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BP PLC
Form 13F-HR
August 04, 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: June 30, 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 August 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: 225

Form 13F Information Table Value Total: \$ 1,712,022

(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
JUNE 30, 2011

| ISSUER | TITLE OF CLASS | CUSIP | MARKET VALUE (USD 000) | SHARES /PRN AMT | SH/ PRN | INVESTMENT DISCRETION | MA |
|--------------------------|----------------|-----------|--------------------------|-----------------|---------|-----------------------|----|
| 3M CO | COM | 88579Y101 | 9,104 | 96,000 | SH | DEFINED | |
| ABBOTT LABORATORIES | COM | 002824100 | 10,779 | 205,000 | SH | DEFINED | |
| ABERCROMBIE + FITCH CO | COM | 002896207 | 1,337 | 20,000 | SH | DEFINED | |
| AETNA INC | COM | 00817Y108 | 2,203 | 50,000 | SH | DEFINED | |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 7,667 | 150,000 | SH | DEFINED | |
| AIR PRODUCTS + CHEMICALS | COM | 009158106 | 7,644 | 80,000 | SH | DEFINED | |
| ALLERGAN INC | COM | 018490102 | 7,492 | 90,000 | SH | DEFINED | |
| ALTERA CORP | COM | 021441100 | 2,039 | 44,000 | SH | DEFINED | |
| ALTRIA GROUP INC | COM | 02209S103 | 7,392 | 280,000 | SH | DEFINED | |
| AMAZON.COM INC | COM | 023135106 | 9,200 | 45,000 | SH | DEFINED | |
| AMERICA MOVIL ADR SERIES | ADR | 02364W204 | 16,116 | 300,000 | SH | DEFINED | |
| AMERICA MOVIL ADR SERIES | ADR | 02364W105 | 5,452 | 101,224 | SH | DEFINED | |
| AMERICAN EXPRESS CO | COM | 025816109 | 7,237 | 140,000 | SH | DEFINED | |
| AMERICAN TOWER CORP CL A | COM | 029912201 | 4,392 | 84,000 | SH | DEFINED | |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 6,492 | 156,800 | SH | DEFINED | |
| AMGEN INC | COM | 031162100 | 7,350 | 126,000 | SH | DEFINED | |
| AMPHENOL CORP CL A | COM | 032095101 | 3,453 | 64,000 | SH | DEFINED | |

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|---------------------------|-----|-----------|--------|---------|----|---------|
| ANADARKO PETROLEUM CORP | COM | 032511107 | 7,673 | 100,000 | SH | DEFINED |
| AOL INC | COM | 00184X105 | 2,384 | 120,000 | SH | DEFINED |
| APACHE CORP | COM | 037411105 | 8,757 | 71,000 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 45,836 | 136,600 | SH | DEFINED |
| ARCH CAPITAL GROUP LTD | COM | G0450A105 | 3,906 | 122,400 | SH | DEFINED |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 4,217 | 140,000 | SH | DEFINED |
| ASIAINFO LINKAGE INC | COM | 04518A104 | 6,455 | 390,000 | SH | DEFINED |
| AT+T INC | COM | 00206R102 | 29,664 | 945,000 | SH | DEFINED |
| AUTOMATIC DATA PROCESSING | COM | 053015103 | 4,423 | 84,000 | SH | DEFINED |
| BANCO BRADESCO ADR | ADR | 059460303 | 2,603 | 127,050 | SH | DEFINED |
| BANK OF AMERICA CORP | COM | 060505104 | 7,665 | 700,000 | SH | DEFINED |
| BANK OF NEW YORK MELLON | COM | 064058100 | 3,073 | 120,000 | SH | DEFINED |
