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BP PLC
Form 13F-HR
February 05, 2009

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, 2008

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 | 5th February 2009 |
| ----- | ----- | ----- |
| [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: 350

 Form 13F Information Table Value Total: \$ 1,678,546

 (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, 2008

| ISSUER | TITLE OF CLASS | CUSIP | MARKET VALUE (USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION |
|--------------------------|----------------|-----------|--------------------------|-----------------|---------|-----------------------|
| 3M CO | COM | 88579Y101 | 7,480 | 130,000 | SH | DEFINED |
| ABBOTT LABS | COM | 002824100 | 16,011 | 300,000 | SH | DEFINED |
| ABERCROMBIE + FITCH CO | COM | 002896207 | 415 | 18,000 | SH | DEFINED |
| ACE LIMITED | COM | H0023R105 | 2,956 | 56,000 | SH | DEFINED |
| ADOBE SYS INC | COM | 00724F101 | 2,768 | 130,000 | SH | DEFINED |
| ADVANCED MICRO DEVICES | COM | 007903107 | 166 | 77,000 | SH | DEFINED |
| AES CORP | COM | 00130H105 | 1,045 | 127,000 | SH | DEFINED |
| AFLAC INC | COM | 001055102 | 4,818 | 105,100 | SH | DEFINED |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 1,078 | 69,000 | SH | DEFINED |
| AIR PRODS + CHEMS INC | COM | 009158106 | 2,764 | 55,000 | SH | DEFINED |
| ALCOA INC | COM | 013817101 | 1,721 | 153,000 | SH | DEFINED |
| ALLEGHENY ENERGY INC | COM | 017361106 | 1,826 | 54,000 | SH | DEFINED |
| ALLEGHENY TECHNOLOGIES | COM | 01741R102 | 969 | 38,000 | SH | DEFINED |
| ALLERGAN INC | COM | 018490102 | 2,258 | 56,000 | SH | DEFINED |
| ALLSTATE CORP | COM | 020002101 | 3,309 | 101,000 | SH | DEFINED |
| ALTERA CORP | COM | 021441100 | 932 | 56,000 | SH | DEFINED |
| ALTRIA GROUP INC | COM | 02209S103 | 7,314 | 486,000 | SH | DEFINED |

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|---------------------------|-----|-----------|--------|-----------|----|---------|
| AMAZON COM INC | COM | 023135106 | 2,202 | 43,000 | SH | DEFINED |
| AMEREN CORP | COM | 023608102 | 1,364 | 41,000 | SH | DEFINED |
| AMERICA MOVIL S A DE C V | ADR | 02364W204 | 9,249 | 300,000 | SH | DEFINED |
| AMERICA MOVIL SAB DE CV | ADR | 02364W105 | 3,092 | 100,000 | SH | DEFINED |
| AMERICAN ELEC PWR INC | COM | 025537101 | 3,323 | 100,000 | SH | DEFINED |
| AMERICAN EXPRESS CO | COM | 025816109 | 3,988 | 215,000 | SH | DEFINED |
| AMERICAN TOWER CORP | COM | 029912201 | 2,636 | 90,000 | SH | DEFINED |
| AMERIPRISE FINL INC | COM | 03076C106 | 957 | 41,000 | SH | DEFINED |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 1,854 | 52,000 | SH | DEFINED |
| AMGEN INC | COM | 031162100 | 11,268 | 196,000 | SH | DEFINED |
| ANADARKO PETE CORP | COM | 032511107 | 3,315 | 86,000 | SH | DEFINED |
| AON CORP | COM | 037389103 | 3,928 | 86,000 | SH | DEFINED |
| APACHE CORP | COM | 037411105 | 4,621 | 62,000 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 14,083 | 165,000 | SH | DEFINED |
| APPLIED MATERIALS INC | COM | 038222105 | 2,533 | 250,000 | SH | DEFINED |
| ARCH CAP GROUP LTD | COM | G0450A105 | 2,969 | 42,400 | SH | DEFINED |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 4,205 | 146,000 | SH | DEFINED |
