

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ an amended return/report;</div><div>☐ the final return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan SAVINGS PLAN FOR HRLY RATED EES OF BHP COPPER INC.	1b Three-digit plan number (PN) ▶ 009
		1c Effective date of plan 01/01/1987
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) BHP COPPER INC. A DELAWARE CORP 1360 POST OAK BLVD., SUITE 150 HOUSTON, TX 77056-3020	2b Employer Identification Number (EIN) 94-1369381 2c Sponsor's telephone number 713-961-8500 2d Business code (see instructions) 212200
	1360 POST OAK BLVD., SUITE 150 HOUSTON, TX 77056-3020	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	05/03/2010	JIMMY VEGA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") JAMES R. VEGA 1360 POST OAK BLVD., SUITE 150 HOUSTON, TX 77056-3020	3b Administrator's EIN 94-1369381 3c Administrator's telephone number 713-961-8500
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year	5	234
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	206
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	103
d Subtotal. Add lines 6a , 6b , and 6c	6d	310
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	310
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	242
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	16
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007		
A Name of plan SAVINGS PLAN FOR HRLY RATED EES OF BHP COPPER INC.	B Three-digit plan number (PN)	009
C Plan sponsor's name as shown on line 2a of Form 5500 BHP COPPER INC. A DELAWARE CORP	D Employer Identification Number (EIN) 94-1369381	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	15200	28800
(2) Participant contributions	1b(2)	0	2645
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	113619	72272
(9) Value of interest in common/collective trusts.....	1c(9)	2755953	2070506
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4978887	4879164
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7863659	7053387

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	233	562
k Total liabilities (add all amounts in lines 1g through 1j)	1k	233	562

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7863426	7052825
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	90693	
(B) Participants	2a(1)(B)	167545	
(C) Others (including rollovers)	2a(1)(C)	78518	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		336756

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7469	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7469

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		106841
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		333753
c Other income.....	2c		15666
d Total income. Add all income amounts in column (b) and enter total.....	2d		800485

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	883987	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		883987
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5799	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5799
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		889786

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-89301
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		721300

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: A.S.K. CPA FIRM, PLLC

(2) EIN: 65-1297121

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
BHP USA RETIREMENT SAVINGS PLAN	94-3112677	333

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the
Employee Retirement Income Security Act of 1974.

► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2007

**This Form is Open to
Public Inspection.**

For calendar plan year 2007 or fiscal plan year beginning 01/01/2007 , and ending 12/31/2007 ,

A Name of plan SAVINGS PLAN FOR HRLY-RATED EES OF BHP COPPER INC.	B Three-digit plan number ► 009
C Plan sponsor's name as shown on line 2a of Form 5500 BHP COPPER INC.	D Employer Identification Number 94-1369381

Part I Service Provider Information (see instructions)

1 Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 0

2 On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
		Contract administrator	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
			12
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
THE VANGUARD GROUP	23-1945930	RECORDKEEPING	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE	0	5799	24

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v10.1 Schedule C (Form 5500) 2007



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)



Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



**SCHEDULE R
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan InformationThis schedule is required to be filed under sections 104 and 4065 of the
Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a)
of the Internal Revenue Code (the Code).► **File as an Attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2007**This Form is Open to
Public Inspection.**

For calendar year 2007 or fiscal plan year beginning 01/01/2007 , and ending 12/31/2007 ,

A Name of plan SAVINGS PLAN FOR HRLY-RATED EES OF BHP COPPER INC.	B Three-digit plan number ► 009
C Plan sponsor's name as shown on line 2a of Form 5500 BHP COPPER INC.	D Employer Identification Number 94-1369381

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.	1 \$
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 23-2186884	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? ☐ Yes ☐ No ☐ N/A

If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ► Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.

6a Enter the minimum required contribution for this plan year	6a \$
b Enter the amount contributed by the employer to the plan for this plan year	6b \$
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c \$

If you completed line 6c, skip lines 7 and 8 and complete line 9.

7 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.. ☐ Yes ☐ No ☐ N/A

Part III Amendments

8 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. (See instructions.) ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements . . . ☐ the ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v10.1 **Schedule R (Form 5500) 2007**

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER, INC.

Plan 090444

Schedule of Assets Held for Investment Purposes at End of Year - Attachment for Schedule H, Line 4i

As of December 31, 2007

Savings Plan for Hourly-Rated Employees of BHP Copper, Inc., EIN 94-1369381, PN 009

Identity of Issue	Investment Type	Current Value
* American Funds EuroPacific R-4	Registered Investment Company	\$ 480,790
* WT:CRM Md Cp Val;Instl	Registered Investment Company	31,777
* Century SmCp Sel;Inv	Registered Investment Company	383,207
* 500 Index Fund Signal	Registered Investment Company	1,076,884
* Balanced Index Signal	Registered Investment Company	1,379,817
* Growth Index Signal	Registered Investment Company	350,033
* Vanguard Morgan Growth Inv	Registered Investment Company	29,188
* Vanguard Total Bond Mkt Index	Registered Investment Company	419,595
* Value Index Signal	Registered Investment Company	727,873
* Vanguard Retire Savings Trust	Common/Collective Trust	2,070,506
* Loan Fund	5% - 9.25%	72,272
Total assets held for investment purposes		\$ 7,021,942

* Party in Interest

**Savings Plan for Hourly-Rated
Employees BHP Copper Inc.**

**Financial Statements and Supplemental
Schedule with Independent Auditor's Report**

December 31, 2007 and 2006

**Employer Identification Number: 94-1369381
Plan Number: 009**

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

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Note: All other supplemental schedules required by 29 CFR 2520.103-10 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Savings Plan for Hourly-Rated Employees of BHP Copper Inc.
Houston, Texas

We were engaged to audit the financial statements and supplemental schedule of Savings Plan for Hourly-Rated Employees of BHP Copper Inc. (the Plan) as of December 31, 2007 and 2006, and for the year ended December 31, 2007, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Vanguard Fiduciary Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2007 and 2006, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A.S.K. CPA firm, PLLC

Walnut, Mississippi
December 23, 2008

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Statements of Net Assets Available for Benefits December 31, 2007 and 2006

	<u>2007</u>	<u>2006</u>
ASSETS		
Investments, at fair value	\$ 7,021,942	\$ 7,819,908
Receivables:		
Employer contributions	28,800	15,200
Employee contributions	<u>2,645</u>	<u>-</u>
Total Assets	7,053,387	7,835,108
LIABILITIES		
Other payables	<u>562</u>	<u>233</u>
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	<u>\$ 7,052,825</u>	<u>\$ 7,834,875</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contract	\$ (15,666)	\$ 28,551
NET ASSETS AVAILABLE FOR BENEFITS	\$ 7,037,159	\$ 7,863,426