| BARRICK GOLD CORP | COM | 067901108 | 2,503 | 55,258 | SH | DEFINED |
| BB+T CORP | COM | 054937107 | 7,247 | 270,000 | SH | DEFINED |
| BERKSHIRE HATHAWAY INC | COM | 084670702 | 8,896 | 115,000 | SH | DEFINED |
| BMC SOFTWARE INC | COM | 055921100 | 5,470 | 100,000 | SH | DEFINED |
| BOEING CO/THE | COM | 097023105 | 8,280 | 112,000 | SH | DEFINED |
| CAPITAL ONE FINANCIAL | COM | 14040H105 | 7,751 | 150,000 | SH | DEFINED |
| CARDINAL HEALTH INC | COM | 14149Y108 | 5,449 | 120,000 | SH | DEFINED |
| CARNIVAL CORP | COM | 143658300 | 6,438 | 171,100 | SH | DEFINED |
| CATERPILLAR INC | COM | 149123101 | 12,772 | 120,000 | SH | DEFINED |
| CBS CORP CLASS B NON | COM | 124857202 | 5,125 | 180,000 | SH | DEFINED |
| CELGENE CORP | COM | 151020104 | 3,857 | 64,000 | SH | DEFINED |
| CEMEX SAB SPONS ADR PART | ADR | 151290889 | 2,607 | 303,474 | SH | DEFINED |
| CENTURYLINK INC | COM | 156700106 | 4,041 | 100,000 | SH | DEFINED |
| CHEVRON CORP | COM | 166764100 | 32,369 | 315,000 | SH | DEFINED |
| CIA SIDERURGICA NACL SP | ADR | 20440W105 | 814 | 65,400 | SH | DEFINED |
| CISCO SYSTEMS INC | COM | 17275R102 | 9,360 | 600,000 | SH | DEFINED |
| CITIGROUP INC | COM | 172967424 | 21,202 | 509,660 | SH | DEFINED |
| CITRIX SYSTEMS INC | COM | 177376100 | 6,558 | 82,000 | SH | DEFINED |
| CLIFFS NATURAL RESOURCES | COM | 18683K101 | 2,774 | 30,000 | SH | DEFINED |
| CME GROUP INC | COM | 12572Q105 | 2,333 | 8,000 | SH | SOLE |
| COACH INC | COM | 189754104 | 4,987 | 78,000 | SH | DEFINED |
| COCA COLA CO/THE | COM | 191216100 | 20,520 | 305,000 | SH | DEFINED |
| COGNIZANT TECH SOLUTIONS | COM | 192446102 | 2,860 | 39,000 | SH | DEFINED |
| COLGATE PALMOLIVE CO | COM | 194162103 | 6,117 | 70,000 | SH | DEFINED |
| COMCAST CORP CLASS A | COM | 20030N101 | 9,119 | 360,000 | SH | DEFINED |
| COMPANHIA DE BEBIDAS PRF | ADR | 20441W203 | 2,192 | 65,000 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 18,785 | 250,000 | SH | DEFINED |
| CONSOL ENERGY INC | COM | 20854P109 | 6,784 | 140,000 | SH | DEFINED |
| CONSOLIDATED COMMUN | COM | 209034107 | 1,846 | 95,000 | SH | DEFINED |
| CONSTELLATION ENERGY GR | COM | 210371100 | 4,935 | 130,000 | SH | DEFINED |
| CORNING INC | COM | 219350105 | 3,973 | 219,000 | SH | DEFINED |
| COSTCO WHOLESALE CORP | COM | 22160K105 | 9,749 | 120,000 | SH | DEFINED |
| COVIDIEN PLC | COM | G2554F113 | 8,564 | 161,000 | SH | DEFINED |
| CSX CORP | COM | 126408103 | 3,932 | 150,000 | SH | DEFINED |
| CTRIIP.COM INTERNATIONAL | ADR | 22943F100 | 5,810 | 135,000 | SH | DEFINED |
| DANAHER CORP | COM | 235851102 | 4,768 | 90,000 | SH | DEFINED |
| DEERE + CO | COM | 244199105 | 4,535 | 55,000 | SH | DEFINED |
| DEVON ENERGY CORPORATION | COM | 25179M103 | 6,618 | 84,000 | SH | DEFINED |
| DIRECTV CLASS A | COM | 25490A101 | 6,200 | 122,000 | SH | DEFINED |
| DOMINION RESOURCES INC/VA | COM | 25746U109 | 8,687 | 180,000 | SH | DEFINED |
| DOW CHEMICAL CO/THE | COM | 260543103 | 5,436 | 151,000 | SH | DEFINED |
