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BP PLC
Form 13F-HR
August 15, 2002

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, 2002

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. J. G. S. Buchanan
Title: Group Chief Financial Officer and Executive Director
Phone: 020 7496 4157

Signature, Place, and Date of Signing:

/s/ J. Buchanan ----- [Signature]	London ----- [City,State]	13 August 2002 ----- [Date]
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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-_____	_____

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

 Form 13F Information Table Entry Total: 351

 Form 13F Information Table Value Total: \$1,095,030

 (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
 JUNE 30, 2002

ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (\$000)	SHARES/ PRN AMT	SH/ PRN	INVESTMENT DISCRETION	OTH MAN
3M	COM	88579Y101	6,150	50,000	SH	DEFINED	
ABBOTT LABORATORIES	COM	002824100	6,212	165,000	SH	DEFINED	
ADC TELECOMMS	COM	000886101	172	75,000	SH	DEFINED	
ADOBE SYS	COM	00724F101	1,140	40,000	SH	DEFINED	
AES	COM	00130H105	244	45,000	SH	DEFINED	
AFLAC	COM	001055102	2,240	70,000	SH	DEFINED	
AGILENT TECHNOLOGIES	COM	00846U101	902	38,140	SH	DEFINED	
AIR PRODUCTS & CHEMS	COM	009158106	2,019	40,000	SH	DEFINED	
ALBERTSONS	COM	013104104	1,066	35,000	SH	DEFINED	
ALCOA	COM	013817101	3,481	105,000	SH	DEFINED	
ALLOS THERAPEUTICS	COM	019777101	580	64,172	SH	DEFINED	
ALLSTATE	COM	020002101	2,404	65,000	SH	DEFINED	
ALLTEL	COM	020039103	1,410	30,000	SH	DEFINED	

