

**CUSIP # 020002 10 1**

Dear Investor:

The Plan materials outline the provisions of the Plan and describe a convenient way to purchase company stock. The Plan is administered by Wells Fargo Shareowner Services, a division of Wells Fargo Bank, N.A. To comply with the state securities laws and regulations of certain states, the Plan materials have been provided to you by Wells Fargo Investments, LLC, a registered broker/dealer. Please read the Plan materials carefully before you invest.

Sincerely,  
Wells Fargo Investments, LLC

**Wells Fargo Investments, LLC does not recommend for or against participation in the Plan or the purchase or sale of securities through the Plan, nor does it assume responsibility for the accuracy of the statements made in the Plan materials.**

**Wells Fargo Investments, LLC is a registered broker/dealer and a member of the NASD and SIPC. Wells Fargo Investments, LLC is not a bank or thrift and is separate from any Wells Fargo Bank or any other affiliated bank or thrift. Wells Fargo Investments, LLC is solely responsible for its contractual obligations and commitments.**

**The securities offered through the Plan are not FDIC insured; are not bank deposits; are not obligations of, or guaranteed by, any bank; and are subject to investment risk, including the possible loss of principal invested.**

Dear Shareowner and Interested Investors:

Wells Fargo Shareowner Services ("Wells Fargo") is pleased to announce the Shareowner Service Plus Plan<sup>SM</sup> ("Plan") offering the following services to The Allstate Corporation ("Allstate") shareowners of record and other interested investors:

- Purchase shares of Allstate Common Stock through cash investments made by check or by automatic deductions from a checking or savings account
- Receive cash dividends on all or a portion of shares held in physical certificate form registered in your name including book-entry (DRS) on the records of Allstate and your Plan shares
- Deposit share certificates for credit to a plan account
- Purchase additional shares of Allstate Common Stock for others by making cash investments on their behalf
- Sell shares held in the plan
- Obtain certificates for shares held in the plan
- Online account information and transaction privileges

- Telephone transaction privileges

The Plan is offered and administered by Wells Fargo Shareowner Services, a registered transfer agent. Please read the brochure carefully for complete details about the plan features and fees.

Neither Wells Fargo Shareowner Services nor Allstate provides advice or recommendations with respect to purchasing or selling shares of Allstate Common Stock. Any decision to purchase or sell must be made by each individual based on his or her own research and judgment.

Sincerely,

Wells Fargo Shareowner Services

### SHAREOWNER SERVICE PLUS PLAN<sup>SM</sup>

Wells Fargo is pleased to offer an alternative to traditional methods of purchasing, holding and selling Allstate Common Stock through its Shareowner Service Plus Plan<sup>SM</sup> ("Plan"). The Plan offers a variety of flexible services to aid in managing your investment.

#### **Plan Features**

As a Plan participant, you:

- May systematically increase your holdings of Allstate shares through dividend reinvestment
- May reinvest dividends on a portion of your shares and receive cash dividends on your remaining shares
- May purchase additional shares with cash investments for your Plan account either by check or by automatic deductions from your checking or savings account
- May deposit share certificates for credit to your account under the Plan
- May make withdrawals from the Plan
- May purchase additional shares of Allstate stock for others by making cash investments on their behalf
- May transfer all or a portion of your Plan shares to a Plan account for another person or to a brokerage account
- May sign up for telephone and online transaction privileges
- Will receive statements showing your account transactions and balance

**Allstate has appointed Wells Fargo as processing agent and administrator for the Plan. The Plan is not sponsored or administered by Allstate.**

**Securities in the Plan are not subject to protection under the Securities Investor**

## **Protection Act of 1970.**

### **Direct Registration**

The Allstate Corporation is a participant in the Direct Registration System (DRS). DRS is a method of recording shares of stock in book-entry form. Book-entry means that your shares are registered in your name on the books of Allstate without the need for physical certificates. DRS shares are held separately from any Plan shares you may own. Shares held in book-entry have all the traditional rights and privileges as shares held in certificate form. With DRS shareowners can:

