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BP PLC  
Form 13F-HR  
August 11, 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: June 30, 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: Mr. Peter B.P. Bevan  
Title: Executive Vice President and Group General Counsel  
Phone: 020 7496 4013

Signature, Place, and Date of Signing:

/s/Peter B. Pugh Bevan ----- [Signature]	City of London ----- [City, State]	7 August 2003_ ----- [Date]
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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:	330	
Form 13F Information Table Value Total:	\$ 1,096,495	
	(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  
 JUNE 30, 2003

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (\$000)	SHARES/ PRN AMT	SH/ PRN	INVESTMENT DISCRETION	OTHER MANAGERS
1ST DATA CPUSD0.01	COM	319963104	4,185	101,000	SH	DEFINED	1
3COM CORP	COM	885535104	187	40,000	SH	DEFINED	1
3M	COM	88579Y101	5,998	46,500	SH	DEFINED	1
5TH 3RD BANCO NPV	COM	316773100	3,956	69,000	SH	DEFINED	1
ABBOTT LABS	COM	002824100	7,745	177,000	SH	DEFINED	1
ADOBE SYSTEMS	COM	00724F101	1,283	40,000	SH	DEFINED	1
AFLAC\$0.10	COM	001055102	1,953	63,500	SH	DEFINED	1
AIR PROD&CHEM	COM	009158106	1,664	40,000	SH	DEFINED	1
ALBERTSON'S	COM	013104104	672	35,000	SH	DEFINED	1
ALCOA INC	COM	013817101	2,677	105,000	SH	DEFINED	1
ALLOS THERAPEUTICS USD0.001	COM	019777101	134	44,172	SH	DEFINED	2
ALLSTATE CORP\$0.01	COM	02002101	3,030	85,000	SH	DEFINED	1
ALLTEL	COM	020039103	1,929	40,000	SH	DEFINED	1
ALTERA CP	COM	021441100	656	40,000	SH	DEFINED	1
ALTRIA GRP INC	COM	718154107	10,451	230,000	SH	DEFINED	1
AMAZON COM	COM	023135106	1,460	40,000	SH	DEFINED	1
AMBAC FIN	COM	023139108	663	10,000	SH	DEFINED	1
AMDOCS	COM	G02602103	480	20,000	SH	DEFINED	1

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AMER EXPRS	COM	025816109	5,958	142,500	SH	DEFINED	1
AMER INT GR	COM	026874107	16,604	300,905	SH	DEFINED	1
AMER MOV ADR20	ADR	02364W105	1,125	60,000	SH	DEFINED	1
AMER MOV ADR20	ADR	02364W204	1,827	100,000	SH	DEFINED	1
AMEREN\$0.01	COM	023608102	1,544	35,000	SH	DEFINED	1
AMGEN\$0.0001	COM	031162100	10,498	158,000	SH	DEFINED	1
AMSOUTH BNCP	COM	032165102	983	45,000	SH	DEFINED	1
ANADARKO PET	COM	032511107	1,334	30,000	SH	DEFINED	1
ANALOG\$0.166	COM	032654105	1,393	40,000	SH	DEFINED	1
ANHEUSER	COM	035229103	5,942	116,400	SH	DEFINED	1