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ALTERA	COM	021441100	544	40,000	SH	DEFINED
ALVARION LTD	COM	M0861T100	173	94,081	SH	DEFINED
AMAZON COM	COM	023135106	894	55,000	SH	DEFINED
AMBAC FINANCIAL GRP	COM	023139108	1,008	15,000	SH	DEFINED
AMER ELEC POWER	COM	025537101	2,701	67,500	SH	DEFINED
AMERICA MOVIL A ADR	ADR	02364W204	1,325	100,000	SH	DEFINED
AMERICA MOVIL L ADR 20ORD	ADR	02364W105	670	50,000	SH	DEFINED
AMERICA TELECOM ADR	ADR	023647100	736	640,000	SH	DEFINED
AMERICAN EXPRESS	COM	025816109	5,448	150,000	SH	DEFINED
AMERICAN INTL GROUP	COM	026874107	17,085	250,405	SH	DEFINED
AMERIGROUP CORP	COM	03073T102	467	17,103	SH	DEFINED
AMGEN	COM	031162100	6,910	165,000	SH	DEFINED
AMR CORP	COM	001765106	236	14,000	SH	DEFINED
AMSOUTH BANCORP	COM	032165102	783	35,000	SH	DEFINED
ANADARKO PETROLEUM	COM	032511107	1,233	25,000	SH	DEFINED
ANALOG DEVICES	COM	032654105	1,188	40,000	SH	DEFINED
ANHEUSER-BUSCH COM (NY)	COM	035229103	5,190	103,800	SH	DEFINED
AOL TIME WARNER	COM	00184A105	5,810	395,000	SH	DEFINED
APACHE	COM	037411105	1,897	33,000	SH	DEFINED
APPLE COMPUTER	COM	037833100	709	40,000	SH	DEFINED
APPLE CORP-APPLIED BIOSYS	COM	038020103	390	20,000	SH	DEFINED
APPLIED IMAGING	COM	03820G106	134	45,500	SH	DEFINED
APPLIED MATERIALS	COM	038222105	3,576	188,000	SH	DEFINED
ASPECT MEDICAL SYS	COM	045235108	452	119,036	SH	DEFINED
AT & T CORP	COM	001957109	3,312	309,547	SH	DEFINED
AT & T WIRELESS SERVICES	COM	00209A106	1,755	300,000	SH	DEFINED
AUTO DATA PROCESS	COM	053015103	3,266	75,000	SH	DEFINED
AVANEX CORP	COM	05348W109	115	59,116	SH	DEFINED
AVAYA COM	COM	053499109	126	25,416	SH	DEFINED
BAKER HUGHES	COM	057224107	1,332	40,000	SH	DEFINED
BANK OF AMERICA	COM	060505104	13,368	190,000	SH	DEFINED
BANK OF NEW YORK COM	COM	064057102	3,038	90,000	SH	DEFINED
BANK ONE	COM	06423A103	5,772	150,000	SH	DEFINED
BARRICK GOLD (\$US)	COM	067901108	380	20,000	SH	DEFINED
BAXTER INTERNATIONAL	COM	071813109	3,556	80,000	SH	DEFINED
BB&T	COM	054937107	2,316	60,000	SH	DEFINED
BECTON DICKINSON	COM	075887109	861	25,000	SH	DEFINED
BELLSOUTH	COM	079860102	6,300	200,000	SH	DEFINED
BERKSHIRE HATHAWAY A	COM	084670108	10,688	160	SH	DEFINED
BEST BUY	COM	086516101	1,089	30,000	SH	DEFINED
BIOGEN	COM	090597105	580	14,000	SH	DEFINED
BJ'S WHOLESALE CLUB	COM	05548J106	385	10,000	SH	DEFINED
BLACK & DECKER COM	COM	091797100	482	10,000	SH	DEFINED
BLOCK (H & R)	COM	093671105	1,385	30,000	SH	DEFINED
BMC SOFTWARE	COM	055921100	747	45,000	SH	DEFINED
BOEING	COM	097023105	4,230	94,000	SH	DEFINED
BOSTON SCIENTIFIC	COM	101137107	2,052	70,000	SH	DEFINED
BRISTOL MYERS SQUIBB	COM	110122108	6,040	235,000	SH	DEFINED
BROADCOM CL A	COM	111320107	368	21,000	SH	DEFINED
BURLINGTON NTH SANTA	COM	12189T104	1,800	60,000	SH	DEFINED
CABLEVISION- RBOW MED GRP	COM	12686C844	136	15,500	SH	DEFINED
CAP ONE FINL	COM	14040H105	1,221	20,000	SH	DEFINED
CARDINAL HEALTH	COM	14149Y108	2,917	47,500	SH	DEFINED
CARNIVAL CORP CL A	COM	143658102	2,354	85,000	SH	DEFINED
CARSO GLB TEL ADR (2 ORD)	ADR	14574P107	1,331	640,000	SH	DEFINED
CATERPILLAR	COM	149123101	2,913	59,500	SH	DEFINED
CEMEX ADR PART CER(5 CPO)	ADR	151290889	2,337	88,668	SH	DEFINED
CENDANT	COM	151313103	2,700	170,000	SH	DEFINED
CERIDIAN	COM	15677T106	569	30,000	SH	DEFINED
CHEVRONTXACO	COM	166751107	11,067	125,050	SH	DEFINED
CHUBB	COM	171232101	1,062	15,000	SH	DEFINED
CIENA	COM	171779101	126	30,000	SH	DEFINED

