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BP PLC
Form 13F-HR
November 12, 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: September 30, 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 | November 1, 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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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 267

Form 13F Information Table Value Total: \$ 1,467,718

(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
SEPTEMBER 30, 2010

| ISSUER | TITLE OF CLASS | CUSIP | MARKET VALUE (USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION | MA |
|--------------------------|----------------|-----------|--------------------------|-----------------|---------|-----------------------|----|
| 3M CO | COM | 88579Y101 | 10,058 | 116,000 | SH | DEFINED | |
| ABBOTT LABORATORIES | COM | 002824100 | 10,440 | 200,000 | SH | DEFINED | |
| AETNA INC | COM | 00817Y108 | 1,581 | 50,000 | SH | DEFINED | |
| AFLAC INC | COM | 001055102 | 3,103 | 60,000 | SH | DEFINED | |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 4,333 | 130,000 | SH | DEFINED | |
| AIR PRODUCTS + CHEMICALS | COM | 009158106 | 4,552 | 55,000 | SH | DEFINED | |
| ALCOA INC | COM | 013817101 | 2,128 | 176,000 | SH | DEFINED | |
| ALLERGAN INC | COM | 018490102 | 2,857 | 43,000 | SH | DEFINED | |
| ALLSTATE CORP | COM | 020002101 | 2,366 | 75,000 | SH | DEFINED | |
| ALTERA CORPORATION | COM | 021441100 | 3,770 | 125,000 | SH | DEFINED | |
| ALTRIA GROUP INC | COM | 02209S103 | 6,726 | 280,000 | SH | DEFINED | |
| AMAZON.COM INC | COM | 023135106 | 7,067 | 45,000 | SH | DEFINED | |
| AMERICA MOVIL ADR SERIES | ADR | 02364W204 | 15,825 | 300,000 | SH | DEFINED | |
| AMERICA MOVIL ADR SERIES | ADR | 02364W105 | 5,396 | 101,224 | SH | DEFINED | |
| AMERICAN ELECTRIC POWER | COM | 025537101 | 5,068 | 140,000 | SH | DEFINED | |
| AMERICAN EXPRESS CO | COM | 025816109 | 7,556 | 180,000 | SH | DEFINED | |
| AMERICAN TOWER CORP CL A | COM | 029912201 | 4,304 | 84,000 | SH | DEFINED | |

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|---------------------------|-----|-----------|--------|-----------|----|---------|
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 1,349 | 44,000 | SH | DEFINED |
| AMGEN INC | COM | 031162100 | 8,046 | 146,000 | SH | DEFINED |
| AMPHENOL CORP CL A | COM | 032095101 | 3,135 | 64,000 | SH | DEFINED |
| ANADARKO PETROLEUM CORP | COM | 032511107 | 5,705 | 100,000 | SH | DEFINED |
| AOL INC | COM | 00184X105 | 743 | 30,000 | SH | DEFINED |
| APACHE CORP | COM | 037411105 | 6,936 | 71,000 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 33,905 | 119,500 | SH | DEFINED |
| APPLIED MATERIALS INC | COM | 038222105 | 3,268 | 280,000 | SH | DEFINED |
| ARCH CAPITAL GROUP LTD | COM | G0450A105 | 1,960 | 23,400 | SH | DEFINED |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 4,150 | 130,000 | SH | DEFINED |
| ASIAINFO LINKAGE INC | COM | 04518A104 | 3,938 | 200,000 | SH | DEFINED |
