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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
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 Form 13F Information Table Entry Total: 323  
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 Form 13F Information Table Value Total: \$ 1,048,590  
 -----  
 (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  
 MARCH 31, 2003

| ISSUER              | TITLE<br>OF<br>CLASS | CUSIP     | MARKET<br>VALUE<br>(\$000) | SHARES/<br>PRN AMT | SH/<br>PRN | INVESTMENT<br>DISCRETION | OTHER<br>MANAGERS |
|---------------------|----------------------|-----------|----------------------------|--------------------|------------|--------------------------|-------------------|
| 1ST DATA CPUSD0.01  | COM                  | 319963104 | 3,738                      | 101,000            | SH         | DEFINED                  | 01                |
| 3M                  | COM                  | 604059105 | 6,502                      | 50,000             | SH         | DEFINED                  | 01                |
| 5TH 3RD BANCO NPV   | COM                  | 316773100 | 3,460                      | 69,000             | SH         | DEFINED                  | 01                |
| ABBOTT LABS         | COM                  | 002824100 | 6,657                      | 177,000            | SH         | DEFINED                  | 01                |
| ADOBE SYSTEMS       | COM                  | 00724F101 | 1,233                      | 40,000             | SH         | DEFINED                  | 01                |
| AFLAC\$0.10         | COM                  | 001055102 | 2,035                      | 63,500             | SH         | DEFINED                  | 01                |
| AIR PROD&CHEM       | COM                  | 009158106 | 1,657                      | 40,000             | SH         | DEFINED                  | 01                |
| ALBERTSON'S         | COM                  | 013104104 | 660                        | 35,000             | SH         | DEFINED                  | 01                |
| ALCOA INC           | COM                  | 013817101 | 2,035                      | 105,000            | SH         | DEFINED                  | 01                |
| ALLOS THERAPEUTICS  | COM                  | 019777101 | 177                        | 44,172             | SH         | DEFINED                  | 02                |
| ALLSTATE CORP\$0.01 | COM                  | 020002101 | 2,488                      | 75,000             | SH         | DEFINED                  | 01                |
| ALLTEL              | COM                  | 020039103 | 1,790                      | 40,000             | SH         | DEFINED                  | 01                |
| ALTERA CP           | COM                  | 021441100 | 542                        | 40,000             | SH         | DEFINED                  | 01                |
| ALTRIA GRP INC      | COM                  | 718154107 | 6,741                      | 225,000            | SH         | DEFINED                  | 01                |
| AMAZON COM          | COM                  | 023135106 | 1,041                      | 40,000             | SH         | DEFINED                  | 01                |
| AMBAC FIN           | COM                  | 023139108 | 505                        | 10,000             | SH         | DEFINED                  | 01                |
| AMER EXPRS          | COM                  | 025816109 | 4,984                      | 150,000            | SH         | DEFINED                  | 01                |

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|                     |     |           |        |         |    |         |    |
|---------------------|-----|-----------|--------|---------|----|---------|----|
| AMER INT GR         | COM | 026874107 | 15,127 | 305,905 | SH | DEFINED | 01 |
