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BP PLC  
Form 13F-HR  
November 03, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

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: BP p.l.c.  
Address: 1 St James's Square  
London SW1Y 4PD  
England

Form 13F File Number: 28-05353

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: Dr. Byron E. Grote  
Title: Chief Financial Officer and Executive Director  
Phone: 020 7496 4263

Signature, Place, and Date of Signing:

/s/ Byron Grote                      London, UK                      November 2nd 2005  
-----  
[Signature]                      [City,State]                      [Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number                      Name

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1  
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Form 13F Information Table Entry Total: 396  
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Form 13F Information Table Value Total: \$ 1,221,734  
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(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
01	28-05357	BP Investment Management Limited

BP P.L.C.  
FORM 13F INFORMATION TABLE  
SEPTEMBER 30, 2005

ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES /PRN AMT	SH/PRN	INVESTMENT DISCRETION
3M	COM	88579Y101	5869	80000	SH	DEFINED
ABBOTT LABORATORIES	COM	002824100	7420	175000	SH	DEFINED
ACE LTD	COM	G0070K103	1718	36500	SH	DEFINED
ADEZA BIOCHEMICAL CORP COM STK	COM	006864102	208	11968	SH	SOLE
ADOBE SYS	COM	00724F101	1493	50000	SH	DEFINED
ADVANCED MICRO DEVICES	COM	007903107	1260	50000	SH	DEFINED
AES CORP	COM	00130H105	1249	76000	SH	DEFINED
AETNA	COM	00817Y108	3101	36000	SH	DEFINED
AFFILIATED COMPUTER SERVICES	COM	008190100	764	14000	SH	DEFINED
AFLAC	COM	001055102	2378	52500	SH	DEFINED
AGILENT TECHNOLOGIES	COM	00846U101	1703	52000	SH	DEFINED
AIR PRODUCTS & CHEMS	COM	009158106	1654	30000	SH	DEFINED
ALBERTSONS	COM	013104104	898	35000	SH	DEFINED
ALCOA	COM	013817101	2149	88000	SH	DEFINED
ALLEGHENY ENERGY	COM	017361106	1229	40000	SH	DEFINED
ALLEGHENY TECHNOLOGIES	COM	01741R102	310	10000	SH	DEFINED
ALLOS THERAPEUTICS COM STK USD	COM	019777101	108	44172	SH	SOLE

