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BP PLC  
Form 13F-HR/A  
August 10, 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: June 30, 2010

Check here if Amendment [ X ]; Amendment Number:  1   
This Amendment (Check only one.): [ X ] 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	August 9, 2010
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[Signature]	[City,State]	[Date]

Note: A Form 13F for our affiliate BP Investment Management Limited (BPIML) was incorrectly filed for BP plc, and this amendment replaces that incorrect filing. Similar incorrect filings of Form 13F-NT for BPIML were made for each quarter from June 2004 to March 2010. These Form 13F-NT reports of BPIML are not part of this filers record.

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

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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-_____	_____

### Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1
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Form 13F Information Table Entry Total:	292
	-----
Form 13F Information Table Value Total:	\$ 1,374,661
	-----
	(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  
JUNE 30, 2010

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE ( USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION	MA
3M CO	COM	88579Y101	9,158	116,000	SH	DEFINED	
ABBOTT LABORATORIES	COM	002824100	9,350	200,000	SH	DEFINED	
AETNA INC	COM	00817Y108	1,318	50,000	SH	DEFINED	
AFLAC INC	COM	001055102	4,053	95,000	SH	DEFINED	
AGILENT TECHNOLOGIES INC	COM	00846U101	1,421	50,000	SH	DEFINED	
AIR PRODUCTS + CHEMICALS	COM	009158106	2,463	38,000	SH	DEFINED	
ALCOA INC	COM	013817101	1,771	176,000	SH	DEFINED	
ALLEGHENY TECHNOLOGIES	COM	01741R102	1,369	31,000	SH	DEFINED	
ALLERGAN INC	COM	018490102	2,503	43,000	SH	DEFINED	
ALLSTATE CORP	COM	020002101	2,155	75,000	SH	DEFINED	
ALTERA CORPORATION	COM	021441100	3,100	125,000	SH	DEFINED	

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ALTRIA GROUP INC	COM	02209S103	5,606	280,000	SH	DEFINED
AMAZON.COM INC	COM	023135106	6,009	55,000	SH	DEFINED
AMERICA MOVIL ADR SERIES	ADR	02364W204	14,211	300,000	SH	DEFINED
AMERICA MOVIL ADR SERIES	ADR	02364W105	4,800	101,224	SH	DEFINED
AMERICAN ELECTRIC POWER	COM	025537101	2,875	89,000	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	7,139	180,000	SH	DEFINED
AMERICAN TOWER CORP CL A	COM	029912201	3,733	84,000	SH	DEFINED
AMERIPRISE FINANCIAL INC	COM	03076C106	1,120	31,000	SH	DEFINED
AMERISOURCEBERGEN CORP	COM	03073E105	1,397	44,000	SH	DEFINED
AMGEN INC	COM	031162100	7,680	146,000	SH	DEFINED
