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BP PLC
Form 13F-HR
February 07, 2006

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, 2005

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 31 Jan 2006

[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: 387

Form 13F Information Table Value Total: \$ 1,240,295

(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, 2005

| ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION | M |
|------------------------------|----------------------|-----------|--------------------|--------------------|------------|--------------------------|---|
| 3M CO | COM | 88579Y101 | 6200 | 80000 | SH | DEFINED | |
| ABBOTT LABS | COM | 002824100 | 6900 | 175000 | SH | DEFINED | |
| ACE LTD | COM | G0070K103 | 1951 | 36500 | SH | DEFINED | |
| ADOBE SYS INC | COM | 00724F101 | 1848 | 50000 | SH | DEFINED | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 1530 | 50000 | SH | DEFINED | |
| AES CORP | COM | 00130H105 | 1203 | 76000 | SH | DEFINED | |
| AETNA INC | COM | 00817Y108 | 3395 | 36000 | SH | DEFINED | |
| AFFILIATED COMPUTER SVCS INC | COM | 008190100 | 829 | 14000 | SH | DEFINED | |
| AFLAC INC | COM | 001055102 | 2437 | 52500 | SH | DEFINED | |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 1731 | 52000 | SH | DEFINED | |
| AIR PRODS + CHEMS INC | COM | 009158106 | 1776 | 30000 | SH | DEFINED | |
| ALBERTSONS INC | COM | 013104104 | 747 | 35000 | SH | DEFINED | |
| ALCOA INC | COM | 013817101 | 2602 | 88000 | SH | DEFINED | |
| ALLEGHENY ENERGY INC | COM | 017361106 | 1266 | 40000 | SH | DEFINED | |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 361 | 10000 | SH | DEFINED | |
| ALLSTATE CORP | COM | 020002101 | 4326 | 80000 | SH | DEFINED | |
| ALLTEL CORP | COM | 020039103 | 3187 | 50500 | SH | DEFINED | |

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| | | | | | | |
|-------------------------------|-----|-----------|-------|--------|----|---------|
| ALTERA CORP | COM | 021441100 | 927 | 50000 | SH | DEFINED |
| ALTRIA GROUP INC | COM | 02209S103 | 16065 | 215000 | SH | DEFINED |
| AMBAC FINL GROUP INC | COM | 023139108 | 886 | 11500 | SH | DEFINED |
| AMERADA HESS CORP | COM | 023551104 | 1268 | 10000 | SH | DEFINED |
| AMEREN CORP | COM | 023608102 | 1025 | 20000 | SH | DEFINED |
| AMERICA MOVIL S A DE C V | ADR | 02364W204 | 8709 | 300000 | SH | DEFINED |
| AMERICA MOVIL S A DEC V | ADR | 02364W105 | 3102 | 106000 | SH | DEFINED |
| AMERICAN ELEC PWR INC | COM | 025537101 | 1484 | 40000 | SH | DEFINED |
| AMERICAN EXPRESS CO | COM | 025816109 | 7925 | 154000 | SH | DEFINED |
| AMERICAN INTL GROUP INC | COM | 026874107 | 20401 | 299000 | SH | DEFINED |
| AMERICAN PWR CONVERSION CORP | COM | 029066107 | 440 | 20000 | SH | DEFINED |
| AMERICAN STD COS INC DEL | COM | 029712106 | 879 | 22000 | SH | DEFINED |
| AMGEN INC | COM | 031162100 | 11040 | 140000 | SH | DEFINED |
| AMSOUTH BANCORPORATION | COM | 032165102 | 917 | 35000 | SH | DEFINED |
| ANADARKO PETE CORP | COM | 032511107 | 2369 | 25000 | SH | DEFINED |
| ANALOG DEVICES INC | COM | 032654105 | 1435 | 40000 | SH | DEFINED |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 3007 | 70000 | SH | DEFINED |
| APACHE CORP | COM | 037411105 | 2261 | 33000 | SH | DEFINED |
| APOLLO GROUP INC | COM | 037604105 | 1149 | 19000 | SH | DEFINED |
| APPLE COMPUTER | COM | 037833100 | 6254 | 87000 | SH | DEFINED |
| APPLERA CORP APPLIED BIOSYS | COM | 038020103 | 266 | 10000 | SH | DEFINED |
| APPLIED MATERIALS INC | COM | 038222105 | 3086 | 172000 | SH | DEFINED |