- Eliminate the risk and cost of storing certificates in a secure place
- Eliminate the cost associated with replacing lost, stolen, or destroyed certificates
- Move shares electronically to their broker

**How to Begin** — Any future share transactions will be issued in book-entry form rather than physical certificates unless otherwise specified by the requester. You may convert any stock certificate(s) you are currently holding into book-entry form. Send the stock certificate(s) to Wells Fargo with a request to deposit them to your DRS account. There is no cost to you for this custodial service and by doing so you will be relieved of the responsibility for loss or theft of your certificate(s). Your certificate(s) should not be endorsed, and we recommend sending your certificate registered insured mail for 2% of the current market value.

### **DRS and Plan Accounts**

You may choose to hold Allstate stock in book-entry form in a DRS account without becoming a Plan participant. In this case, you will receive a DRS account statement whenever there is activity in your account.

If you choose to become a Plan participant, your book-entry (DRS) shares will be held separately in your Plan account. If you participate in the Plan and you hold book-entry shares in DRS, you will receive a Plan account statement that will detail your Plan shares, your total DRS shares and any transaction activity that occurred in the Plan during the current year.

**Electronic Share Movement** — You may choose to have a portion or all of your full book-entry or Plan shares delivered directly to your broker by contacting your broker/dealer.

When using your broker to facilitate a share movement, provide them with a copy of your DRS or Plan account statement.

### **Eligibility**

All shareowners of record may participate in the Plan. You are a shareowner of record if you hold Allstate shares in your own name. If you are a beneficial holder of Allstate Common Stock, which means your shares are held in names other than your own (e.g., held by brokers, trustees or bank nominees), you may participate in the Plan by:

- Becoming a shareowner of record, registering the shares you currently hold in your brokerage account into your own name,  
or
- Enrolling in the Plan in the same manner as a non-shareowner

If you are not currently a shareowner, you can enroll in the Plan by making an initial cash investment and going online (see "Internet Privileges") or completing an [account authorization form](#).

### **Enrollment in the Plan**

To become a Plan participant, go online or complete an [account authorization form](#) and mail it to Shareowner Services at the address below. If you are NOT already a shareowner of record, be sure to include an initial cash investment. Please add the enrollment fee (see "Fees") to your initial cash investment. If you authorize monthly investments of \$50.00 or more for 10 consecutive months using the Plan's Automatic Cash Withdrawal and Investment Service, the initial cash investment will be waived and you need only include a check in the amount of the first optional cash investment which must be at least \$50.00 plus the enrollment fee.

### **Internet Privileges**

You may access your account information and perform transactions on the internet.

For shareowners of record, to activate your account and establish a Personal Identification Number (PIN), you will need your 10-digit Wells Fargo account number (which is listed on your account statement), your Social Security number, your e-mail address, and the company name you own stock in, The Allstate Corporation.

Instructions on creating an account or accessing your account online are as follows:

**For non-shareowners of record (such as new investors or beneficial holders of Allstate):** Go to [www.shareowneronline.com](http://www.shareowneronline.com) and click "Here." Next, simply click on the box titled "First Time Visitor," then click on "New Investor" and follow the instructions found on the "First Time Visitor New Investor Select A Company" page.  
**For shareowners of record:** Go to [www.shareowneronline.com](http://www.shareowneronline.com) and click "Here." Next, simply click on the box titled "First Time Visitor," then click on "New Member

Sign-Up" and follow the instructions found on the "First Time Visitor New Member Registration" page.

Once you have successfully signed up, you will receive an e-mail notifying you that your account information is available, usually the next business day. You will also receive a written confirmation in the mail unless you were a non-shareowner.