| DU PONT (E.I.) DE NEMOURS | COM | 263534109 | 9,996 | 185,000 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 4,839 | 150,000 | SH | DEFINED |
| ELI LILLY + CO | COM | 532457108 | 4,502 | 120,000 | SH | DEFINED |
| EMBRAER SA ADR | ADR | 29082A107 | 308 | 10,000 | SH | DEFINED |
| EMC CORP/MASS | COM | 268648102 | 11,571 | 420,000 | SH | DEFINED |
| ESTEE LAUDER COMPANIES CL | COM | 518439104 | 1,788 | 17,000 | SH | DEFINED |
| EXELON CORP | COM | 30161N101 | 10,279 | 240,000 | SH | DEFINED |
| EXPRESS SCRIPTS INC | COM | 302182100 | 5,829 | 108,000 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 57,730 | 710,000 | SH | DEFINED |

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|---------------------------|-----|-----------|--------|-----------|----|---------|
| FIFTH THIRD BANCORP | COM | 316773100 | 1,273 | 100,000 | SH | DEFINED |
| FISERV INC | COM | 337738108 | 2,818 | 45,000 | SH | DEFINED |
| FOMENTO ECONOMICO MEX SP | ADR | 344419106 | 7,401 | 111,300 | SH | DEFINED |
| FORD MOTOR CO | COM | 345370860 | 6,895 | 500,000 | SH | DEFINED |
| FREEMONT MCMORAN COPPER | COM | 35671D857 | 9,254 | 175,000 | SH | DEFINED |
| FRONTIER COMMUNICATIONS | COM | 35906A108 | 3,220 | 400,000 | SH | DEFINED |
| GENERAL DYNAMICS CORP | COM | 369550108 | 6,857 | 92,000 | SH | DEFINED |
| GENERAL ELECTRIC CO | COM | 369604103 | 25,434 | 1,350,000 | SH | DEFINED |
| GILEAD SCIENCES INC | COM | 375558103 | 7,750 | 187,200 | SH | DEFINED |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 9,976 | 75,000 | SH | DEFINED |
| GOODRICH CORP | COM | 382388106 | 4,775 | 50,000 | SH | DEFINED |
| GOOGLE INC CL A | COM | 38259P508 | 18,805 | 37,155 | SH | DEFINED |
| GRUPO TELEVISIVA SA SPONS | ADR | 40049J206 | 3,811 | 155,000 | SH | DEFINED |
| HALLIBURTON CO | COM | 406216101 | 10,453 | 205,000 | SH | DEFINED |
| HARTFORD FINANCIAL SVCS | COM | 416515104 | 2,899 | 110,000 | SH | DEFINED |
| HESS CORP | COM | 42809H107 | 3,065 | 41,000 | SH | DEFINED |
| HEWLETT PACKARD CO | COM | 428236103 | 10,374 | 285,000 | SH | DEFINED |
| HOLOGIC INC | COM | 436440101 | 4,337 | 215,000 | SH | DEFINED |
| HONEYWELL INTERNATIONAL | COM | 438516106 | 9,647 | 162,000 | SH | DEFINED |
| ILLINOIS TOOL WORKS | COM | 452308109 | 7,625 | 135,000 | SH | DEFINED |
| INGERSOLL RAND PLC | COM | G47791101 | 5,903 | 130,000 | SH | DEFINED |
| INTEL CORP | COM | 458140100 | 16,052 | 725,000 | SH | DEFINED |
| INTERPUBLIC GROUP OF COS | COM | 460690100 | 4,247 | 340,000 | SH | DEFINED |
| INTL BUSINESS MACHINES | COM | 459200101 | 29,656 | 173,000 | SH | DEFINED |
| INTUIT INC | COM | 461202103 | 3,212 | 62,000 | SH | DEFINED |
| INTUITIVE SURGICAL INC | COM | 46120E602 | 2,789 | 7,500 | SH | DEFINED |
| ISHARES COHEN + STEERS | COM | 464287564 | 13,728 | 190,000 | SH | DEFINED |
| ITAU UNIBANCO HLDNG PREF | ADR | 465562106 | 1,618 | 68,750 | SH | DEFINED |
| JDS UNIPHASE CORP | COM | 46612J507 | 4,163 | 250,000 | SH | DEFINED |
