BP PLC
Form 13F-HR
November 12, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2003

Check here if Amendment [ ]; Amendment Number: ____
This Amendment (Check only one.): [ ] is a restatement.
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BP p.l.c.
Address: 1 St James's Square
London SW1Y 4PD
England

Form 13F File Number: 28-05353

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Dr. Byron E. Grote
Title: Chief Financial Officer and Executive Director
Phone: 020 7496 4263

Signature, Place, and Date of Signing:

/s/Byron Grote	London, UK	November 6, 2003
[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
28-_____	_____

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	2
Form 13F Information Table Entry Total:	339
Form 13F Information Table Value Total:	$ 1,084,180 (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
SEPTEMBER 30, 2003

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (USD 000)	SHARES /PRN AMT	SH/ PRN	INVESTMENT DISCRETION
1ST DATA CP USD0.01	COM	319963104	4,396	110,000	SH	DEFINED
3COM CORP	COM	885535104	236	40,000	SH	DEFINED
3M	COM	88579Y101	5,871	85,000	SH	DEFINED
5TH 3RD BANCO NPV	COM	316773100	3,827	69,000	SH	DEFINED
ABBOTT LABS	COM	002824100	7,531	177,000	SH	DEFINED
ADOBE SYSTEMS	COM	00724F101	1,178	30,000	SH	DEFINED
AFLAC USD 0.10	COM	001055102	2,907	90,000	SH	DEFINED
AIR PROD&CHEM	COM	009158106	1,804	40,000	SH	DEFINED
ALBERTSON'S	COM	013104104	720	35,000	SH	DEFINED
ALCOA INC	COM	013817101	2,747	105,000	SH	DEFINED
ALLOS THERAPEUTICS COM STK USD	COM	019777101	136	44,172	SH	DEFINED
ALLSTATE CORP	COM	020002101	3,105	85,000	SH	DEFINED
ALLTEL	COM	020039103	2,224	48,000	SH	DEFINED

