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CNA FINANCIAL CORP
Form 13F-HR
February 14, 2013

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: CNA Financial Corporation
Address: 333 S. Wabash
Chicago, IL 60604

13F File Number: 28-346

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct, and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Lawrence J. Boysen
Title: Senior Vice President and Corporate Controller
Phone: (312) 822 5653
Signature, Place, and Date of Signing:

/s/ Lawrence J. Boysen Chicago, IL 02/14/2013

[Signature] [City, State] [Date]

Assets reported herein are described as having shared investment discretion among Loews Corporation, CNA Financial Corporation, The Continental Corporation and Continental Casualty Company. Each of the foregoing entities specifically disclaims ownership of any securities in this report which are not beneficially owned by that entity and states that such assets are solely under the control of its board of directors. The characterization of shared investment discretion with parent holding companies is made solely as a consequence of SEC interpretations regarding control of the subsidiary through share ownership. Loews Corporation owns approximately 90% of the outstanding shares of CNA Financial Corporation; CNA Financial Corporation owns 100% of the outstanding shares of The Continental Corporation; and The Continental Corporation owns 100% of the outstanding shares of Continental Casualty Company. Loews Corporation will report separately on securities over which it has investment discretion which are not part of this report.

Report Type (Check only one.):

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- [X] 13F HOLDINGS REPORT.
- [] 13F NOTICE.
- [] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 3

Form 13F Information Table Entry Total: 173

Form 13F Information Table Value Total: \$410,257 (in thousands)

List of Other Included Managers:

| No. | 13F File Number | Name |
|-----|-----------------|------------------------------|
| 1 | 28-217 | Loews Corporation |
| 2 | 28-172 | The Continental Corporation |
| 3 | 28-387 | Continental Casualty Company |

| Column 1: | Column 2: | Column 3: | Column 4: | Column 5: | Column 6: | Column 7: | Column 8: | Column 9: |
|----------------------------|----------------|--------------|----------------|----------------------------|-----------|-----------|-----------------------|------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion | Other Mgrs |
| ABBOTT LABORATORIES | COM | 002824100 | 2,040 | 31,150 | SH | | DEFINED | 1,2,3 |
| ACTUANT CORP | CL A | 00508X203 | 1,289 | 46,175 | SH | | DEFINED | 1,2,3 |
| AEROPOSTALE INC | COM | 007865108 | 1,028 | 79,000 | SH | | DEFINED | 1,2,3 |
| AMERICAN EQUITY INVT LIFE | COM | 025676206 | 1,135 | 92,925 | SH | | DEFINED | 1,2,3 |
| AMERICAN INTERNATIONAL GRP | COM | 026874784 | 2,284 | 64,700 | SH | | DEFINED | 1,2,3 |
| AMERICAN REPROGRAPHICS CO | COM | 029263100 | 334 | 130,375 | SH | | DEFINED | 1,2,3 |
| AMGEN INC | COM | 031162100 | 4,310 | 50,000 | SH | | DEFINED | 1,2,3 |
| ANADARKO PETROLEUM CORP | COM | 032511107 | 13,060 | 175,756 | SH | | DEFINED | 1,2,3 |
| ANIXTER INTERNATIONAL INC | COM | 035290105 | 293 | 4,575 | SH | | DEFINED | 1,2,3 |
| ANTEC CORP | COM | 04269Q100 | 430 | 28,800 | SH | | DEFINED | 1,2,3 |
| APACHE CORP | COM | 037411105 | 5,103 | 65,000 | SH | | DEFINED | 1,2,3 |
| APOLLO GROUP INC | CL A | 037604105 | 1,428 | 68,250 | SH | | DEFINED | 1,2,3 |
| ARGAN INC | COM | 04010E109 | 205 | 11,377 | SH | | DEFINED | 1,2,3 |
| ARGO GROUP INTERNATIONAL | COM | G0464B107 | 1,285 | 38,250 | SH | | DEFINED | 1,2,3 |
| ARTIO GLOBAL INVESTORS INC | CL A | 04315B107 | 193 | 101,800 | SH | | DEFINED | 1,2,3 |