| AT+T INC | COM | 00206R102 | 10032 | 409620 | SH | DEFINED |
| AUTODESK INCORPORATED | COM | 052769106 | 1074 | 25000 | SH | DEFINED |
| AUTOMATIC DATA PROCESSING INC | COM | 053015103 | 3029 | 66000 | SH | DEFINED |
| AVAYA INC | COM | 053499109 | 747 | 70000 | SH | DEFINED |
| AVON PRODS INC | COM | 054303102 | 1428 | 50000 | SH | DEFINED |
| BAKBONE SOFTWARE ICOM NPV | COM | 057101107 | 154 | 87949 | SH | SOLE |
| BAKER HUGHES INC | COM | 057224107 | 3191 | 52500 | SH | DEFINED |
| BANCO BRADESCO SA | ADR | 059460303 | 1166 | 40000 | SH | DEFINED |
| BANCO ITAU S A | ADR | 059602201 | 661 | 27500 | SH | DEFINED |
| BANK AMER CORP | COM | 060505104 | 20075 | 435000 | SH | DEFINED |
| BANK NEW YORK INC | COM | 064057102 | 2548 | 80000 | SH | DEFINED |
| BAXTER INTL INC | COM | 071813109 | 2353 | 62500 | SH | DEFINED |
| BB+T CORP | COM | 054937107 | 2096 | 50000 | SH | DEFINED |
| BECTON DICKINSON + CO | COM | 075887109 | 1502 | 25000 | SH | DEFINED |
| BED BATH + BEYOND INC | COM | 075896100 | 1085 | 30000 | SH | DEFINED |
| BELLSOUTH CORP | COM | 079860102 | 5285 | 195000 | SH | DEFINED |
| BEST BUY CO INC | COM | 086516101 | 2935 | 67500 | SH | DEFINED |
| BIOGEN IDEC INC | COM | 09062X103 | 1541 | 34000 | SH | DEFINED |
| BJ SVCS CO | COM | 055482103 | 1980 | 54000 | SH | DEFINED |
| BLACK + DECKER CORPORATION | COM | 091797100 | 1304 | 15000 | SH | DEFINED |
| BLOCK H + R INC | COM | 093671105 | 884 | 36000 | SH | DEFINED |
| BMC SOFTWARE INC | COM | 055921100 | 471 | 23000 | SH | DEFINED |
| BOEING CO | COM | 097023105 | 6041 | 86000 | SH | DEFINED |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 1702 | 69500 | SH | DEFINED |
| BRASIL TELECOM PARTICIPACOES | ADR | 105530109 | 467 | 12500 | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 4596 | 200000 | SH | DEFINED |
| BROADCOM CORP | COM | 111320107 | 1509 | 32000 | SH | DEFINED |
| BURLINGTON NORTHN SANTA FE | COM | 12189T104 | 2762 | 39000 | SH | DEFINED |
| BURLINGTON RES INC | COM | 122014103 | 3448 | 40000 | SH | DEFINED |
| BUTTERFIELD FD MGR THAI EURO | COM | 335020905 | 3432 | 180000 | SH | DEFINED |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 2938 | 34000 | SH | DEFINED |
| CARDINAL HEALTH INC | COM | 14149Y108 | 3094 | 45000 | SH | DEFINED |
| CAREMARK RX INC | COM | 141705103 | 2331 | 45000 | SH | DEFINED |
| CARNIVAL CORP | COM | 143658300 | 2674 | 50000 | SH | DEFINED |
| CARSO GLOBAL TELECOM SA DE CV | ADR | 14574P101 | 824 | 160000 | SH | DEFINED |
| CATERPILLAR INC | COM | 149123101 | 4275 | 74000 | SH | DEFINED |
| CEMEX S A | ADR | 151290889 | 8015 | 135086 | SH | DEFINED |
| CENDANT CORP | COM | 151313103 | 1880 | 109000 | SH | DEFINED |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 977 | 76000 | SH | DEFINED |
| CENTEX CORP | COM | 152312104 | 1001 | 14000 | SH | DEFINED |

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|--------------------------------|-----|-----------|-------|--------|----|---------|
| CHEVRON CORP | COM | 166764100 | 13421 | 236403 | SH | DEFINED |
| CHIRON CORP | COM | 170040109 | 489 | 11000 | SH | DEFINED |
| CHUBB CORP | COM | 171232101 | 1953 | 20000 | SH | DEFINED |
| CIENA CORP | COM | 171779101 | 149 | 50000 | SH | DEFINED |
| CIGNA CORP | COM | 125509109 | 2793 | 25000 | SH | DEFINED |
| CINERGY CORP | COM | 172474108 | 934 | 22000 | SH | DEFINED |
| CINTAS CORP | COM | 172908105 | 865 | 21000 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 11419 | 667000 | SH | DEFINED |
| CITIGROUP INC | COM | 172967101 | 29102 | 599669 | SH | DEFINED |
| CITIZENS COMMUNICATIONS CO | COM | 17453B101 | 648 | 53000 | SH | DEFINED |