ALTERA CP	COM	021441100	756	40,000	SH	DEFINED
ALTRIA GRP INC	COM	02209S103	10,074	230,000	SH	DEFINED
AMAZON COM	COM	023135106	1,934	40,000	SH	DEFINED
AMBAC FIN	COM	023139108	640	10,000	SH	DEFINED
AMDOCS	COM	G02602103	470	25,000	SH	DEFINED
AMER INT GRP	COM	026874107	16,445	285,000	SH	DEFINED
AMER MOV ADR20	ADR	02364W105	1,849	80,000	SH	DEFINED
AMER MOV ADR20	ADR	02364W204	2,251	100,000	SH	DEFINED
AMEREN USD 0.01	COM	023608102	1,502	35,000	SH	DEFINED
AMERICAN EXPRESS	COM	025816109	6,421	142,500	SH	DEFINED
AMGEN USD 0.0001	COM	031162100	10,202	158,000	SH	DEFINED
AMSOUTH BNCP	COM	032165102	743	35,000	SH	DEFINED
ANADARKO PET	COM	032511107	1,253	30,000	SH	DEFINED
ANALOG USD 0.166	COM	032654105	1,521	40,000	SH	DEFINED
ANHEUSER BUSCH	COM	035229103	5,743	116,400	SH	DEFINED
AOL TIME WARNER	COM	00184A105	7,102	470,000	SH	DEFINED
APACHE CORP USD 1.25	COM	037411105	1,456	21,000	SH	DEFINED
APP MATERIAL	COM	038222105	3,592	198,000	SH	DEFINED
APPLE COM NPV	COM	037833100	825	40,000	SH	DEFINED
APPLERA BIOSYS	COM	038020103	446	20,000	SH	DEFINED
ARGLNT TECH	COM	00846U101	1,105	50,000	SH	DEFINED
AT&T CORP	COM	001957505	1,787	82,909	SH	DEFINED
AT&T WIRELESS	COM	00209A106	2,454	300,000	SH	DEFINED
AT&T-LIB MED CORP	COM	530718105	3,103	311,200	SH	DEFINED
AUTO DATA USD 0.10	COM	053015103	2,904	81,000	SH	DEFINED
AVON PRODS	COM	054303102	1,937	30,000	SH	DEFINED
BAKER HUGHES USD 1	COM	057224107	1,110	37,500	SH	DEFINED
BANK ONE CP	COM	06423A103	5,024	130,000	SH	DEFINED
BAXTER INTL	COM	071813109	2,499	86,000	SH	DEFINED
BB&T CP USD5	COM	054937107	1,796	50,000	SH	DEFINED
BEA SYSTEM USD 0.001	COM	073325102	602	50,000	SH	DEFINED
BECTON DICK USD 1	COM	075887109	903	25,000	SH	DEFINED
BED BATH&BYND USD 0.01	COM	075896100	955	25,000	SH	DEFINED
BELLSOUTH	COM	079860102	4,618	195,000	SH	DEFINED
BERKSHIRE HATH'A'	COM	084670108	9,000	120	SH	DEFINED
BEST BUY USD 0.10	COM	086516101	1,782	37,500	SH	DEFINED
BK NEWYORK USD 7.50	COM	064057102	2,038	70,000	SH	DEFINED
BK OF AMER USD.01	COM	060505104	14,828	190,000	SH	DEFINED
BLACK&DECKER USD 0.50	COM	091797100	811	20,000	SH	DEFINED
BLOCK(H&R)NPV	COM	093671105	777	18,000	SH	DEFINED
BMC SOFTWARE	COM	055921100	488	35,000	SH	DEFINED
BOEING	COM	097023105	3,021	88,000	SH	DEFINED
BOSTON SCIEN USD 0.01	COM	101137107	2,105	33,000	SH	DEFINED
BROADCOM	COM	111320107	559	21,000	SH	DEFINED
BRSTL-MYER SQ USD 0.10	COM	110122108	4,988	194,400	SH	DEFINED
BURLINGTN RES USD 0.01	COM	122014103	1,446	30,000	SH	DEFINED
BURLINGTON N. NPV	COM	12189T104	1,097	38,000	SH	DEFINED
CAP1 FINL	COM	14040H105	856	15,000	SH	DEFINED
CARDINAL HLTH NPV	COM	14149Y108	3,649	62,500	SH	DEFINED
CARSO GBL SPN.ADR	ADR	14574P107	394	160,000	SH	DEFINED
CATERPILLAR	COM	149123101	3,408	49,500	SH	DEFINED
CEMX ADR 5 CPO	ADR	151290889	3,704	148,450	SH	DEFINED
CENDANT USD 0.01	COM	151313103	2,243	120,000	SH	DEFINED
CERIDIAN	COM	15677T106	559	30,000	SH	DEFINED
CHEVRONTEXACO	COM	166751107	8,935	125,050	SH	DEFINED
CHUBB CORP USD 1	COM	171232101	973	15,000	SH	DEFINED
CIENA CP USD 0.01	COM	171779101	295	50,000	SH	DEFINED
CIGNA CP	COM	125509109	759	17,000	SH	DEFINED
CINERGY USD 0.01	COM	172474108	807	22,000	SH	DEFINED
CISCO SYSTEMS	COM	17275R102	15,358	786,000	SH	DEFINED
CITIGROUP USD0.01	COM	172967101	26,608	584,669	SH	DEFINED
CLEAR CHANNL	COM	184502102	3,332	87,000	SH	DEFINED

