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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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28-_____

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 396

Form 13F Information Table Value Total: \$ 1,221,734

(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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