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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 321

Form 13F Information Table Value Total: \$ 969,813

(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 |
| 02 | 28-00312 | BP Corporation North America Inc. |

BP P.L.C.
FORM 13F INFORMATION TABLE
DECEMBER 31, 2002

| ISSUER | TITLE OF CLASS | CUSIP | MARKET VALUE (\$000) | SHARES/ PRN AMT | SH/ PRN | INVESTMENT DISCRETION | OTHER MANA |
|--------------------|----------------------|-----------|----------------------------|--------------------|------------|--------------------------|---------------|
| 1ST DATA CPUSD0.01 | COM | 319963104 | 3,364 | 95,000 | SH | DEFINED | |
| 3M | COM | 88579Y101 | 6,165 | 50,000 | SH | DEFINED | |
| 5TH 3RD BANCO NPV | COM | 316773100 | 4,391 | 75,000 | SH | DEFINED | |
| ABBOTT LABS | COM | 002824100 | 7,000 | 175,000 | SH | DEFINED | |
| ADC TELECOM | COM | 000886101 | 157 | 75,000 | SH | DEFINED | |
| ADOBE SYSTEMS | COM | 00724F101 | 992 | 40,000 | SH | DEFINED | |
| AFLAC 0.10 | COM | 001055102 | 2,108 | 70,000 | SH | DEFINED | |
| AIR PROD&CHEM | COM | 009158106 | 1,710 | 40,000 | SH | DEFINED | |
| ALBERTSON'S | COM | 013104104 | 779 | 35,000 | SH | DEFINED | |
| ALCOA INC | COM | 013817101 | 2,392 | 105,000 | SH | DEFINED | |
| ALLOS THERAPEUTICS | COM | 019777101 | 320 | 42,513 | SH | DEFINED | |
| ALLSTATE CORP 0.01 | COM | 020002101 | 2,774 | 75,000 | SH | DEFINED | |
| ALLTEL | COM | 020039103 | 1,683 | 33,000 | SH | DEFINED | |
| ALTERA CP | COM | 021441100 | 493 | 40,000 | SH | DEFINED | |
| AMAZON COM | COM | 023135106 | 661 | 35,000 | SH | DEFINED | |
| AMBAC FIN | COM | 023139108 | 844 | 15,000 | SH | DEFINED | |
| AMER ELEC | COM | 025537101 | 916 | 33,500 | SH | DEFINED | |
| AMER EXPRS | COM | 025816109 | 5,303 | 150,000 | SH | DEFINED | |
| AMER INT GR | COM | 026874107 | 16,800 | 290,405 | SH | DEFINED | |
| AMER MOV ADR20 | ADR | 02364W105 | 862 | 60,000 | SH | DEFINED | |

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|--------------------|-----|-----------|--------|---------|----|---------|
| AMER MOV ADR20 | ADR | 02364W204 | 1,390 | 100,000 | SH | DEFINED |
| AMEREN 0.01 | COM | 023608102 | 1,455 | 35,000 | SH | DEFINED |
| AMGEN 0.0001 | COM | 031162100 | 7,734 | 160,000 | SH | DEFINED |
| AMR CORP | COM | 001765106 | 92 | 14,000 | SH | DEFINED |
| AMSOUTH BNCP | COM | 032165102 | 864 | 45,000 | SH | DEFINED |
| ANADARKO PET | COM | 032511107 | 1,197 | 25,000 | SH | DEFINED |
| ANALOG 0.166 | COM | 032654105 | 955 | 40,000 | SH | DEFINED |
| ANHEUSER | COM | 035229103 | 5,024 | 103,800 | SH | DEFINED |
| AOL TIME WARNER | COM | 00184A105 | 5,436 | 415,000 | SH | DEFINED |
| APACHE CORP 1.25 | COM | 037411105 | 1,140 | 20,000 | SH | DEFINED |
| APP MATERIAL | COM | 038222105 | 2,645 | 203,000 | SH | DEFINED |
