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| <div>Form 5500</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security<br/>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<br/>1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                            |                                                                                                                                                                                                                                                                                                                   |
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| Part I                                                                                     | Annual Report Identification Information                                                                                                                                                                                                                                                                          |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 |                                                                                                                                                                                                                                                                                                                   |
| A                                                                                          | This return/report is for: <div><div><input type="checkbox"/> a multiemployer plan;</div><div><input checked="" type="checkbox"/> a single-employer plan;</div><div><input type="checkbox"/> a multiple-employer plan; or</div><div><input type="checkbox"/> a DFE (specify) ____</div></div>                     |
| B                                                                                          | This return/report is: <div><div><input type="checkbox"/> the first return/report;</div><div><input type="checkbox"/> the final return/report;</div><div><input type="checkbox"/> an amended return/report;</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div></div> |
| C                                                                                          | If the plan is a collectively-bargained plan, check here. .... ▶ <input type="checkbox"/>                                                                                                                                                                                                                         |
| D                                                                                          | Check box if filing under: <div><div><input checked="" type="checkbox"/> Form 5558;</div><div><input type="checkbox"/> automatic extension;</div><div><input type="checkbox"/> the DFVC program;</div><div><input type="checkbox"/> special extension (enter description)</div></div>                             |

|         |                                                                                                                                                                                                                            |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part II | Basic Plan Information—enter all requested information                                                                                                                                                                     |
| 1a      | Name of plan<br>BHP USA RETIREMENT INCOME PLAN                                                                                                                                                                             |
| 1b      | Three-digit plan number (PN) ▶ 334                                                                                                                                                                                         |
| 1c      | Effective date of plan<br>01/01/1960                                                                                                                                                                                       |
| 2a      | Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>BHP HOLDINGS INTERNATIONAL INC.<br><br>1360 POST OAK BLVD., SUITE 150<br>HOUSTON, TX 77056-3020 |
| 2b      | Employer Identification Number (EIN)<br>94-3094724                                                                                                                                                                         |
| 2c      | Sponsor's telephone number<br>713-961-8500                                                                                                                                                                                 |
| 2d      | Business code (see instructions)<br>551112                                                                                                                                                                                 |

**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. | 10/14/2010 | DEAN WOOLDRIDGE                                              |
|           | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN HERE | Filed with authorized/valid electronic signature. | 10/14/2010 | DEAN WOOLDRIDGE                                              |
|           | 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                      |

|                                                                                                                                                                                            |                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>BHP HOLDINGS INTERNATIONAL INC.<br><br>1360 POST OAK BLVD., SUITE 150<br>HOUSTON, TX 77056-3020 | <b>3b</b> Administrator's EIN<br>94-3094724<br><br><b>3c</b> Administrator's telephone number<br>713-961-8500 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|

  

|                                                                                                                                                                                                                       |                                   |
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| <b>4</b> 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:<br><br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

  

|                                                                         |          |      |
|-------------------------------------------------------------------------|----------|------|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 1928 |
|-------------------------------------------------------------------------|----------|------|

  

|                                                                                                                                                        |           |      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |      |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 684  |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 355  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 628  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 1667 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 174  |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 1841 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> |      |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 0    |

  

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

  

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 1A 1C 1G 3H

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

  