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CIGNA	COM	125509109	1,656	17,000	SH	DEFINED
CISCO SYS	COM	17275R102	11,579	830,000	SH	DEFINED
CISCO SYSTEMS	COM	17275R102	1,996	143,117	SH	DEFINED
CITIGRP	COM	172967101	21,106	544,669	SH	DEFINED
CITRIX SYSTEMS	COM	177376100	181	30,000	SH	DEFINED
CLEAR CHANNEL COMM	COM	184502102	2,241	70,000	SH	DEFINED
CMGI INCCOM	COM	125750109	60	125,869	SH	DEFINED
COCA COLA	COM	191216100	14,000	250,000	SH	DEFINED
COLGATE-PALMOLIVE	COM	194162103	3,408	68,100	SH	DEFINED
COMCAST A SPECIAL	COM	200300200	2,384	100,000	SH	DEFINED
COMERICA	COM	200340107	1,351	22,000	SH	DEFINED
COMP SCIENCES	COM	205363104	956	20,000	SH	DEFINED
COMPUWARE	COM	205638109	243	40,000	SH	DEFINED
COMVERSE TECHNOLGY	COM	205862402	278	30,000	SH	DEFINED
CONCORD COMMUNICATION	COM	206186108	1,193	72,363	SH	DEFINED
CONCORD EFS	COM	206197105	1,959	65,000	SH	DEFINED
CONEXANT SYSTEMS	COM	207142100	136	83,659	SH	DEFINED
CONNECTICS CORP	COM	208192104	167	12,890	SH	DEFINED
CONOCO	COM	208251504	2,085	75,000	SH	DEFINED
CONS EDISON NY COM	COM	209115104	2,505	60,000	SH	DEFINED
COSTCO WHOLESALE	COM	22160K105	1,622	42,000	SH	DEFINED
COX COMMUNICATIONS CL A	COM	224044107	827	30,000	SH	DEFINED
CREATIVE TECH	COM	225290402	1,688	188,000	SH	DEFINED
CSX	COM	126408103	1,052	30,000	SH	DEFINED
CVS	COM	126650100	1,224	40,000	SH	DEFINED
DARDEN RESTAURANTS	COM	237194105	1,112	45,000	SH	DEFINED
DEERE & CO	COM	244199105	1,437	30,000	SH	DEFINED
DELL COMPUTERS	COM	247025109	7,189	275,000	SH	DEFINED
DELPHI	COM	247126105	1,524	115,430	SH	DEFINED
DISNEY (WALT)	COM	254687106	3,780	200,000	SH	DEFINED
DOLLAR GENERAL COM	COM	256669102	500	26,250	SH	DEFINED
DOMINION RESCOM (NEW)	COM	257470104	2,317	35,000	SH	DEFINED
DOW CHEMICAL	COM	260543103	4,126	120,000	SH	DEFINED
DTE ENERGY	COM	233331107	1,339	30,000	SH	DEFINED
DU PONT (EI) DE NEMOURS	COM	263534109	5,550	125,000	SH	DEFINED
DUKE ENERGY	COM	264399106	2,799	90,000	SH	DEFINED
EATON CORP (NYSE)	COM	278058102	655	9,000	SH	DEFINED
EBAY	COM	278642103	1,048	17,000	SH	DEFINED
EBAY INC	COM	278642103	271	4,399	SH	DEFINED
EL PASO	COM	28368B102	1,070	51,900	SH	DEFINED
ELECTRONIC DATA SYST COM	COM	285661104	1,300	35,000	SH	DEFINED
E-LOAN INC	COM	26861P107	17	15,850	SH	DEFINED
EMC	COM	268648102	1,812	240,000	SH	DEFINED
EMERSON ELEC	COM	291011104	3,211	60,000	SH	DEFINED
ENGELHARD	COM	292845104	850	30,000	SH	DEFINED
EQ OFFICE PROP TST	COM	294741103	1,234	41,000	SH	DEFINED
EXULT INC	COM	302284104	38,141	5,867,892	SH	SOLE
EXXON MOBIL	COM	30231G102	33,145	810,000	SH	DEFINED
FANNIE MAE	COM	313586109	7,744	105,000	SH	DEFINED
FEDERATED DEPT STORES	COM	31410H101	794	20,000	SH	DEFINED
FEDEX	COM	31428X106	1,602	30,000	SH	DEFINED
FIFTH THIRD BANCORP	COM	316773100	5,665	85,000	SH	DEFINED
FIRST DATA	COM	319963104	2,604	70,000	SH	DEFINED
FLEET BOSTON FIN	COM	339030108	4,173	129,000	SH	DEFINED
FLUOR	COM	343861100	779	20,000	SH	DEFINED
FOMENTO MEXACDR(1B2DB2DL)	COM	344419106	1,851	47,200	SH	DEFINED
FORD MOTOR (NEW)	COM	345370860	3,234	202,097	SH	DEFINED
FPL GROUP	COM	302571104	1,020	17,000	SH	DEFINED
FRANKLIN RESOURCES	COM	354613101	853	20,000	SH	DEFINED
FREDDIE MAC	COM	313400301	4,100	67,000	SH	DEFINED
GANNETT	COM	364730101	3,416	45,000	SH	DEFINED
GAP	COM	364760108	923	65,000	SH	DEFINED