| APPLE COM NPV | COM | 037833100 | 573 | 40,000 | SH | DEFINED |
| APPLERA BIOSYS | COM | 038020103 | 351 | 20,000 | SH | DEFINED |
| ARGLNT TECH | COM | 00846U101 | 685 | 38,140 | SH | DEFINED |
| AT&T CORP | COM | 001957505 | 2,165 | 82,909 | SH | DEFINED |
| AT&T WIRELESS | COM | 00209A106 | 1,921 | 340,000 | SH | DEFINED |
| AT&T-LIB MED CORP | COM | 530718105 | 2,603 | 291,200 | SH | DEFINED |
| AUTO DATA 0.10 | COM | 053015103 | 2,944 | 75,000 | SH | DEFINED |
| AVON PRODS | COM | 054303102 | 1,616 | 30,000 | SH | DEFINED |
| AVY INC | COM | 053499109 | 62 | 25,416 | SH | DEFINED |
| BAKER HUGHES 1 | COM | 057224107 | 1,610 | 50,000 | SH | DEFINED |
| BANK ONE CP | COM | 06423A103 | 5,848 | 160,000 | SH | DEFINED |
| BAXTER INTL | COM | 071813109 | 2,240 | 80,000 | SH | DEFINED |
| BB&T CP USD5 | COM | 054937107 | 2,219 | 60,000 | SH | DEFINED |
| BEA SYSTEM 0.001 | COM | 073325102 | 574 | 50,000 | SH | DEFINED |
| BECTON DICK 1 | COM | 075887109 | 767 | 25,000 | SH | DEFINED |
| BELLSOUTH | COM | 079860102 | 5,433 | 210,000 | SH | DEFINED |
| BERKSHIRE HATH'A' | COM | 084670108 | 10,913 | 150 | SH | DEFINED |
| BEST BUY 0.10 | COM | 086516101 | 1,087 | 45,000 | SH | DEFINED |
| BIOGEN | COM | 090597105 | 561 | 14,000 | SH | DEFINED |
| BK NEWYORK 7.50 | COM | 064057102 | 1,917 | 80,000 | SH | DEFINED |
| BK OF AMER USD.01 | COM | 060505104 | 13,218 | 190,000 | SH | DEFINED |
| BLACK&DECKER 0.50 | COM | 091797100 | 858 | 20,000 | SH | DEFINED |
| BLOCK (H&R) NPV | COM | 093671105 | 804 | 20,000 | SH | DEFINED |
| BMC SOFTWARE | COM | 055921100 | 770 | 45,000 | SH | DEFINED |
| BOEING | COM | 097023105 | 3,860 | 117,000 | SH | DEFINED |
| BOSTON SCIEN 0.01 | COM | 101137107 | 2,551 | 60,000 | SH | DEFINED |
| BROADCOM | COM | 111320107 | 316 | 21,000 | SH | DEFINED |
| BRSTL-MYER SQ!0.10 | COM | 110122108 | 5,000 | 216,000 | SH | DEFINED |
| BURLINGTN RES 0.01 | COM | 122014103 | 1,279 | 30,000 | SH | DEFINED |
| BURLINGTON N. NPV | COM | 12189T104 | 1,561 | 60,000 | SH | DEFINED |
| CAP1 FINL | COM | 14040H105 | 743 | 25,000 | SH | DEFINED |
| CARDINAL HLTH NPV | COM | 14149Y108 | 2,812 | 47,500 | SH | DEFINED |
| CARNIVAL | COM | 143658102 | 1,622 | 65,000 | SH | DEFINED |
| CARSO GBL SPN.ADR | ADR | 14574P107 | 1,408 | 640,000 | SH | DEFINED |
| CATERPILLAR | COM | 149123101 | 2,720 | 59,500 | SH | DEFINED |
| CEMX ADR 5 CPO | ADR | 151290889 | 2,366 | 110,000 | SH | DEFINED |
| CENDANT 0.01 | COM | 151313103 | 1,782 | 170,000 | SH | DEFINED |
| CERIDIAN | COM | 15677T106 | 433 | 30,000 | SH | DEFINED |
| CHEVRONTTEXACO | COM | 166751107 | 8,313 | 125,050 | SH | DEFINED |
| CHUBB CORP!1 | COM | 171232101 | 1,044 | 20,000 | SH | DEFINED |
| CIENA CP 0.01 | COM | 171779101 | 154 | 30,000 | SH | DEFINED |
| CIGNA CP | COM | 125509109 | 699 | 17,000 | SH | DEFINED |
| CISCO SYSTEMS | COM | 17275R102 | 10,873 | 830,000 | SH | DEFINED |