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| Column 1: | Column 2: | Column 3: | Column 4: | Column 5: | Column 6: | Column 7: | Column 8: | |
|----------------------------|----------------|--------------|-----------------|----------------------------|-----------|-----------|-----------------------|------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (x\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion | Other Mgrs |
| ASPEN INSURANCE HOLDINGS | SHS | G05384105 | 1,216 | 37,900 | SH | | DEFINED | 1,2,3 |
| ASSURANT INC | COM | 04621X108 | 4,757 | 137,075 | SH | | DEFINED | 1,2,3 |
| AVNET INC | COM | 053807103 | 3,311 | 108,175 | SH | | DEFINED | 1,2,3 |
| BAKER HUGHES INC | COM | 057224107 | 1,789 | 43,800 | SH | | DEFINED | 1,2,3 |
| BANK OF AMERICA CORP | COM | 060505104 | 1,696 | 146,050 | SH | | DEFINED | 1,2,3 |
| BANK OF NEW YORK | COM | 064058100 | 2,670 | 103,897 | SH | | DEFINED | 1,2,3 |
| BARRICK GOLD CORP | COM | 067901108 | 3,221 | 92,006 | SH | | DEFINED | 1,2,3 |
| BBCN BANCORP INC | COM | 073295107 | 1,181 | 102,050 | SH | | DEFINED | 1,2,3 |
| BECTON DICKINSON & CO | COM | 075887109 | 1,763 | 22,550 | SH | | DEFINED | 1,2,3 |
| BLUEKNIGHT ENERGY PARTNERS | COM | 09625U109 | 2,237 | 339,910 | SH | | DEFINED | 1,2,3 |
| BP PLC | SPONS | 055622104 | 2,967 | 71,264 | SH | | DEFINED | 1,2,3 |
| BRADY CORPORATIO | CL A | 104674106 | 1,584 | 47,425 | SH | | DEFINED | 1,2,3 |
| CABOT OIL & GAS CORP | COM | 127097103 | 1,567 | 31,500 | SH | | DEFINED | 1,2,3 |
| CAL DIVE INTERNATIONAL INC | COM | 12802T101 | 374 | 216,200 | SH | | DEFINED | 1,2,3 |
| CALLAWAY GOLF COMPANY | COM | 131193104 | 186 | 28,600 | SH | | DEFINED | 1,2,3 |

| Column 1: | Column 2: | Column 3: | Column 4: | Column 5: | Column 6: | Column 7: | Column 8: | |
|----------------------------|----------------|--------------|-----------------|----------------------------|-----------|-----------|-----------------------|------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (x\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion | Other Mgrs |
| CANADIAN NATURAL RESOURCES | COM | 136385101 | 577 | 20,000 | SH | | DEFINED | 1,2,3 |
| CAPITAL LEASE FUNDING INC | COM | 140288101 | 1,000 | 179,481 | SH | | DEFINED | 1,2,3 |
| CAPITAL PRODUCT PARTNERS | COM | Y11082107 | 1,974 | 300,000 | SH | | DEFINED | 1,2,3 |
| CARPENTER TECHNOLOGY | COM | 144285103 | 372 | 7,200 | SH | | DEFINED | 1,2,3 |
| CASH AMERICA INTL INC | COM | 14754D100 | 254 | 6,400 | SH | | DEFINED | 1,2,3 |
| CASTLE (A.M.) & CO | COM | 148411101 | 706 | 47,800 | SH | | DEFINED | 1,2,3 |
| CIRCOR INTERNATIONAL INC | COM | 17273K109 | 992 | 25,050 | SH | | DEFINED | 1,2,3 |
| CITIGROUP INC | COM | 172967424 | 5,734 | 144,936 | SH | | DEFINED | 1,2,3 |
| COCA COLA CO | COM | 191216100 | 602 | 16,600 | SH | | DEFINED | 1,2,3 |
| COMCAST CORP | CL A | 20030N200 | 8,980 | 250,000 | SH | | DEFINED | 1,2,3 |
| CONSECO INC | COM | 12621E103 | 1,386 | 148,600 | SH | | DEFINED | 1,2,3 |
| CON-WAY INC | COM | 205944101 | 1,337 | 48,050 | SH | | DEFINED | 1,2,3 |
| CURTISS-WRIGHT CORP | COM | 231561101 | 1,060 | 32,275 | SH | | DEFINED | 1,2,3 |
| DANA HOLDING CORP | COM | 235825205 | 942 | 60,324 | SH | | DEFINED | 1,2,3 |
| DEERE & CO | COM | 244199105 | 4,105 | 47,500 | SH | | DEFINED | 1,2,3 |