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

|                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>BHP USA RETIREMENT INCOME PLAN</u>                                                                            | <b>B</b> Three-digit plan number (PN) ▶ <u>334</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>BHP HOLDINGS INTERNATIONAL INC.</u>                        | <b>D</b> Employer Identification Number (EIN)<br><u>94-3094724</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|               |                                                                                                                                                                                                        |
|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Basic Information</b>                                                                                                                                                                               |
| <b>1</b>      | Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>                                                                                                                               |
| <b>2</b>      | Assets:                                                                                                                                                                                                |
| <b>a</b>      | Market value ..... <b>2a</b> <u>121695005</u>                                                                                                                                                          |
| <b>b</b>      | Actuarial value ..... <b>2b</b> <u>133864506</u>                                                                                                                                                       |
| <b>3</b>      | Funding target/participant count breakdown                                                                                                                                                             |
|               | (1) Number of participants (2) Funding Target                                                                                                                                                          |
| <b>a</b>      | For retired participants and beneficiaries receiving payment ..... <b>3a</b> <u>802</u> <u>32930481</u>                                                                                                |
| <b>b</b>      | For terminated vested participants ..... <b>3b</b> <u>381</u> <u>12557474</u>                                                                                                                          |
| <b>c</b>      | For active participants:                                                                                                                                                                               |
| (1)           | Non-vested benefits ..... <b>3c(1)</b> <u>7183323</u>                                                                                                                                                  |
| (2)           | Vested benefits ..... <b>3c(2)</b> <u>84108144</u>                                                                                                                                                     |
| (3)           | Total active ..... <b>3c(3)</b> <u>755</u> <u>91291467</u>                                                                                                                                             |
| <b>d</b>      | Total ..... <b>3d</b> <u>1938</u> <u>136779422</u>                                                                                                                                                     |
| <b>4</b>      | If the plan is at-risk, check the box and complete items (a) and (b) ..... <input type="checkbox"/>                                                                                                    |
| <b>a</b>      | Funding target disregarding prescribed at-risk assumptions ..... <b>4a</b>                                                                                                                             |
| <b>b</b>      | Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor ..... <b>4b</b> |
| <b>5</b>      | Effective interest rate ..... <b>5</b> <u>8.35</u> %                                                                                                                                                   |
| <b>6</b>      | Target normal cost ..... <b>6</b> <u>9948056</u>                                                                                                                                                       |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                                                                              |                                                      |
|------------------------------------------------------------------------------|------------------------------------------------------|
| <b>SIGN HERE</b>                                                             |                                                      |
| Signature of actuary<br><u>KEVIN R MINOR, ASA, EA, MAAA</u>                  | Date<br><u>08-03831</u>                              |
| Type or print name of actuary<br><u>MERCER</u>                               | Most recent enrollment number<br><u>713-276-2100</u> |
| Firm name<br><u>1000 MAIN STREET, SUITE 2900</u><br><u>HOUSTON, TX 77002</u> | Telephone number (including area code)               |
| Address of the firm                                                          |                                                      |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

**Schedule SB (Form 5500) 2009**  
**v.092308.1**

| Part II Beginning of year carryover and prefunding balances |                                                                                                 | (a) Carryover balance | (b) Prefunding balance |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| 7                                                           | Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 7189407               | 0                      |
| 8                                                           | Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 0                     | 0                      |
| 9                                                           | Amount remaining (Item 7 minus item 8).....                                                     | 7189407               | 0                      |
| 10                                                          | Interest on item 9 using prior year's actual return of <u>-31.74</u> % .....                    | -2281918              |                        |
| 11                                                          | Prior year's excess contributions to be added to prefunding balance:                            |                       |                        |
| a                                                           | Excess contributions (Item 38 from prior year) .....                                            |                       | 28660406               |
| b                                                           | Interest on (a) using prior year's effective rate of <u>6.09</u> % .....                        |                       | 1745419                |
| c                                                           | Total available at beginning of current plan year to add to prefunding balance .....            |                       | 30405825               |
| d                                                           | Portion of (c) to be added to prefunding balance.....                                           |                       | 0                      |
| 12                                                          | Reduction in balances due to elections or deemed elections.....                                 | 4907489               | 0                      |
| 13                                                          | Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....               | 0                     | 0                      |

| Part III Funding percentages |                                                                                                                                                                 |    |         |
|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 14                           | Funding target attainment percentage.....                                                                                                                       | 14 | 97.86 % |
| 15                           | Adjusted funding target attainment percentage.....                                                                                                              | 15 | 97.86 % |
| 16                           | Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | 16 | 93.03 % |
| 17                           | If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | 17 | %       |