| AMER MOV ADR20      | ADR | 02364W105 | 802    | 60,000  | SH | DEFINED | 01 |
| AMER MOV ADR20      | ADR | 02364W204 | 1,305  | 100,000 | SH | DEFINED | 01 |
| AMEREN\$0.01        | COM | 023608102 | 1,367  | 35,000  | SH | DEFINED | 01 |
| AMGEN\$0.0001       | COM | 031162100 | 9,093  | 158,000 | SH | DEFINED | 01 |
| AMSOUTH BNCP        | COM | 032165102 | 895    | 45,000  | SH | DEFINED | 01 |
| ANADARKO PET        | COM | 032511107 | 1,365  | 30,000  | SH | DEFINED | 01 |
| ANALOG\$0.166       | COM | 032654105 | 1,100  | 40,000  | SH | DEFINED | 01 |
| ANHEUSER            | COM | 035229103 | 4,792  | 102,800 | SH | DEFINED | 01 |
| AOL TIME WARNER     | COM | 00184A105 | 5,104  | 470,000 | SH | DEFINED | 01 |
| APACHE CORP\$1.25   | COM | 037411105 | 1,297  | 21,000  | SH | DEFINED | 01 |
| APP MATERIAL        | COM | 038222105 | 2,554  | 203,000 | SH | DEFINED | 01 |
| APPLE COM NPV       | COM | 037833100 | 566    | 40,000  | SH | DEFINED | 01 |
| APPLERA BIOSYS      | COM | 693325102 | 317    | 20,000  | SH | DEFINED | 01 |
| ARGLNT TECH         | COM | 00846U101 | 502    | 38,140  | SH | DEFINED | 01 |
| AT&T CORP           | COM | 001957505 | 1,343  | 82,909  | SH | DEFINED | 01 |
| AT&T WIRELESS       | COM | 00209A106 | 2,244  | 340,000 | SH | DEFINED | 01 |
| AT&T-LIB MED CORP   | COM | 530718105 | 3,028  | 311,200 | SH | DEFINED | 01 |
| AUTO DATA\$0.10     | COM | 053015103 | 2,001  | 65,000  | SH | DEFINED | 01 |
| AVON PRODS          | COM | 054303102 | 1,712  | 30,000  | SH | DEFINED | 01 |
| BAKER HUGHES\$1     | COM | 057224107 | 1,497  | 50,000  | SH | DEFINED | 01 |
| BANK ONE CP         | COM | 06423A103 | 5,557  | 160,500 | SH | DEFINED | 01 |
| BAXTER INTL         | COM | 071813109 | 1,603  | 86,000  | SH | DEFINED | 01 |
| BB&T CP USD5        | COM | 054937107 | 1,886  | 60,000  | SH | DEFINED | 01 |
| BEA SYSTEM\$0.001   | COM | 073325102 | 611    | 60,000  | SH | DEFINED | 01 |
| BECTON DICK\$1      | COM | 075887109 | 861    | 25,000  | SH | DEFINED | 01 |
| BELLSOUTH           | COM | 079860102 | 4,551  | 210,000 | SH | DEFINED | 01 |
| BERKSHIRE HATH'A'   | COM | 084670108 | 9,570  | 150     | SH | DEFINED | 01 |
| BEST BUY\$0.10      | COM | 086516101 | 1,011  | 37,500  | SH | DEFINED | 01 |
| BIOGEN              | COM | 090597105 | 419    | 14,000  | SH | DEFINED | 01 |
| BK NEWYORK\$7.50    | COM | 064057102 | 1,742  | 85,000  | SH | DEFINED | 01 |
| BK OF AMER USD.01   | COM | 060505104 | 2,700  | 190,000 | SH | DEFINED | 01 |
| BLACK&DECKER\$0.50  | COM | 091797100 | 697    | 20,000  | SH | DEFINED | 01 |
| BLOCK (H&R) NPV     | COM | 093671105 | 1,067  | 25,000  | SH | DEFINED | 01 |
| BMC SOFTWARE        | COM | 055921100 | 679    | 45,000  | SH | DEFINED | 01 |
| BOEING              | COM | 097023105 | 2,205  | 88,000  | SH | DEFINED | 01 |
| BOSTON SCIEN \$0.01 | COM | 101137107 | 1,834  | 45,000  | SH | DEFINED | 01 |
| BROADCOM            | COM | 111320107 | 259    | 21,000  | SH | DEFINED | 01 |
| BRSTL-MYER SQ!0.10  | COM | 110122108 | 4,564  | 216,000 | SH | DEFINED | 01 |
| BURLINGTN RES\$0.01 | COM | 122014103 | 1,431  | 30,000  | SH | DEFINED | 01 |
| BURLINGTON N. NPV   | COM | 12189T104 | 1,195  | 48,000  | SH | DEFINED | 01 |
| CAP1 FINL           | COM | 14040H105 | 750    | 25,000  | SH | DEFINED | 01 |
| CARDINAL HLTH NPV   | COM | 14149Y108 | 3,561  | 62,500  | SH | DEFINED | 01 |
| CARNIVAL            | COM | 143658102 | 1,567  | 65,000  | SH | DEFINED | 01 |
| CARSO GBL SPN.ADR   | ADR | 14574P107 | 1,309  | 640,000 | SH | DEFINED | 01 |
| CATERPILLAR         | COM | 149123101 | 2,927  | 59,500  | SH | DEFINED | 01 |
| CEMX ADR 5 CPO      | ADR | 151290889 | 2,442  | 140,000 | SH | DEFINED | 01 |
| CENDANT\$0.01       | COM | 151313103 | 1,524  | 120,000 | SH | DEFINED | 01 |
| CERIDIAN            | COM | 15677T106 | 419    | 30,000  | SH | DEFINED | 01 |