Once you have activated your account online, you can also:

- Authorize, change or stop your Automatic Cash Withdrawal and Investment Service
- Change your dividend reinvestment option (for example, from full to partial reinvestment)
- Sell some or all of your Plan shares if the current market value of the shares to be sold is \$25,000 or less

Certain restrictions may apply.

### **Telephone Transactions**

If you already participate in the Plan and want to establish telephone privileges for your account, please call Wells Fargo (see "Whom to Contact").

You may establish telephone privileges for your Plan account, enabling you to execute certain Plan orders by phone as follows:

- Sell a portion or all of your Plan shares if the current market value of the shares to be sold is \$25,000 or less
- Request a certificate for a portion or all of your full Plan shares if the current market value of shares to be issued is \$50,000 or less
- Terminate or change the dollar amount of your Automatic Cash Withdrawal and Investment Service

Certain restrictions may apply.

### **Reinvestment Options**

When you enroll in the Plan, you may, online or on the [account authorization form](#), elect one of the following three reinvestment options:

- Full Dividend Reinvestment
- Pay Partial
- Cash Payments Only

**Full Dividend Reinvestment** — All cash dividends on shares held in physical certificate form registered in your name including book-entry (DRS) shares on Allstate's records and all cash dividends on all Plan shares credited to your account under the Plan will be used to purchase additional shares. You will not receive cash dividends from Allstate; instead, the dividends will be reinvested.

**Pay Partial** — Dividends will be paid by check or direct deposit on the full number of shares that you designate. The remaining shares held in physical certificate form registered in your name including book-entry (DRS) shares on Allstate's records and your Plan shares will be reinvested.

**Cash Payments Only** — All cash dividends on shares held in physical certificate form registered in your name including book-entry (DRS) shares on Allstate's records and all cash dividends on all Plan shares credited to your account under the Plan will continue to be received, as declared, by check or direct deposit.

You may also send in optional cash with any of the above options.

You may change your reinvestment option at any time by going online (see "Internet Privileges"), calling (see "Telephone Transactions") or sending written notice to Wells Fargo. Notices received on or before a dividend record date will be effective for that dividend. Notices received after a dividend record date will not be effective until after that dividend has been paid.

### **Cash Investments**

Checks must be in U.S. dollars and in U.S. funds and drawn on a United States bank. Third party checks cannot be accepted.

**Initial Cash Investment** — If you are not currently a shareowner of record, you may enroll in the Plan by going online (see "Internet Privileges") and having the initial cash investment and enrollment fee automatically debited from your bank account or by completing an [account authorization form](#) and enclosing an initial cash investment of \$500.00 (see "Enrollment In The Plan") plus an enrollment fee. If you authorize monthly investments of \$50.00 or more for 10 consecutive months using the Plan's Automatic Cash Withdrawal and Investment Service, the initial cash investment will be waived and you need only include a check in the amount of the first optional cash investment which must be at least \$50.00 plus the enrollment fee. If you are a shareowner of record, no initial investment or enrollment fee is required. Your request must be received by Wells Fargo no later than two business days prior to the cash investment date.

**Optional Cash Investment** — You may invest in additional shares of Allstate by sending a check payable to Shareowner Services (see "Whom to Contact"), along with a transaction form from one of your account statements. You may invest under

this option at any time and as often as you wish in accordance with the Plan provisions. Each cash payment must be at least \$100.00 and the aggregate investment during any calendar year is limited to \$150,000.00. Your request must be received by Wells Fargo no later than one business day prior to the cash investment date.

**Automatic Cash Withdrawal and Investment Service** — Automatic Cash Withdrawal and Investment Service is a convenient method to have money automatically withdrawn from your checking or savings account each month and invested in your Plan account, thus eliminating the need to write and mail checks. To take advantage of this feature, go online (see "Internet Privileges") or complete the appropriate section on the [account authorization form](#). Account authorization forms or changes must be received 15 business days prior to the scheduled investment date for Automatic Cash Withdrawal and Investment Service accounts. Once automatic deductions begin, funds will be withdrawn from your designated bank account on either the 1st or 15th of each month, or both (as chosen by you), or the next business day, and will normally be invested within five business days. If you do not select the 1st or 15th of the month, then the 1st will be assumed. The minimum withdrawal amount is \$50.00 and the maximum aggregate investment during any calendar year is \$150,000.00.

