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BP PLC
Form 13F-HR
April 30, 2010

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, 2010

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 April 29, 2010

[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: 314

 Form 13F Information Table Value Total: \$ 1,691,610

 (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
 MARCH 31, 2010

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	8,858	106,000	SH	DEFINED	
ABBOTT LABORATORIES	COM	002824100	10,532	200,000	SH	DEFINED	
ADVANCED MICRO DEVICES	COM	007903107	740	80,000	SH	DEFINED	
AETNA INC	COM	00817Y108	3,159	90,000	SH	DEFINED	
AFLAC INC	COM	001055102	5,158	95,000	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	1,719	50,000	SH	DEFINED	
AIR PRODUCTS + CHEMICALS	COM	009158106	2,810	38,000	SH	DEFINED	
ALCOA INC	COM	013817101	2,506	176,000	SH	DEFINED	
ALLEGHENY TECHNOLOGIES	COM	01741R102	1,672	31,000	SH	DEFINED	
ALLERGAN INC	COM	018490102	2,809	43,000	SH	DEFINED	
ALLSTATE CORP	COM	020002101	2,423	75,000	SH	DEFINED	
ALTERA CORPORATION	COM	021441100	3,038	125,000	SH	DEFINED	
ALTRIA GROUP INC	COM	02209S103	5,740	280,000	SH	DEFINED	
AMAZON.COM INC	COM	023135106	3,393	25,000	SH	DEFINED	
AMERICA MOVIL S A DE C V	ADR	02364W204	14,955	300,000	SH	DEFINED	
AMERICAN ELECTRIC POWER	COM	025537101	3,042	89,000	SH	DEFINED	
AMERICAN EXPRESS CO	COM	025816109	5,774	140,000	SH	DEFINED	