| CHEVRONTEXACO       | COM | 166751107 | 8,084  | 125,050 | SH | DEFINED | 01 |
| CHUBB CORP!1        | COM | 171232101 | 886    | 20,000  | SH | DEFINED | 01 |
| CIENA CP\$0.01      | COM | 171779101 | 218    | 50,000  | SH | DEFINED | 01 |
| CIGNA CP            | COM | 125509109 | 777    | 17,000  | SH | DEFINED | 01 |
| CINERGY\$0.01       | COM | 172474108 | 740    | 22,000  | SH | DEFINED | 01 |
| CISCO SYSTEMS       | COM | 17275R102 | 10,773 | 830,000 | SH | DEFINED | 01 |
| CITIGROUP USD0.01   | COM | 172967101 | 19,281 | 559,669 | SH | DEFINED | 01 |
| CITRIX SYS          | COM | 177376100 | 395    | 30,000  | SH | DEFINED | 01 |
| CLEAR CHANNL        | COM | 184502102 | 2,374  | 70,000  | SH | DEFINED | 01 |
| COCA COLA!0.25      | COM | 191216100 | 10,363 | 256,000 | SH | DEFINED | 01 |
| COCA-COLA ENT\$1    | COM | 191219104 | 748    | 40,000  | SH | DEFINED | 01 |
| COLGATE-PALMOLIVE   | COM | 194162103 | 4,524  | 83,100  | SH | DEFINED | 01 |
| COMCAST CORP (NEW)  | COM | 20030N200 | 3,574  | 130,000 | SH | DEFINED | 01 |

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|                    |     |           |        |           |    |         |    |
|--------------------|-----|-----------|--------|-----------|----|---------|----|
| COMCAST'A'         | COM | 20030N101 | 4,120  | 144,105   | SH | DEFINED | 01 |
| COMERICA\$5        | COM | 200340107 | 833    | 22,000    | SH | DEFINED | 01 |
| COMP SCIENCES\$1   | COM | 205363104 | 651    | 20,000    | SH | DEFINED | 01 |
| COMVERSE TEC       | COM | 205862402 | 339    | 30,000    | SH | DEFINED | 01 |
| CONOCOPHILLIPS     | COM | 718507106 | 3,756  | 70,077    | SH | DEFINED | 01 |
| CONSL EDISON!0.10  | COM | 209115104 | 2,308  | 60,000    | SH | DEFINED | 01 |
| CORNING\$0.50      | COM | 219350105 | 438    | 75,000    | SH | DEFINED | 01 |
| COSTCO WHLESLE     | COM | 22160K105 | 1,862  | 62,000    | SH | DEFINED | 01 |
| COX COMM'A'\$1     | COM | 224044107 | 933    | 30,000    | SH | DEFINED | 01 |
| CSX CORP           | COM | 126408103 | 970    | 34,000    | SH | DEFINED | 01 |
| CVS CORP           | COM | 126650100 | 1,431  | 60,000    | SH | DEFINED | 01 |
| DARDEN RESTCSN     | COM | 237194105 | 357    | 20,000    | SH | DEFINED | 01 |
| DEERE&CO!1         | COM | 244199105 | 1,374  | 35,000    | SH | DEFINED | 01 |
| DELL COMPUTER!0.01 | COM | 247025109 | 8,056  | 295,000   | SH | DEFINED | 01 |
| DEVON ENERGY       | COM | 25179M103 | 964    | 20,000    | SH | DEFINED | 01 |
| DLP AUTO SYSM      | COM | 247126105 | 410    | 60,000    | SH | DEFINED | 01 |
| DOLLAR GEN!0.50    | COM | 256669102 | 565    | 46,250    | SH | DEFINED | 01 |
| DOMINION RES(VIRG) | COM | 257470104 | 3,045  | 55,000    | SH | DEFINED | 01 |
| DOW CHEM           | COM | 260543103 | 3,313  | 120,000   | SH | DEFINED | 01 |
| DTE ENRGY          | COM | 233331107 | 734    | 19,000    | SH | DEFINED | 01 |
| DU PONTC/TUSD0.30  | COM | 263534109 | 5,246  | 135,000   | SH | DEFINED | 01 |
| DUKE ENGY NPV      | COM | 264399106 | 1,309  | 90,000    | SH | DEFINED | 01 |
| EATON CORP         | COM | 278058102 | 839    | 12,000    | SH | DEFINED | 01 |
| EBAY IUSD0.01      | COM | 278642103 | 2,218  | 26,000    | SH | DEFINED | 01 |
| ECOLAB\$1          | COM | 278865100 | 740    | 15,000    | SH | DEFINED | 01 |
| ELE DTA SYS\$0.01  | COM | 285661104 | 528    | 30,000    | SH | DEFINED | 01 |
| ELEC ARTS          | COM | 285512109 | 880    | 15,000    | SH | DEFINED | 01 |
| EMC CORP\$0.01     | COM | 268648102 | 1,735  | 240,000   | SH | DEFINED | 01 |
| EMERSON ELEC\$1    | COM | 291011104 | 2,267  | 50,000    | SH | DEFINED | 01 |
| ENGELHARD          | COM | 292845104 | 643    | 30,000    | SH | DEFINED | 01 |
| EQTY OFCE USD0.01  | COM | 294741103 | 1,273  | 50,000    | SH | DEFINED | 01 |
| EXELON CP NPV      | COM | 30161N101 | 2,016  | 40,000    | SH | DEFINED | 01 |
