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BP PLC
Form 13F-HR
May 08, 2003

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2003

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	1 May 2003
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[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
28-_____	_____

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 323

Form 13F Information Table Value Total: \$ 1,048,590

(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
02	28-00312	BP Corporation North America Inc.

BP P.L.C.
FORM 13F INFORMATION TABLE
MARCH 31, 2003

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (\$000)	SHARES/ PRN AMT	SH/ PRN	INVESTMENT DISCRETION	OTHER MANAGERS
1ST DATA CPUSD0.01	COM	319963104	3,738	101,000	SH	DEFINED	01
3M	COM	604059105	6,502	50,000	SH	DEFINED	01
5TH 3RD BANCO NPV	COM	316773100	3,460	69,000	SH	DEFINED	01
ABBOTT LABS	COM	002824100	6,657	177,000	SH	DEFINED	01
ADOBE SYSTEMS	COM	00724F101	1,233	40,000	SH	DEFINED	01
AFLAC\$0.10	COM	001055102	2,035	63,500	SH	DEFINED	01
AIR PROD&CHEM	COM	009158106	1,657	40,000	SH	DEFINED	01
ALBERTSON'S	COM	013104104	660	35,000	SH	DEFINED	01
ALCOA INC	COM	013817101	2,035	105,000	SH	DEFINED	01
ALLOS THERAPEUTICS	COM	019777101	177	44,172	SH	DEFINED	02
ALLSTATE CORP\$0.01	COM	020002101	2,488	75,000	SH	DEFINED	01
ALLTEL	COM	020039103	1,790	40,000	SH	DEFINED	01
ALTERA CP	COM	021441100	542	40,000	SH	DEFINED	01
ALTRIA GRP INC	COM	718154107	6,741	225,000	SH	DEFINED	01
AMAZON COM	COM	023135106	1,041	40,000	SH	DEFINED	01
AMBAC FIN	COM	023139108	505	10,000	SH	DEFINED	01
AMER EXPRS	COM	025816109	4,984	150,000	SH	DEFINED	01

