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BP PLC
Form 13F-HR
February 10, 2004

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, 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 09 Feb 2004

[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: | 1 | |
| Form 13F Information Table Entry Total: | 363 | |
| Form 13F Information Table Value Total: | \$ 1,098,764 | |
| | (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, 2003

| ISSUER | TITLE OF CLASS | CUSIP | MARKET VALUE (USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION | MANAGERS |
|------------------------|----------------------|-----------|------------------------------|--------------------|------------|--------------------------|----------|
| 1ST DATA CPUSD0.01 | COM | 319963104 | 4,520 | 110,000 | SH | DEFINED | 01 |
| 3COM CORP | COM | 885535104 | 327 | 40,000 | SH | DEFINED | 01 |
| 3M | COM | 88579Y101 | 7,228 | 85,000 | SH | DEFINED | 01 |
| 5TH 3RD BANCO NPV | COM | 316773100 | 4,078 | 69,000 | SH | DEFINED | 01 |
| ABBOTT LABS | COM | 002824100 | 7,689 | 165,000 | SH | DEFINED | 01 |
| ADOBE SYSTEMS | COM | 00724F101 | 1,179 | 30,000 | SH | DEFINED | 01 |
| AETNA NEW | COM | 00817Y108 | 1,561 | 23,100 | SH | DEFINED | 01 |
| AFLAC | COM | 001055102 | 2,533 | 70,000 | SH | DEFINED | 01 |
| AIR PROD&CHEM | COM | 009158106 | 1,321 | 25,000 | SH | DEFINED | 01 |
| ALBERTSON'S | COM | 013104104 | 793 | 35,000 | SH | DEFINED | 01 |
| ALCOA INC | COM | 013817101 | 3,990 | 105,000 | SH | DEFINED | 01 |
| ALLOS THERAPEUTICS COM | COM | 019777101 | 159 | 44,172 | SH | SOLE | |
| ALLSTATE CORP | COM | 020002101 | 3,657 | 85,000 | SH | DEFINED | 01 |
| ALLTEL | COM | 020039103 | 1,537 | 33,000 | SH | DEFINED | 01 |
| ALTERA CP | COM | 021441100 | 908 | 40,000 | SH | DEFINED | 01 |
| ALTRIA GRP INC | COM | 02209S103 | 11,700 | 215,000 | SH | DEFINED | 01 |
| AMAZON COM | COM | 023135106 | 2,106 | 40,000 | SH | DEFINED | 01 |

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|---------------------|-----|-----------|--------|---------|----|---------|----|
| AMBAC FIN | COM | 023139108 | 694 | 10,000 | SH | DEFINED | 01 |
| AMDOCS | COM | G02602103 | 562 | 25,000 | SH | DEFINED | 01 |
| AMER ELEC | COM | 025537101 | 1,220 | 40,000 | SH | DEFINED | 01 |
| AMER INT GRP | COM | 026874107 | 19,553 | 295,000 | SH | DEFINED | 01 |
| AMER MOV ADR20 | ADR | 02364W105 | 2,700 | 100,000 | SH | DEFINED | 01 |
| AMER MOV ADR20 | ADR | 02364W204 | 1,722 | 63,000 | SH | DEFINED | 01 |
| AMER POWER | COM | 029066107 | 489 | 20,000 | SH | DEFINED | 01 |
| AMEREN CRP | COM | 023608102 | 1,610 | 35,000 | SH | DEFINED | 01 |
| AMERICAN EXPRESS | COM | 025816109 | 6,873 | 142,500 | SH | DEFINED | 01 |
| AMGEN | COM | 031162100 | 9,764 | 158,000 | SH | DEFINED | 01 |
| AMSOUTH BANCORP | COM | 032165102 | 858 | 35,000 | SH | DEFINED | 01 |
| ANADARKO PET | COM | 032511107 | 1,530 | 30,000 | SH | DEFINED | 01 |
| ANALOG DEVICES | COM | 032654105 | 1,826 | 40,000 | SH | DEFINED | 01 |
| ANHEUSER BUSCH | COM | 035229103 | 5,527 | 104,920 | SH | DEFINED | 01 |
| ANTHEM INC | COM | 03674B104 | 1,125 | 15,000 | SH | DEFINED | 01 |
| APACHE CP | COM | 037411105 | 1,703 | 21,000 | SH | DEFINED | 01 |
| APOLLO GP 'A' NPV | COM | 037604105 | 884 | 13,000 | SH | DEFINED | 01 |
| APP MATERIAL | COM | 038222105 | 4,445 | 198,000 | SH | DEFINED | 01 |
| APPLE COM NPV | COM | 037833100 | 855 | 40,000 | SH | DEFINED | 01 |
| APPLERA BIOSYS | COM | 038020103 | 414 | 20,000 | SH | DEFINED | 01 |
