's obligation to return the collateral or funds received.

Investment income consists primarily of interest and dividends, income from certain limited partnership interests and income from certain derivative transactions. Interest is recognized on an accrual basis using the effective yield method and dividends are recorded at the ex-dividend date. Interest income for asset-backed securities, mortgage-backed securities and commercial mortgage-backed securities is determined considering estimated principal repayments obtained from widely accepted third party data sources and internal estimates. Interest income on beneficial interests in securitized financial assets not of high credit quality is determined using the prospective yield method, based upon projections of expected future cash flows. For all other asset-backed securities, mortgage-backed securities and commercial mortgage-backed securities, the effective yield is recalculated on the retrospective basis. Accrual of income is suspended for fixed income securities, mortgage loans and bank loans that are in default or when receipt of interest payments is in doubt. Income from investments in limited partnership interests accounted for on the cost basis is recognized upon receipt of amounts distributed by the partnerships as investment income. Subsequent to October 1, 2008, income from investments in limited partnership interests accounted for utilizing the equity method of accounting ("EMA LP") is reported in realized capital gains and losses.

Realized capital gains and losses include gains and losses on investment sales, write-downs in value due to other-than-temporary declines in fair value, periodic changes in the fair value and settlements of certain derivatives including hedge ineffectiveness, and income from certain limited partnership interests. Realized capital gains and losses on investment sales include calls and prepayments and are determined on a specific identification basis. Income from investments in limited partnership interests accounted for utilizing the equity method of accounting is recognized based on the financial results of the entity and the Company's proportionate investment interest, and is recognized on a delay due to the availability of the related financial statements. The recognition of income on hedge funds is primarily on a one month delay and the income recognition on private equity/debt funds and real estate funds are generally on a three month delay.

The Company recognizes other-than-temporary impairment losses on fixed income securities, equity securities and short-term investments when the decline in fair value is deemed other-than-temporary including when the Company cannot assert a positive intent to hold an impaired security until recovery (see Note 5). Fixed income securities subject to change in intent write-downs continue to earn investment income (other than discussed above), and any discount or premium is recognized using the effective yield method over the expected life of the security.

Fair value of financial assets and financial liabilities

The Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements" ("SFAS No. 157"), as of January 1, 2008 for its financial assets and financial liabilities that are measured at fair value. SFAS No. 157 defines fair value 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, and establishes a framework for measuring fair value. The adoption did not have a material effect on the Company's determination of fair value.

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. SFAS No. 157 establishes a hierarchy for inputs used in determining fair value that maximize the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available.

Observable inputs are those used by market participants in valuing financial instruments that are developed based on market data obtained from independent sources. In the absence of sufficient observable inputs,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

unobservable inputs reflect the Company's estimates of the assumptions market participants would use in valuing financial assets and financial liabilities and are developed based on the best information available in the circumstances. The Company uses prices and inputs that are current as of the measurement date, including during periods of market disruption. In periods of market disruption, the ability to observe prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2, or from Level 2 to Level 3.

Financial assets and financial liabilities recorded on the Consolidated Statements of Financial Position at fair value as of December 31, 2008 are categorized in the fair value hierarchy based on the observability of inputs to the valuation techniques as follows:

Level 1: Financial assets and financial liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Company can access.

Level 2: Financial assets and financial liabilities whose values are based on the following:

- a) Quoted prices for similar assets or liabilities in active markets;
- b) Quoted prices for identical or similar assets or liabilities in non-active markets; or
- c) Valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Financial assets and financial liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect the Company's estimates of the assumptions that market participants would use in valuing the financial assets and financial liabilities.

The availability of observable inputs varies by instrument. In situations where fair value is based on internally developed pricing models or inputs that are unobservable in the market, the determination of fair value requires more judgment. The degree of judgment exercised by the Company in determining fair value is typically greatest for instruments categorized in Level 3. In many instances, valuation inputs used to measure fair value fall into different levels of the fair value hierarchy. The category level in the fair value hierarchy is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Certain financial assets are not carried at fair value on a recurring basis, including investments such as mortgage loans, limited partnership interests, bank loans and policy loans. Accordingly, such investments are only included in the fair value hierarchy disclosure when the investment is subject to remeasurement at fair value after initial recognition and the resulting remeasurement is reflected in the consolidated financial statements. In addition, equity options embedded in fixed income securities are not disclosed in the hierarchy with free-standing derivatives as the embedded derivatives are presented with the host contract in fixed income securities.

Summary of significant valuation techniques for financial assets and financial liabilities on a recurring basis

Level 1 measurements

- *Fixed income securities:* U.S. treasuries are in Level 1 and valuation is based on unadjusted quoted prices for identical assets in active markets that the Company can access.
- *Equity securities:* Comprise actively traded, exchange-listed U.S. and international equity securities. Valuation is based on unadjusted quoted prices for identical assets in active markets that the Company can access.
- *Short-term:* Comprise actively traded money market funds that have daily quoted net asset values for identical assets that the Company can access.
- *Separate account assets:* Comprise actively traded mutual funds that have daily quoted net asset values for identical assets that the Company can access. Net asset values for the actively traded mutual funds in which the separate account assets are invested are obtained daily from the fund managers.

Level 2 measurements

- *Fixed income securities:*

Corporate, including privately placed: Valued based on inputs including quoted prices for identical or similar assets in markets that are not active. Also includes privately placed securities which have market-observable external ratings from independent third party rating agencies.

Municipal: Externally rated municipals are valued based on inputs including quoted prices for identical or similar assets in markets that are not active. Included in municipals are auction rate securities (“ARS”) other than those backed by student loans. ARS backed by student loans are included in Level 3.

U.S. government and agencies: Valued based on inputs including quoted prices for identical or similar assets in markets that are not active.

Commercial mortgage-backed securities (“CMBS”): Valuation is principally based on inputs including quoted prices for identical or similar assets in markets that are not active.

Preferred stock; Mortgage-backed securities (“MBS”); Foreign government; Asset-backed securities (“ABS”)—credit card: Valued based on inputs including quoted prices for identical or similar assets in markets that are not active.

- *Equity securities:* Valued based on inputs including quoted prices for identical or similar assets in markets that are not active.
- *Short-term:* Commercial paper and other short-term investments are valued based on quoted prices for identical or similar assets in markets that are not active or amortized cost.
- *Other investments:* 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 (“OTC”) derivatives, including interest rate swaps, foreign currency swaps, foreign exchange forward contracts, certain credit default swaps, and commodity swaps, are valued using models that rely on inputs such as interest rate yield curves, currency rates, adjustment for counterparty credit risks, and commodity prices 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.

- *Contractholder funds:* Derivatives embedded in certain annuity contracts are valued based on internal models that rely on inputs such as interest rate yield curves and equity index volatility assumptions that are market observable for substantially the full term of the contract. The valuation techniques are widely accepted in the financial services industry and do not include significant judgment.

Level 3 measurements

- *Fixed income securities:*

Corporate: Valued based on non-binding broker quotes and are categorized as Level 3.

Corporate privately placed: Valued based on non-binding broker quotes and models that are widely accepted in the financial services industry and use internally assigned credit ratings as inputs and instrument specific inputs. Instrument specific inputs used in internal fair value determinations include coupon rate, coupon type, weighted average life, sector of the issuer and call provisions. Privately placed securities are categorized as Level 3 as a result of the significance of non-market observable inputs. The internally modeled securities are valued based on internal ratings, which are not observable in the market. Multiple internal ratings comprise a National Association of Insurance Commissioners (“NAIC”) rating category and when used in the internal model provide a more refined determination of fair value. The Company’s internal ratings are primarily consistent with the NAIC ratings which are generally updated annually.

Municipal: ARS primarily backed by student loans that have become illiquid due to failures in the auction market and municipal bonds that are not rated by third party credit rating agencies but are generally rated by the NAIC are included in Level 3. ARS backed by student loans are valued based on a discounted cash flow model with certain inputs to the valuation model that are significant to the valuation, but are not market observable, including estimates of future coupon rates if auction failures continue, maturity assumptions, and illiquidity premium. Non-rated municipal bonds are valued based on valuation models that are widely accepted in the financial services industry and require projections of future cash flows that are not market-observable, and are categorized as Level 3 as a result of the significance of non-market observable inputs.

ABS residential mortgage-backed securities (“ABS RMBS”); Alt-A residential mortgage-backed securities (“Alt-A”): ABS RMBS and Alt-A are principally valued based on inputs including quoted prices for identical or similar assets in markets that exhibit less liquidity relative to those markets supporting Level 2

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

fair value measurements. Certain ABS RMBS and Alt-A are valued based on non-binding broker quotes. Due to the reduced availability of actual market prices or relevant observable inputs as a result of the decrease in liquidity that has been experienced in the market for these securities, all ABS RMBS and Alt-A are categorized as Level 3.

Other collateralized debt obligations (“CDO”); ABS collateralized debt obligations (“ABS CDO”): Valued based on non-binding broker quotes received from brokers who are familiar with the investments. Due to the reduced availability of actual market prices or relevant observable inputs as a result of the decrease in liquidity that has been experienced in the market for these securities, all collateralized loan obligations (“CLO”), ABS CDO, and synthetic collateralized debt obligations are categorized as Level 3.

CMBS; Commercial real estate collateralized debt obligations (“CRE CDO”): CRE CDO, which are reported as CMBS, and other CMBS, are either valued based on non-binding broker quotes or based on inputs including quoted prices for identical or similar assets in markets that exhibit less liquidity relative to those markets supporting Level 2 fair value measurements. Due to the reduced availability of actual market prices or relevant observable inputs as a result of the decrease in liquidity that has been experienced in the market for these securities, certain CMBS are categorized as Level 3.

ABS—credit card, auto and student loans: Valued based on inputs including quoted prices for identical or similar assets in markets that are not active. Due to the reduced availability of actual market prices or relevant observable inputs as a result of the decrease in liquidity that has been experienced in the market for these securities, they are categorized as Level 3.

- *Other investments:* Certain free-standing OTC derivatives, such as caps, floors, certain credit default swaps and OTC options (including swaptions), are valued using valuation models that are widely accepted in the financial services industry. Inputs include non-market observable inputs such as volatility assumptions that are significant to the valuation of the instruments.
- *Contractholder funds:* Derivatives embedded in annuity contracts are valued internally using models widely accepted in the financial services industry that determine a single best estimate of fair value for the embedded derivatives within a block of contractholder liabilities. The models use stochastically determined cash flows based on the contractual elements of embedded derivatives and other applicable market data. These are categorized as Level 3 as a result of the significance of non-market observable inputs.

Financial assets and financial liabilities on a non-recurring basis

Mortgage loans and other investments written-down to fair value in connection with recognizing other-than-temporary impairments are valued using valuation models that are widely accepted in the financial services industry. Inputs to the valuation models include non-market observable inputs such as credit spreads. Limited partnership interests written-down to fair value in connection with recognizing other-than-temporary impairments are valued using net asset values and other sources. At December 31, 2008, mortgage loans, limited partnership interests and other investments with a fair value of \$301 million were included in the fair value hierarchy in Level 3 since they were subject to remeasurement at fair value at December 31, 2008.

Fair value measurement prior to adoption of SFAS No. 157

Prior to the adoption of SFAS No. 157 on January 1, 2008, the fair value of fixed income securities was based upon observable market quotations, other market observable data or was derived from such quotations and market observable data. The fair value of privately placed fixed income securities was generally based on widely accepted pricing valuation models, which were developed internally. The valuation models used security specific information such as the credit rating of the issuer, industry sector of the issuer, maturity, estimated duration, call provisions, sinking fund requirements, coupon rate, quoted market prices of comparable securities and estimated liquidity premiums to determine the overall spread for the specific security.

Derivative and embedded derivative financial instruments

Derivative financial instruments include interest rate swaps, credit default swaps, futures (interest rate, equity and commodity), options (including swaptions), interest rate caps and floors, warrants and rights, forward contracts to hedge foreign currency risk, certain investment risk transfer reinsurance agreements, forward sale commitments and certain bond forward purchase commitments. Derivatives that are required to be separated from the host instrument and accounted for as derivative financial instruments ("subject to bifurcation") are embedded in convertible and equity-indexed fixed income securities, equity-indexed life and annuity contracts, reinsured variable annuity contracts, and certain funding agreements (see Note 6).

All derivatives are accounted for on a fair value basis and reported as other investments, other assets, other liabilities and accrued expenses or contractholder funds. Embedded derivative instruments subject to bifurcation are also accounted for on a fair value basis and are reported together with the host contract. The change in the fair value of derivatives embedded in certain fixed income securities and subject to bifurcation is reported in realized capital gains and losses. The change in the fair value of derivatives embedded in liabilities and subject to bifurcation is reported in life and annuity contract benefits, interest credited to contractholder funds or realized capital gains and losses. Cash flows from embedded derivatives requiring bifurcation and derivatives receiving hedge accounting are reported consistently with the host contracts and hedged risks respectively within the Consolidated Statements of Cash Flows. Cash flows from other derivatives are reported in cash flows from investing activities within the Consolidated Statements of Cash Flows.

When derivatives meet specific criteria, they may be designated as accounting hedges and accounted for as fair value, cash flow, foreign currency fair value or foreign currency cash flow hedges. The hedged item may be either all or a specific portion of a recognized asset, liability or an unrecognized firm commitment attributable to a particular risk for fair value hedges. At the inception of the hedge, the Company formally documents the hedging relationship and risk management objective and strategy. The documentation identifies the hedging instrument, the hedged item, the nature of the risk being hedged and the methodology used to assess the effectiveness of the hedging instrument in offsetting the exposure to changes in the hedged item's fair value attributable to the hedged risk. In the case of a cash flow hedge, this documentation includes the exposure to changes in the variability in cash flows attributable to the hedged risk. The Company does not exclude any component of the change in fair value of the hedging instrument from the effectiveness assessment. At each reporting date, the Company confirms that the hedging instrument continues to be highly effective in offsetting the hedged risk. Ineffectiveness in fair value hedges and cash flow hedges is reported in realized capital gains and losses. The hedge ineffectiveness reported in realized capital gains and losses amounted to losses of \$4 million, \$13 million and \$7 million in 2008, 2007 and 2006, respectively.

Fair value hedges The Company designates certain of its interest rate and foreign currency swap contracts and certain investment risk transfer reinsurance agreements as fair value hedges when the hedging instrument is highly effective in offsetting the risk of changes in the fair value of the hedged item.

For hedging instruments used in fair value hedges, when the hedged items are investment assets or a portion thereof, the change in the fair value of the derivatives is reported in net investment income, together with the change in the fair value of the hedged items. The change in the fair value of hedging instruments used in fair value hedges of contractholder funds liabilities or a portion thereof is reported in interest credited to contractholder funds, together with the change in the fair value of the hedged items. Accrued periodic settlements on swaps are reported together with the changes in fair value of the swaps in net investment income or interest credited to contractholder funds. The amortized cost for fixed income securities, the carrying value for mortgage loans or the carrying value of the hedged liability is adjusted for the change in the fair value of the hedged risk.

Cash flow hedges The Company designates certain of its foreign currency swap contracts and bond forward commitments as cash flow hedges when the hedging instrument is highly effective in offsetting the exposure of variations in cash flows for the hedged risk that could affect net income. The Company's cash flow exposure may be associated with an existing asset, liability or a forecasted transaction including the anticipated issuance of corporate debt. Anticipated transactions must be probable of occurrence and their significant terms and specific characteristics must be identified.

For hedging instruments used in cash flow hedges, the changes in fair value of the derivatives representing the effective portion of the hedge are reported in accumulated other comprehensive income. Amounts are reclassified to net investment income, realized capital gains and losses or interest expense as the hedged or forecasted transaction affects net income. Accrued periodic settlements on derivatives used in cash flow hedges are reported in net investment income. The amount reported in accumulated other comprehensive income for a hedged transaction is limited to the lesser of the cumulative gain or loss on the derivative less the amount

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

reclassified to net income; or the cumulative gain or loss on the derivative needed to offset the cumulative change in the expected future cash flows on the hedged transaction from inception of the hedge less the derivative gain or loss previously reclassified from accumulated other comprehensive income to net income. If the Company expects at any time that the loss reported in accumulated other comprehensive income would lead to a net loss on the combination of the hedging instrument and the hedged transaction which may not be recoverable, a loss is recognized immediately in realized capital gains and losses. If an impairment loss is recognized on an asset or an additional obligation is incurred on a liability involved in a hedge transaction, any offsetting gain in accumulated other comprehensive income is reclassified and reported together with the impairment loss or recognition of the obligation.

Termination of hedge accounting If, subsequent to entering into a hedge transaction, the derivative becomes ineffective (including if the hedged item is sold or otherwise extinguished, the occurrence of a hedged forecasted transaction is no longer probable, or the hedged asset becomes other-than-temporarily impaired), the Company may terminate the derivative position. The Company may also terminate derivative instruments or redesignate them as non-hedge as a result of other events or circumstances. If the derivative financial instrument is not terminated when a fair value hedge is no longer effective, the future gains and losses recognized on the derivative are reported in realized capital gains and losses. When a fair value hedge is no longer effective, is redesignated as non-hedge or when the derivative has been terminated, the fair value gain or loss on the hedged asset, liability or portion thereof which has already been recognized in income while the hedge was in place and used to adjust the amortized cost for fixed income securities, the carrying value for mortgage loans or the carrying amount for the liability, is amortized over the remaining life of the hedged asset, liability, or portion thereof, and reflected in net investment income, interest credited to contractholder funds or interest expense beginning in the period that hedge accounting is no longer applied. If the hedged item in a fair value hedge is an asset which has become other-than-temporarily impaired, the adjustment made to the amortized cost for fixed income securities or the carrying value for mortgage loans is subject to the accounting policies applied to other-than-temporarily impaired assets.

When a derivative financial instrument used in a cash flow hedge of an existing asset or liability is no longer effective or is terminated, the gain or loss recognized on the derivative is reclassified from accumulated other comprehensive income to net income as the hedged risk impacts net income. If the derivative financial instrument is not terminated when a cash flow hedge is no longer effective, the future gains and losses recognized on the derivative are reported in realized capital gains and losses. When a derivative financial instrument used in a cash flow hedge of a forecasted transaction is terminated because the forecasted transaction is no longer probable, the gain or loss recognized on the derivative is immediately reclassified from accumulated other comprehensive income to realized capital gains and losses in the period that hedge accounting is no longer applied. If a cash flow hedge is no longer effective, the gain or loss recognized on the derivative during the period the hedge was effective is reclassified from accumulated other comprehensive income to net income as the remaining hedged item affects net income.

Non-hedge derivative financial instruments The Company also has certain derivatives that are used in interest rate, equity price, commodity price and credit risk management strategies for which hedge accounting is not applied. These derivatives primarily consist of certain interest rate swap agreements, equity options and futures, commodity and financial futures contracts, interest rate cap and floor agreements, swaptions, foreign currency forward and option contracts and credit default swaps.

In addition to the use of credit default swaps for credit risk management strategies, the Company replicates fixed income securities using a combination of a credit default swap and one or more highly rated fixed income securities to synthetically replicate the economic characteristics of one or more cash market securities. Fixed income securities are replicated when they are either unavailable in the cash market or are more economical to acquire in synthetic form.

The Company obtains commodity-based investment exposure through the use of excess return swaps whose return is tied to a commodity-based index. The Company also uses certain commodity futures to periodically rebalance its exposure under commodity-indexed excess return swaps as they are typically very liquid and highly correlated with the commodity-based index.

Based upon the type of derivative instrument and strategy, the income statement effects of these derivatives are reported in a single line item with the results of the associated risk. Therefore, the derivatives' fair value gains and losses and accrued periodic settlements are recognized together in one of the following during the reporting period: net investment income, realized capital gains and losses, operating costs and expenses, life and annuity contract benefits or interest credited to contractholder funds.

Securities loaned and security repurchase and resale

The Company's business activities include securities lending transactions, securities sold under agreements to repurchase ("repurchase agreements"), and securities purchased under agreements to resell ("resale agreements"), which are used primarily to generate net investment income. The proceeds received from repurchase agreements also provide a source of liquidity. For repurchase agreements and securities lending transactions used to generate net investment income, the proceeds received are reinvested in short-term investments or fixed income securities. These transactions are short-term in nature, usually 30 days or less.

The Company receives cash collateral for securities loaned in an amount generally equal to 102% and 105% of the fair value of domestic and foreign securities, respectively, and records the related obligations to return the collateral in other liabilities and accrued expenses or other investments. The carrying value of these obligations approximates fair value because of their relatively short-term nature. The Company monitors the market value of securities loaned on a daily basis and obtains additional collateral as necessary under the terms of the agreements to mitigate counterparty credit risk. The Company maintains the right and ability to redeem the securities loaned on short notice. Substantially all of the Company's securities loaned are placed with large banks.

The Company's policy is to take possession or control of securities under resale agreements. Securities to be repurchased under repurchase agreements are the same, or substantially the same, as the securities transferred. The Company's obligations to return the funds received under repurchase agreements are carried at the amount at which the securities will subsequently be reacquired, including accrued interest, as specified in the respective agreements and are classified as other liabilities and accrued expenses or other investments. The carrying value of these obligations approximates fair value because of their relatively short-term nature.

Recognition of premium revenues and contract charges, and related benefits and interest credited

Property-liability premiums are deferred and earned on a pro-rata basis over the terms of the policies. The portion of premiums written applicable to the unexpired terms of the policies is recorded as unearned premiums. Premium installment receivables, net, represent premiums written and not yet collected, net of an allowance for uncollectible premiums. The Company regularly evaluates premium installment receivables and adjusts its valuation allowance as appropriate. The valuation allowance for uncollectible premium installment receivables was \$70 million and \$68 million at December 31, 2008 and 2007, respectively.

Traditional life insurance products consist principally of products with fixed and guaranteed premiums and benefits, primarily term and whole life insurance products. Premiums from these products are recognized as revenue when due from policyholders. Benefits are reflected in life and annuity contract benefits and recognized in relation to premiums, so that profits are recognized over the life of the policy.

Immediate annuities with life contingencies, including certain structured settlement annuities, provide insurance protection over a period that extends beyond the period during which premiums are collected. Premiums from these products are recognized as revenue when received at the inception of the contract. Benefits and expenses are recognized in relation to premiums. Profits from these policies come from investment income, which is recognized over the life of the contract.

Interest-sensitive life contracts, such as universal life and single premium life are insurance contracts whose terms are not fixed and guaranteed. The terms that may be changed include premiums paid by the contractholder, interest credited to the contractholder account balance and contract charges assessed against the contractholder account balance. Premiums from these contracts are reported as contractholder fund deposits. Contract charges consist of fees assessed against the contractholder account balance for the cost of insurance (mortality risk), contract administration and early surrender. These contract charges are recognized as revenue when assessed against the contractholder account balance. Life and annuity contract benefits include life-contingent benefit payments in excess of the contractholder account balance.

Contracts that do not subject the Company to significant risk arising from mortality or morbidity are referred to as investment contracts. Fixed annuities, including market value adjusted annuities, equity-indexed annuities and immediate annuities without life contingencies, and funding agreements (primarily backing medium-term notes) are considered investment contracts. Consideration received for such contracts is reported as contractholder fund deposits. Contract charges for investment contracts consist of fees assessed against the contractholder account balance for maintenance, administration and surrender of the contract prior to contractually specified dates, and are recognized when assessed against the contractholder account balance.

Interest credited to contractholder funds represents interest accrued or paid on interest-sensitive life contracts and investment contracts. Crediting rates for certain fixed annuities and interest-sensitive life contracts

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

are adjusted periodically by the Company to reflect current market conditions subject to contractually guaranteed minimum rates. Crediting rates for indexed annuities and indexed funding agreements are generally based on a specified interest rate index, such as LIBOR, or an equity index, such as the Standard & Poor's ("S&P") 500 Index. Interest credited also includes amortization of DSI expenses. DSI is amortized into interest credited using the same method used to amortize DAC.

Contract charges for variable life and variable annuity products consist of fees assessed against the contractholder account values for contract maintenance, administration, mortality, expense and early surrender. Contract benefits incurred include guaranteed minimum death, income, withdrawal and accumulation benefits. Subsequent to the Allstate Financial segment's disposal of substantially all of its variable annuity business through reinsurance agreements with Prudential in 2006 (see Note 3), the contract charges and contract benefits related thereto are reported net of reinsurance ceded.

Deferred policy acquisition and sales inducement costs

Costs that vary with and are primarily related to acquiring property-liability insurance, life insurance and investment contracts are deferred and recorded as DAC. These costs are principally agents' and brokers' remuneration, premium taxes, inspection costs, and certain underwriting and direct mail solicitation expenses. DSI costs, which are deferred and recorded as other assets, relate to sales inducements offered on sales to new customers, principally on annuities and primarily in the form of additional credits to the customer's account value or enhancements to interest credited for a specified period, which are in excess of the rates currently being credited to similar contracts without sales inducements. All other acquisition costs are expensed as incurred and included in operating costs and expenses on the Consolidated Statements of Operations. DAC associated with property-liability insurance is amortized to income as premiums are earned, typically over periods of six or twelve months, and is included in amortization of deferred policy acquisition costs on the Consolidated Statements of Operations. Future investment income is considered in determining the recoverability of DAC. Amortization of DAC associated with life insurance and investment contracts is included in amortization of deferred policy acquisition costs on the Consolidated Statements of Operations and is described in more detail below. DSI is amortized to income using the same methodology and assumptions as DAC and is included in interest credited to contractholder funds on the Consolidated Statements of Operations. DAC and DSI are periodically reviewed for recoverability and adjusted if necessary.

For traditional life insurance, DAC is amortized over the premium paying period of the related policies in proportion to the estimated revenues on such business. Assumptions used in the amortization of DAC and reserve calculations are established at the time the policy is issued and are generally not revised during the life of the policy. Any deviations from projected business in force resulting from actual policy terminations differing from expected levels and any estimated premium deficiencies may result in a change to the rate of amortization in the period such events occur. Generally, the amortization periods for these policies approximates the estimated lives of the policies.

For interest-sensitive life, annuities and other investment contracts, DAC and DSI are amortized in proportion to the incidence of the total present value of gross profits, which includes both actual historical gross profits ("AGP") and estimated future gross profits ("EGP") expected to be earned over the estimated lives of the contracts. The amortization is net of interest on the prior period DAC balance and uses rates established at the inception of the contracts. Actual amortization periods generally range from 15-30 years; however, incorporating estimates of customer surrender rates, partial withdrawals and deaths generally results in the majority of the DAC being amortized during the surrender charge period. The rate of amortization during this term is matched to the recognition pattern of total gross profits.

AGP and EGP consist primarily of the following components: contract charges for the cost of insurance less mortality costs and other benefits; investment income and realized capital gains and losses less interest credited; and surrender and other contract charges less maintenance expenses. The principal assumptions for determining the amount of EGP are investment returns, including capital gains and losses on assets supporting contract liabilities, interest crediting rates to contractholders, and the effects of persistency, mortality, expenses, and hedges if applicable.

Changes in the amount or timing of EGP result in adjustments to the cumulative amortization of DAC and DSI. All such adjustments are reflected in the current results of operations.

