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BP PLC
Form 13F-HR
May 05, 2011

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, 2011

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 | May 3, 2011 |
| ----- | ----- | ----- |
| [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: 249

Form 13F Information Table Value Total: \$ 1,690,079

(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, 2011

| ISSUER | TITLE OF CLASS | CUSIP | MARKET VALUE (USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION | MA |
|--------------------------|----------------|-----------|--------------------------|-----------------|---------|-----------------------|----|
| 3M CO | COM | 88579Y101 | 10,840 | 116,000 | SH | DEFINED | |
| ABBOTT LABORATORIES | COM | 002824100 | 10,055 | 205,000 | SH | DEFINED | |
| AETNA INC | COM | 00817Y108 | 1,871 | 50,000 | SH | DEFINED | |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 6,719 | 150,000 | SH | DEFINED | |
| AIR PRODUCTS + CHEMICALS | COM | 009158106 | 4,961 | 55,000 | SH | DEFINED | |
| ALCOA INC | COM | 013817101 | 3,106 | 176,000 | SH | DEFINED | |
| ALLERGAN INC | COM | 018490102 | 4,474 | 63,000 | SH | DEFINED | |
| ALTERA CORP | COM | 021441100 | 5,500 | 125,000 | SH | DEFINED | |
| ALTRIA GROUP INC | COM | 02209S103 | 7,286 | 280,000 | SH | DEFINED | |
| AMAZON.COM INC | COM | 023135106 | 8,106 | 45,000 | SH | DEFINED | |
| AMERICA MOVIL ADR SERIES | ADR | 02364W204 | 17,388 | 300,000 | SH | DEFINED | |
| AMERICA MOVIL ADR SERIES | ADR | 02364W105 | 5,879 | 101,224 | SH | DEFINED | |
| AMERICAN EXPRESS CO | COM | 025816109 | 10,170 | 225,000 | SH | DEFINED | |
| AMERICAN TOWER CORP CL A | COM | 029912201 | 4,353 | 84,000 | SH | DEFINED | |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 5,335 | 135,000 | SH | DEFINED | |
| AMGEN INC | COM | 031162100 | 6,735 | 126,000 | SH | DEFINED | |
| AMPHENOL CORP CL A | COM | 032095101 | 3,481 | 64,000 | SH | DEFINED | |

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|---------------------------|-----|-----------|--------|-----------|----|---------|
| ANADARKO PETROLEUM CORP | COM | 032511107 | 8,198 | 100,000 | SH | DEFINED |
| AOL INC | COM | 00184X105 | 585 | 30,000 | SH | DEFINED |
| APACHE CORP | COM | 037411105 | 9,296 | 71,000 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 42,511 | 122,000 | SH | DEFINED |
| APPLIED MATERIALS INC | COM | 038222105 | 4,374 | 280,000 | SH | DEFINED |
| ARCH CAPITAL GROUP LTD | COM | G0450A105 | 2,321 | 23,400 | SH | DEFINED |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 5,041 | 140,000 | SH | DEFINED |
| ASIAINFO LINKAGE INC | COM | 04518A104 | 8,432 | 390,000 | SH | DEFINED |
| AT+T INC | COM | 00206R102 | 23,876 | 780,000 | SH | DEFINED |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 4,309 | 84,000 | SH | DEFINED |