| CITIGROUP USD0.01 | COM | 172967101 | 19,871 | 564,669 | SH | DEFINED |
| CITRIX SYS | COM | 177376100 | 370 | 30,000 | SH | DEFINED |
| CLEAR CHANNL | COM | 184502102 | 2,610 | 70,000 | SH | DEFINED |
| COCA COLA!0.25 | COM | 191216100 | 11,393 | 260,000 | SH | DEFINED |
| COCA-COLA ENT 1 | COM | 191219104 | 869 | 40,000 | SH | DEFINED |
| COLGATE | COM | 194162103 | 4,095 | 78,100 | SH | DEFINED |
| COMCAST CORP (NEW) | COM | 20030N200 | 2,372 | 105,000 | SH | DEFINED |
| COMCAST 'A' | COM | 20030N101 | 3,397 | 144,105 | SH | DEFINED |

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|--------------------|-----|-----------|--------|-----------|----|---------|
| COMERICA 5 | COM | 200340107 | 951 | 22,000 | SH | DEFINED |
| COMP SCIENCES 1 | COM | 205363104 | 689 | 20,000 | SH | DEFINED |
| COMVERSE TEC | COM | 205862402 | 301 | 30,000 | SH | DEFINED |
| CONCORD EFS | COM | 206197105 | 1,102 | 70,000 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 718507106 | 3,391 | 70,077 | SH | DEFINED |
| CONSL EDISON 0.10 | COM | 209115104 | 2,569 | 60,000 | SH | DEFINED |
| COSTCO WHLESLE | COM | 22160K105 | 1,599 | 57,000 | SH | DEFINED |
| COX COMM'A' 1 | COM | 224044107 | 852 | 30,000 | SH | DEFINED |
| CREATIVE TECH | COM | 225290402 | 676 | 95,510 | SH | DEFINED |
| CSX CORP | COM | 126408103 | 849 | 30,000 | SH | DEFINED |
| CVS CORP | COM | 126650100 | 1,498 | 60,000 | SH | DEFINED |
| DARDEN RESTCSN | COM | 237194105 | 1,125 | 55,000 | SH | DEFINED |
| DEERE&CO!1 | COM | 244199105 | 1,375 | 30,000 | SH | DEFINED |
| DEL MON FDS | COM | 24522P103 | 155 | 20,097 | SH | DEFINED |
| DELL COMPUTER!0.01 | COM | 247025109 | 7,888 | 295,000 | SH | DEFINED |
| DELPHI CORP | COM | 247126105 | 929 | 115,430 | SH | DEFINED |
| DOLLAR GEN!0.50 | COM | 256669102 | 553 | 46,250 | SH | DEFINED |
| DOMINION RES(VIRG) | COM | 257470104 | 3,019 | 55,000 | SH | DEFINED |
| DOW CHEM | COM | 260543103 | 3,564 | 120,000 | SH | DEFINED |
| DTE ENRGY | COM | 233331107 | 1,392 | 30,000 | SH | DEFINED |
| DU PONTC/TUSD0.30 | COM | 263534109 | 5,724 | 135,000 | SH | DEFINED |
| DUKE ENGY NPV | COM | 264399106 | 1,368 | 70,000 | SH | DEFINED |
| EATON CORP | COM | 278058102 | 937 | 12,000 | SH | DEFINED |
| EBAY IUSD0.01 | COM | 278642103 | 1,831 | 27,000 | SH | DEFINED |
| ECOLAB 1 | COM | 278865100 | 742 | 15,000 | SH | DEFINED |
| EMC CORP 0.01 | COM | 268648102 | 1,474 | 240,000 | SH | DEFINED |
| EMERSON ELEC 1 | COM | 291011104 | 2,543 | 50,000 | SH | DEFINED |
| ENGELHARD !1 | COM | 292845104 | 671 | 30,000 | SH | DEFINED |
| EQTY OFCE USD0.01 | COM | 294741103 | 1,249 | 50,000 | SH | DEFINED |
| EXULT INC | COM | 302284104 | 18,660 | 5,867,892 | SH | SOLE |
| EXXON MOB | COM | 30231G102 | 28,301 | 810,000 | SH | DEFINED |
| FANNIE MAE | COM | 313586109 | 7,398 | 115,000 | SH | DEFINED |