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AMER INT GR	COM	026874107	15,127	305,905	SH	DEFINED	01
AMER MOV ADR20	ADR	02364W105	802	60,000	SH	DEFINED	01
AMER MOV ADR20	ADR	02364W204	1,305	100,000	SH	DEFINED	01
AMEREN\$0.01	COM	023608102	1,367	35,000	SH	DEFINED	01
AMGEN\$0.0001	COM	031162100	9,093	158,000	SH	DEFINED	01
AMSOUTH BNCP	COM	032165102	895	45,000	SH	DEFINED	01
ANADARKO PET	COM	032511107	1,365	30,000	SH	DEFINED	01
ANALOG\$0.166	COM	032654105	1,100	40,000	SH	DEFINED	01
ANHEUSER	COM	035229103	4,792	102,800	SH	DEFINED	01
AOL TIME WARNER	COM	00184A105	5,104	470,000	SH	DEFINED	01
APACHE CORP\$1.25	COM	037411105	1,297	21,000	SH	DEFINED	01
APP MATERIAL	COM	038222105	2,554	203,000	SH	DEFINED	01
APPLE COM NPV	COM	037833100	566	40,000	SH	DEFINED	01
APPLERA BIOSYS	COM	693325102	317	20,000	SH	DEFINED	01
ARGLNT TECH	COM	00846U101	502	38,140	SH	DEFINED	01
AT&T CORP	COM	001957505	1,343	82,909	SH	DEFINED	01
AT&T WIRELESS	COM	00209A106	2,244	340,000	SH	DEFINED	01
AT&T-LIB MED CORP	COM	530718105	3,028	311,200	SH	DEFINED	01
AUTO DATA\$0.10	COM	053015103	2,001	65,000	SH	DEFINED	01
AVON PRODS	COM	054303102	1,712	30,000	SH	DEFINED	01
BAKER HUGHES\$1	COM	057224107	1,497	50,000	SH	DEFINED	01
BANK ONE CP	COM	06423A103	5,557	160,500	SH	DEFINED	01
BAXTER INTL	COM	071813109	1,603	86,000	SH	DEFINED	01
BB&T CP USD5	COM	054937107	1,886	60,000	SH	DEFINED	01
BEA SYSTEM\$0.001	COM	073325102	611	60,000	SH	DEFINED	01
BECTON DICK\$1	COM	075887109	861	25,000	SH	DEFINED	01
BELLSOUTH	COM	079860102	4,551	210,000	SH	DEFINED	01
BERKSHIRE HATH'A'	COM	084670108	9,570	150	SH	DEFINED	01
BEST BUY\$0.10	COM	086516101	1,011	37,500	SH	DEFINED	01
BIOGEN	COM	090597105	419	14,000	SH	DEFINED	01
BK NEWYORK\$7.50	COM	064057102	1,742	85,000	SH	DEFINED	01
BK OF AMER USD.01	COM	060505104	2,700	190,000	SH	DEFINED	01
BLACK&DECKER\$0.50	COM	091797100	697	20,000	SH	DEFINED	01
BLOCK (H&R) NPV	COM	093671105	1,067	25,000	SH	DEFINED	01
BMC SOFTWARE	COM	055921100	679	45,000	SH	DEFINED	01
BOEING	COM	097023105	2,205	88,000	SH	DEFINED	01
BOSTON SCIEN \$0.01	COM	101137107	1,834	45,000	SH	DEFINED	01
BROADCOM	COM	111320107	259	21,000	SH	DEFINED	01
BRSTL-MYER SQ!0.10	COM	110122108	4,564	216,000	SH	DEFINED	01
BURLINGTN RES\$0.01	COM	122014103	1,431	30,000	SH	DEFINED	01
BURLINGTON N. NPV	COM	12189T104	1,195	48,000	SH	DEFINED	01
CAP1 FINL	COM	14040H105	750	25,000	SH	DEFINED	01
CARDINAL HLTH NPV	COM	14149Y108	3,561	62,500	SH	DEFINED	01
CARNIVAL	COM	143658102	1,567	65,000	SH	DEFINED	01
CARSO GBL SPN.ADR	ADR	14574P107	1,309	640,000	SH	DEFINED	01
CATERPILLAR	COM	149123101	2,927	59,500	SH	DEFINED	01
CEMX ADR 5 CPO	ADR	151290889	2,442	140,000	SH	DEFINED	01
CENDANT\$0.01	COM	151313103	1,524	120,000	SH	DEFINED	01
CERIDIAN	COM	15677T106	419	30,000	SH	DEFINED	01
CHEVRONTTEXACO	COM	166751107	8,084	125,050	SH	DEFINED	01
CHUBB CORP!1	COM	171232101	886	20,000	SH	DEFINED	01
CIENA CP\$0.01	COM	171779101	218	50,000	SH	DEFINED	01
CIGNA CP	COM	125509109	777	17,000	SH	DEFINED	01
CINERGY\$0.01	COM	172474108	740	22,000	SH	DEFINED	01
CISCO SYSTEMS	COM	17275R102	10,773	830,000	SH	DEFINED	01
CITIGROUP USD0.01	COM	172967101	19,281	559,669	SH	DEFINED	01
CITRIX SYS	COM	177376100	395	30,000	SH	DEFINED	01
CLEAR CHANNL	COM	184502102	2,374	70,000	SH	DEFINED	01
COCA COLA!0.25	COM	191216100	10,363	256,000	SH	DEFINED	01
COCA-COLA ENT\$1	COM	191219104	748	40,000	SH	DEFINED	01
COLGATE-PALMOLIVE	COM	194162103	4,524	83,100	SH	DEFINED	01
COMCAST CORP (NEW)	COM	20030N200	3,574	130,000	SH	DEFINED	01