| BAKER HUGHES INC | COM | 057224107 | 8,814 | 120,000 | SH | DEFINED |
| BANCO BRADESCO ADR | ADR | 059460303 | 2,636 | 127,050 | SH | DEFINED |
| BANK OF AMERICA CORP | COM | 060505104 | 17,662 | 1,325,000 | SH | DEFINED |
| BANK OF NEW YORK MELLON | COM | 064058100 | 7,171 | 240,000 | SH | DEFINED |
| BAXTER INTERNATIONAL INC | COM | 071813109 | 5,375 | 100,000 | SH | DEFINED |
| BB+T CORP | COM | 054937107 | 2,471 | 90,000 | SH | DEFINED |
| BERKSHIRE HATHAWAY INC | COM | 084670702 | 9,623 | 115,000 | SH | DEFINED |
| BMC SOFTWARE INC | COM | 055921100 | 2,338 | 47,000 | SH | DEFINED |
| BOEING CO/THE | COM | 097023105 | 8,280 | 112,000 | SH | DEFINED |
| BROADCOM CORP CL A | COM | 111320107 | 2,442 | 62,000 | SH | DEFINED |
| CAPITAL ONE FINANCIAL | COM | 14040H105 | 4,934 | 95,000 | SH | DEFINED |
| CARDINAL HEALTH INC | COM | 14149Y108 | 2,056 | 50,000 | SH | DEFINED |
| CARNIVAL CORP | COM | 143658300 | 5,370 | 140,000 | SH | DEFINED |
| CATERPILLAR INC | COM | 149123101 | 10,019 | 90,000 | SH | DEFINED |
| CBS CORP CLASS B NON | COM | 124857202 | 4,505 | 180,000 | SH | DEFINED |
| CELGENE CORP | COM | 151020104 | 3,682 | 64,000 | SH | DEFINED |
| CEMEX SAB SPONS ADR PART | ADR | 151290889 | 2,704 | 303,474 | SH | DEFINED |
| CHEVRON CORP | COM | 166764100 | 33,850 | 315,000 | SH | DEFINED |
| CIA SIDERURGICA NAACL SP | ADR | 20440W105 | 1,090 | 65,400 | SH | DEFINED |
| CISCO SYSTEMS INC | COM | 17275R102 | 12,005 | 700,000 | SH | DEFINED |
| CITIGROUP INC | COM | 172967101 | 20,378 | 4,600,000 | SH | DEFINED |
| CITRIX SYSTEMS INC | COM | 177376100 | 1,949 | 26,531 | SH | DEFINED |
| CLIFFS NATURAL RESOURCES | COM | 18683K101 | 2,949 | 30,000 | SH | DEFINED |
| COACH INC | COM | 189754104 | 4,057 | 78,000 | SH | DEFINED |
| COCA COLA CO/THE | COM | 191216100 | 20,234 | 305,000 | SH | DEFINED |
| COGNIZANT TECH SOLUTIONS | COM | 192446102 | 3,174 | 39,000 | SH | DEFINED |
| COLGATE PALMOLIVE CO | COM | 194162103 | 5,651 | 70,000 | SH | DEFINED |
| COMCAST CORP CLASS A | COM | 20030N101 | 8,899 | 360,000 | SH | DEFINED |
| COMPANHIA DE BEBIDAS PRF | ADR | 20441W203 | 1,838 | 65,000 | SH | DEFINED |
| COMPUTER SCIENCES CORP | COM | 205363104 | 1,509 | 31,000 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 19,968 | 250,000 | SH | DEFINED |
| CONSOLIDATED COMMUN | COM | 209034107 | 1,777 | 95,000 | SH | DEFINED |
| CONSTELLATION ENERGY GR | COM | 210371100 | 4,043 | 130,000 | SH | DEFINED |
| CORNING INC | COM | 219350105 | 4,522 | 219,000 | SH | DEFINED |
| COSTCO WHOLESALE CORP | COM | 22160K105 | 4,399 | 60,000 | SH | DEFINED |
| CSX CORP | COM | 126408103 | 3,932 | 50,000 | SH | DEFINED |
| CTRIIP.COM INTERNATIONAL | ADR | 22943F100 | 5,600 | 135,000 | SH | DEFINED |