AMPHENOL CORP CL A	COM	032095101	1,728	44,000	SH	DEFINED
ANADARKO PETROLEUM CORP	COM	032511107	3,605	100,000	SH	DEFINED
AOL INC	COM	00184X105	624	30,000	SH	DEFINED
APACHE CORP	COM	037411105	5,977	71,000	SH	DEFINED
APPLE INC	COM	037833100	32,567	129,500	SH	DEFINED
APPLIED MATERIALS INC	COM	038222105	3,366	280,000	SH	DEFINED
ARCH CAPITAL GROUP LTD	COM	G0450A105	1,743	23,400	SH	DEFINED
ARCHER DANIELS MIDLAND	COM	039483102	3,354	130,000	SH	DEFINED
AT+T INC	COM	00206R102	15,939	660,000	SH	DEFINED
AUTOMATIC DATA PROCESSING	COM	053015103	3,381	84,000	SH	DEFINED
AUTOZONE INC	COM	053332102	2,125	11,000	SH	DEFINED
AVON PRODUCTS INC	COM	054303102	1,802	68,000	SH	DEFINED
BAKER HUGHES INC	COM	057224107	2,867	69,000	SH	DEFINED
BANCO BRADESCO ADR	ADR	059460303	1,832	115,500	SH	DEFINED
BANK OF AMERICA CORP	COM	060505104	21,396	1,490,000	SH	DEFINED
BANK OF NEW YORK MELLON	COM	064058100	4,192	170,000	SH	DEFINED
BAXTER INTERNATIONAL INC	COM	071813109	3,249	80,000	SH	DEFINED
BB+T CORP	COM	054937107	3,762	143,000	SH	DEFINED
BECTON DICKINSON AND CO	COM	075887109	2,297	34,000	SH	DEFINED
BED BATH + BEYOND INC	COM	075896100	1,372	37,000	SH	DEFINED
BEST BUY CO INC	COM	086516101	2,807	83,000	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	2,372	50,000	SH	DEFINED
BMC SOFTWARE INC	COM	055921100	1,628	47,000	SH	DEFINED
BOEING CO	COM	097023105	6,398	102,000	SH	DEFINED
BOSTON SCIENTIFIC CORP	COM	101137107	2,320	400,000	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	3,989	160,000	SH	DEFINED
BROADCOM CORP CL A	COM	111320107	2,044	62,000	SH	DEFINED
C.H. ROBINSON WORLDWIDE	COM	12541W209	1,336	24,000	SH	DEFINED
CA INC	COM	12673P105	1,030	56,000	SH	DEFINED
CABOT OIL + GAS CORP	COM	127097103	1,284	41,000	SH	DEFINED
CAPITAL ONE FINANCIAL	COM	14040H105	3,824	95,000	SH	DEFINED
CARDINAL HEALTH INC	COM	14149Y108	1,679	50,000	SH	DEFINED
CARNIVAL CORP	COM	143658300	3,024	100,000	SH	DEFINED
CATERPILLAR INC	COM	149123101	5,766	96,000	SH	DEFINED
CBS CORP CLASS B NON	COM	124857202	1,810	140,000	SH	DEFINED
CELGENE CORP	COM	151020104	3,249	64,000	SH	DEFINED
CEMEX SAB SPONS ADR PART	ADR	151290889	2,819	291,802	SH	DEFINED
CHESAPEAKE ENERGY CORP	COM	165167107	2,866	137,000	SH	DEFINED
CHEVRON CORP	COM	166764100	19,125	282,000	SH	DEFINED
CIA SIDERURGICA NACL SP	ADR	20440W105	959	65,400	SH	DEFINED
CISCO SYSTEMS INC	COM	17275R102	19,383	910,000	SH	DEFINED
CITIGROUP INC	COM	172967101	11,813	3,150,000	SH	DEFINED
CITRIX SYSTEMS INC	COM	177376100	1,120	26,531	SH	DEFINED
COACH INC	COM	189754104	2,849	78,000	SH	DEFINED
COCA COLA CO/THE	COM	191216100	15,879	317,000	SH	DEFINED
COGNIZANT TECH SOLUTIONS	COM	192446102	3,453	69,000	SH	DEFINED