| CITRIX SYS INC | COM | 177376100 | 576 | 20000 | SH | DEFINED |
| CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 1808 | 57500 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 10078 | 250000 | SH | DEFINED |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 681 | 35500 | SH | DEFINED |
| COLGATE PALMOLIVE CO | COM | 194162103 | 3072 | 56000 | SH | DEFINED |
| COMCAST CORP NEW | COM | 20030N101 | 6230 | 240000 | SH | DEFINED |
| COMERICA INC | COM | 200340107 | 993 | 17500 | SH | DEFINED |
| COMPANHIA DE BEBIDAS DAS AMERS | ADR | 20441W203 | 495 | 13000 | SH | DEFINED |
| COMPANHIA ENERGETICA DE MINAS | ADR | 204409601 | 369 | 10000 | SH | DEFINED |
| COMPANHIA VALE DO RIO DOCE | ADR | 204412209 | 1851 | 45000 | SH | DEFINED |
| COMPUTER ASSOC INTL INC | COM | 204912109 | 1550 | 55000 | SH | DEFINED |
| COMPUTER SCIENCES CORP | COM | 205363104 | 1519 | 30000 | SH | DEFINED |
| COMVERSE TECHNOLOGY INC | COM | 205862402 | 532 | 20000 | SH | DEFINED |
| CONAGRA INC | COM | 205887102 | 973 | 48000 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 8855 | 152200 | SH | DEFINED |
| CONSTELLATION ENERGY GROUP INC | COM | 210371100 | 1382 | 24000 | SH | DEFINED |
| CORNING INC | COM | 219350105 | 2654 | 135000 | SH | DEFINED |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 2226 | 45000 | SH | DEFINED |
| COUNTRYWIDE FINL CORP | COM | 222372104 | 1880 | 55000 | SH | DEFINED |
| CSX CORP | COM | 126408103 | 1218 | 24000 | SH | DEFINED |
| CUMMINS INC | COM | 231021106 | 449 | 5000 | SH | DEFINED |
| CVS CORP | COM | 126650100 | 2642 | 100000 | SH | DEFINED |
| D R HORTON INC | COM | 23331A109 | 965 | 27000 | SH | DEFINED |
| DANAHER CORP | COM | 235851102 | 1924 | 34500 | SH | DEFINED |
| DEERE + CO | COM | 244199105 | 2043 | 30000 | SH | DEFINED |
| DELL INC | COM | 24702R101 | 7438 | 248000 | SH | DEFINED |
| DEVON ENERGY CORPORATION NEW | COM | 25179M103 | 3127 | 50000 | SH | DEFINED |
| DISNEY WALT CO | COM | 254687106 | 6951 | 290000 | SH | DEFINED |
| DOLLAR GEN CORP | COM | 256669102 | 954 | 50000 | SH | DEFINED |
| DOMINION RES INC VA NEW | COM | 25746U109 | 2671 | 34600 | SH | DEFINED |
| DONNELLEY R R + SONS CO | COM | 257867101 | 889 | 26000 | SH | DEFINED |
| DOVER CORP | COM | 260003108 | 810 | 20000 | SH | DEFINED |
| DOW CHEM CO | COM | 260543103 | 4233 | 96600 | SH | DEFINED |
| DTE ENERGY CO | COM | 233331107 | 605 | 14000 | SH | DEFINED |
| DU PONT E I DE NEMOURS + CO | COM | 263534109 | 4463 | 105000 | SH | DEFINED |
| DUKE ENERGY CO | COM | 264399106 | 2896 | 105500 | SH | DEFINED |
| EASTMAN KODAK CO | COM | 277461109 | 702 | 30000 | SH | DEFINED |
| EATON CORP | COM | 278058102 | 1053 | 15700 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 5147 | 119000 | SH | DEFINED |
| ECOLAB INC | COM | 278865100 | 1451 | 40000 | SH | DEFINED |
| EDISON INTL | COM | 281020107 | 1962 | 45000 | SH | DEFINED |
| EL PASO CORP | COM | 28336L109 | 1064 | 87500 | SH | DEFINED |
| ELECTRONIC ARTS INC | COM | 285512109 | 1831 | 35000 | SH | DEFINED |
| ELECTRONIC DATA SYS CORP NEW | COM | 285661104 | 1250 | 52000 | SH | DEFINED |
| EMC CORP | COM | 268648102 | 3541 | 260000 | SH | DEFINED |
| EMERSON ELEC CO | COM | 291011104 | 3735 | 50000 | SH | DEFINED |
| ENGELHARD CORP | COM | 292845104 | 452 | 15000 | SH | DEFINED |
| ENTERGY CORP NEW | COM | 29364G103 | 1510 | 22000 | SH | DEFINED |
| EOG RESOURCES INC | COM | 26875P101 | 2935 | 40000 | SH | DEFINED |
| EXELON CORP | COM | 30161N101 | 3188 | 60000 | SH | DEFINED |