The Company performs quarterly reviews of DAC and DSI recoverability for interest-sensitive life, annuities and other investment contracts in the aggregate using current assumptions. If a change in the amount of EGP is significant, it could result in the unamortized DAC and DSI not being recoverable, resulting in a charge which is

included as a component of amortization of deferred policy acquisition costs or interest credited to contractholder funds, respectively, on the Consolidated Statements of Operations.

Any amortization of DAC or DSI that would result from changes in unrealized capital gains or losses had those gains or losses actually been realized during the reporting period is recorded net of tax in other comprehensive income. Recapitalization of DAC and DSI is limited to the originally deferred costs plus interest.

Customers of the Company may exchange one insurance policy or investment contract for another offered by the Company, or make modifications to an existing investment, life or property-liability contract issued by the Company. These transactions are identified as internal replacements for accounting purposes. Internal replacement transactions that are determined to result in replacement contracts that are substantially unchanged from the replaced contracts are accounted for as continuations of the replaced contracts. Unamortized DAC and DSI related to the replaced contract continue to be deferred and amortized in connection with the replacement contract. For interest-sensitive life insurance and investment contracts, the EGP of the replacement contract is treated as a revision to the EGP of the replaced contract in the determination of amortization of DAC and DSI. For traditional life and property-liability insurance policies, any changes to unamortized DAC and benefit reserves that result from the replacement contract are treated as prospective revisions. Any costs associated with the issuance of the replacement contract are characterized as maintenance costs and expensed as incurred.

Internal replacement transactions that are determined to result in a substantial change to the replaced contracts are accounted for as an extinguishment of the replaced contracts, and any unamortized DAC and DSI related to the replaced contracts are eliminated with a corresponding charge to the Consolidated Statements of Operations.

The costs assigned to the right to receive future cash flows from certain business purchased from other insurers are also classified as DAC in the Consolidated Statements of Financial Position. The costs capitalized represent the present value of future profits expected to be earned over the lives of the contracts acquired. These costs are amortized as profits emerge over the lives of the acquired business and are periodically evaluated for recoverability. The present value of future profits was \$187 million and \$99 million at December 31, 2008 and 2007, respectively. Amortization expense on the present value of future profits was \$21 million, \$12 million and \$41 million for the years ended December 31, 2008, 2007 and 2006, respectively.

Reinsurance

In the normal course of business, the Company seeks to limit aggregate and single exposure to losses on large risks by purchasing reinsurance (see Note 9). The Company has also used reinsurance to effect the acquisition or disposition of certain blocks of business. The amounts reported in the Consolidated Statements of Financial Position as reinsurance recoverables include amounts billed to reinsurers on losses paid as well as estimates of amounts expected to be recovered from reinsurers on insurance liabilities and contractholder funds that have not yet been paid. Reinsurance recoverables on unpaid losses are estimated based upon assumptions consistent with those used in establishing the liabilities related to the underlying reinsured contracts. Insurance liabilities are reported gross of reinsurance recoverables. Reinsurance premiums are generally reflected in income in a manner consistent with the recognition of premiums on the reinsured contracts. For catastrophe coverage, reinsurance premiums are earned ratably over the contract period to the extent coverage remains available. Reinsurance does not extinguish the Company's primary liability under the policies written. Therefore, the Company regularly evaluates the financial condition of its reinsurers including their activities with respect to claim settlement practices and commutations, and establishes allowances for uncollectible reinsurance recoverables as appropriate.

Goodwill

Goodwill represents the excess of amounts paid for acquiring businesses over the fair value of the net assets acquired. The goodwill balances were \$456 million and \$418 million as of December 31, 2008 and \$407 million and \$418 million as of December 31, 2007 for the Allstate Protection segment and the Allstate Financial segment, respectively. The Company annually evaluates goodwill for impairment using both a discounted cash flow analysis and a trading multiple analysis, which are widely accepted valuation techniques to estimate the fair value of its reporting units. The Company also reviews its goodwill for impairment whenever events or changes in circumstances indicate that it is more likely than not that the carrying amount of goodwill may exceed its implied fair value. Goodwill impairment evaluations indicated no impairment at December 31, 2008 or 2007.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Property and equipment

Property and equipment is carried at cost less accumulated depreciation. Included in property and equipment are capitalized costs related to computer software licenses and software developed for internal use. These costs generally consist of certain external payroll and payroll related costs. Certain facilities and equipment held under capital leases are also classified as property and equipment with the related lease obligations recorded as liabilities. Property and equipment depreciation is calculated using the straight-line method over the estimated useful lives of the assets, generally 3 to 10 years for equipment and 40 years for real property. Depreciation expense is reported in operating costs and expenses. Accumulated depreciation on property and equipment was \$2.12 billion and \$1.94 billion at December 31, 2008 and 2007, respectively. Depreciation expense on property and equipment was \$240 million, \$224 million and \$235 million for the years ended December 31, 2008, 2007 and 2006, respectively. The Company reviews its property and equipment for impairment at least annually and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Income taxes

The income tax provision is calculated under the liability method. Deferred tax assets and liabilities are recorded based on the difference between the financial statement and tax bases of assets and liabilities at the enacted tax rates. The principal assets and liabilities giving rise to such differences are unrealized capital gains and losses on certain investments, differences in tax bases of invested assets, insurance reserves, unearned premiums, DAC and employee benefits. A deferred tax asset valuation allowance is established when there is uncertainty that such assets would be realized (see Note 14).

Reserves for property liability insurance claims and claims expense and life-contingent contract benefits

The reserve for property-liability claims and claims expense is the estimate of amounts necessary to settle all reported and unreported claims for the ultimate cost of insured property-liability losses, based upon the facts of each case and the Company's experience with similar cases. Estimated amounts of salvage and subrogation are deducted from the reserve for claims and claims expense. The establishment of appropriate reserves, including reserves for catastrophes, is an inherently uncertain and complex process. Reserve estimates are regularly reviewed and updated, using the most current information available. Any resulting reestimates are reflected in current results of operations (see Note 7).

The reserve for life-contingent contract benefits payable under insurance policies, including traditional life insurance, life-contingent immediate annuities and voluntary health products, is computed on the basis of long-term actuarial assumptions of future investment yields, mortality, morbidity, policy terminations and expenses (see Note 8). These assumptions, which for traditional life insurance are applied using the net level premium method, include provisions for adverse deviation and generally vary by characteristics such as type of coverage, year of issue and policy duration. To the extent that unrealized gains on fixed income securities would result in a premium deficiency had those gains actually been realized, the related increase in reserves for certain immediate annuities with life contingencies is recorded net of tax as a reduction of unrealized net capital gains included in accumulated other comprehensive income.

Contractholder funds

Contractholder funds represent interest-bearing liabilities arising from the sale of products, such as interest-sensitive life, fixed annuities, bank deposits and funding agreements. Contractholder funds are comprised primarily of deposits received and interest credited to the benefit of the contractholder less surrenders and withdrawals, mortality charges and administrative expenses (see Note 8). Contractholder funds also include reserves for secondary guarantees on interest-sensitive life insurance and certain fixed annuity contracts and reserves for certain guarantees on reinsured variable annuity contracts.

Separate accounts

Separate accounts assets are carried at fair value. The assets of the separate accounts are legally segregated and available only to settle separate account contract obligations. Separate accounts liabilities represent the contractholders' claims to the related assets and are carried at an amount equal to the separate accounts assets. Investment income and realized capital gains and losses of the separate accounts accrue directly to the contractholders and therefore, are not included in the Company's Consolidated Statements of Operations. Deposits to and surrenders and withdrawals from the separate accounts are reflected in separate accounts liabilities and are not included in consolidated cash flows.

Absent any contract provision wherein the Company provides a guarantee, variable annuity and variable life insurance contractholders bear the investment risk that the separate accounts' funds may not meet their stated investment objectives. Substantially all of the Company's variable annuity business is reinsured to Prudential beginning in 2006.

Deferred Employee Stock Ownership Plan ("ESOP") expense

Deferred ESOP expense represents the remaining unrecognized cost of shares acquired by the Allstate ESOP to pre-fund a portion of the Company's contribution to The Savings and Profit Sharing Plan of Allstate Employees (see Note 16).

Equity incentive plans

The Company currently has equity incentive plans that permit the Company to grant nonqualified stock options, incentive stock options, restricted or unrestricted shares of the Company's stock and restricted stock units ("equity awards") to certain employees and directors of the Company (see Note 17). The Company recognizes the fair value of equity awards computed at the award date over the period in which the requisite service is rendered. The Company uses a binomial lattice model to determine the fair value of employee stock options.

Off-balance-sheet financial instruments

Commitments to invest, commitments to purchase private placement securities, commitments to fund mortgage loans, financial guarantees and credit guarantees have off-balance-sheet risk because their contractual amounts are not recorded in the Company's Consolidated Statements of Financial Position (see Note 6 and Note 13).

Consolidation of variable interest entities ("VIEs")

The Company consolidates VIEs when it is the primary beneficiary. A primary beneficiary is the variable interest that will absorb a majority of the expected losses or receive a majority of the entity's expected returns, or both (see Note 11).

Foreign currency translation

The local currency of the Company's foreign subsidiaries is deemed to be the functional currency of the country in which these subsidiaries operate. The financial statements of the Company's foreign subsidiaries are translated into U.S. dollars at the exchange rate in effect at the end of a reporting period for assets and liabilities and at average exchange rates during the period for results of operations. The unrealized gains and losses from the translation of the net assets are recorded as unrealized foreign currency translation adjustments and included in accumulated other comprehensive income in the Consolidated Statements of Financial Position. Changes in unrealized foreign currency translation adjustments are included in other comprehensive income. Gains and losses from foreign currency transactions are reported in operating costs and expenses and have not been significant.

Earnings per share

Basic earnings per share is computed based on the weighted average number of common shares outstanding. Diluted earnings per share is computed based on weighted average number of common and dilutive potential common shares outstanding. For Allstate, dilutive potential common shares consist of outstanding stock options and restricted stock units.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The computation of basic and diluted earnings per share for the years ended December 31, is presented in the following table.

(\$ in millions, except per share data)	2008	2007	2006
Numerator:			
Net (loss) income	<u>\$ (1,679)</u>	<u>\$ 4,636</u>	<u>\$ 4,993</u>
Denominator:			
Weighted average common shares outstanding	546.1	592.4	632.5
Effect of dilutive potential common shares:			
Stock options	—	3.4	4.1
Unvested restricted stock units	—	0.9	0.6
Weighted average common and dilutive potential common shares outstanding	<u>546.1</u>	<u>596.7</u>	<u>637.2</u>
Earnings per share—Basic:	\$ (3.07)	\$ 7.83	\$ 7.89
Earnings per share—Diluted:	\$ (3.07)	\$ 7.77	\$ 7.84

As a result of the net loss for the year ended December 31, 2008, weighted average dilutive potential common shares outstanding resulting from stock options of 1.3 million and unvested restricted stock units of 1.3 million were not included in the computation of diluted earnings per share since inclusion of these securities would have an anti-dilutive effect. In the absence of the net loss, weighted average common and dilutive potential common shares outstanding would have totaled 548.7 million for the year ended December 31, 2008.

The effect of dilutive potential common shares does not include the effect of options with an anti-dilutive effect on earnings per share because their exercise prices exceed the average market price of Allstate common shares during the period or for which the unrecognized compensation cost would have an anti-dilutive effect. Options to purchase 27.1 million, 8.9 million and 0.4 million Allstate common shares, with exercise prices ranging from \$28.41 to \$65.38, \$52.23 to \$65.38 and \$52.23 to \$62.42, were outstanding at December 31, 2008, 2007, and 2006, respectively, but were not included in the computation of diluted earnings per share in those years.

Adopted accounting standards

Securities and Exchange Commission (“SEC”) Staff Accounting Bulletin No. 109, Written Loan Commitments That are Recorded At Fair Value Through Earnings (“SAB 109”)

In October 2007, the SEC issued SAB 109, a replacement of SAB 105, “Application of Accounting Principles to Loan Commitments”. SAB 109 is applicable to both loan commitments accounted for under SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities” (“SFAS No. 133”), and other loan commitments for which the issuer elects fair value accounting under SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities”. SAB 109 states that the expected net future cash flows related to the servicing of a loan should be included in the fair value measurement of a loan commitment accounted for at fair value through earnings. The expected net future cash flows associated with loan servicing should be determined in accordance with the guidance in SFAS No. 140, “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities”, as amended by SFAS No. 156, “Accounting for Servicing of Financial Assets”. SAB 109 should be applied on a prospective basis to loan commitments accounted for under SFAS No. 133 that were issued or modified in fiscal quarters beginning after December 15, 2007. Earlier adoption was not permitted. The adoption of SAB 109 did not have a material impact on the Company’s results of operations or financial position.

SFAS No. 157, Fair Value Measurements (“SFAS No. 157”)

In September 2006, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 157, which redefines fair value 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, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. SFAS No. 157 establishes a three-level hierarchy for fair value measurements based upon the nature of the inputs to the valuation of an asset or liability. SFAS No. 157 applies where other accounting pronouncements require or permit fair value measurements. In February 2008, the FASB issued FASB Staff Position No. 157-2, “Effective Date of FASB Statement No. 157” (“FSP FAS 157-2”), which permits the deferral of the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008 for all non-financial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company adopted the provisions of SFAS No. 157 for financial assets and financial liabilities recognized or disclosed at fair value on a recurring or non-recurring basis as of January 1, 2008. Consistent with the provisions of FSP FAS 157-2, the Company decided to defer the adoption of SFAS No. 157 for non-financial assets and liabilities measured at fair value on a non-recurring basis until January 1, 2009. In October 2008, the FASB issued FASB Staff Position No. FAS 157-3, “Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active” (“FSP FAS 157-3”), which clarifies the application of SFAS 157 in a market that is not active. The Company adopted the provisions of FSP FAS 157-3 as of September 30, 2008. The adoption of SFAS No. 157 and FSP FAS 157-3 did not have a material effect on the Company’s results of operations or financial position (see Note 6).

SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115 (“SFAS No. 159”)

In February 2007, the FASB issued SFAS No. 159 which provides reporting entities, on an ongoing basis, an option to report selected financial assets, including investment securities, and financial liabilities, including most insurance contracts, at fair value through earnings. SFAS No. 159 establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement alternatives for similar types of financial assets and liabilities. The standard also requires additional information to aid financial statement users’ understanding of the impacts of a reporting entity’s decision to use fair value on its earnings and requires entities to display, on the face of the statement of financial position, the fair value of those assets and liabilities for which the reporting entity has chosen to measure at fair value. SFAS No. 159 was effective as of the beginning of a reporting entity’s first fiscal year beginning after November 15, 2007. The Company did not apply the fair value option to any existing financial assets or liabilities as of January 1, 2008 and did not elect to apply the option prospectively to any financial assets or liabilities acquired during 2008. Consequently, the adoption of SFAS No. 159 had no impact on the Company’s results of operations or financial position.

FASB Staff Position No. FIN 39-1, Amendment of FASB Interpretation No. 39 (“FSP FIN 39-1”)

In April 2007, the FASB issued FSP FIN 39-1, which amends FASB Interpretation No. 39, “Offsetting of Amounts Related to Certain Contracts”. FSP FIN 39-1 replaces the terms “conditional contracts” and “exchange

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

contracts” with the term “derivative instruments” and requires a reporting entity to offset fair value amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral against fair value amounts recognized for derivative instruments executed with the same counterparty under the same master netting arrangement that have been offset in the statement of financial position. FSP FIN 39-1 was effective for fiscal years beginning after November 15, 2007, with early adoption permitted. The adoption of FSP FIN 39-1 did not have a material impact on the Company’s results of operations or financial position.

SFAS No. 158, Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R) (“SFAS No. 158”)

SFAS No. 158 required, as of December 31, 2006 for calendar year-end companies, recognition in the statements of financial position of the over or underfunded status of defined pension and other postretirement plans, measured as the difference between the fair value of plan assets and the projected benefit obligation (“PBO”) for pension plans and the accumulated postretirement benefit obligation (“APBO”) for other postretirement benefit plans. This effectively required the recognition of all previously unrecognized actuarial gains and losses and prior service costs as a component of accumulated other comprehensive income, net of tax, at the date of adoption. In addition, SFAS No. 158 required, on a prospective basis, that the actuarial gains and losses and prior service costs and credits that arise during any reporting period, but are not recognized as components of net periodic benefit cost, be recognized as a component of other comprehensive income (“OCI”) and that disclosure in the notes to the financial statements include the anticipated impact on the net periodic benefit cost of the actuarial gains and losses and the prior service costs and credits previously deferred and recognized, net of tax, as a component of OCI. The Company adopted the funded status provisions of SFAS No. 158 as of December 31, 2006. The impact on the Consolidated Statements of Financial Position of adopting SFAS No. 158, including the inter-related impact to the minimum pension liability, was a decrease in shareholders’ equity of \$1.11 billion.

In addition to the impacts of reporting the funded status of pension and other postretirement benefit plans and the related additional disclosures, SFAS No. 158 required reporting entities to conform plan measurement dates with the fiscal year-end reporting date. The effective date of the guidance relating to the measurement date of the plans is for years ending after December 15, 2008. The Company remeasured its plans as of January 1, 2008 to transition to a December 31 measurement date in 2008. As a result, the Company recorded a decrease of \$13 million, net of tax, to beginning retained income in 2008 representing the net periodic benefit cost for the period between October 31, 2007 and December 31, 2007 and a decrease of \$80 million, net of tax, to beginning accumulated other comprehensive income in 2008 to reflect changes in the fair value of plan assets and the benefit obligations between October 31, 2007 and January 1, 2008, and for amortization of actuarial gains and losses and prior service cost between October 31, 2007 and December 31, 2007.

Statement of Position 05-1, Accounting by Insurance Enterprises for Deferred Acquisition Costs in Connection with Modifications or Exchanges of Insurance Contracts (“SOP 05-1”)

In October 2005, the American Institute of Certified Public Accountants (“AICPA”) issued SOP 05-1. SOP 05-1 provides accounting guidance for DAC associated with internal replacements of insurance and investment contracts other than those set forth in SFAS No. 97, “Accounting and Reporting by Insurance Enterprises for Certain Long-Duration Contracts and for Realized Gains and Losses from the Sale of Investments”. SOP 05-1 defines an internal replacement as a modification in product benefits, features, rights or coverages that occurs through the exchange of an existing contract for a new contract, or by amendment, endorsement or rider to an existing contract, or by the election of a feature or coverage within an existing contract. The Company adopted the provisions of SOP 05-1 on January 1, 2007 for internal replacements occurring in fiscal years beginning after December 15, 2006. The adoption resulted in a \$9 million after-tax reduction to retained income to reflect the impact on EGP from the changes in accounting for certain costs associated with contract continuations that no longer qualify for deferral under SOP 05-1 and a reduction of DAC and DSI balances of \$13 million pre-tax as of January 1, 2007.

SFAS No. 155, Accounting for Certain Hybrid Financial Instruments—an amendment of FASB Statements No. 133 and 140 (“SFAS No. 155”)

In February 2006, the FASB issued SFAS No. 155, which permits the fair value remeasurement at the date of adoption of any hybrid financial instrument containing an embedded derivative that otherwise would require bifurcation under paragraph 12 or 13 of SFAS No. 133, “Accounting for Derivative Instruments and Hedging Activities” (“SFAS No. 133”); clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133; establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or hybrid financial instruments that contain embedded

derivatives requiring bifurcation; and clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives. The Company adopted the provisions of SFAS No. 155 on January 1, 2007, which were effective for all financial instruments acquired, issued or subject to a remeasurement event occurring after the beginning of the first fiscal year beginning after September 15, 2006. The Company elected not to remeasure existing hybrid financial instruments that contained embedded derivatives requiring bifurcation at the date of adoption pursuant to paragraph 12 or 13 of SFAS No. 133. The adoption of SFAS No. 155 did not have a material effect on the results of operations or financial position of the Company.

FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109 and FASB Staff Position No. FIN 48-1, Definition of Settlement in FASB Interpretation No. 48 (collectively “FIN 48”)

The FASB issued the interpretation in July 2006 and the related staff position in May 2007. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS No. 109, “Accounting for Income Taxes”. FIN 48 requires an entity to recognize the tax benefit of uncertain tax positions only when it is more likely than not, based on the position's technical merits, that the position would be sustained upon examination by the respective taxing authorities. The tax benefit is measured as the largest benefit that is more than fifty-percent likely of being realized upon final settlement with the respective taxing authorities. On January 1, 2007, the Company adopted the provisions of FIN 48, which were effective for fiscal years beginning after December 15, 2006. No cumulative effect of a change in accounting principle or adjustment to the liability for unrecognized tax benefits was recognized as a result of the adoption of FIN 48. Accordingly, the adoption of FIN 48 did not have an effect on the results of operations or financial position of the Company (see Note 14).

SEC Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements (“SAB 108”)

In September 2006, the SEC issued SAB 108 to eliminate the diversity of practice in the way misstatements are quantified for purposes of assessing their materiality in financial statements. SAB 108 was intended to eliminate the potential build up of improper amounts on the balance sheet due to the limitations of certain methods of assessing materiality previously utilized by some reporting entities. SAB 108 established a single quantification framework wherein the significance determination is based on the effects of the misstatements on each of the financial statements as well as the related financial statement disclosures. On December 31, 2006, the Company adopted the provisions of SAB 108 which were effective for the first fiscal year ending after November 15, 2006. The adoption of SAB 108 did not have any effect on the results of operations or financial position of the Company.

FASB Staff Position No. FAS 115-1/124-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments (“FSP FAS 115-1/124-1”)

FSP FAS 115-1/124-1 nullified the guidance in paragraphs 10-18 of Emerging Issues Task Force Issue 03-1, “The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments” and references existing other-than-temporary impairment guidance. FSP FAS 115-1/124-1 clarifies that an investor should recognize an impairment loss no later than when the impairment is deemed other-than-temporary, even if a decision to sell the security has not been made, and also provides guidance on the subsequent income recognition for impaired debt securities. The Company adopted FSP FAS 115-1/124-1 as of January 1, 2006 on a prospective basis. The effects of adoption did not have a material effect on the results of operations or financial position of the Company.

SFAS No. 154, Accounting Changes and Error Corrections—a replacement of APB Opinion No. 20 and FASB Statement No. 3 (“SFAS No. 154”)

SFAS No. 154 replaced Accounting Principles Board (“APB”) Opinion No. 20, “Accounting Changes”, and SFAS No. 3, “Reporting Accounting Changes in Interim Financial Statements”. SFAS No. 154 requires retrospective application to prior periods' financial statements for changes in accounting principle, unless determination of either the period specific effects or the cumulative effect of the change is impracticable or otherwise not required. The Company adopted SFAS No. 154 on January 1, 2006. The adoption of SFAS No. 154 did not have any effect on the results of operations or financial position of the Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

SFAS No. 123 (revised 2004), Share-Based Payment (“SFAS No. 123(R)”)

SFAS No. 123(R) revised SFAS No. 123 “Accounting for Stock-based Compensation” and superseded APB Opinion No. 25 “Accounting for Stock Issued to Employees”. SFAS No. 123(R) requires all share-based payment transactions to be accounted for using a fair value based method to recognize the cost of awards over the period in which the requisite service is rendered. The Company adopted SFAS No. 123(R) on January 1, 2006 using the modified prospective application method for adoption, and therefore the prior year results were not restated. The adoption impacts of SFAS No. 123(R), which included the recognition of compensation expense related to options with a four year vesting requirement that were granted in 2002 and not fully vested on January 1, 2006, were not material to the results of operations or financial position of the Company. The Company previously adopted the expense provisions of SFAS No. 123 for awards granted or modified subsequent to January 1, 2003, which also did not have a material effect on the results of operations or financial position of the Company.

FASB Staff Position No. FAS 123(R)-3, Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards (“FSP FAS 123(R)-3”)

FSP FAS 123(R)-3 provided companies an option to elect an alternative calculation method for determining the pool of excess tax benefits available to absorb tax deficiencies recognized subsequent to the adoption of SFAS No. 123(R). SFAS No. 123(R) requires companies to calculate the pool of excess tax benefits as the net excess tax benefits that would have qualified had the company adopted SFAS No. 123 for recognition purposes when first effective in 1995. FSP FAS 123(R)-3 provided an alternative calculation based on actual increases to additional paid-in capital related to tax benefits from share-based compensation subsequent to the effective date of SFAS No. 123, less the tax on the cumulative incremental compensation costs the company included in its pro forma net income disclosures as if the company had applied the fair-value method to all awards, less the share-based compensation costs included in net income as reported. In conjunction with its adoption of SFAS No. 123(R) on January 1, 2006, the Company elected the alternative transition method described in FSP FAS 123(R)-3. The effect of the transition calculation did not have a material effect on the results of operations or financial position of the Company.

FSP No. FAS 133-1 and FIN 45-4, Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161 (“FSP FAS 133-1 and FIN 45-4”)

In September 2008, the FASB issued FSP FAS 133-1 and FIN 45-4, which amends SFAS No. 133 “Accounting for Derivative Instruments and Hedging Activities” (“SFAS No. 133”), and FIN 45, “Guarantor’s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others” (“FIN 45”), to both enhance and synchronize the disclosure requirements of the two statements with respect to the potential for adverse effects of changes in credit risk on the financial statements of the sellers of credit derivatives and certain guarantees. SFAS No. 133 was amended to require disclosures by sellers of credit derivatives, including credit derivatives embedded in a hybrid instrument. FIN 45 was amended to require an additional disclosure about the current status of the payment/performance risk of a guarantee. The FSP clarifies the FASB’s intent that the disclosures required by SFAS No. 161 should be provided for any reporting period (annual or quarterly interim) beginning after November 15, 2008. The provisions of this FASB staff position that amend SFAS No. 133 and FIN 45 are effective for reporting periods ending after November 15, 2008, and the provisions that clarify the effective date SFAS No. 161 are effective upon the adoption of that statement; therefore, the disclosure requirements, which have no impact to the Company’s results of operations or financial position, were adopted at December 31, 2008.

FSP No. FAS 140-4 and FIN 46(R)-8, Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities (“FSP FAS 140-4 and FIN 46(R)-8”)

In December 2008, the FASB issued FSP FAS 140-4 and FIN 46(R)-8, which amends SFAS No. 140 “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities” (“SFAS No. 140”), to require additional disclosures about transfers of financial assets and FIN 46, “Consolidation of Variable Interest Entities” (“FIN 46”), to require additional disclosures about variable interest entities for both public enterprises and sponsors that have a variable interest in a variable interest entity. The disclosures required are intended to provide greater transparency to financial statement users about a transferor’s continuing involvement with transferred financial assets and an enterprise’s involvement with variable interest entities and qualifying special purpose entities. The provisions of this FASB staff position are effective for reporting periods ending after November 15, 2008; therefore, the disclosure requirements, which have no impact to the Company’s results of operations or financial position, were adopted at December 31, 2008.