| AT+T INC | COM | 00206R102 | 33,260 | 1,167,000 | SH | DEFINED |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 4,508 | 115,000 | SH | DEFINED |
| AUTOZONE INC | COM | 053332102 | 1,046 | 7,500 | SH | DEFINED |
| AVON PRODS INC | COM | 054303102 | 2,617 | 109,000 | SH | DEFINED |
| BAKER HUGHES INC | COM | 057224107 | 2,660 | 83,000 | SH | DEFINED |
| BANCO BRADESCO SA | ADR | 059460303 | 1,034 | 105,000 | SH | DEFINED |
| BANCO ITAU S A | ADR | 059602201 | 724 | 62,500 | SH | DEFINED |
| BANK AMER CORP | COM | 060505104 | 12,983 | 930,000 | SH | DEFINED |
| BANK NEW YORK MELLON CORP | COM | 064058100 | 7,536 | 266,000 | SH | DEFINED |
| BARD C R INC | COM | 067383109 | 1,600 | 19,000 | SH | DEFINED |
| BAXTER INTL INC | COM | 071813109 | 7,717 | 144,000 | SH | DEFINED |
| BB+T CORP | COM | 054937107 | 2,799 | 102,000 | SH | DEFINED |
| BECTON DICKINSON + CO | COM | 075887109 | 3,077 | 45,000 | SH | DEFINED |
| BED BATH + BEYOND INC | COM | 075896100 | 1,220 | 48,000 | SH | DEFINED |
| BEST BUY CO INC | COM | 086516101 | 1,797 | 64,000 | SH | DEFINED |
| BIOGEN IDEC INC | COM | 09062X103 | 2,567 | 54,000 | SH | DEFINED |
| BLACK+DECKER CORPORATION | COM | 091797100 | 501 | 12,000 | SH | DEFINED |
| BLOCK H + R INC | COM | 093671105 | 1,385 | 61,000 | SH | DEFINED |
| BMC SOFTWARE INC | COM | 055921100 | 1,722 | 64,000 | SH | DEFINED |
| BOEING CO | COM | 097023105 | 5,842 | 137,000 | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 10,082 | 434,000 | SH | DEFINED |
| BROADCOM CORP | COM | 111320107 | 1,406 | 83,000 | SH | DEFINED |
| BURLINGTON NORTHN SANTAFE | COM | 12189T104 | 3,936 | 52,000 | SH | DEFINED |
| C H ROBINSON WORLDWIDE | COM | 12541W209 | 1,814 | 33,000 | SH | DEFINED |
| CA INC | COM | 12673P105 | 1,406 | 76,000 | SH | DEFINED |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 2,169 | 68,000 | SH | DEFINED |
| CARDINAL HEALTH INC | COM | 14149Y108 | 2,309 | 67,000 | SH | DEFINED |
| CARNIVAL CORP | COM | 143658300 | 2,019 | 83,000 | SH | DEFINED |
| CATERPILLAR INC | COM | 149123101 | 5,759 | 129,000 | SH | DEFINED |
| CELGENE CORP | COM | 151020104 | 6,299 | 114,000 | SH | DEFINED |
| CEMEX S.A.B DE C.C ADR | ADR | 151290889 | 2,466 | 269,788 | SH | DEFINED |
| CENTERPOINT ENERGY INC | COM | 15189T107 | 1,525 | 121,000 | SH | DEFINED |
| CENTEX CORP | COM | 152312104 | 298 | 28,000 | SH | DEFINED |
| CHESAPEAKE ENERGY CORP | COM | 165167107 | 2,968 | 184,000 | SH | DEFINED |
| CHEVRON CORP | COM | 166764100 | 30,057 | 408,000 | SH | DEFINED |
| CHUBB CORP | COM | 171232101 | 4,129 | 81,000 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 19,243 | 1,182,000 | SH | DEFINED |
| CITIGROUP INC | COM | 172967101 | 6,821 | 1,018,000 | SH | DEFINED |
| CITRIX SYS INC | COM | 177376100 | 837 | 35,531 | SH | DEFINED |
| CME GROUP INC | COM | 12572Q105 | 2,285 | 11,000 | SH | DEFINED |
| COACH INC | COM | 189754104 | 1,329 | 64,000 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 16,686 | 369,000 | SH | DEFINED |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 769 | 64,000 | SH | DEFINED |
| COGNIZANT TECHNOLOGY | COM | 192446102 | 1,769 | 98,000 | SH | DEFINED |
| COLGATE PALMOLIVE CO | COM | 194162103 | 6,371 | 93,000 | SH | DEFINED |

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|----------------------------|-----|-----------|--------|---------|----|---------|