| Part IV Contributions and liquidity shortfalls                                    |                                   |                                 |                          |                                   |                                 |
|-----------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 18 Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 04/15/2009                                                                        | 2599800                           |                                 | 02/16/2010               | 2797000                           |                                 |
| 07/10/2009                                                                        | 2599800                           |                                 | 03/16/2010               | 2498400                           |                                 |
| 10/13/2009                                                                        | 2703800                           |                                 | 04/15/2010               | 2498400                           |                                 |
| 11/17/2009                                                                        | 2797000                           |                                 | 05/20/2010               | 2498400                           |                                 |
| 12/15/2009                                                                        | 2797000                           |                                 | 06/17/2010               | 2498400                           |                                 |
| 01/14/2010                                                                        | 2797000                           |                                 | 07/22/2010               | 2498400                           |                                 |
|                                                                                   |                                   |                                 | Totals ►                 | 18(b)                             | 37066900                        |
|                                                                                   |                                   |                                 |                          | 18(c)                             | 0                               |

|                                                                                                                               |                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                                     |
| a Contributions allocated toward unpaid minimum required contribution from prior years.....                                   | 19a 0                                                               |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                   | 19b 0                                                               |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....               | 19c 33887722                                                        |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| c If 20a is "Yes," see instructions and complete the following table as applicable:                                           |                                                                     |

| Liquidity shortfall as of end of Quarter of this plan year |         |         |         |
|------------------------------------------------------------|---------|---------|---------|
| (1) 1st                                                    | (2) 2nd | (3) 3rd | (4) 4th |
| 0                                                          | 0       | 0       | 0       |

| Part II Beginning of year carryover and prefunding balances                                       |                       |                        |
|---------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                   | (a) Carryover balance | (b) Prefunding balance |
| 7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... |                       |                        |
| 8 Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         |                       |                        |
| 9 Amount remaining (Item 7 minus item 8).....                                                     |                       |                        |
| 10 Interest on item 9 using prior year's actual return of _____% .....                            |                       |                        |
| 11 Prior year's excess contributions to be added to prefunding balance:                           |                       |                        |
| a Excess contributions (Item 38 from prior year) .....                                            |                       |                        |
| b Interest on (a) using prior year's effective rate of _____% .....                               |                       |                        |
| c Total available at beginning of current plan year to add to prefunding balance .....            |                       |                        |
| d Portion of (c) to be added to prefunding balance.....                                           |                       |                        |
| 12 Reduction in balances due to elections or deemed elections.....                                |                       |                        |
| 13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....              |                       |                        |

| Part III Funding percentages                                                                                                                                       |    |   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|
| 14 Funding target attainment percentage.....                                                                                                                       | 14 | % |
| 15 Adjusted funding target attainment percentage.....                                                                                                              | 15 | % |
| 16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | 16 | % |
| 17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | 17 | % |

| Part IV Contributions and liquidity shortfalls                                    |                                   |                                 |                          |                                   |                                 |
|-----------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 18 Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 08/24/2010                                                                        | 2498400                           | 0                               |                          |                                   |                                 |
| 09/07/2010                                                                        | 2985100                           | 0                               |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 | Totals ►                 | 18(b)                             | 18(c)                           |

|                                                                                                                               |                                                          |  |
|-------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|--|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                          |  |
| a Contributions allocated toward unpaid minimum required contribution from prior years.....                                   | 19a                                                      |  |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                   | 19b                                                      |  |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....               | 19c                                                      |  |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                          |  |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| c If 20a is "Yes," see instructions and complete the following table as applicable:                                           |                                                          |  |

| Liquidity shortfall as of end of Quarter of this plan year |         |         |         |
|------------------------------------------------------------|---------|---------|---------|
| (1) 1st                                                    | (2) 2nd | (3) 3rd | (4) 4th |
|                                                            |         |         |         |