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2007 and 2006

	<u>2007</u>	<u>2006</u>
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	\$ 252,821	\$ 309,418
Net appreciation in fair value of investments	<u>195,242</u>	<u>482,204</u>
Total investment income	<u>448,063</u>	<u>791,622</u>
Contributions:		
Employee	246,063	219,510
Employer (net of forfeitures applied of \$28,800 and \$15,200, in 2007 and 2006, respectively)	<u>90,693</u>	<u>23,382</u>
Total Contributions	<u>336,756</u>	<u>242,892</u>
TOTAL ADDITIONS	<u>784,819</u>	<u>1,034,514</u>
DEDUCTIONS		
Benefits paid	883,987	1,671,416
Plan expenses	<u>5,799</u>	<u>5,135</u>
TOTAL DEDUCTIONS	<u>889,786</u>	<u>1,676,551</u>
NET DECREASE	(104,967)	(642,037)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	7,863,426	8,606,940
Transfers to affiliated plan	<u>(721,300)</u>	<u>(101,477)</u>
End of year	<u>\$ 7,037,159</u>	<u>\$ 7,863,426</u>

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

NOTE A - Description of Plan

General

The following description of the Savings Plan for Hourly-Rated Employees of BHP Copper Inc. (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan provides retirement benefits for employees of BHP Copper Inc. (BHP, the Employer or the Company) who are hourly employees subject to various collective bargaining agreements and who are employed at Pinto Valley Mining Division and San Manuel Mining Division. The Plan is a defined contribution plan with a 401(k) directed feature qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). The Plan was established on January 1, 1987 and was subsequently amended and /or restated effective January 1, 1998 through July 31, 2007. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

On July 9, 1999, in conjunction with BHP Billiton Limited's (formerly The Broken Hill Proprietary Company Limited) decision that its North American Copper operations be put on care and maintenance, a partial plan termination was declared for participants who were terminated due to this event, resulting in immediate vesting upon termination of employment. The partial termination was effective August 1, 1999.

Administration

BHP is the Plan's sponsor and Plan Administrator. Vanguard Fiduciary Trust Company (Vanguard) serves as Trustee for the Plan, and Vanguard Group, Inc. serves as recordkeeper. Certain duties on behalf of the Plan's sponsor are carried out by the BHP Copper Retirement Advisory Committee (the Copper RAC). The Copper RAC members are each appointed by the board of directors of the Company. Certain duties of the Copper RAC have been assigned to the BHP USA Retirement Advisory Committee.

Contributions

Employees are eligible to participate in the Plan after the first payroll period after completion of the contractual 60-day probationary period in which the employee qualifies as an eligible employee. Eligible employees may make contributions to the Plan on a pre-tax and/or after-tax basis through payroll withholding of any whole percentage up to 22% (50% effective July 1, 2007) of their eligible earnings, subject to limitations set by the Internal Revenue Service (the IRS). Participants are permitted to change the rate of their contributions at any time.

Rollovers from other qualified plans or an eligible individual retirement account are also allowed.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

NOTE A - Description of Plan - Continued

Contributions - Continued

The annual Company contribution is \$400 for each eligible employee of the Company's Pinto Valley Mining Division who is employed on the last day of such Plan year. The annual Employer contribution amounted to \$0 and \$15,200 in 2007 and 2006, respectively. For the 2007 and 2006 Plan years, the Company utilized \$0 and \$15,200, respectively, of forfeitures to fund the required Pinto Valley Mining Division (Company) contributions.

Effective September 1, 2005, the Employer shall also make an Employer Funded Contribution for eligible employees of the Pinto Valley Mining Division hired on or after September 1, 2005, or eligible employees who are rehired after that date who were not vested, when their prior employment terminated, under the Pension Plan for Hourly-Rated Employees of BHP Copper Inc., a defined benefit plan sponsored by the Employer. The amount of the Employer Funded Contribution for each eligible employee shall be \$2,200 per year, prorated based on the number of weeks worked. In 2007 and 2006, the Employer Funded Contribution totaled \$32,213 and \$8,182.

Investment Options

The Plan offers nine mutual funds and a common/collective trust fund held at Vanguard for investment of participant account balances. Participants may change their investment options at any time.

Participant Accounts

Under the Plan, each participant's account is credited with participant's contributions, loan repayments, Company contributions, and an allocation of investment income (loss), net of administrative expenses. Investment income (loss) allocations are based on the performance of the funds in which the participant has directed his or her accounts to be invested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are 100% vested in their employee contributions, rollover contributions, and earnings thereon. Participants vest in their Company contributions and earnings thereon as follows:

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

NOTE A - Description of Plan - Continued

Vesting - Continued

<u>Years of Service</u>	<u>Vested Percentage prior to June 30, 2007</u>	<u>Vested Percentage after June 30, 2007</u>
Less than 2 years	0%	0%
At least 2 but less than 3 years	0%	20%
At least 3 but less than 4 years	40%	40%
At least 4 but less than 5 years	60%	60%
5 years or more	100%	100%

Participants who cease employment after reaching age 65, due to death or disability, or upon a full or partial termination of the Plan (see Note A) become 100% vested in their Employer accounts.

Forfeitures

Forfeitures of terminated participants' nonvested Company contributions become available to reduce future Company contributions or pay Plan expenses at the earlier of the date on which the participant's vested account balance is distributed or the end of the month following the date 90 days after the participant's termination.

Upon reemployment of a former participant, any forfeiture of nonvested Company contributions must be restored if the period of absence is less than five years.

Forfeitures available at December 31, 2007 and 2006 to reduce future Company contributions and/or to pay Plan expenses were \$17,639 and \$9,020, respectively. In 2007 and 2006, forfeited balances amounted to \$10,005 and \$0.

In-Service Withdrawals

A participant may take in-service withdrawals in the following order: (1) first, all or any portion of the balance of his after-tax account and/or rollover account; (2) after withdrawing the maximum available under 1, a portion of the balance credited to his "Merged Company Contribution Account," as defined in the Plan document; (3) after withdrawing the maximum available under 1 and 2, a hardship withdrawal from the vested portion of his account; and (4) after reaching age 59 ½, his entire remaining vested account balance.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

NOTE A - Description of Plan - Continued

Loans

Participants may borrow from the vested portions of their account balances a minimum of \$1,000 to a maximum equal to the lesser of (a) \$50,000 less the highest outstanding loan balance(s) in the last 12 months or (b) 50% of their vested account balances. No more than one loan is allowed per account at any given time. The loans bear interest at a rate equal to *The Wall Street Journal* prime rate plus 1% and are secured by the vested balance in the participant's accounts. Loans must be repaid within 5 years for general loans and 10 years for loans used to purchase a primary residence. Principal and interest are paid ratably through payroll deductions.

Benefit Distributions

Upon retirement or other termination of employment, the participant may receive the value of the vested interest in his or her account as a lump-sum distribution in cash.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

Note B - Summary of Significant Accounting Policies - Continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Mutual funds are valued based on quoted market prices. Participant loans are valued at cost, which approximates fair value.

Vanguard Retirement Savings Trust Master Trust (the Retirement Savings Trust) is a collective investment trust established on July 1, 2001, under Section 404 of the Pennsylvania Banking Code. The Trust provides for the collective investment of assets of tax-exempt pension and profit-sharing plans, primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high quality bonds, bond trusts, and bond mutual funds that are selected by the Trustee, Vanguard Fiduciary Trust Company. The issuers' ability to meet these obligations may be affected by economic developments in their respective companies and industries. For the years ended December 31, 2007 and 2006, the average yield for the Retirement Savings Trust was 4.54% and 4.32%, respectively.

Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded as earned, and dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes realized gains (losses) on investments sold during the year and unrealized appreciation (depreciation) of the investments held at the end of the year.