| CUMMINS INC | COM | 231021106 | 3,180 | 29,000 | SH | DEFINED |
| CVS CAREMARK CORP | COM | 126650100 | 8,058 | 235,000 | SH | DEFINED |
| DANAHER CORP | COM | 235851102 | 4,667 | 90,000 | SH | DEFINED |
| DEERE + CO | COM | 244199105 | 7,846 | 81,000 | SH | DEFINED |
| DEVON ENERGY CORPORATION | COM | 25179M103 | 7,709 | 84,000 | SH | DEFINED |
| DIAMOND OFFSHORE DRILLING | COM | 25271C102 | 3,887 | 50,000 | SH | DEFINED |
| DIRECTV CLASS A | COM | 25490A101 | 5,710 | 122,000 | SH | DEFINED |
| DOMINION RESOURCES INC/VA | COM | 25746U109 | 4,469 | 100,000 | SH | DEFINED |
| DOVER CORP | COM | 260003108 | 1,775 | 27,000 | SH | DEFINED |
| DOW CHEMICAL CO/THE | COM | 260543103 | 5,697 | 151,000 | SH | DEFINED |
| DU PONT (E.I.) DE NEMOURS | COM | 263534109 | 10,166 | 185,000 | SH | DEFINED |
| EATON CORP | COM | 278058102 | 7,210 | 130,000 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 6,674 | 215,000 | SH | DEFINED |
| ELI LILLY + CO | COM | 532457108 | 4,219 | 120,000 | SH | DEFINED |
| EMBRAER SA ADR | ADR | 29082A107 | 337 | 10,000 | SH | DEFINED |

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|---------------------------|-----|-----------|--------|-----------|----|---------|
| EMC CORP/MASS | COM | 268648102 | 11,151 | 420,000 | SH | DEFINED |
| EMERSON ELECTRIC CO | COM | 291011104 | 7,128 | 122,000 | SH | DEFINED |
| ENTERGY CORP | COM | 29364G103 | 1,748 | 26,000 | SH | DEFINED |
| ESTEE LAUDER COMPANIES CL | COM | 518439104 | 1,638 | 17,000 | SH | DEFINED |
| EXELON CORP | COM | 30161N101 | 6,430 | 156,000 | SH | DEFINED |
| EXPRESS SCRIPTS INC | COM | 302182100 | 6,006 | 108,000 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 59,761 | 710,000 | SH | DEFINED |
| FIFTH THIRD BANCORP | COM | 316773100 | 1,388 | 100,000 | SH | DEFINED |
| FIRST HORIZON NATIONAL | COM | 320517105 | 1,593 | 142,209 | SH | DEFINED |
| FISERV INC | COM | 337738108 | 2,822 | 45,000 | SH | DEFINED |
| FLUOR CORP | COM | 343412102 | 2,652 | 36,000 | SH | DEFINED |
| FOMENTO ECONOMICO MEX SP | ADR | 344419106 | 6,528 | 111,300 | SH | DEFINED |
| FORD MOTOR CO | COM | 345370860 | 7,450 | 500,000 | SH | DEFINED |
| FREEMONT MCMORAN COPPER | COM | 35671D857 | 8,333 | 150,000 | SH | DEFINED |
| FRONTIER COMMUNICATIONS | COM | 35906A108 | 3,280 | 400,000 | SH | DEFINED |
| GENERAL DYNAMICS CORP | COM | 369550108 | 3,980 | 52,000 | SH | DEFINED |
| GENERAL ELECTRIC CO | COM | 369604103 | 31,447 | 1,570,000 | SH | DEFINED |
| GILEAD SCIENCES INC | COM | 375558103 | 6,366 | 150,000 | SH | DEFINED |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 11,895 | 75,000 | SH | DEFINED |
| GOODRICH CORP | COM | 382388106 | 2,223 | 26,000 | SH | DEFINED |
| GOOGLE INC CL A | COM | 38259P508 | 21,781 | 37,155 | SH | DEFINED |
| GRUPO TELEVISIVA SA SPONS | ADR | 40049J206 | 3,802 | 155,000 | SH | DEFINED |