| Column 1: | Column 2: | Column 3: | Column 4: | Column 5: | Column 6: | Column 7: | Column 8: | |
|--------------------|----------------|--------------|-----------------|----------------------------|-----------|-----------|-----------------------|------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (x\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion | Other Mgrs |
| DELL COMPUTER CORP | COM | 24702R101 | 1,477 | 145,675 | SH | | DEFINED | 1,2,3 |

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|-----------------------------|----------|------------|-------|---------|----|---------|-------|
| DELPHI AUTOMOTIVE PLC | SHS | G27823106 | 2,354 | 61,550 | SH | DEFINED | 1,2,3 |
| DENBURY RESOURCES INC | COM | 247916208 | 2,511 | 155,000 | SH | DEFINED | 1,2,3 |
| DEVON ENERGY CORP | COM | 25179M103 | 4,189 | 80,500 | SH | DEFINED | 1,2,3 |
| DEVRY INC | COM | 251893103 | 623 | 26,250 | SH | DEFINED | 1,2,3 |
| DIAMONDROCK HOSPITALITY CO | COM | 252784301 | 952 | 105,771 | SH | DEFINED | 1,2,3 |
| DIODES INC | COM | 254543101 | 1,226 | 70,675 | SH | DEFINED | 1,2,3 |
| EATON CORP PLC | COM | G29183103 | 1,572 | 29,020 | SH | DEFINED | 1,2,3 |
| ENBRIDGE ENERGY PARTNERS LP | COM | 29250R106 | 4,185 | 150,000 | SH | DEFINED | 1,2,3 |
| ENERGY TRANSFER EQUITY LP | COM UNIT | 29273V100 | 4,193 | 92,200 | SH | DEFINED | 1,2,3 |
| ENGILITY HOLDINGS INC | COM | 29285W104 | 643 | 33,379 | SH | DEFINED | 1,2,3 |
| ENSCO INTERNATIONAL INC | SHS CL | AG3157S106 | 3,557 | 60,000 | SH | DEFINED | 1,2,3 |
| ENTERGY CORP | COM | 29364G103 | 1,626 | 25,500 | SH | DEFINED | 1,2,3 |
| EOG RESOURCES INC | COM | 26875P101 | 1,208 | 10,000 | SH | DEFINED | 1,2,3 |
| EXXON MOBIL CORP | COM | 30231G102 | 1,545 | 17,850 | SH | DEFINED | 1,2,3 |

Column 1: Column 2: Column 3: Column 4: Column 5: Column 6: Column 7: Column 8:

| Name of Issuer | Title of Class | CUSIP Number | Value (\$1000) | Shares or Principal Amount | SH/PRN | Put/Call | Investment Discretion | Other Mgrs |
|------------------------------|----------------|--------------|----------------|----------------------------|--------|----------|-----------------------|------------|
| EZCORP INC | CL A | 302301106 | 740 | 37,200 | SH | | DEFINED | 1,2,3 |
| FEDEX CORPORATION | COM | 31428X106 | 7,659 | 83,500 | SH | | DEFINED | 1,2,3 |
| FORTUNE BRANDS HOME & SEC | COM | 34964C106 | 2,278 | 77,950 | SH | | DEFINED | 1,2,3 |
| FRANKLIN RESOURCES INC | COM | 354613101 | 1,235 | 9,825 | SH | | DEFINED | 1,2,3 |
| GENERAL MOTORS | WARRANT | 37045V118 | 1,064 | 54,576 | SH | | DEFINED | 1,2,3 |
| GLOBAL CASH ACCESS INC | COM | 378967103 | 1,240 | 158,116 | SH | | DEFINED | 1,2,3 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 1,923 | 15,075 | SH | | DEFINED | 1,2,3 |
| GOOGLE INC | CL A | 38259P508 | 2,822 | 3,990 | SH | | DEFINED | 1,2,3 |
| GOVERNMENT PROPERTIES INCOME | COM SHS | 38376A103 | 237 | 9,900 | SH | | DEFINED | 1,2,3 |
| GRAY TELEVISION INC | COM | 389375106 | 443 | 201,444 | SH | | DEFINED | 1,2,3 |
| GREAT PLAINS ENERGY INC | COM | 391164100 | 402 | 19,800 | SH | | DEFINED | 1,2,3 |
| GRIFFON CORPORATION | COM | 398433102 | 1,449 | 126,419 | SH | | DEFINED | 1,2,3 |
| HALOZYME THERAPEUTICS INC | COM | 40637H109 | 252 | 37,525 | SH | | DEFINED | 1,2,3 |
| HARSCO CORP | COM | 415864107 | 1,398 | 59,500 | SH | | DEFINED | 1,2,3 |
| HARTE-HANKS INC | COM | 416196103 | 1,161 | 196,750 | SH | | DEFINED | 1,2,3 |

Column 1: Column 2: Column 3: Column 4: Column 5: Column 6: Column 7: Column 8:

| Name of Issuer | Title of Class | CUSIP Number | Value (\$1000) | Shares or Principal Amount | SH/PRN | Put/Call | Investment Discretion | Other Mgrs |
|-----------------------------|----------------|--------------|----------------|----------------------------|--------|----------|-----------------------|------------|
| HERMAN MILLER INC | COM | 600544100 | 581 | 27,075 | SH | | DEFINED | 1,2,3 |
| HESS CORP | COM | 42809H107 | 1,007 | 19,015 | SH | | DEFINED | 1,2,3 |
| HEWLETT-PACKARD CO | COM | 428236103 | 5,849 | 410,428 | SH | | DEFINED | 1,2,3 |
| HOSPITALITY PROPERTIES | COM | 44106M102 | 1,819 | 77,675 | SH | | DEFINED | 1,2,3 |
| HUNTINGTON INGALLS IND | COM | 446413106 | 891 | 20,550 | SH | | DEFINED | 1,2,3 |
| ICONIX BRAND GROUP INC | COM | 451055107 | 911 | 40,800 | SH | | DEFINED | 1,2,3 |
| INGERSOLL RAND CO | SHS | G47791101 | 835 | 17,405 | SH | | DEFINED | 1,2,3 |
| INGRAM MICRO INC | CL A | 457153104 | 1,266 | 74,850 | SH | | DEFINED | 1,2,3 |
| Inorg Chem Nec | COM | 45768S105 | 741 | 21,498 | SH | | DEFINED | 1,2,3 |
| INSIGHT ENTERPRISES INC | COM | 45765U103 | 1,024 | 58,968 | SH | | DEFINED | 1,2,3 |
| INTERNATIONAL BUSINESS MACH | COM | 459200101 | 17,183 | 89,705 | SH | | DEFINED | 1,2,3 |

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|------------------------|-----|-----------|-------|--------|----|---------|-------|
| INTERVAL LEISURE GROUP | COM | 46113M108 | 299 | 15,435 | SH | DEFINED | 1,2,3 |
| INVESCO LTD | SHS | G491BT108 | 2,070 | 79,350 | SH | DEFINED | 1,2,3 |
| JAKKS PACIFIC INC | COM | 47012E106 | 803 | 64,106 | SH | DEFINED | 1,2,3 |
| JOHNSON & JOHNSON | COM | 478160104 | 5,013 | 71,505 | SH | DEFINED | 1,2,3 |