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GEDEON RICHTER GDR	GDR	368467304	5,635	92,000	SH	DEFINED
GENERAL ELECTRIC	COM	369604103	31,374	1,080,000	SH	DEFINED
GENERAL MILLS	COM	370334104	2,645	60,000	SH	DEFINED
GENERAL MOTORS COM (\$US)	COM	370442105	2,814	52,647	SH	DEFINED
GILLETTE	COM	375766102	3,387	100,000	SH	DEFINED
GLOBALSANTAFE	COM	G3930E101	728	26,600	SH	DEFINED
GOLDEN WEST FINL	COM	381317106	1,032	15,000	SH	DEFINED
GOLDMAN SACHS GROUP	COM	38141G104	1,064	14,500	SH	DEFINED
GPO CARSO ADR (2 A1)	ADR	400485207	594	100,000	SH	DEFINED
GPO TELE GDR (2 PTG CERT)	GDR	40049J206	1,682	45,000	SH	DEFINED
GRAINGER (WW)	COM	384802104	501	10,000	SH	DEFINED
GUIDANT SHS	COM	401698105	846	28,000	SH	DEFINED
HARLEY DAVIDSON	COM	412822108	1,282	25,000	SH	DEFINED
HARRAHS ENTERTAINMENT	COM	413619107	488	11,000	SH	DEFINED
HARTFORD FINL SERV	COM	416515104	2,640	44,400	SH	DEFINED
HCA	COM	404119109	2,850	60,000	SH	DEFINED
HEINZ (HJ)	COM	423074103	1,850	45,000	SH	DEFINED
HELLENIC TELE ADR (OTE)	ADR	423325307	217	27,778	SH	DEFINED
HEWLETT PACKARD	COM	428236103	5,577	365,000	SH	DEFINED
HILTON HOTELS	COM	432848109	695	50,000	SH	DEFINED
HOME DEPOT	COM	437076102	9,183	250,000	SH	DEFINED
HONEYWELL INTL COM	COM	438516106	2,466	70,000	SH	DEFINED
HOUSEHOLD INTERNATIONAL	COM	441815107	2,112	42,500	SH	DEFINED
HYBRID NETWORKS INC	COM	44860K102	1	63,945	SH	DEFINED
IBASIS INC	COM	450732102	88	237,264	SH	DEFINED
ILLINOIS TOOL WKS	COM	452308109	3,244	47,500	SH	DEFINED
INDIA FUND	COM	454089103	3,363	354,000	SH	DEFINED
INDOSAT ADR (10 B)	ADR	715680104	3,422	274,000	SH	DEFINED
INDUSTRIE NATADR (1 ORD)	ADR	456478106	2,755	181,340	SH	DEFINED
INGERSOLL-RAND CL A	COM	G4776G101	1,278	28,000	SH	DEFINED