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AMERICAN TOWER CORP CL A	COM	029912201	3,575	84,000	SH	DEFINED
AMERIPRISE FINANCIAL INC	COM	03076C106	1,406	31,000	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	1,272	44,000	SH	DEFINED
AMGEN INC	COM	031162100	8,725	146,000	SH	DEFINED
AMPHENOL CORP CL A	COM	032095101	1,012	24,000	SH	DEFINED
ANADARKO PETROLEUM CORP	COM	032511107	5,826	80,000	SH	DEFINED
AOL INC	COM	00184X105	758	30,000	SH	DEFINED
APACHE CORP	COM	037411105	7,206	71,000	SH	DEFINED
APOLLO GROUP INC CL A	COM	037604105	2,697	44,000	SH	DEFINED
APPLE INC	COM	037833100	29,128	124,000	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	3,769	280,000	SH	DEFINED
ARCH CAPITAL GROUP LTD	COM	G0450A105	1,783	23,400	SH	DEFINED
ARCHER DANIELS MIDLAND CO	COM	039483102	3,754	130,000	SH	DEFINED
AT+T INC	COM	00206R102	18,476	715,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	3,735	84,000	SH	DEFINED
AUTOZONE INC	COM	053332102	2,769	16,000	SH	DEFINED
AVON PRODUCTS INC	COM	054303102	2,301	68,000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	3,231	69,000	SH	DEFINED
BANCO BRADESCO SA	ADR	059460303	2,129	115,500	SH	DEFINED
BANK OF AMERICA CORP	COM	060505104	25,825	1,450,000	SH	DEFINED
BANK OF NEW YORK MELLON	COM	064058100	5,250	170,000	SH	DEFINED
BAXTER INTERNATIONAL INC	COM	071813109	4,655	80,000	SH	DEFINED
BB+T CORP	COM	054937107	4,629	143,000	SH	DEFINED
BECTON DICKINSON AND CO	COM	075887109	2,676	34,000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1,618	37,000	SH	DEFINED
BEST BUY CO INC	COM	086516101	3,531	83,000	SH	DEFINED
BILL BARRETT CORP COM	COM	06846N104	253	8,240	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	2,869	50,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,786	47,000	SH	DEFINED
BOEING CO	COM	097023105	7,402	102,000	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	2,880	400,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	4,806	180,000	SH	DEFINED
BROADCOM CORP CL A	COM	111320107	2,058	62,000	SH	DEFINED
C.H. ROBINSON WORLDWIDE	COM	12541W209	1,340	24,000	SH	DEFINED
CA INC	COM	12673P105	1,313	56,000	SH	DEFINED
CABOT OIL + GAS CORP	COM	127097103	1,508	41,000	SH	DEFINED
CAPITAL ONE FINANCIAL	COM	14040H105	3,931	95,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	1,802	50,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	3,888	100,000	SH	DEFINED
CATERPILLAR INC	COM	149123101	6,034	96,000	SH	DEFINED
CBS CORP CLASS B NON	COM	124857202	1,952	140,000	SH	DEFINED
CELGENE CORP	COM	151020104	3,962	64,000	SH	DEFINED
CEMEX S.A.B DE C.C ADR	ADR	151290889	2,865	280,579	SH	DEFINED
CEPHALON INC	COM	156708109	1,356	20,000	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	3,237	137,000	SH	DEFINED
CHEVRON CORP	COM	166764100	19,488	257,000	SH	DEFINED
CHUBB CORP	COM	171232101	3,111	60,000	SH	DEFINED
CISCO SYSTEMS INC	COM	17275R102	21,995	845,000	SH	DEFINED
CITIGROUP INC	COM	172967101	10,530	2,600,000	SH	DEFINED
CITRIX SYSTEMS INC	COM	177376100	1,260	26,531	SH	DEFINED
CME GROUP INC	COM	12572Q105	4,427	14,000	SH	DEFINED
COACH INC	COM	189754104	1,778	45,000	SH	DEFINED
COCA COLA CO/THE	COM	191216100	17,435	317,000	SH	DEFINED
COGNIZANT TECH SOLUTIONS	COM	192446102	3,517	69,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	5,968	70,000	SH	DEFINED
COMCAST CORP CLASS A	COM	20030N101	8,845	470,000	SH	DEFINED
COMERICA INC	COM	200340107	836	22,000	SH	DEFINED
COMPANHIA DE BEBIDAS DAS	ADR	20441W203	1,192	13,000	SH	DEFINED
COMPANHIA SIDERURGICA NAT	ADR	20440W105	1,304	32,700	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1,689	31,000	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	1,578	63,000	SH	DEFINED
CONCHO RESOURCES INC	COM	20605P101	2,766	55,000	SH	DEFINED