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b>                                                     |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 62                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....                   | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contribution for all prior years .....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions).....                                                                                                        | <b>31</b>           | 9948056            |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 0                   | 0                  |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           | 0                  |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....                                                   | <b>34</b>           | 9948056            |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 0                   | 0                  |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           | 9948056            |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....                                                   | <b>37</b>           | 33887722           |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           | 23939666           |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....                                                                       | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2009                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

|                                                                                                              |                                                                         |
|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| <div>A Name of plan</div> <div>BHP USA RETIREMENT INCOME PLAN</div>                                          | <div>B Three-digit plan number (PN)</div> <div>▶ 334</div>              |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>BHP HOLDINGS INTERNATIONAL INC.</div> | <div>D Employer Identification Number (EIN)</div> <div>94-3094724</div> |

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

NORTHERN TRUST COMPANY

36-1561860

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 21 50 62                      | NONE                                                                                                     | 117376                                                                        | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

**(a)** Enter name and EIN or address (see instructions)

ALTMAN & CRONIN

94-3253397

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 11 50                         | NONE                                                                                                     | 42452                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

HAYNES AND BOONE, LLP

75-1312888

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 29 50                         | NONE                                                                                                     | 25963                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

HAM, LANGSTON &amp; BREZINA, LLP

76-0448495

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 10 50                         | NONE                                                                                                     | 10000                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

MERCER

13-2834414

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 11 50                         | NONE                                                                                                     | 7064                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

A.S.K. CPA FIRM, PPLC

65-1297121

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 10 50                         | NONE                                                                                                     | 6225                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                                                        |                                                                                                                                                                                                                     |              |
|--------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| <b>a</b> Name:     | ANDREW W. FERGUSON                                     | <b>b</b> EIN:                                                                                                                                                                                                       | 94-3253397   |
| <b>c</b> Position: | ENROLLED ACTUARY                                       |                                                                                                                                                                                                                     |              |
| <b>d</b> Address:  | 100 PINE STREET, SUITE 1500<br>SAN FRANCISCO, CA 94111 | <b>e</b> Telephone:                                                                                                                                                                                                 | 415-395-9300 |
| Explanation:       |                                                        | MERCER HAS TAKEN OVER THE ACTUARIAL WORK FOR THE RETIREMENT INCOME PLAN. KEVIN MINOR HAS REPLACED ANDREW FERGUSON OF ALTMAN & CRONIN AS THE PLAN'S ENROLLED ACTUARY. BHP HAS NO MATERIAL DISPUTE WITH MR. FERGUSON. |              |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                                                                                                                                                                                              |  |                                                                                                                                                                                                                                   |  |                                                                                                        |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------|--|
| <div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> |  | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> |  | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>        |  |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                        |  |
| A Name of plan<br>BHP USA RETIREMENT INCOME PLAN                                                                                                                                             |  |                                                                                                                                                                                                                                   |  | B Three-digit plan number (PN) ▶ 334                                                                   |  |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>BHP HOLDINGS INTERNATIONAL INC.                                                                                             |  |                                                                                                                                                                                                                                   |  | D Employer Identification Number (EIN)<br>94-3094724                                                   |  |
| Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)             |  |                                                                                                                                                                                                                                   |  |                                                                                                        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: BHP USA MASTER RETIREMENT TRUST                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                        |  |
| b Name of sponsor of entity listed in (a): BHP HOLDINGS INTERNATIONAL INC.                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                        |  |
| c EIN-PN 94-3094724-001                                                                                                                                                                      |  | d Entity code M                                                                                                                                                                                                                   |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 146244423 |  |
| 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)           |  |
| 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)           |  |
| 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                                                |  |

**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

|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br>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).<br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>2009</b>                                   |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                      | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                    |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <b>01/01/2009</b> and ending <b>12/31/2009</b> |                                                                    |            |
| <b>A</b> Name of plan<br><b>BHP USA RETIREMENT INCOME PLAN</b>                                           | <b>B</b> Three-digit plan number (PN)                              | <b>334</b> |
|                                                                                                          |                                                                    |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>BHP HOLDINGS INTERNATIONAL INC.</b>  | <b>D</b> Employer Identification Number (EIN)<br><b>94-3094724</b> |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 39386225              | 23569500        |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   | 83401499              | 146244423       |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 122787724             | 169813923       |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 122787724 | 169813923 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**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: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 37066900   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 37066900  |