| FED DEPT US 0.01 | COM | 31410H101 | 575 | 20,000 | SH | DEFINED |
| FEDEX CORP | COM | 31428X106 | 1,898 | 35,000 | SH | DEFINED |
| FLEET BSTN FINL | COM | 339030108 | 2,649 | 109,000 | SH | DEFINED |
| FLUOR | COM | 343861100 | 560 | 20,000 | SH | DEFINED |
| FOM ECON ADR | ADR | 344419106 | 1,093 | 30,000 | SH | DEFINED |
| FORD MTR | COM | 345370860 | 1,880 | 202,097 | SH | DEFINED |
| FOX ENT GRP'A' | COM | 35138T107 | 908 | 35,000 | SH | DEFINED |
| FPL GR 0.01 | COM | 302571104 | 1,624 | 27,000 | SH | DEFINED |
| FRANKLIN RES!0.10 | COM | 354613101 | 682 | 20,000 | SH | DEFINED |
| FRED MAC USD0.21 | COM | 313400301 | 3,956 | 67,000 | SH | DEFINED |
| GANNETT CO 1 | COM | 364730101 | 3,188 | 44,400 | SH | DEFINED |
| GAP INC 0.05 | COM | 364760108 | 1,319 | 85,000 | SH | DEFINED |
| GEN ELEC | COM | 369604103 | 26,663 | 1,095,000 | SH | DEFINED |
| GEN MOTORS | COM | 370442105 | 2,212 | 60,000 | SH | DEFINED |
| GENERAL MLS 0.1 | COM | 370334104 | 2,817 | 60,000 | SH | DEFINED |
| GILLETTE CO 1 | COM | 375766102 | 3,522 | 116,000 | SH | DEFINED |
| GLBSANFE CORP | COM | G3930E101 | 890 | 36,600 | SH | DEFINED |
| GLD SACHS | COM | 38141G104 | 1,328 | 19,500 | SH | DEFINED |
| GOLDEN WEST 0.10 | COM | 381317106 | 1,077 | 15,000 | SH | DEFINED |
| GPO CARSO SPN.ADR | ADR | 400485207 | 475 | 100,000 | SH | DEFINED |
| GRAINGER 0.50 | COM | 384802104 | 1,031 | 20,000 | SH | DEFINED |
| GRUPO TELE SP GDR | GDR | 40049J206 | 1,257 | 45,000 | SH | DEFINED |
| GUIDNT CRP NPV | COM | 401698105 | 864 | 28,000 | SH | DEFINED |
| HARLEY DAVID 0.01 | COM | 412822108 | 1,871 | 40,500 | SH | DEFINED |
| HARRAHS ENT 0.10 | COM | 413619107 | 634 | 16,000 | SH | DEFINED |
| HARTFORD FINL USD | COM | 416515104 | 2,017 | 44,400 | SH | DEFINED |
| HCA INC | COM | 404119109 | 2,801 | 67,500 | SH | DEFINED |
| HEINZ (HJ) | COM | 423074103 | 1,479 | 45,000 | SH | DEFINED |
| HELL TELECOM ADS | COM | 423325307 | 148 | 27,778 | SH | DEFINED |
| HERSHEY FOODS 1 | COM | 427866108 | 674 | 10,000 | SH | DEFINED |

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|-------------------------------|-----|-----------|--------|-----------|----|---------|
| HEWLETT-PKARD 0.01 | COM | 428236103 | 5,642 | 325,000 | SH | DEFINED |
| HILTON HOTELS 2.50 | COM | 432848109 | 636 | 50,000 | SH | DEFINED |
| HNYWELL INTL | COM | 438516106 | 2,040 | 85,000 | SH | DEFINED |
| HOME DEPOT 0.05 | COM | 437076102 | 6,230 | 260,000 | SH | DEFINED |
| HSEHLD INTL 1 | COM | 441815107 | 1,390 | 50,000 | SH | DEFINED |
| IBM | COM | 459200101 | 17,050 | 220,000 | SH | DEFINED |
| ILL TOOL NPV | COM | 452308109 | 3,081 | 47,500 | SH | DEFINED |
| INDIA FUND | COM | 454089103 | 3,279 | 309,637 | SH | DEFINED |
| INGRSL-RND'A' | COM | G4776G101 | 1,206 | 28,000 | SH | DEFINED |
| INT PAPER !1 | COM | 460146103 | 2,098 | 60,000 | SH | DEFINED |
| INTEL | COM | 458140100 | 12,456 | 800,000 | SH | DEFINED |