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CONOCOPHILLIPS	COM	20825C104	10,029	196,000	SH	DEFINED
CONSOL ENERGY INC	COM	20854P109	1,493	35,000	SH	DEFINED
CORNING INC	COM	219350105	4,426	219,000	SH	DEFINED
COSTCO WHOLESALE CORP	COM	22160K105	5,079	85,000	SH	DEFINED
COVENTRY HEALTH CARE INC	COM	222862104	568	23,000	SH	DEFINED
COVIDIEN PLC	COM	G2554F105	2,813	56,000	SH	DEFINED
CR BARD INC	COM	067383109	1,212	14,000	SH	DEFINED
CSX CORP	COM	126408103	3,308	65,000	SH	DEFINED
CTRIIP COM INTL ADR	ADR	22943F100	16,464	420,000	SH	DEFINED
CUMMINS INC	COM	231021106	1,795	29,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	8,592	235,000	SH	DEFINED
DANAHER CORP	COM	235851102	3,596	45,000	SH	DEFINED
DEERE + CO	COM	244199105	4,812	81,000	SH	DEFINED
DELL INC	COM	24702R101	3,602	240,000	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	4,768	74,000	SH	DEFINED
DIRECTV CLASS A	COM	25490A101	4,125	122,000	SH	DEFINED
DISH NETWORK CORP A	COM	25470M109	957	46,000	SH	DEFINED
DOMINION RESOURCES	COM	25746U109	2,672	65,000	SH	DEFINED
DOVER CORP	COM	260003108	1,261	27,000	SH	DEFINED
DR HORTON INC	COM	23331A109	1,890	150,000	SH	DEFINED
DU PONT (E.I.) DE NEMOURS	COM	263534109	5,400	145,000	SH	DEFINED
DUKE ENERGY CORP	COM	26441C105	2,872	176,000	SH	DEFINED
EATON CORP	COM	278058102	1,743	23,000	SH	DEFINED
EBAY INC	COM	278642103	5,660	210,000	SH	DEFINED
EL PASO CORP	COM	28336L109	1,821	168,000	SH	DEFINED
ELI LILLY + CO	COM	532457108	4,346	120,000	SH	DEFINED
EMBRAER EMPRESA BRASILEIR	ADR	29081M102	240	10,000	SH	DEFINED
EMC CORP/MASS	COM	268648102	7,577	420,000	SH	DEFINED
EMERSON ELECTRIC CO	COM	291011104	6,139	122,000	SH	DEFINED
ENSCO PLC	ADR	29358Q109	2,239	50,000	SH	DEFINED
ENTERGY CORP	COM	29364G103	2,115	26,000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	4,740	51,000	SH	DEFINED
EQUIFAX INC	COM	294429105	1,395	39,000	SH	DEFINED
EXELON CORP	COM	30161N101	4,468	102,000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	5,495	54,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	41,863	625,000	SH	DEFINED
FAMILY DOLLAR STORES	COM	307000109	2,014	55,000	SH	DEFINED
FEDEX CORP	COM	31428X106	5,603	60,000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	1,357	100,000	SH	DEFINED
FIRST HORIZON NATIONAL	COM	320517105	1,906	135,655	SH	DEFINED
FISERV INC	COM	337738108	2,284	45,000	SH	DEFINED
FLUOR CORP	COM	343412102	1,674	36,000	SH	DEFINED
FOMENTO ECONOMICO MEXIC	ADR	344419106	5,286	111,300	SH	DEFINED
FORD MOTOR CO	COM	345370860	5,526	440,000	SH	DEFINED
FOREST LABORATORIES INC	COM	345838106	1,348	43,000	SH	DEFINED
FRANKLIN RESOURCES INC	COM	354613101	3,327	30,000	SH	DEFINED
FREEMPORT MCMORAN COPPER	COM	35671D857	4,424	53,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	4,014	52,000	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	28,543	1,570,000	SH	DEFINED
GENERAL MILLS INC	COM	370334104	3,256	46,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	6,822	150,000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	13,982	82,000	SH	DEFINED
GOODRICH CORP	COM	382388106	1,834	26,000	SH	DEFINED
GOOGLE INC CL A	COM	38259P508	18,995	33,500	SH	DEFINED
GRUPO TELEVISION SA DE CV	ADR	40049J206	3,258	155,000	SH	DEFINED
H+R BLOCK INC	COM	093671105	837	47,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	5,719	190,000	SH	DEFINED
HARSCO CORP	COM	415864107	527	16,500	SH	DEFINED
HESS CORP	COM	42809H107	4,314	69,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	19,453	366,000	SH	DEFINED
HJ HEINZ CO	COM	423074103	2,600	57,000	SH	DEFINED
HOME DEPOT INC	COM	437076102	8,346	258,000	SH	DEFINED