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ALLSTATE	COM	020002101	4423	80000	SH	DEFINED
ALLTEL	COM	020039103	3288	50500	SH	DEFINED
ALTERA	COM	021441100	956	50000	SH	DEFINED
ALTRIA	COM	02209S103	15848	215000	SH	DEFINED
AMBAC FINANCIAL GRP	COM	023139108	829	11500	SH	DEFINED
AMER ELEC POWER	COM	025537101	1588	40000	SH	DEFINED
AMERADA HESS	COM	023551104	1375	10000	SH	DEFINED
AMEREN	COM	023608102	1070	20000	SH	DEFINED
AMERICA MOVIL A ADR	ADR	02364W204	7872	300000	SH	DEFINED
AMERICA MOVIL L ADR	ADR	02364W105	3737	142000	SH	DEFINED
AMERICAN EXPRESS	COM	025816109	8846	154000	SH	DEFINED
AMERICAN INTL GROUP	COM	026874107	18526	299000	SH	DEFINED
AMERICAN POWER CONVERSION	COM	029066107	518	20000	SH	DEFINED
AMERICAN STANDARD	COM	029712106	1024	22000	SH	DEFINED
AMGEN	COM	031162100	11552	145000	SH	DEFINED
AMSOUTH BANCORP	COM	032165102	884	35000	SH	DEFINED
ANADARKO PETROLEUM	COM	032511107	2394	25000	SH	DEFINED
ANALOG DEVICES	COM	032654105	1486	40000	SH	DEFINED
ANHEUSER BUSCH COM \$US1	COM	035229103	3013	70000	SH	DEFINED
APACHE	COM	037411105	2482	33000	SH	DEFINED
APPLE COMPUTER	COM	037833100	4503	84000	SH	DEFINED
APPLERA CORP-APPLIED BIOSYS	COM	038020103	232	10000	SH	DEFINED
APPLIED MATERIALS	COM	038222105	2917	172000	SH	DEFINED
APPOLLO	COM	037604105	1261	19000	SH	DEFINED
AT & T COMCAST ' A '	COM	20030N101	6757	230000	SH	DEFINED
AT & T CORP	COM	001957505	1642	82909	SH	DEFINED
AUTO DATA PROCESS	COM	053015103	2841	66000	SH	DEFINED
AUTODESK	COM	052769106	1161	25000	SH	DEFINED
AVAYA COM	COM	053499109	721	70000	SH	DEFINED
AVON PRODUCTS	COM	054303102	1620	60000	SH	DEFINED
BAKBONE SOFTWARE ICOM NPV	COM	057101107	174	87949	SH	SOLE
BAKER HUGHES	COM	057224107	3133	52500	SH	DEFINED
BANCO BRADESCO S A	ADR	059460303	978	20000	SH	DEFINED
BANCO ITAU ADR	ADR	059602201	653	5500	SH	DEFINED
BANK OF AMERICA	COM	060505104	18314	435000	SH	DEFINED
BANK OF NEW YORK COM	COM	064057102	2353	80000	SH	DEFINED
BAXTER INTERNATIONAL	COM	071813109	2492	62500	SH	DEFINED
BB&T	COM	054937107	1953	50000	SH	DEFINED
BECTON DICKINSON	COM	075887109	1311	25000	SH	DEFINED
BED BATH & BEYOND	COM	075896100	1205	30000	SH	DEFINED
BELLSOUTH	COM	079860102	5129	195000	SH	DEFINED
BEST BUY	COM	086516101	2938	67500	SH	DEFINED
BIOGEN IDEC PHARMACEUTICAL	COM	09062X103	1342	34000	SH	DEFINED
BJ SERVICES	COM	055482103	1943	54000	SH	DEFINED
BLACK & DECKER COM	COM	091797100	1231	15000	SH	DEFINED
BMC SOFTWARE	COM	055921100	485	23000	SH	DEFINED
BOEING	COM	097023105	5844	86000	SH	DEFINED
BOSTON SCIENTIFIC	COM	101137107	1835	78500	SH	DEFINED
BRAZIL TELECOM ADR	ADR	105530109	532	12500	SH	DEFINED
BRISTOL MYERS SQUIBB	COM	110122108	4812	200000	SH	DEFINED
BROADCOM CL A	COM	111320107	1501	32000	SH	DEFINED
BURLINGTON NTH SANTA	COM	12189T104	2332	39000	SH	DEFINED
BURLINGTON RESOURCES	COM	122014103	3253	40000	SH	DEFINED
BUTTERFIELD FD MGR THAI EURO	COM	335020905	3477	180000	SH	DEFINED
CALPINE	COM	131347106	142	55000	SH	DEFINED
CAPITAL ONE	COM	14040H105	2704	34000	SH	DEFINED
CARDINAL HEALTH	COM	14149Y108	2855	45000	SH	DEFINED
CAREMARK	COM	141705103	2247	45000	SH	DEFINED
CARNIVAL CORP	COM	143658300	3249	65000	SH	DEFINED
CARSO GLB TEL ADR (2 ORD)	ADR	14574P101	643	160000	SH	DEFINED
CATERPILLAR	COM	149123101	4054	69000	SH	DEFINED
CEMEX ADR PART CER(5 CPO)	ADR	151290889	7065	135086	SH	DEFINED

