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BP PLC  
Form 13F-HR  
January 31, 2012

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2011

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: Brian Gilvary  
Title: Chief Financial Officer  
Phone: 020 7496 5388

Signature, Place, and Date of Signing:

|                   |              |                  |
|-------------------|--------------|------------------|
| /s/ Brian Gilvary | London, UK   | January 31, 2012 |
| -----             | -----        | -----            |
| [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  
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Form 13F Information Table Entry Total: 185  
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Form 13F Information Table Value Total: \$ 1,542,261  
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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  
December 31, 2011

| ISSUER                   | TITLE OF CLASS | CUSIP     | MARKET VALUE ( USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION |
|--------------------------|----------------|-----------|-------------------------|-----------------|---------|-----------------------|
| 3M CO                    | COM            | 88579Y101 | 7,841                   | 96,000          | SH      | DEFINED               |
| ABBOTT LABORATORIES      | COM            | 002824100 | 16,851                  | 300,000         | SH      | DEFINED               |
| ABERCROMBIE + FITCH CO   | COM            | 002896207 | 976                     | 20,000          | SH      | DEFINED               |
| AGNICO EAGLE MINES LTD   | COM            | 008474108 | 2,725                   | 75,000          | SH      | DEFINED               |
| AIR PRODUCTS + CHEMICALS | COM            | 009158106 | 6,812                   | 80,000          | SH      | DEFINED               |
| AIRGAS INC               | COM            | 009363102 | 5,856                   | 75,000          | SH      | DEFINED               |
| ALLERGAN INC             | COM            | 018490102 | 7,896                   | 90,000          | SH      | DEFINED               |
| ALTRIA GROUP INC         | COM            | 02209S103 | 12,754                  | 430,000         | SH      | DEFINED               |
| AMAZON.COM INC           | COM            | 023135106 | 7,792                   | 45,000          | SH      | DEFINED               |
| AMERICA MOVIL ADR SERIES | ADR            | 02364W204 | 13,488                  | 600,000         | SH      | DEFINED               |
| AMERICA MOVIL ADR SERIES | ADR            | 02364W105 | 4,575                   | 202,448         | SH      | DEFINED               |
| AMERICAN EXPRESS CO      | COM            | 025816109 | 6,602                   | 140,000         | SH      | DEFINED               |
| AMERICAN TOWER CORP CL A | COM            | 029912201 | 7,807                   | 130,000         | SH      | DEFINED               |
| AMGEN INC                | COM            | 031162100 | 9,632                   | 150,000         | SH      | DEFINED               |
| AMPHENOL CORP CL A       | COM            | 032095101 | 2,905                   | 64,000          | SH      | DEFINED               |
| ANADARKO PETROLEUM CORP  | COM            | 032511107 | 5,038                   | 66,000          | SH      | DEFINED               |
| AOL INC                  | COM            | 00184X105 | 1,810                   | 120,000         | SH      | DEFINED               |

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|                           |     |           |        |           |    |         |