| Column 1: | Column 2: | Column 3: | Column 4: | Column 5: | Column 6: | Column 7: | Column 8: | |
|------------------------------|----------------|--------------|-----------------|----------------------------|-----------|-----------|-----------------------|------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (x\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion | Other Mgrs |
| JONES APPAREL GROUP INC | COM | 48020T101 | 1,153 | 104,234 | SH | | DEFINED | 1,2,3 |
| JPMORGAN CHASE & COMPANY | COM | 46625H100 | 7,526 | 171,175 | SH | | DEFINED | 1,2,3 |
| KAISER ALUMINUM CORP | COM | 483007704 | 469 | 7,600 | SH | | DEFINED | 1,2,3 |
| KAPSTONE PAPER & PACKAGING | COM | 48562P103 | 402 | 18,100 | SH | | DEFINED | 1,2,3 |
| KINDER MORGAN MANAGEMENT LLC | SHS | 49455U100 | 4,905 | 65,000 | SH | | DEFINED | 1,2,3 |
| L-3 COMMUNICATIONS CORP | COM | 502424104 | 1,870 | 24,400 | SH | | DEFINED | 1,2,3 |
| LABORATORY CRP OF AMER HLDGS | COM NEW | 50540R409 | 864 | 9,975 | SH | | DEFINED | 1,2,3 |
| LEGG MASON INC | COM | 524901105 | 2,913 | 113,264 | SH | | DEFINED | 1,2,3 |
| LENNAR CORP | CL B | 526057302 | 396 | 12,980 | SH | | DEFINED | 1,2,3 |
| LEXMARK INTL GROUP INC | CL A | 529771107 | 408 | 17,600 | SH | | DEFINED | 1,2,3 |
| LINCOLN NATIONAL CORP IND | COM | 534187109 | 4,662 | 180,000 | SH | | DEFINED | 1,2,3 |
| MARKWEST ENERGY PARTNERS LP | UNIT LP | 570759100 | 5,101 | 100,000 | SH | | DEFINED | 1,2,3 |
| MASCO CORPORATION | COM | 574599106 | 1,531 | 91,875 | SH | | DEFINED | 1,2,3 |
| MATTHEWS INTL CORP | CL A | 577128101 | 602 | 18,750 | SH | | DEFINED | 1,2,3 |
| MEDTRONIC INC | COM | 585055106 | 2,304 | 56,175 | SH | | DEFINED | 1,2,3 |

| Column 1: | Column 2: | Column 3: | Column 4: | Column 5: | Column 6: | Column 7: | Column 8: | |
|-----------------------------|----------------|--------------|-----------------|----------------------------|-----------|-----------|-----------------------|------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (x\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion | Other Mgrs |
| MERCK & CO. INC. | COM | 58933Y105 | 3,802 | 92,867 | SH | | DEFINED | 1,2,3 |
| METLIFE INC | COM | 59156R108 | 4,722 | 143,350 | SH | | DEFINED | 1,2,3 |
| MI DEVELOPMENTS INC-CLASS A | COM | 387431109 | 1,102 | 29,000 | SH | | DEFINED | 1,2,3 |
| MICROSOFT CORP | COM | 594918104 | 13,408 | 502,005 | SH | | DEFINED | 1,2,3 |
| MILLER INDUSTRIES INC/TENN | COM | 600551204 | 167 | 10,962 | SH | | DEFINED | 1,2,3 |
| MONSTER WORLDWIDE INC | COM | 611742107 | 720 | 128,050 | SH | | DEFINED | 1,2,3 |
| MORGAN ST DEAN WITTER DISC | COM | 617446448 | 1,586 | 82,950 | SH | | DEFINED | 1,2,3 |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 1,414 | 252,075 | SH | | DEFINED | 1,2,3 |
| NATL PENN BCSHS INC | COM | 637138108 | 1,179 | 126,475 | SH | | DEFINED | 1,2,3 |
| NELNET INC-CL A | CL A | 64031N108 | 402 | 13,500 | SH | | DEFINED | 1,2,3 |
| NISOURCE INC | COM | 65473P105 | 2,439 | 97,980 | SH | | DEFINED | 1,2,3 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 1,470 | 21,750 | SH | | DEFINED | 1,2,3 |
| NRG ENERGY INC | COM NEW | 629377508 | 792 | 34,446 | SH | | DEFINED | 1,2,3 |
| NV ENERGY INC | COM | 67073Y106 | 468 | 25,800 | SH | | DEFINED | 1,2,3 |
| OCCIDENTAL PETROLEUM | COM | 674599105 | 6,895 | 90,000 | SH | | DEFINED | 1,2,3 |