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CEMIG ADR	ADR	204409601	381	10000	SH	DEFINED
CENDANT	COM	151313103	2250	109000	SH	DEFINED
CENTERPOINT ENERGY	COM	15189T107	1130	76000	SH	DEFINED
CENTEX	COM	152312104	323	5000	SH	DEFINED
CHEVRON CORPORATION	COM	166764100	15302	236403	SH	DEFINED
CHIRON	COM	170040109	654	15000	SH	DEFINED
CHUBB	COM	171232101	1791	20000	SH	DEFINED
CIENA	COM	171779101	132	50000	SH	DEFINED
CIGNA	COM	125509109	2947	25000	SH	DEFINED
CINERGY	COM	172474108	977	22000	SH	DEFINED
CINTAS	COM	172908105	862	21000	SH	DEFINED
CISCO SYS	COM	17275R102	11959	667000	SH	DEFINED
CITIGRP	COM	172967101	27297	599669	SH	DEFINED
CITIZENS COMMUNICATIONS	COM	17453B101	718	53000	SH	DEFINED
CITRIX	COM	177376100	503	20000	SH	DEFINED
CLEAR CHANNEL COMM	COM	184502102	1645	50000	SH	DEFINED
COCA COLA	COM	191216100	10798	250000	SH	DEFINED
COCA COLA ENTERPRISES	COM	191219104	692	35500	SH	DEFINED
COHN & STEERS ETF	COM	464287564	8673	118000	SH	DEFINED
COLGATE-PALMOLIVE	COM	194162103	2956	56000	SH	DEFINED
COMERICA	COM	200340107	1031	17500	SH	DEFINED
COMP ASSOC INTL	COM	204912109	1530	55000	SH	DEFINED
COMPANHIA DE BEBIDAS-PR -ADR	ADR	20441W203	483	13000	SH	DEFINED
COMPANHIA DE VALE RIODOCE ADR	ADR	204412209	1974	45000	SH	DEFINED
COMPUTER SCIENCES	COM	205363104	1419	30000	SH	DEFINED
CONVERSE TECHNOLOGY	COM	205862402	525	20000	SH	DEFINED
CONAGRA	COM	205887102	1188	48000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	10640	152200	SH	DEFINED
CONSTELLATION ENERGY	COM	210371100	1478	24000	SH	DEFINED
CORNING	COM	219350105	2610	135000	SH	DEFINED
COSTCO WHOLESALE	COM	22160K105	1939	45000	SH	DEFINED
COUNTRYWIDE FINANCIAL	COM	222372104	1814	55000	SH	DEFINED
CSX	COM	126408103	1116	24000	SH	DEFINED
CUMMINS ENGINE	COM	231021106	440	5000	SH	DEFINED
CVS	COM	126650100	2901	100000	SH	DEFINED
D R HORTON	COM	23331A109	978	27000	SH	DEFINED
DANAHER	COM	235851102	1857	34500	SH	DEFINED
DEERE & CO	COM	244199105	1591	26000	SH	DEFINED
DELL INC	COM	24702R101	8482	248000	SH	DEFINED
DEVON ENERGY	COM	25179M103	3432	50000	SH	DEFINED
DISNEY(WALT)	COM	254687106	6723	278600	SH	DEFINED
DOLLAR GENERAL COM	COM	256669102	917	50000	SH	DEFINED
DOMINION RESOURCES	COM	25746U109	2980	34600	SH	DEFINED
DOVER CORP	COM	260003108	816	20000	SH	DEFINED
DOW CHEMICAL	COM	260543103	4025	96600	SH	DEFINED
DSL.NET INC COM STK USD0.0005	COM	262506108	234	2921050	SH	SOLE
DTE ENERGY	COM	233331107	642	14000	SH	DEFINED
DU PONT (EI) DE NEMOURS	COM	263534109	4113	105000	SH	DEFINED
DUKE ENERGY	COM	264399106	2932	100500	SH	DEFINED
EASTMAN KODAK	COM	277461109	730	30000	SH	DEFINED
EATON CORP	COM	278058102	998	15700	SH	DEFINED
EBAY	COM	278642103	4903	119000	SH	DEFINED
ECOLAB INC	COM	278865100	1277	40000	SH	DEFINED
EDISON INTERNATIONAL	COM	281020107	2128	45000	SH	DEFINED
EL PASO	COM	28336L109	1043	75000	SH	DEFINED
ELECTRONIC ARTS	COM	285512109	1991	35000	SH	DEFINED
ELECTRONIC DATA SYST COM	COM	285661104	1167	52000	SH	DEFINED
EMC	COM	268648102	3364	260000	SH	DEFINED
EMERSON ELEC	COM	291011104	3231	45000	SH	DEFINED
ENGELHARD	COM	292845104	419	15000	SH	DEFINED
ENERGY	COM	29364G103	1635	22000	SH	DEFINED
EOG RESOURCES	COM	26875P101	2996	40000	SH	DEFINED