| HALLIBURTON CO | COM | 406216101 | 5,982 | 120,000 | SH | DEFINED |
| HARTFORD FINANCIAL SVCS | COM | 416515104 | 2,961 | 110,000 | SH | DEFINED |
| HESS CORP | COM | 42809H107 | 5,877 | 69,000 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 14,995 | 366,000 | SH | DEFINED |
| HOLOGIC INC | COM | 436440101 | 4,771 | 215,000 | SH | DEFINED |
| HOME DEPOT INC | COM | 437076102 | 7,412 | 200,000 | SH | DEFINED |
| HONEYWELL INTERNATIONAL | COM | 438516106 | 7,882 | 132,000 | SH | DEFINED |
| HOST HOTELS + RESORTS INC | COM | 44107P104 | 4,403 | 250,000 | SH | DEFINED |
| ILLINOIS TOOL WORKS | COM | 452308109 | 7,252 | 135,000 | SH | DEFINED |
| INGERSOLL RAND PLC | COM | G47791101 | 6,278 | 130,000 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 14,623 | 725,000 | SH | DEFINED |
| INTERPUBLIC GROUP OF COS | COM | 460690100 | 3,017 | 240,000 | SH | DEFINED |
| INTL BUSINESS MACHINES | COM | 459200101 | 28,241 | 173,000 | SH | DEFINED |
| INTUIT INC | COM | 461202103 | 3,290 | 62,000 | SH | DEFINED |
| INTUITIVE SURGICAL INC | COM | 46120E602 | 2,501 | 7,500 | SH | DEFINED |
| INVESCO LTD | COM | G491BT108 | 2,759 | 108,000 | SH | DEFINED |
| ISHARES COHEN + STEERS | COM | 464287564 | 13,245 | 190,000 | SH | DEFINED |
| ITAU UNIBANCO HLDNG PREF | ADR | 465562106 | 1,653 | 68,750 | SH | DEFINED |
| JANUS CAPITAL GROUP INC | COM | 47102X105 | 1,495 | 120,000 | SH | DEFINED |
| JDS UNIPHASE CORP | COM | 46612J507 | 3,751 | 180,000 | SH | DEFINED |
| JOHNSON + JOHNSON | COM | 478160104 | 21,100 | 356,000 | SH | DEFINED |
| JOHNSON CONTROLS INC | COM | 478366107 | 6,651 | 160,000 | SH | DEFINED |
| JPMORGAN CHASE + CO | COM | 46625H100 | 26,288 | 570,000 | SH | DEFINED |
| JUNIPER NETWORKS INC | COM | 48203R104 | 4,840 | 115,000 | SH | DEFINED |
| KANSAS CITY SOUTHERN | COM | 485170302 | 4,080 | 75,000 | SH | DEFINED |
| KEYCORP | COM | 493267108 | 2,664 | 300,000 | SH | DEFINED |
| KLA TENCOR CORPORATION | COM | 482480100 | 1,326 | 28,000 | SH | DEFINED |
| KRAFT FOODS INC CLASS A | COM | 50075N104 | 6,397 | 204,000 | SH | DEFINED |
| KROGER CO | COM | 501044101 | 2,205 | 92,000 | SH | DEFINED |
| LENNAR CORP A | COM | 526057104 | 1,177 | 65,000 | SH | DEFINED |
| LEUCADIA NATIONAL CORP | COM | 527288104 | 976 | 26,000 | SH | DEFINED |
| LG DISPLAY CO LTD ADR | ADR | 50186V102 | 2,755 | 175,000 | SH | DEFINED |
| LINCOLN NATIONAL CORP | COM | 534187109 | 2,705 | 90,000 | SH | DEFINED |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 1,076 | 32,000 | SH | DEFINED |
| LOWE S COS INC | COM | 548661107 | 5,022 | 190,000 | SH | DEFINED |
| M + T BANK CORP | COM | 55261F104 | 5,310 | 60,000 | SH | DEFINED |
| MACY S INC | COM | 55616P104 | 2,716 | 112,000 | SH | DEFINED |
| MARRIOTT INTERNATIONAL | COM | 571903202 | 4,091 | 115,000 | SH | DEFINED |