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HONEYWELL INTERNATIONAL	COM	438516106	5,974	132,000	SH	DEFINED
HOSPIRA INC	COM	441060100	1,303	23,000	SH	DEFINED
HOST HOTELS + RESORTS	COM	44107P104	3,663	250,000	SH	DEFINED
HUDSON CITY BANCORP INC	COM	443683107	2,976	210,000	SH	DEFINED
ILLINOIS TOOL WORKS	COM	452308109	3,315	70,000	SH	DEFINED
INTEL CORP	COM	458140100	18,476	830,000	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	142,257	1,268,110	SH	SOLE
INTERPUBLIC GROUP OF COS	COM	460690100	1,997	240,000	SH	DEFINED
INTL BUSINESS MACHINES	COM	459200101	25,265	197,000	SH	DEFINED
INTUIT INC	COM	461202103	2,128	62,000	SH	DEFINED
INVESCO LTD	COM	G491BT108	2,364	108,000	SH	DEFINED
ISHARES TR	COM	464287564	10,819	190,000	SH	DEFINED
ITAU UNIBANCO HOLDING SA	GDR	465562106	1,511	68,750	SH	DEFINED
ITT CORP	COM	450911102	2,517	47,000	SH	DEFINED
J.C. PENNEY CO INC	COM	708160106	868	27,000	SH	DEFINED
JANUS CAPITAL GROUP INC	COM	47102X105	1,000	70,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	25,037	384,000	SH	DEFINED
JOHNSON CONTROLS INC	COM	478366107	5,278	160,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	25,502	570,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	3,677	120,000	SH	DEFINED
KB HOME	COM	48666K109	804	48,000	SH	DEFINED
KEYCORP	COM	493267108	1,628	210,000	SH	DEFINED
KLA TENCOR CORPORATION	COM	482480100	866	28,000	SH	DEFINED
KOHL'S CORP	COM	500255104	3,613	66,000	SH	DEFINED
KRAFT FOODS INC CLASS A	COM	50075N104	6,167	204,000	SH	DEFINED
KROGER CO	COM	501044101	1,993	92,000	SH	DEFINED
L 3 COMMUNICATIONS HLDGS	COM	502424104	2,199	24,000	SH	DEFINED
LEGG MASON INC	COM	524901105	1,835	64,000	SH	DEFINED
LEUCADIA NATIONAL CORP	COM	527288104	645	26,000	SH	DEFINED
LG DISPLAY CO LTD	ADR	50186V102	3,091	175,000	SH	DEFINED
LINCOLN NATIONAL CORP	COM	534187109	2,761	90,000	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	904	32,000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	3,578	43,000	SH	DEFINED
LORILLARD INC	COM	544147101	2,466	32,797	SH	DEFINED
LOWE S COS INC	COM	548661107	5,575	230,000	SH	DEFINED
MACY S INC	COM	55616P104	2,438	112,000	SH	DEFINED
MARRIOTT INTERNATIONAL	COM	571903202	2,678	85,000	SH	DEFINED
MARSH + MCLENNAN COS	COM	571748102	1,758	72,000	SH	DEFINED
MARSHALL + ILSLEY CORP	COM	571837103	1,206	150,000	SH	DEFINED
MASTERCARD INC CLASS A	COM	57636Q104	5,078	20,000	SH	DEFINED
MATTEL INC	COM	577081102	1,206	53,000	SH	DEFINED
MCAFFEE INC	COM	579064106	883	22,000	SH	DEFINED
MCDONALD S CORP	COM	580135101	10,740	161,000	SH	DEFINED
MCGRAW HILL COMPANIES	COM	580645109	1,569	44,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	2,562	39,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	6,133	95,000	SH	DEFINED
MEDTRONIC INC	COM	585055106	6,980	155,000	SH	DEFINED
MELCO CROWN ENTERTAINMENT	ADR	585464100	4,800	1,000,000	SH	DEFINED
MEMC ELECTRONIC MATERIALS	COM	552715104	797	52,000	SH	DEFINED
MERCK CO INC	COM	58933Y105	15,426	413,334	SH	DEFINED
METLIFE INC	COM	59156R108	5,632	130,000	SH	DEFINED
METROPCS COMMUNICATIONS	COM	591708102	18,625	2,630,613	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	1,181	114,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	31,308	1,070,000	SH	DEFINED
MINDRAY MED INTL LTD	ADR	602675100	10,562	290,000	SH	DEFINED
MONSANTO CO	COM	61166W101	5,352	75,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	5,184	177,000	SH	DEFINED
MOTOROLA INC	COM	620076109	2,597	370,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	3,041	75,000	SH	DEFINED
NETAPP INC	COM	64110D104	2,930	90,000	SH	DEFINED
NEW ORIENTAL ED + TECH	ADR	647581107	9,405	110,000	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	5,144	101,000	SH	DEFINED