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EXELON	COM	30161N101	3206	60000	SH	DEFINED
EXPRESS SCRIPTS	COM	302182100	995	16000	SH	DEFINED
EXXON MOBIL	COM	30231G102	41460	652500	SH	DEFINED
FANNIE MAE	COM	313586109	4594	102500	SH	DEFINED
FEDERATED DEPT STORES	COM	31410H101	1805	27000	SH	DEFINED
FEDEX	COM	31428X106	2832	32500	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	2204	60000	SH	DEFINED
FIRST DATA	COM	319963104	3360	84000	SH	DEFINED
FIRST ENERGY	COM	337932107	1772	34000	SH	DEFINED
FISERV	COM	337738108	1147	25000	SH	DEFINED
FLUOR	COM	343412102	579	9000	SH	DEFINED
FOMENTO MEXACDR(1B2DB2DL)	CDR	344419106	2797	40000	SH	DEFINED
FORD MOTOR (NEW)	COM	345370860	1676	170000	SH	DEFINED
FOREST LABS	COM	345838106	1383	35500	SH	DEFINED
FPL GROUP	COM	302571104	2142	45000	SH	DEFINED
FRANKLIN RESOURCES	COM	354613101	2351	28000	SH	DEFINED
FREDDIE MAC	COM	313400301	3952	70000	SH	DEFINED
FREEMONT MCMORAN COPPER	COM	35671D857	923	19000	SH	DEFINED
FREESCALE SEMI CONDUCTOR	COM	35687M206	1085	46000	SH	DEFINED
GANNETT	COM	364730101	2409	35000	SH	DEFINED
GAP	COM	364760108	1220	70000	SH	DEFINED
GEDEON RICHTER GDR	GDR	368467205	4015	22000	SH	DEFINED
GENERAL DYNAMICS	COM	369550108	2391	20000	SH	DEFINED
GENERAL ELECTRIC	COM	369604103	37374	1110000	SH	DEFINED
GENERAL MILLS	COM	370334104	2410	50000	SH	DEFINED
GENERAL MOTORS COM	COM	370442105	1454	47500	SH	DEFINED
GENUINE PARTS	COM	372460105	944	22000	SH	DEFINED
GENZYME	COM	372917104	1791	25000	SH	DEFINED
GEORGIA PACIFIC	COM	373298108	1226	36000	SH	DEFINED
GERDAU - ADR	ADR	373737105	224	15000	SH	DEFINED
GILEAD SCIENCES	COM	375558103	2438	50000	SH	DEFINED
GILLETTE	COM	375766102	5820	100000	SH	DEFINED
GOL LINHAS AEREAS	COM	38045R107	308	9500	SH	DEFINED
GOLDEN WEST FINL	COM	381317106	2376	40000	SH	DEFINED
GOLDMAN SACHS	COM	38141G104	6140	50500	SH	DEFINED
GPO CARSO ADR (2 A1)	ADR	400485207	1253	300000	SH	DEFINED
GPO TELE GDR (2 PTG CERT)	GDR	40049J206	2510	35000	SH	DEFINED
GUIDANT SHS	COM	401698105	2204	32000	SH	DEFINED
H & R BLOCK	COM	093671105	863	36000	SH	DEFINED
HALLIBURTON	COM	406216101	4454	65000	SH	DEFINED
HARLEY DAVIDSON	COM	412822108	1865	38500	SH	DEFINED
HARRAH'S ENTERTAINMENT	COM	413619107	1793	27500	SH	DEFINED
HARTFORD FINL SERV	COM	416515104	2315	30000	SH	DEFINED
HASBRO	COM	418056107	393	20000	SH	DEFINED
HCA	COM	404119109	2156	45000	SH	DEFINED
HEALTH MANAGEMENT ASSOCIATES	COM	421933102	704	30000	SH	DEFINED
HEINZ (HJ)	COM	423074103	1644	45000	SH	DEFINED
HELLENIC TELE ADR (OTE)	ADR	423325307	279	27778	SH	DEFINED
HERSHEY COMPANY	COM	427866108	1577	28000	SH	DEFINED
HEWLETT PACKARD	COM	428236103	8672	297000	SH	DEFINED
HILTON HOTELS	COM	432848109	1116	50000	SH	DEFINED
HOME DEPOT	COM	437076102	9535	250000	SH	DEFINED
HONEYWELL INTL COM \$US1	COM	438516106	3619	96500	SH	DEFINED
HOSPIRA	COM	441060100	676	16500	SH	DEFINED
HUMANA	COM	444859102	479	10000	SH	DEFINED
ILLINOIS TOOL WKS	COM	452308109	2552	31000	SH	DEFINED
IMS HEALTH	COM	449934108	755	30000	SH	DEFINED
INGERSOLL RAND CL A	COM	G4776G101	2103	55000	SH	DEFINED
INTEL	COM	458140100	16170	656000	SH	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	675	25000	SH	DEFINED
INTERNATIONAL PAPER	COM	460146103	1848	62000	SH	DEFINED
INTL BUSINESS MACHN	COM	459200101	13397	167000	SH	DEFINED