| JOHNSON + JOHNSON | COM | 478160104 | 23,660 | 356,000 | SH | DEFINED |
| JOHNSON CONTROLS INC | COM | 478366107 | 7,910 | 190,000 | SH | DEFINED |
| JPMORGAN CHASE + CO | COM | 46625H100 | 23,319 | 570,000 | SH | DEFINED |
| JUNIPER NETWORKS INC | COM | 48203R104 | 3,623 | 115,000 | SH | DEFINED |
| KANSAS CITY SOUTHERN | COM | 485170302 | 4,450 | 75,000 | SH | DEFINED |
| KLA TENCOR CORPORATION | COM | 482480100 | 1,133 | 28,000 | SH | DEFINED |
| KRAFT FOODS INC CLASS A | COM | 50075N104 | 7,185 | 204,000 | SH | DEFINED |
| KROGER CO | COM | 501044101 | 2,283 | 92,000 | SH | DEFINED |
| LENNAR CORP A | COM | 526057104 | 1,181 | 65,000 | SH | DEFINED |
| LG DISPLAY CO LTD ADR | ADR | 50186V102 | 2,455 | 175,000 | SH | DEFINED |
| LINCOLN NATIONAL CORP | COM | 534187109 | 2,561 | 90,000 | SH | DEFINED |
| LOWE S COS INC | COM | 548661107 | 4,429 | 190,000 | SH | DEFINED |
| M + T BANK CORP | COM | 55261F104 | 5,274 | 60,000 | SH | DEFINED |
| MARRIOTT INTERNATIONAL | COM | 571903202 | 4,081 | 115,000 | SH | DEFINED |
| MARVELL TECHNOLOGY GROUP | COM | G5876H105 | 1,476 | 100,000 | SH | DEFINED |
| MASCO CORP | COM | 574599106 | 3,243 | 270,000 | SH | DEFINED |
| MASTERCARD INC CLASS A | COM | 57636Q104 | 3,914 | 13,000 | SH | DEFINED |
| MATTEL INC | COM | 577081102 | 1,456 | 53,000 | SH | DEFINED |
| MCDONALD S CORP | COM | 580135101 | 16,856 | 200,000 | SH | DEFINED |
| MCGRAW HILL COMPANIES INC | COM | 580645109 | 1,844 | 44,000 | SH | DEFINED |
| MCKESSON CORP | COM | 58155Q103 | 6,273 | 75,000 | SH | DEFINED |
| MEAD JOHNSON NUTRITION CO | COM | 582839106 | 3,040 | 45,000 | SH | DEFINED |
| MEDCO HEALTH SOLUTIONS | COM | 58405U102 | 8,235 | 145,709 | SH | DEFINED |
| MEDTRONIC INC | COM | 585055106 | 5,583 | 145,000 | SH | DEFINED |
| MELCO CROWN ENTERTAINME | ADR | 585464100 | 12,750 | 1,000,000 | SH | DEFINED |
| MEMC ELECTRONIC MATERIALS | COM | 552715104 | 443 | 52,000 | SH | DEFINED |
| MERCK + CO. INC. | COM | 58933Y105 | 14,108 | 400,000 | SH | DEFINED |
| METLIFE INC | COM | 59156R108 | 5,701 | 130,000 | SH | DEFINED |
| MICRON TECHNOLOGY INC | COM | 595112103 | 3,362 | 450,000 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 25,980 | 1,000,000 | SH | DEFINED |
| MONSANTO CO | COM | 61166W101 | 11,242 | 155,000 | SH | DEFINED |
| MORGAN STANLEY | COM | 617446448 | 5,064 | 220,000 | SH | DEFINED |
| MOTOROLA MOBILITY HOLDING | COM | 620097105 | 1,705 | 77,500 | SH | DEFINED |

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|-----------------------------|-----|-----------|--------|-----------|----|---------|
| MOTOROLA SOLUTIONS INC | COM | 620076307 | 4,075 | 88,571 | SH | DEFINED |
| MYLAN INC | COM | 628530107 | 5,674 | 230,000 | SH | DEFINED |
| NABORS INDUSTRIES LTD | COM | G6359F103 | 4,924 | 200,000 | SH | DEFINED |
| NATIONAL OILWELL VARCO | COM | 637071101 | 5,861 | 75,000 | SH | DEFINED |
| NETAPP INC | COM | 64110D104 | 6,440 | 122,000 | SH | DEFINED |
| NEW ORIENTAL EDUCATIO SP | ADR | 647581107 | 8,032 | 72,000 | SH | DEFINED |