| COMCAST CORP NEW | COM | 20030N101 | 9,840 | 585,000 | SH | DEFINED |
| COMERICA INC | COM | 200340107 | 596 | 30,000 | SH | DEFINED |
| COMPANHIA DE BEBIDAS DAS | ADR | 20441W203 | 574 | 13,000 | SH | DEFINED |
| COMPANHIA SIDERURGICA NATL | ADR | 20440W105 | 419 | 32,700 | SH | DEFINED |
| COMPANHIA VALE DO RIO DOCE | ADR | 204412209 | 1,812 | 150,000 | SH | DEFINED |
| COMPUTER SCIENCES CORP | COM | 205363104 | 983 | 28,000 | SH | DEFINED |
| CONAGRA INC | COM | 205887102 | 1,386 | 84,000 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 13,209 | 255,000 | SH | DEFINED |
| CONSOL ENERGY INC | COM | 20854P109 | 1,199 | 42,000 | SH | DEFINED |
| CORNING INC | COM | 219350105 | 2,846 | 299,000 | SH | DEFINED |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 3,409 | 65,000 | SH | DEFINED |
| COVENTRY HEALTH CARE INC | COM | 222862104 | 461 | 31,000 | SH | DEFINED |
| COVIDIEN LTD | COM | G2552X108 | 4,892 | 135,000 | SH | DEFINED |
| CSX CORP | COM | 126408103 | 2,468 | 76,000 | SH | DEFINED |
| CTRIIP COM INTL ADR | ADR | 22943F100 | 6,639 | 280,000 | SH | DEFINED |
| CUMMINS INC | COM | 231021106 | 1,041 | 39,000 | SH | DEFINED |
| CVS CAREMARK CORP | COM | 126650100 | 7,786 | 271,000 | SH | DEFINED |
| D R HORTON INC | COM | 23331A109 | 381 | 54,000 | SH | DEFINED |
| DANAHER CORP | COM | 235851102 | 3,452 | 61,000 | SH | DEFINED |
| DEERE + CO | COM | 244199105 | 3,027 | 79,000 | SH | DEFINED |
| DELL INC | COM | 24702R101 | 1,983 | 194,000 | SH | DEFINED |
| DENISON MINES CORP | COM | 248356107 | 36 | 30,240 | SH | DEFINED |
| DEVON ENERGY CORPORATION | COM | 25179M103 | 6,761 | 103,000 | SH | DEFINED |
| DIRECTV GROUP INC | COM | 25459L106 | 3,646 | 160,000 | SH | DEFINED |
| DISNEY WALT CO | COM | 254687106 | 8,565 | 378,000 | SH | DEFINED |
| DOMINION RES INC VA NEW | COM | 25746U109 | 3,152 | 88,000 | SH | DEFINED |
| DONNELLEY R R + SONS CO | COM | 257867101 | 584 | 43,000 | SH | DEFINED |
| DOVER CORP | COM | 260003108 | 1,218 | 37,000 | SH | DEFINED |
| DOW CHEM CO | COM | 260543103 | 2,595 | 172,000 | SH | DEFINED |
| DTE ENERGY CO | COM | 233331107 | 1,070 | 30,000 | SH | DEFINED |
| DU PONT EIDE NEMOURS + CO | COM | 263534109 | 4,247 | 168,000 | SH | DEFINED |
| DUKE ENERGY HLDG CORP | COM | 26441C105 | 4,293 | 286,000 | SH | DEFINED |
| DYNEGY INC DEL | COM | 26817G102 | 221 | 111,000 | SH | DEFINED |
| EASTMAN KODAK CO | COM | 277461109 | 328 | 50,000 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 2,778 | 199,000 | SH | DEFINED |
| ECOLAB INC | COM | 278865100 | 1,195 | 34,000 | SH | DEFINED |
| EDISON INTL | COM | 281020107 | 2,629 | 82,000 | SH | DEFINED |
| EL PASO CORP | COM | 28336L109 | 1,861 | 238,000 | SH | DEFINED |
| ELECTRONIC ARTS INC | COM | 285512109 | 975 | 61,000 | SH | DEFINED |
| EMBARQ CORP | COM | 29078E105 | 1,606 | 45,000 | SH | DEFINED |
| EMBRAER EMPRESA BRASILEIRA | ADR | 29081M102 | 162 | 10,000 | SH | DEFINED |
| EMC CORP | COM | 268648102 | 4,707 | 450,000 | SH | DEFINED |
| EMERSON ELEC CO | COM | 291011104 | 6,004 | 164,000 | SH | DEFINED |
| ENSCO INTL INC | COM | 26874Q100 | 750 | 26,500 | SH | DEFINED |
| ENERGY CORP NEW | COM | 29364G103 | 2,993 | 36,000 | SH | DEFINED |
| EOG RESOURCES INC | COM | 26875P101 | 3,722 | 56,000 | SH | DEFINED |
| EQUIFAX INC | COM | 294429105 | 1,459 | 55,000 | SH | DEFINED |