INKTOMI	COM	457277101	15	16,888	SH	DEFINED
INTEL	COM	458140100	14,068	770,000	SH	DEFINED
INTERNATIONAL PAPER	COM	460146103	1,961	45,000	SH	DEFINED
INTERPUBLIC	COM	460690100	990	40,000	SH	DEFINED
INTL BUSINESS MACHN	COM	459200101	14,472	201,000	SH	DEFINED
IONA TECH ADR (1 ORD)	ADR	46206P109	344	65,000	SH	DEFINED
JDS UNIPHASE	COM	46612J101	288	107,700	SH	DEFINED
JOHN HANCOCK FIN SVS	COM	410145106	1,056	30,000	SH	DEFINED
JOHNSON & JOHNSON	COM	478160104	16,964	324,600	SH	DEFINED
JOHNSON CONTROLS	COM	478366107	1,224	15,000	SH	DEFINED
JP MORGAN CHASE COM	COM	46625H100	18,385	185,500	SH	DEFINED
KELLOGG	COM	487836108	1,793	50,000	SH	DEFINED
KERR MCGEE	COM	492386107	1,071	20,000	SH	DEFINED
KEYCORP	COM	493267108	1,433	52,500	SH	DEFINED
KIMBERLY CLARK ADR (5A)	ADR	494368204	688	50,000	SH	DEFINED
KIMBERLY CLARK COM	COM	494368103	4,340	70,000	SH	DEFINED
KLA TENCOR	COM	482480100	748	17,000	SH	DEFINED
KOHL'S	COM	500255104	2,523	36,000	SH	DEFINED
KRAFT FOODS CL A	COM	50075N104	2,867	70,000	SH	DEFINED
KROGER	COM	501044101	2,189	110,000	SH	DEFINED
LEHMAN BROS HDG	COM	524908100	1,876	30,000	SH	DEFINED
LEXMARK INTL CL A	COM	529771107	544	10,000	SH	DEFINED
LIBERTY MEDIA CL A	COM	530718105	2,800	280,000	SH	DEFINED
LILLY(ELI) & CO	COM	532457108	6,204	110,000	SH	DEFINED
LIMITED BRANDS	COM	532716107	1,065	50,000	SH	DEFINED
LINCOLN NATIONAL COM	COM	534187109	1,260	30,000	SH	DEFINED
LINEAR TECHNOLOGY	COM	535678106	943	30,000	SH	DEFINED
LOCKHEED MARTIN COM	COM	539830109	3,475	50,000	SH	DEFINED
LOWES	COM	548661107	4,994	110,000	SH	DEFINED
LSI LOGIC	COM	502161102	306	35,000	SH	DEFINED
LUCENT TECH	COM	549463107	490	295,000	SH	DEFINED
MANULIFE FINL CORP COM (ARCO)	COM	56501R106	68,895	2,408,906	SH	SOLE