|---------------------------|-----|-----------|--------|-----------|----|---------|
| APACHE CORP               | COM | 037411105 | 4,529  | 50,000    | SH | DEFINED |
| APPLE INC                 | COM | 037833100 | 48,599 | 120,000   | SH | DEFINED |
| ARCH CAPITAL GROUP LTD    | COM | G0450A105 | 4,553  | 122,400   | SH | DEFINED |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 4,004  | 140,000   | SH | DEFINED |
| ASIAINFO LINKAGE INC      | COM | 04518A104 | 3,007  | 390,000   | SH | DEFINED |
| AT+T INC                  | COM | 00206R102 | 28,548 | 945,000   | SH | DEFINED |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 4,534  | 84,000    | SH | DEFINED |
| BANCO BRADESCO ADR        | ADR | 059460303 | 2,119  | 127,050   | SH | DEFINED |
| BERKSHIRE HATHAWAY INC CL | COM | 084670702 | 17,551 | 230,000   | SH | DEFINED |
| BMC SOFTWARE INC          | COM | 055921100 | 1,475  | 45,000    | SH | DEFINED |
| BOEING CO/THE             | COM | 097023105 | 8,215  | 112,000   | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO   | COM | 110122108 | 8,805  | 250,000   | SH | DEFINED |
| CARDINAL HEALTH INC       | COM | 14149Y108 | 4,873  | 120,000   | SH | DEFINED |
| CARNIVAL CORP             | COM | 143658300 | 7,179  | 220,000   | SH | DEFINED |
| CBS CORP CLASS B NON      | COM | 124857202 | 4,885  | 180,000   | SH | DEFINED |
| CELGENE CORP              | COM | 151020104 | 4,326  | 64,000    | SH | DEFINED |
| CEMEX SAB SPONS ADR PART  | ADR | 151290889 | 1,633  | 303,474   | SH | DEFINED |
| CENTURYLINK INC           | COM | 156700106 | 3,719  | 100,000   | SH | DEFINED |
| CHEVRON CORP              | COM | 166764100 | 33,497 | 315,000   | SH | DEFINED |
| CIA SIDERURGICA NAACL SP  | ADR | 20440W105 | 535    | 65,400    | SH | DEFINED |
| CISCO SYSTEMS INC         | COM | 17275R102 | 13,108 | 725,000   | SH | DEFINED |
| CITIGROUP INC             | COM | 172967424 | 10,060 | 382,660   | SH | DEFINED |
| CITRIX SYSTEMS INC        | COM | 177376100 | 4,978  | 82,000    | SH | DEFINED |
| CLIFFS NATURAL RESOURCES  | COM | 18683K101 | 1,871  | 30,000    | SH | DEFINED |
| CME                       | COM | 12572Q105 | 1,949  | 8,000     | SH | SOLE    |
| COCA COLA CO/THE          | COM | 191216100 | 21,341 | 305,000   | SH | DEFINED |
| COGNIZANT TECH SOLUTIONS  | COM | 192446102 | 2,508  | 39000     | SH | DEFINED |
| COLGATE PALMOLIVE CO      | COM | 194162103 | 5,541  | 60,000    | SH | DEFINED |
| COMCAST CORP CLASS A      | COM | 20030N101 | 8,536  | 360,000   | SH | DEFINED |
| COMPANHIA DE BEBIDAS PRF  | ADR | 20441W203 | 2,344  | 65,000    | SH | DEFINED |
| CONAGRA FOODS INC         | COM | 205887102 | 5,938  | 225,000   | SH | DEFINED |
| CONOCOPHILLIPS            | COM | 20825C104 | 18,220 | 250,000   | SH | DEFINED |
| CONSOLIDATED COMMUNICAT   | COM | 209034107 | 3,951  | 207,500   | SH | DEFINED |
| CONTINENTAL RESOURCES INC | COM | 212015101 | 2,002  | 30,000    | SH | DEFINED |
| COSTCO WHOLESALE CORP     | COM | 22160K105 | 8,331  | 100,000   | SH | DEFINED |
| COVIDIEN PLC              | COM | G2554F113 | 7,247  | 161,000   | SH | DEFINED |
| CSX CORP                  | COM | 126408103 | 3,159  | 150,000   | SH | DEFINED |
| CTRIIP.COM INTERNATIONAL  | ADR | 22943F100 | 3,159  | 135,000   | SH | DEFINED |
| CVS CAREMARK CORP         | COM | 126650100 | 12,234 | 300,000   | SH | DEFINED |
| DANAHER CORP              | COM | 235851102 | 4,704  | 100,000   | SH | DEFINED |
| DEVON ENERGY CORPORATION  | COM | 25179M103 | 7,131  | 115,000   | SH | DEFINED |
| DIRECTV CLASS A           | COM | 25490A101 | 5,217  | 122,000   | SH | DEFINED |
| DOMINION RESOURCES INC/VA | COM | 25746U109 | 11,941 | 225,000   | SH | DEFINED |