| AT+T INC | COM | 00206R102 | 23,452 | 820,000 | SH | DEFINED |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 3,531 | 84,000 | SH | DEFINED |
| AUTOZONE INC | COM | 053332102 | 1,602 | 7,000 | SH | DEFINED |
| BAKER HUGHES INC | COM | 057224107 | 5,112 | 120,000 | SH | DEFINED |
| BANCO BRADESCO ADR | ADR | 059460303 | 2,587 | 127,050 | SH | DEFINED |
| BANK OF AMERICA CORP | COM | 060505104 | 19,519 | 1,490,000 | SH | DEFINED |
| BANK OF NEW YORK MELLON | COM | 064058100 | 4,437 | 170,000 | SH | DEFINED |
| BAXTER INTERNATIONAL INC | COM | 071813109 | 4,771 | 100,000 | SH | DEFINED |
| BB+T CORP | COM | 054937107 | 3,443 | 143,000 | SH | DEFINED |
| BECTON DICKINSON AND CO | COM | 075887109 | 2,519 | 34,000 | SH | DEFINED |
| BEST BUY CO INC | COM | 086516101 | 1,837 | 45,000 | SH | DEFINED |
| BIOGEN IDEC INC | COM | 09062X103 | 2,806 | 50,000 | SH | DEFINED |
| BMC SOFTWARE INC | COM | 055921100 | 1,903 | 47,000 | SH | DEFINED |
| BOEING CO | COM | 097023105 | 6,783 | 102,000 | SH | DEFINED |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 2,452 | 400,000 | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 4,338 | 160,000 | SH | DEFINED |
| BROADCOM CORP CL A | COM | 111320107 | 2,194 | 62,000 | SH | DEFINED |
| CABOT OIL + GAS CORP | COM | 127097103 | 1,235 | 41,000 | SH | DEFINED |
| CAPITAL ONE FINANCIAL | COM | 14040H105 | 3,752 | 95,000 | SH | DEFINED |
| CARDINAL HEALTH INC | COM | 14149Y108 | 1,652 | 50,000 | SH | DEFINED |
| CARNIVAL CORP | COM | 143658300 | 3,820 | 100,000 | SH | DEFINED |
| CATERPILLAR INC | COM | 149123101 | 6,294 | 80,000 | SH | DEFINED |
| CBS CORP CLASS B NON | COM | 124857202 | 2,855 | 180,000 | SH | DEFINED |
| CELGENE CORP | COM | 151020104 | 3,687 | 64,000 | SH | DEFINED |
| CEMEX SAB SPONS ADR PART | ADR | 151290889 | 2,480 | 291,802 | SH | DEFINED |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 3,103 | 137,000 | SH | DEFINED |
| CHEVRON CORP | COM | 166764100 | 24,720 | 305,000 | SH | DEFINED |
| CIA SIDERURGICA NACL SP | ADR | 20440W105 | 1,154 | 65,400 | SH | DEFINED |
| CISCO SYSTEMS INC | COM | 17275R102 | 19,929 | 910,000 | SH | DEFINED |
| CITIGROUP INC | COM | 172967101 | 13,400 | 3,436,000 | SH | DEFINED |
| CITRIX SYSTEMS INC | COM | 177376100 | 1,809 | 26,531 | SH | DEFINED |
| COACH INC | COM | 189754104 | 3,350 | 78,000 | SH | DEFINED |
| COCA COLA CO/THE | COM | 191216100 | 18,551 | 317,000 | SH | DEFINED |
| COGNIZANT TECH SOLUTIONS | COM | 192446102 | 2,514 | 39,000 | SH | DEFINED |
| COLGATE PALMOLIVE CO | COM | 194162103 | 5,380 | 70,000 | SH | DEFINED |
| COMCAST CORP CLASS A | COM | 20030N101 | 8,498 | 470,000 | SH | DEFINED |
| COMPANHIA DE BEBIDAS PRF | ADR | 20441W203 | 1,607 | 13,000 | SH | DEFINED |
| COMPUTER SCIENCES CORP | COM | 205363104 | 1,426 | 31,000 | SH | DEFINED |
| CONAGRA FOODS INC | COM | 205887102 | 1,380 | 63,000 | SH | DEFINED |
| CONCHO RESOURCES INC | COM | 20605P101 | 3,639 | 55,000 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 14,358 | 250,000 | SH | DEFINED |