| EXULT INC.         | COM | 302284104 | 40,442 | 5,517,392 | SH | SOLE    |    |
| EXXON MOB          | COM | 30231G102 | 28,309 | 810,000   | SH | DEFINED | 01 |
| FANNIE MAE         | COM | 313586109 | 7,450  | 114,000   | SH | DEFINED | 01 |
| FED DEPT US\$0.01  | COM | 31410H101 | 560    | 20,000    | SH | DEFINED | 01 |
| FEDEX CORP         | COM | 31428X106 | 1,542  | 28,000    | SH | DEFINED | 01 |
| FIRST ENERGY USD.1 | COM | 337932107 | 945    | 30,000    | SH | DEFINED | 01 |
| FLEET BSTN FINL    | COM | 339030108 | 2,603  | 109,000   | SH | DEFINED | 01 |
| FLUOR              | COM | 343861100 | 674    | 20,000    | SH | DEFINED | 01 |
| FOM ECON ADR       | ADR | 344419106 | 998    | 30,000    | SH | DEFINED | 01 |
| FORD MTR           | COM | 345370860 | 1,520  | 202,097   | SH | DEFINED | 01 |
| FOREST LABS        | COM | 345838106 | 540    | 10,000    | SH | DEFINED | 01 |
| FOX ENT GRP'A'     | COM | 35138T107 | 933    | 35,000    | SH | DEFINED | 01 |
| FPL GR\$0.01       | COM | 302571104 | 1,591  | 27,000    | SH | DEFINED | 01 |
| FRANKLIN RES       | COM | 354613101 | 658    | 20,000    | SH | DEFINED | 01 |
| FRED MAC USD0.21   | COM | 313400301 | 3,478  | 65,500    | SH | DEFINED | 01 |
| GANNETT CO\$1      | COM | 364730101 | 3,127  | 44,400    | SH | DEFINED | 01 |
| GAP INC\$0.05      | COM | 364760108 | 1,232  | 85,000    | SH | DEFINED | 01 |
| GEN ELEC           | COM | 369604103 | 27,922 | 1,095,000 | SH | DEFINED | 01 |
| GEN MOT 'H'USD0.10 | COM | 370442832 | 616    | 55,000    | SH | DEFINED | 01 |
| GEN MOTORS         | COM | 370442105 | 1,765  | 52,500    | SH | DEFINED | 01 |
| GENERAL MLS\$0.1   | COM | 370334104 | 2,733  | 60,000    | SH | DEFINED | 01 |
| GILLETTE CO\$1     | COM | 375766102 | 3,589  | 116,000   | SH | DEFINED | 01 |
| GLBSANFE CORP      | COM | G3930E101 | 962    | 46,600    | SH | DEFINED | 01 |
| GLD SACHS          | COM | 38141G104 | 783    | 11,500    | SH | DEFINED | 01 |
| GOLDEN WEST\$0.10  | COM | 381317106 | 1,079  | 15,000    | SH | DEFINED | 01 |
| GPO CARSO SPN.ADR  | ADR | 400485207 | 475    | 100,000   | SH | DEFINED | 01 |
| GRAINGER\$0.50     | COM | 384802104 | 644    | 15,000    | SH | DEFINED | 01 |
| GRUPO TELE SP GDR  | GDR | 40049J206 | 1,132  | 45,000    | SH | DEFINED | 01 |
| GUIDNT CRP NPV     | COM | 401698105 | 1,014  | 28,000    | SH | DEFINED | 01 |
| HARLEY DAVID\$0.01 | COM | 412822108 | 1,727  | 43,500    | SH | DEFINED | 01 |

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|                               |     |           |        |           |    |         |    |
|-------------------------------|-----|-----------|--------|-----------|----|---------|----|
| HARRAHS ENT\$0.10             | COM | 413619107 | 411    | 11,500    | SH | DEFINED | 01 |
| HARTFORD FINL USD             | COM | 416515104 | 1,390  | 39,400    | SH | DEFINED | 01 |
| HCA INC                       | COM | 404119109 | 2,999  | 72,500    | SH | DEFINED | 01 |
| HEINZ (HJ)                    | COM | 423074103 | 1,095  | 37,500    | SH | DEFINED | 01 |
| HELL TELECOM ADS              | COM | 423325307 | 131    | 27,778    | SH | DEFINED | 01 |
| HERSHEY FOODS\$1              | COM | 427866108 | 627    | 10,000    | SH | DEFINED | 01 |
| HEWLETT-PKARD\$0.01           | COM | 428236103 | 5,287  | 340,000   | SH | DEFINED | 01 |
| HILTON HOTELS\$2.50           | COM | 432848109 | 581    | 50,000    | SH | DEFINED | 01 |
| HNYWELL INTL                  | COM | 438516106 | 1,816  | 85,000    | SH | DEFINED | 01 |
| HOME DEPOT\$0.05              | COM | 437076102 | 6,358  | 261,000   | SH | DEFINED | 01 |
| HSEHLD INTL                   | COM | 441815107 | 86,014 | 3,041,500 | SH | DEFINED | 01 |
| IBM                           | COM | 459200101 | 14,510 | 185,000   | SH | DEFINED | 01 |
| ILL TOOL NPV                  | COM | 452308109 | 2,326  | 40,000    | SH | DEFINED | 01 |