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NEWS CORP CLASS B	COM	65248E203	5,060	298,000	SH	DEFINED
NIKE INC CL B	COM	654106103	4,925	67,000	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	5,142	92,000	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	2,928	53,000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,951	45,000	SH	DEFINED
NOVELL INC	COM	670006105	1,800	300,000	SH	DEFINED
NUCOR CORP	COM	670346105	2,495	55,000	SH	DEFINED
NVIDIA CORP	COM	67066G104	1,806	104,000	SH	DEFINED
NYSE EURONEXT	COM	629491101	2,310	78,000	SH	DEFINED
OCCIDENTAL PETROLEUM	COM	674599105	9,468	112,000	SH	DEFINED
ORACLE CORP	COM	68389X105	15,536	605,000	SH	DEFINED
P G + E CORP	COM	69331C108	2,672	63,000	SH	DEFINED
PACCAR INC	COM	693718108	2,167	50,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	1,489	23,000	SH	DEFINED
PAYCHEX INC	COM	704326107	1,382	45,000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	2,969	65,000	SH	DEFINED
PEPSICO INC	COM	713448108	14,357	217,000	SH	DEFINED
PETROLEO BRASILEIRO SA	ADR	71654V408	4,004	90,000	SH	DEFINED
PFIZER INC	COM	717081103	20,670	1,205,270	SH	DEFINED
PHILIP MORRIS INTL	COM	718172109	13,301	255,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	246	101,817	SH	SOLE
PITNEY BOWES INC	COM	724479100	708	29,000	SH	DEFINED
PNC FINANCIAL SERVICES	COM	693475105	4,297	72,000	SH	DEFINED
POLO RALPH LAUREN CORP	COM	731572103	2,126	25,000	SH	DEFINED
PPG INDUSTRIES INC	COM	693506107	1,504	23,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	4,647	56,000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	2,154	17,000	SH	DEFINED
PRICELINE.COM INC	COM	741503403	2,295	9,000	SH	DEFINED
PRINCIPAL FINANCIAL	COM	74251V102	1,460	50,000	SH	DEFINED
PROCTER + GAMBLE CO/THE	COM	742718109	26,886	425,000	SH	DEFINED
PROGRESSIVE CORP	COM	743315103	1,813	95,000	SH	DEFINED
PRUDENTIAL FINANCIAL INC	COM	744320102	3,629	60,000	SH	DEFINED
PUBLIC SERVICE ENTERPRISE	COM	744573106	2,359	80,000	SH	DEFINED
PULTE GROUP INC	COM	745867101	1,855	165,000	SH	DEFINED
QUALCOMM INC	COM	747525103	10,915	260,000	SH	DEFINED
QUESTAR CORP	COM	748356102	1,079	25,000	SH	DEFINED
QWEST COMMUNICATIONS INTL	COM	749121109	1,164	223,000	SH	DEFINED
RAYTHEON COMPANY	COM	755111507	2,284	40,000	SH	DEFINED
REGIONS FINANCIAL CORP	COM	7591EP100	1,253	160,000	SH	DEFINED
ROCKWELL COLLINS INC.	COM	774341101	1,377	22,000	SH	DEFINED
ROWAN COMPANIES INC	COM	779382100	1,310	45,000	SH	DEFINED
RR DONNELLEY + SONS CO	COM	257867101	1,110	52,000	SH	DEFINED
SALESFORCE.COM INC	COM	79466L302	1,117	15,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	13,007	205,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	2,295	46,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	966	18,000	SH	DEFINED
SIMON PROPERTY GROUP INC	COM	828806109	2,833	33,774	SH	DEFINED
SLM CORP	COM	78442P106	3,125	250,000	SH	DEFINED
SOHU.COM INC	COM	83408W103	7,917	145,000	SH	DEFINED
SOUTHERN CO	COM	842587107	2,487	75,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	3,257	80,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	1,915	85,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	2,660	700,000	SH	DEFINED
ST JUDE MEDICAL INC	COM	790849103	2,052	50,000	SH	DEFINED
STANLEY BLACK DECKER	COM	854502101	689	12,000	SH	DEFINED
STAPLES INC	COM	855030102	2,316	99,000	SH	DEFINED
STARWOOD HOTELS RESORTS	COM	85590A401	3,401	73,000	SH	DEFINED
STATE STREET CORP	COM	857477103	4,379	97,000	SH	DEFINED
SUNTRUST BANKS INC	COM	867914103	4,016	150,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	3,213	190,000	SH	DEFINED
SYSCO CORP	COM	871829107	2,478	84,000	SH	DEFINED
T ROWE PRICE GROUP INC	COM	74144T108	2,472	45,000	SH	DEFINED