| ARAC CEL ADR B PRF | ADR | 038496204 | 498 | 14,200 | SH | DEFINED | 01 |
| ARGLNT TECH | COM | 00846U101 | 1,462 | 50,000 | SH | DEFINED | 01 |
| AT&T CORP | COM | 001957505 | 1,683 | 82,909 | SH | DEFINED | 01 |
| AT&T WIRELESS | COM | 00209A106 | 2,157 | 270,000 | SH | DEFINED | 01 |
| AUTO DATA\$0.10 | COM | 053015103 | 3,208 | 81,000 | SH | DEFINED | 01 |
| AVON PRODS | COM | 054303102 | 2,025 | 30,000 | SH | DEFINED | 01 |
| BAKBONE SOFTWARE | COM | 057101107 | 297 | 107,949 | SH | SOLE | |
| BAKER HUGHES\$1 | COM | 057224107 | 1,206 | 37,500 | SH | DEFINED | 01 |
| BANK ONE CP | COM | 06423A103 | 5,471 | 120,000 | SH | DEFINED | 01 |
| BAXTER INTL | COM | 071813109 | 2,014 | 66,000 | SH | DEFINED | 01 |
| BB&T CP USD5 | COM | 054937107 | 1,932 | 50,000 | SH | DEFINED | 01 |
| BEA SYSTEM\$0.001 | COM | 073325102 | 830 | 67,500 | SH | DEFINED | 01 |
| BECT DICKIN USD1 | COM | 075887109 | 1,029 | 25,000 | SH | DEFINED | 01 |
| BED BATH&BYND\$0.01 | COM | 075896100 | 1,084 | 25,000 | SH | DEFINED | 01 |
| BELLSOUTH | COM | 079860102 | 5,519 | 195,000 | SH | DEFINED | 01 |
| BERKSHIRE HATH 'A' | COM | 084670108 | 8,846 | 105 | SH | DEFINED | 01 |
| BEST BUY!0.10 | COM | 086516101 | 1,959 | 37,500 | SH | DEFINED | 01 |
| BK NEWYORK\$7.50 | COM | 064057102 | 3,146 | 95,000 | SH | DEFINED | 01 |
| BK OF AMER(TOK) | COM | 060505104 | 15,282 | 190,000 | SH | DEFINED | 01 |
| BLACOMDECKER | COM | 091797100 | 1,480 | 30,000 | SH | DEFINED | 01 |
| BLOCK (H&R) NPV | COM | 093671105 | 997 | 18,000 | SH | DEFINED | 01 |
| BMC SOFTWARE | COM | 055921100 | 466 | 25,000 | SH | DEFINED | 01 |
| BOEING | COM | 097023105 | 3,708 | 88,000 | SH | DEFINED | 01 |
| BOSTON SCIEN \$0.01 | COM | 101137107 | 2,426 | 66,000 | SH | DEFINED | 01 |
| BRLNGTN RES USD.01 | COM | 122014103 | 1,661 | 30,000 | SH | DEFINED | 01 |
| BROADCOM | COM | 111320107 | 716 | 21,000 | SH | DEFINED | 01 |
| BRSTL-MYER SQ!0.10 | COM | 110122108 | 5,560 | 194,400 | SH | DEFINED | 01 |
| BURLINGTON NTH SAN | COM | 12189T104 | 1,229 | 38,000 | SH | DEFINED | 01 |
| CAP1 FINL | COM | 14040H105 | 919 | 15,000 | SH | DEFINED | 01 |
| CARDINAL HLTH NPV | COM | 14149Y108 | 2,752 | 45,000 | SH | DEFINED | 01 |
| CARSO GBL SPN.ADR | ADR | 14574P107 | 448 | 160,000 | SH | DEFINED | 01 |
| CATERPILLAR | COM | 149123101 | 3,694 | 44,500 | SH | DEFINED | 01 |
| CEMX ADR 5 CPO | ADR | 151290889 | 4,151 | 158,450 | SH | DEFINED | 01 |
| CENDANT\$0.01 | COM | 151313103 | 3,118 | 140,000 | SH | DEFINED | 01 |
| CERIDIAN | COM | 15677T106 | 628 | 30,000 | SH | DEFINED | 01 |
| CHEVRONTEXACO | COM | 166751107 | 10,803 | 125,050 | SH | DEFINED | 01 |
| CHUBB CORP!1 | COM | 171232101 | 1,022 | 15,000 | SH | DEFINED | 01 |
| CIA BEBDS ADR | ADR | 20441W203 | 383 | 15,000 | SH | DEFINED | 01 |
| CIENA CP\$0.01 | COM | 171779101 | 332 | 50,000 | SH | DEFINED | 01 |
| CIGNA CP | COM | 125509109 | 978 | 17,000 | SH | DEFINED | 01 |
| CINERGY\$0.01 | COM | 172474108 | 854 | 22,000 | SH | DEFINED | 01 |
| CISCO SYSTEMS | COM | 17275R102 | 17,003 | 700,000 | SH | DEFINED | 01 |

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|---------------------|-----|-----------|--------|---------|----|---------|----|
| CITIGROUP USD0.01 | COM | 172967101 | 28,380 | 584,669 | SH | DEFINED | 01 |
| CLEAR CHANNL | COM | 184502102 | 2,810 | 60,000 | SH | DEFINED | 01 |
| CNTRPNT ENRGY | COM | 19041P105 | 494 | 51,000 | SH | DEFINED | 01 |