CNTRPNT ENRGY	COM	75952J108	284	31,000	SH	DEFINED
COCA COLA USD 0.25	COM	191216100	10,998	256,000	SH	DEFINED
COCA-COLA ENT USD 1	COM	191219104	762	40,000	SH	DEFINED
COLGATE-PALMOLIVE	COM	194162103	5,092	91,100	SH	DEFINED
COMCAST CORP(NEW)	COM	20030N200	4,591	155,400	SH	DEFINED
COMCAST'A'	COM	20030N101	3,704	119,955	SH	DEFINED
COMERICA USD 5	COM	200340107	1,025	22,000	SH	DEFINED
COMP ASOC INT	COM	204912109	1,201	46,000	SH	DEFINED
COMP SCIENCES USD 1	COM	205363104	751	20,000	SH	DEFINED
COMVERSE TEC	COM	205862402	449	30,000	SH	DEFINED
CONOCOPHILLIPS	COM	718507106	4,112	75,100	SH	DEFINED
CONSL EDISON USD 0.10	COM	209115104	1,223	30,000	SH	DEFINED
CORNING USD 0.50	COM	219350105	1,272	135,000	SH	DEFINED
COSTCO WHLESLE	COM	22160K105	1,927	62,000	SH	DEFINED
COX COMM'A' USD 1	COM	224044107	949	30,000	SH	DEFINED
CRNVL CORP	COM	143658300	2,138	65,000	SH	DEFINED
CSX CORP	COM	126408103	995	34,000	SH	DEFINED
CVS CORP	COM	126650100	1,553	50,000	SH	DEFINED
DANAHER 0.01	COM	235851102	960	13,000	SH	DEFINED
DARDEN RESTCSN	COM	237194105	380	20,000	SH	DEFINED
DEERE&CO USD 1	COM	244199105	1,413	26,500	SH	DEFINED
DELL INC	COM	247025109	9,600	287,500	SH	DEFINED
DEVON ENERGY	COM	25179M103	1,807	37,500	SH	DEFINED
DLP AUTO SYSM	COM	247126105	543	60,000	SH	DEFINED
DOLLAR GEN USD 0.50	COM	256669102	925	46,250	SH	DEFINED
DOMINION RES(VIRG)	COM	257470104	3,404	55,000	SH	DEFINED
DOW CHEM	COM	260543103	3,254	100,000	SH	DEFINED
DSL.NET INC COM STK	COM	262506108	294	546,486	SH	DEFINED
DTE ENRGY	COM	233331107	701	19,000	SH	DEFINED
DU PONTC/TUSD0.30	COM	263534109	5,401	135,000	SH	DEFINED
DUKE ENGY NPV	COM	264399106	2,048	115,000	SH	DEFINED
EATON CORP	COM	278058102	1,063	12,000	SH	DEFINED
EBAY IUSD0.01	COM	278642103	2,461	46,000	SH	DEFINED
ECOLAB USD 1	COM	278865100	757	30,000	SH	DEFINED
EL PASO CP	COM	28368B102	474	65,000	SH	DEFINED
ELE DTA SYS USD 0.01	COM	285661104	1,111	55,000	SH	DEFINED
ELEC ARTS	COM	285512109	1,383	15,000	SH	DEFINED
EMC CORP USD 0.01	COM	268648102	3,031	240,000	SH	DEFINED
EMERSON ELEC USD 1	COM	291011104	2,369	45,000	SH	DEFINED
ENGELHARD	COM	292845104	830	30,000	SH	DEFINED
ENTERGY USD 0.01	COM	29364G103	1,354	25,000	SH	DEFINED
EQTY OFCE USD0.01	COM	294741103	1,377	50,000	SH	DEFINED
EXELON CP NPV	COM	30161N101	3,492	55,000	SH	DEFINED
EXULT INC.	COM	302284104	15,316	1,904,986	SH	SOLE
EXXON MOB	COM	30231G102	27,633	755,000	SH	DEFINED
FANNIE MAE	COM	313586109	7,020	100,000	SH	DEFINED
FED DEPT US USD 0.01	COM	31410H101	838	20,000	SH	DEFINED
FEDEX CORP	COM	31428X106	1,804	28,000	SH	DEFINED
FIRST ENERGY USD.1	COM	337932107	957	30,000	SH	DEFINED
FLEET BSTN FINL	COM	339030108	3,286	109,000	SH	DEFINED
FLUOR	COM	343861100	560	15,000	SH	DEFINED
FOM ECON ADR	ADR	344419106	1,144	30,000	SH	DEFINED
FORD MTR	COM	345370860	2,177	202,097	SH	DEFINED
FOREST LABS	COM	345838106	2,572	50,000	SH	DEFINED
FOX ENT GRP'A'	COM	35138T107	980	35,000	SH	DEFINED
FPL GR USD 0.01	COM	302571104	2,212	35,000	SH	DEFINED
FRANKLIN RES	COM	354613101	1,326	30,000	SH	DEFINED
FRED MAC USD0.21	COM	313400301	3,952	75,500	SH	DEFINED
GANNETT CO USD 1	COM	364730101	3,800	49,000	SH	DEFINED
GAP INC USD 0.05	COM	364760108	1,455	85,000	SH	DEFINED
GEN DYN	COM	369550108	1,561	20,000	SH	DEFINED
GEN ELEC	COM	369604103	32,642	1,095,000	SH	DEFINED