COLGATE PALMOLIVE CO	COM	194162103	5,510	70,000	SH	DEFINED
COMCAST CORP CLASS A	COM	20030N101	8,164	470,000	SH	DEFINED
COMERICA INC	COM	200340107	809	22,000	SH	DEFINED
COMPANHIA DE BEBIDAS PRF	ADR	20441W203	1,313	13,000	SH	DEFINED
COMPUTER SCIENCES CORP	COM	205363104	1,401	31,000	SH	DEFINED
CONAGRA FOODS INC	COM	205887102	1,469	63,000	SH	DEFINED

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CONCHO RESOURCES INC	COM	20605P101	3,043	55,000	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	9,610	196,000	SH	DEFINED
CORNING INC	COM	219350105	3,532	219,000	SH	DEFINED
COSTCO WHOLESALE CORP	COM	22160K105	3,289	60,000	SH	DEFINED
COVIDIEN PLC	COM	G2554F105	2,248	56,000	SH	DEFINED
CR BARD INC	COM	067383109	1,085	14,000	SH	DEFINED
CSX CORP	COM	126408103	4,514	91,000	SH	DEFINED
CTRIIP.COM INTERNATIONAL	ADR	22943F100	13,146	350,000	SH	DEFINED
CUMMINS INC	COM	231021106	1,888	29,000	SH	DEFINED
CVS CAREMARK CORP	COM	126650100	6,883	235,000	SH	DEFINED
DANAHER CORP	COM	235851102	3,339	90,000	SH	DEFINED
DEERE + CO	COM	244199105	4,506	81,000	SH	DEFINED
DELL INC	COM	24702R101	4,097	340,000	SH	DEFINED
DEVON ENERGY CORPORATION	COM	25179M103	4,505	74,000	SH	DEFINED
DIRECTV CLASS A	COM	25490A101	4,137	122,000	SH	DEFINED
DISH NETWORK CORP A	COM	25470M109	834	46,000	SH	DEFINED
DOMINION RESOURCES INC/VA	COM	25746U109	2,516	65,000	SH	DEFINED
DOVER CORP	COM	260003108	1,128	27,000	SH	DEFINED
DR HORTON INC	COM	23331A109	1,475	150,000	SH	DEFINED
DU PONT (E.I.) DE NEMOURS	COM	263534109	6,399	185,000	SH	DEFINED
DUKE ENERGY CORP	COM	26441C105	2,814	176,000	SH	DEFINED
EATON CORP	COM	278058102	1,505	23,000	SH	DEFINED
EBAY INC	COM	278642103	5,197	265,000	SH	DEFINED
EL PASO CORP	COM	28336L109	1,865	168,000	SH	DEFINED
ELI LILLY + CO	COM	532457108	4,020	120,000	SH	DEFINED
EMC CORP/MASS	COM	268648102	7,678	420,000	SH	DEFINED
EMERSON ELECTRIC CO	COM	291011104	5,324	122,000	SH	DEFINED
EMPRESA BRASILEIRA DE AE	ADR	29081M102	209	10,000	SH	DEFINED
ENTERGY CORP	COM	29364G103	1,862	26,000	SH	DEFINED
EOG RESOURCES INC	COM	26875P101	4,033	41,000	SH	DEFINED
EXELON CORP	COM	30161N101	3,872	102,000	SH	DEFINED
EXPRESS SCRIPTS INC	COM	302182100	5,078	108,000	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	35,600	625,000	SH	DEFINED
FEDEX CORP	COM	31428X106	4,205	60,000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	1,229	100,000	SH	DEFINED
FIRST HORIZON NATIONAL	COM	320517105	1,573	137,404	SH	DEFINED
FISERV INC	COM	337738108	2,053	45,000	SH	DEFINED
FLUOR CORP	COM	343412102	1,529	36,000	SH	DEFINED
FOMENTO ECONOMICO MEX SP	ADR	344419106	4,803	111,300	SH	DEFINED
FORD MOTOR CO	COM	345370860	4,829	480,000	SH	DEFINED