FSP No. EITF 99-20-1, Amendments to the Impairment Guidance of EITF Issue No. 99-20 ("FSP EITF 99-20-1")

In January 2009, the FASB issued FSP EITF 99-20-1, which amends FASB Emerging Issues Task Force ("EITF") No. 99-20 "Recognition of Interest Income and Impairment on Purchased Beneficial Interest and Beneficial Interests That Continue to Be Held by a Transferor or in Securitized Financial Assets," ("EITF 99-20"), to align the impairment guidance in EITF 99-20 with the impairment guidance and related implementation guidance in SFAS No. 115 "Accounting for Certain Investments in Debt and Equity Securities". The provisions of this FASB staff position are effective for reporting periods ending after December 15, 2008. The adoption of FSP EITF 99-20-1 did not have a material effect on the results of operations or financial position of the Company.

Pending accounting standards

SFAS No. 141(R), Business Combinations ("SFAS No. 141R")

In December 2007, the FASB issued SFAS No. 141R which replaces SFAS No. 141, "Business Combinations" ("SFAS No. 141"). Among other things, SFAS No. 141R broadens the scope of SFAS No. 141 to include all transactions where an acquirer obtains control of one or more other businesses; retains the guidance to recognize intangible assets separately from goodwill; requires, with limited exceptions, that all assets acquired and liabilities assumed, including certain of those that arise from contractual contingencies, be measured at their acquisition date fair values; requires most acquisition and restructuring-related costs to be expensed as incurred; requires that step acquisitions, once control is acquired, be recorded at the full amounts of the fair values of the identifiable assets, liabilities and the noncontrolling interest in the acquiree; and replaces the reduction of asset values and recognition of negative goodwill with a requirement to recognize a gain in earnings. The provisions of SFAS No. 141R are effective for fiscal years beginning after December 15, 2008 and are to be applied prospectively only. Early adoption is not permitted. The Company will apply the provisions of SFAS No. 141R as required when effective.

SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51 ("SFAS No. 160")

In December 2007, the FASB issued SFAS No. 160 which clarifies that a noncontrolling interest in a subsidiary is that portion of the subsidiary's equity that is attributable to owners of the subsidiary other than its parent or parent's affiliates. Noncontrolling interests are required to be reported as equity in the consolidated financial statements and as such net income will include amounts attributable to both the parent and the noncontrolling interest with disclosure of the amounts attributable to each on the face of the Consolidated Statements of Operations. SFAS No. 160 requires that all changes in a parent's ownership interest in a subsidiary when control of the subsidiary is retained, be accounted for as equity transactions. In contrast, when control over a subsidiary is relinquished and the subsidiary is deconsolidated, SFAS No. 160 requires a parent to recognize a gain or loss in net income as well as provide certain associated expanded disclosures. SFAS No. 160 is effective as of the beginning of a reporting entity's first fiscal year beginning after December 15, 2008. Early adoption is prohibited. SFAS No. 160 requires prospective application as of the beginning of the fiscal year in which the standard is initially applied, except for the presentation and disclosure requirements which are to be applied retrospectively for all periods presented. The adoption of SFAS No. 160 is not expected to have a material effect on the Company's results of operations or financial position.

SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133 ("SFAS No. 161")

In March 2008, the FASB issued SFAS No. 161, which amends and expands the disclosure requirements for derivatives currently accounted for in accordance with SFAS No. 133. The new disclosures are designed to enhance the understanding of how and why an entity uses derivative instruments and how derivative instruments affect an entity's financial position, results of operations, and cash flows. The standard requires, on a quarterly basis, quantitative disclosures about the potential cash outflows associated with the triggering of credit-related contingent features, if any; tabular disclosures about the classification and fair value amounts of derivative instruments reported in the statement of financial position; disclosure of the location and amount of gains and losses on derivative instruments reported in the statement of operations; and qualitative information about how and why an entity uses derivative instruments and how derivative instruments and related hedged items affect the entity's financial statements. SFAS No. 161 is effective for fiscal periods beginning after November 15, 2008, and is to be applied on a prospective basis only. SFAS No. 161 affects disclosures and therefore implementation will not impact the Company's results of operations or financial position.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

FSP No. FAS 132(R)-1, Employers' Disclosures about Postretirement Benefit Plan Assets ("FSP FAS 132(R)-1")

In January 2009, the FASB issued FSP FAS 132(R)-1 which amends SFAS No. 132(R) "Employers' Disclosures about Pensions and Other Postretirement Benefits" to provide guidance on an employer's disclosures about plan assets of a defined benefit pension or other postretirement plan. Since plan assets measured at fair value are reported net of benefit obligations in an employer's statements of financial position, the disclosures are intended to increase transparency surrounding the types of assets and associated risks in the benefit plans. FSP FAS 132(R)-1 requires companies to disclose information about how investment allocation decisions are made in the plans, the fair value of each major category of plan assets at each annual reporting date for each plan separately, information that would enable users to assess the assumptions and valuation techniques used in the development of the fair value measurements at the reporting date, and information that provides an understanding of significant concentrations of risk in plan assets. FSP FAS 132(R)-1 is effective for fiscal years ending after December 15, 2009. The disclosures are not required for earlier periods that are presented for comparative purposes and earlier application is permitted. FSP FAS 132(R)-1 affects disclosures and therefore implementation will not impact the Company's results of operations or financial position.

3. Dispositions

Variable annuity business

On June 1, 2006, in accordance with the terms of the definitive Master Transaction Agreement and related agreements (collectively the "Agreement") the Company and its subsidiaries, ALIC and Allstate Life Insurance Company of New York ("ALNY"), completed the disposal through reinsurance of substantially all of Allstate Financial's variable annuity business to Prudential Financial, Inc. and its subsidiary, The Prudential Insurance Company of America (collectively "Prudential"). For Allstate, this disposal achieved the economic benefit of transferring to Prudential the future rights and obligations associated with this business.

The disposal was effected through reinsurance agreements (the "Reinsurance Agreements") which include both coinsurance and modified coinsurance provisions. Coinsurance and modified coinsurance provisions are commonly used in the reinsurance of variable annuities because variable annuities generally include both separate account and general account liabilities. When contractholders make a variable annuity deposit, they must choose how to allocate their account balances between a selection of variable-return mutual funds that must be held in a separate account and fixed-return funds held in the Company's general account. In addition, variable annuity contracts include various benefit guarantees that are general account obligations of the Company. The Reinsurance Agreements do not extinguish the Company's primary liability under the variable annuity contracts.

Variable annuity balances invested in variable-return mutual funds are held in separate accounts, which are legally segregated assets and available only to settle separate account contract obligations. Because the separate account assets must remain with the Company under insurance regulations, modified coinsurance is typically used when parties wish to transfer future economic benefits of such business. Under the modified coinsurance provisions, the separate account assets remain on the Company's Consolidated Statements of Financial Position, but the related results of operations are fully reinsured and presented net of reinsurance on the Consolidated Statements of Operations.

The coinsurance provisions of the Reinsurance Agreements were used to transfer the future rights and obligations related to fixed-return fund options and benefit guarantees. \$1.37 billion of assets supporting general account liabilities have been transferred to Prudential, net of consideration, under the coinsurance reinsurance provisions as of the transaction closing date. General account liabilities of \$1.57 billion and \$1.26 billion as of December 31, 2008 and 2007 respectively, however, remain on the Consolidated Statements of Financial Position with a corresponding reinsurance recoverable.

For purposes of presentation in the Consolidated Statements of Cash Flows, the Company treated the reinsurance of substantially all the variable annuity business of ALIC and ALNY to Prudential as a disposition of operations, consistent with the substance of the transaction which was the disposition of a block of business accomplished through reinsurance. Accordingly, the net consideration transferred to Prudential of \$744 million (computed as \$1.37 billion of general account insurance liabilities transferred to Prudential on the closing date less consideration of \$628 million), the cost of hedging the ceding commission received from Prudential of \$69 million, pre-tax, and the costs of executing the transaction of \$13 million, pre-tax, were classified as a disposition of operations in the cash flows from investing activities section of the Consolidated Statements of Cash Flows.

Under the Agreement, the Company, ALIC and ALNY have indemnified Prudential for certain pre-closing contingent liabilities (including extra-contractual liabilities of ALIC and ALNY and liabilities specifically excluded from the transaction) that ALIC and ALNY have agreed to retain. In addition, the Company, ALIC and ALNY will

each indemnify Prudential for certain post-closing liabilities that may arise from the acts of ALIC, ALNY and their agents, including in connection with ALIC's and ALNY's provision of transition services. The Reinsurance Agreements contain no limits or indemnifications with regard to insurance risk transfer, and transferred all of the future risks and responsibilities for performance on the underlying variable annuity contracts to Prudential, including those related to benefit guarantees, in accordance with the provisions of SFAS No. 113 "Accounting and Reporting for Reinsurance of Short-Duration and Long-Duration Contracts".

The terms of the Agreement give Prudential the right to be the exclusive provider of its variable annuity products through the Allstate proprietary agency force for three years and a non-exclusive preferred provider for the following two years. During a transition period which ended May 2008, ALIC and ALNY continued to issue new variable annuity contracts, accept additional deposits on existing business from existing contractholders on behalf of Prudential and service the reinsured business while Prudential prepared for the migration of the business onto its servicing platform.

Pursuant to the Agreement, the final market-adjusted consideration was \$628 million. The disposal resulted in a gain of \$79 million pre-tax for ALIC, which was deferred as a result of the disposition being executed through reinsurance. The deferred gain is included as a component of other liabilities and accrued expenses on the Consolidated Statements of Financial Position, and is amortized to gain (loss) on disposition of operations on the Consolidated Statements of Operations over the life of the reinsured business which is estimated to be approximately 18 years. For ALNY, the transaction resulted in a loss of \$9 million pre-tax. ALNY's reinsurance loss and other amounts related to the disposal of the business, including the initial costs and final market value settlements of the derivatives acquired by ALIC to economically hedge substantially all of the exposure related to market adjustments between the effective date of the Agreement and the closing of the transaction, transactional expenses incurred and amortization of ALIC's deferred reinsurance gain, were included as a component of gain (loss) on disposition of operations on the Consolidated Statements of Operations and amounted to \$5 million, \$6 million and \$(61) million, after-tax during 2008, 2007 and 2006, respectively. Gain (loss) on disposition of operations on the Consolidated Statements of Operations included amortization of ALIC's deferred gain, after-tax, of \$5 million, \$5 million and \$1 million for the years ended December 31, 2008, 2007 and 2006, respectively. DAC and DSI were reduced by \$726 million and \$70 million, respectively, as of the effective date of the transaction for balances related to the variable annuity business subject to the Reinsurance Agreements.

The separate account balances related to the modified coinsurance reinsurance were \$7.53 billion and \$13.76 billion as of December 31, 2008 and 2007, respectively. Separate account balances totaling approximately \$711 million and \$1.17 billion at December 31, 2008 and 2007, respectively, related primarily to the variable life business that is being retained by ALIC and ALNY, and the variable annuity business in three affiliated companies that were not included in the Agreement. In the five-months of 2006, prior to this disposition, ALIC's and ALNY's variable annuity business generated approximately \$127 million in contract charges.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

4. Supplemental Cash Flow Information

Non-cash investment exchanges and modifications, which primarily reflect refinancings of fixed income securities and mergers completed with equity securities and limited partnerships, totaled \$37 million, \$126 million and \$105 million for the years ended December 31, 2008, 2007 and 2006, respectively.

Liabilities for collateral received in conjunction with the Company's securities lending and other business activities and for funds received from the Company's security repurchase business activities were \$320 million, \$3.39 billion and \$3.78 billion at December 31, 2008, 2007 and 2006, respectively, and are reported in other liabilities and accrued expenses in the Consolidated Statements of Financial Position. Obligations to return cash collateral for OTC derivatives were \$20 million, \$72 million and \$360 million at December 31, 2008, 2007 and 2006, respectively, and are reported in other liabilities and accrued expenses or other investments. Consistent with our adoption of FSP FIN 39-1 in 2008, the \$20 million of obligations to return cash collateral as of December 31, 2008 are netted against derivative positions and reported in other liabilities and accrued expenses. The accompanying cash flows are included in cash flows from operating activities in the Consolidated Statements of Cash Flows along with the activities resulting from management of the proceeds, which for the years ended December 31 are as follows:

(\$ in millions)	2008	2007	2006
Net change in proceeds managed			
Net change in fixed income securities	\$ 559	\$ (199)	\$ 48
Net change in short-term investments	2,562	879	(88)
Operating cash flow provided (used)	3,121	680	(40)
Net change in cash	—	3	(2)
Net change in proceeds managed	<u>\$ 3,121</u>	<u>\$ 683</u>	<u>\$ (42)</u>
Net change in liabilities			
Liabilities for collateral and security repurchase, beginning of year	\$(3,461)	\$(4,144)	\$(4,102)
Liabilities for collateral and security repurchase, end of year	(340)	(3,461)	(4,144)
Operating cash flow (used) provided	<u>\$(3,121)</u>	<u>\$ (683)</u>	<u>\$ 42</u>

5. Investments

Fair values

The amortized cost, gross unrealized gains and losses, and fair value for fixed income securities are as follows:

(\$ in millions)	Amortized cost	Gross unrealized		Fair value
		Gains	Losses	
At December 31, 2008				
U.S. government and agencies	\$ 3,272	\$ 963	\$ (1)	\$ 4,234
Municipal	23,565	467	(2,184)	21,848
Corporate	31,040	463	(3,876)	27,627
Foreign government	2,206	544	(75)	2,675
Mortgage-backed securities	4,826	85	(419)	4,492
Commercial mortgage-backed securities	5,840	10	(2,004)	3,846
Asset-backed securities	6,319	13	(2,472)	3,860
Redeemable preferred stock	36	—	(10)	26
Total fixed income securities	<u>\$77,104</u>	<u>\$2,545</u>	<u>\$(11,041)</u>	<u>\$68,608</u>
At December 31, 2007				
U.S. government and agencies	\$ 3,503	\$ 918	\$ —	\$ 4,421
Municipal	24,587	816	(96)	25,307
Corporate	38,377	852	(762)	38,467
Foreign government	2,542	397	(3)	2,936
Mortgage-backed securities	7,002	57	(100)	6,959
Commercial mortgage-backed securities	7,925	79	(387)	7,617
Asset-backed securities	9,495	30	(846)	8,679
Redeemable preferred stock	64	2	(1)	65
Total fixed income securities	<u>\$93,495</u>	<u>\$3,151</u>	<u>\$ (2,195)</u>	<u>\$94,451</u>

Scheduled maturities

The scheduled maturities for fixed income securities are as follows at December 31, 2008:

(\$ in millions)	Amortized cost	Fair value
Due in one year or less	\$ 2,915	\$ 2,908
Due after one year through five years	14,308	13,615
Due after five years through ten years	15,080	14,650
Due after ten years	33,656	29,083
	<u>65,959</u>	<u>60,256</u>
Mortgage- and asset-backed securities	11,145	8,352
Total	<u>\$77,104</u>	<u>\$68,608</u>

Actual maturities may differ from those scheduled as a result of prepayments by the issuers. Because of the potential for prepayment on mortgage- and asset-backed securities, they are not categorized by contractual maturity. The commercial mortgage-backed securities are categorized by contractual maturity because they generally are not subject to prepayment risk.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Net investment income

Net investment income for the years ended December 31 is as follows:

(\$ in millions)	2008	2007	2006
Fixed income securities	\$4,783	\$5,459	\$5,329
Equity securities	120	114	117
Mortgage loans	618	600	545
Limited partnership interests	62	293	187
Other	249	412	404
Investment income, before expense	5,832	6,878	6,582
Investment expense	(210)	(443)	(405)
Net investment income	<u>\$5,622</u>	<u>\$6,435</u>	<u>\$6,177</u>

Realized capital gains and losses, after-tax

Realized capital gains and losses by security type for the years ended December 31 are as follows:

(\$ in millions)	2008	2007	2006
Fixed income securities	\$(2,781)	\$ (126)	\$ (87)
Equity securities	(1,149)	1,086	360
Limited partnership interests	(194)	225	11
Derivatives	(821)	62	(46)
Other	(145)	(12)	48
Realized capital gains and losses, pre-tax	(5,090)	1,235	286
Income tax benefit (expense)	1,779	(437)	(100)
Realized capital gains and losses, after-tax	<u>\$(3,311)</u>	<u>\$ 798</u>	<u>\$ 186</u>

Realized capital gains and losses by transaction type for the years ended December 31 are as follows:

(\$ in millions)	2008	2007	2006
Sales ⁽¹⁾	\$ (464)	\$1,483	\$ 491
Impairment write-downs ⁽²⁾	(1,983)	(163)	(47)
Change in intent write-downs ⁽¹⁾⁽³⁾	(1,752)	(147)	(112)
Valuation of derivative instruments	(1,280)	(77)	26
EMA LP income ⁽⁴⁾	(97)	—	—
Settlement of derivative instruments	486	139	(72)
Realized capital gains and losses, pre-tax	(5,090)	1,235	286
Income tax benefit (expense)	1,779	(437)	(100)
Realized capital gains and losses, after-tax	<u>\$ (3,311)</u>	<u>\$ 798</u>	<u>\$ 186</u>

(1) To conform to the current year presentation, certain amounts in the prior years have been reclassified.

(2) Impairment write-downs reflect issue specific other-than-temporary declines in fair value, including instances where we could not reasonably assert that the recovery period would be temporary.

(3) Change in intent write-downs reflects instances where we cannot assert a positive intent to hold until recovery.

(4) Subsequent to October 1, 2008, income from investments in limited partnership interests accounted for utilizing the equity method of accounting is reported in realized capital gains and losses.

Gross gains of \$816 million, \$261 million and \$272 million and gross losses of \$583 million, \$286 million and \$314 million were realized on sales of fixed income securities during 2008, 2007 and 2006, respectively.

Unrealized net capital gains and losses

Unrealized net capital gains and losses included in accumulated other comprehensive income are as follows:

(\$ in millions)	Fair value	Gross unrealized		Unrealized net gains (losses)
At December 31, 2008		Gains	Losses	
Fixed income securities	\$68,608	\$2,545	\$(11,041)	\$(8,496)
Equity securities	2,805	112	(444)	(332)
Short-term investments	8,906	4	(1)	3
Derivative instruments ⁽¹⁾	15	25	(14)	11
Unrealized net capital gains and losses, pre-tax				(8,814)
Amounts recognized for:				
Insurance reserves ⁽²⁾				(378)
DAC and DSI ⁽³⁾				3,500
Amounts recognized				3,122
Deferred income taxes				1,954
Unrealized net capital gains and losses, after-tax				<u>\$ (3,738)</u>

(1) Included in the fair value of derivative securities are \$4 million classified as assets and \$(11) million classified as liabilities.

(2) The insurance reserves adjustment represents the amount by which the reserve balance would increase if the net unrealized gains in the applicable product portfolios were realized and reinvested at current lower interest rates, resulting in a premium deficiency. Although we evaluate premium deficiencies on the combined performance of our life insurance and immediate annuities with life contingencies, the adjustment primarily relates to structured settlement annuities with life contingencies, in addition to annuity buy-outs and certain payout annuities with life contingencies.

(3) The DAC and DSI adjustment represents the amount by which the amortization of DAC and DSI would increase or decrease if the unrealized gains or losses in the respective product portfolios were realized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

(\$ in millions)	Fair value	Gross unrealized		Unrealized net gains (losses)
		Gains	Losses	
At December 31, 2007				
Fixed income securities	\$94,451	\$3,151	\$(2,195)	\$ 956
Equity securities	5,257	1,096	(106)	990
Derivative instruments ⁽¹⁾	(33)	4	(37)	(33)
Unrealized net capital gains and losses, pre-tax				1,913
Amounts recognized for:				
Insurance reserves				(1,059)
DAC and DSI				512
Amounts recognized				(547)
Deferred income taxes				(478)
Unrealized net capital gains and losses, after-tax				<u>\$ 888</u>

(1) Included in the fair value of derivative securities are \$(9) million classified as assets and \$24 million classified as liabilities.

Change in unrealized net capital gains and losses

The change in unrealized net capital gains and losses for the years ended December 31 is as follows:

(\$ in millions)	2008	2007	2006
Fixed income securities	\$ (9,452)	\$(1,584)	\$(748)
Equity securities	(1,322)	(761)	460
Short-term investments	3	—	—
Derivative instruments	44	(16)	(11)
Total	(10,727)	(2,361)	(299)
Amounts recognized for:			
Insurance reserves	681	70	213
DAC and DSI	2,988	467	61
Increase in amounts recognized	3,669	537	274
Deferred income taxes	2,432	638	9
Decrease in unrealized net capital gains and losses	<u>\$ (4,626)</u>	<u>\$(1,186)</u>	<u>\$ (16)</u>

Portfolio monitoring

Inherent in the Company's evaluation of a particular security are assumptions and estimates about the financial condition of the issue or issuer and its future earnings potential. Some of the factors considered in evaluating whether a decline in fair value is other than temporary are: 1) the Company's ability and intent to retain the investment for a period of time sufficient to allow for an anticipated recovery in value; 2) the expected recoverability of principal and interest; 3) the length of time and extent to which the fair value has been less than amortized cost for fixed income securities, or cost for equity securities; 4) the financial condition, near-term and long-term prospects of the issue or issuer, including relevant industry conditions and trends, and implications of rating agency actions and offering prices; and 5) the specific reasons that a security is in a significant unrealized loss position, including market conditions which could affect liquidity.

The following table summarizes the gross unrealized losses and fair value of fixed income and equity securities by the length of time that individual securities have been in a continuous unrealized loss position.

	Less than 12 months			12 months or more			Total unrealized losses
	Number of issues	Fair value	Unrealized losses	Number of issues	Fair value	Unrealized losses	
(\$ in millions)							
At December 31, 2008							
Fixed income securities							
U.S. government and agencies	5	\$ 230	\$ (1)	—	\$ —	\$ —	\$ (1)
Municipal	2,648	11,981	(1,983)	117	598	(201)	(2,184)
Corporate	1,632	14,827	(2,050)	448	4,504	(1,826)	(3,876)
Foreign government	58	349	(63)	3	13	(12)	(75)
MBS	355	1,259	(243)	89	348	(176)	(419)
CMBS	295	2,729	(797)	179	899	(1,207)	(2,004)
ABS	191	1,167	(338)	409	2,429	(2,134)	(2,472)
Redeemable preferred stock	3	17	(10)	1	1	—	(10)
Total fixed income securities	5,187	32,559	(5,485)	1,246	8,792	(5,556)	(11,041)
Equity securities	325	1,897	(398)	10	53	(46)	(444)
Total fixed income and equity securities	5,512	\$34,456	\$(5,883)	1,256	\$8,845	\$(5,602)	\$(11,485)
Investment grade fixed income securities	4,687	\$30,484	\$(4,813)	1,081	\$7,988	\$(4,961)	\$ (9,774)
Below investment grade fixed income securities	500	2,075	(672)	165	804	(595)	(1,267)
Total fixed income securities	5,187	\$32,559	\$(5,485)	1,246	\$8,792	\$(5,556)	\$(11,041)
At December 31, 2007							
Fixed income securities							
U.S. government and agencies	2	\$ 3	\$ —	4	\$ 11	\$ —	\$ —
Municipal	657	3,502	(81)	47	220	(15)	(96)
Corporate	1,061	11,968	(578)	351	4,231	(184)	(762)
Foreign government	23	183	(3)	4	12	—	(3)
MBS	309	2,407	(75)	1,086	1,359	(25)	(100)
CMBS	310	3,073	(346)	135	1,179	(41)	(387)
ABS	522	5,905	(778)	119	1,090	(68)	(846)
Redeemable preferred stock	2	5	(1)	2	17	—	(1)
Total fixed income securities	2,886	27,046	(1,862)	1,748	8,119	(333)	(2,195)
Equity securities	503	968	(104)	16	19	(2)	(106)
Total fixed income and equity securities	3,389	\$28,014	\$(1,966)	1,764	\$8,138	\$(335)	\$(2,301)
Investment grade fixed income securities	2,529	\$24,813	\$(1,670)	1,705	\$7,772	\$(299)	\$ (1,969)
Below investment grade fixed income securities	357	2,233	(192)	43	347	(34)	(226)
Total fixed income securities	2,886	\$27,046	\$(1,862)	1,748	\$8,119	\$(333)	\$ (2,195)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As of December 31, 2008, \$2.74 billion of unrealized losses are related to securities with an unrealized loss position less than 20% of cost or amortized cost, the degree of which suggests that these securities do not pose a high risk of being other-than-temporarily impaired. Of the \$2.74 billion, \$2.52 billion are related to unrealized losses on investment grade fixed income securities. Investment grade is defined as a security having a rating from the NAIC 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 ("S&P"), Fitch or Dominion, or 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 rising interest rates or changes in credit spreads since the securities were acquired.

As of December 31, 2008, the remaining \$8.74 billion of unrealized losses are related to securities in unrealized loss positions greater than or equal to 20% of cost or amortized cost. Of the \$8.74 billion, \$1.12 billion are related to below investment grade fixed income securities and \$370 million are related to equity securities. Of these amounts, \$4 million of the equity securities and \$21 million of the below investment grade fixed income securities had been in an unrealized loss position for a period of twelve or more consecutive months as of December 31, 2008. Unrealized losses on below investment grade securities are principally related to rising interest rates or changes in credit spreads. Unrealized losses on equity securities are primarily related to equity market fluctuations. The Company expects eventual recovery of these securities. Every security was included in our portfolio monitoring process.

The securities comprising the \$8.74 billion of unrealized losses were evaluated based on factors such as the financial condition and near-term and long-term prospects of the issuer and were determined to have adequate resources to fulfill contractual obligations, such as recent financings or bank loans, cash flows from operations, collateral or the position of a subsidiary with respect to its parent's bankruptcy.

Unrealized losses on mortgage-backed, asset-backed and commercial mortgage-backed holdings were evaluated based on credit ratings, as well as the performance of the underlying collateral relative to the securities' positions in the securities' respective capital structure. The unrealized losses on municipal bonds and asset-backed securities that had credit enhancements from bond insurers were evaluated on the quality of the underlying security. These investments were determined to have adequate resources to fulfill contractual obligations.

As of December 31, 2008, the Company had the intent and ability to hold the fixed income and equity securities with unrealized losses for a period of time sufficient for them to recover.

Limited partnership impairment

As of December 31, 2008 and 2007, equity-method limited partnership interests totaled \$1.56 billion and \$1.32 billion, respectively. The Company recognizes a loss in value for equity-method investments when evidence demonstrates that it is other-than-temporarily impaired. Evidence of a loss in value that is other than temporary may include the absence of an ability to recover the carrying amount of the investment or the inability of the investee to sustain an earnings capacity that would justify the carrying amount of the investment. In 2008 and 2007, the Company had write-downs of \$29 million and \$18 million, respectively, related to equity-method limited partnership interests. No write-downs were recognized in 2006.