| CONSTELLATION ENERGY | COM | 210371100 | 2,902 | 90,000 | SH | DEFINED |
| CORNING INC | COM | 219350105 | 4,001 | 219,000 | SH | DEFINED |
| COSTCO WHOLESALE CORP | COM | 22160K105 | 3,868 | 60,000 | SH | DEFINED |
| COVIDIEN PLC | COM | G2554F105 | 2,251 | 56,000 | SH | DEFINED |
| CR BARD INC | COM | 067383109 | 1,140 | 14,000 | SH | DEFINED |
| CSX CORP | COM | 126408103 | 2,766 | 50,000 | SH | DEFINED |
| CTRIIP.COM INTERNATIONAL | ADR | 22943F100 | 11,933 | 250,000 | SH | DEFINED |
| CUMMINS INC | COM | 231021106 | 2,624 | 29,000 | SH | DEFINED |
| CVS CAREMARK CORP | COM | 126650100 | 7,395 | 235,000 | SH | DEFINED |
| DANAHER CORP | COM | 235851102 | 3,652 | 90,000 | SH | DEFINED |

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|---------------------------|-----|-----------|--------|-----------|----|---------|
| DEERE + CO | COM | 244199105 | 5,652 | 81,000 | SH | DEFINED |
| DELL INC | COM | 24702R101 | 4,403 | 340,000 | SH | DEFINED |
| DEVON ENERGY CORPORATION | COM | 25179M103 | 4,791 | 74,000 | SH | DEFINED |
| DIRECTV CLASS A | COM | 25490A101 | 5,079 | 122,000 | SH | DEFINED |
| DOMINION RESOURCES INC/VA | COM | 25746U109 | 2,838 | 65,000 | SH | DEFINED |
| DOVER CORP | COM | 260003108 | 1,410 | 27,000 | SH | DEFINED |
| DOW CHEMICAL | COM | 260543103 | 4,143 | 151,000 | SH | DEFINED |
| DU PONT (E.I.) DE NEMOURS | COM | 263534109 | 8,245 | 185,000 | SH | DEFINED |
| DUKE ENERGY CORP | COM | 26441C105 | 3,115 | 176,000 | SH | DEFINED |
| EATON CORP | COM | 278058102 | 1,897 | 23,000 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 6,466 | 265,000 | SH | DEFINED |
| EL PASO CORP | COM | 28336L109 | 2,080 | 168,000 | SH | DEFINED |
| ELI LILLY + CO | COM | 532457108 | 4,379 | 120,000 | SH | DEFINED |
| EMC CORP/MASS | COM | 268648102 | 8,526 | 420,000 | SH | DEFINED |
| EMERSON ELECTRIC CO | COM | 291011104 | 6,423 | 122,000 | SH | DEFINED |
| EMPRESA BRASILEIRA DE AE | ADR | 29081M102 | 283 | 10,000 | SH | DEFINED |
| ENTERGY CORP | COM | 29364G103 | 1,990 | 26,000 | SH | DEFINED |
| EOG RESOURCES INC | COM | 26875P101 | 3,809 | 41,000 | SH | DEFINED |
| ESTEE LAUDER COMPANIES | COM | 518439104 | 1,074 | 17,000 | SH | DEFINED |
| EXELON CORP | COM | 30161N101 | 4,341 | 102,000 | SH | DEFINED |
| EXPRESS SCRIPTS INC | COM | 302182100 | 5,260 | 108,000 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 43,871 | 710,000 | SH | DEFINED |
| FEDEX CORP | COM | 31428X106 | 5,129 | 60,000 | SH | DEFINED |
| FIFTH THIRD BANCORP | COM | 316773100 | 1,202 | 100,000 | SH | DEFINED |
| FIRST HORIZON NATIONAL | COM | 320517105 | 1,594 | 139,680 | SH | DEFINED |
| FISERV INC | COM | 337738108 | 2,421 | 45,000 | SH | DEFINED |
| FLUOR CORP | COM | 343412102 | 1,783 | 36,000 | SH | DEFINED |
| FOMENTO ECONOMICO MEX SP | ADR | 344419106 | 5,646 | 111,300 | SH | DEFINED |
| FORD MOTOR CO | COM | 345370860 | 5,263 | 430,000 | SH | DEFINED |
