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BP PLC
Form 13F-HR
April 30, 2010

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2010

Check here if Amendment [] ; Amendment Number: _____
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BP p.l.c.
Address: 1 St James's Square
London SW1Y 4PD
England

Form 13F File Number: 28-05353

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Dr. Byron E. Grote
Title: Chief Financial Officer and Executive Director
Phone: 020 7496 4263

Signature, Place, and Date of Signing:

| | | |
|-----------------|--------------|----------------|
| /s/ Byron Grote | London, UK | April 29, 2010 |
| ----- | ----- | ----- |
| [Signature] | [City,State] | [Date] |

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

| Form 13F File Number | Name |
|----------------------|------|
|----------------------|------|

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28-_____

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

 Form 13F Information Table Entry Total: 314

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

 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | Form 13F File Number | Name |
|-----|----------------------|----------------------------------|
| 01 | 28-05357 | BP Investment Management Limited |

BP P.L.C.
 FORM 13F INFORMATION TABLE
 MARCH 31, 2010

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

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

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

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

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

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

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