| DOW CHEMICAL CO/THE       | COM | 260543103 | 4,341  | 151,000   | SH | DEFINED |
| DU PONT (E.I.) DE NEMOURS | COM | 263534109 | 8,464  | 185,000   | SH | DEFINED |
| DUKE ENERGY CORP          | COM | 26441C105 | 9,891  | 450,000   | SH | DEFINED |
| EBAY INC                  | COM | 278642103 | 4,547  | 150,000   | SH | DEFINED |
| ECOLAB INC                | COM | 278865100 | 8,093  | 140,000   | SH | DEFINED |
| EL PASO CORP              | COM | 28336L109 | 7,971  | 300,000   | SH | DEFINED |
| ELI LILLY + CO            | COM | 532457108 | 4,986  | 120,000   | SH | DEFINED |
| EMBRAER SA ADR            | ADR | 29082A107 | 252    | 10,000    | SH | DEFINED |
| EMC CORP/MASS             | COM | 268648102 | 5,918  | 275,000   | SH | DEFINED |
| ENERGEN CORP              | COM | 29265N108 | 2,499  | 50,000    | SH | DEFINED |
| ENTERGY CORP              | COM | 29364G103 | 6,209  | 85,000    | SH | DEFINED |
| EXELON CORP               | COM | 30161N101 | 10,409 | 240,000   | SH | DEFINED |
| EXXON MOBIL CORP          | COM | 30231G102 | 54,195 | 640,000   | SH | DEFINED |
| FISERV INC                | COM | 337738108 | 2,643  | 45,000    | SH | DEFINED |
| FOMENTO ECONOMICO MEX SP  | ADR | 344419106 | 7,753  | 111,300   | SH | DEFINED |
| FORD MOTOR CO             | COM | 345370860 | 5,375  | 500,000   | SH | DEFINED |
| GENERAL DYNAMICS CORP     | COM | 369550108 | 6,110  | 92,000    | SH | DEFINED |
| GENERAL ELECTRIC CO       | COM | 369604103 | 30,447 | 1,700,000 | SH | DEFINED |
| GOLDMAN SACHS GROUP INC   | COM | 38141G104 | 5,879  | 65,000    | SH | DEFINED |

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|                           |     |           |        |           |    |         |
|---------------------------|-----|-----------|--------|-----------|----|---------|
| GOODRICH CORP             | COM | 382388106 | 6,184  | 50,000    | SH | DEFINED |
| GOOGLE INC CL A           | COM | 38259P508 | 25,935 | 40,155    | SH | DEFINED |
| GRUPO TELEVISIA SA SPON   | ADR | 40049J206 | 3,261  | 155,000   | SH | DEFINED |
| HALLIBURTON CO            | COM | 406216101 | 7,073  | 205,000   | SH | DEFINED |
| HEWLETT PACKARD CO        | COM | 428236103 | 6,878  | 267,000   | SH | DEFINED |
| HONEYWELL INTERNATIONAL   | COM | 438516106 | 8,800  | 162,000   | SH | DEFINED |
| HOSPIRA INC               | COM | 441060100 | 2,428  | 80,000    | SH | DEFINED |
| INTEL CORP                | COM | 458140100 | 17,581 | 725,000   | SH | DEFINED |
| INTL BUSINESS MACHINES    | COM | 459200101 | 28,134 | 153,000   | SH | DEFINED |
| INTUIT INC                | COM | 461202103 | 3,261  | 62,000    | SH | DEFINED |
| INTUITIVE SURGICAL INC    | COM | 46120E602 | 4,399  | 9,500     | SH | DEFINED |
| ISHARES COHEN + STEERS    | ADR | 464287564 | 13,047 | 190,000   | SH | DEFINED |
| ITAU UNIBANCO HLDNG PREF  | ADR | 465562106 | 1,275  | 68,750    | SH | DEFINED |
| JDS UNIPHASE CORP         | COM | 46612J507 | 3,132  | 300,000   | SH | DEFINED |
| JOHNSON + JOHNSON         | COM | 478160104 | 27,531 | 420,000   | SH | DEFINED |
| JPMORGAN CHASE + CO       | COM | 46625H100 | 18,947 | 570,000   | SH | DEFINED |
| JUNIPER NETWORKS INC      | COM | 48203R104 | 2,347  | 115,000   | SH | DEFINED |
| KANSAS CITY SOUTHERN      | COM | 485170302 | 5,099  | 75,000    | SH | DEFINED |
| KRAFT FOODS INC CLASS A   | COM | 50075N104 | 7,619  | 204,000   | SH | DEFINED |
| LG DISPLAY CO LTD ADR     | ADR | 50186V102 | 1,841  | 175,000   | SH | DEFINED |
| LOWE S COS INC            | COM | 548661107 | 7,614  | 300,000   | SH | DEFINED |
| LYONDELLBASELL INDUSTRIES | COM | B53745100 | 362    | 11,153    | SH | SOLE    |