FOREST LABORATORIES INC	COM	345838106	2,549	93,000	SH	DEFINED
FRANKLIN RESOURCES INC	COM	354613101	2,586	30,000	SH	DEFINED
FREEMPORT MCMORAN COPPER	COM	35671D857	4,138	70,000	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	3,045	52,000	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	22,592	1,570,000	SH	DEFINED
GILEAD SCIENCES INC	COM	375558103	5,141	150,000	SH	DEFINED
GOLDMAN SACHS GROUP INC	COM	38141G104	11,144	85,000	SH	DEFINED
GOODRICH CORP	COM	382388106	1,723	26,000	SH	DEFINED
GOOGLE INC CL A	COM	38259P508	16,530	37,155	SH	DEFINED
GRUPO TELEVISIVA SA SPONS	ADR	40049J206	2,697	155,000	SH	DEFINED
HALLIBURTON CO	COM	406216101	4,665	190,000	SH	DEFINED
HARSCO CORP	COM	415864107	388	16,500	SH	DEFINED
HARTFORD FINANCIAL SVCS	COM	416515104	2,430	110,000	SH	DEFINED
HESS CORP	COM	42809H107	3,473	69,000	SH	DEFINED
HEWLETT PACKARD CO	COM	428236103	15,826	366,000	SH	DEFINED
HJ HEINZ CO	COM	423074103	2,461	57,000	SH	DEFINED
HOME DEPOT INC	COM	437076102	7,232	258,000	SH	DEFINED
HONEYWELL INTERNATIONAL	COM	438516106	5,145	132,000	SH	DEFINED
HOSPIRA INC	COM	441060100	1,894	33,000	SH	DEFINED
HOST HOTELS + RESORTS INC	COM	44107P104	3,370	250,000	SH	DEFINED
HUDSON CITY BANCORP INC	COM	443683107	2,570	210,000	SH	DEFINED
ILLINOIS TOOL WORKS	COM	452308109	2,890	70,000	SH	DEFINED

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INTEL CORP	COM	458140100	16,135	830,000	SH	DEFINED
INTERCONTINENTAL EXCHANGE	COM	45865V100	3,863	34,180	SH	SOLE
INTERPUBLIC GROUP OF COS	COM	460690100	1,711	240,000	SH	DEFINED
INTL BUSINESS MACHINES	COM	459200101	21,345	173,000	SH	DEFINED
INTUIT INC	COM	461202103	2,154	62,000	SH	DEFINED
INTUITIVE SURGICAL INC	COM	46120E602	1,577	5,000	SH	DEFINED
INVESCO LTD	COM	G491BT108	1,817	108,000	SH	DEFINED
ISHARES COHEN + STEERS	COM	464287564	10,410	190,000	SH	DEFINED
ITAU UNIBANCO HLDNG PREF	ADR	465562106	1,238	68,750	SH	DEFINED
ITT CORP	COM	450911102	2,109	47,000	SH	DEFINED
J.C. PENNEY CO INC	COM	708160106	1,117	52,000	SH	DEFINED
JANUS CAPITAL GROUP INC	COM	47102X105	1,066	120,000	SH	DEFINED
JOHNSON + JOHNSON	COM	478160104	21,845	370,000	SH	DEFINED
JOHNSON CONTROLS INC	COM	478366107	4,296	160,000	SH	DEFINED
JPMORGAN CHASE + CO	COM	46625H100	20,856	570,000	SH	DEFINED
JUNIPER NETWORKS INC	COM	48203R104	2,738	120,000	SH	DEFINED
KEYCORP	COM	493267108	2,301	300,000	SH	DEFINED
KLA TENCOR CORPORATION	COM	482480100	780	28,000	SH	DEFINED
KOHL'S CORP	COM	500255104	3,135	66,000	SH	DEFINED
KRAFT FOODS INC CLASS A	COM	50075N104	5,708	204,000	SH	DEFINED
KROGER CO	COM	501044101	1,809	92,000	SH	DEFINED
L 3 COMMUNICATIONS HLDGS	COM	502424104	1,700	24,000	SH	DEFINED
LEGG MASON INC	COM	524901105	1,794	64,000	SH	DEFINED