| FOREST LABORATORIES INC | COM | 345838106 | 2,876 | 93,000 | SH | DEFINED |
| FREEMONT MCMORAN COPPER | COM | 35671D857 | 5,972 | 70,000 | SH | DEFINED |
| FRONTIER COMMUNICATIONS | COM | 35906A108 | 1,632 | 200,000 | SH | DEFINED |
| GENERAL DYNAMICS CORP | COM | 369550108 | 3,262 | 52,000 | SH | DEFINED |
| GENERAL ELECTRIC CO | COM | 369604103 | 25,513 | 1,570,000 | SH | DEFINED |
| GILEAD SCIENCES INC | COM | 375558103 | 5,342 | 150,000 | SH | DEFINED |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 10,837 | 75,000 | SH | DEFINED |
| GOODRICH CORP | COM | 382388106 | 1,916 | 26,000 | SH | DEFINED |
| GOOGLE INC CL A | COM | 38259P508 | 19,536 | 37,155 | SH | DEFINED |
| GRUPO TELEVISIVA SA SPONS | ADR | 40049J206 | 2,930 | 155,000 | SH | DEFINED |
| HALLIBURTON CO | COM | 406216101 | 3,968 | 120,000 | SH | DEFINED |
| HARTFORD FINANCIAL SVCS | COM | 416515104 | 2,523 | 110,000 | SH | DEFINED |
| HESS CORP | COM | 42809H107 | 4,076 | 69,000 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 15,398 | 366,000 | SH | DEFINED |
| HJ HEINZ CO | COM | 423074103 | 2,700 | 57,000 | SH | DEFINED |
| HOME DEPOT INC | COM | 437076102 | 6,336 | 200,000 | SH | DEFINED |
| HONEYWELL INTERNATIONAL | COM | 438516106 | 5,800 | 132,000 | SH | DEFINED |
| HOSPIRA INC | COM | 441060100 | 1,879 | 33,000 | SH | DEFINED |
| HOST HOTELS + RESORTS INC | COM | 44107P104 | 3,615 | 250,000 | SH | DEFINED |
| HUDSON CITY BANCORP INC | COM | 443683107 | 2,573 | 210,000 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 15,944 | 830,000 | SH | DEFINED |
| INTERCONTINENTAL EXCHANGE | COM | 45865V100 | 3,579 | 34,180 | SH | SOLE |
| INTERPUBLIC GROUP OF COS | COM | 460690100 | 2,407 | 240,000 | SH | DEFINED |
| INTL BUSINESS MACHINES | COM | 459200101 | 23,203 | 173,000 | SH | DEFINED |
| INTUIT INC | COM | 461202103 | 2,716 | 62,000 | SH | DEFINED |
| INTUITIVE SURGICAL INC | COM | 46120E602 | 2,128 | 7,500 | SH | DEFINED |
| INVESCO LTD | COM | G491BT108 | 2,293 | 108,000 | SH | DEFINED |
| ISHARES COHEN + STEERS | COM | 464287564 | 11,698 | 190,000 | SH | DEFINED |
| ITAU UNIBANCO HLDNG PREF | ADR | 465562106 | 1,660 | 68,750 | SH | DEFINED |
| ITT CORP | COM | 450911102 | 2,201 | 47,000 | SH | DEFINED |
| J.C. PENNEY CO INC | COM | 708160106 | 1,412 | 52,000 | SH | DEFINED |
| JANUS CAPITAL GROUP INC | COM | 47102X105 | 1,314 | 120,000 | SH | DEFINED |
| JOHNSON + JOHNSON | COM | 478160104 | 22,914 | 370,000 | SH | DEFINED |

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| JOHNSON CONTROLS INC | COM | 478366107 | 4,880 | 160,000 | SH | DEFINED |
| JPMORGAN CHASE + CO | COM | 46625H100 | 21,683 | 570,000 | SH | DEFINED |
| JUNIPER NETWORKS INC | COM | 48203R104 | 2,122 | 70,000 | SH | DEFINED |
| KEYCORP | COM | 493267108 | 2,382 | 300,000 | SH | DEFINED |
| KLA TENCOR CORPORATION | COM | 482480100 | 986 | 28,000 | SH | DEFINED |
| KOHL'S CORP | COM | 500255104 | 3,477 | 66,000 | SH | DEFINED |
| KRAFT FOODS INC CLASS A | COM | 50075N104 | 6,295 | 204,000 | SH | DEFINED |