| M + T BANK CORP           | COM | 55261F104 | 7,634  | 100,000   | SH | DEFINED |
| MARRIOTT INTERNATIONAL    | COM | 571903202 | 3,355  | 115,000   | SH | DEFINED |
| MARSH + MCLENNAN COS      | COM | 571748102 | 7,905  | 250,000   | SH | DEFINED |
| MARVELL TECHNOLOGY GROUP  | COM | G5876H105 | 1,384  | 100,000   | SH | DEFINED |
| MASCO CORP                | COM | 574599106 | 2,830  | 270,000   | SH | DEFINED |
| MASTERCARD INC CLASS A    | COM | 57636Q104 | 4,848  | 13,000    | SH | DEFINED |
| MATTEL INC                | COM | 577081102 | 1,471  | 53,000    | SH | DEFINED |
| MCDONALD S CORP           | COM | 580135101 | 20,052 | 200,000   | SH | DEFINED |
| MCKESSON CORP             | COM | 58155Q103 | 5,840  | 75,000    | SH | DEFINED |
| MEDCO HEALTH SOLUTIONS    | COM | 58405U102 | 8,138  | 145,709   | SH | DEFINED |
| MEDTRONIC INC             | COM | 585055106 | 5,545  | 145,000   | SH | DEFINED |
| MELCO CROWN ENTERTAINME   | ADR | 585464100 | 6,727  | 700,000   | SH | DEFINED |
| MERCK + CO. INC.          | COM | 58933Y105 | 15,076 | 400,000   | SH | DEFINED |
| METLIFE INC               | COM | 59156R108 | 5,612  | 180,000   | SH | DEFINED |
| MICRON TECHNOLOGY INC     | COM | 595112103 | 2,826  | 450,000   | SH | DEFINED |
| MICROSOFT CORP            | COM | 594918104 | 25,960 | 1,000,000 | SH | DEFINED |
| MONSANTO CO               | COM | 61166W101 | 10,861 | 155,000   | SH | DEFINED |
| MORGAN STANLEY            | COM | 617446448 | 2,875  | 190,000   | SH | DEFINED |
| MYLAN INC                 | COM | 628530107 | 4,934  | 230,000   | SH | DEFINED |
| NASDAQ OMX GROUP/THE      | COM | 631103108 | 4,657  | 190,000   | SH | DEFINED |
| NEW ORIENTAL EDUCATIO SP  | ADR | 647581107 | 6,926  | 288,000   | SH | DEFINED |
| NEWMONT MINING CORP       | COM | 651639106 | 11,998 | 200,000   | SH | DEFINED |
| NEWS CORP CLASS B         | COM | 65248E203 | 5,421  | 298,000   | SH | DEFINED |
| NIKE INC CL B             | COM | 654106103 | 6,457  | 67,000    | SH | DEFINED |
| NORFOLK SOUTHERN CORP     | COM | 655844108 | 3,352  | 46,000    | SH | DEFINED |
| NYSE EURONEXT             | COM | 629491101 | 3,210  | 123,000   | SH | DEFINED |
| O REILLY AUTOMOTIVE INC   | COM | 67103H107 | 7,195  | 90,000    | SH | DEFINED |
| OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 10,214 | 109,000   | SH | DEFINED |
| ORACLE CORP               | COM | 68389X105 | 13,404 | 523,000   | SH | DEFINED |
| P G + E CORP              | COM | 69331C108 | 6,590  | 160,000   | SH | DEFINED |
| PARKER HANNIFIN CORP      | COM | 701094104 | 5,720  | 75,000    | SH | DEFINED |
| PEPSICO INC               | COM | 713448108 | 18,907 | 285,000   | SH | DEFINED |
| PETROLEO BRASILEIRO S.A.  | ADR | 71654V408 | 2,237  | 90,000    | SH | DEFINED |
| PETROLEO BRASILEIRO SPON  | ADR | 71654V101 | 3,526  | 150,127   | SH | DEFINED |
| PFIZER INC                | COM | 717081103 | 24,886 | 1,150,000 | SH | DEFINED |
| PHILIP MORRIS INTERNATION | COM | 718172109 | 20,007 | 255,000   | SH | DEFINED |
| PHOENIX COMPANIES         | COM | 71902E109 | 84     | 50,000    | SH | SOLE    |
| PNC FINANCIAL SERVICES    | COM | 693475105 | 10,382 | 180,000   | SH | DEFINED |
| PPL CORPORATION           | COM | 69351T106 | 7,355  | 250,000   | SH | DEFINED |
| PRAXAIR INC               | COM | 74005P104 | 9,617  | 90,000    | SH | DEFINED |

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|                           |     |           |           |         |    |         |
|---------------------------|-----|-----------|-----------|---------|----|---------|
| PRECISION CASTPARTS CORP  | COM | 740189105 | 6,591     | 40,000  | SH | DEFINED |
| PROCTER + GAMBLE CO/THE   | COM | 742718109 | 29,664    | 445,000 | SH | DEFINED |