| EXPRESS SCRIPTS INC | COM | 302182100 | 1341 | 16000 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 36651 | 652500 | SH | DEFINED |

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|---------------------------------|-----|-----------|-------|---------|----|---------|
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 4575 | 70000 | SH | DEFINED |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 5003 | 102500 | SH | DEFINED |
| FEDERATED DEPT STORES INC DE | COM | 31410H101 | 1791 | 27000 | SH | DEFINED |
| FEDEX CORP | COM | 31428X106 | 3360 | 32500 | SH | DEFINED |
| FIFTH THIRD BANCORP | COM | 316773100 | 2263 | 60000 | SH | DEFINED |
| FIRST DATA CORP | COM | 319963104 | 3613 | 84000 | SH | DEFINED |
| FIRSTENERGY CORP | COM | 337932107 | 1666 | 34000 | SH | DEFINED |
| FISERV INC | COM | 337738108 | 1082 | 25000 | SH | DEFINED |
| FLUOR CORP NEW | COM | 343412102 | 695 | 9000 | SH | DEFINED |
| FOMENTO ECONOMICO MEXICANO | CDR | 344419106 | 2900 | 40000 | SH | DEFINED |
| FORD MTR CO DEL | COM | 345370860 | 1312 | 170000 | SH | DEFINED |
| FOREST LABS INC | COM | 345838106 | 1444 | 35500 | SH | DEFINED |
| FPL GROUP INC | COM | 302571104 | 1870 | 45000 | SH | DEFINED |
| FRANKLIN RES INC | COM | 354613101 | 2350 | 25000 | SH | DEFINED |
| FREEMPORT MCMORAN COPPER + GOLD | COM | 35671D857 | 1022 | 19000 | SH | DEFINED |
| FREESCALE SEMICONDUCTOR INC | COM | 35687M206 | 1158 | 46000 | SH | DEFINED |
| GANNETT INC | COM | 364730101 | 2120 | 35000 | SH | DEFINED |
| GAP INC | COM | 364760108 | 1235 | 70000 | SH | DEFINED |
| GEDEON RICHTER LTD | GDR | 368467205 | 3960 | 22000 | SH | DEFINED |
| GENERAL DYNAMICS CORP | COM | 369550108 | 2281 | 20000 | SH | DEFINED |
| GENERAL ELEC CO | COM | 369604103 | 38906 | 1110000 | SH | DEFINED |
| GENERAL MLS INC | COM | 370334104 | 2466 | 50000 | SH | DEFINED |
| GENERAL MTRS CORP | COM | 370442105 | 922 | 47500 | SH | DEFINED |
| GENUINE PARTS CO | COM | 372460105 | 966 | 22000 | SH | DEFINED |
| GENWORTH FINL INC | COM | 37247D106 | 1383 | 40000 | SH | DEFINED |
| GENZYME CORP | COM | 372917104 | 1946 | 27500 | SH | DEFINED |
| GERDAU S A | ADR | 373737105 | 250 | 15000 | SH | DEFINED |
| GILEAD SCIENCES INC | COM | 375558103 | 2632 | 50000 | SH | DEFINED |
| GOL LINHAS AEREAS INTELIGENTES | COM | 38045R107 | 536 | 19000 | SH | DEFINED |
| GOLDEN WEST FINL CORP DEL | COM | 381317106 | 2640 | 40000 | SH | DEFINED |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 6449 | 50500 | SH | DEFINED |
| GRUPO CARSO SA DE CV | ADR | 400485207 | 1515 | 300000 | SH | DEFINED |
| GRUPO TELEVISION SA DE CV | GDR | 40049J206 | 2818 | 35000 | SH | DEFINED |
| GUIDANT CORP | COM | 401698105 | 2072 | 32000 | SH | DEFINED |
| HALLIBURTON CO | COM | 406216101 | 4027 | 65000 | SH | DEFINED |
| HARLEY DAVIDSON INC | COM | 412822108 | 1982 | 38500 | SH | DEFINED |
| HARRAHS ENTMT INC | COM | 413619107 | 1960 | 27500 | SH | DEFINED |
| HARTFORD FINANCIAL SVCS GRP | COM | 416515104 | 2577 | 30000 | SH | DEFINED |
| HASBRO INC | COM | 418056107 | 404 | 20000 | SH | DEFINED |
| HCA INC | COM | 404119109 | 2273 | 45000 | SH | DEFINED |
| HEALTH MGMT ASSOC | COM | 421933102 | 659 | 30000 | SH | DEFINED |
| HEINZ H J CO | COM | 423074103 | 1517 | 45000 | SH | DEFINED |
| HELLENIC TELECOMMUNICATIONS | ADR | 423325307 | 291 | 27778 | SH | DEFINED |
| HERSHEY CO / THE | COM | 427866108 | 1547 | 28000 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 8503 | 297000 | SH | DEFINED |
| HILTON HOTELS CORP | COM | 432848109 | 1206 | 50000 | SH | DEFINED |
| HOME DEPOT INC | COM | 437076102 | 10120 | 250000 | SH | DEFINED |