| INTERPUB 0.10 | COM | 460690100 | 282 | 20,000 | SH | DEFINED |
| IONA TECH ADR | ADR | 46206P109 | 185 | 65,000 | SH | DEFINED |
| ITT INDUST | COM | 450911102 | 1,214 | 20,000 | SH | DEFINED |
| J HANCOCK FIN SER | COM | 410145106 | 1,116 | 40,000 | SH | DEFINED |
| JANUS CAP GRP INC | COM | 860831106 | 261 | 20,000 | SH | DEFINED |
| JDS UNIPHASE CRP | COM | 46612J101 | 266 | 107,700 | SH | DEFINED |
| JOHNSN CNTL 0.1666 | COM | 478366107 | 1,603 | 20,000 | SH | DEFINED |
| JOHNSN&JOHNSN | COM | 478160104 | 17,971 | 334,600 | SH | DEFINED |
| JP MORGAN CHASE | COM | 46625H100 | 13,488 | 562,007 | SH | DEFINED |
| KELLOGG 0.25 | COM | 487836108 | 1,713 | 50,000 | SH | DEFINED |
| KERR-MCGEE 1 | COM | 492386107 | 1,329 | 30,000 | SH | DEFINED |
| KEYCORP 1 | COM | 493267108 | 1,320 | 52,500 | SH | DEFINED |
| KIMBERLY CLK ADR | ADR | 494368204 | 383 | 34,000 | SH | DEFINED |
| KIMBERLY-CL 1.25 | COM | 494368103 | 2,753 | 58,000 | SH | DEFINED |
| KLA TENCOR | COM | 482480100 | 955 | 27,000 | SH | DEFINED |
| KOHL'S CORP | COM | 500255104 | 2,574 | 46,000 | SH | DEFINED |
| KRFT FDS INC'A' | COM | 50075N104 | 2,725 | 70,000 | SH | DEFINED |
| KROGER 1 | COM | 501044101 | 1,236 | 80,000 | SH | DEFINED |
| LEHMAN BROS 0.10 | COM | 524908100 | 1,599 | 30,000 | SH | DEFINED |
| LEXMARK INTL'A' | COM | 529771107 | 1,210 | 20,000 | SH | DEFINED |
| LILLY ELI | COM | 532457108 | 8,255 | 130,000 | SH | DEFINED |
| LINCOLN NATL | COM | 534187109 | 632 | 20,000 | SH | DEFINED |
| LINEAR TECH NPV | COM | 535678106 | 772 | 30,000 | SH | DEFINED |
| LOCK MARTIN | COM | 539830109 | 3,176 | 55,000 | SH | DEFINED |
| LOWE'S COS 0.50 | COM | 548661107 | 3,938 | 105,000 | SH | DEFINED |
| LSI LOGIC | COM | 502161102 | 202 | 35,000 | SH | DEFINED |
| LTD INC | COM | 532716107 | 697 | 50,000 | SH | DEFINED |
| M.B.N.A. 0.01 | COM | 55262L100 | 2,568 | 135,000 | SH | DEFINED |
| MANULIFE FINL CORP COM (ARCO) | COM | 56501R106 | 52,297 | 2,408,906 | SH | SOLE |
| MARATHON OIL | COM | 565849106 | 639 | 30,000 | SH | DEFINED |
| MARRIOTT INT'A' | COM | 571903202 | 1,315 | 40,000 | SH | DEFINED |
| MARSH&MCLN | COM | 571748102 | 3,697 | 80,000 | SH | DEFINED |
| MASCO CORPN 1 | COM | 574599106 | 1,684 | 80,000 | SH | DEFINED |
| MATAV RT ADS | COM | 576561104 | 890 | 50,000 | SH | DEFINED |
| MATTEL INC 1 | COM | 577081102 | 766 | 40,000 | SH | DEFINED |
| MAXIM INTER USD | COM | 57772K101 | 1,222 | 37,000 | SH | DEFINED |
| MBIA INC | COM | 55262C100 | 658 | 15,000 | SH | DEFINED |
| MCDONALD'S | COM | 580135101 | 2,332 | 145,000 | SH | DEFINED |
| MCGRAW HILL 1 | COM | 580645109 | 1,390 | 23,000 | SH | DEFINED |
| MCKESSON CORP | COM | 58155Q103 | 1,081 | 40,000 | SH | DEFINED |
| MEADWESTVACO | COM | 583334107 | 494 | 20,000 | SH | DEFINED |
| MEDIMMUNE | COM | 584699102 | 1,291 | 47,500 | SH | DEFINED |