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MARATHON OIL	COM	565849106	814	30,000	SH	DEFINED
MARRIOT INTL A	COM	571903202	1,522	40,000	SH	DEFINED
MARSH & MCLENNAN	COM	571748102	3,864	40,000	SH	DEFINED
MASCO	COM	574599106	2,169	80,000	SH	DEFINED
MATAV RT ADR (5B)	ADR	576561104	800	50,000	SH	DEFINED
MAXIM INTEGRATED	COM	57772K101	1,035	27,000	SH	DEFINED
MBIA	COM	55262C100	848	15,000	SH	DEFINED
MBNA	COM	55262L100	2,976	90,000	SH	DEFINED
MCDONALDS	COM	580135101	4,125	145,000	SH	DEFINED
MCGRAW HILL	COM	580645109	1,075	18,000	SH	DEFINED
MCKESSON	COM	58155Q103	1,308	40,000	SH	DEFINED
MEADWESTVACO	COM	583334107	671	20,000	SH	DEFINED
MEDIMMUNE SYSTEMS	COM	584699102	1,848	70,000	SH	DEFINED
MEDTRONIC	COM	585055106	5,356	125,000	SH	DEFINED
MELLON FINANCIAL	COM	58551A108	1,399	44,500	SH	DEFINED
MERANT GRP ADR (5 ORD)	ADR	587336108	771	99,000	SH	DEFINED
MERCK	COM	589331107	12,787	252,500	SH	DEFINED
MERRILL LYNCH	COM	590188108	3,240	80,000	SH	DEFINED
METLIFE	COM	59156R108	2,016	70,000	SH	DEFINED
MICRON TECHNOLOGY	COM	595112103	1,820	90,000	SH	DEFINED
MICROSOFT	COM	594918104	33,367	610,000	SH	DEFINED
MILLENIUM PHARM	COM	599902103	365	30,000	SH	DEFINED
MOLEX	COM	608554101	1,174	35,000	SH	DEFINED
MOODY'S COM	COM	615369105	1,990	40,000	SH	DEFINED
MORGAN STANLEY	COM	617446448	4,739	110,000	SH	DEFINED
MOTOROLA	COM	620076109	3,640	249,500	SH	DEFINED
MOTOROLA INC	COM	620076109	1,250	85,705	SH	DEFINED
NATIONAL CITY	COM	635405103	1,829	55,000	SH	DEFINED
NATL SEMICONDUCTOR	COM	637640103	583	20,000	SH	DEFINED
NEW YORK TIMES A	COM	650111107	1,803	35,000	SH	DEFINED
NEWELL RUBBERMAID	COM	651229106	1,052	30,000	SH	DEFINED
NEWMONT MINING COM	COM	651639106	658	25,000	SH	DEFINED
NEXTEL COMMS CL A	COM	65332V103	225	70,000	SH	DEFINED
NIKE B	COM	654106103	805	15,000	SH	DEFINED
NORFOLK SOUTHERN	COM	655844108	1,169	50,000	SH	DEFINED
NORTEL NETWORKS	COM	656568102	115	79,568	SH	DEFINED
NORTH FORK BANCORP	COM	659424105	1,413	35,500	SH	DEFINED
NORTHERN TRUST	COM	665859104	2,313	52,500	SH	DEFINED
NORTHROP GRUMMAN	COM	666807102	2,000	16,000	SH	DEFINED
OMNICOM GRP	COM	681919106	1,905	41,600	SH	DEFINED
ORACLE	COM	68389X105	6,534	690,000	SH	DEFINED
ORBOTECH COM	COM	M75253100	2,781	122,500	SH	DEFINED
PARAMETRIC TECHNOLOGY	COM	699173100	99	28,931	SH	DEFINED
PARKER HANNIFIN	COM	701094104	922	19,300	SH	DEFINED
PATTERSON-UTI ENERGY	COM	703481101	1,129	40,000	SH	DEFINED
PAYCHEX	COM	704326107	1,408	45,000	SH	DEFINED
PEPSICO CAP	COM	713448108	9,876	204,900	SH	DEFINED
PFIZER	COM	717081103	21,875	625,000	SH	DEFINED
PHARMACIA	COM	71713U102	4,537	121,150	SH	DEFINED
PHILIP MORRIS	COM	718154107	10,483	240,000	SH	DEFINED
PHILLIPS PETROLEUM	COM	718507106	2,355	40,000	SH	DEFINED
PHOENIX COS INC NEW	COM	71902E109	1,868	101,817	SH	SOLE
PITNEY BOWES	COM	724479100	993	25,000	SH	DEFINED
PPG INDUSTRIES	COM	693506107	1,238	20,000	SH	DEFINED
PPL	COM	69351T106	414	12,500	SH	DEFINED
PRAXAIR	COM	74005P104	855	15,000	SH	DEFINED
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	321	10,354	SH	SOLE
PROCTER & GAMBLE	COM	742718109	14,020	157,000	SH	DEFINED
PROGRESS ENERGY	COM	743263105	2,080	40,000	SH	DEFINED
PROKOM SOFT GDR REGS	GDR	743394207	640	35,000	SH	DEFINED
PUBLIC SERVICE ENT	COM	744573106	1,299	30,000	SH	DEFINED
QUALCOMM	COM	747525103	1,924	70,000	SH	DEFINED