| HONEYWELL INTL INC | COM | 438516106 | 3222 | 86500 | SH | DEFINED |
| HOSPIRA INC | COM | 441060100 | 706 | 16500 | SH | DEFINED |
| HUMANA INC | COM | 444859102 | 924 | 17000 | SH | DEFINED |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 2728 | 31000 | SH | DEFINED |
| IMS HEALTH INC | COM | 449934108 | 748 | 30000 | SH | DEFINED |
| INGERSOLL RAND COMPANY LIMITED | COM | G4776G101 | 2220 | 55000 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 16374 | 656000 | SH | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 13727 | 167000 | SH | DEFINED |
| INTERNATIONAL GAME TECHNOLOGY | COM | 459902102 | 770 | 25000 | SH | DEFINED |
| INTERNATIONAL PAPER CO | COM | 460146103 | 2084 | 62000 | SH | DEFINED |
| INTUIT | COM | 461202103 | 1066 | 20000 | SH | DEFINED |
| IONA TECHNOLOGIES PLC | ADR | 46206P109 | 192 | 65000 | SH | DEFINED |
| ISHARES TR | COM | 464287564 | 8981 | 120000 | SH | DEFINED |
| ITT INDS INC | COM | 450911102 | 1285 | 12500 | SH | DEFINED |
| JABIL CIRCUIT INC | COM | 466313103 | 1001 | 27000 | SH | DEFINED |

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|------------------------------|-----|-----------|-------|--------|----|---------|
| JDS UNIPHASE CORP | COM | 46612J101 | 330 | 140000 | SH | DEFINED |
| JOHNSON + JOHNSON | COM | 478160104 | 18631 | 310000 | SH | DEFINED |
| JOHNSON CTLS INC | COM | 478366107 | 2187 | 30000 | SH | DEFINED |
| JPMORGAN CHASE + CO | COM | 46625H100 | 14205 | 357900 | SH | DEFINED |
| KB HOME | COM | 48666K109 | 727 | 10000 | SH | DEFINED |
| KELLOGG CO | COM | 487836108 | 2161 | 50000 | SH | DEFINED |
| KERR MCGEE CORP | COM | 492386107 | 1090 | 12000 | SH | DEFINED |
| KEYCORP NEW | COM | 493267108 | 1482 | 45000 | SH | DEFINED |
| KIMBERLY CLARK CORP | COM | 494368103 | 2863 | 48000 | SH | DEFINED |
| KLA TENCOR CORP | COM | 482480100 | 1036 | 21000 | SH | DEFINED |
| KOHL'S CORP | COM | 500255104 | 2090 | 43000 | SH | DEFINED |
| KROGER CO | COM | 501044101 | 1454 | 77000 | SH | DEFINED |
| L 3 COMMUNICATIONS HLDG CORP | COM | 502424104 | 1264 | 17000 | SH | DEFINED |
| LEHMAN BROTHERS HLDGS INC | COM | 524908100 | 4614 | 36000 | SH | DEFINED |
| LEXMARK INTL INC | COM | 529771107 | 601 | 13400 | SH | DEFINED |
| LG PHILIPS LCD CO LTD | COM | 50186V102 | 3756 | 175000 | SH | DEFINED |
| LILLY ELI + CO | COM | 532457108 | 7526 | 133000 | SH | DEFINED |
| LIMITED BRANDS INC | COM | 532716107 | 894 | 40000 | SH | DEFINED |
| LINCOLN NATL CORP IN | COM | 534187109 | 928 | 17500 | SH | DEFINED |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 1262 | 35000 | SH | DEFINED |
| LOCKHEED MARTIN CORP | COM | 539830109 | 2354 | 37000 | SH | DEFINED |
| LOUISIANA PAC CORP | COM | 546347105 | 755 | 27500 | SH | DEFINED |
| LOWES COS INC | COM | 548661107 | 6999 | 105000 | SH | DEFINED |
| LSI LOGIC CORP | COM | 502161102 | 360 | 45000 | SH | DEFINED |
| LUCENT TECHNOLOGIES INC | COM | 549463107 | 1224 | 460000 | SH | DEFINED |
| M + T BK CORP | COM | 55261F104 | 1363 | 12500 | SH | DEFINED |
| MARATHON OIL CORP | COM | 565849106 | 2744 | 45000 | SH | DEFINED |
| MARRIOTT INTL INC NEW | COM | 571903202 | 2076 | 31000 | SH | DEFINED |
| MARSHALL + ILSLEY CORP | COM | 571834100 | 1291 | 30000 | SH | DEFINED |
| MASCO CORP | COM | 574599106 | 1359 | 45000 | SH | DEFINED |
| MATTEL INC | COM | 577081102 | 633 | 40000 | SH | DEFINED |
| MAXIM INTEGRATED PRODS INC | COM | 57772K101 | 1196 | 33000 | SH | DEFINED |
| MBIA INC | COM | 55262C100 | 902 | 15000 | SH | DEFINED |
| MBNA CORP | COM | 55262L100 | 3530 | 130000 | SH | DEFINED |