| NEWMONT MINING CORP | COM | 651639106 | 8,093 | 150,000 | SH | DEFINED |
| NEWS CORP CLASS B | COM | 65248E203 | 5,385 | 298,000 | SH | DEFINED |
| NIKE INC CL B | COM | 654106103 | 6,027 | 67,000 | SH | DEFINED |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 6,891 | 92,000 | SH | DEFINED |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 3,121 | 45,000 | SH | DEFINED |
| NVIDIA CORP | COM | 67066G104 | 2,931 | 184,000 | SH | DEFINED |
| NYSE EURONEXT | COM | 629491101 | 4,210 | 123,000 | SH | DEFINED |
| O REILLY AUTOMOTIVE INC | COM | 67103H107 | 5,896 | 90,000 | SH | DEFINED |
| OCCIDENTAL PETROLEUM CORP | COM | 674599105 | 11,338 | 109,000 | SH | DEFINED |
| ORACLE CORP | COM | 68389X105 | 17,201 | 523,000 | SH | DEFINED |
| P G + E CORP | COM | 69331C108 | 6,720 | 160,000 | SH | DEFINED |
| PACCAR INC | COM | 693718108 | 5,620 | 110,000 | SH | DEFINED |
| PARKER HANNIFIN CORP | COM | 701094104 | 6,731 | 75,000 | SH | DEFINED |
| PEPSICO INC | COM | 713448108 | 20,058 | 285,000 | SH | DEFINED |
| PETROLEO BRASILEIRO S.A. | ADR | 71654V408 | 3,046 | 90,000 | SH | DEFINED |
| PETROLEO BRASILEIRO SPON | ADR | 71654V101 | 4,609 | 150,127 | SH | DEFINED |
| PFIZER INC | COM | 717081103 | 21,517 | 1,045,000 | SH | DEFINED |
| PHILIP MORRIS INTERNATIONAL | COM | 718172109 | 17,019 | 255,000 | SH | DEFINED |
| PHOENIX COMPANIES | COM | 71902E109 | 250 | 101,817 | SH | SOLE |
| PNC FINANCIAL SERVICES | COM | 693475105 | 9,056 | 152,000 | SH | DEFINED |
| PPL CORPORATION | COM | 69351T106 | 6,958 | 250,000 | SH | DEFINED |
| PRAXAIR INC | COM | 74005P104 | 8,668 | 80,000 | SH | DEFINED |
| PRECISION CASTPARTS CORP | COM | 740189105 | 6,582 | 40,000 | SH | DEFINED |
| PROCTER + GAMBLE CO/THE | COM | 742718109 | 23,185 | 365,000 | SH | DEFINED |
| PRUDENTIAL FINANCIAL INC | COM | 744320102 | 3,815 | 60,000 | SH | DEFINED |
| PUBLIC SERVICE ENTERPRISE | COM | 744573106 | 7,013 | 215,000 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 14,758 | 260,000 | SH | DEFINED |
| SARA LEE CORP | COM | 803111103 | 5,691 | 300,000 | SH | DEFINED |
| SCHLUMBERGER LTD | COM | 806857108 | 17,702 | 205,000 | SH | DEFINED |
| SCHWAB (CHARLES) CORP | COM | 808513105 | 5,751 | 350,000 | SH | DEFINED |
| SEMPRA ENERGY | COM | 816851109 | 6,659 | 126,000 | SH | DEFINED |
| SHELTON GREATER CHINA FD | COM | 823014105 | 311 | 41,127 | SH | DEFINED |
| SIGMA ALDRICH | COM | 826552101 | 2,933 | 40,000 | SH | DEFINED |
| SINA CORP | COM | G81477104 | 8,849 | 85,000 | SH | DEFINED |
| SLM CORP | COM | 78442P106 | 4,205 | 250,000 | SH | DEFINED |
| SOUTHERN CO | COM | 842587107 | 11,304 | 280,000 | SH | DEFINED |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 2,142 | 50,000 | SH | DEFINED |
| SPECTRA ENERGY CORP | COM | 847560109 | 4,795 | 175,000 | SH | DEFINED |
| SPRINT NEXTEL CORP | COM | 852061100 | 3,766 | 700,000 | SH | DEFINED |
| ST JUDE MEDICAL INC | COM | 790849103 | 1,907 | 40,000 | SH | DEFINED |