| MARVELL TECHNOLOGY GROUP | COM | G5876H105 | 1,555 | 100,000 | SH | DEFINED |
| MASCO CORP | COM | 574599106 | 3,756 | 270,000 | SH | DEFINED |

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|---------------------------|-----|-----------|--------|-----------|----|---------|
| MASTERCARD INC CLASS A | COM | 57636Q104 | 3,272 | 13,000 | SH | DEFINED |
| MATTEL INC | COM | 577081102 | 1,321 | 53,000 | SH | DEFINED |
| MCDONALD S CORP | COM | 580135101 | 10,502 | 138,000 | SH | DEFINED |
| MCGRAW HILL COMPANIES INC | COM | 580645109 | 1,733 | 44,000 | SH | DEFINED |
| MCKESSON CORP | COM | 58155Q103 | 3,083 | 39,000 | SH | DEFINED |
| MEDCO HEALTH SOLUTIONS | COM | 58405U102 | 5,335 | 95,000 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 5,703 | 145,000 | SH | DEFINED |
| MELCO CROWN ENTERTAINME | ADR | 585464100 | 7,580 | 1,000,000 | SH | DEFINED |
| MEMC ELECTRONIC MATERIALS | COM | 552715104 | 674 | 52,000 | SH | DEFINED |
| MERCK + CO. INC. | COM | 58933Y105 | 13,204 | 400,000 | SH | DEFINED |
| METLIFE INC | COM | 59156R108 | 5,808 | 130,000 | SH | DEFINED |
| MICRON TECHNOLOGY INC | COM | 595112103 | 1,318 | 115,000 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 27,642 | 1,090,000 | SH | DEFINED |
| MINDRAY MEDICAL INTL LTD | ADR | 602675100 | 6,572 | 261,000 | SH | DEFINED |
| MONSANTO CO | COM | 61166W101 | 11,196 | 155,000 | SH | DEFINED |
| MORGAN STANLEY | COM | 617446448 | 6,010 | 220,000 | SH | DEFINED |
| MOTOROLA MOBILITY HOLD | COM | 620097105 | 1,891 | 77,500 | SH | DEFINED |
| MOTOROLA SOLUTIONS INC | COM | 620076307 | 3,958 | 88,571 | SH | DEFINED |
| MYLAN INC | COM | 628530107 | 5,207 | 230,000 | SH | DEFINED |
| NABORS INDUSTRIES LTD | COM | G6359F103 | 6,076 | 200,000 | SH | DEFINED |
| NATIONAL OILWELL VARCO | COM | 637071101 | 5,945 | 75,000 | SH | DEFINED |
| NETAPP INC | COM | 64110D104 | 5,878 | 122,000 | SH | DEFINED |
| NEW ORIENTAL EDUCATIO SP | ADR | 647581107 | 7,214 | 72,000 | SH | DEFINED |
| NEWMONT MINING CORP | COM | 651639106 | 6,823 | 125,000 | SH | DEFINED |
| NEWS CORP CLASS B | COM | 65248E203 | 5,549 | 298,000 | SH | DEFINED |
| NIKE INC CL B | COM | 654106103 | 5,071 | 67,000 | SH | DEFINED |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 6,369 | 92,000 | SH | DEFINED |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 2,820 | 45,000 | SH | DEFINED |
| NUCOR CORP | COM | 670346105 | 2,533 | 55,000 | SH | DEFINED |
| NVIDIA CORP | COM | 67066G104 | 3,395 | 184,000 | SH | DEFINED |
| NYSE EURONEXT | COM | 629491101 | 2,740 | 78,000 | SH | DEFINED |
| OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 13,270 | 127,000 | SH | DEFINED |
| ORACLE CORP | COM | 68389X105 | 20,189 | 605,000 | SH | DEFINED |
| P G + E CORP | COM | 69331C108 | 4,415 | 100,000 | SH | DEFINED |