AOL TIME WARNER	COM	00184A105	7,562	470,000	SH	DEFINED	1
APACHE CORP\$1.25	COM	037411105	1,366	21,000	SH	DEFINED	1
APP MATERIAL	COM	038222105	3,140	198,000	SH	DEFINED	1
APPLE COM NPV	COM	037833100	765	40,000	SH	DEFINED	1
APPLERA BIOSYS	COM	038020103	381	20,000	SH	DEFINED	1
ARGLNT TECH	COM	00846U101	978	50,000	SH	DEFINED	1
AT&T CORP	COM	001957505	1,596	82,909	SH	DEFINED	1
AT&T WIRELESS	COM	00209A106	2,463	300,000	SH	DEFINED	1
AT&T-LIB MED CORP	COM	530718105	3,597	311,200	SH	DEFINED	1
AUTO DATA\$0.10	COM	053015103	2,201	65,000	SH	DEFINED	1
AVON PRODS	COM	054303102	1,866	30,000	SH	DEFINED	1
BAKER HUGHES\$1	COM	057224107	1,259	37,500	SH	DEFINED	1
BANK ONE CP	COM	06423A103	4,833	130,000	SH	DEFINED	1
BAXTER INTL	COM	071813109	2,236	86,000	SH	DEFINED	1
BB&T CP USD5	COM	054937107	1,715	50,000	SH	DEFINED	1
BEA SYSTEM\$0.001	COM	073325102	652	60,000	SH	DEFINED	1
BECTON DICK\$1	COM	075887109	971	25,000	SH	DEFINED	1
BED BATH&BYND\$0.01	COM	075896100	776	20,000	SH	DEFINED	1
BELLSOUTH	COM	079860102	5,592	210,000	SH	DEFINED	1
BERKSHIRE HATH'A'	COM	084670108	10,150	140	SH	DEFINED	1
BEST BUY\$0.10	COM	086516101	1,647	37,500	SH	DEFINED	1
BK NEWYORK\$7.50	COM	064057102	2,013	70,000	SH	DEFINED	1
BK OF AMER USD.01	COM	060505104	15,016	190,000	SH	DEFINED	1
BLACK&DECKER\$0.50	COM	091797100	869	20,000	SH	DEFINED	1
BLOCK (H&R) NPV	COM	093671105	779	18,000	SH	DEFINED	1
BMC SOFTWARE	COM	055921100	735	45,000	SH	DEFINED	1
BOEING	COM	097023105	3,020	88,000	SH	DEFINED	1
BOSTON SCIEN \$0.01	COM	101137107	2,750	45,000	SH	DEFINED	1
BROADCOM	COM	111320107	523	21,000	SH	DEFINED	1
BRSTL-MYER SQ!0.10	COM	110122108	5,864	216,000	SH	DEFINED	1
BURLINGTN RES\$0.01	COM	122014103	1,622	30,000	SH	DEFINED	1
BURLINGTON N. NPV	COM	12189T104	1,081	38,000	SH	DEFINED	1
CAP1 FINL	COM	14040H105	738	15,000	SH	DEFINED	1
CARDINAL HLTH NPV	COM	14149Y108	4,019	62,500	SH	DEFINED	1
CARSO GBL SPN.ADR	ADR	14574P107	1,574	640,000	SH	DEFINED	1
CATERPILLAR	COM	149123101	2,755	49,500	SH	DEFINED	1
CEMX ADR 5 CPO	ADR	151290889	3,309	148,450	SH	DEFINED	1
CENDANT\$0.01	COM	151313103	2,198	120,000	SH	DEFINED	1
CERIDIAN	COM	15677T106	509	30,000	SH	DEFINED	1
CHEVRONTEXACO	COM	166751107	9,029	125,050	SH	DEFINED	1
CHUBB CORP!1	COM	171232101	900	15,000	SH	DEFINED	1
CIENA CP\$0.01	COM	171779101	260	50,000	SH	DEFINED	1
CIGNA CP	COM	125509109	798	17,000	SH	DEFINED	1
CINERGY\$0.01	COM	172474108	809	22,000	SH	DEFINED	1