| INDIA FUND                    | COM | 454089103 | 3,174  | 309,637   | SH | DEFINED | 01 |
| INGRSL-RND'A'                 | COM | G4776G101 | 1,081  | 28,000    | SH | DEFINED | 01 |
| INT PAPER !1                  | COM | 460146103 | 2,028  | 60,000    | SH | DEFINED | 01 |
| INTEL                         | COM | 458140100 | 12,861 | 790,000   | SH | DEFINED | 01 |
| INTERPUB\$0.10                | COM | 460690100 | 186    | 20,000    | SH | DEFINED | 01 |
| INTUIT 0.01                   | COM | 461202103 | 751    | 20,200    | SH | DEFINED | 01 |
| IONA TECH ADR                 | ADR | 46206P109 | 135    | 65,000    | SH | DEFINED | 01 |
| ITT INDUST                    | COM | 450911102 | 1,068  | 20,000    | SH | DEFINED | 01 |
| J HANCOCK FIN SER             | COM | 410145106 | 1,111  | 40,000    | SH | DEFINED | 01 |
| JANUS CAP GRP INC             | COM | 860831106 | 228    | 20,000    | SH | DEFINED | 01 |
| JDS UNIPHASE CRP              | COM | 46612J101 | 307    | 107,700   | SH | DEFINED | 01 |
| JOHNSN CNTL\$0.1666           | COM | 478366107 | 1,449  | 20,000    | SH | DEFINED | 01 |
| JOHNSN&JOHNSN                 | COM | 478160104 | 18,958 | 327,600   | SH | DEFINED | 01 |
| JP MORGAN CHASE (CS)          | COM | 46625H100 | 13,325 | 562,007   | SH | DEFINED | 01 |
| KELLOGG\$0.25                 | COM | 487836108 | 1,303  | 42,500    | SH | DEFINED | 01 |
| KERR-MCGEE\$1                 | COM | 492386107 | 1,218  | 30,000    | SH | DEFINED | 01 |
| KEYCORP\$1                    | COM | 493267108 | 1,184  | 52,500    | SH | DEFINED | 01 |
| KIMBERLY CLK ADR              | ADR | 494368204 | 391    | 34,000    | SH | DEFINED | 01 |
| KIMBERLY-CL\$1.25             | COM | 494368103 | 2,637  | 58,000    | SH | DEFINED | 01 |
| KLA TENCOR                    | COM | 482480100 | 970    | 27,000    | SH | DEFINED | 01 |
| KOHL'S CORP                   | COM | 500255104 | 2,037  | 36,000    | SH | DEFINED | 01 |
| KRFT FDS INC'A'               | COM | 50075N104 | 1,974  | 70,000    | SH | DEFINED | 01 |
| KROGER\$1                     | COM | 501044101 | 1,052  | 80,000    | SH | DEFINED | 01 |
| LASON SYS\$0.01               | COM | 51808R107 | 0      | 1,824     | SH | DEFINED | 01 |
| LEHMAN BROS\$0.10             | COM | 524908100 | 1,848  | 32,000    | SH | DEFINED | 01 |
| LEXMARK INTL'A'\$             | COM | 529771107 | 1,339  | 20,000    | SH | DEFINED | 01 |
| LILLY ELI                     | COM | 532457108 | 7,001  | 122,500   | SH | DEFINED | 01 |
| LINCOLN NATL                  | COM | 534187109 | 560    | 20,000    | SH | DEFINED | 01 |
| LINEAR TECH NPV               | COM | 535678106 | 926    | 30,000    | SH | DEFINED | 01 |
| LOCK MARTIN                   | COM | 539830109 | 2,615  | 55,000    | SH | DEFINED | 01 |
| LOWE'S COS\$0.50              | COM | 548661107 | 4,245  | 104,000   | SH | DEFINED | 01 |
| LSI LOGIC                     | COM | 502161102 | 158    | 35,000    | SH | DEFINED | 01 |
| LTD INC                       | COM | 532716107 | 644    | 50,000    | SH | DEFINED | 01 |
| M.B.N.A.\$0.01                | COM | 55262L100 | 2,032  | 135,000   | SH | DEFINED | 01 |
| MANULIFE FINL CORP COM (ARCO) | COM | 56501R106 | 57,645 | 2,408,906 | SH | SOLE    |    |
| MARATHON OIL                  | COM | 565849106 | 719    | 30,000    | SH | DEFINED | 01 |
| MARRIOTT INT'A'               | COM | 571903202 | 1,272  | 40,000    | SH | DEFINED | 01 |
| MARSH&MCLN                    | COM | 571748102 | 3,496  | 82,000    | SH | DEFINED | 01 |
| MASCO CORPN\$1                | COM | 574599106 | 1,490  | 80,000    | SH | DEFINED | 01 |
| MATAV RT ADS                  | COM | 576561104 | 839    | 50,000    | SH | DEFINED | 01 |
| MATTEL INC\$1                 | COM | 577081102 | 900    | 40,000    | SH | DEFINED | 01 |
| MAXIM INTER USD               | COM | 57772K101 | 1,336  | 37,000    | SH | DEFINED | 01 |