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INTUIT	COM	461202103	896	20000	SH	DEFINED
IONA TECH ADR (1 ORD)	ADR	46206P109	191	65000	SH	DEFINED
ITT INDUSTRIES	COM	450911102	1420	12500	SH	DEFINED
JABIL CIRCUIT	COM	466313103	835	27000	SH	DEFINED
JC PENNEY	COM	708160106	1233	26000	SH	DEFINED
JDS UNIPHASE	COM	46612J101	311	140000	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	19617	310000	SH	DEFINED
JOHNSON CONTROLS	COM	478366107	1862	30000	SH	DEFINED
JP MORGAN CHASE COM	COM	46625H100	12144	357900	SH	DEFINED
KB HOME	COM	48666K109	732	10000	SH	DEFINED
KELLOGG	COM	487836108	2307	50000	SH	DEFINED
KERR MCGEE	COM	492386107	1165	12000	SH	DEFINED
KEYCORP	COM	493267108	1451	45000	SH	DEFINED
KIMBERLY CLARK COM	COM	494368103	2857	48000	SH	DEFINED
KLA TENCOR	COM	482480100	1024	21000	SH	DEFINED
KOHL'S	COM	500255104	2158	43000	SH	DEFINED
KROGER	COM	501044101	1585	77000	SH	DEFINED
L-3 COMMUNICATIONS	COM	502424104	1344	17000	SH	DEFINED
LEHMAN BROS HDG	COM	524908100	4193	36000	SH	DEFINED
LEXMARK INTERNATIONAL	COM	529771107	818	13400	SH	DEFINED
LG PHILIPS LCD	COM	50186V102	3598	175000	SH	DEFINED
LILLY (ELI) & CO	COM	532457108	7118	133000	SH	DEFINED
LIMITED	COM	532716107	817	40000	SH	DEFINED
LINCOLN NATIONAL COM	COM	534187109	910	17500	SH	DEFINED
LINEAR TECHNOLOGY	COM	535678106	1316	35000	SH	DEFINED
LOCKHEED MARTIN COM	COM	539830109	2258	37000	SH	DEFINED
LOUISIANA PACIFIC	COM	546347105	761	27500	SH	DEFINED
LOWES	COM	548661107	6762	105000	SH	DEFINED
LSI LOGIC	COM	502161102	443	45000	SH	DEFINED
LUCENT TECH	COM	549463107	1495	460000	SH	DEFINED
M&T BANK	COM	55261F104	1321	12500	SH	DEFINED
MARATHON OIL	COM	565849106	3102	45000	SH	DEFINED
MARRIOTT INTERNATIONAL	COM	571903202	1953	31000	SH	DEFINED
MARSHALL & ISLEY	COM	571834100	1305	30000	SH	DEFINED
MASCO	COM	574599106	1381	45000	SH	DEFINED
MATTEL	COM	577081102	667	40000	SH	DEFINED
MAXIM INTEGRATED	COM	57772K101	1407	33000	SH	DEFINED
MBIA INC	COM	55262C100	909	15000	SH	DEFINED
MBNA	COM	55262L100	3203	130000	SH	DEFINED
McCORMICK	COM	579780206	489	15000	SH	DEFINED
MCDONALDS	COM	580135101	4856	145000	SH	DEFINED
MCGRAW HILL	COM	580645109	2210	46000	SH	DEFINED
MCKESSON	COM	58155Q103	1661	35000	SH	DEFINED
MEDCO	COM	58405U102	1535	28000	SH	DEFINED
MEDIMMUNE	COM	584699102	824	24500	SH	DEFINED
MEDTRONIC	COM	585055106	7158	133500	SH	DEFINED
MELLON FINANCIAL	COM	58551A108	1359	42500	SH	DEFINED
MERCK	COM	589331107	6190	227500	SH	DEFINED
MERCURY INTERACTIVE	COM	589405109	653	16500	SH	DEFINED
MERRILL LYNCH	COM	590188108	5552	90500	SH	DEFINED
MET LIFE	COM	59156R108	4584	92000	SH	DEFINED
MICRON TECHNOLOGY	COM	595112103	825	62000	SH	DEFINED
MICROSOFT	COM	594918104	25164	978000	SH	DEFINED
MOLEX	COM	608554101	534	20000	SH	DEFINED
MONSANTO	COM	61166W101	1726	27500	SH	DEFINED
MONSTER WORLDWIDE	COM	611742107	399	13000	SH	DEFINED
MOODY'S COM	COM	615369105	3320	65000	SH	DEFINED
MORGAN ST DEAN WIT	COM	617446448	6958	129000	SH	DEFINED
MOTOROLA	COM	620076109	5765	261000	SH	DEFINED
NATIONAL CITY CORP	COM	635405103	2174	65000	SH	DEFINED
NATL SEMICONDUCTOR	COM	637640103	960	36500	SH	DEFINED
NATUZZI ADR (1 ORD)	ADR	63905A101	1492	181340	SH	DEFINED