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COMCAST'A'	COM	20030N101	4,120	144,105	SH	DEFINED	01
COMERICA\$5	COM	200340107	833	22,000	SH	DEFINED	01
COMP SCIENCES\$1	COM	205363104	651	20,000	SH	DEFINED	01
COMVERSE TEC	COM	205862402	339	30,000	SH	DEFINED	01
CONOCOPHILLIPS	COM	718507106	3,756	70,077	SH	DEFINED	01
CONSL EDISON!0.10	COM	209115104	2,308	60,000	SH	DEFINED	01
CORNING\$0.50	COM	219350105	438	75,000	SH	DEFINED	01
COSTCO WHLESLE	COM	22160K105	1,862	62,000	SH	DEFINED	01
COX COMM'A'\$1	COM	224044107	933	30,000	SH	DEFINED	01
CSX CORP	COM	126408103	970	34,000	SH	DEFINED	01
CVS CORP	COM	126650100	1,431	60,000	SH	DEFINED	01
DARDEN RESTCSN	COM	237194105	357	20,000	SH	DEFINED	01
DEERE&CO!1	COM	244199105	1,374	35,000	SH	DEFINED	01
DELL COMPUTER!0.01	COM	247025109	8,056	295,000	SH	DEFINED	01
DEVON ENERGY	COM	25179M103	964	20,000	SH	DEFINED	01
DLP AUTO SYSM	COM	247126105	410	60,000	SH	DEFINED	01
DOLLAR GEN!0.50	COM	256669102	565	46,250	SH	DEFINED	01
DOMINION RES(VIRG)	COM	257470104	3,045	55,000	SH	DEFINED	01
DOW CHEM	COM	260543103	3,313	120,000	SH	DEFINED	01
DTE ENRGY	COM	233331107	734	19,000	SH	DEFINED	01
DU PONTC/TUSD0.30	COM	263534109	5,246	135,000	SH	DEFINED	01
DUKE ENGY NPV	COM	264399106	1,309	90,000	SH	DEFINED	01
EATON CORP	COM	278058102	839	12,000	SH	DEFINED	01
EBAY IUSD0.01	COM	278642103	2,218	26,000	SH	DEFINED	01
ECOLAB\$1	COM	278865100	740	15,000	SH	DEFINED	01
ELE DTA SYS\$0.01	COM	285661104	528	30,000	SH	DEFINED	01
ELEC ARTS	COM	285512109	880	15,000	SH	DEFINED	01
EMC CORP\$0.01	COM	268648102	1,735	240,000	SH	DEFINED	01
EMERSON ELEC\$1	COM	291011104	2,267	50,000	SH	DEFINED	01
ENGELHARD	COM	292845104	643	30,000	SH	DEFINED	01
EQTY OFCE USD0.01	COM	294741103	1,273	50,000	SH	DEFINED	01
EXELON CP NPV	COM	30161N101	2,016	40,000	SH	DEFINED	01
EXULT INC.	COM	302284104	40,442	5,517,392	SH	SOLE	
EXXON MOB	COM	30231G102	28,309	810,000	SH	DEFINED	01
FANNIE MAE	COM	313586109	7,450	114,000	SH	DEFINED	01
FED DEPT US\$0.01	COM	31410H101	560	20,000	SH	DEFINED	01
FEDEX CORP	COM	31428X106	1,542	28,000	SH	DEFINED	01
FIRST ENERGY USD.1	COM	337932107	945	30,000	SH	DEFINED	01
FLEET BSTN FINL	COM	339030108	2,603	109,000	SH	DEFINED	01
FLUOR	COM	343861100	674	20,000	SH	DEFINED	01
FOM ECON ADR	ADR	344419106	998	30,000	SH	DEFINED	01
FORD MTR	COM	345370860	1,520	202,097	SH	DEFINED	01
FOREST LABS	COM	345838106	540	10,000	SH	DEFINED	01
FOX ENT GRP'A'	COM	35138T107	933	35,000	SH	DEFINED	01
FPL GR\$0.01	COM	302571104	1,591	27,000	SH	DEFINED	01
FRANKLIN RES	COM	354613101	658	20,000	SH	DEFINED	01
FRED MAC USD0.21	COM	313400301	3,478	65,500	SH	DEFINED	01
GANNETT CO\$1	COM	364730101	3,127	44,400	SH	DEFINED	01
GAP INC\$0.05	COM	364760108	1,232	85,000	SH	DEFINED	01
GEN ELEC	COM	369604103	27,922	1,095,000	SH	DEFINED	01
GEN MOT 'H'USD0.10	COM	370442832	616	55,000	SH	DEFINED	01
GEN MOTORS	COM	370442105	1,765	52,500	SH	DEFINED	01
GENERAL MLS\$0.1	COM	370334104	2,733	60,000	SH	DEFINED	01
GILLETTE CO\$1	COM	375766102	3,589	116,000	SH	DEFINED	01
GLBSANFE CORP	COM	G3930E101	962	46,600	SH	DEFINED	01
GLD SACHS	COM	38141G104	783	11,500	SH	DEFINED	01
GOLDEN WEST\$0.10	COM	381317106	1,079	15,000	SH	DEFINED	01
GPO CARSO SPN.ADR	ADR	400485207	475	100,000	SH	DEFINED	01
GRAINGER\$0.50	COM	384802104	644	15,000	SH	DEFINED	01
GRUPO TELE SP GDR	GDR	40049J206	1,132	45,000	SH	DEFINED	01
GUIDNT CRP NPV	COM	401698105	1,014	28,000	SH	DEFINED	01
HARLEY DAVID\$0.01	COM	412822108	1,727	43,500	SH	DEFINED	01