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TAIWAN GTR CHINA FD	COM	874037104	361	57,103	SH	DEFINED
TARGET CORP	COM	87612E106	5,417	103,000	SH	DEFINED
TELE NORTE LESTE PARTICIP	ADR	879246106	273	15,500	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403707	1,456	95,000	SH	DEFINED
TELEFONOS DE MEXICO S A	ADR	879403780	1,807	116,000	SH	DEFINED
TELEMEX INTERNATIONAL	ADR	879690105	2,236	116,000	SH	DEFINED
TELMEX INTERNACIONAL	ADR	879690204	1,796	95,000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	1,999	350,000	SH	DEFINED
TEXAS INSTRUMENTS INC	COM	882508104	4,281	175,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	3,033	59,000	SH	DEFINED
TIFFANY + CO	COM	886547108	902	19,000	SH	DEFINED
TIME WARNER CABLE	COM	88732J207	2,214	41,536	SH	DEFINED
TIME WARNER INC	COM	887317303	5,200	166,333	SH	DEFINED
TJX COMPANIES INC	COM	872540109	3,614	85,000	SH	DEFINED
TRAVELERS COS INC/THE	COM	89417E109	5,771	107,000	SH	DEFINED
UNION PACIFIC CORP	COM	907818108	5,864	80,000	SH	DEFINED
UNITED PARCEL SERVICE	COM	911312106	8,889	138,000	SH	DEFINED
UNITED STATES STEEL CORP	COM	912909108	3,176	50,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	9,422	128,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	6,142	188,000	SH	DEFINED
UNUM GROUP	COM	91529Y106	1,114	45,000	SH	DEFINED
US BANCORP	COM	902973304	8,837	342,000	SH	DEFINED
VALE SA	ADR	91912E105	5,305	165,000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	1,950	99,000	SH	DEFINED
VERISIGN INC	COM	92343E102	754	29,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	12,098	390,000	SH	DEFINED
VF CORP	COM	918204108	1,603	20,000	SH	DEFINED
VIACOM INC CLASS B	COM	92553P201	2,989	87,000	SH	DEFINED
VISA INC CLASS A SHARES	COM	92826C839	6,463	71,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	17,848	321,000	SH	DEFINED
WALGREEN CO	COM	931422109	5,117	138,000	SH	DEFINED
WALT DISNEY CO/THE	COM	254687106	11,276	323,000	SH	DEFINED
WASTE MANAGEMENT INC	COM	94106L109	3,474	101,000	SH	DEFINED
WATERS CORP	COM	941848103	1,012	15,000	SH	DEFINED
WELLPOINT INC	COM	94973V107	5,150	80,000	SH	DEFINED
WELLS FARGO + CO	COM	949746101	21,601	695,000	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	2,532	65,000	SH	DEFINED
WESTERN UNION CO	COM	959802109	1,730	102,000	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,403	31,000	SH	DEFINED
WHIRLPOOL CORP	COM	963320106	959	11,000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	2,703	117,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	840	17,000	SH	DEFINED
WW GRAINGER INC	COM	384802104	2,487	23,000	SH	DEFINED
XEROX CORP	COM	984121103	3,989	410,000	SH	DEFINED
XILINX INC	COM	983919101	994	39,000	SH	DEFINED
XL CAPITAL LTD CLASS A	COM	G98255105	1,888	100,000	SH	DEFINED
YAHOO INC	COM	984332106	4,460	270,000	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,491	65,000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	3,076	52,000	SH	DEFINED

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