Column 1: Column 2: Column 3: Column 4: Column 5: Column 6: Column 7: Column 8:

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| 1: | 2: | 3: | 4: | 5: | 6: | 7: | 8: | |
|---------------------------|----------------|--------------|-----------------|----------------------------|---------|-----------|-----------------------|------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (x\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion | Other Mgrs |
| ORACLE CORP | COM | 68389X105 | 12,026 | 360,915 | SH | | DEFINED | 1,2,3 |
| OVERHILL FARMS INC | COM | 690212105 | 117 | 27,018 | SH | | DEFINED | 1,2,3 |
| OWENS CORNING | COM | 690742101 | 1,563 | 42,250 | SH | | DEFINED | 1,2,3 |
| PACIFIC ETHANOL INC | COM | 69423U206 | 314 | 992,389 | SH | | DEFINED | 1,2,3 |
| PARK STERLING CORP | COM | 70086Y105 | 480 | 91,866 | SH | | DEFINED | 1,2,3 |
| PARTNERRE LTD | COM | G6852T105 | 2,602 | 32,325 | SH | | DEFINED | 1,2,3 |
| PFIZER INC | COM | 717081103 | 8,543 | 340,625 | SH | | DEFINED | 1,2,3 |
| PHH CORP | COM | 693320202 | 1,094 | 48,100 | SH | | DEFINED | 1,2,3 |
| PHOTOMEDEX INC | COM | 719358301 | 1,522 | 104,770 | SH | | DEFINED | 1,2,3 |
| PIKE ELECTRIC CORP | COM | 721283109 | 427 | 44,750 | SH | | DEFINED | 1,2,3 |
| PIONEER NATURAL RESOURCES | COM | 723787107 | 4,264 | 40,000 | SH | | DEFINED | 1,2,3 |
| PITNEY-BOWES INC | COM | 724479100 | 558 | 52,473 | SH | | DEFINED | 1,2,3 |
| PNC FINANCIAL CORP | COM | 693475105 | 1,485 | 25,469 | SH | | DEFINED | 1,2,3 |
| PRIMERICA INC | COM | 74164M108 | 919 | 30,631 | SH | | DEFINED | 1,2,3 |
| PROCTER & GAMBLE CO | COM | 742718109 | 1,505 | 22,165 | SH | | DEFINED | 1,2,3 |

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|------------------------------|----------------|--------------|-----------------|----------------------------|-----------|-----------|-----------------------|------------|
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| PROTECTIVE LIFE CORP | COM | 743674103 | 523 | 18,300 | SH | | DEFINED | 1,2,3 |
| RALCORP HOLDINGS INC | COM | 751028101 | 1,544 | 17,217 | SH | | DEFINED | 1,2,3 |
| RENT-A-CENTER INC | COM | 76009N100 | 1,501 | 43,675 | SH | | DEFINED | 1,2,3 |
| RENTECH NITROGEN PARTNERS | COM | 760113100 | 1,645 | 43,650 | SH | | DEFINED | 1,2,3 |
| ROWAN COS INC | SHS CL | AG7665A101 | 2,345 | 75,000 | SH | | DEFINED | 1,2,3 |
| ROYAL DUTCH SHELL PLC | SPONS | 780259206 | 2,533 | 36,739 | SH | | DEFINED | 1,2,3 |
| SKECHERS USA INC | CL A | 830566105 | 702 | 37,942 | SH | | DEFINED | 1,2,3 |
| SPDR GOLD TRUST | SHS | 78463V107 | 40,505 | 250,000 | SH | | DEFINED | 1,2,3 |
| SPRINT CORP | COM | 852061100 | 2,176 | 383,839 | SH | | DEFINED | 1,2,3 |
| STAPLES INC | COM | 855030102 | 5,536 | 485,622 | SH | | DEFINED | 1,2,3 |
| STATE STREET CORP | COM | 857477103 | 1,899 | 40,400 | SH | | DEFINED | 1,2,3 |
| SUPERIOR ENERGY SERVICES INC | COM | 868157108 | 209 | 10,100 | SH | | DEFINED | 1,2,3 |
| SYNOVUS FINANCIAL CORP | COM | 87161C105 | 392 | 160,050 | SH | | DEFINED | 1,2,3 |
| TCF FINANCIAL CORP | COM | 872275102 | 1,308 | 107,675 | SH | | DEFINED | 1,2,3 |
| TE CONNECTIVITY LTD | REG SHS | H84989104 | 2,044 | 55,075 | SH | | DEFINED | 1,2,3 |