| EQUITABLE RES INC | COM | 294549100 | 738 | 22,000 | SH | DEFINED |
| EXELON CORP | COM | 30161N101 | 6,839 | 123,000 | SH | DEFINED |
| EXPRESS SCRIPTS INC | COM | 302182100 | 3,794 | 69,000 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 78,028 | 980,000 | SH | DEFINED |
| FAMILY DLR STORES INC | COM | 307000109 | 2,082 | 80,000 | SH | DEFINED |
| FEDEX CORP | COM | 31428X106 | 3,784 | 59,000 | SH | DEFINED |
| FIFTH THIRD BANCORP | COM | 316773100 | 955 | 116,000 | SH | DEFINED |
| FIRSTENERGY CORP | COM | 337932107 | 2,816 | 58,000 | SH | DEFINED |
| FISERV INC | COM | 337738108 | 1,963 | 54,000 | SH | DEFINED |
| FLUOR CORP NEW | COM | 343412102 | 2,199 | 49,000 | SH | DEFINED |
| FOMENTO ECONOMICO MEXICANO | ADR | 344419106 | 3,349 | 111,300 | SH | DEFINED |
| FOREST LABS INC | COM | 345838106 | 1,502 | 59,000 | SH | DEFINED |
| FOSTER WHEELER LTD | COM | G36535139 | 678 | 29,000 | SH | DEFINED |
| FPL GROUP INC | COM | 302571104 | 4,630 | 92,000 | SH | DEFINED |
| FRANKLIN RES INC | COM | 354613101 | 1,786 | 28,000 | SH | DEFINED |

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|-----------------------------|-----|-----------|---------|-----------|----|---------|
| FREEMPORTMCMORAN COPPERGOLD | COM | 35671D857 | 1,732 | 71,000 | SH | DEFINED |
| FRONTIER COMMUNICATIONS | COM | 35906A108 | 725 | 83,000 | SH | DEFINED |
| GAP INC | COM | 364760108 | 1,192 | 89,000 | SH | DEFINED |
| GENENTECH INC | COM | 368710406 | 1,239 | 15,000 | SH | DEFINED |
| GENERAL DYNAMICS CORP | COM | 369550108 | 5,010 | 87,000 | SH | DEFINED |
| GENERAL ELEC CO | COM | 369604103 | 31,354 | 1,939,000 | SH | DEFINED |
| GENERAL MLS INC | COM | 370334104 | 3,762 | 62,000 | SH | DEFINED |
| GENUINE PARTS CO | COM | 372460105 | 1,212 | 32,000 | SH | DEFINED |
| GENZYME CORP | COM | 372917104 | 4,115 | 62,000 | SH | DEFINED |
| GILEAD SCIENCES INC | COM | 375558103 | 10,320 | 202,000 | SH | DEFINED |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 6,836 | 81,000 | SH | DEFINED |
| GOOGLE INC | COM | 38259P508 | 12,295 | 40,000 | SH | DEFINED |
| GRAINGER W W INC | COM | 384802104 | 2,202 | 28,000 | SH | DEFINED |
| GRUPO TELEVISION SA DE CV | ADR | 40049J206 | 2,311 | 155,000 | SH | DEFINED |
| HALLIBURTON CO | COM | 406216101 | 4,410 | 243,000 | SH | DEFINED |
| HARLEY DAVIDSON INC | COM | 412822108 | 779 | 46,000 | SH | DEFINED |
| HARSCO CORP | COM | 415864107 | 621 | 22,500 | SH | DEFINED |
| HARTFORD FINANCIAL SVCS | COM | 416515104 | 1,475 | 90,000 | SH | DEFINED |
| HASBRO INC | COM | 418056107 | 728 | 25,000 | SH | DEFINED |
| HEINZ H J CO | COM | 423074103 | 2,893 | 77,000 | SH | DEFINED |
| HELLENIC TELECOMMUNICATION | ADR | 423325307 | 231 | 27,778 | SH | DEFINED |
| HERSHEY CO / THE | COM | 427866108 | 1,146 | 33,000 | SH | DEFINED |
| HESS CORP | COM | 42809H107 | 3,648 | 68,000 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 17,871 | 493,000 | SH | DEFINED |
| HOME DEPOT INC | COM | 437076102 | 8,609 | 374,000 | SH | DEFINED |
| HONEYWELL INTL INC | COM | 438516106 | 5,279 | 161,000 | SH | DEFINED |
| HOSPIRA INC | COM | 441060100 | 830 | 31,000 | SH | DEFINED |
| HUDSON CITY BANCORP INC | COM | 443683107 | 1,834 | 115,000 | SH | DEFINED |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 3,330 | 95,000 | SH | DEFINED |