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NETWORK APPL	COM	64120L104	878	37000	SH	DEFINED
NEWELL RUBBERMAID	COM	651229106	680	30000	SH	DEFINED
NEWMONT MINING	COM	651639106	3066	65000	SH	DEFINED
NEWS CORP - ORD	COM	65248E203	5940	360000	SH	DEFINED
NIKE B	COM	654106103	2042	25000	SH	DEFINED
NOBLE CORP	COM	G65422100	1883	27500	SH	DEFINED
NORFOLK SOUTHERN	COM	655844108	1825	45000	SH	DEFINED
NORTH FORK BANCORP	COM	659424105	2505	98250	SH	DEFINED
NORTHERN TRUST	COM	665859104	1264	25000	SH	DEFINED
NORTHROP GRUMMAN	COM	666807102	1957	36000	SH	DEFINED
NOVELL	COM	670006105	268	36000	SH	DEFINED
NOVELLUS SYSTEMS	COM	670008101	376	15000	SH	DEFINED
NUCOR	COM	670346105	1475	25000	SH	DEFINED
OCCIDENTAL PETROLEUM	COM	674599105	4699	55000	SH	DEFINED
OMNICOM GRP	COM	681919106	1848	22100	SH	DEFINED
ORACLE	COM	68389X105	5328	430000	SH	DEFINED
ORBOTECH COM	COM	M75253100	1564	62500	SH	DEFINED
P G & E	COM	69331C108	1766	45000	SH	DEFINED
PACCAR	COM	693718108	1256	18500	SH	DEFINED
PARKER HANNIFIN	COM	701094104	643	10000	SH	DEFINED
PAYCHEX	COM	704326107	1353	36500	SH	DEFINED
PEPSI BOTTLING GROUP	COM	713409100	714	25000	SH	DEFINED
PEPSICO CAP	COM	713448108	11478	202400	SH	DEFINED
PETROBAS 'A' - ADR	ADR	71654V408	3396	47500	SH	DEFINED
PFIZER	COM	717081103	19472	779800	SH	DEFINED
PHELPS DODGE COM	COM	717265102	1299	10000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	1234	101187	SH	SOLE
PITNEY BOWES	COM	724479100	1044	25000	SH	DEFINED
PIXELWORKS INC COM STK USD0.01	COM	72581M107	110	16625	SH	SOLE
PPG INDUSTRIES	COM	693506107	1184	20000	SH	DEFINED
PPL	COM	69351T106	1293	40000	SH	DEFINED
PRAXAIR	COM	74005P104	1582	33000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1658	35000	SH	DEFINED
PROCTER & GAMBLE	COM	742718109	18433	310000	SH	DEFINED
PROGRESS ENERGY	COM	743263105	895	20000	SH	DEFINED
PROGRESSIVE CORP	COM	743315103	2095	20000	SH	DEFINED
PROKOM SOFT GDR REGS	GDR	743394207	627	35000	SH	DEFINED
PRUDENTIAL FINANCIAL	COM	744320102	4662	69000	SH	DEFINED
PUBLIC SERVICE ENT	COM	744573106	3186	49500	SH	DEFINED
PULTE HOME	COM	745867101	1116	26000	SH	DEFINED
QLOGIC	COM	747277101	513	15000	SH	DEFINED
QUALCOMM	COM	747525103	7608	170000	SH	DEFINED
QUEST DIAGNOSTICS	COM	74834L100	1061	21000	SH	DEFINED
QWEST COMMS INTL	COM	749121109	759	185000	SH	DEFINED
RADIOSHACK	COM	750438103	397	16000	SH	DEFINED
RAYTHEON	COM	755111507	1901	50000	SH	DEFINED
ROBERT HALF	COM	770323103	587	16500	SH	DEFINED
ROC TAIWAN FUND SBI	COM	874037104	648	132882	SH	DEFINED
ROCKWELL AUTOMATION	COM	773903109	1058	20000	SH	DEFINED
ROCKWELL COLLINS	COM	774341101	966	20000	SH	DEFINED
ROHM & HAAS	COM	775371107	1440	35000	SH	DEFINED
RR DONNELLEY & SONS	COM	257867101	816	22000	SH	DEFINED
SAFEWAY	COM	786514208	1152	45000	SH	DEFINED
SANMINA-SCI CORPORATION	COM	800907107	236	55000	SH	DEFINED
SARA LEE	COM	803111103	948	50000	SH	DEFINED
SBC COMMUNICATIONS	COM	78387G103	8270	345000	SH	DEFINED
SCHERING PLOUGH	COM	806605101	3284	156000	SH	DEFINED
SCHLUMBERGER	COM	806857108	5063	60000	SH	DEFINED
SCHWAB (CHARLES)	COM	808513105	1717	119000	SH	DEFINED
SEARS HOLDINGS	COM	812350106	1245	10010	SH	DEFINED
SEMPRA ENERGY	COM	816851109	1647	35000	SH	DEFINED
SENOXYX INC COM STK USD0.001	COM	81724Q107	204	12000	SH	SOLE