| PACCAR INC | COM | 693718108 | 4,450 | 85,000 | SH | DEFINED |
| PAYCHEX INC | COM | 704326107 | 5,018 | 160,000 | SH | DEFINED |
| PEABODY ENERGY CORP | COM | 704549104 | 2,159 | 30,000 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 13,977 | 217,000 | SH | DEFINED |
| PETROHAWK ENERGY CORP | COM | 716495106 | 3,922 | 160,000 | SH | DEFINED |
| PETROLEO BRASILEIRO S.A. | ADR | 71654V408 | 3,639 | 90,000 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 21,224 | 1,045,000 | SH | DEFINED |
| PHILIP MORRIS INTERNATION | COM | 718172109 | 16,728 | 255,000 | SH | DEFINED |
| PHOENIX COMPANIES | COM | 71902E109 | 277 | 101,817 | SH | SOLE |
| PNC FINANCIAL SERVICES | COM | 693475105 | 5,792 | 92,000 | SH | DEFINED |
| PPG INDUSTRIES INC | COM | 693506107 | 5,713 | 60,000 | SH | DEFINED |
| PPL CORPORATION | COM | 69351T106 | 1,896 | 75,000 | SH | DEFINED |
| PRAXAIR INC | COM | 74005P104 | 5,691 | 56,000 | SH | DEFINED |
| PRECISION CASTPARTS CORP | COM | 740189105 | 3,753 | 25,500 | SH | DEFINED |
| PROCTER + GAMBLE CO/THE | COM | 742718109 | 22,491 | 365,000 | SH | DEFINED |
| PRUDENTIAL FINANCIAL INC | COM | 744320102 | 3,693 | 60,000 | SH | DEFINED |
| PUBLIC SERVICE ENTERPRISE | COM | 744573106 | 3,153 | 100,000 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 14,256 | 260,000 | SH | DEFINED |
| QWEST COMMUNICATIONS INTL | COM | 749121109 | 1,528 | 223,000 | SH | DEFINED |
| REGIONS FINANCIAL CORP | COM | 7591EP100 | 2,755 | 380,000 | SH | DEFINED |
| REPUBLIC SERVICES INC | COM | 760759100 | 1,989 | 66,212 | SH | SOLE |
| ROCKWELL COLLINS INC | COM | 774341101 | 1,425 | 22,000 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 19,114 | 205,000 | SH | DEFINED |
| SCHWAB (CHARLES) CORP | COM | 808513105 | 6,311 | 350,000 | SH | DEFINED |
| SEMPRA ENERGY | COM | 816851109 | 2,460 | 46,000 | SH | DEFINED |
| SIGMA ALDRICH | COM | 826552101 | 2,546 | 40,000 | SH | DEFINED |
| SINA CORP | COM | G81477104 | 12,310 | 115,000 | SH | DEFINED |
| SLM CORP | COM | 78442P106 | 3,823 | 250,000 | SH | DEFINED |

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|---------------------------|-----|-----------|-----------|---------|----|---------|
| SOUTHERN CO | COM | 842587107 | 6,856 | 180,000 | SH | DEFINED |
| SPECTRA ENERGY CORP | COM | 847560109 | 4,757 | 175,000 | SH | DEFINED |
| SPRINT NEXTEL CORP | COM | 852061100 | 3,255 | 700,000 | SH | DEFINED |
| ST JUDE MEDICAL INC | COM | 790849103 | 2,049 | 40,000 | SH | DEFINED |
| STANLEY BLACK + DECKER | COM | 854502101 | 6,126 | 80,000 | SH | DEFINED |
| STARBUCKS CORP | COM | 855244109 | 3,695 | 100,000 | SH | DEFINED |
| STATE STREET CORP | COM | 857477103 | 5,845 | 130,000 | SH | DEFINED |
| SUNTRUST BANKS INC | COM | 867914103 | 4,329 | 150,000 | SH | DEFINED |