| COCA COLA!0.25 | COM | 191216100 | 12,434 | 245,000 | SH | DEFINED | 01 |
| COCA-COLA ENT\$1 | COM | 191219104 | 875 | 40,000 | SH | DEFINED | 01 |
| COLGATE-PALMOLIVE | COM | 194162103 | 3,153 | 63,000 | SH | DEFINED | 01 |
| COMCAST CORP (NEW) | COM | 20030N200 | 4,379 | 140,000 | SH | DEFINED | 01 |
| COMCAST'A' | COM | 20030N101 | 3,943 | 119,955 | SH | DEFINED | 01 |
| COMERCIA INC | COM | 200340107 | 1,233 | 22,000 | SH | DEFINED | 01 |
| COMP ASOC INT | COM | 204912109 | 1,394 | 51,000 | SH | DEFINED | 01 |
| COMP BAN | COM | 20449H109 | 590 | 15,000 | SH | DEFINED | 01 |
| COMP SCIENCES\$1 | COM | 205363104 | 885 | 20,000 | SH | DEFINED | 01 |
| COMVERSE TEC | COM | 205862402 | 528 | 30,000 | SH | DEFINED | 01 |
| CONOCOPHILLIPS | COM | 20825C104 | 5,252 | 80,100 | SH | DEFINED | 01 |
| CONSL EDISON!0.10 | COM | 209115104 | 860 | 20,000 | SH | DEFINED | 01 |
| CORNING\$0.50 | COM | 219350105 | 1,408 | 135,000 | SH | DEFINED | 01 |
| COSTCO WHLESLE | COM | 22160K105 | 1,859 | 50,000 | SH | DEFINED | 01 |
| COUNTRYWIDE CDT | COM | 222372104 | 1,517 | 20,000 | SH | DEFINED | 01 |
| COX COMM'A'\$1 | COM | 224044107 | 1,034 | 30,000 | SH | DEFINED | 01 |
| CRNVL CORP | COM | 143658300 | 2,582 | 65,000 | SH | DEFINED | 01 |
| CSX CORP | COM | 126408103 | 1,222 | 34,000 | SH | DEFINED | 01 |
| CVS CORP | COM | 126650100 | 1,806 | 50,000 | SH | DEFINED | 01 |
| DANAHER 0.01 | COM | 235851102 | 1,193 | 13,000 | SH | DEFINED | 01 |
| DARDEN RESTCSN | COM | 237194105 | 421 | 20,000 | SH | DEFINED | 01 |
| DEERE&CO | COM | 244199105 | 1,724 | 26,500 | SH | DEFINED | 01 |
| DELL | COM | 247025109 | 9,764 | 287,500 | SH | DEFINED | 01 |
| DELPHI | COM | 247126105 | 613 | 60,000 | SH | DEFINED | 01 |
| DEVON ENERGY | COM | 25179M103 | 2,434 | 42,500 | SH | DEFINED | 01 |
| DOLLAR GEN!0.50 | COM | 256669102 | 971 | 46,250 | SH | DEFINED | 01 |
| DOMINION RES (VIRG) | COM | 257470104 | 2,362 | 37,000 | SH | DEFINED | 01 |
| DOVER CORP!1 | COM | 260003108 | 795 | 20,000 | SH | DEFINED | 01 |
| DOW CHEM | COM | 260543103 | 4,431 | 106,600 | SH | DEFINED | 01 |
| DSL.NET INC | COM | 262506108 | 328 | 546,486 | SH | SOLE | |
| DTE ENRGY | COM | 233331107 | 749 | 19,000 | SH | DEFINED | 01 |
| DU PONT | COM | 263534109 | 5,277 | 115,000 | SH | DEFINED | 01 |
| DUKE ENGY NPV | COM | 264399106 | 2,761 | 135,000 | SH | DEFINED | 01 |
| EATON CORP | COM | 278058102 | 1,296 | 12,000 | SH | DEFINED | 01 |
| EBAY IUSD0.01 | COM | 278642103 | 2,971 | 46,000 | SH | DEFINED | 01 |
| ECOLAB \$1 | COM | 278865100 | 1,095 | 40,000 | SH | DEFINED | 01 |
| EL PASO CP | COM | 28368B102 | 655 | 80,000 | SH | DEFINED | 01 |
| ELE DTA SYS\$0.01 | COM | 285661104 | 1,350 | 55,000 | SH | DEFINED | 01 |
| ELEC ARTS | COM | 285512109 | 1,433 | 30,000 | SH | DEFINED | 01 |
| EMC MASS USD0.01 | COM | 268648102 | 3,101 | 240,000 | SH | DEFINED | 01 |
| EMERSON ELEC\$1 | COM | 291011104 | 2,914 | 45,000 | SH | DEFINED | 01 |
| ENGELHARD CP | COM | 292845104 | 899 | 30,000 | SH | DEFINED | 01 |
| ENTERGY\$0.01 | COM | 29364G103 | 2,000 | 35,000 | SH | DEFINED | 01 |
| EXELON | COM | 30161N101 | 2,654 | 40,000 | SH | DEFINED | 01 |
| EXP SCRIPTS\$0.01'A | COM | 302182100 | 531 | 8,000 | SH | DEFINED | 01 |
| EXXON MOB | COM | 30231G102 | 29,725 | 725,000 | SH | DEFINED | 01 |
| FANNIE MAE | COM | 313586109 | 7,506 | 100,000 | SH | DEFINED | 01 |
| FED DEPMRT | COM | 31410H101 | 943 | 20,000 | SH | DEFINED | 01 |
| FEDEX CORP | COM | 31428X106 | 1,890 | 28,000 | SH | DEFINED | 01 |