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SIEBEL SYSTEMS	COM	826170102	620	60000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	512	8000	SH	DEFINED
SK TELECOM ADS	COM	78440P108	2730	125000	SH	DEFINED
SLM CORP	COM	78442P106	3862	72000	SH	DEFINED
SOLETRON	COM	834182107	381	97550	SH	DEFINED
SOUTHERN CO	COM	842587107	2682	75000	SH	DEFINED
SOUTHWEST AIRLINES	COM	844741108	1195	80500	SH	DEFINED
SPRINT (FON GRP)	COM	852061100	7805	328227	SH	DEFINED
ST JUDE MEDICAL	COM	790849103	1591	34000	SH	DEFINED
ST PAULS TRAVELLERS	COM	792860108	3141	70000	SH	DEFINED
STANLEY WORKS	COM	854616109	584	12500	SH	DEFINED
STAPLES	COM	855030102	2430	114000	SH	DEFINED
STARBUCKS	COM	855244109	1804	36000	SH	DEFINED
STARWOOD HOTEL & RES CLB	COM	85590A203	1658	29000	SH	DEFINED
STATE STREET	COM	857477103	1761	36000	SH	DEFINED
STRYKER	COM	863667101	1977	40000	SH	DEFINED
SUN MICROSYSTEMS	COM	866810104	1215	310000	SH	DEFINED
SUNTRUST BANKS	COM	867914103	2604	37500	SH	DEFINED
SYMANTEC	COM	871503108	2959	130589	SH	DEFINED
SYSCO	COM	871829107	2510	80000	SH	DEFINED
TELE NORTE LESTE ADR	ADR	879246106	661	40000	SH	DEFINED
TELEFONOS DE MEXI ADR(10)	ADR	879403707	3255	155000	SH	DEFINED
TELEFONOS MEXICO ADR(20L)	ADR	879403780	2467	116000	SH	DEFINED
TELLABS	COM	879664100	631	60000	SH	DEFINED
TEMPLE INLAND	COM	879868107	409	10000	SH	DEFINED
TENET HEALTHCARE	COM	88033G100	562	50000	SH	DEFINED
TERADYNE	COM	880770102	330	20000	SH	DEFINED
TEXAS INSTRUMENTS	COM	882508104	6102	180000	SH	DEFINED
TEXTRON	COM	883203101	1399	19500	SH	DEFINED
TIFFANY	COM	886547108	597	15000	SH	DEFINED
TIME WARNER	COM	887317105	9236	510000	SH	DEFINED
TJX	COM	872540109	1638	80000	SH	DEFINED
TRANSOCEAN INC	COM	G90078109	2452	40000	SH	DEFINED
TRIBUNE	COM	896047107	1457	43000	SH	DEFINED
TXU	COM	873168108	3274	29000	SH	DEFINED