| KROGER CO | COM | 501044101 | 1,992 | 92,000 | SH | DEFINED |
| LEUCADIA NATIONAL CORP | COM | 527288104 | 614 | 26,000 | SH | DEFINED |
| LG DISPLAY CO LTD ADR | ADR | 50186V102 | 3,047 | 175,000 | SH | DEFINED |
| LINCOLN NATIONAL CORP | COM | 534187109 | 2,153 | 90,000 | SH | DEFINED |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 983 | 32,000 | SH | DEFINED |
| LOCKHEED MARTIN CORP | COM | 539830109 | 3,061 | 43,000 | SH | DEFINED |
| LORILLARD INC | COM | 544147101 | 2,632 | 32,797 | SH | DEFINED |
| LOWE'S COS INC | COM | 548661107 | 4,231 | 190,000 | SH | DEFINED |
| MACY'S INC | COM | 55616P104 | 2,584 | 112,000 | SH | DEFINED |
| MASTERCARD INC CLASS A | COM | 57636Q104 | 2,912 | 13,000 | SH | DEFINED |
| MATTEL INC | COM | 577081102 | 1,243 | 53,000 | SH | DEFINED |
| MCDONALD'S CORP | COM | 580135101 | 11,993 | 161,000 | SH | DEFINED |
| MCGRAW HILL COMPANIES INC | COM | 580645109 | 1,454 | 44,000 | SH | DEFINED |
| MCKESSON CORP | COM | 58155Q103 | 2,407 | 39,000 | SH | DEFINED |
| MEDCO HEALTH SOLUTIONS | COM | 58405U102 | 4,941 | 95,000 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 4,863 | 145,000 | SH | DEFINED |
| MELCO CROWN ENTERTAINME | ADR | 585464100 | 5,070 | 1,000,000 | SH | DEFINED |
| MEMC ELECTRONIC MATERIALS | COM | 552715104 | 620 | 52,000 | SH | DEFINED |
| MERCK + CO. INC. | COM | 58933Y105 | 14,720 | 400,000 | SH | DEFINED |
| METLIFE INC | COM | 59156R108 | 4,997 | 130,000 | SH | DEFINED |
| METROPCS COMMUNICATIONS | COM | 591708102 | 1,368 | 130,753 | SH | SOLE |
| MICRON TECHNOLOGY INC | COM | 595112103 | 1,541 | 214,000 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 26,672 | 1,090,000 | SH | DEFINED |
| MINDRAY MEDICAL INTL LTD | ADR | 602675100 | 8,561 | 290,000 | SH | DEFINED |
| MORGAN STANLEY | COM | 617446448 | 5,273 | 214,000 | SH | DEFINED |
| MOTOROLA INC | COM | 620076109 | 5,276 | 620,000 | SH | DEFINED |
| NATIONAL OILWELL VARCO | COM | 637071101 | 3,335 | 75,000 | SH | DEFINED |
| NETAPP INC | COM | 64110D104 | 4,478 | 90,000 | SH | DEFINED |
| NEW ORIENTAL EDUCATIO SP | ADR | 647581107 | 7,793 | 80,000 | SH | DEFINED |
| NEWMONT MINING CORP | COM | 651639106 | 6,339 | 101,000 | SH | DEFINED |
| NEWS CORP CLASS B | COM | 65248E203 | 4,482 | 298,000 | SH | DEFINED |
| NIKE INC CL B | COM | 654106103 | 5,369 | 67,000 | SH | DEFINED |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 5,469 | 92,000 | SH | DEFINED |
| NORTHERN TRUST CORP | COM | 665859104 | 1,446 | 30,000 | SH | DEFINED |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 2,727 | 45,000 | SH | DEFINED |
| NOVELL INC | COM | 670006105 | 2,985 | 500,000 | SH | DEFINED |
| NUCOR CORP | COM | 670346105 | 2,099 | 55,000 | SH | DEFINED |
| NVIDIA CORP | COM | 67066G104 | 2,149 | 184,000 | SH | DEFINED |
| NYSE EURONEXT | COM | 629491101 | 2,225 | 78,000 | SH | DEFINED |
| OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 9,943 | 127,000 | SH | DEFINED |
| ORACLE CORP | COM | 68389X105 | 16,244 | 605,000 | SH | DEFINED |