Administrative Expenses

Expenses related to the administration of the Plan may be paid by the Company or by the Plan. During 2007 and 2006, no administration fees were funded through forfeitures. The Company paid all Plan expenses, excluding loan fees and investment expenses, which are charged to the applicable participants.

Payment of Benefits

Benefits are recorded in the statement of changes in net assets available for benefits when paid.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

Note C - Participant-Directed Investments

Individual investments which exceed 5% of net assets available for benefits as of December 31, 2007 and/or 2006, are as follows:

	<u>2007</u>	<u>2006</u>
Vanguard 500 Index Fund (2007 - 9,646.032 units; 2006 - 8,786.414 units)	\$ 1,076,883	\$ 1,147,418
Vanguard Balanced Index Fund (2007 - 63,352.578 units; 2006 - 67,642.377 units)	1,379,819	1,444,841
Vanguard Total Bond Market Index Fund (2007 - 41,298.768 units; 2006 - 0 units;)	419,595	-
Vanguard Value Index Fund (2007 - 26,958.249 units; 2006 - 31,520.801 units)	727,873	837,823
Vanguard Retirement Savings Trust (2007 - 2,054,839.77 units; 2006 - 2,755,952.78 units)	2,054,840	2,755,953
Century Small Cap Select Fund (2007 -17,184.155 units; 2006 - 17,367.181 units)	383,207	415,770
American Funds Euro Pacific (2007 - 9,585.119 units; 2006 - 0 units)	480,790	-

During 2007 and 2006, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$195,242 and \$482,204, respectively.

Note D - Transfers to/from Affiliated Plans

If a participant ceases active participation in the Plan and becomes an active participant in an affiliated plan of the Employer, his or her accounts may be transferred to the affiliated plan, at the participant's election, and vice versa. During 2007 and 2006, \$721,300 and \$101,477, respectively, was transferred from the Plan to the BHP USA Retirement Savings Plan.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

Note E - Information Certified by the Plan's Trustee

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations under ERISA, information prepared and certified by a bank or insurance company, which is regulated, supervised, and subject to periodic examination by a state or federal agency, need not be audited. The Plan Administrator has obtained certifications from Vanguard Fiduciary Trust Company, the Trustee, as to the completeness and accuracy of all investments and investment activity reported in the accompanying financial statements and notes to financial statements, including the fair value of the Plan's investments as of December 31, 2007 and 2006, interest and dividends and net appreciation (depreciation) in fair value of investments for the years then ended, and all information in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2007. The Plan's independent auditors did not perform auditing procedures with respect to such information, except for comparing it to the related information in the financial statements, notes to financial statements and supplemental schedule.

Note F - Risks and Uncertainties

At December 31, 2007, Vanguard Fiduciary Trust Company holds all of the Plan's investments in mutual funds and a common/collective trust fund. Vanguard is highly regarded by various investor services. The investments are comprised of various diversified underlying securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Because of the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could be unfavorable.

Note G - Plan Termination

Under the terms of the Plan, BHP has the right at any time to terminate the Plan. Upon termination of the Plan, the Trustee will adjust the benefits of all participants in accordance with applicable IRS rules and regulations. After all such adjustments have been made, all participants become fully vested in the resulting balances of their accounts. The Trustee would then commence distribution as directed by the Plan Administrator.

Note H - Federal Income Tax Status

The Plan obtained its latest determination letter on September 13, 1999 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

Note I - Related-Party Transactions

Certain Plan investments are shares of mutual funds and a common/collective trust fund managed and distributed by Vanguard, the Trustee, and a party-in-interest with respect to the Plan. Therefore, the Plan's investment transactions in these funds qualify as party-in-interest transactions. In addition, Company contributions and expenses paid by Vanguard, as well as participant loans, qualify as party-in-interest transactions. These transactions are covered by exemptions from the "prohibited transaction" provisions of ERISA and the Code.

Note J - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2007 and 2006 to the Form 5500:

	<u>2007</u>	<u>2006 *</u>
Net assets available for benefits per the financial statements	\$ 8,187,218	\$ 9,172,208
Adjustment from fair value to contract value for fully benefit-	<u>6,109</u>	<u>-</u>
Net assets available for benefits per the Form 5500	<u>\$ 8,193,327</u>	<u>\$ 9,172,208</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statement for the years ended December 31, 2007 and 2006 to the Form 5500:

	<u>2007</u>	<u>2006</u>
Net increase (decrease) per the financial statements	\$ (984,990)	\$ 7,275
Adjustment from fair value to contract value for fully benefit-	<u>6,109</u>	<u>-</u>
Net increase (decrease) per the Form 5500	<u>\$ (978,881)</u>	<u>\$ 7,275</u>

Prior year financial statement line items were reclassified on to conform to current year financial statement presentation. No such adjustments were necessary on the Form 5500.*

SUPPLEMENTAL SCHEDULE

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COOPER INC.

EMPLOYER IDENTIFICATION NUMBER: 94-1369381

PLAN NUMBER: 009

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2007

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		Mutual funds:		
	American	Funds Euro Pacific 12-4	**	\$ 480,790
	CRM	Midcap Value Fund	**	31,776
	Century	Century Small Cap Select Fund	**	383,207
*	Vanguard Fiduciary Trust Company	Vanguard 500 Index Fund	**	1,076,883
*	Vanguard Fiduciary Trust Company	Vanguard Balanced Index Fund	**	1,379,819
*	Vanguard Fiduciary Trust Company	Vanguard Growth Index Fund	**	350,033
*	Vanguard Fiduciary Trust Company	Vanguard Value Index Fund	**	727,873
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund	**	419,595
*	Vanguard Fiduciary Trust Company	Vanguard Morgan Growth Investment Fund	**	29,188
		Common/collective fund:		
*	Vanguard Fiduciary Trust Company	Vanguard Retirement Savings Trust	**	2,054,840
*	Participant loans	Participant loans:		
		Interest rates ranging from 5.00% to 9.25% secured by 50% of the respective participants' vested account balance	0	72,272
				<u>\$ 7,006,276</u>

*Indicates a party in interest.

**Cost not required to be presented for participant-directed investments.

The information shown on this schedule was prepared from information provided by Vanguard Fiduciary Trust Company, which Vanguard has certified as being complete and accurate.

See accompanying independent auditor's report.

Form **5500**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit PlanThis form is required to be filed under sections 104 and 4065 of the Employee
Retirement Income Security Act of 1974 (ERISA) and sections 6047(e),
6057(b), and 6058(a) of the Internal Revenue Code (the Code).▶ Complete all entries in accordance with
the instructions to the Form 5500.Official Use Only
OMB Nos. 1210-0110
1210-0089**2007****This Form is Open to
Public Inspection.****Part I Annual Report Identification Information**

For the calendar plan year 2007 or fiscal plan year beginning

and ending

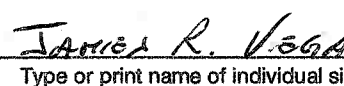
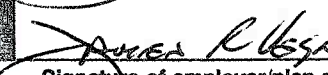
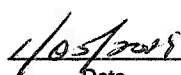
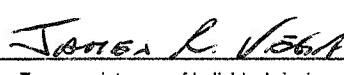
- A** This return/report is for: (1) ☐ a multiemployer plan; (3) ☐ a multiple-employer plan; or
(2) ☒ a single-employer plan (other than a (4) ☐ a DFE (specify) _____
multiple-employer plan);
- B** This return/report is: (1) ☐ the first return/report filed for the plan; (3) ☐ the final return/report filed for the plan;
(2) ☐ an amended return/report; (4) ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here ☒
- D** If filing under an extension of time or the DFVC program, check box and attach required information. (see instructions) ☒

Part II Basic Plan Information — enter all requested information.