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HARRAHS ENT\$0.10	COM	413619107	411	11,500	SH	DEFINED	01
HARTFORD FINL USD	COM	416515104	1,390	39,400	SH	DEFINED	01
HCA INC	COM	404119109	2,999	72,500	SH	DEFINED	01
HEINZ (HJ)	COM	423074103	1,095	37,500	SH	DEFINED	01
HELL TELECOM ADS	COM	423325307	131	27,778	SH	DEFINED	01
HERSHEY FOODS\$1	COM	427866108	627	10,000	SH	DEFINED	01
HEWLETT-PKARD\$0.01	COM	428236103	5,287	340,000	SH	DEFINED	01
HILTON HOTELS\$2.50	COM	432848109	581	50,000	SH	DEFINED	01
HNYWELL INTL	COM	438516106	1,816	85,000	SH	DEFINED	01
HOME DEPOT\$0.05	COM	437076102	6,358	261,000	SH	DEFINED	01
HSEHLD INTL	COM	441815107	86,014	3,041,500	SH	DEFINED	01
IBM	COM	459200101	14,510	185,000	SH	DEFINED	01
ILL TOOL NPV	COM	452308109	2,326	40,000	SH	DEFINED	01
INDIA FUND	COM	454089103	3,174	309,637	SH	DEFINED	01
INGRSL-RND'A'	COM	G4776G101	1,081	28,000	SH	DEFINED	01
INT PAPER !1	COM	460146103	2,028	60,000	SH	DEFINED	01
INTEL	COM	458140100	12,861	790,000	SH	DEFINED	01
INTERPUB\$0.10	COM	460690100	186	20,000	SH	DEFINED	01
INTUIT 0.01	COM	461202103	751	20,200	SH	DEFINED	01
IONA TECH ADR	ADR	46206P109	135	65,000	SH	DEFINED	01
ITT INDUST	COM	450911102	1,068	20,000	SH	DEFINED	01
J HANCOCK FIN SER	COM	410145106	1,111	40,000	SH	DEFINED	01
JANUS CAP GRP INC	COM	860831106	228	20,000	SH	DEFINED	01
JDS UNIPHASE CRP	COM	46612J101	307	107,700	SH	DEFINED	01
JOHNSN CNTL\$0.1666	COM	478366107	1,449	20,000	SH	DEFINED	01
JOHNSN&JOHNSN	COM	478160104	18,958	327,600	SH	DEFINED	01
JP MORGAN CHASE (CS)	COM	46625H100	13,325	562,007	SH	DEFINED	01
KELLOGG\$0.25	COM	487836108	1,303	42,500	SH	DEFINED	01
KERR-MCGEE\$1	COM	492386107	1,218	30,000	SH	DEFINED	01
KEYCORP\$1	COM	493267108	1,184	52,500	SH	DEFINED	01