TYCO INTERNATIONAL	COM	902124106	5821	209000	SH	DEFINED
UNION PACIFIC	COM	907818108	1936	27000	SH	DEFINED
UNISYS	COM	909214108	199	30000	SH	DEFINED
UNITED PARCEL SERVICE	COM	911312106	7950	115000	SH	DEFINED
UNITEDHEALTH GRP	COM	91324P102	9723	173000	SH	DEFINED
US BANCORP	COM	902973304	5574	198500	SH	DEFINED
UST	COM	902911106	419	10000	SH	DEFINED
UTD TECHNOLOGIES	COM	913017109	5962	115000	SH	DEFINED
VA LINUX SYSTEMS	COM	91819B105	77	51609	SH	SOLE
VALERO ENERGY	COM	91913Y100	2940	26000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	9284	284000	SH	DEFINED
VIACOM CL B N/VTG	COM	925524308	5117	155000	SH	DEFINED
VULCAN MATERIALS	COM	929160109	742	10000	SH	DEFINED
WACHOVIA CORP 2ND NEW	COM	929903102	9726	204370	SH	DEFINED
WAL MART STORES	COM	931142103	12248	279500	SH	DEFINED
WALGREEN	COM	931422109	4780	110000	SH	DEFINED
WASHINGTON MUTUAL	COM	939322103	3530	90000	SH	DEFINED
WASTE MANAGEMENT	COM	94106L109	1659	58000	SH	DEFINED
WELLPOINT	COM	94973V107	5004	66000	SH	DEFINED
WELLS FARGO	COM	949746101	10250	175000	SH	DEFINED
WENDYS INTL	COM	950590109	564	12500	SH	DEFINED
WEYERHAEUSER	COM	962166104	1684	24500	SH	DEFINED
WHIRLPOOL	COM	963320106	606	8000	SH	DEFINED
WILLIAMS	COM	969457100	1503	60000	SH	DEFINED
WRIGLEY	COM	982526105	1653	23000	SH	DEFINED
WYETH	COM	983024100	6709	145000	SH	DEFINED
XCEL ENERGY	COM	98389B100	784	40000	SH	DEFINED

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XEROX	COM	984121103	1310	96000	SH	DEFINED
XILINX	COM	983919101	989	35500	SH	DEFINED
XTO ENERGY	COM	98385X106	2024	44666	SH	DEFINED
YAHOO	COM	984332106	4687	138500	SH	DEFINED
YUM BRANDS	COM	988498101	1404	29000	SH	DEFINED
ZIMMER	COM	98956P102	2583	37500	SH	DEFINED
ZIONS BANK	COM	989701107	783	11000	SH	DEFINED

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