CISCO SYSTEMS	COM	17275R102	13,519	810,000	SH	DEFINED	1
CITIGROUP USD0.01	COM	172967101	25,024	584,669	SH	DEFINED	1
CLEAR CHANNL	COM	184502102	2,967	70,000	SH	DEFINED	1
CNTRPNT ENRGY	COM	208251405	253	31,000	SH	DEFINED	1
COCA COLA!0.25	COM	191216100	11,881	256,000	SH	DEFINED	1
COCA-COLA ENT\$1	COM	191219104	726	40,000	SH	DEFINED	1
COLGATE-PALMOLIVE	COM	194162103	4,816	83,100	SH	DEFINED	1
COMCAST CORP (NEW)	COM	20030N200	4,480	155,400	SH	DEFINED	1

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COMCAST'A'	COM	20030N101	3,620	119,955	SH	DEFINED	1
COMERICA\$5	COM	200340107	1,023	22,000	SH	DEFINED	1
COMP SCIENCES\$1	COM	205363104	762	20,000	SH	DEFINED	1
COMVERSE TEC	COM	205862402	451	30,000	SH	DEFINED	1
CONOCOPHILLIPS	COM	718507106	3,840	70,077	SH	DEFINED	1
CONSL EDISON!0.10	COM	209115104	2,597	60,000	SH	DEFINED	1
CORNING\$0.50	COM	219350105	813	110,000	SH	DEFINED	1
COSTCO WHLESLE	COM	22160K105	2,269	62,000	SH	DEFINED	1
COX COMM'A'\$1	COM	224044107	957	30,000	SH	DEFINED	1
CRNVL CORP	COM	143658300	2,113	65,000	SH	DEFINED	1
CSX CORP	COM	126408103	1,023	34,000	SH	DEFINED	1
CVS CORP	COM	126650100	1,682	60,000	SH	DEFINED	1
DARDEN RESTCSN	COM	237194105	380	20,000	SH	DEFINED	1
DEERE&CO!1	COM	244199105	1,897	41,500	SH	DEFINED	1
DELL COMPUTER!0.01	COM	247025109	9,428	295,000	SH	DEFINED	1
DEVON ENERGY	COM	25179M103	1,068	20,000	SH	DEFINED	1
DLP AUTO SYSM	COM	247126105	518	60,000	SH	DEFINED	1
DOLLAR GEN!0.50	COM	256669102	845	46,250	SH	DEFINED	1
DOMINION RES(VIRG)	COM	257470104	3,535	55,000	SH	DEFINED	1
DOW CHEM	COM	260543103	3,406	110,000	SH	DEFINED	1
DTE ENRGY	COM	233331107	734	19,000	SH	DEFINED	1
DU PONTC/TUSD0.30	COM	263534109	5,621	135,000	SH	DEFINED	1
DUKE ENGY NPV	COM	264399106	1,496	75,000	SH	DEFINED	1
EATON CORP	COM	278058102	943	12,000	SH	DEFINED	1
EBAY IUSD0.01	COM	278642103	2,396	23,000	SH	DEFINED	1
ECOLAB\$1	COM	278865100	768	30,000	SH	DEFINED	1
EL PASO CP	COM	28368B102	525	65,000	SH	DEFINED	1
ELE DTA SYS\$0.01	COM	285661104	1,180	55,000	SH	DEFINED	1
ELEC ARTS	COM	285512109	1,110	15,000	SH	DEFINED	1
EMC CORP\$0.01	COM	268648102	2,513	240,000	SH	DEFINED	1
EMERSON ELEC\$1	COM	291011104	2,555	50,000	SH	DEFINED	1
ENGELHARD	COM	292845104	743	30,000	SH	DEFINED	1
ENTERGY\$0.01	COM	29364G103	1,320	25,000	SH	DEFINED	1
EQTY OFCE USD0.01	COM	294741103	1,351	50,000	SH	DEFINED	1
EXELON CP NPV	COM	30161N101	2,763	46,200	SH	DEFINED	1