| SUPERVALU INC | COM | 868536103 | 2,138 | 240,000 | SH | DEFINED |
| SYSCO CORP | COM | 871829107 | 4,566 | 165,000 | SH | DEFINED |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 4,777 | 72,000 | SH | DEFINED |
| TAIWAN GTR CHINA FD | COM | 874037104 | 330 | 45,846 | SH | DEFINED |
| TARGET CORP | COM | 87612E106 | 6,999 | 140,000 | SH | DEFINED |
| TELE NORTE LESTE PART ADR | ADR | 879246106 | 272 | 15,500 | SH | DEFINED |
| TELEFONOS DE MEXICO SP AD | ADR | 879403707 | 1,726 | 95,000 | SH | DEFINED |
| TELEFONOS DE MEXICO SP AD | ADR | 879403780 | 2,117 | 116,000 | SH | DEFINED |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 5,357 | 155,000 | SH | DEFINED |
| THERMO FISHER SCIENTIFIC | COM | 883556102 | 3,278 | 59,000 | SH | DEFINED |
| TIME WARNER CABLE | COM | 88732J207 | 4,033 | 56,536 | SH | DEFINED |
| TIME WARNER INC | COM | 887317303 | 5,940 | 166,333 | SH | DEFINED |
| TJX COMPANIES INC | COM | 872540109 | 3,381 | 68,000 | SH | DEFINED |
| UNION PACIFIC CORP | COM | 907818108 | 7,866 | 80,000 | SH | DEFINED |
| UNITED PARCEL SERVICE CL | COM | 911312106 | 12,629 | 170,000 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 10,833 | 128,000 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 8,498 | 188,000 | SH | DEFINED |
| US BANCORP | COM | 902973304 | 9,036 | 342,000 | SH | DEFINED |
| VALE SA SP ADR | ADR | 91912E105 | 5,499 | 165,000 | SH | DEFINED |
| VALERO ENERGY CORP | COM | 91913Y100 | 2,952 | 99,000 | SH | DEFINED |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 14,264 | 370,000 | SH | DEFINED |
| VIACOM INC CLASS B | COM | 92553P201 | 7,440 | 160,000 | SH | DEFINED |
| VIRTUS | COM | 92828Q109 | 300 | 5,090 | SH | SOLE |
| VISA INC CLASS A SHARES | COM | 92826C839 | 4,271 | 58,000 | SH | DEFINED |
| WAL MART STORES INC | COM | 931142103 | 13,538 | 260,000 | SH | DEFINED |
| WALGREEN CO | COM | 931422109 | 5,541 | 138,000 | SH | DEFINED |
| WALT DISNEY CO/THE | COM | 254687106 | 15,082 | 350,000 | SH | DEFINED |
| WATERS CORP | COM | 941848103 | 1,304 | 15,000 | SH | DEFINED |
| WEATHERFORD INTL LTD | COM | H27013103 | 2,710 | 120,000 | SH | DEFINED |
| WELLPOINT INC | COM | 94973V107 | 5,583 | 80,000 | SH | DEFINED |
| WELLS FARGO + CO | COM | 949746101 | 21,556 | 680,000 | SH | DEFINED |
| WESTERN DIGITAL CORP | COM | 958102105 | 1,305 | 35,000 | SH | DEFINED |
| WESTERN UNION CO | COM | 959802109 | 2,122 | 102,000 | SH | DEFINED |
| WILLIAMS COS INC | COM | 969457100 | 3,648 | 117,000 | SH | DEFINED |
| WISCONSIN ENERGY CORP | COM | 976657106 | 2,561 | 84,000 | SH | DEFINED |
| XEROX CORP | COM | 984121103 | 4,362 | 410,000 | SH | DEFINED |
| XILINX INC | COM | 983919101 | 1,279 | 39,000 | SH | DEFINED |
| YAHOO INC | COM | 984332106 | 4,493 | 270,000 | SH | DEFINED |
| | | | 1,690,079 | | | |