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

|                                                                                                      |                 |  |   |
|------------------------------------------------------------------------------------------------------|-----------------|--|---|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |  |   |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |  |   |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |  |   |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |  |   |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> |  |   |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |  |   |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |  | 0 |

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |  |   |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |  |   |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> |  |   |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |  | 0 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            | 29776081  |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            |           |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 66842981  |

**Expenses**

|                                                                                            |              |          |          |
|--------------------------------------------------------------------------------------------|--------------|----------|----------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 19415259 |          |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |          |          |
| (3) Other .....                                                                            | <b>2e(3)</b> |          |          |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |          | 19415259 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |          |          |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |          |          |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |          |          |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 209377   |          |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |          |          |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |          |          |
| (4) Other .....                                                                            | <b>2i(4)</b> | 192146   |          |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |          | 401523   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |          | 19816782 |

**Net Income and Reconciliation**

|                                                                               |              |  |          |
|-------------------------------------------------------------------------------|--------------|--|----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 47026199 |
| <b>l</b> Transfers of assets:                                                 |              |  |          |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |          |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |          |

**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: HAM, LANGSTON & BREZINA, LLP

(2) EIN: 76-0448495

**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   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> 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>b</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  |          |
| <b>c</b> 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  |          |
| <b>d</b> 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  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 10000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> 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  |          |
| <b>h</b> 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  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   |     | X  |          |
| <b>j</b> 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  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     |    |          |
| <b>n</b> 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. ....                                                                                                                        |     |    |          |

- 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) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

|                                                                                                         |                                                                    |
|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>BHP USA RETIREMENT INCOME PLAN</u>                                          | <b>B</b> Three-digit plan number (PN) ▶<br><u>334</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>BHP HOLDINGS INTERNATIONAL INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>94-3094724</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u>  |
| <b>2</b> 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):<br><br>EIN(s): <u>36-3046063</u> |          |           |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |           |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>62</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                                         |                                        |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                                         |                                        |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                                         |                                        |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                               | <b>6a</b>                               |                                        |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                               |                                        |                              |
| <b>c</b> 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).....                                                                                                                                                                                                                           | <b>6c</b>                               |                                        |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                                         |                                        |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes            | <input type="checkbox"/> No            | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                                   | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

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

Schedule R (Form 5500) 2009  
v.092308.1

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 69% Investment-Grade Debt: 20% High-Yield Debt: 3% Real Estate: \_\_\_\_\_% Other: 8%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

# **BHP USA RETIREMENT INCOME PLAN**

## **FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE WITH REPORT OF INDEPENDENT ACCOUNTANTS**

**as of and for the years ended December 31, 2009 and 2008**

# **BHP USA RETIREMENT INCOME PLAN**

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\* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.



HAM, LANGSTON & BREZINA, L.L.P.  
*Certified Public Accountants*

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## REPORT OF INDEPENDENT ACCOUNTANTS

To the Plan Administrator  
BHP USA Retirement Income Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the BHP USA Retirement Income Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, the statements of accumulated plan benefits as of December 31, 2008 and 2007, and the related statements of changes in accumulated plan benefits for the years then ended, and the supplemental Schedule H, Line 4i - Schedule of Assets Held (At End of Year) as of December 31, 2009. 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 Notes 3 and 4, which was certified by Northern Trust Company (the "Trustee"), 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, 2009 and 2008, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedule 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Houston, Texas  
October 5, 2010