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|----------------------------|----------------|--------------|-----------------|----------------------------|-----------|-----------|-----------------------|------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (x\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion | Other Mgrs |
| TENET HEALTHCARE CORP | COM | 88033G407 | 283 | 8,725 | SH | | DEFINED | 1,2,3 |
| THERMO FISHER SCIENTIFIC | COM | 883556102 | 1,042 | 16,338 | SH | | DEFINED | 1,2,3 |
| THOR INDUSTRIES INC | COM | 885160101 | 558 | 14,900 | SH | | DEFINED | 1,2,3 |
| TRANSMONTAIGNE PARTNERS LP | COM UNIT | 89376V100 | 2,977 | 78,400 | SH | | DEFINED | 1,2,3 |
| TRAVELERS COS INC | COM | 89417E109 | 10,055 | 140,000 | SH | | DEFINED | 1,2,3 |

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|-----------------------------|-----|-----------|-------|---------|----|---------|-------|
| TUPPERWARE CORP | COM | 899896104 | 519 | 8,100 | SH | DEFINED | 1,2,3 |
| TUTOR PERINI CORP | COM | 901109108 | 908 | 66,250 | SH | DEFINED | 1,2,3 |
| UAL CORP | COM | 910047109 | 1,219 | 52,130 | SH | DEFINED | 1,2,3 |
| UFP TECHNOLOGIES INC | COM | 902673102 | 345 | 19,243 | SH | DEFINED | 1,2,3 |
| UNITED STATIONERS INC | COM | 913004107 | 1,314 | 42,400 | SH | DEFINED | 1,2,3 |
| UNUM CORP | COM | 91529Y106 | 926 | 44,500 | SH | DEFINED | 1,2,3 |
| URANIUM ENERGY CORP | COM | 916896103 | 795 | 310,700 | SH | DEFINED | 1,2,3 |
| URS CORP | COM | 903236107 | 1,763 | 44,900 | SH | DEFINED | 1,2,3 |
| VALASSIS COMMUNICATIONS INC | COM | 918866104 | 1,870 | 72,550 | SH | DEFINED | 1,2,3 |
| VCA ANTECH INC | COM | 918194101 | 1,501 | 71,325 | SH | DEFINED | 1,2,3 |

| Column 1: | Column 2: | Column 3: | Column 4: | Column 5: | Column 6: | Column 7: | Column 8: |
|----------------------------|----------------------|-----------------|--------------------|----------------------------------|--------------|--------------|----------------------------------|
| Name of Issuer | Title of Class | CUSIP Number | Value (x\$1000) | Shares or Principal Amount | SH/ PRN | Put/ Call | Investment Discretion Mgrs |
| VIRTUS INVESTMENT PARTNERS | COM | 92828Q109 | 2,370 | 19,600 | SH | DEFINED | 1,2,3 |
| WEBSTER FINANCIAL CORP | COM | 947890109 | 892 | 43,400 | SH | DEFINED | 1,2,3 |
| WET SEAL INC | CL A | 961840105 | 201 | 72,900 | SH | DEFINED | 1,2,3 |
| WPX ENERGY INC | COM | 98212B103 | 3,617 | 243,060 | SH | DEFINED | 1,2,3 |
| WSFS FINANCIAL CORP | COM | 929328102 | 638 | 15,100 | SH | DEFINED | 1,2,3 |
| XEROX CORP | COM | 984121103 | 3,284 | 481,555 | SH | DEFINED | 1,2,3 |
| YAHOO! INC | COM | 984332106 | 2,181 | 109,576 | SH | DEFINED | 1,2,3 |