| FIRST ENERGY USD.1 | COM | 337932107 | 1,408 | 40,000 | SH | DEFINED | 01 |
| FISERV | COM | 337738108 | 790 | 20,000 | SH | DEFINED | 01 |
| FLEET BSTN FINL | COM | 339030108 | 4,758 | 109,000 | SH | DEFINED | 01 |
| FLEXTRONICS\$0.01 | COM | Y2573F102 | 787 | 53,000 | SH | DEFINED | 01 |
| FLUOR | COM | 343861100 | 595 | 15,000 | SH | DEFINED | 01 |
| FOM ECON ADR | ADR | 344419106 | 1,106 | 30,000 | SH | DEFINED | 01 |
| FORD MTR | COM | 345370860 | 2,720 | 170,000 | SH | DEFINED | 01 |
| FOREST LABS | COM | 345838106 | 3,090 | 50,000 | SH | DEFINED | 01 |
| FOX ENT GRP'A' | COM | 35138T107 | 1,020 | 35,000 | SH | DEFINED | 01 |
| FPL GR\$0.01 | COM | 302571104 | 1,963 | 30,000 | SH | DEFINED | 01 |

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|---------------------|-----|-----------|--------|-----------|----|---------|----|
| FRANKLIN RES | COM | 354613101 | 1,562 | 30,000 | SH | DEFINED | 01 |
| FRED MAC USD0.21 | COM | 313400301 | 4,403 | 75,500 | SH | DEFINED | 01 |
| GANNETT | COM | 364730101 | 3,923 | 44,000 | SH | DEFINED | 01 |
| GAP INC\$0.05 | COM | 364760108 | 1,973 | 85,000 | SH | DEFINED | 01 |
| GEN DYN | COM | 369550108 | 1,808 | 20,000 | SH | DEFINED | 01 |
| GEN ELEC | COM | 369604103 | 30,980 | 1,000,000 | SH | DEFINED | 01 |
| GEN MOTORS | COM | 370442832 | 2,804 | 52,500 | SH | DEFINED | 01 |
| GENENTECH | COM | 368710406 | 2,105 | 22,500 | SH | DEFINED | 01 |
| GENERAL MLS\$0.1 | COM | 370334104 | 2,265 | 50,000 | SH | DEFINED | 01 |
| GENUNE PRIS | COM | 372460105 | 432 | 13,000 | SH | DEFINED | 01 |
| GEORGIA PAC\$0.80 | COM | 373298108 | 1,104 | 36,000 | SH | DEFINED | 01 |
| GILEAD SCIE 0.001 | COM | 375558103 | 1,570 | 27,000 | SH | DEFINED | 01 |
| GILLETTE CO\$1 | COM | 375766102 | 3,673 | 100,000 | SH | DEFINED | 01 |
| GLBSANFE CORP | COM | G3930E101 | 521 | 21,000 | SH | DEFINED | 01 |
| GLD SACHS | COM | 38141G104 | 3,209 | 32,500 | SH | DEFINED | 01 |
| GNZYM | COM | 372917104 | 1,234 | 25,000 | SH | DEFINED | 01 |
| GOLDEN WEST\$0.10 | COM | 381317106 | 2,064 | 20,000 | SH | DEFINED | 01 |
| GPO CARSO SPN.ADR | ADR | 400485207 | 681 | 100,000 | SH | DEFINED | 01 |
| GRAINGER\$0.50 | COM | 384802104 | 711 | 15,000 | SH | DEFINED | 01 |
| GRUPO TELE SP GDR | GDR | 40049J206 | 1,794 | 45,000 | SH | DEFINED | 01 |
| GUIDNT CRP NPV | COM | 401698105 | 1,686 | 28,000 | SH | DEFINED | 01 |
| HALLIBRTON | COM | 406216101 | 1,300 | 50,000 | SH | DEFINED | 01 |
| HARLEY DAVID!0.01 | COM | 412822108 | 1,830 | 38,500 | SH | DEFINED | 01 |
| HARRAHS ENT\$0.10 | COM | 413619107 | 572 | 11,500 | SH | DEFINED | 01 |
| HARTFORD FINL USD | COM | 416515104 | 1,594 | 27,000 | SH | DEFINED | 01 |
| HASBRO | COM | 418056107 | 426 | 20,000 | SH | DEFINED | 01 |
| HCA INC | COM | 404119109 | 2,127 | 49,500 | SH | DEFINED | 01 |
| HEINZ (HJ) | COM | 423074103 | 1,366 | 37,500 | SH | DEFINED | 01 |
| HELL TELECOM ADS | COM | 423325307 | 186 | 27,778 | SH | DEFINED | 01 |
| HENRY SCHEIN NPV | COM | 806407102 | 338 | 5,000 | SH | DEFINED | 01 |
| HERSHEY FOODS\$1 | COM | 427866108 | 770 | 10,000 | SH | DEFINED | 01 |
| HEWLETT-PKARD | COM | 428236103 | 7,695 | 335,000 | SH | DEFINED | 01 |
| HIBERNIA'A'NPV | COM | 428656102 | 870 | 37,000 | SH | DEFINED | 01 |
| HILTON HOTELS\$2.50 | COM | 432848109 | 857 | 50,000 | SH | DEFINED | 01 |
| HNYWELL INTL | COM | 438516106 | 3,009 | 90,000 | SH | DEFINED | 01 |
| HOME DEPOT!0.05 | COM | 437076102 | 9,085 | 256,000 | SH | DEFINED | 01 |
