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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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28-_____

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
SYSKO 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
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