EXULT INC.	COM	302284104	42,800	5,000,000	SH	SOLE	
EXXON MOB	COM	30231G102	28,728	800,000	SH	DEFINED	1
FANNIE MAE	COM	313586109	7,351	109,000	SH	DEFINED	1
FED DEPT US\$0.01	COM	31410H101	737	20,000	SH	DEFINED	1
FEDEX CORP	COM	31428X106	1,737	28,000	SH	DEFINED	1
FIRST ENERGY USD.1	COM	347471104	1,154	30,000	SH	DEFINED	1
FLEET BSTN FINL	COM	339030108	3,238	109,000	SH	DEFINED	1
FLUOR	COM	343861100	673	20,000	SH	DEFINED	1
FOM ECON ADR	ADR	344419106	1,236	30,000	SH	DEFINED	1
FORD MTR	COM	345370860	2,221	202,097	SH	DEFINED	1
FOREST LABS	COM	345838106	1,095	20,000	SH	DEFINED	1
FOX ENT GRP'A'	COM	35138T107	1,007	35,000	SH	DEFINED	1
FPL GR\$0.01	COM	302571104	2,340	35,000	SH	DEFINED	1
FRANKLIN RES	COM	354613101	1,172	30,000	SH	DEFINED	1
FRED MAC USD0.21	COM	313400301	3,325	65,500	SH	DEFINED	1
GANNETT CO\$1	COM	36473010	3,764	49,000	SH	DEFINED	1
GAP INC\$0.05	COM	364760108	1,595	85,000	SH	DEFINED	1
GEN ELEC	COM	369604103	31,405	1,095,000	SH	DEFINED	1
GEN MOT 'H'USD0.10	COM	755111408	1,025	80,000	SH	DEFINED	1
GEN MOTORS	COM	370442105	1,890	52,500	SH	DEFINED	1
GENENTECH	COM	438506107	1,623	22,500	SH	DEFINED	1
GENERAL MLS\$0.1	COM	370334104	2,845	60,000	SH	DEFINED	1
GEORGIA PAC\$0.80	COM	373298108	682	36,000	SH	DEFINED	1
GILLETTE CO\$1	COM	375766102	3,696	116,000	SH	DEFINED	1
GLBSANFE CORP	COM	G3930E101	607	26,000	SH	DEFINED	1
GLD SACHS	COM	38141G104	963	11,500	SH	DEFINED	1
GOLDEN WEST\$0.10	COM	381317106	1,600	20,000	SH	DEFINED	1

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GPO CARSO SPN.ADR	ADR	400485207	600	100,000	SH	DEFINED	1
GRAINGER\$0.50	COM	384802104	468	10,000	SH	DEFINED	1
GRUPO TELE SP GDR	GDR	40049J206	1,553	45,000	SH	DEFINED	1
GUIDNT CRP NPV	COM	401698105	1,243	28,000	SH	DEFINED	1
HALLIBRTON	COM	406216101	1,150	50,000	SH	DEFINED	1
HARLEY DAVID\$0.01	COM	412822108	1,734	43,500	SH	DEFINED	1
HARRAHS ENT\$0.10	COM	413619107	463	11,500	SH	DEFINED	1
HARTFORD FINL USD	COM	416515104	1,360	27,000	SH	DEFINED	1
HCA INC	COM	404119109	1,586	49,500	SH	DEFINED	1
HEINZ (HJ)	COM	423074103	1,237	37,500	SH	DEFINED	1
HELL TELECOM ADS	COM	423325307	167	27,778	SH	DEFINED	1
HERSHEY FOODS\$1	COM	427866108	697	10,000	SH	DEFINED	1
HEWLETT-PKARD\$0.01	COM	428236103	7,242	340,000	SH	DEFINED	1
HIBERNIA'A'NPV	COM	428656102	454	25,000	SH	DEFINED	1
HILTON HOTELS\$2.50	COM	432848109	640	50,000	SH	DEFINED	1