1a Name of plan SAVINGS PLAN FOR HOURLY RATED EMPLOYEES OF BHP COPPER INC.	1b Three-digit plan number (PN) ▶ 009 1c Effective date of plan (mo., day, yr.) 01/01/1987
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) BHP COPPER INC. A DELAWARE CORP 1360 POST OAK BLVD., SUITE 150 HOUSTON TX 77056-3020	2b Employer Identification Number (EIN) 94-1369381 2c Sponsor's telephone number 713-961-8500 2d Business code (see instructions) 212200

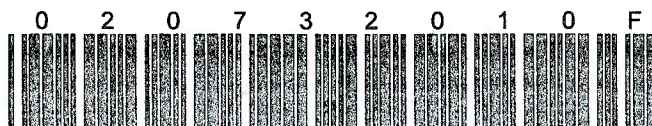
Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct and complete.

 Signature of plan administrator	 Date	 Type or print name of individual signing as plan administrator
 Signature of employer/plan sponsor/DFE	 Date	 Type or print name of individual signing as employer, plan sponsor or DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

v10.1

Form **5500** (2007)

Form 5500 (2007)

Page 2

Official Use Only

3a Plan administrator's name and address (If same as plan sponsor, enter "Same")
 SAME

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below:

b EIN

a Sponsor's name

c PN

5 Preparer information (optional) **a** Name (including firm name, if applicable) and address

b EIN

c Telephone number

6 Total number of participants at the beginning of the plan year	6	234
7 Number of participants as of the end of the plan year (welfare plans complete only lines 7a, 7b, 7c, and 7d)		
a Active participants	7a	206
b Retired or separated participants receiving benefits	7b	1
c Other retired or separated participants entitled to future benefits	7c	103
d Subtotal. Add lines 7a, 7b, and 7c	7d	310
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	7e	0
f Total. Add lines 7d and 7e	7f	310
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	7g	242
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	7h	16
i If any participant(s) separated from service with a deferred vested benefit, enter the number of separated participants required to be reported on a Schedule SSA (Form 5500)	7i	1

8 Benefits provided under the plan (complete 8a and 8b, as applicable)

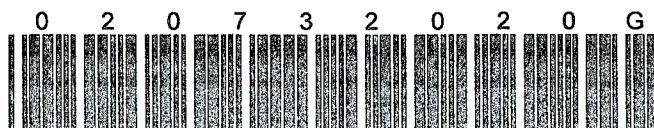
- a** ☒ Pension benefits (check this box if the plan provides pension benefits and enter the applicable pension feature codes from the List of Plan Characteristics Codes printed in the instructions): 2E 2F 2G 2J 3H
- b** ☐ Welfare benefits (check this box if the plan provides welfare benefits and enter the applicable welfare feature codes from the List of Plan Characteristics Codes printed in the instructions):

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(i) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(i) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

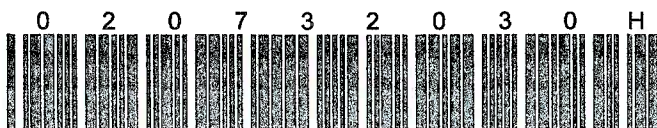


10 Schedules attached (Check all applicable boxes and, where indicated, enter the number attached. See instructions.)**a Pension Benefit Schedules**

- | | | | |
|-----|-------------------------------------|------------|--|
| (1) | ☒ | R | (Retirement Plan Information) |
| (2) | ☐ | B | (Actuarial Information) |
| (3) | ☐ | E | (ESOP Annual Information) |
| (4) | ☒ | SSA | (Separated Vested Participant Information) |

b Financial Schedules

- | | | | |
|-----|-------------------------------------|----------|---------------------------------------|
| (1) | ☒ | H | (Financial Information) |
| (2) | ☐ | I | (Financial Information -- Small Plan) |
| (3) | ☐ | A | (Insurance Information) |
| (4) | ☒ | C | (Service Provider Information) |
| (5) | ☒ | D | (DFE/Participating Plan Information) |
| (6) | ☐ | G | (Financial Transaction Schedules) |



Plan 090444

**SCHEDULE C
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the
Employee Retirement Income Security Act of 1974.

► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2007

**This Form is Open to
Public Inspection.**

For calendar plan year 2007 or fiscal plan year beginning , and ending ,

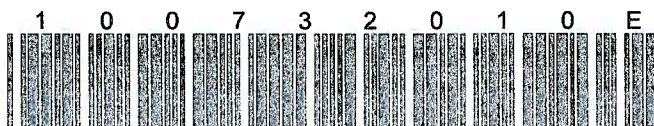
A Name of plan SAVINGS PLAN FOR HOURLY RATED EMPLOYEES OF BHP COPPER	B Three-digit plan number ► 009
C Plan sponsor's name as shown on line 2a of Form 5500 BHP COPPER INC. A DELAWARE CORP	D Employer Identification Number 94-1369381

Part I Service Provider Information (see instructions)

- Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 0
- On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
		Contract administrator
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan
		12
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
THE VANGUARD GROUP	23-1945930	RECORDKEEPING
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan
NONE	0	5799
		24

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v10.1 **Schedule C (Form 5500) 2007**



(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)



1 0 0 7 3 2 0 2 0 F

Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

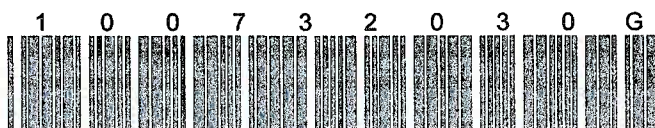
(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



**SCHEDULE D
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration**DFE/Participating Plan Information**This schedule is required to be filed under section 104 of the Employee
Retirement Income Security Act of 1974 (ERISA).► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2007**This Form is Open to
Public Inspection.**

For calendar plan year 2007 or fiscal plan year beginning _____ and ending _____

A Name of plan or DFE

SAVINGS PLAN FOR HOURLY RATED EMPLOYEES OF BHP COPPE

B Three-digit
plan number ►

009

C Plan or DFE sponsor's name as shown on line 2a of Form 5500

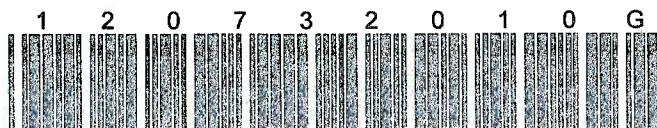
BHP COPPER INC. A DELAWARE CORP

D Employer Identification Number

94-1369381

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**(a)** Name of MTIA, CCT, PSA, or 103-12IE VANGUARD RETIREMENT SAVINGS TRUST**(b)** Name of sponsor of entity listed in (a) VANGUARD FIDUCIARY TRUST COMPANY**(c)** EIN-PN 23-2186884-022 **(d)** Entity code C **(e)** Dollar value of interest in MTIA, CCT, PSA,
or 103-12IE at end of year (see instructions) 2070506**(a)** Name of MTIA, CCT, PSA, or 103-12IE _____**(b)** Name of sponsor of entity listed in (a) _____**(c)** EIN-PN _____ **(d)** Entity code _____ **(e)** Dollar value of interest in MTIA, CCT, PSA,
or 103-12IE at end of year (see instructions) _____**(a)** Name of MTIA, CCT, PSA, or 103-12IE _____**(b)** Name of sponsor of entity listed in (a) _____**(c)** EIN-PN _____ **(d)** Entity code _____ **(e)** Dollar value of interest in MTIA, CCT, PSA,
or 103-12IE at end of year (see instructions) _____**(a)** Name of MTIA, CCT, PSA, or 103-12IE _____**(b)** Name of sponsor of entity listed in (a) _____**(c)** EIN-PN _____ **(d)** Entity code _____ **(e)** Dollar value of interest in MTIA, CCT, PSA,
or 103-12IE at end of year (see instructions) _____