| INGERSOLL RAND COMPANY LTD | COM | G4776G101 | 1,077 | 62,050 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 17,252 | 1,176,000 | SH | DEFINED |
| INTERCONTINENTAL EXCHANGE | COM | 45865V100 | 104,543 | 1,268,110 | SH | SOLE |
| IBM | COM | 459200101 | 23,307 | 277,000 | SH | DEFINED |
| INTERNATIONAL PAPER CO | COM | 460146103 | 979 | 83,000 | SH | DEFINED |
| INTUIT | COM | 461202103 | 1,785 | 75,000 | SH | DEFINED |
| ISHARES TR | COM | 464287564 | 7,760 | 180,000 | SH | DEFINED |
| ITT CORP NEW | COM | 450911102 | 3,258 | 71,000 | SH | DEFINED |
| JOHNSON + JOHNSON | COM | 478160104 | 33,955 | 568,000 | SH | DEFINED |
| JOHNSON CTLS INC | COM | 478366107 | 2,032 | 112,000 | SH | DEFINED |
| JOY GLOBAL INC | COM | 481165108 | 618 | 27,000 | SH | DEFINED |
| JPMORGAN CHASE + CO | COM | 46625H100 | 22,260 | 706,000 | SH | DEFINED |
| JUNIPER NETWORKS INC | COM | 48203R104 | 1,803 | 103,000 | SH | DEFINED |
| KB HOME | COM | 48666K109 | 218 | 16,000 | SH | DEFINED |
| KELLOGG CO | COM | 487836108 | 2,060 | 47,000 | SH | DEFINED |
| KEYCORP NEW | COM | 493267108 | 755 | 89,000 | SH | DEFINED |
| KIMBERLY CLARK CORP | COM | 494368103 | 4,113 | 78,000 | SH | DEFINED |
| KLA TENCOR CORP | COM | 482480100 | 741 | 34,000 | SH | DEFINED |
| KOHL'S CORP | COM | 500255104 | 2,712 | 75,000 | SH | DEFINED |
| KRAFT FOODS INC | COM | 50075N104 | 7,536 | 281,000 | SH | DEFINED |
| KROGER CO | COM | 501044101 | 3,247 | 123,000 | SH | DEFINED |
| L 3 COMMUNICATIONS HLDG | COM | 502424104 | 2,509 | 34,000 | SH | DEFINED |
| LEUCADIA NATL CORP | COM | 527288104 | 931 | 47,000 | SH | DEFINED |
| LG DISPLAY CO LTD | ADR | 50186V102 | 1,446 | 175,000 | SH | DEFINED |
| LIBERTY MEDIA CORP NEW | COM | 53071M500 | 628 | 36,000 | SH | DEFINED |
| LILLY ELI + CO | COM | 532457108 | 7,488 | 186,000 | SH | DEFINED |
| LINCOLN NATL CORP | COM | 534187109 | 904 | 48,000 | SH | DEFINED |
| LINEAR TECHNOLOGY CORP | COM | 535678106 | 904 | 41,000 | SH | DEFINED |
| LOCKHEED MARTIN CORP | COM | 539830109 | 6,222 | 74,000 | SH | DEFINED |
| LOEWS CORP | COM | 540424108 | 1,839 | 65,147 | SH | DEFINED |
| LORILLARD INC | COM | 544147101 | 2,579 | 45,797 | SH | DEFINED |
| LOWES COS INC | COM | 548661107 | 5,894 | 274,000 | SH | DEFINED |
| M + T BK CORP | COM | 55261F104 | 2,121 | 37,000 | SH | DEFINED |

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|----------------------------|-----|-----------|--------|-----------|----|---------|
| MACYS INC | COM | 55616P104 | 838 | 81,000 | SH | DEFINED |
| MARATHON OIL CORP | COM | 565849106 | 3,600 | 132,000 | SH | DEFINED |
| MARRIOTT INTL INC NEW | COM | 571903202 | 1,068 | 55,000 | SH | DEFINED |
| MARSH + MCLENNAN COS INC | COM | 571748102 | 3,419 | 141,000 | SH | DEFINED |
| MARSHALL + ILSLEY CORP NEW | COM | 571837103 | 667 | 49,000 | SH | DEFINED |
| MASCO CORP | COM | 574599106 | 801 | 72,000 | SH | DEFINED |
| MATTEL INC | COM | 577081102 | 1,135 | 71,000 | SH | DEFINED |
| MCDONALDS CORP | COM | 580135101 | 15,105 | 243,000 | SH | DEFINED |
| MCGRAW HILL COS INC | COM | 580645109 | 1,367 | 59,000 | SH | DEFINED |
| MCKESSON CORP | COM | 58155Q103 | 2,010 | 52,000 | SH | DEFINED |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 5,364 | 128,000 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 6,628 | 211,000 | SH | DEFINED |
| MEMC ELECTR MATLS INC | COM | 552715104 | 613 | 43,000 | SH | DEFINED |
