



Thomas J. Wilson
President &
Chief Executive Officer

October 2, 2007

Ms. Nancy M. Morris, Secretary
United States Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: Shareholder Proposals Relating to the Election of Directors – File Number S7-17-07
and Shareholder Proposals – File Number S7-16-07

Dear Ms. Morris:

As the chief executive officer of The Allstate Corporation, I am writing to share Allstate's views on the rules proposed by Securities and Exchange Commission regarding shareholder proposals. Allstate has a \$125 billion investment portfolio and is one of the nation's larger investors. We are also the largest publicly-traded personal lines insurance company with a market capitalization of \$38 billion. We generally support the positions articulated by the Business Roundtable. However, our views are based on our position not only as a publicly-traded corporation but also as a significant investor.

We believe the Commission should maintain its long-standing director election exclusion and oppose proxy access bylaw proposals.

- As an investor, we look for companies that are run by boards that are independent and have the capabilities and experience necessary to provide strong oversight of management. The current proxy solicitation process focuses this accountability on the boards or nominating committees of the companies we invest in. Altering the rules would dilute this accountability and diminish our ability to assess director performance in executing their duties to identify qualified individuals to serve on boards. Allowing an alternative mechanism would allow for the election of directors who may represent special interests, who may not be independent, and who may not have the capabilities and experience to provide strong management oversight.

- As a public corporation, we find the existing rules have enabled us to build a highly independent board (85%) that has a diverse set of complementary skills, experience, and backgrounds. Altering the existing process simply is not necessary to ensure proper governance and would undermine developments in corporate governance that have enhanced the role and independence of our nominating committee.

We support the proposal to facilitate the use of electronic shareholder forums.

- As an investor, we would value the ability to efficiently use contemporary technology to gather a wide range of opinions on our investments. Limiting liability concerns would encourage both investors and corporations to participate in these dialogues.
- As a publicly-traded corporation, we believe that electronic shareholder forums could provide additional insights into shareholder opinions at a low cost. However, we believe that it is important to limit the use of such forums prior to shareholder meetings in order to protect shareholders from unregulated solicitations.

The Commission should significantly increase the requirements for the inclusion of non-binding shareholder proposals in proxy statements.

- As a large institutional investor, we believe that shareholders should have a minimum stake of 5% to submit proposals for inclusion in a proxy statement.

We find the large majority of shareholder proposals are not focused on overall performance or governance but are similar to "line item vetoes." We invest based on the totality of expected performance, management, and governance and we prefer clear accountability related to the decisions supporting results. For example, if non-binding shareholder proposals on executive pay inhibit the board from attracting or retaining the proper talent, it is difficult to hold it fully accountable for results. We prefer to place our confidence in management and the board and to hold them accountable rather than to allow shareholders a voice in every corporate decision. Increasing the requirements for the inclusion of shareholder proposals would preserve management and director accountability.

In addition, as a large institutional investor, we object to the use of proxy statements by small investors to raise political or social issues that are not significant to our investment.

- As a publicly-traded corporation, we have been the recipient of a number of proposals submitted by shareholders with relatively small ownership interests and we believe that the current eligibility ownership threshold for shareholder proposals is too low. Dealing with these proposals requires a significant expenditure of resources, both by Allstate and by the Commission. We support a higher ownership threshold that would justify this expenditure. For the same reasons, we support a higher threshold for the resubmission of shareholder proposals that have previously been defeated.

Thank you for the opportunity to share our thoughts and comments with you on these important issues.

Respectfully submitted,

A handwritten signature in cursive script that reads "Tom Wilson". The signature is written in black ink and is positioned to the right of the typed name.