HNYWELL INTL	COM	438516106	2,282	85,000	SH	DEFINED	1
HOME DEPOT!0.05	COM	437076102	8,148	246,000	SH	DEFINED	1
IBM	COM	459200101	15,263	185,000	SH	DEFINED	1
ILL TOOL NPV	COM	452308109	2,634	40,000	SH	DEFINED	1
INDIA FUND	COM	454089103	3,793	309,637	SH	DEFINED	1
INGRSL-RND'A'	COM	G4776G101	1,325	28,000	SH	DEFINED	1
INT PAPER !1	COM	460146103	2,144	60,000	SH	DEFINED	1
INTEL	COM	458140100	15,016	722,500	SH	DEFINED	1
INTERPUB\$0.10	COM	460690100	268	20,000	SH	DEFINED	1
INTUIT 0.01	COM	461202103	1,122	25,200	SH	DEFINED	1
IONA TECH ADR	ADR	46206P109	144	65,000	SH	DEFINED	1
ITT INDUST	COM	450911102	1,309	20,000	SH	DEFINED	1
J HANCOCK FIN SER	COM	410145106	1,229	40,000	SH	DEFINED	1
JDS UNIPHASE CRP	COM	46612J101	491	140,000	SH	DEFINED	1
JOHNSN CNTL\$0.1666	COM	478366107	1,712	20,000	SH	DEFINED	1
JOHNSN&JOHNSN	COM	478160104	16,544	320,000	SH	DEFINED	1
JP MORGAN CHASE	COM	46625H100	19,209	562,007	SH	DEFINED	1
KELLOGG\$0.25	COM	487836108	1,461	42,500	SH	DEFINED	1
KERR-MCGEE\$1	COM	492386107	1,344	30,000	SH	DEFINED	1
KEYCORP\$1	COM	493267108	1,137	45,000	SH	DEFINED	1
KIMBERLY CLK ADR	ADR	494368204	461	34,000	SH	DEFINED	1
KIMBERLY-CL\$1.25	COM	494368103	3,024	58,000	SH	DEFINED	1
KLA TENCOR	COM	482480100	1,255	27,000	SH	DEFINED	1
KOHL'S CORP	COM	500255104	1,850	36,000	SH	DEFINED	1
KRFT FDS INC'A'	COM	50075N104	2,279	70,000	SH	DEFINED	1
KROGER\$1	COM	501044101	1,334	80,000	SH	DEFINED	1
LASON SYS\$0.01	COM	51808R107	0	1,824	SH	DEFINED	1
LEHMAN BROS\$0.10	COM	524908100	2,127	32,000	SH	DEFINED	1
LEXMARK INTL'A'\$	COM	529771107	1,061	15,000	SH	DEFINED	1
LILLY ELI	COM	532457108	8,449	122,500	SH	DEFINED	1
LINCOLN NATL	COM	534187109	713	20,000	SH	DEFINED	1
LINEAR TECH NPV	COM	535678106	966	30,000	SH	DEFINED	1
LOCK MARTIN	COM	539830109	2,616	55,000	SH	DEFINED	1
LOWE'S COS\$0.50	COM	548661107	4,467	104,000	SH	DEFINED	1
LSI LOGIC	COM	502161102	248	35,000	SH	DEFINED	1
LTD BRNDS INC	COM	532716107	775	50,000	SH	DEFINED	1
LUCENT TECH\$0.01	COM	549463107	893	440,000	SH	DEFINED	1
M.B.N.A.\$0.01	COM	55262L100	3,230	155,000	SH	DEFINED	1
MANULIFE FINL CORP COM (ARCO)	COM	56501R106	67,955	2,408,906	SH	SOLE	
MARATHON OIL	COM	565849106	790	30,000	SH	DEFINED	1
MARRIOTT INT'A'	COM	571903202	1,537	40,000	SH	DEFINED	1
MARSH&MCLN	COM	571748102	4,188	82,000	SH	DEFINED	1
MASCO CORPN\$1	COM	574599106	1,431	60,000	SH	DEFINED	1
MATAV RT ADS	COM	576561104	860	50,000	SH	DEFINED	1