LEUCADIA NATIONAL CORP	COM	527288104	507	26,000	SH	DEFINED
LG DISPLAY CO LTD ADR	ADR	50186V102	2,818	175,000	SH	DEFINED
LINCOLN NATIONAL CORP	COM	534187109	2,183	90,000	SH	DEFINED
LINEAR TECHNOLOGY CORP	COM	535678106	890	32,000	SH	DEFINED
LOCKHEED MARTIN CORP	COM	539830109	3,201	43,000	SH	DEFINED
LORILLARD INC	COM	544147101	2,361	32,797	SH	DEFINED
LOWE S COS INC	COM	548661107	4,694	230,000	SH	DEFINED
MACY S INC	COM	55616P104	2,003	112,000	SH	DEFINED
MARRIOTT INTERNATIONAL	COM	571903202	2,545	85,000	SH	DEFINED
MASTERCARD INC CLASS A	COM	57636Q104	3,990	20,000	SH	DEFINED
MATTEL INC	COM	577081102	1,121	53,000	SH	DEFINED
MCAFEE INC	COM	579064106	675	22,000	SH	DEFINED
MCDONALD S CORP	COM	580135101	10,602	161,000	SH	DEFINED
MCGRAW HILL COMPANIES INC	COM	580645109	1,236	44,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	2,619	39,000	SH	DEFINED
MEDCO HEALTH SOLUTIONS	COM	58405U102	5,231	95,000	SH	DEFINED
MEDTRONIC INC	COM	585055106	5,259	145,000	SH	DEFINED
MELCO CROWN ENTERTAINME	ADR	585464100	3,720	1,000,000	SH	DEFINED
MEMC ELECTRONIC MATERIALS	COM	552715104	513	52,000	SH	DEFINED
MERCK CO INC	COM	58933Y105	13,976	400,000	SH	DEFINED
METLIFE INC	COM	59156R108	4,906	130,000	SH	DEFINED
METROPICS COMMUNICATIONS	COM	591708102	9,842	1,201,657	SH	SOLE
MICRON TECHNOLOGY INC	COM	595112103	1,815	214,000	SH	DEFINED
MICROSOFT CORP	COM	594918104	25,070	1,090,000	SH	DEFINED
MINDRAY MEDICAL INTL LTD	ADR	602675100	9,109	290,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	4,961	214,000	SH	DEFINED
MOTOROLA INC	COM	620076109	2,738	420,000	SH	DEFINED
NATIONAL OILWELL VARCO	COM	637071101	2,478	75,000	SH	DEFINED
NETAPP INC	COM	64110D104	3,358	90,000	SH	DEFINED
NEW ORIENTAL EDUCATIO SP	ADR	647581107	10,249	110,000	SH	DEFINED
NEWMONT MINING CORP	COM	651639106	6,234	101,000	SH	DEFINED
NEWS CORP CLASS B	COM	65248E203	4,124	298,000	SH	DEFINED
NIKE INC CL B	COM	654106103	4,522	67,000	SH	DEFINED
NORFOLK SOUTHERN CORP	COM	655844108	4,880	92,000	SH	DEFINED
NORTHERN TRUST CORP	COM	665859104	2,475	53,000	SH	DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	2,450	45,000	SH	DEFINED
NOVELL INC	COM	670006105	1,701	300,000	SH	DEFINED
NUCOR CORP	COM	670346105	2,104	55,000	SH	DEFINED
NVIDIA CORP	COM	67066G104	1,879	184,000	SH	DEFINED

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NYSE EURONEXT	COM	629491101	2,154	78,000	SH	DEFINED
OCCIDENTAL PETROLEUM CORP	COM	674599105	9,798	127,000	SH	DEFINED
ORACLE CORP	COM	68389X105	12,977	605,000	SH	DEFINED
P G + E CORP	COM	69331C108	2,587	63,000	SH	DEFINED
PACCAR INC	COM	693718108	1,993	50,000	SH	DEFINED
PARKER HANNIFIN CORP	COM	701094104	1,276	23,000	SH	DEFINED