| STANLEY BLACK + DECKER | COM | 854502101 | 6,623 | 92,000 | SH | DEFINED |
| STARBUCKS CORP | COM | 855244109 | 7,108 | 180,000 | SH | DEFINED |
| STATE STREET CORP | COM | 857477103 | 3,065 | 68,000 | SH | DEFINED |
| STERICYCLE INC | COM | 858912108 | 6,238 | 70,000 | SH | DEFINED |
| SYSCO CORP | COM | 871829107 | 5,146 | 165,000 | SH | DEFINED |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 4,343 | 72,000 | SH | DEFINED |
| TARGET CORP | COM | 87612E106 | 6,566 | 140,000 | SH | DEFINED |
| TELE NORTE LESTE PART ADR | ADR | 879246106 | 2,224 | 143,323 | SH | DEFINED |
| TELEFONOS DE MEXICO SP | ADR | 879403707 | 1,560 | 95,000 | SH | DEFINED |
| TELEFONOS DE MEXICO SP | ADR | 879403780 | 1,914 | 116,000 | SH | DEFINED |
| THERMO FISHER SCIENTIFIC | COM | 883556102 | 3,798 | 59,000 | SH | DEFINED |
| TIME WARNER CABLE | COM | 88732J207 | 4,413 | 56,536 | SH | DEFINED |
| TIME WARNER INC | COM | 887317303 | 6,050 | 166,333 | SH | DEFINED |
| TJX COMPANIES INC | COM | 872540109 | 3,570 | 68,000 | SH | DEFINED |
| TYCO INTERNATIONAL LTD | COM | H89128104 | 4,938 | 100,000 | SH | DEFINED |
| UNION PACIFIC CORP | COM | 907818108 | 8,350 | 80,000 | SH | DEFINED |

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|---------------------------|-----|-----------|-----------|---------|----|---------|
| UNITED PARCEL SERVICE CL | COM | 911312106 | 12,398 | 170,000 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 14,868 | 168,000 | SH | DEFINED |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 11,448 | 221,900 | SH | DEFINED |
| UNIVERSAL HEALTH SERVICES | COM | 913903100 | 3,089 | 60,000 | SH | DEFINED |
| US BANCORP | COM | 902973304 | 8,721 | 342,000 | SH | DEFINED |
| VALE SA SP ADR | ADR | 91912E105 | 7,136 | 223,407 | SH | DEFINED |
| VALERO ENERGY CORP | COM | 91913Y100 | 2,532 | 99,000 | SH | DEFINED |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 13,768 | 370,000 | SH | DEFINED |
| VIACOM INC CLASS B | COM | 92553P201 | 8,155 | 160,000 | SH | DEFINED |
| VIRTUS | COM | 92828Q109 | 309 | 5,090 | SH | SOLE |
| VISA INC CLASS A SHARES | COM | 92826C839 | 4,888 | 58,000 | SH | DEFINED |
| WAL MART STORES INC | COM | 931142103 | 13,809 | 260,000 | SH | DEFINED |
| WALGREEN CO | COM | 931422109 | 9,976 | 235,000 | SH | DEFINED |
| WALT DISNEY CO/THE | COM | 254687106 | 13,657 | 350,000 | SH | DEFINED |
| WATERS CORP | COM | 941848103 | 1,436 | 15,000 | SH | DEFINED |
| WATSON PHARMACEUTICALS | COM | 942683103 | 5,496 | 80,000 | SH | DEFINED |
| WEATHERFORD INTL LTD | COM | H27013103 | 4,776 | 254,722 | SH | DEFINED |
| WELLPOINT INC | COM | 94973V107 | 6,301 | 80,000 | SH | DEFINED |
| WELLS FARGO + CO | COM | 949746101 | 19,074 | 680,000 | SH | DEFINED |
| WESTERN DIGITAL CORP | COM | 958102105 | 1,272 | 35,000 | SH | DEFINED |
| WISCONSIN ENERGY CORP | COM | 976657106 | 6,264 | 200,000 | SH | DEFINED |
| YAHOO INC | COM | 984332106 | 4,058 | 270,000 | SH | DEFINED |
| | | | 1,712,022 | | | |