| MCCORMICK + CO INC | COM | 579780206 | 464 | 15000 | SH | DEFINED |
| MCDONALDS CORP | COM | 580135101 | 4889 | 145000 | SH | DEFINED |
| MCGRAW HILL COS INC | COM | 580645109 | 2375 | 46000 | SH | DEFINED |
| MCKESSON CORP | COM | 58155Q103 | 1806 | 35000 | SH | DEFINED |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 1562 | 28000 | SH | DEFINED |
| MEDIMMUNE INC | COM | 584699102 | 858 | 24500 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 7686 | 133500 | SH | DEFINED |
| MELLON FINL CORP | COM | 58551A108 | 1456 | 42500 | SH | DEFINED |
| MERCK + CO INC | COM | 589331107 | 7237 | 227500 | SH | DEFINED |
| MERCURY INTERACTIVE CORP | COM | 589405109 | 459 | 16500 | SH | DEFINED |
| MERRILL LYNCH + CO INC | COM | 590188108 | 6130 | 90500 | SH | DEFINED |
| METLIFE INC | COM | 59156R108 | 4508 | 92000 | SH | DEFINED |
| MICRON TECHNOLOGY INC | COM | 595112103 | 825 | 62000 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 25575 | 978000 | SH | DEFINED |
| MOLEX INC | COM | 608554101 | 519 | 20000 | SH | DEFINED |
| MONSANTO CO NEW | COM | 61166W101 | 2132 | 27500 | SH | DEFINED |
| MONSTER WORLDWIDE INC | COM | 611742107 | 531 | 13000 | SH | DEFINED |
| MOODYS CORP | COM | 615369105 | 3992 | 65000 | SH | DEFINED |
| MORGAN STANLEY | COM | 617446448 | 7319 | 129000 | SH | DEFINED |
| MOTOROLA INC | COM | 620076109 | 5896 | 261000 | SH | DEFINED |
| NATIONAL CITY CORP | COM | 635405103 | 2182 | 65000 | SH | DEFINED |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 948 | 36500 | SH | DEFINED |
| NATUZZI S P A | ADR | 63905A101 | 1269 | 181340 | SH | DEFINED |
| NETWORK APPLIANCE INC | COM | 64120L104 | 999 | 37000 | SH | DEFINED |
| NEWELL RUBBERMAID INC | COM | 651229106 | 713 | 30000 | SH | DEFINED |
| NEWMONT MNG CORP | COM | 651639106 | 3471 | 65000 | SH | DEFINED |
| NIKE INC | COM | 654106103 | 2170 | 25000 | SH | DEFINED |
| NOBLE CORPORATION | COM | G65422100 | 1940 | 27500 | SH | DEFINED |

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|-------------------------------|-----|-----------|-------|--------|----|---------|
| NORFOLK SOUTHN CORP | COM | 655844108 | 2017 | 45000 | SH | DEFINED |
| NORTH FORK BANCORPORATION INC | COM | 659424105 | 2688 | 98250 | SH | DEFINED |
| NORTHERN TRUST CORP | COM | 665859104 | 1296 | 25000 | SH | DEFINED |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 2164 | 36000 | SH | DEFINED |
| NOVELL INC | COM | 670006105 | 318 | 36000 | SH | DEFINED |
| NOVELLUS SYS INC | COM | 670008101 | 362 | 15000 | SH | DEFINED |
| NUCOR CORP | COM | 670346105 | 1668 | 25000 | SH | DEFINED |
| OCCIDENTAL PETE CORP | COM | 674599105 | 4393 | 55000 | SH | DEFINED |
| OFFICE DEPOT INC | COM | 676220106 | 942 | 30000 | SH | DEFINED |
| OMNICOM GROUP | COM | 681919106 | 1881 | 22100 | SH | DEFINED |
| ORACLE CORP | COM | 68389X105 | 5250 | 430000 | SH | DEFINED |
| ORBOTECH LTD | COM | M75253100 | 1498 | 62500 | SH | DEFINED |
| PACCAR INC | COM | 693718108 | 1281 | 18500 | SH | DEFINED |
| PARKER HANNIFIN CORP | COM | 701094104 | 660 | 10000 | SH | DEFINED |
| PAYCHEX INC | COM | 704326107 | 1391 | 36500 | SH | DEFINED |
| PENNEY J C INC | COM | 708160106 | 1446 | 26000 | SH | DEFINED |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 715 | 25000 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 11958 | 202400 | SH | DEFINED |
| PETROLEO BRASILEIRO SA | ADR | 71654V408 | 3385 | 47500 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 18656 | 800000 | SH | DEFINED |
| PG+E CORP | COM | 69331C108 | 1670 | 45000 | SH | DEFINED |