GEN MOT 'H'USD0.10	COM	370442832	1,145	80,000	SH	DEFINED
GEN MOTORS	COM	370442105	2,149	52,500	SH	DEFINED
GENENTECH	COM	368710406	1,803	22,500	SH	DEFINED
GENERAL MLS USD 0.1	COM	370334104	2,824	60,000	SH	DEFINED
GEORGIA PAC USD 0.80	COM	373298108	873	36,000	SH	DEFINED
GILEAD SCIE 0.001	COM	375558103	1,230	22,000	SH	DEFINED
GILLETTE CO USD 1	COM	375766102	3,198	100,000	SH	DEFINED
GLBSANFE CORP	COM	G3930E101	623	26,000	SH	DEFINED
GLD SACHS	COM	38141G104	2,098	25,000	SH	DEFINED
GOLDEN WEST USD 0.10	COM	381317106	1,790	20,000	SH	DEFINED
GPO CARSO SPN.ADR	ADR	400485207	630	100,000	SH	DEFINED
GRAINGER USD 0.50	COM	384802104	476	10,000	SH	DEFINED
GRUPO TELE SP GDR	GDR	40049J206	1,647	45,000	SH	DEFINED
GUIDNT CRP NPV	COM	401698105	1,312	28,000	SH	DEFINED
HALLIBRTON	COM	406216101	1,213	50,000	SH	DEFINED
HARLEY DAVID USD 0.01	COM	412822108	2,097	43,500	SH	DEFINED
HARRAHS ENT USD 0.10	COM	413619107	484	11,500	SH	DEFINED
HARTFORD FINL USD	COM	416515104	1,421	27,000	SH	DEFINED
HCA INC	COM	404119109	1,825	49,500	SH	DEFINED
HEINZ(HJ)	COM	423074103	1,285	37,500	SH	DEFINED
HELL TELECOM ADS	COM	423325307	151	27,778	SH	DEFINED
HERSHEY FOODS USD 1	COM	427866108	727	10,000	SH	DEFINED
HEWLETT-PKARD USD 0.01	COM	428236103	6,776	350,000	SH	DEFINED
HIBERNIA'A'NPV	COM	428656102	750	37,000	SH	DEFINED
HILTON HOTELS USD 2.50	COM	432848109	811	50,000	SH	DEFINED
HNYWELL INTL	COM	438516106	2,240	85,000	SH	DEFINED
HOME DEPOT USD 0.05	COM	437076102	7,835	246,000	SH	DEFINED
IBM	COM	459200101	16,341	185,000	SH	DEFINED
ILL TOOL NPV	COM	452308109	2,650	40,000	SH	DEFINED
INDIA FUND	COM	454089103	4,710	309,637	SH	DEFINED
INGRSL-RND'A'	COM	G4776G101	1,496	28,000	SH	DEFINED
INT PAPER USD 1	COM	460146103	2,107	54,000	SH	DEFINED
INTEL	COM	458140100	19,876	722,500	SH	DEFINED
INTERPUB USD 0.10	COM	460690100	282	20,000	SH	DEFINED
INTUIT 0.01	COM	461202103	1,216	25,200	SH	DEFINED
IONA TECH ADR	ADR	46206P109	156	65,000	SH	DEFINED
ITT INDUST	COM	450911102	1,197	20,000	SH	DEFINED
J HANCOCK FIN SER	COM	410145106	1,014	30,000	SH	DEFINED
JDS UNIPHASE CRP	COM	46612J101	504	40,000	SH	DEFINED
JOHNSN CNTL USD 0.1666	COM	478366107	1,892	20,000	SH	DEFINED
JOHNSN&JOHNSN	COM	478160104	15,846	320,000	SH	DEFINED
JP MORGAN CHASE	COM	46625H100	7,501	218,500	SH	DEFINED
JUNIPER NTWRK	COM	48203R104	671	45,000	SH	DEFINED
KELLOGG USD 0.25	COM	487836108	1,417	42,500	SH	DEFINED
KERR-MCGEE USD 1	COM	492386107	1,339	30,000	SH	DEFINED
KEYCORP USD 1	COM	493267108	1,151	45,000	SH	DEFINED
KIMBERLY CLK ADR	ADR	494368204	297	24,000	SH	DEFINED
KIMBERLY-CL USD 1.25	COM	494368103	2,463	48,000	SH	DEFINED
KLA TENCOR	COM	482480100	1,079	21,000	SH	DEFINED
KOHLS CORP	COM	500255104	1,926	36,000	SH	DEFINED
KRFT FDS INC'A'	COM	50075N104	2,065	70,000	SH	DEFINED
KROGER USD 1	COM	501044101	1,698	95,000	SH	DEFINED
LASON SYS USD 0.01	COM	51808R107	0	1,824	SH	DEFINED
LEHMAN BROS USD 0.10	COM	524908100	2,211	32,000	SH	DEFINED
LEXMARK INTL'A' USD	COM	529771107	945	15,000	SH	DEFINED
LILLY ELI	COM	532457108	7,277	122,500	SH	DEFINED
LINCOLN NATL	COM	534187109	708	20,000	SH	DEFINED
LINEAR TECH NPV	COM	535678106	1,253	35,000	SH	DEFINED
LOCK MARTIN	COM	539830109	2,538	55,000	SH	DEFINED
LOWE'S COS USD 0.50	COM	548661107	5,398	104,000	SH	DEFINED
LSI LOGIC	COM	502161102	405	45,000	SH	DEFINED
LTD BRNDS INC	COM	532716107	754	50,000	SH	DEFINED