*Ham, Langston & Brezina, L.L.P.*

## BHP USA RETIREMENT INCOME PLAN

### Statements of Net Assets Available for Benefits December 31, 2009 and 2008

---

|                                                   | <u>2009</u>           | <u>2008</u>           |
|---------------------------------------------------|-----------------------|-----------------------|
| Assets:                                           |                       |                       |
| Investments, at fair value:                       |                       |                       |
| Plan interest in BHP USA Master Retirement Trust  | \$ 146,244,423        | \$ 83,401,499         |
| Participating Companies' contributions receivable | <u>23,569,500</u>     | <u>39,386,225</u>     |
| Net assets available for benefits                 | <u>\$ 169,813,923</u> | <u>\$ 122,787,724</u> |

## BHP USA RETIREMENT INCOME PLAN

### Statements of Changes in Net Assets Available for Benefits For the Years Ended December 31, 2009 and 2008

|                                                              | <u>2009</u>           | <u>2008</u>           |
|--------------------------------------------------------------|-----------------------|-----------------------|
| Investment income (loss) and contributions:                  |                       |                       |
| Plan interest in net investment income (loss) of BHP USA     |                       |                       |
| Master Retirement Trust less investment expenses             | \$ 29,788,744         | \$ (42,413,761)       |
| Participating Companies' contributions                       | <u>37,066,902</u>     | <u>42,563,825</u>     |
| Total investment income and contributions                    | <u>66,855,646</u>     | <u>150,064</u>        |
| Deductions from net assets attributed to:                    |                       |                       |
| Benefit payments                                             | 19,415,528            | 22,279,516            |
| Administrative expenses                                      | <u>413,919</u>        | <u>393,865</u>        |
| Total deductions                                             | <u>19,829,447</u>     | <u>22,673,381</u>     |
| Net increase (decrease) in net assets available for benefits | 47,026,199            | (22,523,317)          |
| Net assets available for benefits, beginning of year         | <u>122,787,724</u>    | <u>145,311,041</u>    |
| Net assets available for benefits, end of year               | <u>\$ 169,813,923</u> | <u>\$ 122,787,724</u> |

## BHP USA RETIREMENT INCOME PLAN

### Statements of Accumulated Plan Benefits December 31, 2008 and 2007 \*

|                                                             | <u>2008</u>           | <u>2007</u>           |
|-------------------------------------------------------------|-----------------------|-----------------------|
| Actuarial present value of vested benefits:                 |                       |                       |
| Participants and beneficiaries currently receiving payments | \$ 36,500,241         | \$ 33,333,172         |
| Other participants                                          | <u>111,399,367</u>    | <u>99,566,238</u>     |
| Total vested benefits                                       | 147,899,608           | 132,899,410           |
| Non-vested benefits                                         | <u>1,057,263</u>      | <u>1,549,775</u>      |
| Total actuarial present value of accumulated benefits       | <u>\$ 148,956,871</u> | <u>\$ 134,449,185</u> |

\* The Plan presents changes in accumulated benefits using beginning of year actuarial data.

## BHP USA RETIREMENT INCOME PLAN

### Statements of Changes in Accumulated Plan Benefits For the Years Ended December 31, 2008 and 2007 \*

|                                                                      | <u>2008</u>                  | <u>2007</u>                  |
|----------------------------------------------------------------------|------------------------------|------------------------------|
| Actuarial present value of accumulated benefits at beginning of year | <u>\$ 134,449,185</u>        | <u>\$ 127,011,062</u>        |
| Increase (decrease) during the period attributed to:                 |                              |                              |
| Benefit payments                                                     | (22,279,516)                 | (12,369,245)                 |
| Increase in interest due to decrease in discount period              | 10,173,028                   | 9,968,182                    |
| Benefits accumulated and Plan experience                             | 14,794,093                   | 9,839,186                    |
| Changes in Plan provisions                                           | 21,826                       | -                            |
| Changes in actuarial assumptions                                     | <u>11,798,255</u>            | <u>-</u>                     |
| Net increase                                                         | <u>14,507,686</u>            | <u>7,438,123</u>             |
| Actuarial present value of accumulated benefits at end of year       | <u><u>\$ 148,956,871</u></u> | <u><u>\$ 134,449,185</u></u> |

\* The Plan presents changes in accumulated benefits using beginning of year actuarial data.