Your bank statement will show the details of each automatic withdrawal and you can stop the Automatic Cash Withdrawal and Investment Service by going online, telephoning if you have authorized telephone transactions for your account, or writing to Wells Fargo at the address shown in this brochure.

If any optional cash contribution, including payments by check or automatic withdrawal, is returned for any reason, Wells Fargo will remove from your account any shares purchased upon prior credit of such funds and will sell these shares. Wells Fargo may sell other shares in the account to recover the returned funds fee for each optional cash contribution returned unpaid for any reason and may sell additional shares as necessary to cover any market loss incurred by Wells Fargo.

You are under no obligation to make additional cash investments. Funds awaiting purchase do not earn interest.

You may obtain the return of any cash investment upon request received by Wells Fargo on or before the second business day prior to the date on which it is to be invested.

### **Investment Dates**

**Dividend Reinvestment** — Cash dividends are expected to be reinvested on the applicable dividend payment date or, if the dividend payment date is not a business day, the business day next following the dividend payment date.

**Cash Investments** — Cash payments will be invested promptly, but in no event later

than five business days following receipt of the investment (except where deferral is necessary under applicable federal or state laws or regulations).

### **Price Per Share**

The funds of participants may be pooled by Wells Fargo for the purpose of purchasing shares. The price per share paid by each participant will be the weighted average price of all shares purchased during an investment period. Your account will be credited with the number of Plan shares purchased for you, in full and fractional shares, computed to three decimal places.

### **Plan Shares and Stock Certificates**

Wells Fargo will credit the shares acquired in the Plan in book-entry form to your Plan account. Stock certificates will be issued to you upon your request and will be issued to the registration on record and sent to the address of record.

Neither the Plan shares in your account nor the Plan account itself may be assigned or used as collateral. Shares held in the Plan are not subject to protection under the Securities Investor Protection Act of 1970.

### **Certificate Deposit**

As a participant in the Plan you may also send in your stock certificate(s) to Wells Fargo for credit to your account under the Plan. There is no charge for depositing stock certificates for credit to your account under the Plan. These shares will be held as Plan shares.

Because you bear the risk of loss in sending stock certificates, it is recommended that you use registered mail, insuring your certificates for 2% of their current market value. Certificates should not be endorsed.

### **Gifting Plan Shares**

You may gift Allstate Stock by:

- Making an initial cash investment to establish an account in the recipient's name. To do this, go online (see "Internet Privileges") or complete an [account authorization form](#) and submit it to Wells Fargo together with the required initial investment and enrollment fee (see "Enrollment in the Plan").
- or**
- Transferring shares from your account to another person (see "Share Transfers within Plan").

If transferring Plan shares all accounts opened will be automatically enrolled in the Plan.

### **Share Transfers Within Plan**

Plan shares may be transferred to a Plan account of another person subject to compliance with any applicable laws. To do this, participants must complete and return to Wells Fargo an executed stock power. The signature of the transferring participant on the stock assignment must be medallion guaranteed by an eligible financial institution. Stock powers can be obtained online or from Wells Fargo. If the person to whom the shares are transferred is not a participant in the Plan, Wells Fargo will automatically open an account for the person and enroll them in the Plan.