LUCENT TECH USD 0.01	COM	549463107	950	440,000	SH	DEFINED
M.B.N.A. USD 0.01	COM	55262L100	3,534	155,000	SH	DEFINED
MANULIFE FINL CORP COM (ARCO)	COM	56501R106	69,617	2,408,906	SH	SOLE
MARATHON OIL	COM	565849106	855	30,000	SH	DEFINED
MARRIOTT INT'A'	COM	571903202	1,721	40,000	SH	DEFINED
MARSH&MCLN	COM	571748102	3,904	82,000	SH	DEFINED
MASCO CORPN USD 1	COM	574599106	1,469	60,000	SH	DEFINED
MATAV RT ADS	COM	576561104	1,495	80,000	SH	DEFINED
MATTEL INC USD 1	COM	577081102	758	40,000	SH	DEFINED
MAXIM INTER USD	COM	57772K101	1,462	37,000	SH	DEFINED
MBIA INC	COM	55262C100	825	15,000	SH	DEFINED
MCDONALD'S	COM	580135101	3,060	130,000	SH	DEFINED
MCGRAW HILL USD 1	COM	580645109	1,429	23,000	SH	DEFINED
MCKESSON CORP	COM	58155Q103	1,332	40,000	SH	DEFINED
MDCHLTH SLTN	COM	58405U102	526	20,270	SH	DEFINED
MEADWESTVACO	COM	583334107	510	20,000	SH	DEFINED
MEDIMMUNE	COM	584699102	1,568	47,500	SH	DEFINED
MEDTRONIC INC USD 0.10	COM	585055106	6,428	137,000	SH	DEFINED
MELLON FINL	COM	58551A108	1,341	44,500	SH	DEFINED
MERCK&CO NPV	COM	589331107	12,706	251,000	SH	DEFINED
MERRIL LYNCH	COM	590188108	4,791	89,500	SH	DEFINED
METLIFE INC	COM	59156R108	1,823	65,000	SH	DEFINED
MGN STN	COM	617446448	6,131	121,500	SH	DEFINED
MICRON TECH	COM	595112103	939	70,000	SH	DEFINED
MICROSOFT	COM	594918104	32,236	1,160,000	SH	DEFINED
MILLNUM PHARM	COM	599902103	539	35,000	SH	DEFINED
MOLEX	COM	608554101	429	15,000	SH	DEFINED
MOODYS	COM	615369105	1,787	32,500	SH	DEFINED
MOTOROLA	COM	620076109	2,963	247,500	SH	DEFINED
MYLAN LABS	COM	628530107	773	20,000	SH	DEFINED
N.FORK BANC	COM	659424105	2,276	65,500	SH	DEFINED
NAT CITY CORP	COM	635405103	1,915	65,000	SH	DEFINED
NAT SEMICON USD 0.50	COM	637640103	646	20,000	SH	DEFINED
NATUZZI ADR	ADR	456478106	1,850	181,340	SH	DEFINED
NEWELL RUBBERMAID	COM	651229106	325	15,000	SH	DEFINED
NEWMONT USD 1.60	COM	651639106	2,443	62,500	SH	DEFINED
NEXTL COMM INC	COM	65332V103	2,166	110,000	SH	DEFINED
NIKE'B'NPV	COM	654106103	1,521	25,000	SH	DEFINED
NORFOLK S. USD 1	COM	655844108	925	50,000	SH	DEFINED
NRTHN TST	COM	665859104	849	20,000	SH	DEFINED
NRTHROP GRUM	COM	666807102	1,811	21,000	SH	DEFINED
NY TIMES	COM	650111107	1,499	34,500	SH	DEFINED
OMNICOM USD 0.50	COM	681919106	1,911	26,600	SH	DEFINED
ORACLE CP USD 0.01	COM	68389X105	6,620	590,000	SH	DEFINED
ORBOTECH	COM	M75253100	1,278	62,500	SH	DEFINED
P G&E	COM	69331C108	1,314	55,000	SH	DEFINED
PAYCHEX	COM	704326107	1,866	55,000	SH	DEFINED
PENNEY(JC)CO USD 0.50	COM	708160106	748	35,000	SH	DEFINED
PEOPLESFT 0.01	COM	712713106	1,182	65,000	SH	DEFINED
PEPSICO CAP STK USD	COM	713448108	9,391	204,900	SH	DEFINED
PER PERSER ADR144A	ADR	715680104	1,571	139,000	SH	DEFINED
PFIZER	COM	717081103	27,664	910,610	SH	DEFINED
PHELPS DODGE USD 6.25	COM	717265102	936	20,000	SH	DEFINED
PHOENIX COS INC NEW	COM	71902E109	1,176	101,817	SH	SOLE
PITNEY BOWES	COM	724479100	958	25,000	SH	DEFINED
PPG INDS USD 1 2/3	COM	693506107	1,044	20,000	SH	DEFINED
PPL CP	COM	69351T106	1,843	45,000	SH	DEFINED
PRAXAIR USD 0.01	COM	74005P104	929	15,000	SH	DEFINED
PRGRSS ENRGY	COM	743263105	1,200	27,000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	321	10,354	SH	SOLE
PRKM SFW GDR RGS	GDR	743394207	730	35,000	SH	DEFINED
PROCTR&GMBLE	COM	742718109	14,573	157,000	SH	DEFINED