| MERCK + CO INC | COM | 589331107 | 12,000 | 395,000 | SH | DEFINED |
| MERRILL LYNCH + CO INC | COM | 590188108 | 4,284 | 368,000 | SH | DEFINED |
| METLIFE INC | COM | 59156R108 | 4,949 | 142,000 | SH | DEFINED |
| METROPCS COMMUNICATIONS | COM | 591708102 | 39,065 | 2,630,613 | SH | SOLE |
| MICRON TECHNOLOGY INC | COM | 595112103 | 403 | 154,000 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 29,860 | 1,536,000 | SH | DEFINED |
| MINDRAY MED INTL LTD | ADR | 602675100 | 5,400 | 300,000 | SH | DEFINED |
| MONSANTO CO NEW | COM | 61166W101 | 7,944 | 113,000 | SH | DEFINED |
| MORGAN STANLEY | COM | 617446448 | 3,991 | 249,000 | SH | DEFINED |
| MOTOROLA INC | COM | 620076109 | 1,874 | 424,000 | SH | DEFINED |
| MURPHY OIL CORP | COM | 626717102 | 2,262 | 51,000 | SH | DEFINED |
| NATIONAL OILWELL VARCO | COM | 637071101 | 1,882 | 77,000 | SH | DEFINED |
| NETAPP INC | COM | 64110D104 | 892 | 64,000 | SH | DEFINED |
| NEW ORIENTAL ED + TECH | ADR | 647581107 | 8,205 | 150,000 | SH | DEFINED |
| NEWMONT MNG CORP | COM | 651639106 | 4,965 | 122,000 | SH | DEFINED |
| NEWS CORP | COM | 65248E203 | 3,905 | 408,000 | SH | DEFINED |
| NIKE INC | COM | 654106103 | 3,721 | 73,000 | SH | DEFINED |
| NOBLE CORPORATION | COM | G65422100 | 1,126 | 51,000 | SH | DEFINED |
| NORDSTROM INC | COM | 655664100 | 413 | 31,000 | SH | DEFINED |
| NORFOLK SOUTHN CORP | COM | 655844108 | 3,294 | 70,000 | SH | DEFINED |
| NORTHERN TRUST CORP | COM | 665859104 | 3,701 | 71,000 | SH | DEFINED |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 2,838 | 63,000 | SH | DEFINED |
| NUCOR CORP | COM | 670346105 | 3,464 | 75,000 | SH | DEFINED |
| NVIDIA CORP | COM | 67066G104 | 865 | 107,000 | SH | DEFINED |
| NYSE EURONEXT | COM | 629491101 | 1,587 | 58,000 | SH | DEFINED |
| OCCIDENTAL PETE CORP | COM | 674599105 | 10,553 | 176,000 | SH | DEFINED |
| OMNICOM GROUP | COM | 681919106 | 1,532 | 57,000 | SH | DEFINED |
| ORACLE CORP | COM | 68389X105 | 14,408 | 814,000 | SH | DEFINED |
| PACCAR INC | COM | 693718108 | 1,944 | 68,000 | SH | DEFINED |
| PARKER HANNIFIN CORP | COM | 701094104 | 1,361 | 32,000 | SH | DEFINED |
| PAYCHEX INC | COM | 704326107 | 1,601 | 61,000 | SH | DEFINED |
| PEABODY ENERGY CORP | COM | 704549104 | 1,793 | 79,000 | SH | DEFINED |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 607 | 27,000 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 16,589 | 303,000 | SH | DEFINED |
| PETROLEO BRASILEIRO SA | ADR | 71654V408 | 3,060 | 125,000 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 22,191 | 1,253,000 | SH | DEFINED |
| PG+E CORP | COM | 69331C108 | 3,285 | 85,000 | SH | DEFINED |
| PHILIP MORRIS INTL ORD | COM | 718172109 | 18,966 | 436,000 | SH | DEFINED |
| PHOENIX COMPANIES | COM | 71902E109 | 333 | 101,817 | SH | SOLE |
| PITNEY BOWES INC | COM | 724479100 | 967 | 38,000 | SH | DEFINED |
| PNC FINL SVCS GROUP INC | COM | 693475105 | 4,654 | 95,000 | SH | DEFINED |
| PPG INDS INC | COM | 693506107 | 1,314 | 31,000 | SH | DEFINED |
| PPL CORP | COM | 69351T106 | 2,179 | 71,000 | SH | DEFINED |
| PRAXAIR INC | COM | 74005P104 | 4,215 | 71,000 | SH | DEFINED |
| PRECISION CASTPARTS CORP | COM | 740189105 | 1,189 | 20,000 | SH | DEFINED |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 2,086 | 59,000 | SH | DEFINED |