As of December 31, 2008 and 2007, the carrying value for cost-method limited partnership interests was \$1.23 billion and \$1.19 billion, respectively, which primarily included limited partnership interests in fund investments. The fair value for cost-method investments is estimated to be equivalent to the reported net asset value of the underlying funds. To determine if an other-than-temporary impairment has occurred, the Company evaluates whether an impairment indicator has occurred in the period that may have a significant adverse effect on the carrying value of the investment. Impairment indicators may include: actual recent cash flows received being significantly less than expected cash flows; reduced valuations based on financing completed at a lower value; completed sale of a material underlying investment at a price significantly lower than expected; or any other recent adverse events since the last financial statements received that might affect the fair value of the investee's capital. Additionally, the Company uses a screening process to identify those investments whose net asset value is below established thresholds for certain periods of time, and investments that are performing below expectations for consideration for inclusion on its watch-list. In 2008, 2007 and 2006, the Company had write-downs of \$83 million, \$6 million and \$17 million, respectively, related to cost method investments that were other-than-temporarily impaired.

Mortgage loan impairment

A mortgage loan is impaired when it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement.

The net carrying value of impaired loans at December 31, 2008 and 2007 was \$163 million and \$2 million, respectively. Valuation allowances of \$4 million were held at December 31, 2008 reflecting a charge to operations related to impaired mortgage loans. No valuation allowances were held at December 31, 2007 because the fair value of the collateral was greater than the recorded investment in the loans, and no valuation allowances were charged to operations during the years 2007 or 2006. Realized capital losses due to changes in intent to hold mortgage loans to maturity totaled \$74 million and \$30 million for the years ended December 31, 2008 and 2007, respectively.

Interest income for impaired loans is recognized on an accrual basis if payments are expected to continue to be received; otherwise cash basis is used. The Company recognized interest income on impaired loans of \$6 million, \$0.2 million and \$0.4 million during 2008, 2007 and 2006, respectively. The average balance of impaired loans was \$44 million, \$3 million and \$5 million during 2008, 2007 and 2006, respectively.

Investment concentration for municipal bond and commercial mortgage portfolios

The Company maintains a diversified portfolio of municipal bonds. The following table shows the principal geographic distribution of municipal bond issuers represented in the Company's portfolio. No other state represents more than 5% of the portfolio at December 31.

(% of municipal bond portfolio carrying value)	2008	2007
California	12.1%	12.3%
Texas	10.3	11.4
Florida	5.5	5.0

The Company's mortgage loans are collateralized by a variety of commercial real estate property types located throughout the United States. Substantially all of the commercial mortgage loans are non-recourse to the borrower. The following table shows the principal geographic distribution of commercial real estate represented in the Company's mortgage portfolio. No other state represented more than 5% of the portfolio at December 31.

(% of commercial mortgage portfolio carrying value)	2008	2007
California	20.6%	21.4%
Illinois	9.2	9.2
Texas	7.0	7.8
Pennsylvania	6.2	6.0
New Jersey	6.1	5.7
New York	5.7	5.4

The types of properties collateralizing the commercial mortgage loans at December 31 are as follows:

(% of commercial mortgage portfolio carrying value)	2008	2007
Office buildings	32.4%	35.4%
Retail	24.3	22.7
Warehouse	23.0	21.4
Apartment complex	15.5	15.9
Other	4.8	4.6
Total	<u>100.0%</u>	<u>100.0%</u>

The contractual maturities of the commercial mortgage loan portfolio as of December 31, 2008 for loans that were not in foreclosure are as follows:

(\$ in millions)	Number of loans	Carrying value	Percent
2009	87	\$ 853	8.3%
2010	96	1,189	11.6
2011	106	1,447	14.2
2012	109	1,358	13.3
2013	85	793	7.8
Thereafter	461	4,584	44.8
Total	<u>944</u>	<u>\$10,224</u>	<u>100.0%</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In 2008, \$446 million of commercial mortgage loans were contractually due. Of these, 77% were paid as due, 2% were refinanced at prevailing market terms and 20% were extended generally for less than one year. 1% was foreclosed or in the process of foreclosure, and none were in the process of refinancing or restructuring discussions.

Concentration of credit risk

At December 31, 2008, the Company is not exposed to any credit concentration risk of a single issuer and its affiliates greater than 10% of the Company's shareholders' equity.

Securities loaned

The Company's business activities include securities lending programs with third parties, mostly large banks. At December 31, 2008 and 2007, fixed income and equity securities with a carrying value of \$307 million and \$3.29 billion, respectively, were on loan under these agreements. In return, the Company receives cash that it invests and includes in short-term investments and fixed income securities, with an offsetting liability recorded in other liabilities and accrued expenses to account for the Company's obligation to return the collateral. Interest income on collateral, net of fees, was \$48 million, \$19 million and \$10 million, for the years ended December 31, 2008, 2007 and 2006, respectively.

Other investment information

Included in fixed income securities are below investment grade assets totaling \$3.28 billion and \$4.63 billion at December 31, 2008 and 2007, respectively.

At December 31, 2008, fixed income securities with a carrying value of \$298 million were on deposit with regulatory authorities as required by law.

At December 31, 2008, the carrying value of fixed income securities that were non-income producing was \$18 million. No other investments were non-income producing at December 31, 2008.

6. Financial Instruments

In the normal course of business, the Company invests in various financial assets, incurs various financial liabilities and enters into agreements involving derivative financial instruments and other off-balance-sheet financial instruments.

The following table summarizes the Company's financial assets and financial liabilities measured at fair value on a recurring and non-recurring basis as of December 31, 2008:

(\$ in millions)	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Other valuations and netting	Balance as of December 31, 2008
Financial assets					
Fixed income securities	\$ 662	\$ 50,127	\$ 17,819		\$ 68,608
Equity securities	2,477	254	74		2,805
Short-term investments	563	8,343	—		8,906
Other investments:					
Free-standing derivatives	—	812	13		825
Total recurring basis assets	3,702	59,536	17,906		81,144
Non-recurring basis	—	—	301		301
Valued at cost, amortized cost or using the equity method				\$ 15,078	15,078
Counterparty and cash collateral netting ⁽¹⁾				(525)	(525)
Total investments	3,702	59,536	18,207	14,553	95,998
Separate account assets	8,239	—	—	—	8,239
Other assets	—	—	1	—	1
Total financial assets	\$11,941	\$59,536	\$18,208	\$14,553	\$104,238
% of Total financial assets	11.4%	57.1%	17.5%	14.0%	100.0%
Financial liabilities					
Contractholder funds:					
Derivatives embedded in annuity contracts	\$ —	\$ (37)	\$ (265)		\$ (302)
Other liabilities:					
Free-standing derivatives	—	(1,177)	(114)		(1,291)
Non-recurring basis	—	—	—		—
Counterparty and cash collateral netting ⁽¹⁾				\$ 505	505
Total financial liabilities	\$ —	\$ (1,214)	\$ (379)	\$ 505	\$ (1,088)
% of Total financial liabilities	—%	111.6%	34.8%	(46.4)%	100.0%

(1) In accordance with FSP FIN 39-1, the Company nets all fair value amounts recognized for derivative instruments and fair value amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral executed with the same counterparty under a master netting agreement. At December 31, 2008, the right to reclaim cash collateral was offset by securities held, and the obligation to return collateral was \$20 million.

As required by SFAS No. 157, when the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. Thus, a Level 3 fair value measurement may include inputs that are observable (Level 1 or Level 2) and unobservable (Level 3). Gains and losses for such assets and liabilities categorized within Level 3 may include changes in fair value that are attributable to both observable inputs (Level 1 and Level 2) and unobservable inputs (Level 3). Net transfers in and/or out of Level 3 are reported as having occurred at the beginning of the quarter the transfer occurred; therefore, for all transfers into Level 3, all realized and unrealized gains and losses in the quarter of transfer are reflected in the table below. Further, it should be noted that the following table does not take into consideration the effect of offsetting Level 1 and Level 2 financial instruments entered into that economically hedge certain exposures to the Level 3 positions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table provides a summary of changes in fair value during the year ended December 31, 2008 of Level 3 financial assets and financial liabilities held at fair value on a recurring basis at December 31, 2008.

(\$ in millions)	Balance as of January 1, 2008	Total realized and unrealized gains (losses) included in:		Purchases, sales, issuances and settlements, net	Net transfers in and/or (out) of Level 3	Balance as of December 31, 2008	Total gains (losses) included in Net income for instruments still held at December 31, 2008 ⁽⁴⁾
		Net income ⁽¹⁾	OCI on Statement of Financial Position				
Financial assets							
Fixed income securities	\$24,372	\$(2,187)	\$(3,915)	\$(3,876)	\$3,425	\$ 17,819	\$(1,594)
Equity securities	129	(102)	5	20	22	74	(5)
Other investments:							
Free-standing derivatives, net	10	(235)	—	124	—	(101) ⁽²⁾	(106)
Total investments	24,511	(2,524)	(3,910)	(3,732)	3,447	17,792 ⁽³⁾	(1,705)
Other assets	2	(1)	—	—	—	1	(1)
Total recurring Level 3 financial assets	<u>\$24,513</u>	<u>\$(2,525)</u>	<u>\$(3,910)</u>	<u>\$(3,732)</u>	<u>\$3,447</u>	<u>\$ 17,793</u>	<u>\$(1,706)</u>
Financial liabilities							
Contractholder funds:							
Derivatives embedded in annuity contracts	\$ 4	\$(270)	\$ —	\$ 1	\$ —	\$(265)	\$(270)
Total recurring Level 3 financial liabilities	<u>\$ 4</u>	<u>\$(270)</u>	<u>\$ —</u>	<u>\$ 1</u>	<u>\$ —</u>	<u>\$(265)</u>	<u>\$(270)</u>

- (1) The effect to net income of financial assets and financial liabilities totals \$(2.79) billion and is reported in the Consolidated Statements of Operations as follows: \$(2.65) billion in realized capital gains and losses; \$134 million in net investment income; \$(6) million in interest credited to contractholder funds; and \$(270) million in life and annuity contract benefits.
- (2) Comprises \$13 million of financial assets and \$(114) million of financial liabilities.
- (3) Comprises \$17.91 billion of investments and \$(114) million of free-standing derivatives included in financial liabilities.
- (4) The amounts represent gains and losses included in net income for the period of time that the financial asset or financial liability was determined to be in Level 3. These gains and losses total \$(1.98) billion and are reported in the Consolidated Statements of Operations as follows: \$(1.81) billion in realized capital gains and losses; \$103 million in net investment income; \$(1) million in interest credited to contractholder funds; and \$(270) million in life and annuity contract benefits.

Presented below are the fair value estimates of financial instruments including those reported at fair value and discussed above and those reported using other methods for which a description of the method to determine fair value appears below the following tables.

Financial assets

(\$ in millions)	December 31, 2008		December 31, 2007	
	Carrying value	Fair value	Carrying value	Fair value
Fixed income securities	\$68,608	\$68,608	\$94,451	\$94,451
Equity securities	2,805	2,805	5,257	5,257
Mortgage loans	10,229	8,903	10,830	10,726
Limited partnership interests—cost basis	1,228	1,217	1,189	1,279
Short-term investments	8,906	8,906	3,058	3,058
Bank loans	1,038	713	1,213	1,167
Free-standing derivatives	305	305	475	475
Separate accounts	8,239	8,239	14,929	14,929

The fair value of mortgage loans is based on discounted contractual cash flows. 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 limited partnership interests accounted for on the cost basis is determined using reported net asset values of the underlying funds. The fair value of bank loans, which are reported in other investments on the Consolidated Statements of Financial Position, are valued based on broker quotes from brokers familiar with the loans.

Financial liabilities

(\$ in millions)	December 31, 2008		December 31, 2007	
	Carrying value	Fair value	Carrying value	Fair value
Contractholder funds on investment contracts	\$46,972	\$43,479	\$51,312	\$49,984
Long-term debt	5,659	4,944	5,640	5,464
Liability for collateral	340	340	3,461	3,461
Free-standing derivatives	770	770	311	311

Beginning in 2008, the fair value of contractholder funds on investment contracts is based on the terms of the underlying contracts utilizing prevailing market rates for similar contracts adjusted for credit risk. Deferred annuities included in contractholder funds are valued using discounted cash flow models which incorporate market value margins, which are based on the cost of holding economic capital, and the Company's own credit risk. Immediate annuities without life contingencies and fixed rate funding agreements are valued at the present value of future benefits using market implied interest rates which include the Company's own credit risk. In 2007, the fair value of investment contracts was based on the terms of the underlying contracts. Fixed annuities were valued at the account balance less surrender charges. Immediate annuities without life contingencies and fixed rate funding agreements were valued at the present value of future benefits using current interest rates. The fair value of variable rate funding agreements approximated the carrying value. Market value adjusted annuities' fair value was estimated to be the market adjusted surrender value. Equity-indexed annuity contracts' fair value approximated the carrying value since the embedded equity options are carried at fair value.

The fair value of long-term debt is based on market observable data or, in certain cases, is determined using discounted cash flow calculations based on current interest rates for instruments with comparable terms and considers the Company's own credit risk. The liability for collateral is valued at carrying value due to its short-term nature.

Derivative financial instruments

The Company primarily uses derivatives for risk reduction and asset replication. In addition, the Company has derivatives embedded in financial instruments, which are required to be separated and accounted for as derivative instruments. With the exception of derivatives used for asset replication and embedded derivatives which are required to be separated, all of the Company's derivatives are evaluated for their ongoing effectiveness as either accounting or non-hedge derivative financial instruments on at least a quarterly basis (see Note 2). The Company

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

does not use derivatives for trading purposes. Non-hedge accounting is used for “portfolio” level hedging strategies where the terms of the individual hedged items do not meet the strict homogeneity requirements prescribed in SFAS No. 133 to permit the application of SFAS No. 133’s hedge accounting model. The principal benefit of a “portfolio” level strategy is in its cost savings through its ability to use fewer derivatives with larger notional amounts.

The Company uses derivatives to partially mitigate potential adverse impacts from future increases in risk-free interest rates, negative equity market valuations and increases in credit spreads. The Property-Liability portfolio uses interest rate swaption contracts and exchange traded options on Treasury futures to offset potential declining fixed income market values resulting from potential rising interest rates. The Company also uses interest rate swaps to mitigate municipal bond interest rate risk within the Property-Liability municipal bond portfolio. Exchange traded equity put options are utilized to protect the Property-Liability equity portfolio from significant equity market valuation declines below a targeted level. OTC collars, comprised of purchased puts and written calls whereby the Company gives up returns beyond a certain level, are also used to complement the equity portfolio protection and credit default swaps are used to mitigate the credit spread risk within the Allstate Financial and Property-Liability fixed income portfolios.

Asset-liability management is a risk management strategy that is principally employed by Allstate Financial to align the respective interest-rate sensitivities of its assets and liabilities. Depending upon the attributes of the assets acquired and liabilities issued, derivative instruments such as interest rate swaps, caps and floors are acquired to change the interest rate characteristics of existing assets and liabilities to ensure a properly matched relationship is maintained within specified ranges and to reduce exposure to rising or falling interest rates. Allstate Financial uses financial futures to hedge anticipated asset purchases and liability issuances and financial futures and options for hedging the Company’s equity exposure contained in equity indexed annuity product contracts that offer equity returns to contractholders. In addition, Allstate Financial also uses interest rate swaps to hedge interest rate risk inherent in funding agreements and foreign currency swaps primarily to reduce the foreign currency risk associated with issuing foreign currency denominated funding agreements.

Asset replication refers to the “synthetic” creation of an asset through the use of a credit derivative and a high quality cash instrument to replicate fixed income securities that are either unavailable in the cash bond market or more economical to acquire in synthetic form. The Company replicates fixed income securities using a combination of a credit default swap and one or more highly rated fixed income securities to synthetically replicate the economic characteristics of one or more cash market securities.

Portfolio duration management is a risk management strategy that is principally employed by Property-Liability wherein, depending on the current portfolio duration relative to a designated target and the expectations of future interest rate movements, the Company uses financial futures and interest rate swaps to change the duration of the portfolio to mitigate the exposure that interest rates would otherwise have on the market value of its fixed income securities.

Property-Liability uses options (including swaptions) to hedge the decline in fixed income market values caused by rising interest rates, futures to hedge the market risk related to deferred compensation liabilities, equity index futures to lock-in equity gains and forward contracts to hedge foreign currency risk. Property-Liability enters into commodity-based investments through the use of excess return swaps whose return is tied to a commodity-based index. The Company also uses commodity futures to periodically rebalance its exposure under commodity-indexed excess return swaps as they are very liquid and highly correlated with the commodity-based index.

Allstate Financial and Property-Liability have derivatives that are embedded in non-derivative “host” contracts. The Company’s primary embedded derivatives are conversion options in fixed income securities, which provide the Company with the right to convert the instrument into a predetermined number of shares of common stock; equity options in annuity product contracts, which provide equity returns to contractholders; and equity-indexed notes containing equity call options, which provide a coupon payout based upon one or more equity-based indices.

Corporate and Other uses interest rate swaps to hedge interest rate exposure on its debt issuances.

The notional amounts specified in the contracts are used to calculate the exchange of contractual payments under the agreements and are generally not representative of the potential for gain or loss on these agreements. However, the notional amounts specified in credit default swaps represent the maximum amount of potential loss, assuming no recoveries.

Fair value, which is equal to the carrying value, is the estimated amount that the Company would receive (pay) to terminate the derivative contracts at the reporting date. The fair value valuation techniques are described in Note 2. For certain exchange traded derivatives, the exchange requires margin deposits as well as daily cash

settlements of margin accounts. As of December 31, 2008, the Company pledged \$72 million of securities in the form of margin deposits.

Carrying value amounts include the fair value of the derivatives, including the embedded derivatives, and exclude the accrued periodic settlements which are short-term in nature and are reported in accrued investment income or other invested assets. The carrying value amounts for freestanding derivatives have been further adjusted for the effects, if any, of legally enforceable master netting agreements.

The net impact to pre-tax income includes valuation and settlements of derivatives which are reported in net income as described in Note 2. For those derivatives which qualify for fair value hedge accounting, it also includes the changes in the fair value of the hedged risk, and therefore reflects any hedging ineffectiveness. For cash flow hedges, gains and losses amortized from accumulated other comprehensive income are included. For embedded derivatives in convertibles and equity-indexed notes subject to bifurcation, accretion income related to the host instrument has also been included.

Derivative instruments are recorded at fair value and presented in the Consolidated Statements of Financial Position as of December 31, as follows:

(\$ in millions)	Carrying value			
	Assets		(Liabilities)	
	2008	2007	2008	2007
Fixed income securities	\$333	\$ 884	\$ —	\$ —
Other investments	301	460	—	—
Other assets	7	2	—	—
Contractholder funds	—	—	(302)	(119)
Other liabilities and accrued expenses	—	—	(770)	(311)
Total	<u>\$641</u>	<u>\$1,346</u>	<u>\$(1,072)</u>	<u>\$(430)</u>

For cash flow hedges, unrealized net pre-tax losses included in accumulated other comprehensive income were \$11 million and \$(33) million at December 31, 2008 and 2007, respectively. The net pre-tax changes in accumulated other comprehensive income due to cash flow hedges were \$44 million, \$(26) million and \$(11) million in 2008, 2007 and 2006. Amortization of net gains from accumulated other comprehensive income related to cash flow hedges is expected to be \$2 million in 2009.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the notional amount, fair value and carrying value of the Company's derivative financial instruments at December 31, 2008.

(\$ in millions)	Notional amount	Fair value	Carrying value	
			Assets	(Liabilities)
Interest rate contracts				
Interest rate swap agreements	\$25,654	\$(761)	\$ 59	\$ (820)
Financial futures contracts and options	8,360	10	11	(1)
Interest rate cap and floor agreements	5,688	(35)	2	(37)
Total interest rate contracts	39,702	(786)	72	(858)
Equity and index contracts				
Options, financial futures and warrants	7,517	158	209	(51)
Foreign currency contracts				
Foreign currency swap agreements	1,233	222	9	213
Foreign currency forwards and options	230	(20)	(3)	(17)
Total foreign currency contracts	1,463	202	6	196
Credit default swaps used for asset replication				
Credit default swaps—selling protection	1,056	(114)	(34)	(80)
Embedded derivative financial instruments				
Guaranteed accumulation benefit	985	(147)	—	(147)
Guaranteed withdrawal benefit	744	(119)	—	(119)
Conversion options in fixed income securities	1,005	201	201	—
Equity-indexed call options in fixed income securities	800	132	132	—
Equity-indexed and forward starting options in life and annuity product contracts	4,150	(37)	—	(37)
Other embedded derivative financial instruments	1,180	2	1	1
Total embedded derivative financial instruments	8,864	32	334	(302)
Other derivative financial instruments				
Credit default swaps—buying protection	2,219	74	51	23
Other	89	3	3	—
Total other derivative financial instruments	2,308	77	54	23
Total derivative financial instruments	<u>\$60,910</u>	<u>\$(431)</u>	<u>\$641</u>	<u>\$(1,072)</u>

The following table summarizes the notional amount, fair value and carrying value of the Company's derivative financial instruments at December 31, 2007.

(\$ in millions)	Notional amount	Fair value	Carrying value	
			Assets	(Liabilities)
Interest rate contracts				
Interest rate swap agreements	\$36,386	\$(275)	\$ (99)	\$(176)
Financial futures contracts	2,297	(9)	1	(10)
Interest rate cap and floor agreements	13,760	5	5	—
Total interest rate contracts	52,443	(279)	(93)	(186)
Equity and index contracts				
Options, financial futures and warrants	6,232	111	181	(70)
Foreign currency contracts				
Foreign currency swap agreements	1,444	361	388	(27)
Foreign currency forwards and options	447	(4)	(4)	—
Total foreign currency contracts	1,891	357	384	(27)
Credit default swaps used for asset replication				
Credit default swaps—selling protection	1,178	(39)	(13)	(26)
Embedded derivative financial instruments				
Guaranteed accumulation benefit	1,592	—	—	—
Guaranteed withdrawal benefit	1,216	—	—	—
Conversion options in fixed income securities	1,416	461	461	—
Equity-indexed call options in fixed income securities	800	422	422	—
Equity-indexed and forward starting options in life and annuity product contracts	3,934	(123)	—	(123)
Other embedded derivative financial instruments	1,199	2	1	1
Total embedded derivative financial instruments	10,157	762	884	(122)
Other derivative financial instruments				
Credit default swaps—buying protection	225	2	1	1
Other	95	2	2	—
Total other derivative financial instruments	320	4	3	1
Total derivative financial instruments	<u>\$72,221</u>	<u>\$ 916</u>	<u>\$1,346</u>	<u>\$(430)</u>

The Company manages its exposure to credit risk by utilizing highly rated counterparties, establishing risk control limits, executing legally enforceable master netting agreements and obtaining collateral where appropriate. The Company uses master netting agreements for over-the-counter derivative transactions, including interest rate swap, foreign currency swap, interest rate cap, interest rate floor, credit default swap, forward and certain option agreements. These agreements permit either party to net payments due for transactions covered by the agreements. Under the provisions of the agreements, collateral is either pledged or obtained when certain predetermined exposure limits are exceeded. As of December 31, 2008, counterparties pledged \$20 million in cash collateral to the Company, and the Company pledged \$16 million in cash and \$544 million in securities to counterparties. The Company has not incurred any losses on derivative financial instruments due to counterparty nonperformance. Other derivatives including futures and certain option contracts are traded on organized exchanges, which require margin deposits and guarantee the execution of trades, thereby mitigating any potential credit risk associated with transactions executed on organized exchanges.

Credit exposure represents the Company's potential loss if all of the counterparties concurrently fail to perform under the contractual terms of the contracts and all collateral, if any, becomes worthless. This exposure is measured by the fair value of freestanding derivative contracts with a positive fair value at the reporting date reduced by the effect, if any, of legally enforceable master netting agreements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the counterparty credit exposure by counterparty credit rating at December 31, as it relates to interest rate swap, foreign currency swap, interest rate cap, interest rate floor, credit default swap and certain option agreements.

(\$ in millions)	2008				2007			
	Number of counter-parties	Notional amount	Credit exposure ⁽²⁾	Exposure, net of collateral ⁽²⁾	Number of counter-parties	Notional amount	Credit exposure ⁽²⁾	Exposure, net of collateral ⁽²⁾
Rating ⁽¹⁾								
AAA	1	\$ 84	\$ —	\$ —	1	\$ 228	\$ —	\$ —
AA+	—	—	—	—	1	3,130	4	4
AA	—	—	—	—	7	26,795	78	21
AA-	3	14,830	21	21	4	9,711	11	1
A+	5	12,992	15	15	3	13,631	187	—
A	4	8,046	58	38	1	2	—	—
A-	1	216	25	25	—	—	—	—
Total	14	\$36,168	\$119	\$99	17	\$53,497	\$280	\$26

(1) Rating is the lower of S&P's or Moody's ratings.

(2) Only over-the-counter derivatives with a net positive fair value are included for each counterparty.

Market risk is the risk that the Company will incur losses due to adverse changes in market rates and prices. Market risk exists for all of the derivative financial instruments the Company currently holds, as these instruments may become less valuable due to adverse changes in market conditions. To limit this risk, the Company's senior management has established risk control limits. In addition, changes in fair value of the derivative financial instruments that the Company uses for risk management purposes are generally offset by the change in the fair value or cash flows of the hedged risk component of the related assets, liabilities or forecasted transactions.

Credit derivatives—selling protection

Credit default swaps ("CDS") are utilized for selling credit protection against a specified credit event. A credit default swap is a derivative instrument, representing an agreement between two parties to exchange the credit risk of a specified entity (or a group of entities), or an index based on the credit risk of a group of entities (all commonly referred to as the "reference entity" or a portfolio of "reference entities"), for a periodic premium. In selling protection, CDS are used to replicate fixed income securities and to complement the cash market when credit exposure to certain issuers is not available or when the derivative alternative is less expensive than the cash market alternative. Credit risk includes both default risk and market value exposure due to spread widening. CDS typically have a five-year term.

The following table shows the CDS notional amounts by credit rating and fair value of protection sold as of December 31, 2008:

(\$ in millions)	Notional amount Credit rating underlying notional						Fair value
	AAA	AA	A	BBB	BB and lower	Total	
Single name							
Investment grade corporate debt	\$20	\$ —	\$142	\$140	\$ —	\$ 302	\$ (26)
High yield debt	—	—	—	—	10	10	(3)
Municipal	—	135	—	—	—	135	(20)
Sovereign	—	—	—	20	5	25	(1)
Subtotal	20	135	142	160	15	472	(50)
First-to-default							
Investment grade corporate debt	—	—	30	60	—	90	(5)
High yield debt	—	—	—	—	—	—	—
Municipal	—	120	35	—	—	155	(43)
Subtotal	—	120	65	60	—	245	(48)
Index							
Investment grade corporate debt	6	5	101	181	46	339	(16)
High yield debt	—	—	—	—	—	—	—
Municipal	—	—	—	—	—	—	—
Subtotal	6	5	101	181	46	339	(16)
Total	<u>\$26</u>	<u>\$260</u>	<u>\$308</u>	<u>\$401</u>	<u>\$61</u>	<u>\$1,056</u>	<u>\$(114)</u>

In selling protection with CDS, the Company sells credit protection on an identified single name, a basket of names in a first-to-default (“FTD”) structure or credit derivative index (“CDX”) that is generally investment grade, and in return receives periodic premiums through expiration or termination of the agreement. With single name CDS, this premium or credit spread generally corresponds to the difference between the yield on the referenced entity’s public fixed maturity cash instruments and swap rates, at the time the agreement is executed. With FTD baskets, because of the additional credit risk inherent in a basket of named credits, the premium generally corresponds to a high proportion of the sum of the credit spreads of the names in the basket and the correlation between the names. CDX index is utilized to take a position on multiple (generally 125) reference entities. Credit events are typically defined as bankruptcy, failure to pay, or restructuring, depending on the nature of the reference credit. If a credit event occurs, the Company settles with the counterparty, either through physical settlement or cash settlement. In a physical settlement, a reference asset is delivered by the buyer of protection to the Company, in exchange for cash payment at par, while in a cash settlement, the Company pays the difference between par and the prescribed value of the reference asset. When a credit event occurs in a single name or FTD basket (for FTD, the first credit event occurring for any one name in the basket), the contract terminates at time of settlement. For CDX index, the reference entity’s name incurring the credit event is removed from the index while the contract continues until expiration. The maximum payout on a CDS is the contract notional amount. A physical settlement may afford the Company with recovery rights as the new owner of the asset.