PRUDENT FINANCIAL	COM	744320102	1,270	34,000	SH	DEFINED
PUBLIC SERV NPV	COM	744573106	1,050	25,000	SH	DEFINED
QUALCOMM	COM	747525103	3,542	85,000	SH	DEFINED
RAYTHEON CO	COM	755111507	1,400	50,000	SH	DEFINED
RCHTR GEDN GDR'RS'	GDR	368467304	5,093	52,000	SH	DEFINED
RCKWLL CLLNS	COM	774341101	757	30,000	SH	DEFINED
ROC TAIWN SHS BEN	COM	749651105	989	220,284	SH	DEFINED
ROCKWELL AUTO	COM	773903109	787	30,000	SH	DEFINED
ROHM&HAAS	COM	775371107	502	15,000	SH	DEFINED
SAFEWAY INC USD 0.01	COM	786514208	1,032	45,000	SH	DEFINED
SANMINA CORP	COM	800907107	679	70,000	SH	DEFINED
SARA LEE	COM	803111103	1,561	85,000	SH	DEFINED
SBC COMM USD 1	COM	78387G103	8,010	360,000	SH	DEFINED
SCHERING-PLOUGH	COM	806605101	2,088	137,000	SH	DEFINED
SCHLMBGR USD 1	COM	806857108	3,388	70,000	SH	DEFINED
SCHWAB CHARL USD 0.01	COM	808513105	1,548	130,000	SH	DEFINED
SEARS ROE USD 0.75	COM	812387108	1,749	40,000	SH	DEFINED
SIEBEL SYS USD 0.001	COM	826170102	583	60,000	SH	DEFINED
SIGMA ALDRICH USD 1	COM	826552101	416	8,000	SH	DEFINED
SIMON PROP	COM	828806109	1,133	26,000	SH	DEFINED
SLM CORP	COM	78442P106	2,805	72,000	SH	DEFINED
SOLECTRON 0.001	COM	834182107	571	97,550	SH	DEFINED
SOUTHERN CO USD 5	COM	842587107	2,346	80,000	SH	DEFINED
SPRINT CR(PCS GRP)	COM	852061506	573	100,000	SH	DEFINED
SPRINT USD 2.50	COM	852061100	1,510	100,000	SH	DEFINED
SPX	COM	784635104	611	13,500	SH	DEFINED
ST PAUL COS NPV	COM	792860108	1,296	35,000	SH	DEFINED
STAPLES USD	COM	855030102	1,805	76,000	SH	DEFINED
STARBUCK NPV	COM	855244109	1,584	55,000	SH	DEFINED
STARWD HOTELS'B'	COM	85590A203	1,009	29,000	SH	DEFINED
STATE ST CP USD 1	COM	857477103	1,620	36,000	SH	DEFINED
STET HELL TEL ADR	ADR	859823106	648	57,737	SH	DEFINED
STRYKER CORP USD 0.10	COM	863667101	1,130	15,000	SH	DEFINED
SUN MICRO	COM	866810104	1,159	350,000	SH	DEFINED
SW AIR USD 1	COM	844741108	1,593	90,000	SH	DEFINED
SYNOVUS FNCL	COM	87161C105	1,299	52,000	SH	DEFINED
SYSCO CORP USD 1	COM	871829107	3,294	100,700	SH	DEFINED
TARGET CP	COM	87612E106	3,462	92,000	SH	DEFINED
TEFNDS MEX ADR	ADR	879403707	4,118	135,000	SH	DEFINED
TELE MEX ADS	COM	879403780	1,848	60,500	SH	DEFINED
TEMPLE-INLAND USD 1	COM	879868107	486	10,000	SH	DEFINED
TENET HLTH	COM	88033G103	796	55,000	SH	DEFINED
TERADYNE	COM	880770102	372	20,000	SH	DEFINED
TEXAS INSTS USD 1	COM	882508104	4,560	200,000	SH	DEFINED
TEXTRON INC USD 0.125	COM	883203101	789	20,000	SH	DEFINED
TJX CO USD 1	COM	872540109	1,554	80,000	SH	DEFINED
TRANSOCN INC	COM	G90078109	800	40,000	SH	DEFINED
TRAV PROP CAS'B'	COM	89420G406	2,208	139,037	SH	DEFINED
TRAV PRP CAS'A'	COM	89420G109	238	15,000	SH	DEFINED
TRIBUNE(DEL)NPV	COM	896047107	1,607	35,000	SH	DEFINED
TV AZTECA ADS	COM	901145102	237	31,600	SH	DEFINED
TXU CORP	COM	873168108	942	40,000	SH	DEFINED
TYCO INT LD	COM	902124106	4,597	225,000	SH	DEFINED
UNION PAC CORP	COM	907818108	2,007	34,500	SH	DEFINED
UNISYS CP	COM	909214108	406	30,000	SH	DEFINED
UNITEDHEALTH GRP	COM	910581107	4,680	93,000	SH	DEFINED
UPS'B'	COM	911312106	2,265	35,500	SH	DEFINED
US BANCORP	COM	917292104	4,990	208,000	SH	DEFINED
UST INC(DEL) USD 0.50	COM	902911106	686	19,500	SH	DEFINED
UTD TECH	COM	913017109	4,444	57,500	SH	DEFINED
VA LINUX SYSTEMS	COM	91819B105	213	51,609	SH	DEFINED
VERITAS SFTWRE NPV	COM	923436109	1,413	45,000	SH	DEFINED