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QWEST COMMS INTL	COM	749121109	280	100,000	SH	DEFINED
RADIOSHACK	COM	750438103	601	20,000	SH	DEFINED
RAYTHEON	COM	755111507	1,019	25,000	SH	DEFINED
ROC TAIWAN FUND SBI	COM	749651105	969	220,284	SH	DEFINED
ROCKWELL AUTOMATION	COM	773903109	599	30,000	SH	DEFINED
ROCKWELL COLLINS	COM	774341101	823	30,000	SH	DEFINED
ROHM & HAAS	COM	775371107	1,215	30,000	SH	DEFINED
SABA SOFTWARE INC	COM	784932105	244	95,570	SH	DEFINED
SAFEWAY	COM	786514208	1,022	35,000	SH	DEFINED
SANMINA-SCI	COM	800907107	631	100,000	SH	DEFINED
SARA LEE	COM	803111103	2,374	115,000	SH	DEFINED
SBC COMMUNICATIONS	COM	78387G103	10,370	340,000	SH	DEFINED
SCHERING PLOUGH	COM	806605101	4,059	165,000	SH	DEFINED
SCHLUMBERGER	COM	806857108	3,023	65,000	SH	DEFINED
SCHOLASTIC	COM	807066AA3	720	19,000	SH	DEFINED
SCHWAB (CHARLES)	COM	808513105	1,456	130,000	SH	DEFINED
SEALED AIR (NEW)	COM	81211K100	805	20,000	SH	DEFINED
SEARS ROEBUCK	COM	812387108	1,629	30,000	SH	DEFINED
SIEBEL SYSCOM	COM	826170102	853	60,000	SH	DEFINED
SIGMA ALDRICH	COM	826552101	502	10,000	SH	DEFINED
SIMON PROPERTY GROUP	COM	828806109	958	26,000	SH	DEFINED
SKYWORKS SOLUTIONS	COM	83088M102	9	1,800	SH	DEFINED
SKYWORKS SOLUTIONS INC	COM	83088M102	163	29,364	SH	DEFINED
SLM	COM	78442P106	1,938	20,000	SH	DEFINED
SOLETRON	COM	834182107	784	127,550	SH	DEFINED
SONUS NETWORKS INC	COM	835916107	1,201	594,366	SH	DEFINED
SOUTHERN CO	COM	842587107	4,658	170,000	SH	DEFINED
SOUTHWEST AIRLINES	COM	844741108	1,454	90,000	SH	DEFINED
SPEECHWORKS INTL	COM	84764M101	754	205,026	SH	DEFINED
SPRINT (FON GRP)	COM	852061100	531	50,000	SH	DEFINED
SPRINT (PCS GRP)	COM	852061506	447	100,000	SH	DEFINED
SPX O	COM	784635104	823	7,000	SH	DEFINED
ST PAULS	COM	792860108	1,946	50,000	SH	DEFINED
STAPLES	COM	855030102	1,182	60,000	SH	DEFINED
STARWOOD HOTEL & RES CLB	COM	85590A203	1,447	44,000	SH	DEFINED
STATE STREET	COM	857477103	1,944	43,500	SH	DEFINED
STET HELLAS TELECOM ADR	ADR	859823106	381	57,737	SH	DEFINED
STILWELL FINANCIAL	COM	860831106	364	20,000	SH	DEFINED
SUN MICROSYSTEMS	COM	866810104	1,954	390,000	SH	DEFINED
SYNOVUS FINANCIAL	COM	87161C105	688	25,000	SH	DEFINED
SYSCO	COM	871829107	1,905	70,000	SH	DEFINED
TARGET	COM	87612E106	5,715	150,000	SH	DEFINED
TELEFONOS DE MEXI ADR(10)	ADR	879403707	4,290	135,000	SH	DEFINED
TELEFONOS MEXICO ADR(20L)	ADR	879403780	722	22,500	SH	DEFINED
TEMPLE INLAND	COM	879868107	579	10,000	SH	DEFINED
TENET HEALTHCARE	COM	88033G103	2,862	40,000	SH	DEFINED
TERADYNE	COM	880770102	470	20,000	SH	DEFINED
TEXAS INSTRUMENTS	COM	882508104	5,214	220,000	SH	DEFINED
TEXTRON	COM	883203101	1,407	30,000	SH	DEFINED
THERASENSE INC	COM	883381105	2,140	115,865	SH	DEFINED
TJX	COM	872540109	1,373	70,000	SH	DEFINED
TOTAL ACCESS COMMS (\$S)	COM	891490108	1,916	1,878,800	SH	DEFINED
TOYS R US HOLDINGS	COM	892335100	349	20,000	SH	DEFINED
TRANSOCEAN	COM	G90078109	935	30,000	SH	DEFINED
TRAVELERS PROPERTY CAS A	COM	89420G109	1,770	100,000	SH	DEFINED
TRIBUNE (DEL)	COM	896047107	1,740	40,000	SH	DEFINED
TUBOS DE ACERO ADR(1 ORD)	ADR	898592501	488	53,000	SH	DEFINED
TXU	COM	873168108	2,062	40,000	SH	DEFINED
TYCO INTERNATIONAL	COM	902124106	2,432	180,000	SH	DEFINED
UNION PACIFIC	COM	907818108	1,424	22,500	SH	DEFINED
UNISYS	COM	909214108	270	30,000	SH	DEFINED
UNITEDHEALTH GRP	COM	910581107	5,493	60,000	SH	DEFINED