PAYCHEX INC	COM	704326107	1,168	45,000	SH	DEFINED
PEABODY ENERGY CORP	COM	704549104	1,172	30,000	SH	DEFINED
PEPSICO INC	COM	713448108	13,217	217,000	SH	DEFINED
PETROLEO BRASILEIRO S.A.	ADR	71654V408	3,089	90,000	SH	DEFINED
PFIZER INC	COM	717081103	16,391	1,150,270	SH	DEFINED
PHILIP MORRIS INTERNATION	COM	718172109	11,687	255,000	SH	DEFINED
PHOENIX COMPANIES	COM	71902E109	215	101,817	SH	SOLE
PNC FINANCIAL SERVICES	COM	693475105	4,067	72,000	SH	DEFINED
PPG INDUSTRIES INC	COM	693506107	1,389	23,000	SH	DEFINED
PRAXAIR INC	COM	74005P104	4,254	56,000	SH	DEFINED
PRECISION CASTPARTS CORP	COM	740189105	2,624	25,500	SH	DEFINED
PRICELINE.COM INC	COM	741503403	1,589	9,000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP	COM	74251V102	1,171	50,000	SH	DEFINED
PROCTER + GAMBLE CO/THE	COM	742718109	23,361	390,000	SH	DEFINED
PROGRESSIVE CORP	COM	743315103	1,778	95,000	SH	DEFINED
PRUDENTIAL FINANCIAL INC	COM	744320102	3,219	60,000	SH	DEFINED
PRUDENTIAL FINANCIAL INC*	COM	744320102	34,722	647,078	SH	SOLE
PUBLIC SERVICE ENTERPRISE	COM	744573106	2,506	80,000	SH	DEFINED
PULTE GROUP INC	COM	745867101	1,365	165,000	SH	DEFINED
QUALCOMM INC	COM	747525103	8,533	260,000	SH	DEFINED
QUESTAR CORP	COM	748356102	1,137	25,000	SH	DEFINED
QWEST COMMUNICATIONS INTL	COM	749121109	1,169	223,000	SH	DEFINED
RAYTHEON COMPANY	COM	755111507	1,936	40,000	SH	DEFINED
REGIONS FINANCIAL CORP	COM	7591EP100	1,051	160,000	SH	DEFINED
ROCKWELL COLLINS INC.	COM	774341101	1,168	22,000	SH	DEFINED
RR DONNELLEY + SONS CO	COM	257867101	850	52,000	SH	DEFINED
SALESFORCE.COM INC	COM	79466L302	1,286	15,000	SH	DEFINED
SCHLUMBERGER LTD	COM	806857108	11,337	205,000	SH	DEFINED
SEMPRA ENERGY	COM	816851109	2,152	46,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	897	18,000	SH	DEFINED
SIMON PROPERTY GROUP INC	COM	828806109	2,727	33,774	SH	DEFINED
SINA CORP	COM	G81477104	7,050	200,000	SH	DEFINED
SLM CORP	COM	78442P106	2,598	250,000	SH	DEFINED
SOUTHERN CO	COM	842587107	2,495	75,000	SH	DEFINED
SOUTHWESTERN ENERGY CO	COM	845467109	1,932	50,000	SH	DEFINED
SPECTRA ENERGY CORP	COM	847560109	1,705	85,000	SH	DEFINED
SPRINT NEXTEL CORP	COM	852061100	2,961	700,000	SH	DEFINED
ST JUDE MEDICAL INC	COM	790849103	1,443	40,000	SH	DEFINED
STAPLES INC	COM	855030102	1,887	99,000	SH	DEFINED
STARWOOD HOTELS + RESORTS	COM	85590A401	3,024	73,000	SH	DEFINED
STATE STREET CORP	COM	857477103	3,281	97,000	SH	DEFINED
SUNTRUST BANKS INC	COM	867914103	3,489	150,000	SH	DEFINED
SUPERVALU INC	COM	868536103	2,599	240,000	SH	DEFINED
SYMANTEC CORP	COM	871503108	1,527	110,000	SH	DEFINED
SYSCO CORP	COM	871829107	2,400	84,000	SH	DEFINED