| MEDTRONIC INC 0.10 | COM | 585055106 | 6,019 | 132,000 | SH | DEFINED |
| MELLON FINL | COM | 58551A108 | 1,162 | 44,500 | SH | DEFINED |
| MERANT | COM | 587336108 | 611 | 99,000 | SH | DEFINED |
| MERCK&CO NPV | COM | 589331107 | 14,719 | 260,000 | SH | DEFINED |
| MERRIL LYNCH | COM | 590188108 | 3,416 | 90,000 | SH | DEFINED |
| METLIFE INC | COM | 59156R108 | 1,893 | 70,000 | SH | DEFINED |
| MGN STN | COM | 617446448 | 4,790 | 120,000 | SH | DEFINED |
| MICRON TECH | COM | 595112103 | 877 | 90,000 | SH | DEFINED |
| MICROSOFT | COM | 594918104 | 32,054 | 620,000 | SH | DEFINED |

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|------------------------------|-----|-----------|--------|---------|----|---------|
| MILLNUM PHARM | COM | 599902103 | 278 | 35,000 | SH | DEFINED |
| MOLEX | COM | 608554101 | 806 | 35,000 | SH | DEFINED |
| MOODYS | COM | 615369105 | 1,652 | 40,000 | SH | DEFINED |
| MOTOROLA | COM | 620076109 | 2,322 | 268,400 | SH | DEFINED |
| N.FORK BANC | COM | 659424105 | 1,198 | 35,500 | SH | DEFINED |
| NAT CITY CORP | COM | 635405103 | 1,776 | 65,000 | SH | DEFINED |
| NAT SEMICON 0.50 | COM | 637640103 | 300 | 20,000 | SH | DEFINED |
| NATUZZI ADR | ADR | 456478106 | 1,842 | 181,340 | SH | DEFINED |
| NEWELL RUBBERMAID | COM | 651229106 | 1,213 | 40,000 | SH | DEFINED |
| NEWMONT 1.60 | COM | 651639106 | 1,161 | 40,000 | SH | DEFINED |
| NEXTL COMM INC | COM | 65332V103 | 809 | 70,000 | SH | DEFINED |
| NIKE'B'NPV | COM | 654106103 | 1,112 | 25,000 | SH | DEFINED |
| NORFOLK S. 1 | COM | 655844108 | 1,000 | 50,000 | SH | DEFINED |
| NRTHN TST | COM | 665859104 | 894 | 25,500 | SH | DEFINED |
| NRTHROP GRUM | COM | 666807102 | 1,552 | 16,000 | SH | DEFINED |
| NY TIMES | COM | 650111107 | 1,601 | 35,000 | SH | DEFINED |
| OMNICOM!0.50 | COM | 681919106 | 1,718 | 26,600 | SH | DEFINED |
| ORACLE CP 0.01 | COM | 68389X105 | 7,452 | 690,000 | SH | DEFINED |
| ORBOTECH | COM | M75253100 | 860 | 62,500 | SH | DEFINED |
| PATTERSON UTI ENER | COM | 703481101 | 603 | 20,000 | SH | DEFINED |
| PAYCHEX | COM | 704326107 | 1,534 | 55,000 | SH | DEFINED |
| PEOPLESFT 0.01 | COM | 712713106 | 641 | 35,000 | SH | DEFINED |
| PEPSICO CAP STK | COM | 713448108 | 8,651 | 204,900 | SH | DEFINED |
| PER PERSER ADR144A | ADR | 715680104 | 2,207 | 205,300 | SH | DEFINED |
| PFIZER | COM | 717081103 | 20,635 | 675,000 | SH | DEFINED |
| PHLP MRS COS | COM | 718154107 | 10,132 | 250,000 | SH | DEFINED |
| PHMRMC CRPRTN | COM | 71713U102 | 6,736 | 161,150 | SH | DEFINED |
| PHOENIX COS INC NEW | COM | 71902E109 | 774 | 101,817 | SH | SOLE |
| PITNEY BOWES | COM | 724479100 | 1,143 | 35,000 | SH | DEFINED |
| PPG INDS 1 2/3 | COM | 693506107 | 1,003 | 20,000 | SH | DEFINED |
| PPL CP | COM | 69351T106 | 433 | 12,500 | SH | DEFINED |
| PRAXAIR 0.01 | COM | 74005P104 | 867 | 15,000 | SH | DEFINED |