KIMBERLY CLK ADR	ADR	494368204	391	34,000	SH	DEFINED	01
KIMBERLY-CL\$1.25	COM	494368103	2,637	58,000	SH	DEFINED	01
KLA TENCOR	COM	482480100	970	27,000	SH	DEFINED	01
KOHL'S CORP	COM	500255104	2,037	36,000	SH	DEFINED	01
KRFT FDS INC'A'	COM	50075N104	1,974	70,000	SH	DEFINED	01
KROGER\$1	COM	501044101	1,052	80,000	SH	DEFINED	01
LASON SYS\$0.01	COM	51808R107	0	1,824	SH	DEFINED	01
LEHMAN BROS\$0.10	COM	524908100	1,848	32,000	SH	DEFINED	01
LEXMARK INTL'A'\$	COM	529771107	1,339	20,000	SH	DEFINED	01
LILLY ELI	COM	532457108	7,001	122,500	SH	DEFINED	01
LINCOLN NATL	COM	534187109	560	20,000	SH	DEFINED	01
LINEAR TECH NPV	COM	535678106	926	30,000	SH	DEFINED	01
LOCK MARTIN	COM	539830109	2,615	55,000	SH	DEFINED	01
LOWE'S COS\$0.50	COM	548661107	4,245	104,000	SH	DEFINED	01
LSI LOGIC	COM	502161102	158	35,000	SH	DEFINED	01
LTD INC	COM	532716107	644	50,000	SH	DEFINED	01
M.B.N.A.\$0.01	COM	55262L100	2,032	135,000	SH	DEFINED	01
MANULIFE FINL CORP COM (ARCO)	COM	56501R106	57,645	2,408,906	SH	SOLE	
MARATHON OIL	COM	565849106	719	30,000	SH	DEFINED	01
MARRIOTT INT'A'	COM	571903202	1,272	40,000	SH	DEFINED	01
MARSH&MCLN	COM	571748102	3,496	82,000	SH	DEFINED	01
MASCO CORPN\$1	COM	574599106	1,490	80,000	SH	DEFINED	01
MATAV RT ADS	COM	576561104	839	50,000	SH	DEFINED	01
MATTEL INC\$1	COM	577081102	900	40,000	SH	DEFINED	01
MAXIM INTER USD	COM	57772K101	1,336	37,000	SH	DEFINED	01
MBIA INC	COM	55262C100	580	15,000	SH	DEFINED	01
MCDONALD'S	COM	580135101	2,097	145,000	SH	DEFINED	01
MCGRAW HILL\$1	COM	580645109	1,279	23,000	SH	DEFINED	01
MCKESSON CORP	COM	58155Q103	997	40,000	SH	DEFINED	01
MEADWESTVACO	COM	583334107	456	20,000	SH	DEFINED	01
MEDIMMUNE	COM	584699102	1,559	47,500	SH	DEFINED	01
MEDTRONIC INC\$0.10	COM	585055106	6,181	137,000	SH	DEFINED	01