| PHELPS DODGE CORP | COM | 717265102 | 1439 | 10000 | SH | DEFINED |
| PHOENIX COMPANIES | COM | 71902E109 | 1389 | 101817 | SH | SOLE |
| PITNEY BOWES INC | COM | 724479100 | 1056 | 25000 | SH | DEFINED |
| PPG INDS INC | COM | 693506107 | 1158 | 20000 | SH | DEFINED |
| PPL CORP | COM | 69351T106 | 1176 | 40000 | SH | DEFINED |
| PRAXAIR INC | COM | 74005P104 | 1748 | 33000 | SH | DEFINED |
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 1660 | 35000 | SH | DEFINED |
| PROCTER AND GAMBLE CO | COM | 742718109 | 23586 | 407500 | SH | DEFINED |
| PROGRESS ENERGY INC | COM | 743263105 | 878 | 20000 | SH | DEFINED |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 2336 | 20000 | SH | DEFINED |
| PROKOM SOFTWARE S A | GDR | 743394207 | 741 | 35000 | SH | DEFINED |
| PRUDENTIAL FINL INC | COM | 744320102 | 5050 | 69000 | SH | DEFINED |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 3216 | 49500 | SH | DEFINED |
| PULTE HOMES INC | COM | 745867101 | 1023 | 26000 | SH | DEFINED |
| QLOGIC CORP | COM | 747277101 | 488 | 15000 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 7324 | 170000 | SH | DEFINED |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 1081 | 21000 | SH | DEFINED |
| QWEST COMMUNICATIONS INTL INC | COM | 749121109 | 1045 | 185000 | SH | DEFINED |
| RAYTHEON CO | COM | 755111507 | 2008 | 50000 | SH | DEFINED |
| ROBERT HALF INTL INC | COM | 770323103 | 625 | 16500 | SH | DEFINED |
| ROCKWELL AUTOMATION INC | COM | 773903109 | 1183 | 20000 | SH | DEFINED |
| ROCKWELL COLLINS INC | COM | 774341101 | 929 | 20000 | SH | DEFINED |
| ROHM + HAAS CO | COM | 775371107 | 1695 | 35000 | SH | DEFINED |
| SAFEWAY INC | COM | 786514208 | 1065 | 45000 | SH | DEFINED |
| SANMINA SCI CORP | COM | 800907107 | 234 | 55000 | SH | DEFINED |
| SARA LEE CORP | COM | 803111103 | 945 | 50000 | SH | DEFINED |
| SCHERING PLOUGH CORP | COM | 806605101 | 3253 | 156000 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 5829 | 60000 | SH | DEFINED |
| SCHWAB CHARLES CORP | COM | 808513105 | 1746 | 119000 | SH | DEFINED |
| SEARS HLDGS CORP | COM | 812350106 | 1156 | 10010 | SH | DEFINED |
| SEMPRA ENERGY | COM | 816851109 | 1569 | 35000 | SH | DEFINED |
| SIEBEL SYS INC | COM | 826170102 | 635 | 60000 | SH | DEFINED |
| SIGMA ALDRICH | COM | 826552101 | 506 | 8000 | SH | DEFINED |
| SK TELECOM LTD | COM | 78440P108 | 2536 | 125000 | SH | DEFINED |
| SLM CORP | COM | 78442P106 | 3966 | 72000 | SH | DEFINED |
| SOLECTRON CORP | COM | 834182107 | 357 | 97550 | SH | DEFINED |
| SOUTHERN CO | COM | 842587107 | 2590 | 75000 | SH | DEFINED |
| SOUTHWEST AIRLS CO | COM | 844741108 | 1323 | 80500 | SH | DEFINED |
| SPRINT NEXTEL CORP | COM | 852061100 | 7667 | 328227 | SH | DEFINED |
| ST JUDE MED INC | COM | 790849103 | 1707 | 34000 | SH | DEFINED |
| ST PAUL TRAVELERS COS INC | COM | 792860108 | 3127 | 70000 | SH | DEFINED |

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|--------------------------------|-----|-----------|-------|--------|----|---------|
| STANLEY WORKS | COM | 854616109 | 432 | 9000 | SH | DEFINED |
| STAPLES INC | COM | 855030102 | 2589 | 114000 | SH | DEFINED |
| STARBUCKS CORP | COM | 855244109 | 2161 | 72000 | SH | DEFINED |
| STARWOOD HOTELS + RESORTS | COM | 85590A203 | 1852 | 29000 | SH | DEFINED |
| STATE STREET CORPORATION | COM | 857477103 | 1996 | 36000 | SH | DEFINED |
| STRYKER CORP | COM | 863667101 | 1777 | 40000 | SH | DEFINED |
| SUN MICROSYSTEMS INC | COM | 866810104 | 1299 | 310000 | SH | DEFINED |
| SUNTRUST BKS INC | COM | 867914103 | 2729 | 37500 | SH | DEFINED |
