

ALLSTATE CORP  
Form 8-K  
May 27, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): May 22, 2008**

**THE ALLSTATE CORPORATION**

(Exact name of Registrant as Specified in Charter)

**Delaware**  
(State or other  
jurisdiction of  
organization)

**1-11840**  
(Commission  
File Number)

**36-3871531**  
(IRS Employer  
Identification No.)

**2775 Sanders Road**  
**Northbrook, Illinois**  
(Address of Principal Executive Offices)

**60062**  
Zip

Registrant's telephone number, including area code: **(847) 402-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

## Edgar Filing: ALLSTATE CORP - Form 8-K

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 1 Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 22, 2008, the Registrant, Allstate Insurance Company and Allstate Life Insurance Company, as borrowers, entered into Amendment No. 1 to Credit Agreement with the lenders party thereto; Wachovia Bank, National Association, as Syndication Agent; Bank of America, N.A. and Citibank, N.A., as Documentation Agents; Lehman Brothers Bank, FSB, Merrill Lynch Bank USA, Morgan Stanley Bank and William Street Commitment Corporation, as Co-Agents; and JPMorgan Chase Bank, N.A., as Administrative Agent. The underlying agreement has an initial term of five years expiring on May 8, 2012, with two one-year extensions that could be exercised by the Registrant in the first and second year of the facility. Pursuant to this amendment, the agreement now provides for two one-year extensions exercisable by the Registrant at the end of any of the remaining four years of the initial term of the Credit Agreement.

Allstate Life Insurance Company is a wholly owned subsidiary of Allstate Insurance Company, which is a wholly owned subsidiary of the Registrant.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.**

**Description**

10.1

Amendment No. 1 to Credit Agreement dated as of May 22, 2008.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE ALLSTATE CORPORATION**

By: */s/ JENNIFER M. HAGER*

Name: Jennifer M. Hager  
Title: Assistant Secretary

Date: May 23, 2008