The Company monitors risk associated with credit derivatives through individual name credit limits at both a credit derivative and a combined cash instrument/credit derivative level. The ratings of individual names for which protection has been sold are also monitored.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Off-balance-sheet financial instruments and unconsolidated investments in VIEs

The contractual amounts and fair values of off-balance-sheet financial instruments at December 31 are as follows:

(\$ in millions)	2008		2007	
	Contractual amount	Fair value	Contractual amount	Fair value
Commitments to invest in limited partnership interests	\$1,889	\$—	\$2,206	\$—
Commitments to invest—other	3	—	15	—
Commitments to extend mortgage loans	3	—	326	3
Private placement commitments	—	—	30	—

In the preceding table, the contractual amounts represent the amount at risk if the contract is fully drawn upon, the counterparty defaults and the value of any underlying security becomes worthless. Unless noted otherwise, the Company does not require collateral or other security to support off-balance-sheet financial instruments with credit risk.

Commitments to invest generally represent commitments to acquire financial interests or instruments. The Company enters into these agreements to allow for additional participation in certain limited partnership investments. Because the equity investments in the limited partnerships are not actively traded, it is not practical to estimate the fair value of these commitments.

Commitments to extend mortgage loans are agreements to lend to a borrower provided there is no violation of any condition established in the contract. The Company enters into these agreements to commit to future loan fundings at a predetermined interest rate. Commitments generally have fixed expiration dates or other termination clauses. Commitments to extend mortgage loans, which are secured by the underlying properties, are valued based on estimates of fees charged by other institutions to make similar commitments to similar borrowers.

Private placement commitments represent conditional commitments to purchase private placement debt and equity securities at a specified future date. The Company regularly enters into these agreements in the normal course of business. The fair value of these commitments generally cannot be estimated on the date the commitment is made as the terms and conditions of the underlying private placement securities are not yet final.

The Company established two VIEs that are not consolidated because the Company is not the primary beneficiary. The VIEs hold investments on behalf of unrelated third party investors that are managed by Allstate Investment Management Company, a subsidiary of the Company. Their assets primarily consist of investment securities and cash, and the liabilities consist primarily of long-term debt. The Company's maximum loss exposure related to the VIEs is the amortized cost of its investment. Information on each VIE as of December 31, 2008 is listed in the following table.

(\$ in millions) Year established	Assets	Liabilities	Maximum loss exposure
2006	\$400	\$378	\$7
2005	335	313	4

7. Reserve for Property-Liability Insurance Claims and Claims Expense

As described in Note 2, the Company establishes reserves for claims and claims expense ("loss") on reported and unreported claims of insured losses. The Company's reserving process takes into account known facts and interpretations of circumstances and factors including the Company's experience with similar cases, actual claims paid, historical trends involving claim payment patterns and pending levels of unpaid claims, loss management programs, product mix and contractual terms, law changes, court decisions, changes to regulatory requirements and economic conditions. In the normal course of business, the Company may also supplement its claims processes by utilizing third party adjusters, appraisers, engineers, inspectors, other professionals and information sources to assess and settle catastrophe and non-catastrophe related claims. The effects of inflation are implicitly considered in the reserving process.

Because reserves are estimates of the unpaid portions of losses that have occurred, including incurred but not reported ("IBNR") losses, the establishment of appropriate reserves, including reserves for catastrophes, is an inherently uncertain and complex process. The ultimate cost of losses may vary materially from recorded amounts, which are based on management's best estimates. The highest degree of uncertainty is associated with reserves for losses incurred in the current reporting period as it contains the greatest proportion of losses that have not been reported or settled. The Company regularly updates its reserve estimates as new information becomes available and as events unfold that may affect the resolution of unsettled claims. Changes in prior year reserve estimates, which may be material, are reported in property-liability insurance claims and claims expenses in the Consolidated Statements of Operations in the period such changes are determined.

Activity in the reserve for property-liability insurance claims and claims expense is summarized as follows:

(\$ in millions)	2008	2007	2006
Balance at January 1	\$18,865	\$18,866	\$22,117
Less reinsurance recoverables	2,205	2,256	3,186
Net balance at January 1	16,660	16,610	18,931
Incurred claims and claims expense related to:			
Current year	19,894	17,839	16,988
Prior years	170	(172)	(971)
Total incurred	20,064	17,667	16,017
Claims and claims expense paid related to:			
Current year	12,658	10,933	10,386
Prior years	6,884	6,684	7,952
Total paid	19,542	17,617	18,338
Net balance at December 31	17,182	16,660	16,610
Plus reinsurance recoverables	2,274	2,205	2,256
Balance at December 31	\$19,456	\$18,865	\$18,866

Incurred claims and claims expense represents the sum of paid losses and reserve changes in the calendar year. This expense includes losses from catastrophes of \$3.34 billion, \$1.41 billion and \$810 million in 2008, 2007 and 2006, respectively, net of reinsurance and other recoveries (see Note 9). In 2008, losses from catastrophes included \$1.31 billion, net of recoveries, related to Hurricanes Ike and Gustav. These estimates include net losses in personal lines auto and property policies and net losses on commercial policies. Included in 2008 and 2006 losses from catastrophes are accruals for assessments from Texas Windstorm Insurance Association ("TWIA") and Citizens Property Insurance Corporation in the state of Florida ("FL Citizens"), respectively (see Note 13).

Catastrophes are an inherent risk of the property-liability insurance business that have contributed to, and will continue to contribute to, material year-to-year fluctuations in the Company's results of operations and financial position.

The Company calculates and records a single best reserve estimate for losses from catastrophes, in conformance 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 practical to develop a meaningful range for any such changes in losses incurred.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

During 2008, incurred claims and claims expense related to prior years was primarily composed of net decreases in auto reserves of \$27 million offset by increases in homeowners reserves of \$124 million due to catastrophe loss reestimates, and increases in other reserves of \$55 million. The \$27 million favorable decreases in auto reserves and \$55 million unfavorable increases in other reserves includes \$45 million of IBNR losses reclassified from auto reserves to other reserves to be consistent with the recording of excess liability policy premiums and losses. Incurred claims and claims expense includes unfavorable catastrophe loss reestimates of \$125 million, net of reinsurance and other recoveries, primarily attributable to increased claim loss and expense reserves for litigation filed in conjunction with a Louisiana deadline for filing suits related to Hurricane Katrina.

During 2007, incurred claims and claims expense related to prior years was primarily composed of net decreases in auto reserves of \$311 million due to claim severity development that was better than expected, offset by increases in homeowners reserves of \$115 million due to catastrophe loss reestimates, and increases in environmental reserves of \$63 million. Incurred claims and claims expense includes unfavorable catastrophe loss reestimates of \$127 million, net of reinsurance and other recoveries, primarily attributable to increased claim loss and expense reserves for 2005 catastrophe events.

During 2006, incurred claims and claims expense related to prior years was primarily composed of net decreases in auto reserves of \$737 million due to claim severity development that was better than expected, and late reported loss development that was better than expected due to lower frequency trends in recent years, decreases in homeowners reserves of \$244 million due to catastrophe loss reestimates, claim severity development and late reported loss development that were better than expected, and decreases in other reserves of \$122 million due to catastrophe loss reestimates and commercial lines loss development that was better than expected, offset by increases in asbestos reserves of \$86 million. Claims and claims expense during 2006 includes favorable catastrophe loss reestimates of \$223 million, net of reinsurance and other recoveries, including a \$63 million reduction in the Company's accrual for an assessment from FL Citizens and \$62 million due to recoupments of prior year assessments from FL Citizens and Louisiana Citizens Property Insurance Corporation ("LA Citizens").

Management believes that the reserve for property-liability claims and claims expense, net of recoverables, is appropriately established in the aggregate and adequate to cover the ultimate net cost of reported and unreported claims arising from losses which had occurred by that date based on available facts, technology, laws and regulations.

For further discussion of assessments from FL Citizens and LA Citizens, and asbestos and environmental reserves, see Note 13.

8. Reserve for Life-Contingent Contract Benefits and Contractholder Funds

At December 31, the reserve for life-contingent contract benefits consists of the following:

(\$ in millions)	2008	2007
Immediate fixed annuities:		
Structured settlement annuities	\$ 6,628	\$ 7,094
Other immediate fixed annuities	2,106	2,259
Traditional life insurance	2,723	2,593
Other	1,424	1,266
Total reserve for life-contingent contract benefits	<u>\$12,881</u>	<u>\$13,212</u>

The following table highlights the key assumptions generally used in calculating the reserve for life-contingent contract benefits:

Product	Mortality	Interest rate	Estimation method
Structured settlement annuities	U.S. population with projected calendar year improvements; mortality rates adjusted for each impaired life based on reduction in life expectancy	Interest rate assumptions range from 2.9% to 11.7%	Present value of contractually specified future benefits
Other immediate fixed annuities	1983 group annuity mortality table; 1983 individual annuity mortality table; Annuity 2000 mortality table with internal modifications	Interest rate assumptions range from 1.6% to 11.5%	Present value of expected future benefits based on historical experience
Traditional life insurance	Actual company experience plus loading	Interest rate assumptions range from 4.0% to 11.3%	Net level premium reserve method using the Company's withdrawal experience rates
Other:			
Variable annuity guaranteed minimum death benefits ⁽¹⁾	100% of Annuity 2000 mortality table	Interest rate assumptions range from 5.3% to 5.9%	Projected benefit ratio applied to cumulative assessments
Accident and health	Actual company experience plus loading		Unearned premium; additional contract reserves for traditional life insurance

(1) In 2006, the Company disposed of substantially all of its variable annuity business through reinsurance agreements with Prudential (see Note 3).

To the extent that unrealized gains on fixed income securities would result in a premium deficiency had those gains actually been realized, a premium deficiency reserve is recorded for certain immediate annuities with life contingencies. A liability of \$378 million and \$1.06 billion is included in the reserve for life-contingent contract benefits with respect to this deficiency as of December 31, 2008 and 2007, respectively. The offset to this liability is recorded as a reduction of the unrealized net capital gains included in accumulated other comprehensive income.

At December 31, contractholder funds consist of the following:

(\$ in millions)	2008	2007
Interest-sensitive life insurance	\$ 9,957	\$ 9,539
Investment contracts:		
Fixed annuities	37,660	38,135
Funding agreements backing medium-term notes	9,314	13,375
Other investment contracts	533	94
Allstate Bank deposits	949	832
Total contractholder funds	<u>\$58,413</u>	<u>\$61,975</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table highlights the key contract provisions relating to contractholder funds:

Product	Interest rate	Withdrawal/surrender charges
Interest-sensitive life insurance	Interest rates credited range from 2.0% to 6.0%	Either a percentage of account balance or dollar amount grading off generally over 20 years
Fixed annuities	Interest rates credited range from 1.3% to 11.5% for immediate annuities and 0% to 16% for other fixed annuities (which include equity-indexed annuities whose returns are indexed to the S&P 500)	Either a declining or a level percentage charge generally over nine years or less. Additionally, approximately 28.4% of fixed annuities are subject to market value adjustment for discretionary withdrawals
Funding agreements backing medium-term notes	Interest rates credited range from 0.5% to 6.5% (excluding currency-swapped medium-term notes)	Not applicable
Other investment contracts: Variable guaranteed minimum income benefit ⁽¹⁾ and secondary guarantees on interest-sensitive life insurance and fixed annuities	Interest rates used in establishing reserves range from 1.8% to 10.3%	Withdrawal and surrender charges are based on the terms of the related interest-sensitive life insurance or fixed annuity contract
Allstate Bank	Interest rates credited range from 0% to 5.5%	A percentage of principal balance for time deposits withdrawn prior to maturity

(1) In 2006, the Company disposed of substantially all of its variable annuity business through reinsurance agreements with Prudential (see Note 3).

Contractholder funds include funding agreements held by VIEs issuing medium-term notes. The VIEs are Allstate Life Funding, LLC, Allstate Financial Global Funding, LLC, Allstate Life Global Funding and Allstate Life Global Funding II, and their primary assets are funding agreements used exclusively to back medium-term note programs.

Contractholder funds activity for the years ended December 31 is as follows:

(\$ in millions)	2008	2007
Balance, beginning of year	\$61,975	\$62,031
Deposits	10,402	8,991
Interest credited	2,405	2,689
Benefits	(1,710)	(1,668)
Surrenders and partial withdrawals	(5,313)	(5,872)
Maturities of institutional products	(8,599)	(3,165)
Net transfers from separate accounts	19	13
Contract charges	(870)	(801)
Fair value hedge adjustments for institutional products	(56)	34
Other adjustments	160	(277)
Balance, end of year	<u>\$58,413</u>	<u>\$61,975</u>

The Company offered various guarantees to variable annuity contractholders. Liabilities for variable contract guarantees related to death benefits are included in reserve for life-contingent contract benefits and the liabilities related to the income, withdrawal and accumulation benefits are included in contractholder funds in the Consolidated Statements of Financial Position. All liabilities for variable contract guarantees are reported on a gross basis on the balance sheet with a corresponding reinsurance recoverable asset for those contracts subject to reinsurance, including the Prudential Reinsurance Agreements as disclosed in Note 3.

Absent any contract provision wherein the Company guarantees either a minimum return or account value upon death, a specified contract anniversary date, partial withdrawal or annuitization, variable annuity and variable life insurance contractholders bear the investment risk that the separate accounts' funds may not meet their stated investment objectives. The account balances of variable annuities contracts' separate accounts with guarantees included \$7.07 billion and \$13.32 billion of equity, fixed income and balanced mutual funds and \$730 million and \$661 million of money market mutual funds at December 31, 2008 and 2007, respectively.

The table below presents information regarding the Company's variable annuity contracts with guarantees. The Company's variable annuity contracts may offer more than one type of guarantee in each contract; therefore, the sum of amounts listed exceeds the total account balances of variable annuity contracts' separate accounts with guarantees.

(\$ in millions)	December 31,	
	2008	2007
<i>In the event of death</i>		
Separate account value	\$ 7,802	\$ 13,939
Net amount at risk ⁽¹⁾	\$ 3,971	\$ 956
Average attained age of contractholders	64 years	66 years
<i>At annuitization (includes income benefit guarantees)</i>		
Separate account value	\$ 1,846	\$ 3,394
Net amount at risk ⁽²⁾	\$ 1,459	\$ 144
Weighted average waiting period until annuitization options available	4 years	3 years
<i>For cumulative periodic withdrawals</i>		
Separate account value	\$ 718	\$ 1,218
Net amount at risk ⁽³⁾	\$ 159	\$ 4
<i>Accumulation at specified dates</i>		
Separate account value	\$ 984	\$ 1,587
Net amount risk ⁽⁴⁾	\$ 223	\$ —
Weighted average waiting period until guarantee date	9 years	10 years

(1) Defined as the estimated current guaranteed minimum death benefit in excess of the current account balance at the balance sheet date.

(2) Defined as the estimated present value of the guaranteed minimum annuity payments in excess of the current account balance.

(3) Defined as the estimated current guaranteed minimum withdrawal balance (initial deposit) in excess of the current account balance at the balance sheet date.

(4) Defined as the estimated present value of the guaranteed minimum accumulation balance in excess of the current account balance.

The liability for death and income benefit guarantees is equal to a benefit ratio multiplied by the cumulative contract charges earned, plus accrued interest less contract benefit payments. The benefit ratio is calculated as the estimated present value of all expected contract benefits divided by the present value of all expected contract charges. The establishment of reserves for these guarantees requires the projection of future separate account fund performance, mortality, persistency and customer benefit utilization rates. These assumptions are periodically reviewed and updated. For guarantees related to death benefits, benefits represent the current guaranteed minimum death benefit payments in excess of the current account balance. For guarantees related to income benefits, benefits represent the present value of the minimum guaranteed annuitization benefits in excess of the current account balance.

Projected benefits and contract charges used in determining the liability for certain guarantees are developed using models and stochastic scenarios that are also used in the development of estimated expected gross profits. Underlying assumptions for the liability related to income benefits include assumed future annuitization elections based on factors such as the extent of benefit to the potential annuitant, eligibility conditions and the annuitant's attained age. The liability for guarantees is re-evaluated periodically, and adjustments are made to the liability balance through a charge or credit to life and annuity contract benefits.

Guarantees related to withdrawal and accumulation benefits are considered to be derivative financial instruments; therefore, the liability for these benefits is established based on its fair value.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the liabilities for guarantees:

(\$ in millions)	Liability for guarantees related to death benefits and interest- sensitive life products	Liability for guarantees related to income benefits	Liability for guarantees related to accumulation and withdrawal benefits	Total
Balance, December 31, 2006 ⁽¹⁾	\$114	\$ 48	\$ (8)	\$154
Less reinsurance recoverables	96	23	(8)	111
Net balance at December 31, 2006	18	25	—	43
Incurred guaranteed benefits	7	(6)	—	1
Paid guarantee benefits	(1)	—	—	(1)
Net change	6	(6)	—	—
Net balance at December 31, 2007	24	19	—	43
Plus reinsurance recoverables	121	27	—	148
Balance, December 31, 2007 ⁽²⁾	<u>\$145</u>	<u>\$ 46</u>	<u>\$ —</u>	<u>\$191</u>
Less reinsurance recoverables	121	27	—	148
Net balance at December 31, 2007	24	19	—	43
Incurred guaranteed benefits	11	—	—	11
Paid guarantee benefits	(1)	—	—	(1)
Net change	10	—	—	10
Net balance at December 31, 2008	34	19	—	53
Plus reinsurance recoverables	81	201	266	548
Balance, December 31, 2008 ⁽³⁾	<u>\$115</u>	<u>\$220</u>	<u>\$266</u>	<u>\$601</u>

- (1) Included in the total liability balance at December 31, 2006 are reserves for variable annuity death benefits of \$89 million, variable annuity income benefits of \$20 million, variable annuity accumulation benefits of \$(7) million, variable annuity withdrawal benefits of \$(1) million and other guarantees of \$53 million.
- (2) Included in the total liability balance at December 31, 2007 are reserves for variable annuity death benefits of \$111 million, variable annuity income benefits of \$23 million, variable annuity accumulation benefits of \$(0.4) million and other guarantees of \$57 million.
- (3) Included in the total liability balance at December 31, 2008 are reserves for variable annuity death benefits of \$67 million, variable annuity income benefits of \$201 million, variable annuity accumulation benefits of \$147 million, variable annuity withdrawal benefits of \$119 million and other guarantees of \$67 million.

9. Reinsurance

The effects of reinsurance on property-liability premiums written and earned and life and annuity premiums and contract charges for the years ended December 31 are as follows:

(\$ in millions)	2008	2007	2006
Property-liability insurance premiums written			
Direct	\$27,667	\$28,423	\$28,601
Assumed	85	59	44
Ceded	(1,168)	(1,299)	(1,119)
Property-liability insurance premiums written, net of reinsurance	<u>\$26,584</u>	<u>\$27,183</u>	<u>\$27,526</u>
Property-liability insurance premiums earned			
Direct	\$28,021	\$28,529	\$28,437
Assumed	85	60	45
Ceded	(1,139)	(1,356)	(1,113)
Property-liability insurance premiums earned, net of reinsurance	<u>\$26,967</u>	<u>\$27,233</u>	<u>\$27,369</u>
Life and annuity premiums and contract charges			
Direct	\$ 2,754	\$ 2,788	\$ 2,736
Assumed	41	44	43
Ceded	(900)	(966)	(815)
Life and annuity premiums and contract charges, net of reinsurance	<u>\$ 1,895</u>	<u>\$ 1,866</u>	<u>\$ 1,964</u>

Property-Liability

The Company purchases reinsurance after evaluating the financial condition of the reinsurer, as well as the terms and price of coverage. Developments in the insurance and reinsurance industries have fostered a movement to segregate asbestos, environmental and other discontinued lines exposures into separate legal entities with dedicated capital. Regulatory bodies in certain cases have supported these actions. The Company is unable to determine the impact, if any, that these developments will have on the collectability of reinsurance recoverables in the future.

Property-Liability reinsurance recoverable

Total amounts recoverable from reinsurers at December 31, 2008 and 2007 were \$2.35 billion and \$2.30 billion, respectively, including \$78 million and \$99 million, respectively, related to property-liability losses paid by the Company and billed to reinsurers, and \$2.27 billion and \$2.21 billion, respectively, estimated by the Company with respect to ceded unpaid losses (including IBNR), which are not billable until the losses are paid.

With the exception of the recoverable balances from the Michigan Catastrophic Claim Association ("MCCA"), Lloyd's of London and other industry pools and facilities, as disclosed below, the largest reinsurance recoverable balance the Company had outstanding was \$81 million and \$90 million from Westport Insurance Corporation (formerly Employers' Reinsurance Company) at December 31, 2008 and 2007, respectively. No other amount due or estimated to be due from any single property-liability reinsurer was in excess of \$56 million and \$60 million at December 31, 2008 and 2007, respectively.

At December 31, 2008 and 2007, Allstate Texas Lloyd's ("ATL"), a syndicate insurance company, had \$66 million and \$5 million, respectively, of reinsurance recoverable on the Texas excess catastrophe loss treaty. In 2008, the recoverable balance was primarily related to losses incurred from Hurricane Ike which occurred in 2008. In 2007, the recoverable balance was related to losses incurred from Hurricane Rita which occurred in 2005. ATL cedes 100% of its business, net of reinsurance with external parties, to AIC.

The allowance for uncollectible reinsurance was \$168 million and \$185 million at December 31, 2008 and 2007, respectively, and is related to the Company's Discontinued Lines and Coverages segment. In 2008, there was \$17 million of net recoveries. In 2007, there was \$6 million of additions, \$10 million of net recoveries and a reduction of \$46 million related to Equitas Limited's improved financial condition. (For further discussion, see the "Asbestos, Environmental and Other" section below.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Industry pools and facilities

Reinsurance recoverable on paid and unpaid claims including IBNR at December 31, 2008 and 2007 includes \$1.11 billion and \$1.02 billion, respectively, from the MCCA. The MCCA is a mandatory reinsurance mechanism for personal injury protection losses over a retention level that increases each MCCA fiscal year. The retention levels are \$420 thousand per claim and \$440 thousand per claim for the fiscal years ending June 30, 2008 and 2009, respectively. The MCCA is funded by assessments from member companies who, in turn, can recover assessments from policyholders.

Ceded premiums earned under the Florida Hurricane Catastrophe Fund ("FHCF") agreement were \$26 million, \$45 million and \$49 million in 2008, 2007 and 2006, respectively. Ceded losses incurred include \$28 million, \$22 million and \$146 million in 2008, 2007 and 2006, respectively. The Company has access to reimbursement provided by the FHCF for 90% of qualifying personal property losses that exceed its current retention of \$80 million for the two largest hurricanes and \$27 million for other hurricanes, up to a maximum total of \$398 million effective from June 1, 2008 to May 31, 2009. Reinsurance recoverables include \$36 million and \$47 million recoverable from the FHCF for qualifying property losses at December 31, 2008 and 2007, respectively.

Allstate sells and administers policies as a participant in the National Flood Insurance Program ("NFIP"). The total amounts recoverable at December 31, 2008 and 2007 were \$138 million and \$22 million, respectively. Ceded premiums earned include \$257 million, \$257 million and \$232 million in 2008, 2007 and 2006, respectively. Ceded losses incurred include \$344 million, \$65 million and \$32 million in 2008, 2007 and 2006, respectively. Under the arrangement, the Federal Government is obligated to pay all claims.

Catastrophe reinsurance

The Company has the following catastrophe reinsurance treaties in effect:

- an aggregate excess agreement covered by three contracts with different effective dates for Allstate Protection personal lines auto and property business countrywide, except for Florida. The first contract which is 47.5% placed, covers storms named or numbered by the National Weather Service, earthquakes, and fires following earthquakes, and is effective June 1, 2007 to May 31, 2009. The remaining two contracts are 47.5% placed and cover storms named or numbered by the National Weather Service, fires following earthquakes, and California wildfires, and are effective June 1, 2008 to May 31, 2010;
- a California fires following earthquakes agreement that covers Allstate Protection personal property excess catastrophe losses in California, effective June 1, 2008 to May 31, 2011;
- multi-year reinsurance treaties that cover Allstate-brand personal property excess catastrophe losses in Connecticut, Rhode Island, New Jersey, New York, and Texas effective June 1, 2008 to May 31, 2011;
- a South-East agreement that covers Allstate Protection personal property excess catastrophe losses for storms named or numbered by the National Weather Service in 10 Atlantic and Gulf states and the District of Columbia effective June 1, 2008 to May 31, 2009;
- a Texas agreement for additional hurricane coverage for Allstate Protection personal property excess catastrophe losses in the state effective June 18, 2008 to June 17, 2011;
- a Kentucky agreement that provides coverage for Allstate Protection personal property excess catastrophe losses in the state for earthquakes and fires following earthquakes effective June 1, 2008 to May 31, 2009;
- a North-East agreement for additional hurricane coverage in the states of New York, New Jersey and Connecticut for Allstate Protection personal property and auto excess catastrophe losses effective June 15, 2007 to June 8, 2010; and
- Four separate agreements for Allstate Floridian Insurance Company and its subsidiaries ("Allstate Floridian"), for personal property excess catastrophe losses in Florida that coordinate coverage with our participation in the FHCF, effective June 1, 2008 to May 31, 2009.

Under all reinsurance agreements, the Company ceded premiums earned of \$679 million and \$811 million in the years ended December 31, 2008 and 2007, respectively.