| HUGHES ELEC | COM | 444418107 | 1,090 | 65,857 | SH | DEFINED | 01 |
| IBM | COM | 459200101 | 16,590 | 179,000 | SH | DEFINED | 01 |
| ILL TOOL NPV | COM | 452308109 | 3,356 | 40,000 | SH | DEFINED | 01 |
| IMS HEALTH USD | COM | 449934108 | 746 | 30,000 | SH | DEFINED | 01 |
| INDIA FUND | COM | 454089103 | 6,010 | 238,483 | SH | DEFINED | 01 |
| INGRSL-RND'A' | COM | G4776G101 | 1,901 | 28,000 | SH | DEFINED | 01 |
| INT PAPER !1 | COM | 460146103 | 2,328 | 54,000 | SH | DEFINED | 01 |
| INTEL | COM | 458140100 | 20,930 | 650,000 | SH | DEFINED | 01 |
| INTUIT 0.01 | COM | 461202103 | 1,333 | 25,200 | SH | DEFINED | 01 |
| IONA TECH ADR | ADR | 46206P109 | 317 | 65,000 | SH | DEFINED | 01 |
| ISHS C&S RLTY IDX | COM | 715680104 | 7,426 | 70,000 | SH | DEFINED | 01 |
| ITT INDUST | COM | 450911102 | 1,484 | 20,000 | SH | DEFINED | 01 |
| JABIL CIRCT | COM | 466313103 | 566 | 20,000 | SH | DEFINED | 01 |
| JDS UNIPHASE CRP | COM | 46612J101 | 511 | 140,000 | SH | DEFINED | 01 |
| JOHNSN CNTL\$0.1666 | COM | 478366107 | 1,742 | 15,000 | SH | DEFINED | 01 |
| JOHNSN&JOHNSN | COM | 478160104 | 15,498 | 300,000 | SH | DEFINED | 01 |
| JP MORGAN CHASE | COM | 46625H100 | 8,026 | 218,500 | SH | DEFINED | 01 |
| JUNIPER NTRWK | COM | 48203R104 | 841 | 45,000 | SH | DEFINED | 01 |
| KB HOME | COM | 48666K109 | 725 | 10,000 | SH | DEFINED | 01 |
| KELLOGG\$0.25 | COM | 487836108 | 1,618 | 42,500 | SH | DEFINED | 01 |
| KERR-MCGEE\$1 | COM | 492386107 | 1,395 | 30,000 | SH | DEFINED | 01 |
| KEYCORP\$1 | COM | 493267108 | 1,319 | 45,000 | SH | DEFINED | 01 |
| KIMBERLY-CL | COM | 494368103 | 2,836 | 48,000 | SH | DEFINED | 01 |
| KLA TENCOR | COM | 482480100 | 1,232 | 21,000 | SH | DEFINED | 01 |
| KOHL'S CORP | COM | 500255104 | 2,467 | 54,900 | SH | DEFINED | 01 |
| KRFT FDS INC'A' | COM | 50075N104 | 1,450 | 45,000 | SH | DEFINED | 01 |

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|---------------------|-----|-----------|--------|-----------|----|---------|----|
| KROGER\$1 | COM | 501044101 | 1,758 | 95,000 | SH | DEFINED | 01 |
| LASON SYS\$0.01 | COM | 51808R107 | -- | 1,824 | SH | DEFINED | 01 |
| LEHMAN BROS!0.10 | COM | 524908100 | 2,471 | 32,000 | SH | DEFINED | 01 |
| LENNAR\$0.10 | COM | 526057104 | 720 | 7,500 | SH | DEFINED | 01 |
| LEXMARK INTL'A'\$ | COM | 529771107 | 1,180 | 15,000 | SH | DEFINED | 01 |
| LIBERTY MED CORP | COM | 530718105 | 2,973 | 250,080 | SH | DEFINED | 01 |
| LILLY ELI | COM | 532457108 | 8,615 | 122,500 | SH | DEFINED | 01 |
| LINCOLN NATL | COM | 534187109 | 807 | 20,000 | SH | DEFINED | 01 |
| LINEAR TECH NPV | COM | 535678106 | 1,472 | 35,000 | SH | DEFINED | 01 |
| LOCK MARTIN | COM | 539830109 | 2,467 | 48,000 | SH | DEFINED | 01 |
| LOWE'S COS\$0.50 | COM | 548661107 | 5,207 | 94,000 | SH | DEFINED | 01 |
| LSI LOGIC | COM | 502161102 | 399 | 45,000 | SH | DEFINED | 01 |
| LTD BRNDS INC | COM | 532716107 | 902 | 50,000 | SH | DEFINED | 01 |
| LUCENT TECH\$0.01 | COM | 549463107 | 1,250 | 440,000 | SH | DEFINED | 01 |
| MARATHON OIL | COM | 565849106 | 1,489 | 45,000 | SH | DEFINED | 01 |
| MARRIOTT INT'A' | COM | 571903202 | 1,848 | 40,000 | SH | DEFINED | 01 |
| MARSH&MCLN | COM | 571748102 | 3,927 | 82,000 | SH | DEFINED | 01 |
| MASCO CORPN\$1 | COM | 574599106 | 1,645 | 60,000 | SH | DEFINED | 01 |
| MATAV RT ADS | COM | 576561104 | 2,807 | 150,000 | SH | DEFINED | 01 |
| MATTEL INC\$1 | COM | 577081102 | 771 | 40,000 | SH | DEFINED | 01 |
| MAXIM INTER USD | COM | 57772K101 | 1,843 | 37,000 | SH | DEFINED | 01 |