| MBIA INC                      | COM | 55262C100 | 580    | 15,000    | SH | DEFINED | 01 |
| MCDONALD'S                    | COM | 580135101 | 2,097  | 145,000   | SH | DEFINED | 01 |
| MCGRAW HILL\$1                | COM | 580645109 | 1,279  | 23,000    | SH | DEFINED | 01 |
| MCKESSON CORP                 | COM | 58155Q103 | 997    | 40,000    | SH | DEFINED | 01 |
| MEADWESTVACO                  | COM | 583334107 | 456    | 20,000    | SH | DEFINED | 01 |
| MEDIMMUNE                     | COM | 584699102 | 1,559  | 47,500    | SH | DEFINED | 01 |
| MEDTRONIC INC\$0.10           | COM | 585055106 | 6,181  | 137,000   | SH | DEFINED | 01 |

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|                              |     |           |        |           |    |         |    |
|------------------------------|-----|-----------|--------|-----------|----|---------|----|
| MELLON FINL                  | COM | 58551A108 | 946    | 44,500    | SH | DEFINED | 01 |
| MERANT                       | COM | 587336108 | 931    | 99,000    | SH | DEFINED | 01 |
| MERCK&CO NPV                 | COM | 589331107 | 14,298 | 261,000   | SH | DEFINED | 01 |
| MERRIL LYNCH                 | COM | 590188108 | 3,168  | 89,500    | SH | DEFINED | 01 |
| METLIFE INC                  | COM | 59156R108 | 1,715  | 65,000    | SH | DEFINED | 01 |
| MGN STN                      | COM | 617446448 | 4,660  | 121,500   | SH | DEFINED | 01 |
| MICRON TECH                  | COM | 595112103 | 733    | 90,000    | SH | DEFINED | 01 |
| MICROSOFT                    | COM | 594918104 | 30,020 | 1,240,000 | SH | DEFINED | 01 |
| MILLNUM PHARM                | COM | 599902103 | 275    | 35,000    | SH | DEFINED | 01 |
| MOLEX                        | COM | 608554101 | 752    | 35,000    | SH | DEFINED | 01 |
| MOODYS                       | COM | 615369105 | 1,965  | 42,500    | SH | DEFINED | 01 |
| MOTOROLA                     | COM | 620076109 | 2,106  | 255,000   | SH | DEFINED | 01 |
| N.FORK BANC                  | COM | 659424105 | 1,045  | 35,500    | SH | DEFINED | 01 |
| NAT CITY CORP                | COM | 635405103 | 1,810  | 65,000    | SH | DEFINED | 01 |
| NAT SEMICON\$0.50            | COM | 637640103 | 341    | 20,000    | SH | DEFINED | 01 |
| NATUZZI ADR                  | ADR | 456478106 | 1,463  | 181,340   | SH | DEFINED | 01 |
| NEWELL RUBBERMAID            | COM | 651229106 | 1,134  | 40,000    | SH | DEFINED | 01 |
| NEWMONT\$1.60                | COM | 651639106 | 1,373  | 52,500    | SH | DEFINED | 01 |
| NEXTL COMM INC               | COM | 65332V103 | 1,138  | 85,000    | SH | DEFINED | 01 |
| NIKE'B'NPV                   | COM | 654106103 | 1,285  | 25,000    | SH | DEFINED | 01 |
| NORFOLK S.\$1                | COM | 655844108 | 928    | 50,000    | SH | DEFINED | 01 |
| NRTHN TST                    | COM | 665859104 | 776    | 25,500    | SH | DEFINED | 01 |
| NRTHROP GRUM                 | COM | 666807102 | 1,802  | 21,000    | SH | DEFINED | 01 |
| NY TIMES                     | COM | 650111107 | 1,489  | 34,500    | SH | DEFINED | 01 |
| OMNICOM!0.50                 | COM | 681919106 | 1,441  | 26,600    | SH | DEFINED | 01 |
| ORACLE CP\$0.01              | COM | 68389X105 | 6,672  | 615,000   | SH | DEFINED | 01 |
| ORBOTECH                     | COM | M75253100 | 696    | 62,500    | SH | DEFINED | 01 |
| PAYCHEX                      | COM | 704326107 | 1,511  | 55,000    | SH | DEFINED | 01 |
| PENNEY (JC)CO\$0.50          | COM | 708160106 | 687    | 35,000    | SH | DEFINED | 01 |
| PEOPLESFT 0.01               | COM | 712713106 | 536    | 35,000    | SH | DEFINED | 01 |
| PEPSICO CAP STK\$            | COM | 713448108 | 8,196  | 204,900   | SH | DEFINED | 01 |
| PER PERSER ADR144A           | ADR | 715680104 | 1,807  | 205,300   | SH | DEFINED | 01 |
| PFIZER                       | COM | 717081103 | 21,033 | 675,000   | SH | DEFINED | 01 |