| PRINCIPAL FINANCIAL GROUP | COM | 74251V102 | 1,061 | 47,000 | SH | DEFINED |
| PROCTER AND GAMBLE CO | COM | 742718109 | 35,597 | 576,000 | SH | DEFINED |
| PROGRESS ENERGY INC | COM | 743263105 | 1,913 | 48,000 | SH | DEFINED |

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|----------------------------|-----|-----------|--------|---------|----|---------|
| PROGRESSIVE CORP OHIO | COM | 743315103 | 1,894 | 128,000 | SH | DEFINED |
| PRUDENTIAL FINL INC | COM | 744320102 | 2,445 | 81,000 | SH | DEFINED |
| PUBLIC SVC ENTERPRISE | COM | 744573106 | 2,828 | 97,000 | SH | DEFINED |
| PULTE HOMES INC | COM | 745867101 | 448 | 41,000 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 10,812 | 302,000 | SH | DEFINED |
| QUEST DIAGNOSTICS INC | COM | 74834L100 | 1,608 | 31,000 | SH | DEFINED |
| QUESTAR CORP | COM | 748356102 | 2,383 | 73,000 | SH | DEFINED |
| RAYTHEON CO | COM | 755111507 | 5,002 | 98,000 | SH | DEFINED |
| ROCKWELL COLLINS INC | COM | 774341101 | 1,173 | 30,000 | SH | DEFINED |
| SAFEWAY INC | COM | 786514208 | 1,949 | 82,000 | SH | DEFINED |
| SCHERING PLOUGH CORP | COM | 806605101 | 5,123 | 301,000 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 10,202 | 241,000 | SH | DEFINED |
| SCHWAB CHARLES CORP | COM | 808513105 | 3,555 | 220,000 | SH | DEFINED |
| SEMPRA ENERGY | COM | 816851109 | 1,960 | 46,000 | SH | DEFINED |
| SIGMA ALDRICH | COM | 826552101 | 1,266 | 30,000 | SH | DEFINED |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 2,284 | 43,000 | SH | DEFINED |
| SMITH INTL INC | COM | 832110100 | 984 | 43,000 | SH | DEFINED |
| SOHU COM INC | COM | 83408W103 | 9,466 | 200,000 | SH | DEFINED |
| SOUTHERN CO | COM | 842587107 | 6,132 | 166,000 | SH | DEFINED |
| SPECTRA ENERGY CORP | COM | 847560109 | 2,566 | 163,000 | SH | DEFINED |
| SPRINT NEXTEL CORP | COM | 852061100 | 802 | 438,000 | SH | DEFINED |
| ST JUDE MED INC | COM | 790849103 | 2,894 | 88,000 | SH | DEFINED |
| STANLEY WORKS | COM | 854616109 | 511 | 15,000 | SH | DEFINED |
| STAPLES INC | COM | 855030102 | 2,399 | 134,000 | SH | DEFINED |
| STARWOOD HOTELS + RESORTS | COM | 85590A401 | 627 | 35,000 | SH | DEFINED |
| STATE STREET CORPORATION | COM | 857477103 | 3,146 | 80,000 | SH | DEFINED |
| STRYKER CORP | COM | 863667101 | 2,517 | 63,000 | SH | DEFINED |
| SUN MICROSYSTEMS INC | COM | 866810203 | 435 | 114,000 | SH | DEFINED |
| SUNTRUST BKS INC | COM | 867914103 | 1,950 | 66,000 | SH | DEFINED |
| SUPERVALU INC | COM | 868536103 | 612 | 42,000 | SH | DEFINED |
| SYMANTEC CORP | COM | 871503108 | 2,162 | 160,000 | SH | DEFINED |
| SYSCO CORP | COM | 871829107 | 2,592 | 113,000 | SH | DEFINED |
| TAIWAN GTR CHINA FD | COM | 874037104 | 259 | 73,905 | SH | DEFINED |
| TARGET CORP | COM | 87612E106 | 4,831 | 140,000 | SH | DEFINED |
| TELENORTELESTEPARTICIPACOE | ADR | 879246106 | 215 | 15,500 | SH | DEFINED |
| TELEFONOS DE MEXICO S A | ADR | 879403707 | 1,929 | 95,000 | SH | DEFINED |
| TELEFONOS DE MEXICO S A | ADR | 879403780 | 2,420 | 116,000 | SH | DEFINED |
| TELEMEX INTERNATIONAL SAB | ADR | 879690105 | 1,313 | 116,000 | SH | DEFINED |
| TELMEX INTERNACIONAL SAB | ADR | 879690204 | 1,069 | 95,000 | SH | DEFINED |
| TENET HEALTHCARE CORP | COM | 88033G100 | 263 | 229,000 | SH | DEFINED |
| TEVA PHARMACEUTICAL INDS | ADR | 881624209 | 1,654 | 39,000 | SH | DEFINED |