### **Statement of Your Account**

Following each purchase or other transaction involving your account, you will be furnished with a statement that includes:

1. The amount of any investment from:
  - a. cash dividends paid on shares registered in your name
  - b. cash dividends paid on full and fractional Plan shares in your account
  - c. cash investments
2. The date of the transaction
3. The number and price per share of any Plan shares purchased for your account
4. The number and price per share of any Plan shares sold for your account
5. The number of Plan shares withdrawn from or deposited to your account by you
6. The fees and brokerage commission, if any, for the transaction
7. The total number of Direct Registration shares (book-entry), shares held in certificate form and Plan shares in your account
8. A year-to-date summary of transactions in your account

These statements contain information that is required for tax reporting purposes. Therefore, it is imperative that you keep the statements until Plan shares have been disposed of and all tax obligations have been met. If this information is lost, a written request stating the information required may be sent to Wells Fargo at the address contained in this brochure.

**A fee for past account information may be charged (see "Fees").**

### **Federal Income Tax Considerations**

All cash dividends, even though reinvested under the Plan, are still treated as income to you for Federal Income Tax purposes for the year in which the dividend was paid.

If you are subject to backup withholding or are a foreign shareowner, only the net amount of dividends will be invested under the dividend reinvestment option. Statements will reflect the amount of dividends reinvested and tax withheld.

You will be provided with a year-end statement (IRS Form 1099-DIV) that you will need to complete your personal tax return. The statement will show the amount of dividends invested for you and any brokerage commissions paid for you, and if appropriate, the amount of tax withheld.

Please consult your tax advisor for current tax reporting requirements.

### **Voting of Plan Shares**

You will receive annual meeting materials, including a proxy card that will permit you to vote or abstain from voting all shares held by you, including your DRS and Plan shares.

### **Stock Dividend or Stock Split**

Any shares distributable to a Plan participant or DRS account holder pursuant to a stock dividend or stock split on shares registered in the name of or credited to the account of a Participant will be added to the Participant's account. If Wells Fargo receives a request for Plan termination or a request to sell Plan shares between the record date and payable date for a stock distribution, the request will not be processed until the stock distribution is credited to your account.

### **Withdrawal, Sale of Shares, Termination**

You may withdraw full Plan shares, direct the sale of full Plan shares, or terminate your participation in the Plan by telephoning (see "Telephone Transactions") or sending a written notice to Wells Fargo. Requests for sales or terminations will generally be done daily provided there is sufficient volume and the request is received on a business day when the relevant securities market is open. If there is not sufficient volume, sales will be processed at least once per week.

Plan shares to be sold may be aggregated with shares of other participants to be sold and the proceeds distributed to each participant based on the weighted average sale price. If you sell or otherwise dispose of all shares held in physical certificate form registered in your name including book-entry (DRS) on Allstate's records, dividends on all Plan shares will continue to be reinvested as you have elected unless otherwise notified by you.

**Withdrawals** — You may withdraw full shares from the Plan and remain in the Plan. Your withdrawal notice to Wells Fargo should specify the number of full Plan shares to be withdrawn from your account. You may call (see "Telephone Transactions") or

use the transaction request form attached to your Plan statement and send it to Wells Fargo.

**Sales** — Your notice to Wells Fargo should specify the number of Plan shares to be sold. You may go online (see "Internet Privileges"), call (see "Telephone Transactions") or write to Wells Fargo.

If submitting a request to sell all or part of your Plan shares, and you are requesting net proceeds to be automatically deposited to a United States bank checking or savings account, you must provide a voided blank check for a checking account or blank savings deposit slip for a savings account. If you are unable to provide a voided check or deposit slip, your written request must have your signature(s) medallion guaranteed by an eligible financial institution for direct deposit. Requests for automatic deposit of sale proceeds that do not provide the required documentation will not be processed and a check for the net proceeds will be issued.

**Termination from the Plan** — Use the transaction request form attached to your Plan statement and send it to Wells Fargo. Your termination notice should specify whether:

1. Book-entry (DRS) shares will be issued for all full Plan shares in your account and a check sent to you or a direct deposit to your bank account for the net proceeds for any fractional share
2. Book-entry (DRS) shares will be issued for partial full shares, the remaining shares will be sold and a check sent to you or a direct deposit to your bank account for the net proceeds, or
3. All Plan shares will be sold and a check sent to you for the net proceeds.