| PRGRSS ENRGY | COM | 743263105 | 1,734 | 40,000 | SH | DEFINED |
| PRINCIPAL FINANCIAL GROUP IN | COM | 74251V102 | 312 | 10,354 | SH | SOLE |
| PRKM SFW GDR RGS | GDR | 743394207 | 563 | 35,000 | SH | DEFINED |
| PROCTR&GMBLE | COM | 742718109 | 13,063 | 152,000 | SH | DEFINED |
| PRUDENT FINANCIAL | COM | 744320102 | 635 | 20,000 | SH | DEFINED |
| PUBLIC SERV NPV | COM | 744573106 | 963 | 30,000 | SH | DEFINED |
| QUALCOMM | COM | 747525103 | 3,093 | 85,000 | SH | DEFINED |
| RADIOSHACK | COM | 750438103 | 375 | 20,000 | SH | DEFINED |
| RAYTHEON CO | COM | 755111507 | 1,230 | 40,000 | SH | DEFINED |
| RCHTR GEDN GDR'RS' | GDR | 368467304 | 4,716 | 72,000 | SH | DEFINED |
| RCKWLL CLLNS | COM | 774341101 | 698 | 30,000 | SH | DEFINED |
| ROC TAIWN SHS BEN | COM | 749651105 | 892 | 220,284 | SH | DEFINED |
| ROCKWELL AUTO | COM | 773903109 | 621 | 30,000 | SH | DEFINED |
| ROHM&HAAS | COM | 775371107 | 487 | 15,000 | SH | DEFINED |
| SAFEWAY INC 0.01 | COM | 786514208 | 1,051 | 45,000 | SH | DEFINED |
| SANMINA CORP | COM | 800907107 | 449 | 100,000 | SH | DEFINED |
| SARA LEE | COM | 803111103 | 2,589 | 115,000 | SH | DEFINED |
| SBC COMM 1 | COM | 78387G103 | 9,489 | 350,000 | SH | DEFINED |
| SCHERING-PLOUGH | COM | 806605101 | 3,485 | 157,000 | SH | DEFINED |
| SCHLMBGR!1 | COM | 806857108 | 2,104 | 50,000 | SH | DEFINED |
| SCHOLASTIC | COM | 807066AA3 | 180 | 5,000 | SH | DEFINED |
| SCHWAB CHARL 0.01 | COM | 808513105 | 1,411 | 130,000 | SH | DEFINED |
| SEARS ROE!0.75 | COM | 812387108 | 958 | 40,000 | SH | DEFINED |
| SIEBEL SYS 0.001 | COM | 826170102 | 449 | 60,000 | SH | DEFINED |
| SIGMA ALDRICH 1 | COM | 826552101 | 730 | 15,000 | SH | DEFINED |
| SIMON PROP | COM | 828806109 | 886 | 26,000 | SH | DEFINED |
| SLM CORP | COM | 78442P106 | 2,597 | 25,000 | SH | DEFINED |
| SOLECTRON 0.001 | COM | 834182107 | 453 | 127,550 | SH | DEFINED |
| SOUTHERN CO 5 | COM | 842587107 | 5,110 | 180,000 | SH | DEFINED |
| SPRINT CR(PC5 GRP) | COM | 852061506 | 438 | 100,000 | SH | DEFINED |

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|--------------------|-----|-----------|---------|---------|----|---------|
| SPRINT 2.50 | COM | 852061100 | 1,014 | 70,000 | SH | DEFINED |
| SPX | COM | 784635104 | 318 | 8,500 | SH | DEFINED |
| ST PAUL COS NPV | COM | 792860108 | 1,702 | 50,000 | SH | DEFINED |
| STAPLES USD | COM | 855030102 | 1,281 | 70,000 | SH | DEFINED |
| STARWD HOTELS'B' | COM | 85590A203 | 688 | 29,000 | SH | DEFINED |
| STATE ST CP 1 | COM | 857477103 | 1,696 | 43,500 | SH | DEFINED |
| STET HELL TEL ADR | ADR | 859823106 | 420 | 57,737 | SH | DEFINED |
| STRYKER CORP 0.10 | COM | 863667101 | 1,007 | 15,000 | SH | DEFINED |
| SUN MICRO | COM | 866810104 | 1,213 | 390,000 | SH | DEFINED |
| SW AIR 1 | COM | 844741108 | 1,251 | 90,000 | SH | DEFINED |
| SYNOVUS FNCL | COM | 87161C105 | 679 | 35,000 | SH | DEFINED |