| P G + E CORP | COM | 69331C108 | 4,538 | 100,000 | SH | DEFINED |
| PACCAR INC | COM | 693718108 | 2,406 | 50,000 | SH | DEFINED |
| PAYCHEX INC | COM | 704326107 | 1,237 | 45,000 | SH | DEFINED |
| PEABODY ENERGY CORP | COM | 704549104 | 1,470 | 30,000 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 14,415 | 217,000 | SH | DEFINED |
| PETROLEO BRASILEIRO S.A. | ADR | 71654V408 | 3,263 | 90,000 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 19,750 | 1,150,270 | SH | DEFINED |
| PHILIP MORRIS INTL | COM | 718172109 | 14,285 | 255,000 | SH | DEFINED |
| PHOENIX COMPANIES | COM | 71902E109 | 214 | 101,817 | SH | SOLE |
| PNC FINANCIAL SERVICES | COM | 693475105 | 3,735 | 72,000 | SH | DEFINED |
| PPG INDUSTRIES INC | COM | 693506107 | 4,360 | 60,000 | SH | DEFINED |
| PPL CORPORATION | COM | 69351T106 | 2,041 | 75,000 | SH | DEFINED |
| PRAXAIR INC | COM | 74005P104 | 5,049 | 56,000 | SH | DEFINED |
| PRECISION CASTPARTS CORP | COM | 740189105 | 3,247 | 25,500 | SH | DEFINED |

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|---------------------------|-----|-----------|--------|---------|----|---------|
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 1,296 | 50,000 | SH | DEFINED |
| PROCTER + GAMBLE CO/THE | COM | 742718109 | 23,980 | 400,000 | SH | DEFINED |
| PROGRESSIVE CORP | COM | 743315103 | 1,981 | 95,000 | SH | DEFINED |
| PRUDENTIAL FINANCIAL | COM | 744320102 | 12,781 | 235,898 | SH | SOLE |
| PRUDENTIAL FINANCIAL INC | COM | 744320102 | 3,248 | 60,000 | SH | DEFINED |
| PUBLIC SERVICE ENTERPRISE | COM | 744573106 | 3,304 | 100,000 | SH | DEFINED |
| QEP RESOURCES INC | COM | 74733V100 | 754 | 25,000 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 11,731 | 260,000 | SH | DEFINED |
| QWEST COMMUNICATIONS INTL | COM | 749121109 | 1,398 | 223,000 | SH | DEFINED |
| RAYTHEON COMPANY | COM | 755111507 | 1,826 | 40,000 | SH | DEFINED |
| REGIONS FINANCIAL CORP | COM | 7591EP100 | 1,163 | 160,000 | SH | DEFINED |
| ROCKWELL COLLINS INC. | COM | 774341101 | 1,280 | 22,000 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 12,628 | 205,000 | SH | DEFINED |
| SEMPRA ENERGY | COM | 816851109 | 2,475 | 46,000 | SH | DEFINED |
| SIGMA ALDRICH | COM | 826552101 | 2,415 | 40,000 | SH | DEFINED |
| SINA CORP | COM | G81477104 | 10,114 | 200,000 | SH | DEFINED |
| SLM CORP | COM | 78442P106 | 2,888 | 250,000 | SH | DEFINED |
| SOUTHERN CO | COM | 842587107 | 6,698 | 180,000 | SH | DEFINED |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 1,669 | 50,000 | SH | DEFINED |
| SPECTRA ENERGY CORP | COM | 847560109 | 3,946 | 175,000 | SH | DEFINED |
| SPRINT NEXTEL CORP | COM | 852061100 | 3,234 | 700,000 | SH | DEFINED |
| ST JUDE MEDICAL INC | COM | 790849103 | 1,572 | 40,000 | SH | DEFINED |
| STAPLES INC | COM | 855030102 | 2,071 | 99,000 | SH | DEFINED |
| STATE STREET CORP | COM | 857477103 | 3,651 | 97,000 | SH | DEFINED |
| SUNTRUST BANKS INC | COM | 867914103 | 3,869 | 150,000 | SH | DEFINED |