| TEXAS INSTRS INC | COM | 882508104 | 3,800 | 245,000 | SH | DEFINED |
| TEXTRON INC | COM | 883203101 | 678 | 49,000 | SH | DEFINED |
| THERMO FISHER SCIENTIFIC | COM | 883556102 | 4,327 | 127,000 | SH | DEFINED |
| TIFFANY + CO NEW | COM | 886547108 | 614 | 26,000 | SH | DEFINED |
| TIME WARNER INC NEW | COM | 887317105 | 6,673 | 664,000 | SH | DEFINED |
| TJX COS INC NEW | COM | 872540109 | 2,386 | 116,000 | SH | DEFINED |
| TORONTO DOMINION BK ONT | COM | 891160509 | 638 | 17,810 | SH | DEFINED |
| TRAVELERS COS INC | COM | 89417E109 | 6,462 | 143,000 | SH | DEFINED |
| TYCO ELECTRONICS LTD | COM | G9144P105 | 1,443 | 89,000 | SH | DEFINED |
| TYCO INTL LTD BERMUDA | COM | G9143X208 | 1,961 | 91,000 | SH | DEFINED |
| UNION PAC CORP | COM | 907818108 | 4,492 | 94,000 | SH | DEFINED |
| UNITED PARCEL SVC INC | COM | 911312106 | 11,087 | 201,000 | SH | DEFINED |
| UNITED STS STL CORP NEW | COM | 912909108 | 670 | 18,000 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 10,289 | 192,000 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 6,078 | 229,000 | SH | DEFINED |
| UNUM GROUP | COM | 91529Y106 | 2,528 | 136,000 | SH | DEFINED |
| US BANCORP DEL | COM | 902973304 | 9,554 | 382,000 | SH | DEFINED |
| VALERO ENERGY CORP | COM | 91913Y100 | 2,142 | 99,000 | SH | DEFINED |
| VERISIGN INC | COM | 92343E102 | 743 | 39,000 | SH | DEFINED |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 19,357 | 571,000 | SH | DEFINED |
| VIACOM INC NEW | COM | 92553P201 | 2,249 | 118,000 | SH | DEFINED |

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|---------------------------|-----|-----------|--------|---------|----|---------|
| VULCAN MATLS CO | COM | 929160109 | 1,111 | 16,000 | SH | DEFINED |
| WAL MART STORES INC | COM | 931142103 | 25,485 | 455,000 | SH | DEFINED |
| WALGREEN CO | COM | 931422109 | 4,537 | 184,000 | SH | DEFINED |
| WASTE MGMT INC DEL | COM | 94106L109 | 4,502 | 136,000 | SH | DEFINED |
| WATERS CORP | COM | 941848103 | 805 | 22,000 | SH | DEFINED |
| WEATHERFORD INTERNATIONAL | COM | G95089101 | 1,363 | 126,000 | SH | DEFINED |
| WELLPOINT INC | COM | 94973V107 | 4,086 | 97,000 | SH | DEFINED |
| WELLS FARGO + CO NEW | COM | 949746101 | 19,162 | 650,000 | SH | DEFINED |
| WESTERN UN CO | COM | 959802109 | 1,963 | 137,000 | SH | DEFINED |
| WEYERHAEUSER CO | COM | 962166104 | 1,252 | 41,000 | SH | DEFINED |
| WHIRLPOOL CORP | COM | 963320106 | 579 | 14,000 | SH | DEFINED |
| WILLIAMS COS INC | COM | 969457100 | 2,288 | 158,000 | SH | DEFINED |
| WINDSTREAM CORP | COM | 97381W104 | 762 | 83,000 | SH | DEFINED |
| WISCONSIN ENERGY CORP | COM | 976657106 | 923 | 22,000 | SH | DEFINED |
| WYETH | COM | 983024100 | 9,265 | 247,000 | SH | DEFINED |
| XCEL ENERGY INC | COM | 98389B100 | 1,447 | 78,000 | SH | DEFINED |
| XILINX INC | COM | 983919101 | 925 | 52,000 | SH | DEFINED |
| XL CAPITAL LTD | COM | G98255105 | 143 | 39,000 | SH | DEFINED |
| XTO ENERGY INC | COM | 98385X106 | 3,597 | 102,000 | SH | DEFINED |
| YAHOO INC | COM | 984332106 | 4,174 | 343,000 | SH | DEFINED |
| YUM BRANDS INC | COM | 988498101 | 2,803 | 89,000 | SH | DEFINED |
| ZIMMER HOLDINGS INC | COM | 98956P102 | 1,738 | 43,000 | SH | DEFINED |
| ZIONS BANCORP | COM | 989701107 | 550 | 22,500 | SH | DEFINED |

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