| MBIA INC | COM | 55262C100 | 888 | 15,000 | SH | DEFINED | 01 |
| MBNA | COM | 55262L100 | 3,852 | 155,000 | SH | DEFINED | 01 |
| MCCORMICK NV NPV | COM | 579780206 | 452 | 15,000 | SH | DEFINED | 01 |
| MCDONALD'S | COM | 580135101 | 3,228 | 130,000 | SH | DEFINED | 01 |
| MCGRAW HILL\$1 | COM | 580645109 | 1,608 | 23,000 | SH | DEFINED | 01 |
| MCKESSON CORP | COM | 58155Q103 | 1,286 | 40,000 | SH | DEFINED | 01 |
| MDCHLTH SLTN | COM | 58405U102 | 689 | 20,270 | SH | DEFINED | 01 |
| MEADWESTVACO | COM | 583334107 | 595 | 20,000 | SH | DEFINED | 01 |
| MEDIMMUNE | COM | 584699102 | 1,207 | 47,500 | SH | DEFINED | 01 |
| MEDTRONIC INC\$0.10 | COM | 585055106 | 6,903 | 142,000 | SH | DEFINED | 01 |
| MELLON FINL | COM | 58551A108 | 1,750 | 54,500 | SH | DEFINED | 01 |
| MERC BKS\$S\$2 | COM | 587405101 | 319 | 7,000 | SH | DEFINED | 01 |
| MERCK&CO NPV | COM | 589331107 | 8,316 | 180,000 | SH | DEFINED | 01 |
| MERRIL LYNCH | COM | 590188108 | 5,542 | 94,500 | SH | DEFINED | 01 |
| METLIFE INC | COM | 59156R108 | 2,189 | 65,000 | SH | DEFINED | 01 |
| MGN ST | COM | 617446448 | 7,031 | 121,500 | SH | DEFINED | 01 |
| MICRON TECH | COM | 595112103 | 1,212 | 90,000 | SH | DEFINED | 01 |
| MICROSOFT | COM | 594918104 | 30,845 | 1,120,000 | SH | DEFINED | 01 |
| MILLNUM PHARM | COM | 599902103 | 653 | 35,000 | SH | DEFINED | 01 |
| MOLEX | COM | 608554101 | 523 | 15,000 | SH | DEFINED | 01 |
| MOODYS | COM | 615369105 | 1,968 | 32,500 | SH | DEFINED | 01 |
| MOTOROLA | COM | 620076109 | 3,482 | 247,500 | SH | DEFINED | 01 |
| MYLAN LABS | COM | 628530107 | 1,263 | 50,000 | SH | DEFINED | 01 |
| N.FORK BANC | COM | 659424105 | 2,651 | 65,500 | SH | DEFINED | 01 |
| NAT CITY CORP | COM | 635405103 | 2,206 | 65,000 | SH | DEFINED | 01 |
| NAT SEMICON\$0.50 | COM | 637640103 | 788 | 20,000 | SH | DEFINED | 01 |
| NATUZZI ADR | ADR | 456478106 | 1,828 | 181,340 | SH | DEFINED | 01 |
| NEWELL RUBBERMAID | COM | 651229106 | 342 | 15,000 | SH | DEFINED | 01 |
| NEWMONT\$1.60 | COM | 651639106 | 2,187 | 45,000 | SH | DEFINED | 01 |
| NEWS CP ADR | ADR | 652487802 | 223 | 7,365 | SH | DEFINED | 01 |
| NEXTL COMM INC | COM | 65332V103 | 3,367 | 120,000 | SH | DEFINED | 01 |
| NIKE'B'NPV | COM | 654106103 | 1,712 | 25,000 | SH | DEFINED | 01 |
| NORFOLK S.\$1 | COM | 655844108 | 1,183 | 50,000 | SH | DEFINED | 01 |
| NRTHN TST | COM | 665859104 | 928 | 20,000 | SH | DEFINED | 01 |
| NRTHROP GRUM | COM | 666807102 | 2,008 | 21,000 | SH | DEFINED | 01 |
| NY TIMES | COM | 650111107 | 693 | 14,500 | SH | DEFINED | 01 |
| OMNICOM!0.50 | COM | 681919106 | 2,629 | 30,100 | SH | DEFINED | 01 |
| ORACLE CP\$0.01 | COM | 68389X105 | 7,326 | 555,000 | SH | DEFINED | 01 |
| ORBOTECH | COM | M75253100 | 1,495 | 62,500 | SH | DEFINED | 01 |
| OXFORD HEALTH | COM | 691471106 | 609 | 14,000 | SH | DEFINED | 01 |
| P G&E | COM | 69331C108 | 1,805 | 65,000 | SH | DEFINED | 01 |

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|---------------------------|-----|-----------|--------|---------|----|---------|----|
| PAYCHEX | COM | 704326107 | 2,046 | 55,000 | SH | DEFINED | 01 |
| PENNEY (JC) CO | COM | 708160106 | 920 | 35,000 | SH | DEFINED | 01 |
| PEOPLESFT 0.01 | COM | 712713106 | 1,596 | 70,000 | SH | DEFINED | 01 |
| PEPSICO | COM | 713448108 | 9,086 | 194,900 | SH | DEFINED | 01 |
| PFIZER | COM | 717081103 | 30,907 | 874,800 | SH | DEFINED | 01 |
| PHELPS DODGE\$6.25 | COM | 717265102 | 1,522 | 20,000 | SH | DEFINED | 01 |