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v10.1 Schedule D (Form 5500) 2007



(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

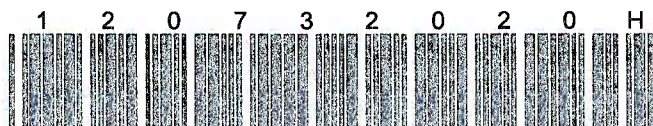
(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____

(a) Name of MTIA, CCT, PSA, or 103-12IE _____

(b) Name of sponsor of entity listed in (a) _____

(c) EIN-PN _____ (d) Entity code _____ (e) Dollar value of interest in MTIA, CCT, PSA, or 103-12IE at end of year (see instructions) _____



Part II Information on Participating Plans (to be completed by DFEs)

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

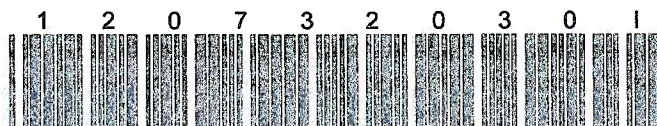
(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____

(a) Plan name _____

(b) Name of plan sponsor _____ (c) EIN-PN _____



**SCHEDULE H
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2007**This Form is Open to
Public Inspection.**

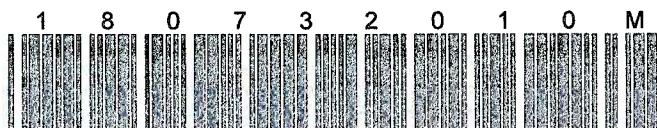
For calendar year 2007 or fiscal plan year beginning , and ending ,	
A Name of plan SAVINGS PLAN FOR HOURLY RATED EMPLOYEES OF BHP COPP	B Three-digit plan number ► 009
C Plan sponsor's name as shown on line 2a of Form 5500 BHP COPPER INC. A DELAWARE CORP	D Employer Identification Number 94-1369381

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	b(1)	15200	61013
(2) Participant contributions	b(2)	0	12981
(3) Other	b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	c(1)		
(2) U.S. Government securities	c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	c(3)(A)		
(B) All other	c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	c(4)(A)		
(B) Common	c(4)(B)		
(5) Partnership/joint venture interests	c(5)		
(6) Real estate (other than employer real property)	c(6)		
(7) Loans (other than to participants)	c(7)		
(8) Participant loans	c(8)	113619	72272
(9) Value of interest in common/collective trusts	c(9)	2755953	2070506
(10) Value of interest in pooled separate accounts	c(10)		
(11) Value of interest in master trust investment accounts	c(11)		
(12) Value of interest in 103-12 investment entities	c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	c(13)	4978887	4879164
(14) Value of funds held in insurance co. general account (unallocated contracts) ..	c(14)		
(15) Other	c(15)		

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v10.1 Schedule H (Form 5500) 2007

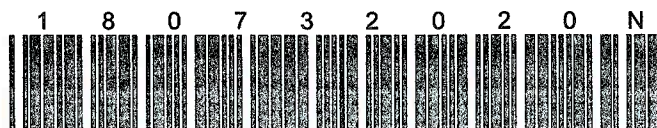


		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	d(1)	
(2)	Employer real property	d(2)	
e	Buildings and other property used in plan operation	e	
f	Total assets (add all amounts in lines 1a through 1e)	f	7863659 7095936
Liabilities			
g	Benefit claims payable	g	
h	Operating payables	h	
i	Acquisition indebtedness	i	
j	Other liabilities	j	233 562
k	Total liabilities (add all amounts in lines 1g through 1j)	k	233 562
Net Assets			
l	Net assets (subtract line 1k from line 1f)	l	7863426 7095374

Part II Income and Expense Statement

- 2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
Income			
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	a(1)(A)	122906
	(B) Participants	a(1)(B)	177881
	(C) Others (including rollovers)	a(1)(C)	78518
(2)	Noncash contributions	a(2)	
(3)	Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)	379305
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	b(1)(A)	
	(B) U.S. Government securities	b(1)(B)	
	(C) Corporate debt instruments	b(1)(C)	
	(D) Loans (other than to participants)	b(1)(D)	
	(E) Participant loans	b(1)(E)	7469
	(F) Other	b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)	7469
(2)	Dividends: (A) Preferred stock	b(2)(A)	
	(B) Common stock	b(2)(B)	
	(C) Total dividends. Add lines 2b(2)(A) and (B)	b(2)(C)	0
(3)	Rents	b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	b(4)(C)	0



	(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	b(5)(A)	
(B) Other	b(5)(B)	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	b(5)(C)	0
(6) Net investment gain (loss) from common/collective trusts	b(6)	106841
(7) Net investment gain (loss) from pooled separate accounts	b(7)	
(8) Net investment gain (loss) from master trust investment accounts	b(8)	
(9) Net investment gain (loss) from 103-12 investment entities	b(9)	
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	b(10)	333753
c Other income	c	15666
d Total income. Add all income amounts in column (b) and enter total	d	843034
Expenses		
e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	e(1)	883987
(2) To insurance carriers for the provision of benefits	e(2)	
(3) Other	e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	e(4)	883987
f Corrective distributions (see instructions)	f	
g Certain deemed distributions of participant loans (see instructions)	g	
h Interest expense	h	
i Administrative expenses: (1) Professional fees	i(1)	
(2) Contract administrator fees	i(2)	
(3) Investment advisory and management fees	i(3)	
(4) Other	i(4)	5799
(5) Total administrative expenses. Add lines 2i(1) through (4)	i(5)	5799
j Total expenses. Add all expense amounts in column (b) and enter total	j	889786
Net Income and Reconciliation		
k Net income (loss) (subtract line 2j from line 2d)	k	-46752
l Transfers of assets		
(1) To this plan	l(1)	
(2) From this plan	l(2)	721300

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500.
Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

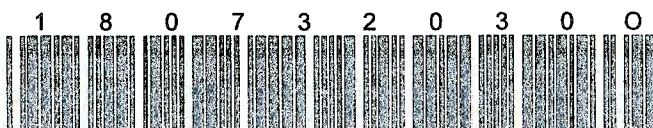
b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) ▶ 65-1297121

A.S.K. CPA FIRM, PLLC

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ this form is filed for a CCT, PSA or MTIA. (2) ☐ it will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.