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MELLON FINL	COM	58551A108	946	44,500	SH	DEFINED	01
MERANT	COM	587336108	931	99,000	SH	DEFINED	01
MERCK&CO NPV	COM	589331107	14,298	261,000	SH	DEFINED	01
MERRIL LYNCH	COM	590188108	3,168	89,500	SH	DEFINED	01
METLIFE INC	COM	59156R108	1,715	65,000	SH	DEFINED	01
MGN STN	COM	617446448	4,660	121,500	SH	DEFINED	01
MICRON TECH	COM	595112103	733	90,000	SH	DEFINED	01
MICROSOFT	COM	594918104	30,020	1,240,000	SH	DEFINED	01
MILLNUM PHARM	COM	599902103	275	35,000	SH	DEFINED	01
MOLEX	COM	608554101	752	35,000	SH	DEFINED	01
MOODYS	COM	615369105	1,965	42,500	SH	DEFINED	01
MOTOROLA	COM	620076109	2,106	255,000	SH	DEFINED	01
N.FORK BANC	COM	659424105	1,045	35,500	SH	DEFINED	01
NAT CITY CORP	COM	635405103	1,810	65,000	SH	DEFINED	01
NAT SEMICON\$0.50	COM	637640103	341	20,000	SH	DEFINED	01
NATUZZI ADR	ADR	456478106	1,463	181,340	SH	DEFINED	01
NEWELL RUBBERMAID	COM	651229106	1,134	40,000	SH	DEFINED	01
NEWMONT\$1.60	COM	651639106	1,373	52,500	SH	DEFINED	01
NEXTL COMM INC	COM	65332V103	1,138	85,000	SH	DEFINED	01
NIKE'B'NPV	COM	654106103	1,285	25,000	SH	DEFINED	01
NORFOLK S.\$1	COM	655844108	928	50,000	SH	DEFINED	01
NRTHN TST	COM	665859104	776	25,500	SH	DEFINED	01
NRTHROP GRUM	COM	666807102	1,802	21,000	SH	DEFINED	01
NY TIMES	COM	650111107	1,489	34,500	SH	DEFINED	01
OMNICOM!0.50	COM	681919106	1,441	26,600	SH	DEFINED	01
ORACLE CP\$0.01	COM	68389X105	6,672	615,000	SH	DEFINED	01
ORBOTECH	COM	M75253100	696	62,500	SH	DEFINED	01
PAYCHEX	COM	704326107	1,511	55,000	SH	DEFINED	01
PENNEY(JC)CO\$0.50	COM	708160106	687	35,000	SH	DEFINED	01
PEOPLESFT 0.01	COM	712713106	536	35,000	SH	DEFINED	01
PEPSICO CAP STK\$	COM	713448108	8,196	204,900	SH	DEFINED	01
PER PERSER ADR144A	ADR	715680104	1,807	205,300	SH	DEFINED	01
PFIZER	COM	717081103	21,033	675,000	SH	DEFINED	01
PHMRC CRPRTN	COM	71713U102	6,978	161,150	SH	DEFINED	01
PHOENIX COS INC NEW	COM	71902E109	737	101,817	SH	SOLE	
PITNEY BOWES	COM	724479100	798	25,000	SH	DEFINED	01
PPG INDS\$1 2/3	COM	693506107	902	20,000	SH	DEFINED	01
PPL CP	COM	69351T106	1,050	29,500	SH	DEFINED	01
PRAXAIR\$0.01	COM	74005P104	845	15,000	SH	DEFINED	01
PRGRSS ENRGY	COM	743263105	1,566	40,000	SH	DEFINED	01
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	281	10,354	SH	SOLE	
PRKM SFW GDR RGS	GDR	743394207	511	35,000	SH	DEFINED	01
PROCTR&GMBLE	COM	742718109	13,536	152,000	SH	DEFINED	01
PRUDENT FINANCIAL	COM	744320102	585	20,000	SH	DEFINED	01
PUBLIC SERV NPV	COM	744573106	917	25,000	SH	DEFINED	01
QUALCOMM	COM	747525103	3,245	90,000	SH	DEFINED	01
RAYTHEON CO	COM	755111507	1,418	50,000	SH	DEFINED	01
RCHTR GEDN GDR'RS'	GDR	368467304	4,536	72,000	SH	DEFINED	01
RCKWLL CLLNS	COM	774341101	551	30,000	SH	DEFINED	01
ROC TAIWN SHS BEN	COM	749651105	813	220,284	SH	DEFINED	01
ROCKWELL AUTO	COM	773903109	621	30,000	SH	DEFINED	01
ROHM&HAAS	COM	775371107	447	15,000	SH	DEFINED	01
SAFEWAY INC\$0.01	COM	786514208	852	45,000	SH	DEFINED	01
SANMINA CORP	COM	800907107	404	100,000	SH	DEFINED	01
SARA LEE	COM	803111103	2,150	115,000	SH	DEFINED	01
SBC COMM\$1	COM	78387G103	7,222	360,000	SH	DEFINED	01
SCHERING-PLOUGH	COM	806605101	2,443	137,000	SH	DEFINED	01
SCHLMBGR!1	COM	806857108	2,281	60,000	SH	DEFINED	01
SCHWAB CHARL\$0.01	COM	808513105	939	130,000	SH	DEFINED	01
SEARS ROE!0.75	COM	812387108	966	40,000	SH	DEFINED	01
SIEBEL SYS\$0.001	COM	826170102	481	60,000	SH	DEFINED	01
SIGMA ALDRICH\$1	COM	826552101	667	15,000	SH	DEFINED	01