**If no election is made in the request for termination, book-entry (DRS) shares will be issued for the full shares and a check minus service fees and commissions will be issued for the fractional share.**

Your written request for termination should be signed by the authorized signer(s) as their name appears on their account statement.

If your request to terminate from the Plan is received on or after a dividend record date, but before the dividend payment date, your termination will be processed as soon as practicable, and a separate dividend check will be mailed to you. Future dividends will be paid in cash, unless you rejoin the Plan.

In addition, your request to stop making cash investments by automatic withdrawal must be received by Wells Fargo at least 15 business days prior to the scheduled cash investment date to ensure that the request is effective as to the next cash investment.

If you request to transfer all shares in your Plan account between a dividend record date and payable date, your transfer request will be processed; however, your Plan account will not be terminated. You may receive additional dividend reinvestment shares which will require you to submit a written request to transfer the additional shares.

Selling Participants should be aware that the share price of Allstate Common Stock may fall or rise during the period between a request for sale, its receipt by Wells Fargo, and the ultimate sale in the open market. You should evaluate these possibilities while deciding whether and when to sell any shares through the Plan. The price risk will be borne solely by you.

At the direction of Allstate, Wells Fargo can terminate your participation in the Plan if you do not own at least one full share in your name or held through the Plan.

### **Changes in the Plan**

The Plan may be amended, modified, changed or terminated, and any shareowner's participation in the Plan may be terminated at any time by giving written notice to the affected participants.

### **Limited Responsibility**

Neither Allstate nor Wells Fargo will be liable for any acts done in good faith or for any good faith omissions to act including, without limitation, any claim for liability (1) arising out of the failure to terminate a participant's account upon the death of a participant, prior to receiving written notice of the death, (2) with respect to the price at which Plan shares are purchased or sold for an account, (3) with respect to the times at which purchases or sales are made, or (4) with respect to fluctuations in the market value of Plan shares in a participant's account.

Individuals are encouraged to read and understand the provisions of the Plan. All enrollment, investment, and related decisions should be based on your judgment and research. Neither Wells Fargo nor Allstate provides any investment advice or recommendations regarding the shares or participation in the Plan.

The terms and conditions of the Plan and its operation shall be governed by Minnesota Law.

Wells Fargo will furnish the name of the registered broker/dealer utilized in share transactions, within a reasonable time upon written request from the shareowner.

### **Fees**

<b>Enrollment Fee</b>	\$10.00
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<b>Certificate Issuance</b>	company paid
<b>Certificate Deposit</b>	company paid

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**Investment Fees**

via optional cash investment	\$5.00 per check
via automatic withdrawal	company paid
via dividend reinvestment	5% up to a \$3.00 maximum per investment
purchase commission	\$.03 per share

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**Sale Fees**

service fee	\$15.00 per transaction
sale commission	\$0.12 per share

**Fee for Returned Checks  
or Rejected Automatic  
Bank Withdrawals**

\$25.00 per item

**Prior Year**

<b>Duplicate Statements</b>	\$15.00 per year
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**WHOM TO CONTACT**

**Plan Requests should be mailed to:**

Wells Fargo Shareowner Services  
P.O. Box 64856  
St. Paul, MN 55164-0856

**Certified/Overnight Mail:**

Wells Fargo Shareowner Services  
161 North Concord Exchange  
South St. Paul, MN 55075-1139

**General Information:**

Fax: 1-651-450-4085

Tel: 1-888-253-4522

Tel: 1-651-450-4064 (outside the United States)

An automated voice response system is available 24 hours a day, 7 days a week.

Customer Service Representatives are available from 7:00 a.m. to 7:00 p.m., Central Standard Time, Monday through Friday