| SUPERVALU INC | COM | 868536103 | 2,762 | 240,000 | SH | DEFINED |
| SYSICO CORP | COM | 871829107 | 4,706 | 165,000 | SH | DEFINED |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 3,603 | 72,000 | SH | DEFINED |
| TAIWAN GTR CHINA FD | COM | 874037104 | 343 | 51,078 | SH | DEFINED |
| TARGET CORP | COM | 87612E106 | 7,476 | 140,000 | SH | DEFINED |
| TELE NORTE LESTE PART ADR | ADR | 879246106 | 218 | 15,500 | SH | DEFINED |
| TELEFONOS DE MEXICO SP | ADR | 879403707 | 1,409 | 95,000 | SH | DEFINED |
| TELEFONOS DE MEXICO SP | ADR | 879403780 | 1,732 | 116,000 | SH | DEFINED |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 7,328 | 270,000 | SH | DEFINED |
| THERMO FISHER SCIENTIFIC | COM | 883556102 | 2,825 | 59,000 | SH | DEFINED |
| TIME WARNER CABLE | COM | 88732J207 | 2,243 | 41,536 | SH | DEFINED |
| TIME WARNER INC | COM | 887317303 | 5,095 | 166,333 | SH | DEFINED |
| TJX COMPANIES INC | COM | 872540109 | 3,035 | 68,000 | SH | DEFINED |
| TRAVELERS COS INC/THE | COM | 89417E109 | 3,126 | 60,000 | SH | DEFINED |
| UNION PACIFIC CORP | COM | 907818108 | 6,539 | 80,000 | SH | DEFINED |
| UNITED PARCEL SERVICE | COM | 911312106 | 9,200 | 138,000 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 9,117 | 128,000 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 6,601 | 188,000 | SH | DEFINED |
| US BANCORP | COM | 902973304 | 7,387 | 342,000 | SH | DEFINED |
| VALE SA SP ADR | ADR | 91912E105 | 5,156 | 165,000 | SH | DEFINED |
| VALERO ENERGY CORP | COM | 91913Y100 | 1,733 | 99,000 | SH | DEFINED |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 13,688 | 420,000 | SH | DEFINED |
| VF CORP | COM | 918204108 | 1,619 | 20,000 | SH | DEFINED |
| VIACOM INC CLASS B | COM | 92553P201 | 3,149 | 87,000 | SH | DEFINED |
| VISA INC CLASS A SHARES | COM | 92826C839 | 4,301 | 58,000 | SH | DEFINED |
| WAL MART STORES INC | COM | 931142103 | 17,662 | 330,000 | SH | DEFINED |
| WALGREEN CO | COM | 931422109 | 4,620 | 138,000 | SH | DEFINED |
| WALT DISNEY CO/THE | COM | 254687106 | 8,441 | 255,000 | SH | DEFINED |
| WATERS CORP | COM | 941848103 | 1,061 | 15,000 | SH | DEFINED |
| WELLPOINT INC | COM | 94973V107 | 4,526 | 80,000 | SH | DEFINED |
| WELLS FARGO + CO | COM | 949746101 | 18,574 | 740,000 | SH | DEFINED |
| WESTERN DIGITAL CORP | COM | 958102105 | 1,843 | 65,000 | SH | DEFINED |
| WESTERN UNION CO | COM | 959802109 | 1,802 | 102,000 | SH | DEFINED |
| WILLIAMS COS INC | COM | 969457100 | 2,236 | 117,000 | SH | DEFINED |
| WISCONSIN ENERGY CORP | COM | 976657106 | 2,427 | 42,000 | SH | DEFINED |
| XEROX CORP | COM | 984121103 | 4,239 | 410,000 | SH | DEFINED |
| XILINX INC | COM | 983919101 | 1,038 | 39,000 | SH | DEFINED |

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|----------------|-----|-----------|---------|---------|----|---------|
| YAHOO INC | COM | 984332106 | 3,826 | 270,000 | SH | DEFINED |
| YUM BRANDS INC | COM | 988498101 | 2,992 | 65,000 | SH | DEFINED |
| | | | 1467718 | | | |