| PHOENIX COS INC NEW | COM | 71902E109 | 1,226 | 101,817 | SH | SOLE | |
| PITNEY BOWES | COM | 724479100 | 1,016 | 25,000 | SH | DEFINED | 01 |
| PPG INDS\$1 2/3 | COM | 693506107 | 1,280 | 20,000 | SH | DEFINED | 01 |
| PPL CP | COM | 69351T106 | 1,969 | 45,000 | SH | DEFINED | 01 |
| PRAXAIR\$0.01 | COM | 74005P104 | 1,413 | 37,000 | SH | DEFINED | 01 |
| PRGRSS ENRGY | COM | 743263105 | 1,222 | 27,000 | SH | DEFINED | 01 |
| PRINCIPAL FIN | COM | 74251V102 | 1,157 | 35,000 | SH | DEFINED | 01 |
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 342 | 10,354 | SH | SOLE | |
| PRKM SFW GDR RGS | GDR | 743394207 | 814 | 35,000 | SH | DEFINED | 01 |
| PROCTR&GMBLE | COM | 742718109 | 14,982 | 150,000 | SH | DEFINED | 01 |
| PRUDENT FINANCIAL | COM | 744320102 | 1,420 | 34,000 | SH | DEFINED | 01 |
| PTRLBRAS ADS | COM | 71654V408 | 439 | 15,000 | SH | DEFINED | 01 |
| PUBLIC SERV NPV | COM | 744573106 | 1,095 | 25,000 | SH | DEFINED | 01 |
| PULTE HOMES!0.01 | COM | 745867101 | 702 | 7,500 | SH | DEFINED | 01 |
| QUALCOMM | COM | 747525103 | 4,584 | 85,000 | SH | DEFINED | 01 |
| QUST DIAGNSTC | COM | 74834L100 | 621 | 8,500 | SH | DEFINED | 01 |
| QWEST COMM USD0.01 | COM | 749121109 | 778 | 180,000 | SH | DEFINED | 01 |
| RAYTHEON CO | COM | 755111507 | 1,352 | 45,000 | SH | DEFINED | 01 |
| RCKWLL CLLNS | COM | 774341101 | 601 | 20,000 | SH | DEFINED | 01 |
| ROCKWELL AUTO | COM | 773903109 | 712 | 20,000 | SH | DEFINED | 01 |
| ROHM&HAAS | COM | 775371107 | 854 | 20,000 | SH | DEFINED | 01 |
| SAFEWAY INC\$0.01 | COM | 786514208 | 986 | 45,000 | SH | DEFINED | 01 |
| SANMINA CORP | COM | 800907107 | 883 | 70,000 | SH | DEFINED | 01 |
| SARA LEE | COM | 803111103 | 1,628 | 75,000 | SH | DEFINED | 01 |
| SBC COMM\$1 | COM | 78387G103 | 9,125 | 350,000 | SH | DEFINED | 01 |
| SCHERING-PLOUGH | COM | 806605101 | 2,382 | 137,000 | SH | DEFINED | 01 |
| SCHLMBGR!1 | COM | 806857108 | 3,830 | 70,000 | SH | DEFINED | 01 |
| SHWAB CHARL\$0.01 | COM | 808513105 | 1,776 | 150,000 | SH | DEFINED | 01 |
| SEARS ROE!0.75 | COM | 812387108 | 1,365 | 30,000 | SH | DEFINED | 01 |
| SEMPRA ENER NPV | COM | 816851109 | 902 | 30,000 | SH | DEFINED | 01 |
| SIEBEL SYS\$0.001 | COM | 826170102 | 832 | 60,000 | SH | DEFINED | 01 |
| SIGMA ALDRICH\$1 | COM | 826552101 | 457 | 8,000 | SH | DEFINED | 01 |
| SLM CORP | COM | 78442P106 | 2,713 | 72,000 | SH | DEFINED | 01 |
| SOLECTRON 0.001 | COM | 834182107 | 577 | 97,550 | SH | DEFINED | 01 |
| SOUTHERN CO\$5 | COM | 842587107 | 2,420 | 80,000 | SH | DEFINED | 01 |
| SPRINT CR (PCS GRP) | COM | 852061506 | 562 | 100,000 | SH | DEFINED | 01 |
| SPRINT\$2.50 | COM | 852061100 | 1,642 | 100,000 | SH | DEFINED | 01 |
| SPX | COM | 784635104 | 794 | 13,500 | SH | DEFINED | 01 |
| ST PAUL COS NPV | COM | 792860108 | 1,388 | 35,000 | SH | DEFINED | 01 |
| STAPLES USD | COM | 855030102 | 2,075 | 76,000 | SH | DEFINED | 01 |
| STARBUCK NPV | COM | 855244109 | 1,818 | 55,000 | SH | DEFINED | 01 |
| STARWD HOTELS'B' | COM | 85590A203 | 1,043 | 29,000 | SH | DEFINED | 01 |
| STATE ST CP\$1 | COM | 857477103 | 1,875 | 36,000 | SH | DEFINED | 01 |
| STET HELL TEL ADR | ADR | 859823106 | 751 | 57,737 | SH | DEFINED | 01 |
| STRYKER CORP\$0.10 | COM | 863667101 | 1,275 | 15,000 | SH | DEFINED | 01 |
| SUN MICRO | COM | 866810104 | 1,572 | 350,000 | SH | DEFINED | 01 |
| SW AIR\$1 | COM | 844741108 | 1,453 | 90,000 | SH | DEFINED | 01 |
| SYNOVUS FNCL | COM | 87161C105 | 1,504 | 52,000 | SH | DEFINED | 01 |