Florida

During 2006, Allstate Floridian Insurance Company ("AFIC") and Allstate Floridian Indemnity ("AFI") entered into a 100% quota share reinsurance agreement with Royal Palm Insurance Company ("Royal Palm") on selected personal property policies written in Florida. AFIC and AFI no longer offers coverage on these policies after their

contract terms expire, at which time Royal Palm may offer coverage to these policyholders. Any qualifying recoveries from the FHCF and the catastrophe reinsurance agreements are shared with Royal Palm under the existing agreement. Subject to this agreement, AFIC and AFI ceded \$63 million of unearned premiums in 2006 and the related transfer of cash was recorded in cash flows from operating activities in the Company's Consolidated Statements of Cash Flows. AFIC and AFI ceded premiums and losses on these policies through their expiration under an indemnity reinsurance agreement totaling \$(16) million, \$(25) million and \$81 million of premiums written, \$(15) million, \$35 million and \$84 million of premiums earned and \$2 million, \$20 million and \$16 million of incurred losses during 2008, 2007 and 2006, respectively.

Asbestos, environmental and other

Reinsurance recoverables include \$227 million and \$240 million from Lloyd's of London at December 31, 2008 and 2007, respectively. Lloyd's of London, through the creation of Equitas Limited, implemented a restructuring plan in 1996 to solidify its capital base and to segregate claims for years prior to 1993. The recoverable from Equitas Limited syndicates is spread among thousands of Lloyd's of London investors who have unlimited liability. The reinsurance recoverables valuation allowance was reduced by \$46 million in 2007 related to Equitas Limited's improved financial position as a result of its obtaining reinsurance coverage with National Indemnity Company.

Allstate Financial

The Company's Allstate Financial segment reinsures certain of its risks to other insurers primarily under yearly renewable term, coinsurance, modified coinsurance and coinsurance with funds withheld agreements. These agreements result in a passing of the agreed-upon percentage of risk to the reinsurer in exchange for negotiated reinsurance premium payments. Modified coinsurance and coinsurance with funds withheld are similar to coinsurance, except that the cash and investments that support the liability for contract benefits are not transferred to the assuming company and settlements are made on a net basis between the companies. Allstate Financial cedes 100% of the morbidity risk on substantially all of its long-term care contracts. Allstate Financial cedes specified percentages of the mortality risk on certain life policies, depending upon the issue date and product, to a pool of fourteen unaffiliated reinsurers. Beginning in July 2007, for new life insurance contracts, Allstate Financial ceded the mortality risk associated with coverage in excess of \$3 million per life for contracts issued to individuals age 70 and over, and ceded the mortality risk associated with coverage in excess of \$5 million per life for most other contracts. Also beginning in July 2007, for certain large contracts that meet specific criteria, Allstate Financial's retention limit was increased to \$10 million per life. In the period prior to July 2007, but subsequent to August 1998, Allstate Financial ceded the mortality risk associated with coverage in excess of \$2 million per life, except in 2006 in certain instances when specific criteria were met, it ceded the mortality risk associated with coverage in excess of \$5 million per life. For business sold prior to October 1998, Allstate Financial ceded mortality risk in excess of specific amounts up to \$1 million per individual life.

In addition, Allstate Financial has used reinsurance to effect the acquisition or disposition of certain blocks of business. Allstate Financial had reinsurance recoverables of \$1.57 billion and \$1.26 billion at December 31, 2008 and 2007, respectively, due from Prudential related to the disposal of substantially all of its variable annuity business that was effected through Reinsurance Agreements (see Note 3). In 2008, life and annuity premiums and contract charges of \$238 million, contract benefits of \$467 million, interest credited to contractholder funds of \$36 million, and operating costs and expenses of \$47 million were ceded to Prudential pursuant to the Reinsurance Agreements. In 2007, life and annuity premiums and contract charges of \$317 million, contract benefits of \$59 million, interest credited to contractholder funds of \$43 million, and operating costs and expenses of \$72 million were ceded to Prudential pursuant to the Reinsurance Agreements. In 2006, life and annuity premiums and contract charges of \$170 million, contract benefits of \$29 million, interest credited to contractholder funds of \$35 million, and operating costs and expenses of \$64 million were ceded to Prudential pursuant to the Reinsurance Agreements. In addition, as of December 31, 2008 and 2007 Allstate Financial had reinsurance recoverables of \$181 million and \$166 million, respectively due from subsidiaries of Citigroup (Triton Insurance and American Health and Life Insurance), and Scottish Re (U.S.) Inc. in connection with the disposition of substantially all of the direct response distribution business in 2003.

As of December 31, 2008, the gross life insurance in force was \$532 billion of which \$252 billion was ceded to the unaffiliated reinsurers.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Reinsurance recoverables at December 31 are summarized in the following table.

(\$ in millions)	Reinsurance recoverable on paid and unpaid benefits	
	2008	2007
Annuities	\$1,734	\$1,423
Life insurance	1,475	1,373
Long-term care insurance	746	619
Other	96	97
Total Allstate Financial	<u>\$4,051</u>	<u>\$3,512</u>

At December 31, 2008 and 2007, approximately 93% and 88%, respectively, of Allstate Financial's reinsurance recoverables are due from companies rated A- or better by S&P.

10. Deferred Policy Acquisition and Sales Inducement Costs

Deferred policy acquisition costs for the years ended December 31 are as follows:

(\$ in millions)	2008		
	Allstate Financial	Property-Liability	Total
Balance, beginning of year	\$4,291	\$ 1,477	\$ 5,768
Acquisition costs deferred	684	3,951	4,635
Amortization charged to income	(704)	(3,975)	(4,679)
Effect of unrealized gains and losses	2,818	—	2,818
Balance, end of year	<u>\$7,089</u>	<u>\$ 1,453</u>	<u>\$ 8,542</u>

	2007		
	Allstate Financial	Property-Liability	Total
Balance, beginning of year	\$3,848	\$ 1,484	\$ 5,332
Impact of adoption of SOP 05-1 ⁽¹⁾	(11)	—	(11)
Acquisition costs deferred	635	4,114	4,749
Amortization charged to income	(583)	(4,121)	(4,704)
Effect of unrealized gains and losses	402	—	402
Balance, end of year	<u>\$4,291</u>	<u>\$ 1,477</u>	<u>\$ 5,768</u>

	2006		
	Allstate Financial	Property-Liability	Total
Balance, beginning of year	\$4,318	\$ 1,484	\$ 5,802
Disposition of operation ⁽²⁾	(726)	—	(726)
Acquisition costs deferred	822	4,131	4,953
Amortization charged to income	(626)	(4,131)	(4,757)
Effect of unrealized gains and losses	60	—	60
Balance, end of year	<u>\$3,848</u>	<u>\$ 1,484</u>	<u>\$ 5,332</u>

(1) The adoption of SOP 05-1 resulted in a \$11 million adjustment to unamortized DAC related to the impact on future estimated gross profits from the changes in accounting for certain costs associated with contract continuations that no longer qualify for deferral (see Note 2).

(2) In 2006, DAC was reduced related to the disposition through reinsurance agreements of substantially all of Allstate Financial's variable annuity business (see Note 3).

Net accretion of DAC amortization related to realized capital gains and losses was \$515 million, \$17 million and \$50 million in 2008, 2007 and 2006, respectively.

As disclosed in Note 3, DAC and DSI balances were reduced during 2006 related to the disposal through reinsurance agreements of substantially all of the variable annuity business.

DSI activity for Allstate Financial, which primarily relates to fixed annuities, for the years ended December 31 was as follows:

(\$ in millions)	2008	2007	2006
Balance, beginning of year	\$295	\$225	\$237
Impact of adoption of SOP 05-1 ⁽¹⁾	—	(2)	—
Disposition of operation ⁽²⁾	—	—	(70)
Sales inducements deferred	47	64	105
Amortization charged to income	(53)	(57)	(48)
Effect of unrealized gains and losses	164	65	1
Balance, end of year	<u>\$453</u>	<u>\$295</u>	<u>\$225</u>

(1) The adoption of SOP 05-1 resulted in a \$2 million adjustment to unamortized DSI related to the impact on future estimated gross profits from the changes in accounting for certain costs associated with contract continuations that no longer qualify for deferral (see Note 2).

(2) In 2006, DSI was reduced related to the disposition through reinsurance agreements of substantially all of Allstate Financial's variable annuity business (see Note 3).

11. Capital Structure

Debt outstanding

Total debt outstanding at December 31 consisted of the following:

(\$ in millions)	2008	2007
Federal Home Loan Bank ("FHLB") advances, due 2018	\$ 19	\$ —
7.20% Senior Notes, due 2009 ⁽¹⁾	750	750
6.125% Senior Notes, due 2012 ⁽¹⁾	350	350
5.00% Senior Notes, due 2014 ⁽¹⁾	650	650
6.125% Senior Notes, due 2032 ⁽¹⁾	250	250
5.350% Senior Notes due 2033 ⁽¹⁾	400	400
5.55% Senior Notes due 2035 ⁽¹⁾	800	800
5.95% Senior Notes, due 2036 ⁽¹⁾	650	650
6.125% Junior Subordinated Debentures, due 2067	500	500
6.50% Junior Subordinated Debentures, due 2067	500	500
7.50% Debentures, due 2013	250	250
6.75% Senior Debentures, due 2018	250	250
6.90% Senior Debentures, due 2038	250	250
Synthetic lease VIE obligations, floating rates, due 2011	40	40
Total long-term debt	5,659	5,640
Short-term debt ⁽²⁾	—	—
Total debt	<u>\$5,659</u>	<u>\$5,640</u>

(1) Senior Notes are subject to redemption at the Company's option in whole or in part at any time at the greater of either 100% of the principal amount plus accrued and unpaid interest to the redemption date or the discounted sum of the present values of the remaining scheduled payments of principal and interest and accrued and unpaid interest to the redemption date.

(2) The Company classifies any borrowings, which have a maturity of twelve months or less at inception as short-term debt.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Total debt outstanding by maturity at December 31 consisted of the following:

(\$ in millions)	2008	2007
Due within one year or less	\$ 750	\$ —
Due after one year through 5 years	640	1,140
Due after 5 years through 10 years	919	900
Due after 10 years through 20 years	—	250
Due after 20 years	3,350	3,350
Total debt	<u>\$5,659</u>	<u>\$5,640</u>

The Allstate Bank received a \$10 million long-term advance from the FHLB in April 2008, and another \$10 million advance in September 2008. The FHLB advances are secured with fixed income securities pledged to the FHLB. During 2008, \$1 million was repaid on the advances.

In 2007, the Company issued \$500 million of Series A 6.50% and \$500 million of Series B 6.125% Fixed-to-Floating Rate Junior Subordinated Debentures (together the “Debentures”). The net proceeds were used for the repurchase of the Company’s common stock. The scheduled maturity dates for the Debentures are May 15, 2057 and May 15, 2037 for Series A and Series B, respectively, with a final maturity date of May 15, 2067. The Debentures may be redeemed (i) in whole or in part, at any time on or after May 15, 2037 or May 15, 2017 for Series A and Series B, respectively, at their principal amount plus accrued and unpaid interest to the date of redemption, or (ii) in certain circumstances, in whole or in part, prior to May 15, 2037 and May 15, 2017 for Series A and Series B, respectively, at their principal amount plus accrued and unpaid interest to the date of redemption or, if greater, a make-whole price.

Interest on the Debentures is payable semi-annually at the stated fixed annual rate to May 15, 2037 and May 15, 2017 for Series A and Series B, respectively, and then payable quarterly at an annual rate equal to the three-month LIBOR plus 2.12% and 1.935% for Series A and Series B, respectively. The Company may elect at one or more times to defer payment of interest on the Debentures for one or more consecutive interest periods that do not exceed 10 years. Interest compounds during such deferral periods at the rate in effect for each period. The interest deferral feature obligates the Company in certain circumstances to issue common stock or certain other types of securities if it cannot otherwise raise sufficient funds to make the required interest payments. The Company has reserved 75 million shares of its authorized and unissued common stock to satisfy this obligation.

In connection with the issuance of the Debentures, the Company entered into replacement capital covenants. These covenants are not intended for the benefit of the holders of the Debentures and may not be enforced by them. Rather, they are for the benefit of holders of one or more other designated series of the Company’s indebtedness, initially the 6.90% Senior Debentures due 2038. Pursuant to these covenants, the Company has agreed that it will not repay, redeem, or purchase the Debentures on or before May 15, 2067 and May 15, 2047 for Series A and Series B, respectively, unless, subject to certain limitations, the Company has received proceeds in specified amounts from the issuance of specified securities. These covenants terminate in 2067 and 2047 for Series A and Series B, respectively, or earlier upon the occurrence of certain events, including an acceleration of the Debentures of the particular series due to the occurrence of an event of default. An event of default, as defined by the supplemental indentures, includes default in the payment of interest or principal and bankruptcy proceedings.

The Company is the primary beneficiary of a consolidated VIE used to acquire up to 38 automotive collision repair stores (“synthetic lease VIE”). In 2006, the Company renewed the synthetic lease for a five-year term at a floating rate due 2011. The Company’s Consolidated Statements of Financial Position include \$40 million and \$40 million of property and equipment, net, and long-term debt as of December 31, 2008 and 2007, respectively.

To manage short-term liquidity, Allstate can issue commercial paper, draw on its credit facilities and engage in securities repurchase agreements (see Note 2). The Company currently maintains a commercial paper program and a credit facility as a potential source of funds. These include a \$1.00 billion unsecured revolving credit facility and a commercial paper program with a borrowing limit of \$1.00 billion. The facility has an initial term of five years expiring in 2012 with two optional one-year extensions that can be exercised at the end of any of the remaining four years of the facility upon approval of existing or replacement lenders providing more than two-thirds of the commitments to lend. This facility also contains an increase provision that would allow up to an additional \$500 million of borrowing provided the increased portion could be fully syndicated at a later date among existing or new lenders. This facility has a financial covenant requiring the Company not to exceed a 37.5% debt to capital resources ratio as defined in the agreement. Although the right to borrow under the facility is not subject to a minimum rating requirement, the costs of maintaining the facility and borrowing under it are based on the ratings of the Company’s senior, unsecured, nonguaranteed long-term debt. The total amount

outstanding at any point in time under the combination of the commercial paper program and the credit facility cannot exceed the amount that can be borrowed under the credit facility. No amounts were outstanding under the credit facility as of December 31, 2008 and 2007. The Company had no commercial paper outstanding at December 31, 2008 and 2007. The Company paid \$347 million, \$320 million and \$322 million of interest on debt in 2008, 2007 and 2006, respectively.

During 2006, the Company filed a universal shelf registration statement with the SEC that expires in May 2009. The registration statement covers an unspecified amount of securities and can be used to issue debt securities, common stock, preferred stock, depositary shares, warrants, stock purchase contracts, stock purchase units and securities of subsidiaries.

Capital stock

The Company had 900 million shares of issued common stock of which 536 million shares were outstanding and 364 million shares were held in treasury as of December 31, 2008. In 2008, the Company reacquired 28 million shares at an average cost of \$47.64 and reissued one million shares under equity incentive plans.

12. Company Restructuring

The Company undertakes various programs to reduce expenses. These programs generally involve a reduction in staffing levels, and in certain cases, office closures. Restructuring and related charges include employee termination and relocation benefits, and post-exit rent expenses in connection with these programs, and non-cash charges resulting from pension benefit payments made to agents in connection with the 1999 reorganization of Allstate's multiple agency programs to a single exclusive agency program and the Company's 2006 voluntary termination offer ("VTO"). The expenses related to these activities are included in the Consolidated Statements of Operations as restructuring and related charges, and totaled \$23 million, \$29 million and \$182 million in 2008, 2007 and 2006, respectively.

The following table illustrates the inception to date changes in the restructuring liability:

(\$ in millions)	Employee costs	Exit costs	Total liability
Liability at inception	\$ 46	\$ 9	\$ 55
Net adjustments to liability	(20)	(1)	(21)
Payments applied against liability	(16)	(7)	(23)
Balance at December 31, 2008	<u>\$ 10</u>	<u>\$ 1</u>	<u>\$ 11</u>

Restructuring and related charges included \$94 million in 2006 related to the Company's VTO and reduction in force. The VTO included severance, which was recorded as a restructuring liability and fully settled during 2006. The VTO also included one-time termination benefits for accelerated vesting of stock-based incentive compensation, eligibility for postretirement benefits, and a non-cash pension settlement charge recorded during the third quarter of 2006, which were expensed as incurred. The VTO was offered to most employees located at the Company's headquarters.

At December 31, 2007, the total liability was \$25 million and consisted of \$23 million in employee costs and \$2 million in exit costs. The payments applied against the liability for employee costs primarily reflect severance costs, and the payments for exit costs generally consist of post-exit rent expenses and contract termination penalties.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

13. Commitments, Guarantees and Contingent Liabilities

Leases

The Company leases certain office facilities and computer equipment. Total rent expense for all leases was \$294 million, \$304 million and \$308 million in 2008, 2007 and 2006, respectively.

Minimum rental commitments under noncancelable capital and operating leases with an initial or remaining term of more than one year as of December 31, 2008 are as follows:

(\$ in millions)	Capital leases	Operating leases
2009	\$12	\$198
2010	12	157
2011	5	104
2012	5	80
2013	5	56
Thereafter	23	117
Total	<u>\$62</u>	<u>\$712</u>
Present value of minimum lease payments	<u>\$47</u>	

In 2006, the Company entered into sale-leaseback transactions to dispose of three buildings and lease back certain portions of the buildings ranging from 49% to 100% for a period of ten years. The transactions resulted in a pre-tax gain of \$12 million of which \$4 million was recognized as a gain in 2006 and \$8 million was deferred and will be amortized as a reduction to rent expense over the ten-year leaseback period. The Company also entered into another sale-leaseback transaction in 2006 to dispose of a building and leaseback approximately 23% of the building for a period of three years. This transaction resulted in a pre-tax gain of \$8 million of which \$7 million was recognized as a gain in 2006 and the remaining \$1 million was deferred and will be amortized as a reduction to rent expense over the three-year leaseback period. The Company has limited involvement other than being a tenant, and the leases are accounted for as operating leases.

State facility assessments

The Company is required to participate in assigned risk plans, reinsurance facilities and joint underwriting associations in various states that provide insurance coverage to individuals or entities that otherwise are unable to purchase such coverage from private insurers. Because of the Company's participation, it may be exposed to losses that surpass the capitalization of these facilities and/or to assessments from these facilities.

Allstate Floridian is subject to assessments from FL Citizens, which was initially created by the state of Florida to provide insurance to property owners unable to obtain coverage in the private insurance market. Effective July 1, 2008, FL Citizens, at the discretion and direction of its Board of Governors ("FL Citizens Board"), can levy a regular assessment on "assessable insurers" and "assessable insureds" for a deficit in any calendar year up to a maximum of the greater of 6% of the deficit or 6% of Florida property premiums industry-wide for the prior year. Prior to July 2008, the assessment rate was 10%. The base of "assessable insurers" includes all property and casualty premiums in the state, except workers' compensation, medical malpractice, accident and health insurance and policies written under NFIP. An insurer may recoup a regular assessment through a surcharge to policyholders. In order to recoup this assessment, an insurer must file for a policy surcharge with the Florida Office of Insurance Regulation ("FL OIR") at least fifteen days prior to imposing the surcharge on policies. If a deficit remains after the regular assessment, FL Citizens can also levy emergency assessments in the current and subsequent years. Companies are required to collect the emergency assessments directly from residential property policyholders and remit to FL Citizens as collected.

FL Citizens reported losses from Hurricane Wilma in 2005, which followed a deficit for the 2004 plan year. The FL Citizens Board certified the 2005 FL Citizens deficit at \$1.73 billion of which \$920 million was to be funded through a regular assessment. The Company paid its portion of the deficit assessment totaling \$14 million during 2006 and has recouped \$6 million as of December 31, 2008. The Company expects to continue recoupment in 2009. The remainder of the deficit was funded by bonds issued in 2006.

The Company is also subject to assessments from LA Citizens. LA Citizens can levy a regular assessment on participating companies for a deficit in any calendar year up to a maximum of the greater of 10% of the calendar year deficit or 10% of Louisiana direct property premiums industry-wide for the prior calendar year.

Florida Hurricane Catastrophe Fund

Allstate Floridian participates in the mandatory coverage provided by the FHCF and therefore has access to reimbursements on certain qualifying Florida hurricane losses (see Note 9) from the FHCF, has exposure to assessments and pays annual premiums to the FHCF for this reimbursement protection. The FHCF has the authority to issue bonds to pay its obligations to insurers participating in the mandatory coverage in excess of its capital balances. Payment of these bonds is funded by emergency assessments on all property and casualty premiums in the state, except workers' compensation, medical malpractice, accident and health insurance and policies written under the NFIP. The FHCF emergency assessments are limited to 6% of premiums per year beginning the first year in which reimbursements require bonding, and up to a total of 10% of premiums per year for assessments in the second and subsequent years, if required to fund additional bonding. The FHCF issued approximately \$625 million and \$4 billion in bonds in 2008 and 2006, respectively, and the FL OIR ordered an emergency assessment of 1% of premiums collected for all policies renewed after January 1, 2007. As required, companies will collect the FHCF emergency assessments directly from policyholders and remit them to the FHCF as they are collected.

Facilities such as FL Citizens, LA Citizens and the FHCF are generally designed so that the ultimate cost is borne by policyholders, however, the exposure to assessments and the availability of recoupments or premium rate increases from these facilities may not offset each other in the Company's financial statements. Moreover, even if they do offset each other, they may not offset each other in financial statements for the same fiscal period due to the ultimate timing of the assessments and recoupments or premium rate increases, as well as the possibility of policies not being renewed in subsequent years.

California Earthquake Authority

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

Should losses arising from an earthquake cause a deficit in the CEA, additional funding would be obtained through reinsurance proceeds and assessments on participating insurance companies. Beginning December 1, 2008, participating insurers are required to pay an assessment, currently estimated not to exceed \$1.47 billion, if the capital of the CEA falls below \$350 million. Participating insurers are required to pay a second assessment, currently estimated not to exceed \$1.30 billion, if aggregate CEA earthquake losses exceed \$8.74 billion and the capital of the CEA falls below \$350 million. In 2007, the authority of the CEA to assess participating insurers was extended for ten years from December 1, 2008, the date the previous authority was due to expire.

At October 31, 2008, the CEA's capital balance was approximately \$3.15 billion. If the CEA assesses its member insurers for any amount, the amount of future assessments on members is reduced by the amounts previously assessed. To date, the only assessment made by the CEA has been its initial assessment paid by participating insurers beginning in 1996.

All future assessments on participating CEA insurers are based on their CEA insurance market share as of December 31 of the preceding year. As of December 31, 2007, the Company's share of the CEA was 19.9%. Allstate does not expect its CEA market share to materially change. At this level, the Company's maximum possible CEA assessment would be \$551 million during 2009. Accordingly, assessments from the CEA for a particular quarter or annual period may be material to the results of operations and cash flows, but not the financial position of the Company. Management believes Allstate's exposure to earthquake losses in California has been significantly reduced as a result of its participation in the CEA.

Texas Windstorm Insurance Association

The Company participates in the mandatory coverage provided by the Texas Windstorm Insurance Association ("TWIA"), for losses relating to hurricane activity. Amounts assessed to each company are allocated based upon its proportion of business written. The Company was assessed \$9 million for losses relating to Hurricane Dolly in August 2008. The assessment was based on a combination of 2006 and 2007 voluntary writings in the State of Texas. The entire assessment was deemed non-recoupable via premium tax offsets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In September 2008, TWIA assessed the Company \$66 million for losses relating to Hurricane Ike. The assessment was based on 2007 direct voluntary writings in the State of Texas. We expect to recoup \$35 million of the assessment via premium tax offsets over a five year period. \$31 million of the assessment is eligible for cession under the Company's reinsurance program. The TWIA board has not indicated the likelihood of any possible future assessments to insurers at this time. However, assessments from the TWIA for a particular quarter or annual period may be material to the results of operations and cash flows, but not the financial position of the Company. Management believes Allstate's exposure to losses in Texas has been significantly reduced as a result of its participation in the TWIA.

Guaranty funds

Under state insurance guaranty fund laws, insurers doing business in a state can be assessed, up to prescribed limits, for certain obligations of insolvent insurance companies to policyholders and claimants. Amounts assessed to each company are typically related to its proportion of business written in each state. The Company's policy is to accrue assessments as the related written premium upon which the assessment is based is written, subsequent to the occurrence of a formal determination of insolvency. As of December 31, 2008 and 2007, the liability balance included in other liabilities and accrued expenses was \$118 million and \$107 million, respectively. The related premium tax offsets included in other assets were \$29 million and \$21 million as of December 31, 2008 and 2007, respectively.

Shared markets

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

PMI runoff support agreement

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

Guarantees

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

The Company owns certain fixed income securities that obligate the Company to exchange credit risk or to forfeit principal due, depending on the nature or occurrence of specified credit events for the referenced entities. In the event all such specified credit events were to occur, the Company's maximum amount at risk on these fixed income securities, as measured by the amount of the aggregate initial investment was \$195 million at December 31, 2008. The obligations associated with these fixed income securities expire at various dates during the next six years.

In the normal course of business, the Company provides standard indemnifications to contractual counterparties in connection with numerous transactions, including acquisitions and divestitures. The types of indemnifications typically provided include indemnifications for breaches of representations and warranties, taxes and certain other liabilities, such as third party lawsuits. The indemnification clauses are often standard contractual terms and are entered into in the normal course of business based on an assessment that the risk of loss would be remote. The terms of the indemnifications vary in duration and nature. In many cases, the maximum

obligation is not explicitly stated and the contingencies triggering the obligation to indemnify have not occurred and are not expected to occur. Consequently, the maximum amount of the obligation under such indemnifications is not determinable. Historically, the Company has not made any material payments pursuant to these obligations.

The aggregate liability balance related to all guarantees was not material as of December 31, 2008.

Regulation

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

The National Association of Insurance Commissioners has initiated a multi-state examination of Allstate's claims handling practices and has designated Florida, Illinois, Iowa and New York as lead states. Allstate intends to cooperate with the examiners.

Legal and regulatory proceedings and inquiries

Background

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

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

- Due to the complexity and scope of the matters disclosed in the “Proceedings” subsection below and the many uncertainties that exist, the ultimate outcome of these matters cannot be reasonably predicted. In the event of an unfavorable outcome in one or more of these matters, the ultimate liability may be in excess of amounts currently reserved and may be material to the Company’s 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 adverse effect on the financial position of the Company.