MATTEL INC\$1	COM	577081102	757	40,000	SH	DEFINED	1
MAXIM INTER USD	COM	57772K101	1,265	37,000	SH	DEFINED	1
MBIA INC	COM	55262C100	731	15,000	SH	DEFINED	1

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MCDONALD'S	COM	580135101	3,199	145,000	SH	DEFINED	1
MCGRAW HILL\$1	COM	580645109	1,426	23,000	SH	DEFINED	1
MCKESSON CORP	COM	58155Q103	1,430	40,000	SH	DEFINED	1
MEADWESTVACO	COM	583334107	494	20,000	SH	DEFINED	1
MEDIMMUNE	COM	584699102	1,728	47,500	SH	DEFINED	1
MEDTRONIC INC\$0.10	COM	585055106	6,572	137,000	SH	DEFINED	1
MELLON FINL	COM	58551A108	1,235	44,500	SH	DEFINED	1
MERCK&CO NPV	COM	589331107	15,198	251,000	SH	DEFINED	1
MERRIL LYNCH	COM	590188108	4,178	89,500	SH	DEFINED	1
METLIFE INC	COM	59156R108	1,841	65,000	SH	DEFINED	1
MGN STN	COM	617446448	5,194	121,500	SH	DEFINED	1
MICRON TECH	COM	595112103	1,047	90,000	SH	DEFINED	1
MICROSOFT	COM	594918104	29,964	1,170,000	SH	DEFINED	1
MILLNUM PHARM	COM	599902103	550	35,000	SH	DEFINED	1
MOLEX	COM	608554101	405	15,000	SH	DEFINED	1
MOODYS	COM	615369105	1,713	32,500	SH	DEFINED	1
MOTOROLA	COM	620076109	2,334	247,500	SH	DEFINED	1
MYLAN LABS	COM	628530107	695	20,000	SH	DEFINED	1
N.FORK BANC	COM	659424105	1,720	50,500	SH	DEFINED	1
NAT CITY CORP	COM	635405103	2,126	65,000	SH	DEFINED	1
NAT SEMICON\$0.50	COM	637640103	394	20,000	SH	DEFINED	1
NATUZZI ADR	ADR	456478106	1,454	181,340	SH	DEFINED	1
NEWELL RUBBERMAID	COM	651229106	1,120	40,000	SH	DEFINED	1
NEWMONT\$1.60	COM	651639106	1,704	52,500	SH	DEFINED	1
NEXTL COMM INC	COM	65332V103	1,989	110,000	SH	DEFINED	1
NIKE'B'NPV	COM	654106103	1,337	25,000	SH	DEFINED	1
NORFOLK S.\$1	COM	655844108	960	50,000	SH	DEFINED	1
NRTHN TST	COM	665859104	836	20,000	SH	DEFINED	1
NRTHROP GRUM	COM	666807102	1,812	21,000	SH	DEFINED	1
NY TIMES	COM	650111107	1,570	34,500	SH	DEFINED	1
OMNICOM!0.50	COM	681919106	1,907	26,600	SH	DEFINED	1
ORACLE CP\$0.01	COM	68389X105	7,392	615,000	SH	DEFINED	1
ORBOTECH	COM	M75253100	1,039	62,500	SH	DEFINED	1
P G&E	COM	69331C108	952	45,000	SH	DEFINED	1
PAYCHEX	COM	704326107	1,612	55,000	SH	DEFINED	1
PENNEY(JC)CO\$0.50	COM	708160106	590	35,000	SH	DEFINED	1
PEOPLESFT 0.01	COM	712713106	967	55,000	SH	DEFINED	1
PEPSICO CAP STK\$	COM	713448108	9,118	204,900	SH	DEFINED	1
PER PERSER ADR144A	ADR	715680104	1,505	139,000	SH	DEFINED	1
PFIZER	COM	717081103	30,756	900,610	SH	DEFINED	1
PHOENIX COS INC NEW	COM	71902E109	919	101,817	SH	SOLE	