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SIMON PROP	COM	828806109	932	26,000	SH	DEFINED	01
SLM CORP	COM	78442P106	2,662	24,000	SH	DEFINED	01
SOLECTRON 0.001	COM	834182107	385	127,550	SH	DEFINED	01
SOUTHERN CO\$5	COM	842587107	4,607	162,000	SH	DEFINED	01
SPRINT CR(PCS GRP)	COM	852061506	436	100,000	SH	DEFINED	01
SPRINT\$2.50	COM	852061100	1,175	100,000	SH	DEFINED	01
SPX	COM	784635104	290	8,500	SH	DEFINED	01
ST PAUL COS NPV	COM	792860108	1,113	35,000	SH	DEFINED	01
STAPLES USD	COM	855030102	1,393	76,000	SH	DEFINED	01
STARBUCK NPV	COM	855244109	824	32,000	SH	DEFINED	01
STARWD HOTELS'B'	COM	85590A203	690	29,000	SH	DEFINED	01
STATE ST CP\$1	COM	857477103	1,139	36,000	SH	DEFINED	01
STET HELL TEL ADR	ADR	859823106	461	57,737	SH	DEFINED	01
STRYKER CORP\$0.10	COM	863667101	1,030	15,000	SH	DEFINED	01
SUN MICRO	COM	866810104	1,271	390,000	SH	DEFINED	01
SW AIR\$1	COM	844741108	1,292	90,000	SH	DEFINED	01
SYNOVUS FNCL	COM	87161C105	930	52,000	SH	DEFINED	01
SYSCO CORP\$1	COM	871829107	2,562	100,700	SH	DEFINED	01
TARGET CP	COM	87612E106	2,692	92,000	SH	DEFINED	01
TCF FINCL	COM	872275102	801	20,000	SH	DEFINED	01
TEFNDS MEX ADR	ADR	879403707	3,962	135,000	SH	DEFINED	01
TELE MEX ADS	COM	879403780	669	22,500	SH	DEFINED	01
TEMPLE-INLAND\$1	COM	879868107	374	10,000	SH	DEFINED	01
TENET HLTH	COM	88033G103	919	55,000	SH	DEFINED	01
TERADYNE	COM	880770102	233	20,000	SH	DEFINED	01
TEXAS INST\$1	COM	882508104	3,438	210,000	SH	DEFINED	01
TEXTRON INC\$0.125	COM	883203101	824	30,000	SH	DEFINED	01
THERASENSE INC	COM	883381105	774	115,865	SH	DEFINED	02
TJX CO!1	COM	872540109	1,056	60,000	SH	DEFINED	01
TRANSOCN INC	COM	G90078109	818	40,000	SH	DEFINED	01
TRAV PROP CAS'B'	COM	89420G406	1,468	104,037	SH	DEFINED	01
TRAV PRP CAS'A'	COM	89420G109	211	15,000	SH	DEFINED	01
TRIBUNE(DEL)NPV	COM	896047107	1,913	42,500	SH	DEFINED	01
TYCO INT LD	COM	902124106	2,894	225,000	SH	DEFINED	01
UNION PAC CORP	COM	907818108	1,623	29,500	SH	DEFINED	01
UNISYS CP	COM	909214108	278	30,000	SH	DEFINED	01
UNITEDHEALTH GRP	COM	910581107	4,538	49,500	SH	DEFINED	01
UPS'B'	COM	911312106	2,023	35,500	SH	DEFINED	01
US BANCORP	COM	917292104	3,796	200,000	SH	DEFINED	01
UST INC(DEL)\$0.50	COM	902911106	966	35,000	SH	DEFINED	01
UTD TECH	COM	913017109	4,334	75,000	SH	DEFINED	01
VERITAS SFTWRE NPV	COM	923436109	615	35,000	SH	DEFINED	01
VERIZON COMM	COM	92343V104	10,580	299,300	SH	DEFINED	01
VIACOM N.VTG'B'	COM	925524308	7,140	195,500	SH	DEFINED	01
VIVND UNI ADR	ADR	92851S204	150	11,200	SH	DEFINED	01
W.DISNEY HDS DIS	COM	254687106	3,608	212,000	SH	DEFINED	01
WACHOVIA CRP USD	COM	337358105	6,030	177,000	SH	DEFINED	01
WAL MART STRS\$0.10	COM	931142103	19,771	380,000	SH	DEFINED	01
WALGREEN	COM	931422109	3,532	119,800	SH	DEFINED	01
WASH MUT	COM	939322103	3,774	107,000	SH	DEFINED	01
WASTE MGMT	COM	94106L109	2,012	95,000	SH	DEFINED	01
WELLPOINT\$0.01	COM	94973H108	1,190	15,500	SH	DEFINED	01
WELLS FARGO	COM	949746101	9,088	202,000	SH	DEFINED	01
WEYERHAEUSER\$1.25	COM	962166104	2,352	49,168	SH	DEFINED	01
WYETH	COM	983024100	6,051	160,000	SH	DEFINED	01
X1LINX\$0.01	COM	983919101	936	40,000	SH	DEFINED	01
YAHOO INC	COM	984332106	1,201	50,000	SH	DEFINED	01
ZIMMER HOLDINGS	COM	98956P102	973	20,000	SH	DEFINED	01

TOTAL

1,048,590