Proceedings

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

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

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

- The Mississippi Attorney General filed a suit asserting that the flood exclusion found in Allstate’s and other insurance companies’ policies is either ambiguous, unenforceable as unconscionable or contrary to public policy, or inapplicable to the damage suffered in the wake of Hurricane Katrina. In December 2008, the trial court ruled that, as a matter of law, the flood exclusions are not ambiguous, unconscionable or against public policy and do not constitute a deceptive trade practice. The Court also ruled that the Attorney General lacks standing necessary to bring the suit, as he is not a party to the insurance contracts at issue. Thus, all of the claims filed against the Company were dismissed.
- Six members of the Mississippi Windstorm Underwriters Association (“MWUA”) have filed two separate lawsuits against the MWUA board members and the companies they represent, including an Allstate subsidiary, alleging that the Board purchased insufficient reinsurance to protect the MWUA members. One of these lawsuits (filed by four MWUA members) is pending in federal court and was filed as a class action. In that case, Plaintiffs’ motion for class certification has been denied. Defendants filed motions for summary judgment as to the individual plaintiffs’ claims. These motions for summary judgment were denied. The trial on the individual plaintiffs’ claims is scheduled to start on March 3, 2009. After the court denied class certification in the first case, two MWUA members that are not named plaintiffs in the first case filed another virtually identical lawsuit which is currently pending in Mississippi state court.
- The Company has also been sued in a putative class action in the United States District Court for the Western District of Louisiana. The plaintiffs allege that they were entitled to, but did not receive, payment for general contractor overhead and profit (“GCOP”) or that the GCOP they received was not adequate to compensate them for the entire costs of a general contractor. The plaintiffs also alleged that Allstate incorrectly calculated depreciation on property losses. The Court granted partial summary judgment, and dismissed the claim challenging the method of calculating depreciation. In October 2008, the Court heard plaintiffs’ motion to certify three subclasses: the first class would impose a “three trade rule”, meaning any time three or more trades are reflected on the estimate, GCOP must be paid; the second class encompassed the alleged miscalculation of GCOP when both general and specialty contractors are involved; and the third class sought to impose on the Company statutory penalties for its alleged breach of contract with regard to the first two subclasses. The Court denied plaintiffs’ motion on the certification of the two subclasses regarding the “three trade rule” and statutory penalties. The plaintiffs’ motion for certification of the third subclass alleging that GCOP is not properly calculated when both general and specialty contractors are involved is pending.

- The Louisiana Attorney General filed a class action lawsuit in state court against Allstate and other insurers on behalf of Road Home fund recipients alleging that the insurers have failed to pay all damages owed under their policies. The insurers removed the matter to federal court. The district court denied plaintiffs' motion to remand the matter to state court and the U.S. Court of Appeals for the Fifth Circuit has upheld the denial of remand motion. The defendants filed a motion to dismiss. Plaintiffs' motion to remand the claims involving a Road Home subrogation agreement is pending.
- The Louisiana Attorney General also has filed a lawsuit in state court against Allstate, other insurers, a consulting company, and two computer database companies. The lawsuit is brought under the Louisiana Monopolies Act and generally alleges the defendants conspired to suppress competition and thwart policyholder recoveries. In December 2008, the U.S. District Court granted defendant insurers' motions to dismiss the lawsuit.
- Private plaintiffs have filed a *qui tam* action under the Federal False Claims Act against Allstate and certain other insurers in federal court in Louisiana regarding claims that they administered under the federally funded National Flood Insurance Program. The basic allegations are that insurers and engineering firms falsely or fraudulently identified the cause of Hurricane Katrina related property damage as "flood" so that those claims would be paid through the National Flood Insurance Program. The action was dismissed and plaintiffs appealed. On February 18, 2009, the appellate court affirmed the trial court's dismissal of Allstate from the action.

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

In addition, the Company had been providing documents to federal and state authorities conducting investigations into the insurance industry's handling of claims in the aftermath of Hurricanes Katrina and Rita, including a federal grand jury sitting in the Southern District of Mississippi. The Assistant U.S. Attorney has requested the Company to provide additional information with respect to claim handling. The Company is in the process of gathering this information. Other insurers have received similar subpoenas and requests for information.

Allstate is defending various lawsuits involving worker classification issues. These lawsuits include several certified class actions challenging the overtime exemption claimed by the Company under the Fair Labor Standards Act or a state wage and hour law. In these cases, plaintiffs seek monetary relief, such as penalties and liquidated damages, and non-monetary relief, such as injunctive relief. In November 2008, the court in the Fair Labor Standards Act cases voluntarily dismissed 3,250 plaintiffs, leaving five remaining plaintiffs. These class actions mirror similar lawsuits filed against other carriers in the industry and other employers. Allstate is continuing to vigorously defend its worker classification lawsuits.

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

- These matters include a lawsuit filed in 2001 by the U.S. Equal Employment Opportunity Commission ("EEOC") alleging retaliation under federal civil rights laws (the "EEOC I" suit) and a class action filed in 2001 by former employee agents alleging retaliation and age discrimination under the Age Discrimination in Employment Act ("ADEA"), breach of contract and ERISA violations (the "Romero I" suit). In 2004, in the consolidated EEOC I and Romero I litigation, the trial court issued a memorandum and order that, among other things, certified classes of agents, including a mandatory class of agents who had signed a release, for purposes of effecting the court's declaratory judgment that the release is voidable at the option of the release signer. The court also ordered that an agent who voids the release must return to Allstate "any and all benefits received by the [agent] in exchange for signing the release." The court also stated that, "on the undisputed facts of record, there is no basis for claims of age discrimination." The EEOC and plaintiffs have asked the court to clarify and/or reconsider its memorandum and order and in January 2007, the judge denied their request. In June 2007, the court granted the Company's motions for summary judgment. Following plaintiffs' filing of a notice of appeal, the Third Circuit issued an order in December 2007 stating that the notice of appeal was not taken from a final order within the meaning of the federal law and thus not appealable at this time. In March 2008, the Third Circuit decided that the appeal should not summarily be dismissed and that the question of whether the matter is appealable at this time will be addressed by the Court along with the merits of the appeal.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

- The EEOC also filed another lawsuit in 2004 alleging age discrimination with respect to a policy limiting the rehire of agents affected by the agency program reorganization (the “EEOC II” suit). In EEOC II, in 2006, the court granted partial summary judgment to the EEOC. Although the court did not determine that the Company was liable for age discrimination under the ADEA, it determined that the rehire policy resulted in a disparate impact, reserving for trial the determination on whether the Company had reasonable factors other than age to support the rehire policy. The Company’s interlocutory appeal from the partial summary judgment was granted. In June 2008, the Eighth Circuit Court of Appeals affirmed summary judgment in the EEOC’s favor. In September 2008, the Court of Appeals granted the Company’s petition for rehearing *en banc* and vacated its earlier decision affirming the trial court’s grant of summary judgment in favor of the EEOC. The Court of Appeals then dismissed the appeal, determining that it lacked jurisdiction to consider the appeal at this stage in the litigation.
- The Company is also defending a certified class action filed by former employee agents who terminated their employment prior to the agency program reorganization. Plaintiffs allege that they were constructively discharged so that Allstate could avoid paying ERISA and other benefits offered under the reorganization. They claim that the constructive discharge resulted from the implementation of agency standards, including mandatory office hours and a requirement to have licensed staff available during business hours. The court approved the form of class notice which was sent to approximately 1,800 potential class members in November 2007. Fifteen individuals opted out. The Company’s motions for judgment on the pleadings were partially granted. In May 2008, the Court granted summary judgment in Allstate’s favor on all class claims. Plaintiffs moved for reconsideration and in the alternative to decertify the class. Allstate opposed this motion and filed a motion for summary judgment with respect to the remaining non-class claim. In August 2008, the court denied plaintiffs’ motion to reconsider and to decertify the class. In February 2009, plaintiffs moved to dismiss the sole remaining claim with prejudice, which the court promptly granted, ending this litigation in the trial court.
- A putative nationwide class action has also been filed by former employee agents alleging various violations of ERISA, including a worker classification issue. These plaintiffs are challenging certain amendments to the Agents Pension Plan and are seeking to have exclusive agent independent contractors treated as employees for benefit purposes. This matter was dismissed with prejudice by the trial court, was the subject of further proceedings on appeal, and was reversed and remanded to the trial court in 2005. In June 2007, the court granted Allstate’s motion to dismiss the case. Following plaintiffs’ filing of a notice of appeal, the Third Circuit issued an order in December 2007 stating that the notice of appeal was not taken from a final order within the meaning of the federal law and thus not appealable at this time. In March 2008, the Third Circuit decided that the appeal should not summarily be dismissed and that the question of whether the matter is appealable at this time will be addressed by the Court along with the merits of the appeal.

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

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

Other matters

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

One or more of these matters could have an adverse effect on the Company's 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 in this "Other Matters" subsection, in excess of amounts currently reserved, as they are resolved over time is not likely to have a material effect on the operating results, cash flows or financial position of the Company.

Asbestos and environmental

Allstate's reserves for asbestos claims were \$1.23 billion and \$1.30 billion, net of reinsurance recoverables of \$704 million and \$752 million at December 31, 2008 and 2007, respectively. Reserves for environmental claims were \$195 million and \$232 million, net of reinsurance recoverables of \$56 million and \$107 million at December 31, 2008 and 2007, respectively. Approximately 64% and 63% of the total net asbestos and environmental reserves at December 31, 2008 and 2007, respectively, were for incurred but not reported estimated losses.

Management believes its net loss reserves for asbestos, environmental and other discontinued lines exposures are appropriately established based on available facts, technology, laws and regulations. However, establishing net loss reserves for asbestos, environmental and other discontinued lines claims is subject to uncertainties that are greater than those presented by other types of claims. The ultimate cost of losses may vary materially from recorded amounts, which are based on management's best estimate. Among the complications are lack of historical data, long reporting delays, uncertainty as to the number and identity of insureds with potential exposure and unresolved legal issues regarding policy coverage; unresolved legal issues regarding the determination, availability and timing of exhaustion of policy limits; plaintiffs' evolving and expanding theories of liability, availability and collectability of recoveries from reinsurance, retrospectively determined premiums and other contractual agreements; and estimating the extent and timing of any contractual liability, and other uncertainties. There are also complex legal issues concerning the interpretation of various insurance policy provisions and whether those losses are covered, or were ever intended to be covered, and could be recoverable through retrospectively determined premium, reinsurance or other contractual agreements. Courts have reached different and sometimes inconsistent conclusions as to when losses are deemed to have occurred and which policies provide coverage; what types of losses are covered; whether there is an insurer obligation to defend; how policy limits are determined; how policy exclusions and conditions are applied and interpreted; and whether clean-up costs represent insured property damage. Management believes these issues are not likely to be resolved in the near future, and the ultimate cost may vary materially from the amounts currently recorded resulting in an increase in loss reserves. In addition, while the Company believes that improved actuarial techniques and databases have assisted in its ability to estimate asbestos, environmental, and other discontinued lines net loss reserves, these refinements may subsequently prove to be inadequate indicators of the extent of probable losses. Due to the uncertainties and factors described above, management believes it is not practicable to develop a meaningful range for any such additional net loss reserves that may be required.

14. Income Taxes

The Company and its domestic subsidiaries file a consolidated federal income tax return. Tax liabilities and benefits realized by the consolidated group are allocated as generated by the respective entities.

The Internal Revenue Service ("IRS") is currently examining the Company's 2005 and 2006 federal income tax returns. The IRS examination of the Company's 2003 and 2004 tax returns is complete, and a closing agreement documenting the settlement of that audit was signed by the Company and the IRS. The statute of limitations for 2003 and 2004 expired during the third quarter of 2008. The Company's federal income tax returns for tax years prior to 2003 have been examined by the IRS and the statute of limitations has expired on those years. Any adjustments that may result from IRS examinations of tax returns are not expected to have a material effect on the results of operations, cash flows or financial position of the Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The reconciliation of the change in the amount of unrecognized tax benefits for the years ended December 31 is as follows:

(\$ in millions)	2008	2007
Balance—beginning of year	\$ 76	\$48
Increase for tax positions taken in a prior year	1	2
Decrease for tax positions taken in a prior year	—	—
Increase for tax positions taken in the current year	4	15
Decrease for tax positions taken in the current year	—	—
(Decrease) increase for settlements	(60)	11
Reductions due to lapse of statute of limitations	—	—
Balance—end of year	<u>\$ 21</u>	<u>\$76</u>

The Company believes it is reasonably possible that the liability balance will not significantly increase or decrease within the next twelve months. Because of the impact of deferred tax accounting, recognition of previously unrecognized tax benefits is not expected to impact the Company's effective tax rate.

The Company recognizes interest accrued related to unrecognized tax benefits in income tax expense. The Company recorded \$5 million of interest income and \$1 million of interest expense relating to unrecognized tax benefits in income tax expense in 2008 and 2007, respectively. At December 31, 2008 and 2007, total interest accrued with respect to unrecognized tax benefits was \$0.1 million and \$7 million, respectively. No amounts have been accrued for penalties.

The components of the deferred income tax assets and liabilities at December 31 are as follows:

(\$ in millions)	2008	2007
Deferred assets		
Unrealized net capital losses	\$ 1,994	\$ —
Difference in tax bases of invested assets	670	81
Unearned premium reserves	650	698
Life and annuity reserves	376	670
Discount on loss reserves	336	360
Pension	328	—
Other postretirement benefits	230	295
Other assets	634	295
Total deferred assets	5,218	2,399
Valuation allowance	(49)	(6)
Net deferred assets	5,169	2,393
Deferred liabilities		
DAC	(1,320)	(1,359)
Unrealized net capital gains	—	(478)
Pension	—	(47)
Other liabilities	(55)	(42)
Total deferred liabilities	\$(1,375)	\$(1,926)
Net deferred asset (liability)	<u>\$ 3,794</u>	<u>\$ 467</u>

Although realization is not assured, management believes it is more likely than not that the deferred tax assets, net of valuation allowances, will be realized based on the Company's assessment that the deductions ultimately recognized for tax purposes will be able to be fully utilized. The valuation allowance for deferred tax assets increased by \$43 million in 2008.

The components of income tax (benefit) expense for the years ended December 31 are as follows:

(\$ in millions)	2008	2007	2006
Current	\$ (874)	\$2,030	\$2,172
Deferred (including \$208 million tax benefit of operating loss carryforward in 2008)	(472)	(13)	13
Total income tax (benefit) expense	<u>\$(1,346)</u>	<u>\$2,017</u>	<u>\$2,185</u>

As of December 31, 2008, the Company has a net operating loss carryforward of approximately \$593 million, which will be available to offset future taxable income. This carryforward will expire at the end of 2023.

The Company paid income taxes of \$511 million, \$2.03 billion and \$1.64 billion in 2008, 2007 and 2006, respectively. The Company had a current income tax receivable of \$1.48 billion and \$155 million at December 31, 2008 and 2007, respectively.

A reconciliation of the statutory federal income tax rate to the effective income tax rate on income from operations for the years ended December 31 is as follows:

	<u>2008</u>	<u>2007</u>	<u>2006</u>
Statutory federal income tax rate—(benefit) expense	(35.0)%	35.0%	35.0%
Tax-exempt income	(9.4)	(4.2)	(4.2)
Other	(0.1)	(0.5)	(0.4)
Effective income tax rate—(benefit) expense	<u>(44.5)%</u>	<u>30.3%</u>	<u>30.4%</u>

15. Statutory Financial Information

Allstate's domestic property-liability and life insurance subsidiaries prepare their statutory-basis financial statements in conformity with accounting practices prescribed or permitted by the insurance department of the applicable state of domicile. Prescribed statutory accounting practices include a variety of publications of the NAIC, as well as state laws, regulations and general administrative rules. Permitted statutory accounting practices encompass all accounting practices not so prescribed.

All states require domiciled insurance companies to prepare statutory-basis financial statements in conformity with the NAIC Accounting Practices and Procedures Manual, subject to any deviations prescribed or permitted by the applicable insurance commissioner and/or director.

Statutory accounting practices differ from GAAP primarily since they require charging policy acquisition and certain sales inducement costs to expense as incurred, establishing life insurance reserves based on different actuarial assumptions, and valuing certain investments and establishing deferred taxes on a different basis.

Statutory net income and capital and surplus of Allstate's domestic insurance subsidiaries, determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities are as follows:

(\$ in millions)	Net income			Capital and surplus ⁽¹⁾	
	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2008</u>	<u>2007</u>
Amounts by major business type:					
Property-Liability	\$ 624	\$5,062	\$5,142	\$ 9,878	\$15,536
Allstate Financial	(1,983)	186	277	3,335	2,704
Amount per statutory accounting practices	<u>\$(1,359)</u>	<u>\$5,248</u>	<u>\$5,419</u>	<u>\$13,213</u>	<u>\$18,240</u>

(1) The Property-Liability statutory capital and surplus balances exclude wholly-owned subsidiaries included in the Allstate Financial segment.

The commissioner of the Illinois Division of Insurance has permitted ALIC to record its market value adjusted annuity assets and liabilities at book value pursuant to the Illinois Insurance Code which provides an alternative from market value accounting with approval of the commissioner. This accounting practice would have increased statutory capital and surplus by \$394 million as of October 1, 2008. On a pro-forma basis, this accounting practice increased statutory capital and surplus by \$1.24 billion at December 31, 2008 over what it would have been had the permitted practice not been allowed. The increase from October 1, 2008 was primarily the result of decreases in the fair value of the investments, while the reserve balances were comparable.

The commissioner of the Illinois Division of Insurance has permitted AIC and ALIC to admit deferred tax assets that are expected to be realized within three years of the balance sheet date limited to 15% of statutory capital and surplus, instead of deferred tax assets that are expected to be realized within one year of the balance sheet date limited to 10% of statutory capital and surplus. This accounting practice increased statutory capital and surplus by \$365 million at December 31, 2008 over what it would have been had the permitted practice not been allowed. Admitted statutory-basis deferred tax assets totaled \$1.76 billion or 60% of the gross deferred tax assets before non-admission limitations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Dividends

The ability of the Company to pay dividends is dependent on business conditions, income, cash requirements of the Company, receipt of dividends from AIC and other relevant factors. The payment of shareholder dividends by AIC without the prior approval of the state insurance regulator is limited to formula amounts based on net income and capital and surplus, determined in conformity with statutory accounting practices, as well as the timing and amount of dividends paid in the preceding twelve months. Notification and approval of intercompany lending activities is also required by the Illinois Division of Insurance ("IL DOI") for transactions that exceed a level that is based on a formula using statutory admitted assets and statutory surplus.

AIC paid dividends of \$3.40 billion in 2008, which was less than the maximum amount allowed under Illinois insurance law without the prior approval of the IL DOI based on 2007 formula amounts. Based on 2008 AIC statutory net income, the maximum amount of dividends AIC will be able to pay without prior IL DOI approval at a given point in time during 2009 is \$1.30 billion, less dividends paid during the preceding twelve months measured at that point in time.

16. Benefit Plans

Pension and other postretirement plans

Defined benefit pension plans cover most full-time employees, certain part-time employees and employee-agents. Benefits under the pension plans are based upon the employee's length of service and eligible annual compensation. A cash balance formula was added to the Allstate Retirement Plan effective January 1, 2003. All eligible employees hired before August 1, 2002 were provided with a one-time opportunity to choose between the cash balance formula and the final average pay formula. The cash balance formula applies to all eligible employees hired after August 1, 2002.

The Company also provides certain health care and life insurance subsidies for employees hired before January 1, 2003 when they retire ("postretirement benefits"). Qualified employees may become eligible for these benefits if they retire in accordance with the Company's established retirement policy and are continuously insured under the Company's group plans or other approved plans in accordance with the plan's participation requirements. The Company shares the cost of the retiree medical benefits with retirees based on years of service, with the Company's share being subject to a 5% limit on annual medical cost inflation after retirement. The Company has the right to modify or terminate these pension and postretirement benefit plans.

Obligations and funded status

The Company calculates benefit obligations based upon generally accepted actuarial methodologies using the PBO for pension plans and the APBO for other postretirement plans. Pursuant to the adoption of SFAS No. 158 as described in Note 2, the determination of pension costs and other postretirement obligations as of December 31, 2008 are determined using a December 31 measurement date. For December 31, 2007 and prior periods, an October 31 measurement date was utilized. The benefit obligations represent the actuarial present value of all benefits attributed to employee service rendered as of the measurement date. The PBO is measured using the pension benefit formula and assumptions as to future compensation levels. A plan's funded status is calculated as the difference between the benefit obligation and the fair value of plan assets. The Company's funding policy for the pension plans is to make annual contributions at a level that is in accordance with regulations under the Internal Revenue Code ("IRC") and generally accepted actuarial principles. The Company's postretirement benefits plans are not funded.

The components of the plans' funded status that are reflected in the Consolidated Statements of Financial Position as of December 31, are as follows:

(\$ in millions)	Pension benefits		Postretirement benefits	
	2008	2007	2008	2007
Fair value of plan assets	\$ 3,399	\$5,132	\$ —	\$ —
Less: Benefit obligation	4,566	5,002	762	908
Funded status	<u>\$(1,167)</u>	<u>\$ 130</u>	<u>\$(762)</u>	<u>\$(908)</u>
Items not yet recognized as a component of net periodic cost:				
Net actuarial (gain) loss	\$ 2,060	\$ 796	\$(420)	\$(259)
Prior service cost (credit)	(10)	(11)	29	30
Unrecognized pension and other postretirement benefit cost—pre-tax	\$ 2,050	\$ 785	\$(391)	\$(229)
Deferred income tax	(718)	(275)	127	63
Unrecognized pension and other postretirement benefit cost	<u>\$ 1,332</u>	<u>\$ 510</u>	<u>\$(264)</u>	<u>\$(166)</u>

The increase of \$1.26 billion in the pension net actuarial loss during 2008 is related to asset returns being less than expected returns partially offset by an increase in the discount rate. The majority of the \$2.06 billion net actuarial pension benefit losses not yet recognized as a component of net periodic pension cost in 2008 reflects the effect of unfavorable equity market conditions on the value of the pension plan assets, and to a lesser extent decreases in the discount rate in prior years. The increase of \$161 million in the OPEB net actuarial gain during 2008 is primarily related to an increase in the discount rate and favorable claims experience.

The change in 2008 in items not yet recognized as a component of net periodic cost, which is recorded in unrecognized pension and other postretirement benefit cost, is shown in the table below.

(\$ in millions)	Pension benefits	Postretirement benefits
Items not yet recognized as a component of net periodic cost—December 31, 2007	\$ 785	\$(229)
Effects of changing the measurement date pursuant to SFAS No. 158:		
Transition period amortization adjustment to retained earnings, pre-tax	(5)	3
Net actuarial (gain) loss arising during the transition period	152	(30)
Items not yet recognized as a component of net periodic cost—January 1, 2008	932	(256)
Net actuarial (gain) loss arising during the period	1,223	(155)
Net actuarial gain (loss) amortized to net periodic benefit cost	(94)	24
Prior service cost arising during the period	—	(2)
Prior service (cost) credit amortized to net periodic benefit cost	2	—
Translation adjustment and other	(13)	(2)
Items not yet recognized as a component of net periodic cost—December 31, 2008	<u>\$2,050</u>	<u>\$(391)</u>

The net actuarial (gain) loss is recognized as a component of net periodic cost amortized over the average remaining service period of active employees expected to receive benefits. Estimates of the net actuarial (gain) loss and prior service cost (credit) expected to be recognized as component of net periodic benefit cost during 2009 are shown in the table below.

(\$ in millions)	Pension benefits	Postretirement benefits
Net actuarial (gain) loss	\$13	\$(31)
Prior service cost (credit)	(2)	2

The accumulated benefit obligation ("ABO") for all defined benefit pension plans was \$3.93 billion and \$4.42 billion at December 31, 2008 and 2007, respectively. The ABO is the actuarial present value of all benefits attributed by the pension benefit formula to employee service rendered at the measurement date. However, it differs from the PBO due to the exclusion of an assumption as to future compensation levels.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The PBO, ABO and fair value of plan assets for the Company's pension plans with an ABO in excess of plan assets were \$4.57 billion, \$3.93 billion, and \$3.40 billion, respectively as of December 31, 2008, and \$175 million, \$175 million, and \$5 million, respectively as of December 31, 2007. Included in the accrued benefit cost of the pension benefits are certain unfunded non-qualified plans with accrued benefit costs of \$198 million and \$170 million for 2008 and 2007, respectively.

The changes in benefit obligations for all plans for the years ended December 31 are as follows:

(\$ in millions)	Pension benefits		Postretirement benefits	
	2008	2007	2008	2007
Change in benefit obligation				
Benefit obligation, beginning of year	\$5,002	\$5,293	\$ 908	\$1,115
Effects of changing the measurement date pursuant to SFAS No. 158:				
Transition period adjustment to retained earnings	(2)	—	12	—
Net actuarial (gain) loss for October 31–December 31, 2007	15	—	(30)	—
Benefit obligation	5,015	5,293	890	1,115
Service cost	145	162	18	24
Interest cost	313	311	58	65
Participant contributions	1	2	37	41
Actuarial gain	(471)	(349)	(155)	(300)
Benefits paid ⁽¹⁾	(367)	(455)	(77)	(86)
Plan amendment ⁽²⁾	—	—	—	41
Translation adjustment and other	(70)	38	(9)	8
Benefit obligation, end of year	<u>\$4,566</u>	<u>\$5,002</u>	<u>\$ 762</u>	<u>\$ 908</u>

(1) Benefits paid include lump sum distributions, a portion of which may trigger settlement accounting treatment.

(2) In 2007, the Company amended its postretirement benefits plan to allow exclusive agent independent contractors who met eligibility requirements at the time of conversion from an employee agent, to enroll in the retiree medical plan under certain circumstances.

Components of net periodic cost

The components of net periodic cost for all plans for the years ended December 31 are as follows:

(\$ in millions)	Pension benefits			Postretirement benefits		
	2008	2007	2006	2008	2007	2006
Service cost	\$ 145	\$ 162	\$ 185	\$ 18	\$24	\$26
Interest cost	313	311	304	58	65	68
Expected return on plan assets	(397)	(354)	(321)	—	—	—
Amortization of:						
Prior service (credit) cost	(2)	(2)	(3)	2	(1)	(1)
Net actuarial (gain) loss	37	116	143	(24)	1	1
Settlement loss	57	35	142	—	—	—
Special termination benefit	—	—	—	—	—	3
Net periodic cost	<u>\$ 153</u>	<u>\$ 268</u>	<u>\$ 450</u>	<u>\$ 54</u>	<u>\$89</u>	<u>\$97</u>

Assumptions

Weighted average assumptions used to determine net pension cost and net postretirement benefit cost for the years ended December 31 are:

(\$ in millions)	Pension benefits			Postretirement benefits		
	2008	2007	2006	2008	2007	2006
Weighted average discount rate	6.50%	6.00%	6.00%	6.75%	6.00%	6.00%
Rate of increase in compensation levels	4.0–4.5	4.0–4.5	4.0–4.5	n/a	n/a	n/a
Expected long-term rate of return on plan assets	8.5	8.5	8.5	n/a	n/a	n/a

Weighted average assumptions used to determine benefit obligations at December 31 are listed in the following table. Assumptions for December 31, 2008 are based on a December 31 measurement date. Assumptions for December 31, 2007 and prior are based on an October 31 measurement date.

	Pension benefits		Postretirement benefits	
	2008	2007	2008	2007
Discount rate	7.50%	6.50%	7.75%	6.50%
Rate of increase in compensation levels	4.0-4.5	4.0-4.5	n/a	n/a

The weighted average health care cost trend rate used in measuring the accumulated postretirement benefit cost is 8.0% for 2009, gradually declining to 5.0% in 2015 and remaining at that level thereafter.

Assumed health care cost trend rates have a significant effect on the amounts reported for the postretirement health care plans. A one percentage-point increase in assumed health care cost trend rates would increase the total of the service and interest cost components of net periodic benefit cost of other postretirement benefits and the APBO by \$6 million and \$46 million, respectively. A one percentage-point decrease in assumed health care cost trend rates would decrease the total of the service and interest cost components of net periodic benefit cost of other postretirement benefits and the APBO by \$5 million and \$42 million, respectively.