VERIZON COMM	COM	92343V104	9,709	99,300	SH	DEFINED
VIACOM N.VTG'B'	COM	925524308	7,660	200,000	SH	DEFINED
W.DISNEY HDS DIS	COM	254687106	4,881	242,000	SH	DEFINED
WACHOVIA CRP USD	COM	929903102	7,291	177,000	SH	DEFINED
WAL MART STRS USD 0.10	COM	931142103	20,106	360,000	SH	DEFINED
WALGREEN	COM	931422109	3,370	110,000	SH	DEFINED
WASH MUT	COM	939322103	4,016	102,000	SH	DEFINED
WASTE MGMT	COM	94106L109	2,486	95,000	SH	DEFINED
WELLPOINT USD 0.01	COM	94973H108	1,503	19,500	SH	DEFINED
WELLS FARGO	COM	949746101	9,888	192,000	SH	DEFINED
WEYERHAEUSER USD 1.25	COM	962166104	1,724	29,500	SH	DEFINED
WYETH	COM	983024100	6,569	142,500	SH	DEFINED
X1LINX USD 0.01	COM	983919101	1,140	40,000	SH	DEFINED
XEROX CORP USD 1	COM	984121103	872	85,000	SH	DEFINED
YAHOO INC	COM	984332106	1,769	50,000	SH	DEFINED
ZIMMER HOLDINGS	COM	98956P102	1,653	30,000	SH	DEFINED
TOTAL			1084,180			