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UNIVERSAL COMPRESSION	COM	913431102	1,299	54,151	SH	DEFINED
US BANCORP	COM	917292104	4,670	200,000	SH	DEFINED
UST	COM	902911106	1,190	35,000	SH	DEFINED
UTD TECHNOLOGIES	COM	913017109	5,093	75,000	SH	DEFINED
VA SOFTWARE CORPORATION	COM	91819B105	58	58,270	SH	DEFINED
VALUECLICK INC	COM	92046N102	711	219,444	SH	DEFINED
VERITAS SOFTWARE CO	COM	923436109	1,067	53,930	SH	DEFINED
VERIZON COMMUNICATIONS	COM	92343V104	11,435	284,800	SH	DEFINED
VERSATA INC	COM	925298200	26	22,003	SH	DEFINED
VIACOM CL B N/VTG	COM	925524308	7,698	173,500	SH	DEFINED
VIGNETTE CORP	COM	926734104	61	30,974	SH	DEFINED
VINA TECHNOLOGIES	COM	92719D100	4	16,267	SH	DEFINED
VISHAY INTERTECH	COM	928298108	1,430	65,000	SH	DEFINED
VISTEON COM	COM	92839U107	568	40,000	SH	DEFINED
VITRIA TECHNOLOGY	COM	92849Q104	113	117,333	SH	DEFINED
VIVENDI UNIVERSAL ADR	ADR	92851S204	241	11,200	SH	DEFINED
WACHOVIA CORP	COM	929903102	6,376	167,000	SH	DEFINED
WAL MART STORES	COM	931142103	20,354	370,000	SH	DEFINED
WALGREEN	COM	931422109	3,662	94,800	SH	DEFINED
WASHINGTON MUTUAL	COM	939322103	3,247	87,500	SH	DEFINED
WASTE MANAGEMENT	COM	94106L109	1,824	70,000	SH	DEFINED
WELLS FARGO	COM	949746101	11,013	220,000	SH	DEFINED
WEYERHAEUSER	COM	962166104	2,884	45,168	SH	DEFINED
WILLIAMS	COM	969457100	240	40,000	SH	DEFINED
WYETH	COM	983024100	8,192	160,000	SH	DEFINED
XILINX	COM	983919101	673	30,000	SH	DEFINED
YAHOO	COM	984332106	590	40,000	SH	DEFINED
ZIMMER	COM	98956P102	624	17,500	SH	DEFINED
TOTAL			1,095,030			