| SYSCO CORP 1 | COM | 871829107 | 2,136 | 71,700 | SH | DEFINED |
| TARGET CP | COM | 87612E106 | 3,420 | 114,000 | SH | DEFINED |
| TCF FINCL | COM | 872275102 | 874 | 20,000 | SH | DEFINED |
| TEFNDS MEX ADR | ADR | 879403707 | 4,286 | 135,000 | SH | DEFINED |
| TELE MEX ADS | COM | 879403780 | 720 | 22,500 | SH | DEFINED |
| TEMPLE-INLAND 1 | COM | 879868107 | 448 | 10,000 | SH | DEFINED |
| TENET HLTH | COM | 88033G103 | 902 | 55,000 | SH | DEFINED |
| TERADYNE | COM | 880770102 | 260 | 20,000 | SH | DEFINED |
| TEXAS INSTS 1 | COM | 882508104 | 3,302 | 220,000 | SH | DEFINED |
| TEXTRON INC 0.125 | COM | 883203101 | 1,290 | 30,000 | SH | DEFINED |
| THERASENSE INC | COM | 883381105 | 967 | 115,865 | SH | DEFINED |
| TJX CO!1 | COM | 872540109 | 1,366 | 70,000 | SH | DEFINED |
| TOYS R US(H)!0.10 | COM | 892335100 | 300 | 30,000 | SH | DEFINED |
| TRANSOCN INC | COM | G90078109 | 928 | 40,000 | SH | DEFINED |
| TRAV PROP CAS'B' | COM | 89420G406 | 1,744 | 119,037 | SH | DEFINED |
| TRIBUNE(DEL)NPV | COM | 896047107 | 1,818 | 40,000 | SH | DEFINED |
| TYCO INT LD | COM | 902124106 | 3,843 | 225,000 | SH | DEFINED |
| UNION PAC CORP | COM | 907818108 | 1,347 | 22,500 | SH | DEFINED |
| UNISYS CP!0.01 | COM | 909214108 | 297 | 30,000 | SH | DEFINED |
| UNITEDHEALTH GRP | COM | 910581107 | 4,175 | 50,000 | SH | DEFINED |
| UPS'B' | COM | 911312106 | 1,892 | 30,000 | SH | DEFINED |
| US BANCORP | COM | 917292104 | 4,244 | 200,000 | SH | DEFINED |
| UST INC(DEL) 0.50 | COM | 902911106 | 1,170 | 35,000 | SH | DEFINED |
| UTD TECH | COM | 913017109 | 4,646 | 75,000 | SH | DEFINED |
| VERITAS SFTWRE NPV | COM | 923436109 | 547 | 35,000 | SH | DEFINED |
| VERIZON COMM | COM | 92343V104 | 12,005 | 309,800 | SH | DEFINED |
| VIACOM N.VTG'B' | COM | 925524308 | 7,887 | 193,500 | SH | DEFINED |
| VISHAY INTERT 0.10 | COM | 928298108 | 727 | 65,000 | SH | DEFINED |
| VISTEON CP | COM | 92839U107 | 278 | 40,000 | SH | DEFINED |
| VIVND UNI ADR | ADR | 92851S204 | 180 | 11,200 | SH | DEFINED |
| W.DISNEY HDS DIS | COM | 254687106 | 3,425 | 210,000 | SH | DEFINED |
| WACHOVIA CRP USD | COM | 929903102 | 6,450 | 177,000 | SH | DEFINED |
| WAL MART STRS 0.10 | COM | 931142103 | 18,689 | 370,000 | SH | DEFINED |
| WALGREEN | COM | 931422109 | 3,497 | 119,800 | SH | DEFINED |
| WASH MUT | COM | 939322103 | 3,798 | 110,000 | SH | DEFINED |
| WASTE MGMT | COM | 94106L109 | 1,604 | 70,000 | SH | DEFINED |
| WELLS FARGO | COM | 949746101 | 9,374 | 200,000 | SH | DEFINED |
| WEYERHAEUSER 1.25 | COM | 962166104 | 2,420 | 49,168 | SH | DEFINED |
| WYETH | COM | 983024100 | 6,059 | 162,000 | SH | DEFINED |
| X1LINX 0.01 | COM | 983919101 | 618 | 30,000 | SH | DEFINED |
| YAHOO INC | COM | 984332106 | 818 | 50,000 | SH | DEFINED |
| ZIMMER HOLDINGS | COM | 98956P102 | 934 | 22,500 | SH | DEFINED |
| TOTAL | | | 969,813 | | | |