Part IV Transactions During Plan Year

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j.

During the plan year:

	Yes	No	Amount
a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary Correction Program.)		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked on line 4d.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions).

5b(1) Name of plan(s)

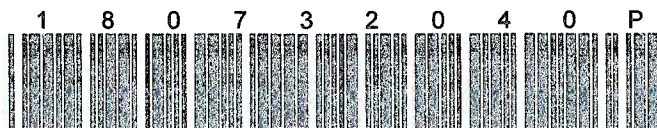
5b(2) EIN(s)

5b(3) PN(s)

BHP USA RETIREMENT SAVINGS PLAN

94-3112677

333



SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER, INC.

Plan 090444

Schedule of Assets Held for Investment Purposes at End of Year - Attachment for Schedule H, Line 4i

As of December 31, 2007

Savings Plan for Hourly-Rated Employees of BHP Copper, Inc., EIN 94-1369381, PN 009

Identity of Issue	Investment Type	Current Value
* American Funds EuroPacific R-4	Registered Investment Company	\$ 480,790
* WT:CRM Md Cp Val:Instl	Registered Investment Company	31,777
* Century SmCp Sel:Inv	Registered Investment Company	383,207
* 500 Index Fund Signal	Registered Investment Company	1,076,884
* Balanced Index Signal	Registered Investment Company	1,379,817
* Growth Index Signal	Registered Investment Company	350,033
* Vanguard Morgan Growth Inv	Registered Investment Company	29,188
* Vanguard Total Bond Mkt Index	Registered Investment Company	419,595
* Value Index Signal	Registered Investment Company	727,873
* Vanguard Retire Savings Trust	Common/Collective Trust	2,070,506
* Loan Fund	5% - 9.25%	72,272
Total assets held for investment purposes		\$ 7,021,942

* Party in Interest

**SCHEDULE R
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan InformationThis schedule is required to be filed under sections 104 and 4065 of the
Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a)
of the Internal Revenue Code (the Code).► **File as an Attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2007**This Form is Open to
Public Inspection.**

For calendar year 2007 or fiscal plan year beginning , and ending ,

A Name of plan

SAVINGS PLAN FOR HOURLY RATED EMPLOYEES OF BHP COPPE

**B Three-digit
plan number** ►

009

C Plan sponsor's name as shown on line 2a of Form 5500

BHP COPPER INC. A DELAWARE CORP

D Employer Identification Number

94-1369381

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

- 1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions. **1** \$
- 2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 23-2186884

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

- 3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

- 4** Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)? ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 7.
- 5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ► Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.

- 6a** Enter the minimum required contribution for this plan year **6a** \$
- b** Enter the amount contributed by the employer to the plan for this plan year **6b** \$
- c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c** \$

If you completed line 6c, skip lines 7 and 8 and complete line 9.

- 7** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? . . . ☐ Yes ☐ No ☐ N/A

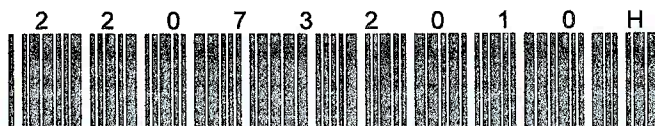
Part III Amendments

- 8** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. (See instructions.) ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See instructions.)

- 9** Check the box for the test this plan used to satisfy the coverage requirements . . . ☐ the ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v10.1 Schedule R (Form 5500) 2007



Application for Extension of Time To File Certain Employee Plan Returns

OMB No. 1545-0212

► For Privacy Act and Paperwork Reduction Act Notice, see instructions on page 3.

File With IRS Only

Part I Identification

A	Name of filer, plan administrator, or plan sponsor (see instructions) BHP Copper Inc. A Delaware Corp			B Filer's identifying number (see instructions). ☒ Employer identification number (EIN). 94-1369381			
	Number, street, and room or suite no. (If a P.O. box, see instructions) 1360 Post Oak Blvd., Suite 150			☐ Social security number (SSN)			
	City or town, state, and ZIP code Houston TX 77056-3020						
C	Plan name	Plan number			Plan year ending—		
					MM	DD	YYYY
	1 Savings Plan for Hourly Rated Employees of BHP Copper Inc.	0	0	9	12	31	2007
	2						
3							

Part II Extension of Time to File Form 5500 or Form 5500-EZ (see instructions)

1 I request an extension of time until 10 / 15 / 2008 to file Form 5500 or Form 5500-EZ.

The application is **automatically approved** to the date shown on line 1 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and **(b)** the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed in C above.

Note. A signature is not required if you are requesting an extension to file Form 5500 or Form 5500-EZ.

Part III Extension of Time to File Form 5330 (see instructions)

2 I request an extension of time until _____/_____/_____ to file Form 5330.

You may be approved for up to a six (6) month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax **a** _____

b Enter the payment amount attached	
--	--

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . .

c	
----------	--

3 State in detail why you need the extension

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ▶

Date ►

MGA

Form **5558** (Rev. 1-2008)

Attachment to 2007 Form 5500, Part I, Box D

Plan Name: Savings Plan for Hourly-Rated Employees of BHP Copper Inc.

EIN/PN: 94-1369381/009

Hurricane Relief

The 2007 Form 5500 filing for the Savings Plan for Hourly-Rated Employees of BHP Copper Inc., relief due to Hurricane Ike is claimed.

All Human Resource functions for the plan sponsor are handled out of Shared Business Services in Houston, Texas. The company has extensive assets in the Gulf of Mexico that were severely affected by Hurricane Ike. Hurricane Ike forced the shutdown of the Houston office for a few business days and the employees at Shared Business Services were evacuated from the city.

As a result of the threat to company assets and personnel from Hurricane Ike, the subsequent actual damage to these company assets, and the lengthy distraction, the plan administrator was unable to complete the Plan audit for the 2007 year by the October 15, 2008 deadline.

**Savings Plan for Hourly-Rated
Employees BHP Copper Inc.**

**Financial Statements and Supplemental
Schedule with Independent Auditor's Report**

December 31, 2007 and 2006

**Employer Identification Number: 94-1369381
Plan Number: 009**

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

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Note: All other supplemental schedules required by 29 CFR 2520.103-10 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

Plan Administrator
Savings Plan for Hourly-Rated Employees of BHP Copper Inc.
Houston, Texas

We were engaged to audit the financial statements and supplemental schedule of Savings Plan for Hourly-Rated Employees of BHP Copper Inc. (the Plan) as of December 31, 2007 and 2006, and for the year ended December 31, 2007, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Vanguard Fiduciary Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Trustee as of and for the years ended December 31, 2007 and 2006, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A.S.K. CPA firm, PLLC

Walnut, Mississippi
December 23, 2008

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Statements of Net Assets Available for Benefits December 31, 2007 and 2006

	<u>2007</u>	<u>2006</u>
ASSETS		
Investments, at fair value	\$ 7,021,942	\$ 7,819,908
Receivables:		
Employer contributions	28,800	15,200
Employee contributions	<u>2,645</u>	<u>-</u>
Total Assets	7,053,387	7,835,108
LIABILITIES		
Other payables	<u>562</u>	<u>233</u>
NET ASSETS AVAILABLE FOR BENEFITS, AT FAIR VALUE	<u>\$ 7,052,825</u>	<u>\$ 7,834,875</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contract	\$ (15,666)	\$ 28,551
NET ASSETS AVAILABLE FOR BENEFITS	\$ 7,037,159	\$ 7,863,426