## **BHP USA RETIREMENT INCOME PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

#### **1. Description of the Plan**

The following description of the BHP USA Retirement Income Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

##### **General**

The Plan was established effective January 1, 1998 through the merger of prior plans, as a multiple-employer defined benefit plan that provides eligible employees of BHP Holdings (International), Inc. (BHP) and adopting subsidiaries and affiliates of the parent company, BHP Billiton Limited (collectively, the Participating Companies), with retirement benefits to supplement social security benefits. Effective November 1, 1999, the Plan became a single-employer defined benefit plan. The Participating Companies are BHP Base Metals Management Co., BHP Copper Inc., BHP Hawaii Inc., BHP Minerals Service Company, BHP Nevada Mining Company, BHP Nevada Railroad Company, BHP Petroleum (Americas) Inc., BHP Petroleum (Americas) Refining Inc., BHP Steel Americas Inc., Broken Hill Proprietary (USA) Inc., BSI Commodities Inc. and San Manuel Arizona Railroad Company. An eligible employee is any employee who is employed full-time, other than the following: 1) employees covered by a collective bargaining agreement in which benefits were negotiated; 2) leased employees; 3) employees of BHP Nevada Mining Company who are paid on a bi-weekly basis; 4) any employee whose initial date of employment is after June 30, 2004 or who is transferred to the payroll of a Participating Company or rehired after June 30, 2004. The Plan was amended and restated, effective January 1, 2008, to incorporate all previous amendments and to bring it into compliance with Section 415 of the Internal Revenue Code (IRC). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Effective June 30, 2004, the Plan was closed to new participants. As a result, eligible employees who were participating in the Plan on December 31, 2004, were given the option to continue participating in the Plan or to receive a contribution under the Employer Funded Account of the BHP Retirement Savings Plan, an affiliated Plan, for services after January 1, 2005. Prior to June 30, 2004, all eligible employees enter the Plan on the later of the date of employment or the participation date for the Participating Companies with which the employees are employed.

##### **Administration**

BHP is the Plan's sponsor and administrator. Northern Trust Company (the Trustee) is the Plan's trustee. During 2008, Altman & Cronin Benefit Consultants, LLC served as the Plan's actuary. Effective January 1, 2009, Mercer is the Plan's actuary. Certain duties and responsibilities to assist in the administration of the Plan are carried out on the Participating Companies' behalf by a committee that was appointed by the board of directors, the BHP USA Retirement Advisory Committee (RAC).

## **BHP USA RETIREMENT INCOME PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

#### **1. Description of the Plan, continued**

##### **Funding Policy**

The Company contributes such amounts as are necessary, based on actuarial calculations, to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants and their beneficiaries. The contributions to the Plan are based on the minimum required contributions determined by the actuary and the accelerated funding policy adopted by the RAC, in order to fully fund the Plan by 2012.

The yield (interest, dividends, and net realized and unrealized gains and losses) on Plan investments in excess of amounts established in the actuarial assumptions, plus any gains resulting from forfeiture of nonvested benefits, serve to reduce future contributions that would otherwise be required to provide the defined level of benefits under the Plan. The Company's contributions for 2009 and 2008 met the minimum funding requirements of ERISA.

##### **Investments**

The Plan's investments are held at Northern Trust Company in the BHP USA Master Retirement Trust (the Master Trust) for the investment of Plan assets and two other BHP-sponsored defined benefit retirement plans. Each participating retirement plan has an interest in the net assets of the Master Trust.

##### **Pension Benefits and Vesting Provisions**

A participant is eligible for a normal retirement benefit on the first day of the month on or after the date the participant attains age 65. A participant may retire under the early retirement provisions after attainment of age 55 and completion of 10 years of service, or under the Rule of 85 provisions after attaining age 55 and when the sum of the participant's age and service is at least 85.