| SYSCO CORP\$1 | COM | 871829107 | 2,606 | 70,000 | SH | DEFINED | 01 |
| TARGET CP | COM | 87612E106 | 3,533 | 92,000 | SH | DEFINED | 01 |
| TEFNDS MEX ADR | ADR | 879403707 | 4,455 | 135,000 | SH | DEFINED | 01 |
| TELE MEX ADS | COM | 879403780 | 2,411 | 73,000 | SH | DEFINED | 01 |
| TEMCOM-INLAND\$1 | COM | 879868107 | 627 | 10,000 | SH | DEFINED | 01 |
| TENET HLTH | COM | 88033G103 | 883 | 55,000 | SH | DEFINED | 01 |
| TERADYNE | COM | 880770102 | 509 | 20,000 | SH | DEFINED | 01 |
| TEXAS INSTS\$1 | COM | 882508104 | 5,876 | 200,000 | SH | DEFINED | 01 |

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|---------------------|-----|-----------|--------|---------|----|---------|----|
| TEXTRON INC\$0.125 | COM | 883203101 | 1,141 | 20,000 | SH | DEFINED | 01 |
| TIME WARNER | COM | 887315109 | 8,455 | 470,000 | SH | DEFINED | 01 |
| TJX CO!1 | COM | 872540109 | 1,764 | 80,000 | SH | DEFINED | 01 |
| TRANSOCN INC | COM | G90078109 | 960 | 40,000 | SH | DEFINED | 01 |
| TRAV PROP CAS'B' | COM | 89420G406 | 1,697 | 99,990 | SH | DEFINED | 01 |
| TRIBUNE (DEL)NPV | COM | 896047107 | 2,219 | 43,000 | SH | DEFINED | 01 |
| TV AZTECA ADS | COM | 901145102 | 288 | 31,600 | SH | DEFINED | 01 |
| TXU CORP | COM | 873168108 | 1,364 | 57,500 | SH | DEFINED | 01 |
| TYCO INT LD | COM | 902124106 | 5,963 | 225,000 | SH | DEFINED | 01 |
| UNION PAC CORP | COM | 907818108 | 2,397 | 34,500 | SH | DEFINED | 01 |
| UNISYS CP | COM | 909214108 | 446 | 30,000 | SH | DEFINED | 01 |
| UNITEDHEALTH GRP | COM | 910581107 | 5,411 | 93,000 | SH | DEFINED | 01 |
| UPS'B' | COM | 911312106 | 2,945 | 39,500 | SH | DEFINED | 01 |
| US BANCORP | COM | 917292104 | 6,194 | 208,000 | SH | DEFINED | 01 |
| UST INC (DEL)\$0.50 | COM | 902911106 | 696 | 19,500 | SH | DEFINED | 01 |
| UTD TECH | COM | 913017109 | 5,449 | 57,500 | SH | DEFINED | 01 |
| VA LINUX SYSTEMS | COM | 91819B105 | 202 | 51,609 | SH | SOLE | |
| VARIAN MED SYST | COM | 92220P105 | 484 | 7,000 | SH | DEFINED | 01 |
| VERITAS SFTWRE NPV | COM | 923436109 | 1,672 | 45,000 | SH | DEFINED | 01 |
| VERIZON COMM | COM | 92343V104 | 9,612 | 274,000 | SH | DEFINED | 01 |
| VIACOM N.VTG'B' | COM | 925524308 | 8,876 | 200,000 | SH | DEFINED | 01 |
| W.DISNEY HDS DIS | COM | 254687106 | 5,179 | 222,000 | SH | DEFINED | 01 |
| WACHOVIA CRP USD | COM | 929903102 | 8,246 | 177,000 | SH | DEFINED | 01 |
| WAL MART STRS\$0.10 | COM | 931142103 | 18,568 | 350,000 | SH | DEFINED | 01 |
| WALGREEN | COM | 931422109 | 4,002 | 110,000 | SH | DEFINED | 01 |
| WASH MUT | COM | 939322103 | 4,092 | 102,000 | SH | DEFINED | 01 |
| WASTE MGMT | COM | 94106L109 | 2,812 | 95,000 | SH | DEFINED | 01 |
| WELLPOINT\$0.01 | COM | 94973H108 | 1,891 | 19,500 | SH | DEFINED | 01 |
| WELLS FARGO | COM | 949746101 | 10,600 | 180,000 | SH | DEFINED | 01 |
| WEYERHAEUSER | COM | 962166104 | 1,888 | 29,500 | SH | DEFINED | 01 |
| WHIRLPOOL CORP! | COM | 963320106 | 581 | 8,000 | SH | DEFINED | 01 |
| WYETH | COM | 983024100 | 5,519 | 130,000 | SH | DEFINED | 01 |
| X1LINUX!0.01 | COM | 983919101 | 1,550 | 40,000 | SH | DEFINED | 01 |
| XEROX CORP!1 | COM | 984121103 | 1,173 | 85,000 | SH | DEFINED | 01 |
| YAHOO INC | COM | 984332106 | 2,259 | 50,000 | SH | DEFINED | 01 |
| ZIMMER HOLDINGS | COM | 98956P102 | 2,112 | 30,000 | SH | DEFINED | 01 |

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|-------|--|--|-----------|--|--|--|--|
| TOTAL | | | 1,098,764 | | | | |
|-------|--|--|-----------|--|--|--|--|