T ROWE PRICE GROUP INC	COM	74144T108	3,196	72,000	SH	DEFINED
TAIWAN GTR CHINA FD	COM	874037104	282	51,078	SH	DEFINED
TARGET CORP	COM	87612E106	6,878	140,000	SH	DEFINED
TELE NORTE LESTE PART ADR	ADR	879246106	231	15,500	SH	DEFINED
TELEFONOS DE MEXICO SP	ADR	879403707	1,325	95,000	SH	DEFINED
TELEFONOS DE MEXICO SP	ADR	879403780	1,637	116,000	SH	DEFINED
TENET HEALTHCARE CORP	COM	88033G100	1,519	350,000	SH	DEFINED
TEXAS INSTRUMENTS INC	COM	882508104	6,280	270,000	SH	DEFINED
THERMO FISHER SCIENTIFIC	COM	883556102	2,892	59,000	SH	DEFINED
TIFFANY + CO	COM	886547108	719	19,000	SH	DEFINED
TIME WARNER CABLE	COM	88732J207	2,162	41,536	SH	DEFINED

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TIME WARNER INC	COM	887317303	4,807	166,333	SH	DEFINED
TJX COMPANIES INC	COM	872540109	2,348	56,000	SH	DEFINED
TRAVELERS COS INC/THE	COM	89417E109	3,446	70,000	SH	DEFINED
UNION PACIFIC CORP	COM	907818108	5,557	80,000	SH	DEFINED
UNITED PARCEL SERVICE	COM	911312106	7,847	138,000	SH	DEFINED
UNITED STATES STEEL CORP	COM	912909108	1,925	50,000	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	8,301	128,000	SH	DEFINED
UNITEDHEALTH GROUP INC	COM	91324P102	5,335	188,000	SH	DEFINED
UNUM GROUP	COM	91529Y106	976	45,000	SH	DEFINED
US BANCORP	COM	902973304	7,644	342,000	SH	DEFINED
VALE SA SP ADR	ADR	91912E105	4,016	165,000	SH	DEFINED
VALERO ENERGY CORP	COM	91913Y100	1,779	99,000	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	9,523	340,000	SH	DEFINED
VF CORP	COM	918204108	1,424	20,000	SH	DEFINED
VIACOM INC CLASS B	COM	92553P201	2,728	87,000	SH	DEFINED
VISA INC CLASS A SHARES	COM	92826C839	5,023	71,000	SH	DEFINED
WAL MART STORES INC	COM	931142103	13,935	290,000	SH	DEFINED
WALGREEN CO	COM	931422109	3,683	138,000	SH	DEFINED
WALT DISNEY CO/THE	COM	254687106	10,165	323,000	SH	DEFINED
WATERS CORP	COM	941848103	971	15,000	SH	DEFINED
WELLPOINT INC	COM	94973V107	3,914	80,000	SH	DEFINED
WELLS FARGO + CO	COM	949746101	20,192	790,000	SH	DEFINED
WESTERN DIGITAL CORP	COM	958102105	1,960	65,000	SH	DEFINED
WESTERN UNION CO	COM	959802109	1,521	102,000	SH	DEFINED
WEYERHAEUSER CO	COM	962166104	1,091	31,000	SH	DEFINED
WILLIAMS COS INC	COM	969457100	2,138	117,000	SH	DEFINED
WISCONSIN ENERGY CORP	COM	976657106	863	17,000	SH	DEFINED
WW GRAINGER INC	COM	384802104	2,287	23,000	SH	DEFINED
XEROX CORP	COM	984121103	3,288	410,000	SH	DEFINED
XILINX INC	COM	983919101	985	39,000	SH	DEFINED
YAHOO INC	COM	984332106	3,731	270,000	SH	DEFINED
YUM BRANDS INC	COM	988498101	2,538	65,000	SH	DEFINED
ZIMMER HOLDINGS INC	COM	98956P102	2,811	52,000	SH	DEFINED
			1,374,661			

\* Prudential Financial Inc shares were inadvertently not reported since December 18, 2001.