| PHMRC CRPRTN                 | COM | 71713U102 | 6,978  | 161,150   | SH | DEFINED | 01 |
| PHOENIX COS INC NEW          | COM | 71902E109 | 737    | 101,817   | SH | SOLE    |    |
| PITNEY BOWES                 | COM | 724479100 | 798    | 25,000    | SH | DEFINED | 01 |
| PPG INDS\$1 2/3              | COM | 693506107 | 902    | 20,000    | SH | DEFINED | 01 |
| PPL CP                       | COM | 69351T106 | 1,050  | 29,500    | SH | DEFINED | 01 |
| PRAXAIR\$0.01                | COM | 74005P104 | 845    | 15,000    | SH | DEFINED | 01 |
| PRGRSS ENRGY                 | COM | 743263105 | 1,566  | 40,000    | SH | DEFINED | 01 |
| PRINCIPAL FINANCIAL GROUP IN | COM | 74251V102 | 281    | 10,354    | SH | SOLE    |    |
| PRKM SFW GDR RGS             | GDR | 743394207 | 511    | 35,000    | SH | DEFINED | 01 |
| PROCTR&GMBLE                 | COM | 742718109 | 13,536 | 152,000   | SH | DEFINED | 01 |
| PRUDENT FINANCIAL            | COM | 744320102 | 585    | 20,000    | SH | DEFINED | 01 |
| PUBLIC SERV NPV              | COM | 744573106 | 917    | 25,000    | SH | DEFINED | 01 |
| QUALCOMM                     | COM | 747525103 | 3,245  | 90,000    | SH | DEFINED | 01 |
| RAYTHEON CO                  | COM | 755111507 | 1,418  | 50,000    | SH | DEFINED | 01 |
| RCHTR GEDN GDR'RS'           | GDR | 368467304 | 4,536  | 72,000    | SH | DEFINED | 01 |
| RCKWLL CLLNS                 | COM | 774341101 | 551    | 30,000    | SH | DEFINED | 01 |
| ROC TAIWN SHS BEN            | COM | 749651105 | 813    | 220,284   | SH | DEFINED | 01 |
| ROCKWELL AUTO                | COM | 773903109 | 621    | 30,000    | SH | DEFINED | 01 |
| ROHM&HAAS                    | COM | 775371107 | 447    | 15,000    | SH | DEFINED | 01 |
| SAFEWAY INC\$0.01            | COM | 786514208 | 852    | 45,000    | SH | DEFINED | 01 |
| SANMINA CORP                 | COM | 800907107 | 404    | 100,000   | SH | DEFINED | 01 |
| SARA LEE                     | COM | 803111103 | 2,150  | 115,000   | SH | DEFINED | 01 |
| SBC COMM\$1                  | COM | 78387G103 | 7,222  | 360,000   | SH | DEFINED | 01 |
| SCHERING-PLOUGH              | COM | 806605101 | 2,443  | 137,000   | SH | DEFINED | 01 |
| SCHLMBGR!1                   | COM | 806857108 | 2,281  | 60,000    | SH | DEFINED | 01 |
| SCHWAB CHARL\$0.01           | COM | 808513105 | 939    | 130,000   | SH | DEFINED | 01 |
| SEARS ROE!0.75               | COM | 812387108 | 966    | 40,000    | SH | DEFINED | 01 |
| SIEBEL SYS\$0.001            | COM | 826170102 | 481    | 60,000    | SH | DEFINED | 01 |
| SIGMA ALDRICH\$1             | COM | 826552101 | 667    | 15,000    | SH | DEFINED | 01 |

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|                     |     |           |        |           |    |         |    |
|---------------------|-----|-----------|--------|-----------|----|---------|----|
| SIMON PROP          | COM | 828806109 | 932    | 26,000    | SH | DEFINED | 01 |
| SLM CORP            | COM | 78442P106 | 2,662  | 24,000    | SH | DEFINED | 01 |
| SOLECTRON 0.001     | COM | 834182107 | 385    | 127,550   | SH | DEFINED | 01 |
| SOUTHERN CO\$5      | COM | 842587107 | 4,607  | 162,000   | SH | DEFINED | 01 |
| SPRINT CR (PCS GRP) | COM | 852061506 | 436    | 100,000   | SH | DEFINED | 01 |
| SPRINT\$2.50        | COM | 852061100 | 1,175  | 100,000   | SH | DEFINED | 01 |
| SPX                 | COM | 784635104 | 290    | 8,500     | SH | DEFINED | 01 |
| ST PAUL COS NPV     | COM | 792860108 | 1,113  | 35,000    | SH | DEFINED | 01 |
| STAPLES USD         | COM | 855030102 | 1,393  | 76,000    | SH | DEFINED | 01 |
| STARBUCK NPV        | COM | 855244109 | 824    | 32,000    | SH | DEFINED | 01 |
| STARWD HOTELS'B'    | COM | 85590A203 | 690    | 29,000    | SH | DEFINED | 01 |
| STATE ST CP\$1      | COM | 857477103 | 1,139  | 36,000    | SH | DEFINED | 01 |