PITNEY BOWES	COM	724479100	960	25,000	SH	DEFINED	1
PPG INDS\$1 2/3	COM	693506107	1,015	20,000	SH	DEFINED	1
PPL CP	COM	69351T106	1,935	45,000	SH	DEFINED	1
PRAXAIR\$0.01	COM	74005P104	901	15,000	SH	DEFINED	1
PRGRSS ENRGY	COM	743263105	1,756	40,000	SH	DEFINED	1
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	334	10,354	SH	SOLE	
PRKM SFW GDR RGS	GDR	743394207	595	35,000	SH	DEFINED	1
PROCTR&GMBLE	COM	742718109	13,555	152,000	SH	DEFINED	1
PRUDENT FINANCIAL	COM	744320102	673	20,000	SH	DEFINED	1
PUBLIC SERV NPV	COM	744573106	1,056	25,000	SH	DEFINED	1
QUALCOMM	COM	747525103	3,217	90,000	SH	DEFINED	1
RAYTHEON CO	COM	755111507	1,642	50,000	SH	DEFINED	1
RCHTR GEDN GDR'RS'	GDR	368467304	5,112	72,000	SH	DEFINED	1
RCKWLL CLLNS	COM	774341101	739	30,000	SH	DEFINED	1
ROC TAIWN SHS BEN	COM	749651105	848	220,284	SH	DEFINED	1
ROCKWELL AUTO	COM	773903109	715	30,000	SH	DEFINED	1
ROHM&HAAS	COM	775371107	465	15,000	SH	DEFINED	1
SAFEWAY INC\$0.01	COM	786514208	921	45,000	SH	DEFINED	1
SANMINA CORP	COM	800907107	442	70,000	SH	DEFINED	1
SARA LEE	COM	803111103	1,599	85,000	SH	DEFINED	1
SBC COMM\$1	COM	78387G103	9,198	360,000	SH	DEFINED	1

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SCHERING-PLOUGH	COM	806605101	2,548	137,000	SH	DEFINED	1
SCHLMBGR!1	COM	806857108	2,854	60,000	SH	DEFINED	1
SCHWAB CHARL\$0.01	COM	808513105	1,312	130,000	SH	DEFINED	1
SEARS ROE!0.75	COM	812387108	1,346	40,000	SH	DEFINED	1
SIEBEL SYS\$0.001	COM	826170102	572	60,000	SH	DEFINED	1
SIGMA ALDRICH\$1	COM	826552101	813	15,000	SH	DEFINED	1
SIMON PROP	COM	828806109	1,015	26,000	SH	DEFINED	1
SIRIUS SATELLITE R COM	COM	82966U103	386	228,625	SH	DEFINED	2
SLM CORP	COM	78442P106	2,820	72,000	SH	DEFINED	1
SOLECTRON 0.001	COM	834182107	477	127,550	SH	DEFINED	1
SOUTHERN CO\$5	COM	842587107	2,493	80,000	SH	DEFINED	1
SPRINT CR(PC\$ GRP)	COM	852061506	575	100,000	SH	DEFINED	1
SPRINT\$2.50	COM	852061100	1,440	100,000	SH	DEFINED	1
SPX	COM	784635104	595	13,500	SH	DEFINED	1
ST PAUL COS NPV	COM	792860108	1,278	35,000	SH	DEFINED	1
STAPLES USD	COM	855030102	1,395	76,000	SH	DEFINED	1
STARBUCK NPV	COM	855244109	1,054	43,000	SH	DEFINED	1
STARWD HOTELS'B'	COM	85590A203	829	29,000	SH	DEFINED	1
STATE ST CP\$1	COM	857477103	1,418	36,000	SH	DEFINED	1
STET HELL TEL ADR	ADR	859823106	534	57,737	SH	DEFINED	1
STRYKER CORP\$0.10	COM	863667101	1,040	15,000	SH	DEFINED	1
SUN MICRO	COM	866810104	1,610	350,000	SH	DEFINED	1