Pension plan assets

The pension plans target percentage of plan assets and the actual percentage of plan assets, by asset category at December 31 are as follows:

Asset category	Target percentage of plan assets	Percentage of plan assets	
	2008	2008	2007
U.S. equity securities	47%	19%	48%
International equity securities	17	9	14
U.S. government fixed income securities	19	22	18
U.S. corporate fixed income securities	10	27	15
Real estate	4	1	4
Hedge funds	1	22	—
Other	2	—	1
Total	100%	100%	100%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The expected long-term rate of return on plan assets reflects the average rate of earnings expected on plan assets. This assumption is reviewed annually giving consideration to appropriate financial data including, but not limited to, the plan asset allocation, the period over which benefits will be paid, historical returns on plan assets and other relevant market data. A consistent method was used to determine the expected long-term return on plan assets assumption at December 31, 2008 and 2007 of 8.5%. As of the 2008 measurement date, the arithmetic average of the annual actual return on plan assets for the most recent 10 and 5 years was 3.3% and 4.6%, respectively.

Pension plan assets did not include any of the Company's common stock at December 31, 2008. At December 31, 2007, pension plan assets included \$11 million of the Company's common stock.

The change in pension plan assets for the years ended December 31 is as follows:

(\$ in millions)	2008	2007
Fair value of plan assets, beginning of year	\$ 5,132	\$4,636
Actual return on plan assets	(1,366)	760
Employer contribution	148	152
Benefits paid	(444)	(455)
Translation adjustment and other	(71)	39
Fair value of plan assets, end of year	<u>\$ 3,399</u>	<u>\$5,132</u>

Cash flows

There was no required cash contribution necessary to satisfy the minimum funding requirement under the IRC for the tax qualified pension plans as of December 31, 2008. The Company currently plans to contribute \$292 million to its pension plans in 2009.

The Company contributed \$40 million and \$45 million to the postretirement benefit plans in 2008 and 2007, respectively. Contributions by participants were \$37 million and \$41 million in 2008 and 2007.

Estimated future benefit payments

Estimated future benefit payments expected to be paid in the next 10 years, based on the assumptions used to measure the Company's benefit obligation at December 31, 2008, and the estimated subsidy to be received are as follows:

(\$ in millions)	Pension benefits	Postretirement benefits	
		Gross benefit payments	Gross Medicare Part D (receipts)
2009	\$ 263	\$ 46	\$ (2)
2010	275	49	(3)
2011	302	52	(3)
2012	326	55	(3)
2013	348	59	(4)
2014-2018	<u>2,203</u>	<u>341</u>	<u>(22)</u>
Total benefit payments	<u>\$3,717</u>	<u>\$602</u>	<u>\$(37)</u>

Profit sharing plans

Employees of the Company, with the exception of those employed by the Company's international subsidiaries and Sterling Collision Centers ("Sterling") subsidiary, are eligible to become members of The Savings and Profit Sharing Fund of Allstate Employees ("Allstate Plan"). The Company's contributions are based on the Company's matching obligation and certain performance measures. The Company is responsible for funding its anticipated contribution to the Allstate Plan, and may, at the discretion of management, use the ESOP to pre-fund certain portions. In connection with the Allstate Plan, the Company has a note from the ESOP with a principal balance of \$22 million at December 31, 2008. The ESOP note has a fixed interest rate of 7.9% and matures in 2019. The Company records dividends on the ESOP shares in retained income and all the shares held by the ESOP are included in basic and diluted weighted average common shares outstanding.

The Company's contribution to the Allstate Plan was \$48 million, \$124 million and \$127 million in 2008, 2007 and 2006, respectively. These amounts were reduced by the ESOP benefit computed for the years ended December 31 as follows:

(\$ in millions)	2008	2007	2006
Interest expense recognized by ESOP	\$ 2	\$ 3	\$ 4
Less dividends accrued on ESOP shares	(2)	(12)	(14)
Cost of shares allocated	2	19	16
Compensation expense	2	10	6
Reduction of defined contribution due to ESOP	12	119	122
ESOP benefit	<u>\$(10)</u>	<u>\$(109)</u>	<u>\$(116)</u>

The Company contributed \$5 million, \$13 million and \$13 million to the ESOP in 2008, 2007 and 2006, respectively. At December 31, 2008, total committed to be released, allocated and unallocated ESOP shares were 0.2 million, 33 million and 6 million, respectively.

Allstate has profit sharing plans for eligible employees of its Canadian insurance subsidiaries and Sterling. Profit sharing expense for these plans was \$2 million, \$8 million and \$9 million in 2008, 2007 and 2006, respectively.

17. Equity Incentive Plans

The Company currently has two equity incentive plans that permit it to grant nonqualified stock options, incentive stock options, restricted or unrestricted shares of the Company's stock and restricted stock units to certain employees and directors of the Company. The total compensation expense related to equity awards was \$85 million, \$90 million and \$98 million and the total income tax benefits were \$29 million, \$30 million and \$34 million for the years ended December 31, 2008, 2007 and 2006, respectively. Total cash received from the exercise of options was \$33 million, \$109 million and \$239 million for the years ended December 31, 2008, 2007 and 2006, respectively. Total tax benefit realized on options exercised and stock unrestricted was \$12 million, \$43 million and \$67 million for the years ended December 31, 2008, 2007 and 2006, respectively.

The Company records compensation expense related to awards under these plans over the vesting period of each grant. The Company records compensation expense for employees eligible for continued vesting upon retirement over the vesting period to the date that the employee is eligible for retirement. As of December 31, 2008, total unrecognized compensation cost related to all nonvested awards was \$114 million, which is expected to be recognized over the weighted average vesting period of 2.20 years.

Options are granted under the plans at exercise prices equal to the fair value of the Company's common stock on the applicable grant date. The options granted under the Allstate plans generally vest ratably over a four-year period. For directors, vesting is generally over a three-year period. The options granted may be exercised once vested and will expire ten years after the date of grant unless the employee or director retires. After retirement, employee stock options vest as scheduled. For directors, vesting accelerates to the date of retirement. When the options become vested, they may be exercised on or before the earlier of the option expiration date or the fifth anniversary of the employee's or director's retirement. Restricted stock and restricted stock units generally vest and unrestrict in full on the fourth anniversary of the grant date, except for directors which vest immediately and unrestrict immediately after leaving the board. The awards are subject to forfeiture upon termination. For terminations due to retirement, shares continue to unrestrict as provided for in the original grant. As disclosed in Note 12, in 2006 the Company accelerated the vesting of stock-based incentive compensation as a one-time benefit for employees electing its VTO program.

A total of 49.6 million shares of common stock were originally authorized to be used for awards under the plans, subject to adjustment in accordance with the plans' terms. At December 31, 2008, 12.7 million shares were reserved and remained available for future issuance under these plans. The Company uses its treasury shares for these issuances.

The fair value of each option grant is estimated on the date of grant using a binomial lattice model. The Company uses historical data to estimate option exercise and employee termination within the valuation model. In addition, separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The expected term of options granted is derived from the output of the binomial lattice model and represents the period of time that options granted are expected to be outstanding. The expected volatility of fair value is implied based on traded options and historical volatility of the Company's common stock.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The expected dividends are based on the current dividend yield of the Company's stock as of the date of the grant. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The assumptions used are shown in the following table.

	2008	2007	2006
Weighted average expected term	8.1 years	6.9 years	7.1 years
Expected volatility	16.9 - 58.6%	14.4 - 37.7%	17.0 - 30.0%
Weighted average volatility	23.1%	23.2%	28.1%
Expected dividends	3.1%	2.3%	2.6%
Risk-free rate	0.2 - 4.1%	2.8 - 5.3%	4.3 - 5.2%

A summary of option activity for the year ended December 31, 2008 is shown in the following table.

	Number (in 000s)	Weighted average exercise price	Aggregate intrinsic value (in 000s)	Weighted average remaining contractual term (years)
Outstanding at January 1, 2008	23,161	\$47.54		
Granted	6,096	48.74		
Exercised	(877)	36.36		
Forfeited	(432)	53.81		
Expired	(241)	45.50		
Outstanding at December 31, 2008:	<u>27,707</u>	<u>\$48.08</u>	<u>\$—</u>	<u>5.7</u>
Outstanding, net of expected forfeitures	<u>26,766</u>	<u>\$48.08</u>	<u>\$—</u>	<u>5.7</u>
Outstanding, exercisable ("vested")	<u>15,944</u>	<u>\$44.24</u>	<u>\$—</u>	<u>4.7</u>

The weighted average grant date fair value of options granted was \$9.98, \$16.08 and \$15.25 during the years ended December 31, 2008, 2007 and 2006, respectively. The intrinsic value, which is the difference between the fair value and the exercise price, of options exercised was \$9 million, \$68 million and \$149 million during the years ended December 31, 2008, 2007 and 2006, respectively. The total fair value of options vested was zero, \$57 million and \$61 million during the years ended December 31, 2008, 2007 and 2006, respectively.

The changes in restricted stock and restricted stock units are shown in the following table for the year ended December 31, 2008.

	Number (in 000s)	Weighted average grant date fair value
Nonvested at January 1, 2008	2,270	\$54.20
Granted	679	48.00
Vested	(535)	47.35
Forfeited	(82)	54.23
Nonvested at December 31, 2008	<u>2,332</u>	<u>\$53.97</u>

The fair value of restricted stock and restricted stock units is based on the market value of the Company's stock as of the date of the grant. The market value in part reflects the payment of future dividends expected. The weighted average grant date fair value of restricted stock and restricted stock units granted was \$48.00, \$61.75 and \$54.10 during the years ended December 31, 2008, 2007 and 2006, respectively. The total fair value of restricted stock and restricted stock units vested was \$25 million, \$34 million and \$7 million during the years ended December 31, 2008, 2007 and 2006, respectively.

The tax benefit realized in 2008, 2007 and 2006 related to tax deductions from stock option exercises and included in shareholders' equity was \$3 million, \$20 million and \$47 million, respectively. The tax benefit realized in 2008, 2007 and 2006 related to all stock-based compensation and credited directly to shareholders' equity was \$3 million, \$30 million and \$53 million, respectively.

18. Business Segments

Allstate management is organized around products and services, and this structure is considered in the identification of its four reportable segments. These segments and their respective operations are as follows:

Allstate Protection sells principally private passenger auto and homeowners insurance in the United States and Canada. Revenues from external customers generated outside the United States were \$665 million, \$668 million and \$614 million for the years ended December 31, 2008, 2007 and 2006, respectively. The Company evaluates the results of this segment based upon underwriting results.

Discontinued Lines and Coverages consists of business no longer written by Allstate, including results from asbestos, environmental and other discontinued lines claims, and certain commercial and other businesses in run-off. This segment also includes the historical results of the commercial and reinsurance businesses sold in 1996. The Company evaluates the results of this segment based upon underwriting results.

Allstate Financial sells life insurance, retirement and investment products and voluntary accident and health insurance to individual and institutional customers. The principal individual products are fixed annuities; interest-sensitive, traditional and variable life insurance; and voluntary accident and health insurance. The principal institutional product is funding agreements backing medium-term notes issued to institutional and individual investors. Banking products and services are also offered to customers through the Allstate Bank. Revenues from external customers generated outside the United States were immaterial with respect to Allstate Financial total revenues for the years ended December 31, 2008, 2007 and 2006. The Company evaluates the results of this segment based upon operating income.

Corporate and Other comprises holding company activities and certain non-insurance operations.

Allstate Protection and Discontinued Lines and Coverages together comprise Property-Liability. The Company does not allocate Property-Liability investment income, realized capital gains and losses, or assets to the Allstate Protection and Discontinued Lines and Coverages segments. Management reviews assets at the Property-Liability, Allstate Financial, and Corporate and Other levels for decision-making purposes.

The accounting policies of the business segments are the same as those described in Note 2. The effects of certain inter-segment transactions are excluded from segment performance evaluation and therefore eliminated in the segment results.

Measuring segment profit or loss

The measure of segment profit or loss used by Allstate's management in evaluating performance is underwriting income (loss) for the Allstate Protection and Discontinued Lines and Coverages segments and operating income (loss) for Allstate Financial and Corporate and Other segments. A reconciliation of these measures to net income is provided below.

Underwriting income (loss) is calculated as premiums earned, less claims and claims expenses ("losses"), amortization of DAC, operating costs and expenses, and restructuring and related charges as determined using GAAP.

Operating income (loss) is net income (loss) excluding:

- realized capital gains and losses, after-tax, except for periodic settlements and accruals on non-hedge derivative instruments, which are reported with realized capital gains and losses but included in operating income,
- accretion (amortization) of DAC and DSI, to the extent they resulted from the recognition of certain realized capital gains and losses,
- (gain) loss on disposition of operations, after-tax, and
- adjustments for other significant non-recurring, infrequent or unusual items, when (a) the nature of the charge or gain is such that it is reasonably unlikely to recur within two years, or (b) there has been no similar charge or gain within the prior two years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Summarized revenue data for each of the Company's business segments for the years ended December 31 are as follows:

(\$ in millions)	2008	2007	2006
Revenues			
<i>Property-Liability</i>			
Property-liability insurance premiums earned			
Standard auto	\$17,048	\$17,079	\$16,750
Non-standard auto	1,100	1,308	1,535
Homeowners	6,261	6,283	6,383
Other personal lines	2,558	2,562	2,698
Allstate Protection	26,967	27,232	27,366
Discontinued Lines and Coverages	—	1	3
Total property-liability insurance premiums earned	26,967	27,233	27,369
Net investment income	1,674	1,972	1,854
Realized capital gains and losses	(1,858)	1,416	348
Total Property-Liability	26,783	30,621	29,571
<i>Allstate Financial</i>			
Life and annuity premiums and contract charges			
Traditional life insurance	399	286	281
Immediate annuities with life contingencies	132	204	278
Accident, health and other	412	380	340
Total life and annuity premiums	943	870	899
Interest-sensitive life insurance	896	916	853
Fixed annuities	55	79	73
Variable annuities	1	1	139
Total contract charges	952	996	1,065
Total life and annuity premiums and contract charges	1,895	1,866	1,964
Net investment income	3,811	4,297	4,173
Realized capital gains and losses	(3,127)	(193)	(77)
Total Allstate Financial	2,579	5,970	6,060
<i>Corporate and Other</i>			
Service fees	10	10	10
Net investment income	137	166	150
Realized capital gains and losses	(105)	12	15
Total Corporate and Other before reclassification of service fees	42	188	175
Reclassification of service fees ⁽¹⁾	(10)	(10)	(10)
Total Corporate and Other	32	178	165
Consolidated revenues	\$29,394	\$36,769	\$35,796

(1) For presentation in the Consolidated Statements of Operations, service fees of the Corporate and Other segment are reclassified to operating costs and expenses.

Summarized financial performance data for each of the Company's reportable segments for the years ended December 31 are as follows:

(\$ in millions)	2008	2007	2006
Net Income			
<i>Property-Liability</i>			
Underwriting income			
Allstate Protection	\$ 189	\$ 2,838	\$ 4,636
Discontinued Lines and Coverages	(25)	(54)	(139)
Total underwriting income	164	2,784	4,497
Net investment income	1,674	1,972	1,854
Income tax expense on operations	(401)	(1,413)	(1,963)
Realized capital gains and losses, after-tax	(1,209)	915	227
Loss on disposition of operations, after-tax	—	—	(1)
Property—Liability net income	228	4,258	4,614
<i>Allstate Financial</i>			
Life and annuity premiums and contract charges	1,895	1,866	1,964
Net investment income	3,811	4,297	4,173
Periodic settlements and accruals on non-hedge derivative financial instruments	20	46	56
Contract benefits and interest credited to contractholder funds	(4,029)	(4,271)	(4,184)
Operating costs and expenses and amortization of deferred policy acquisition costs	(1,051)	(1,042)	(1,117)
Restructuring and related charges	(1)	(2)	(24)
Income tax expense on operations	(207)	(279)	(274)
Operating income	438	615	594
Realized capital gains and losses, after-tax	(2,034)	(125)	(50)
DAC and DSI accretion relating to realized capital gains and losses, after-tax	385	12	36
DAC and DSI unlocking in fourth quarter 2008 related to realized capital and losses, after-tax	(274)	—	—
Non—recurring items, after-tax ⁽¹⁾	(219)	—	(18)
Reclassification of periodic settlements and accruals on non-hedge derivative instruments, after-tax	(13)	(29)	(36)
Loss on disposition of operations, after-tax	(4)	(8)	(62)
Allstate Financial net (loss) income	(1,721)	465	464
<i>Corporate and Other</i>			
Service fees ⁽²⁾	10	10	10
Net investment income	137	166	150
Operating costs and expenses ⁽²⁾	(372)	(371)	(366)
Income tax benefit on operations	107	100	112
Operating loss	(118)	(95)	(94)
Realized capital gains and losses, after-tax	(68)	8	9
Corporate and Other net loss	(186)	(87)	(85)
Consolidated net (loss) income	<u><u>\$ (1,679)</u></u>	<u><u>\$ 4,636</u></u>	<u><u>\$ 4,993</u></u>

(1) During the fourth quarter of 2008, for traditional life insurance and immediate annuities with life contingencies, an aggregate premium deficiency of \$336 million, pre-tax (\$219 million, after-tax) resulted primarily from an experience study indicating that the annuitants on certain life-contingent contracts are projected to live longer than we anticipated when the contracts were issued, and, to a lesser degree, a reduction in the related investment portfolio yield. The deficiency was recorded through a reduction in deferred acquisition costs. During 2006, there was a write-off of present value of future profits related to a block of corporate owned life insurance policies that terminated due to bankruptcy of the policyholder.

(2) For presentation in the Consolidated Statements of Operations, service fees of the Corporate and Other segment are reclassified to operating costs and expenses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Additional significant financial performance data for each of the Company's reportable segments for the years ended December 31 are as follows:

(\$ in millions)	2008	2007	2006
Amortization of DAC			
Property-Liability	\$ 3,975	\$4,121	\$4,131
Allstate Financial	704	583	626
Consolidated	<u>\$ 4,679</u>	<u>\$4,704</u>	<u>\$4,757</u>
Income tax (benefit) expense			
Property-Liability	\$ (248)	\$1,914	\$2,084
Allstate Financial	(954)	199	207
Corporate and Other	(144)	(96)	(106)
Consolidated	<u>\$(1,346)</u>	<u>\$2,017</u>	<u>\$2,185</u>

Interest expense is primarily incurred in the Corporate and Other segment. Capital expenditures for long-lived assets are generally made in the Property-Liability segment. A portion of these long-lived assets are used by entities included in the Allstate Financial and Corporate and Other segments, and accordingly, are charged expenses in proportion to their use.

Summarized data for total assets and investments for each of the Company's reportable segments as of December 31 are as follows:

(\$ in millions)	2008	2007	2006
Assets			
Property-Liability	\$ 45,967	\$ 53,460	\$ 53,952
Allstate Financial	84,929	98,949	101,317
Corporate and Other	3,902	3,999	2,285
Consolidated	<u>\$134,798</u>	<u>\$156,408</u>	<u>\$157,554</u>
Investments			
Property-Liability	30,837	40,905	41,663
Allstate Financial	61,499	74,256	75,951
Corporate and Other	3,662	3,819	2,143
Consolidated	<u>\$ 95,998</u>	<u>\$118,980</u>	<u>\$119,757</u>

The balances above reflect the elimination of related party investments between the Property-Liability and Allstate Financial segments, and the Allstate Financial and Corporate and Other segments.

19. Other Comprehensive Income

The components of other comprehensive (loss) income on a pre-tax and after-tax basis for the years ended December 31 are as follows:

	2008			2007			2006		
(\$ in millions)	Pre-Tax	Tax	After-tax	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Unrealized net holding (losses) gains arising during the period, net of related offsets	\$(10,567)	\$3,660	\$(6,907)	\$ (612)	\$ 214	\$ (398)	\$363	\$(127)	\$236
Less: reclassification adjustment of realized capital gains and losses	(3,509)	1,228	(2,281)	1,212	(424)	788	388	(136)	252
Unrealized net capital gains and losses	(7,058)	2,432	(4,626)	(1,824)	638	(1,186)	(25)	9	(16)
Unrealized foreign currency translation adjustments	(114)	40	(74)	82	(29)	53	6	(2)	4
Unrealized minimum pension liability adjustments	—	—	—	—	—	—	(22)	8	(14)
Unrecognized pension and other postretirement benefit cost	(1,103)	379	(724)	1,150	(385)	765	—	—	—
Other comprehensive (loss) income	<u>\$ (8,275)</u>	<u>\$2,851</u>	<u>\$(5,424)</u>	<u>\$ (592)</u>	<u>\$ 224</u>	<u>\$ (368)</u>	<u>\$(41)</u>	<u>\$ 15</u>	<u>\$(26)</u>

20. Quarterly Results (unaudited)

(\$ in millions, except per share data)	First Quarter		Second Quarter		Third Quarter		Fourth Quarter	
	2008	2007	2008	2007	2008	2007	2008	2007
Revenues	\$8,087	\$9,331	\$7,418	\$9,455	\$7,320	\$8,992	\$ 6,569	\$8,991
Net income (loss)	348	1,495	25	1,403	(923)	978	(1,129)	760
Net income (loss) earnings per share-Basic	0.62	2.42	0.05	2.33	(1.71)	1.70	(2.11)	1.38
Net income (loss) earnings per share-Diluted	0.62	2.41	0.05	2.30	(1.71)	1.70	(2.11)	1.36

Report of Independent Registered Public Accounting Firm

TO THE BOARD OF DIRECTORS AND SHAREHOLDERS OF THE ALLSTATE CORPORATION

We have audited the accompanying Consolidated Statements of Financial Position of The Allstate Corporation and subsidiaries (the "Company") as of December 31, 2008 and 2007, and the related Consolidated Statements of Operations, Comprehensive Income, Shareholders' Equity, and Cash Flows for each of the three years in the period ended December 31, 2008. We also have audited the Company's internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Item 9A. Controls and Procedures*. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of The Allstate Corporation and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of accounting for uncertainty in income taxes and accounting for deferred acquisition costs associated with internal replacements in 2007 and defined pension and other postretirement plans in 2006.

/s/ Deloitte & Touche LLP

Chicago, Illinois
February 25, 2009

CORPORATE HEADQUARTERS/ HOME OFFICE

The Allstate Corporation
2775 Sanders Road
Northbrook, IL 60062-6127
(800) 574-3553
www.allstate.com

ANNUAL MEETING

Shareholders of record are invited to attend the annual meeting of The Allstate Corporation on Tuesday, May 19, 2009, 11:00 a.m. (doors open at 9:45 a.m.) at Harris Bank
115 South LaSalle Street
8th Floor
Chicago, Illinois 60603-3801

Holders of common stock of record at the close of business on March 20, 2009 are entitled to vote at the meeting. A notice of meeting, proxy statement and proxy card and/or voting instructions were provided to shareholders with this annual report.

TRANSFER AGENT/ SHAREHOLDER RECORDS

For information or assistance regarding individual stock records, dividend reinvestment, dividend checks, 1099DIV and 1099B tax forms, direct deposit of dividend payments, or stock certificates, contact Wells Fargo Shareowner Services, in any of the following ways:

By Telephone:
(800) 355-5191 within the U.S. or
(651) 450-4064 outside the U.S.

By Fax:
(651) 450-4085

By Mail:
Wells Fargo Bank, N.A.
Shareowner Services
P.O. Box 64874
St. Paul, MN 55164-0856

By Certified/Overnight Mail:
Wells Fargo Bank, N.A.
Shareowner Services
161 North Concord Exchange
South St. Paul, MN 55075-1139

On the Internet —
Account Information:
www.shareowneronline.com

ALLSTATE 401(K) SAVINGS PLAN

For information about the Allstate 401(k) Savings Plan, call the Allstate Benefits Center at (888) 255-7772.

INVESTOR RELATIONS

Security analysts, portfolio managers and representatives of financial institutions seeking information about the company should contact:
Investor Relations
The Allstate Corporation
2775 Sanders Road, Suite F3SE
Northbrook, IL 60062-6127
(800) 416-8803
invrel@allstate.com

COMMUNICATIONS TO THE BOARD OF DIRECTORS

Shareholders or other interested parties who wish to communicate to the Board of Directors may do so by mail or e-mail as follows. Please let us know if you are a shareholder.

By e-mail: directors@allstate.com

By mail:
The Allstate Corporation
Nominating & Governance
Committee
c/o General Counsel
Allstate Insurance Company
2775 Sanders Road, Suite F8
Northbrook, IL 60062-6127

CODE OF ETHICS

Allstate's Code of Ethics is available on the Corporate Governance portion of the company's website, www.allstate.com.

COMMON STOCK AND DIVIDEND INFORMATION (in dollars)

	HIGH	LOW	CLOSE	DIVIDENDS DECLARED
2008				
First Quarter	52.90	44.56	48.06	.41
Second Quarter	52.16	45.49	45.59	.41
Third Quarter	48.00	41.37	46.12	.41
Fourth Quarter	47.00	17.72	32.76	.41
2007				
First Quarter	65.85	58.28	60.06	.38
Second Quarter	63.73	59.46	61.51	.38
Third Quarter	62.45	50.25	57.19	.38
Fourth Quarter	59.23	48.90	52.23	.38

Stock price ranges are from the New York Stock Exchange Composite listing. As of 4:00 p.m. (EST) on January 30, 2009, the closing price of Allstate common stock as reported on the New York Stock Exchange was \$21.67 and there were 117,498 shareholders of record.

MEDIA INQUIRIES

Allstate Media Relations
2775 Sanders Road
Northbrook, IL 60062-6127
(847) 402-5600

FORM 10-K, OTHER REPORTS

Shareholders may receive without charge a copy of The Allstate Corporation Form 10-K annual report (filed with the U.S. Securities and Exchange Commission) and other public financial information for the year ended December 31, 2008, by contacting:
Investor Relations
The Allstate Corporation
2775 Sanders Road, Suite F3SE
Northbrook, IL 60062-6127
(800) 416-8803
invrel@allstate.com
The Allstate Corporation's Annual Report is available online at:
www.allstate.com/annualreport

STOCK EXCHANGE LISTING

The Allstate Corporation common stock is listed on the New York Stock Exchange under the trading symbol "ALL". Common stock is also listed on the Chicago Stock Exchange.

CEO AND CFO CERTIFICATIONS

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, CEO and CFO certifications were filed as Exhibits 31.1 and 31.2 to The Allstate Corporation's Annual Report on Form 10-K for 2008.

In addition, pursuant to Section 303A.12(a) of the New York Stock Exchange Corporate Governance Listing Standards, an Annual CEO Certification was submitted in June 2008, which stated The Allstate Corporation was in compliance with the Corporate Governance listing standards without exception.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Deloitte & Touche LLP
111 South Wacker Drive
Chicago, IL 60606-4301

ONLINE INFORMATION

You can access financial and other information about Allstate on our website, www.allstate.com, including executive speeches, investor conference calls and quarterly investor information.