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2007 and 2006

	<u>2007</u>	<u>2006</u>
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	\$ 252,821	\$ 309,418
Net appreciation in fair value of investments	<u>195,242</u>	<u>482,204</u>
Total investment income	<u>448,063</u>	<u>791,622</u>
Contributions:		
Employee	246,063	219,510
Employer (net of forfeitures applied of \$28,800 and \$15,200, in 2007 and 2006, respectively)	<u>90,693</u>	<u>23,382</u>
Total Contributions	<u>336,756</u>	<u>242,892</u>
TOTAL ADDITIONS	<u>784,819</u>	<u>1,034,514</u>
DEDUCTIONS		
Benefits paid	883,987	1,671,416
Plan expenses	<u>5,799</u>	<u>5,135</u>
TOTAL DEDUCTIONS	<u>889,786</u>	<u>1,676,551</u>
NET DECREASE	(104,967)	(642,037)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	7,863,426	8,606,940
Transfers to affiliated plan	<u>(721,300)</u>	<u>(101,477)</u>
End of year	<u>\$ 7,037,159</u>	<u>\$ 7,863,426</u>

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

NOTE A - Description of Plan

General

The following description of the Savings Plan for Hourly-Rated Employees of BHP Copper Inc. (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan provides retirement benefits for employees of BHP Copper Inc. (BHP, the Employer or the Company) who are hourly employees subject to various collective bargaining agreements and who are employed at Pinto Valley Mining Division and San Manuel Mining Division. The Plan is a defined contribution plan with a 401(k) directed feature qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code). The Plan was established on January 1, 1987 and was subsequently amended and /or restated effective January 1, 1998 through July 31, 2007. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

On July 9, 1999, in conjunction with BHP Billiton Limited's (formerly The Broken Hill Proprietary Company Limited) decision that its North American Copper operations be put on care and maintenance, a partial plan termination was declared for participants who were terminated due to this event, resulting in immediate vesting upon termination of employment. The partial termination was effective August 1, 1999.

Administration

BHP is the Plan's sponsor and Plan Administrator. Vanguard Fiduciary Trust Company (Vanguard) serves as Trustee for the Plan, and Vanguard Group, Inc. serves as recordkeeper. Certain duties on behalf of the Plan's sponsor are carried out by the BHP Copper Retirement Advisory Committee (the Copper RAC). The Copper RAC members are each appointed by the board of directors of the Company. Certain duties of the Copper RAC have been assigned to the BHP USA Retirement Advisory Committee.

Contributions

Employees are eligible to participate in the Plan after the first payroll period after completion of the contractual 60-day probationary period in which the employee qualifies as an eligible employee. Eligible employees may make contributions to the Plan on a pre-tax and/or after-tax basis through payroll withholding of any whole percentage up to 22% (50% effective July 1, 2007) of their eligible earnings, subject to limitations set by the Internal Revenue Service (the IRS). Participants are permitted to change the rate of their contributions at any time.

Rollovers from other qualified plans or an eligible individual retirement account are also allowed.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

NOTE A - Description of Plan - Continued

Contributions - Continued

The annual Company contribution is \$400 for each eligible employee of the Company's Pinto Valley Mining Division who is employed on the last day of such Plan year. The annual Employer contribution amounted to \$0 and \$15,200 in 2007 and 2006, respectively. For the 2007 and 2006 Plan years, the Company utilized \$0 and \$15,200, respectively, of forfeitures to fund the required Pinto Valley Mining Division (Company) contributions.

Effective September 1, 2005, the Employer shall also make an Employer Funded Contribution for eligible employees of the Pinto Valley Mining Division hired on or after September 1, 2005, or eligible employees who are rehired after that date who were not vested, when their prior employment terminated, under the Pension Plan for Hourly-Rated Employees of BHP Copper Inc., a defined benefit plan sponsored by the Employer. The amount of the Employer Funded Contribution for each eligible employee shall be \$2,200 per year, prorated based on the number of weeks worked. In 2007 and 2006, the Employer Funded Contribution totaled \$32,213 and \$8,182.

Investment Options

The Plan offers nine mutual funds and a common/collective trust fund held at Vanguard for investment of participant account balances. Participants may change their investment options at any time.

Participant Accounts

Under the Plan, each participant's account is credited with participant's contributions, loan repayments, Company contributions, and an allocation of investment income (loss), net of administrative expenses. Investment income (loss) allocations are based on the performance of the funds in which the participant has directed his or her accounts to be invested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are 100% vested in their employee contributions, rollover contributions, and earnings thereon. Participants vest in their Company contributions and earnings thereon as follows:

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

NOTE A - Description of Plan - Continued

Vesting - Continued

<u>Years of Service</u>	<u>Vested Percentage prior to June 30, 2007</u>	<u>Vested Percentage after June 30, 2007</u>
Less than 2 years	0%	0%
At least 2 but less than 3 years	0%	20%
At least 3 but less than 4 years	40%	40%
At least 4 but less than 5 years	60%	60%
5 years or more	100%	100%

Participants who cease employment after reaching age 65, due to death or disability, or upon a full or partial termination of the Plan (see Note A) become 100% vested in their Employer accounts.

Forfeitures

Forfeitures of terminated participants' nonvested Company contributions become available to reduce future Company contributions or pay Plan expenses at the earlier of the date on which the participant's vested account balance is distributed or the end of the month following the date 90 days after the participant's termination.

Upon reemployment of a former participant, any forfeiture of nonvested Company contributions must be restored if the period of absence is less than five years.

Forfeitures available at December 31, 2007 and 2006 to reduce future Company contributions and/or to pay Plan expenses were \$17,639 and \$9,020, respectively. In 2007 and 2006, forfeited balances amounted to \$10,005 and \$0.

In-Service Withdrawals

A participant may take in-service withdrawals in the following order: (1) first, all or any portion of the balance of his after-tax account and/or rollover account; (2) after withdrawing the maximum available under 1, a portion of the balance credited to his "Merged Company Contribution Account," as defined in the Plan document; (3) after withdrawing the maximum available under 1 and 2, a hardship withdrawal from the vested portion of his account; and (4) after reaching age 59 ½, his entire remaining vested account balance.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

NOTE A - Description of Plan - Continued

Loans

Participants may borrow from the vested portions of their account balances a minimum of \$1,000 to a maximum equal to the lesser of (a) \$50,000 less the highest outstanding loan balance(s) in the last 12 months or (b) 50% of their vested account balances. No more than one loan is allowed per account at any given time. The loans bear interest at a rate equal to *The Wall Street Journal* prime rate plus 1% and are secured by the vested balance in the participant's accounts. Loans must be repaid within 5 years for general loans and 10 years for loans used to purchase a primary residence. Principal and interest are paid ratably through payroll deductions.

Benefit Distributions

Upon retirement or other termination of employment, the participant may receive the value of the vested interest in his or her account as a lump-sum distribution in cash.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

Note B - Summary of Significant Accounting Policies - Continued

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Mutual funds are valued based on quoted market prices. Participant loans are valued at cost, which approximates fair value.