SW AIR\$1	COM	844741108	1,548	90,000	SH	DEFINED	1
SYNOVUS FNCL	COM	87161C105	1,118	52,000	SH	DEFINED	1
SYSCO CORP\$1	COM	871829107	3,025	100,700	SH	DEFINED	1
TARGET CP	COM	87612E106	3,481	92,000	SH	DEFINED	1
TEFNDS MEX ADR	ADR	879403707	4,239	135,000	SH	DEFINED	1
TELE MEX ADS	COM	879403780	707	22,500	SH	DEFINED	1
TEMPLE-INLAND\$1	COM	879868107	429	10,000	SH	DEFINED	1
TENET HLTH	COM	88033G103	641	55,000	SH	DEFINED	1
TERADYNE	COM	880770102	346	20,000	SH	DEFINED	1
TEXAS INSTS\$1	COM	882508104	3,696	210,000	SH	DEFINED	1
TEXTRON INC\$0.125	COM	883203101	780	20,000	SH	DEFINED	1
THERASENSE INC COM USD0.001	COM	883381105	1,159	115,865	SH	DEFINED	2
TJX CO!1	COM	872540109	1,507	80,000	SH	DEFINED	1
TRANSOCN INC	COM	G90078109	879	40,000	SH	DEFINED	1
TRAV PROP CAS'B'	COM	89420G406	2,193	139,037	SH	DEFINED	1
TRAV PRP CAS'A'	COM	89420G109	238	15,000	SH	DEFINED	1
TRIBUNE(DEL)NPV	COM	896047107	1,690	35,000	SH	DEFINED	1
TYCO INT LD	COM	902124106	4,270	225,000	SH	DEFINED	1
UNION PAC CORP	COM	907818108	2,002	34,500	SH	DEFINED	1
UNISYS CP	COM	909214108	368	30,000	SH	DEFINED	1
UNITEDHEALTH GRP	COM	910581107	4,673	93,000	SH	DEFINED	1
UPS'B'	COM	911312106	2,261	35,500	SH	DEFINED	1
US BANCORP	COM	917292104	4,900	200,000	SH	DEFINED	1
UST INC(DEL)\$0.50	COM	902911106	1,226	35,000	SH	DEFINED	1
UTD TECH	COM	913017109	4,073	57,500	SH	DEFINED	1
VERITAS SFTWRE NPV	COM	923436109	1,290	45,000	SH	DEFINED	1
VERIZON COMM	COM	92343V104	11,807	299,300	SH	DEFINED	1
VIACOM N.VTG'B'	COM	925524308	8,295	190,000	SH	DEFINED	1
VIVND UNI ADR	ADR	92851S204	114	6,200	SH	DEFINED	1
W.DISNEY HDS DIS	COM	254687106	4,977	252,000	SH	DEFINED	1
WACHOVIA CRP USD	COM	929903102	7,073	177,000	SH	DEFINED	1
WAL MART STRS\$0.10	COM	931142103	19,321	360,000	SH	DEFINED	1
WALGREEN	COM	931422109	3,606	119,800	SH	DEFINED	1
WASH MUT	COM	939322103	4,213	102,000	SH	DEFINED	1
WASTE MGMT	COM	94106L109	2,288	95,000	SH	DEFINED	1
WELLPOINT\$0.01	COM	94973H108	1,307	15,500	SH	DEFINED	1
WELLS FARGO	COM	949746101	10,936	217,000	SH	DEFINED	1
WEYERHAEUSER\$1.25	COM	962166104	1,593	29,500	SH	DEFINED	1
WYETH	COM	983024100	7,288	160,000	SH	DEFINED	1
X1LINX\$0.01	COM	983919101	1,012	40,000	SH	DEFINED	1

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YAHOO INC	COM	984332106	1,638	50,000	SH	DEFINED	1
ZIMMER HOLDINGS	COM	98956P102	1,126	25,000	SH	DEFINED	1
TOTAL			1,096,495				