| STET HELL TEL ADR   | ADR | 859823106 | 461    | 57,737    | SH | DEFINED | 01 |
| STRYKER CORP\$0.10  | COM | 863667101 | 1,030  | 15,000    | SH | DEFINED | 01 |
| SUN MICRO           | COM | 866810104 | 1,271  | 390,000   | SH | DEFINED | 01 |
| SW AIR\$1           | COM | 844741108 | 1,292  | 90,000    | SH | DEFINED | 01 |
| SYNOVUS FNCL        | COM | 87161C105 | 930    | 52,000    | SH | DEFINED | 01 |
| SYSCO CORP\$1       | COM | 871829107 | 2,562  | 100,700   | SH | DEFINED | 01 |
| TARGET CP           | COM | 87612E106 | 2,692  | 92,000    | SH | DEFINED | 01 |
| TCF FINCL           | COM | 872275102 | 801    | 20,000    | SH | DEFINED | 01 |
| TEFNDS MEX ADR      | ADR | 879403707 | 3,962  | 135,000   | SH | DEFINED | 01 |
| TELE MEX ADS        | COM | 879403780 | 669    | 22,500    | SH | DEFINED | 01 |
| TEMPLE-INLAND\$1    | COM | 879868107 | 374    | 10,000    | SH | DEFINED | 01 |
| TENET HLTH          | COM | 88033G103 | 919    | 55,000    | SH | DEFINED | 01 |
| TERADYNE            | COM | 880770102 | 233    | 20,000    | SH | DEFINED | 01 |
| TEXAS INST\$1       | COM | 882508104 | 3,438  | 210,000   | SH | DEFINED | 01 |
| TEXTRON INC\$0.125  | COM | 883203101 | 824    | 30,000    | SH | DEFINED | 01 |
| THERASENSE INC      | COM | 883381105 | 774    | 115,865   | SH | DEFINED | 02 |
| TJX CO!1            | COM | 872540109 | 1,056  | 60,000    | SH | DEFINED | 01 |
| TRANSOCN INC        | COM | G90078109 | 818    | 40,000    | SH | DEFINED | 01 |
| TRAV PROP CAS'B'    | COM | 89420G406 | 1,468  | 104,037   | SH | DEFINED | 01 |
| TRAV PRP CAS'A'     | COM | 89420G109 | 211    | 15,000    | SH | DEFINED | 01 |
| TRIBUNE (DEL)NPV    | COM | 896047107 | 1,913  | 42,500    | SH | DEFINED | 01 |
| TYCO INT LD         | COM | 902124106 | 2,894  | 225,000   | SH | DEFINED | 01 |
| UNION PAC CORP      | COM | 907818108 | 1,623  | 29,500    | SH | DEFINED | 01 |
| UNISYS CP           | COM | 909214108 | 278    | 30,000    | SH | DEFINED | 01 |
| UNITEDHEALTH GRP    | COM | 910581107 | 4,538  | 49,500    | SH | DEFINED | 01 |
| UPS'B'              | COM | 911312106 | 2,023  | 35,500    | SH | DEFINED | 01 |
| US BANCORP          | COM | 917292104 | 3,796  | 200,000   | SH | DEFINED | 01 |
| UST INC (DEL)\$0.50 | COM | 902911106 | 966    | 35,000    | SH | DEFINED | 01 |
| UTD TECH            | COM | 913017109 | 4,334  | 75,000    | SH | DEFINED | 01 |
| VERITAS SFTWRE NPV  | COM | 923436109 | 615    | 35,000    | SH | DEFINED | 01 |
| VERIZON COMM        | COM | 92343V104 | 10,580 | 299,300   | SH | DEFINED | 01 |
| VIACOM N.VTG'B'     | COM | 925524308 | 7,140  | 195,500   | SH | DEFINED | 01 |
| VIVND UNI ADR       | ADR | 92851S204 | 150    | 11,200    | SH | DEFINED | 01 |
| W.DISNEY HDS DIS    | COM | 254687106 | 3,608  | 212,000   | SH | DEFINED | 01 |
| WACHOVIA CRP USD    | COM | 337358105 | 6,030  | 177,000   | SH | DEFINED | 01 |
| WAL MART STRS\$0.10 | COM | 931142103 | 19,771 | 380,000   | SH | DEFINED | 01 |
| WALGREEN            | COM | 931422109 | 3,532  | 119,800   | SH | DEFINED | 01 |
| WASH MUT            | COM | 939322103 | 3,774  | 107,000   | SH | DEFINED | 01 |
| WASTE MGMT          | COM | 94106L109 | 2,012  | 95,000    | SH | DEFINED | 01 |
| WELLPOINT\$0.01     | COM | 94973H108 | 1,190  | 15,500    | SH | DEFINED | 01 |
| WELLS FARGO         | COM | 949746101 | 9,088  | 202,000   | SH | DEFINED | 01 |
| WEYERHAEUSER\$1.25  | COM | 962166104 | 2,352  | 49,168    | SH | DEFINED | 01 |
| WYETH               | COM | 983024100 | 6,051  | 160,000   | SH | DEFINED | 01 |
| X1LINX\$0.01        | COM | 983919101 | 936    | 40,000    | SH | DEFINED | 01 |
| YAHOO INC           | COM | 984332106 | 1,201  | 50,000    | SH | DEFINED | 01 |
| ZIMMER HOLDINGS     | COM | 98956P102 | 973    | 20,000    | SH | DEFINED | 01 |
| TOTAL               |     |           |        | 1,048,590 |    |         |    |