| SYMANTEC CORP | COM | 871503108 | 2285 | 130589 | SH | DEFINED |
| SYSCO CORP | COM | 871829107 | 2639 | 65000 | SH | DEFINED |
| TAIWAN GTR CHINA FD | COM | 874037104 | 582 | 132882 | SH | DEFINED |
| TARGET CORP | COM | 87612E106 | 5222 | 95000 | SH | DEFINED |
| TELE NORTE LESTE PARTICIPACOES | ADR | 879246106 | 717 | 40000 | SH | DEFINED |
| TELEFONOS DE MEXICO S A | ADR | 879403780 | 2863 | 116000 | SH | DEFINED |
| TELEFONOS DE MEXICO S A | ADR | 879403707 | 2303 | 95000 | SH | DEFINED |
| TELLABS INC | COM | 879664100 | 654 | 60000 | SH | DEFINED |
| TEMPLE INLAND INC | COM | 879868107 | 449 | 10000 | SH | DEFINED |
| TENET HEALTHCARE CORP | COM | 88033G100 | 383 | 50000 | SH | DEFINED |
| TERADYNE INC | COM | 880770102 | 291 | 20000 | SH | DEFINED |
| TEXAS INSTRS INC | COM | 882508104 | 5773 | 180000 | SH | DEFINED |
| TEXTRON INC | COM | 883203101 | 1501 | 19500 | SH | DEFINED |
| TIFFANY + CO NEW | COM | 886547108 | 574 | 15000 | SH | DEFINED |
| TIME WARNER INC NEW | COM | 887317105 | 9069 | 520000 | SH | DEFINED |
| TJX COS INC NEW | COM | 872540109 | 1858 | 80000 | SH | DEFINED |
| TRANSOCEAN INC | COM | G90078109 | 3136 | 45000 | SH | DEFINED |
| TRIBUNE CO NEW | COM | 896047107 | 1301 | 43000 | SH | DEFINED |
| TXU CORP | COM | 873168108 | 2911 | 29000 | SH | DEFINED |
| TYCO INTL LTD | COM | 902124106 | 6032 | 209000 | SH | DEFINED |
| UNION PAC CORP | COM | 907818108 | 2174 | 27000 | SH | DEFINED |
| UNISYS CORP | COM | 909214108 | 175 | 30000 | SH | DEFINED |
| UNITED PARCEL SVC INC | COM | 911312106 | 8642 | 115000 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 6430 | 115000 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 10750 | 173000 | SH | DEFINED |
| US BANCORP DEL | COM | 902973304 | 5933 | 198500 | SH | DEFINED |
| UST INC | COM | 902911106 | 408 | 10000 | SH | DEFINED |
| VALERO ENERGY CORP | COM | 91913Y100 | 2683 | 52000 | SH | DEFINED |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 8554 | 284000 | SH | DEFINED |
| VIACOM INC | COM | 925524308 | 5053 | 155000 | SH | DEFINED |
| VULCAN MATLS CO | COM | 929160109 | 678 | 10000 | SH | DEFINED |
| WACHOVIA CORP 2ND NEW | COM | 929903102 | 10803 | 204370 | SH | DEFINED |
| WAL MART STORES INC | COM | 931142103 | 12402 | 265000 | SH | DEFINED |
| WALGREEN CO | COM | 931422109 | 4869 | 110000 | SH | DEFINED |
| WASHINGTON MUT INC | COM | 939322103 | 3915 | 90000 | SH | DEFINED |
| WASTE MGMT INC DEL | COM | 94106L109 | 1760 | 58000 | SH | DEFINED |
| WELLPOINT INC | COM | 94973V107 | 5904 | 74000 | SH | DEFINED |
| WELLS FARGO + CO NEW | COM | 949746101 | 10995 | 175000 | SH | DEFINED |
| WENDYS INTL INC | COM | 950590109 | 691 | 12500 | SH | DEFINED |
| WEYERHAEUSER CO | COM | 962166104 | 1625 | 24500 | SH | DEFINED |
| WHIRLPOOL CORP | COM | 963320106 | 670 | 8000 | SH | DEFINED |
| WILLIAMS COS INC | COM | 969457100 | 1390 | 60000 | SH | DEFINED |
| WRIGLEY WM JR CO | COM | 982526105 | 1529 | 23000 | SH | DEFINED |
| WYETH | COM | 983024100 | 6680 | 145000 | SH | DEFINED |
| XCEL ENERGY INC | COM | 98389B100 | 738 | 40000 | SH | DEFINED |
| XEROX CORP | COM | 984121103 | 1406 | 96000 | SH | DEFINED |
| XILINX INC | COM | 983919101 | 895 | 35500 | SH | DEFINED |
| XTO ENERGY INC | COM | 98385X106 | 1963 | 44666 | SH | DEFINED |
| YAHOO INC | COM | 984332106 | 5426 | 138500 | SH | DEFINED |
| YUM BRANDS INC | COM | 988498101 | 1360 | 29000 | SH | DEFINED |
| ZIMMER HOLDINGS INC | COM | 98956P102 | 2529 | 37500 | SH | DEFINED |
| ZIONS BANCORP | COM | 989701107 | 831 | 11000 | SH | DEFINED |

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