Vanguard Retirement Savings Trust Master Trust (the Retirement Savings Trust) is a collective investment trust established on July 1, 2001, under Section 404 of the Pennsylvania Banking Code. The Trust provides for the collective investment of assets of tax-exempt pension and profit-sharing plans, primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high quality bonds, bond trusts, and bond mutual funds that are selected by the Trustee, Vanguard Fiduciary Trust Company. The issuers' ability to meet these obligations may be affected by economic developments in their respective companies and industries. For the years ended December 31, 2007 and 2006, the average yield for the Retirement Savings Trust was 4.54% and 4.32%, respectively.

Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded as earned, and dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes realized gains (losses) on investments sold during the year and unrealized appreciation (depreciation) of the investments held at the end of the year.

Administrative Expenses

Expenses related to the administration of the Plan may be paid by the Company or by the Plan. During 2007 and 2006, no administration fees were funded through forfeitures. The Company paid all Plan expenses, excluding loan fees and investment expenses, which are charged to the applicable participants.

Payment of Benefits

Benefits are recorded in the statement of changes in net assets available for benefits when paid.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

Note C - Participant-Directed Investments

Individual investments which exceed 5% of net assets available for benefits as of December 31, 2007 and/or 2006, are as follows:

	<u>2007</u>	<u>2006</u>
Vanguard 500 Index Fund (2007 - 9,646.032 units; 2006 - 8,786.414 units)	\$ 1,076,883	\$ 1,147,418
Vanguard Balanced Index Fund (2007 - 63,352.578 units; 2006 - 67,642.377 units)	1,379,819	1,444,841
Vanguard Total Bond Market Index Fund (2007 - 41,298.768 units; 2006 - 0 units;)	419,595	-
Vanguard Value Index Fund (2007 - 26,958.249 units; 2006 - 31,520.801 units)	727,873	837,823
Vanguard Retirement Savings Trust (2007 - 2,054,839.77 units; 2006 - 2,755,952.78 units)	2,054,840	2,755,953
Century Small Cap Select Fund (2007 -17,184.155 units; 2006 - 17,367.181 units)	383,207	415,770
American Funds Euro Pacific (2007 - 9,585.119 units; 2006 - 0 units)	480,790	-

During 2007 and 2006, the Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$195,242 and \$482,204, respectively.

Note D - Transfers to/from Affiliated Plans

If a participant ceases active participation in the Plan and becomes an active participant in an affiliated plan of the Employer, his or her accounts may be transferred to the affiliated plan, at the participant's election, and vice versa. During 2007 and 2006, \$721,300 and \$101,477, respectively, was transferred from the Plan to the BHP USA Retirement Savings Plan.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

Note E - Information Certified by the Plan's Trustee

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations under ERISA, information prepared and certified by a bank or insurance company, which is regulated, supervised, and subject to periodic examination by a state or federal agency, need not be audited. The Plan Administrator has obtained certifications from Vanguard Fiduciary Trust Company, the Trustee, as to the completeness and accuracy of all investments and investment activity reported in the accompanying financial statements and notes to financial statements, including the fair value of the Plan's investments as of December 31, 2007 and 2006, interest and dividends and net appreciation (depreciation) in fair value of investments for the years then ended, and all information in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2007. The Plan's independent auditors did not perform auditing procedures with respect to such information, except for comparing it to the related information in the financial statements, notes to financial statements and supplemental schedule.

Note F - Risks and Uncertainties

At December 31, 2007, Vanguard Fiduciary Trust Company holds all of the Plan's investments in mutual funds and a common/collective trust fund. Vanguard is highly regarded by various investor services. The investments are comprised of various diversified underlying securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Because of the level of risk associated with certain investment securities, it is reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could be unfavorable.

Note G - Plan Termination

Under the terms of the Plan, BHP has the right at any time to terminate the Plan. Upon termination of the Plan, the Trustee will adjust the benefits of all participants in accordance with applicable IRS rules and regulations. After all such adjustments have been made, all participants become fully vested in the resulting balances of their accounts. The Trustee would then commence distribution as directed by the Plan Administrator.

Note H - Federal Income Tax Status

The Plan obtained its latest determination letter on September 13, 1999 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COPPER INC.

Notes to Financial Statements December 31, 2007 and 2006

Note I - Related-Party Transactions

Certain Plan investments are shares of mutual funds and a common/collective trust fund managed and distributed by Vanguard, the Trustee, and a party-in-interest with respect to the Plan. Therefore, the Plan's investment transactions in these funds qualify as party-in-interest transactions. In addition, Company contributions and expenses paid by Vanguard, as well as participant loans, qualify as party-in-interest transactions. These transactions are covered by exemptions from the "prohibited transaction" provisions of ERISA and the Code.

Note J - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2007 and 2006 to the Form 5500:

	<u>2007</u>	<u>2006 *</u>
Net assets available for benefits per the financial statements	\$ 8,187,218	\$ 9,172,208
Adjustment from fair value to contract value for fully benefit-	<u>6,109</u>	<u>-</u>
Net assets available for benefits per the Form 5500	<u>\$ 8,193,327</u>	<u>\$ 9,172,208</u>

The following is a reconciliation of the change in net assets available for benefits per the financial statement for the years ended December 31, 2007 and 2006 to the Form 5500:

	<u>2007</u>	<u>2006</u>
Net increase (decrease) per the financial statements	\$ (984,990)	\$ 7,275
Adjustment from fair value to contract value for fully benefit-	<u>6,109</u>	<u>-</u>
Net increase (decrease) per the Form 5500	<u>\$ (978,881)</u>	<u>\$ 7,275</u>

Prior year financial statement line items were reclassified on to conform to current year financial statement presentation. No such adjustments were necessary on the Form 5500.*

SUPPLEMENTAL SCHEDULE

SAVINGS PLAN FOR HOURLY-RATED EMPLOYEES OF BHP COOPER INC.

EMPLOYER IDENTIFICATION NUMBER: 94-1369381

PLAN NUMBER: 009

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2007

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
		Mutual funds:		
	American	Funds Euro Pacific 12-4	**	\$ 480,790
	CRM	Midcap Value Fund	**	31,776
	Century	Century Small Cap Select Fund	**	383,207
*	Vanguard Fiduciary Trust Company	Vanguard 500 Index Fund	**	1,076,883
*	Vanguard Fiduciary Trust Company	Vanguard Balanced Index Fund	**	1,379,819
*	Vanguard Fiduciary Trust Company	Vanguard Growth Index Fund	**	350,033
*	Vanguard Fiduciary Trust Company	Vanguard Value Index Fund	**	727,873
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index Fund	**	419,595
*	Vanguard Fiduciary Trust Company	Vanguard Morgan Growth Investment Fund	**	29,188
		Common/collective fund:		
*	Vanguard Fiduciary Trust Company	Vanguard Retirement Savings Trust	**	2,054,840
*	Participant loans	Participant loans:		
		Interest rates ranging from 5.00% to 9.25% secured by 50% of the respective participants' vested account balance	0	72,272
				<u>\$ 7,006,276</u>

*Indicates a party in interest.

**Cost not required to be presented for participant-directed investments.

The information shown on this schedule was prepared from information provided by Vanguard Fiduciary Trust Company, which Vanguard has certified as being complete and accurate.

See accompanying independent auditor's report.