| PRUDENTIAL FINANCIAL INC  | COM | 744320102 | 3,007     | 60,000  | SH | DEFINED |
| PUBLIC SERVICE ENTER      | COM | 744573106 | 7,097     | 215,000 | SH | DEFINED |
| QUALCOMM INC              | COM | 747525103 | 12,301    | 225,000 | SH | DEFINED |
| RESPONSYS INC             | COM | 761248103 | 416       | 46,848  | SH | SOLE    |
| SARA LEE CORP             | COM | 803111103 | 5,667     | 300,000 | SH | DEFINED |
| SCHLUMBERGER LTD          | COM | 806857108 | 11,953    | 175,000 | SH | DEFINED |
| SEMPRA ENERGY             | COM | 816851109 | 6,924     | 126,000 | SH | DEFINED |
| SIGMA ALDRICH             | COM | 826552101 | 4,997     | 80,000  | SH | DEFINED |
| SINA CORP                 | COM | G81477104 | 4,420     | 85,000  | SH | DEFINED |
| SOUTHERN CO/THE           | COM | 842587107 | 12,958    | 280,000 | SH | DEFINED |
| SOUTHWESTERN ENERGY CO    | COM | 845467109 | 4,312     | 135,000 | SH | DEFINED |
| SPECTRA ENERGY CORP       | COM | 847560109 | 7,683     | 250,000 | SH | DEFINED |
| STANLEY BLACK + DECKER    | COM | 854502101 | 6,215     | 92,000  | SH | DEFINED |
| STARBUCKS CORP            | COM | 855244109 | 8,282     | 180,000 | SH | DEFINED |
| STERICYCLE INC            | COM | 858912108 | 5,452     | 70,000  | SH | DEFINED |
| SYMANTEC CORP             | COM | 871503108 | 2,348     | 150,000 | SH | DEFINED |
| SYSCO CORP                | COM | 871829107 | 7,330     | 250,000 | SH | DEFINED |
| TARGET CORP               | COM | 87612E106 | 7,171     | 140,000 | SH | DEFINED |
| TELE NORTE LESTE PART ADR | ADR | 879246106 | 1,364     | 143,323 | SH | DEFINED |
| TELEFONOS DE MEXICO SP    | ADR | 879403707 | 1,330     | 95,000  | SH | DEFINED |
| TELEFONOS DE MEXICO SP    | ADR | 879403780 | 1,672     | 116,000 | SH | DEFINED |
| THERMO FISHER SCIENTIFIC  | COM | 883556102 | 2,653     | 59,000  | SH | DEFINED |
| TIME WARNER CABLE         | COM | 88732J207 | 3,593     | 56,536  | SH | DEFINED |
| TIME WARNER INC           | COM | 887317303 | 6,010     | 166,333 | SH | DEFINED |
| TJX COMPANIES INC         | COM | 872540109 | 7,102     | 110,000 | SH | DEFINED |
| TYCO INTERNATIONAL LTD    | COM | H89128104 | 4,669     | 100,000 | SH | DEFINED |
| UNITED PARCEL SERVICE     | COM | 911312106 | 14,634    | 200,000 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP  | COM | 913017109 | 13,885    | 190,000 | SH | DEFINED |
| UNITEDHEALTH GROUP INC    | COM | 91324P102 | 7,095     | 140,000 | SH | DEFINED |
| US BANCORP                | COM | 902973304 | 9,251     | 342,000 | SH | DEFINED |
| VALE SA SP ADR            | ADR | 91912E105 | 4,792     | 223,407 | SH | DEFINED |
| VALERO ENERGY CORP        | COM | 91913Y100 | 2,082     | 99,000  | SH | DEFINED |
| VERIZON COMMUNICATIONS    | COM | 92343V104 | 20,045    | 500,000 | SH | DEFINED |
| VIACOM INC CLASS B        | COM | 92553P201 | 7,266     | 160,000 | SH | DEFINED |
| VISA INC CLASS A SHARES   | COM | 92826C839 | 5,889     | 58,000  | SH | DEFINED |
| WAL MART STORES INC       | COM | 931142103 | 19,233    | 322,000 | SH | DEFINED |
| WALT DISNEY CO/THE        | COM | 254687106 | 13,118    | 350,000 | SH | DEFINED |
| WEATHERFORD INTL LTD      | COM | H27013103 | 3,724     | 254,722 | SH | DEFINED |
| WELLPOINT INC             | COM | 94973V107 | 5,301     | 80,000  | SH | DEFINED |
| WELLS FARGO + CO          | COM | 949746101 | 18,741    | 680,000 | SH | DEFINED |
| WISCONSIN ENERGY CORP     | COM | 976657106 | 6,994     | 200,000 | SH | DEFINED |
| YAHOO INC                 | COM | 984332106 | 8,866     | 550,000 | SH | DEFINED |
|                           |     |           | 1,542,261 |         |    |         |