A participant's benefit is equal to at least 14% of the participant's adjusted average pay for each year of service multiplied by an adjustment factor, as defined in the Plan document. The adjustment factor is based on the participant's age and service at the time of termination. Interest is credited on the lump-sum amount at the rate of 5.5% per year, from the date of termination through the date of payment.

The surviving spouse of a participant entitled to a benefit that has not commenced at the date of death will be entitled to a survivor's benefit. The amount of the survivor benefit is the actuarial equivalent of 47.5% of the amount that would have been payable to the participant if the participant had ceased to be an employee on the earlier of his or her actual employment termination date or the day preceding his or her death. The survivor benefit is payable at the earliest time permitted under the Plan.

## **BHP USA RETIREMENT INCOME PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

#### **1. Description of the Plan, continued**

##### **Payment of Benefits**

A participant's benefits may be paid in one of the following forms, as described in the Plan document: 1) lump sum benefit; 2) single life annuity 3) 50% joint and survivor annuity; 4) 100% joint and survivor annuity; or 5) qualified optional survivor annuity.

Effective July 1, 2008, the Plan was amended to permit terminated vested participants whose benefits were not in pay status a one-time opportunity to elect to receive their benefits in the form of a single lump sum distribution. Accordingly, approximately \$6.7 million in lump sum distributions were made during the year ended December 31, 2008.

##### **Administrative Expenses**

Expenses related to the administration of the Plan may be paid by the Participating Companies or by the Plan.

During 2009 and 2008, Pension Benefit Guaranty Corporation (PBGC) premiums, audit fees, actuarial fees, and other similar direct charges were paid by the Plan. Costs incidental to the administration of the Plan by BHP personnel or others were paid by the Participating Companies.

#### **2. Summary of Significant Accounting Policies**

##### **Basis of Accounting**

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

##### **Financial Accounting Standards Board Codification**

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 168, *The FASB Accounting Standards Codification TM and the Hierarchy of Generally Accepted Accounting Principles* (SFAS No. 168). The FASB Accounting Standards Codification TM, (Codification or ASC) became the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities. SFAS No. 168 is effective for all financial statements issued for interim and annual periods ending after September 15, 2009. On the effective date of SFAS No. 168, the Codification superseded all then-existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the Codification became non-authoritative.

## BHP USA RETIREMENT INCOME PLAN

### NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

#### 2. Summary of Significant Accounting Policies, continued

##### **Financial Accounting Standards Board Codification, continued**

Following SFAS No. 168, the FASB will no longer issue new standards in the form of Statements, FASB Staff Positions (FSP), FASB Interpretations (FIN), or Emerging Issues Task Force Abstracts (EITF); instead, it will issue Accounting Standards Updates (ASUs). The FASB will not consider ASUs as authoritative in their own right; rather, these updates will serve only to update the Codification, provide background information about the guidance, and provide the bases for conclusions on the change(s) in the Codification. SFAS No. 168 is incorporated in ASC Topic 105, *Generally Accepted Accounting Principles*. The Plan adopted SFAS No. 168 for the year ended December 31, 2009, and the Plan will provide reference in its financial statements to both the Codification topic reference and the previously authoritative references related to the Codification topics and subtopics, as appropriate.

##### **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, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

##### **Recent Accounting Pronouncements**

In September 2006, the FASB issued ASC Topic 820, *Fair Value Measurements and Disclosures* (formerly known as SFAS No. 157, *Fair Value Measurements*), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC Topic 820 was effective for the Plan in January 2008; however, its adoption did not have a significant impact on the Plan's financial statements.

In May 2009, the FASB issued ASC Topic 855, *Subsequent Events* (formerly known as SFAS No. 165, *Subsequent Events*), which establishes general standards of accounting for and disclosure of events that occur after the date of the Statement of Net Assets Available for Benefits but before financial statements are issued or available to be issued. ASC Topic 855 defines (i) the period after the date of the Statement of Net Assets Available for Benefits during which a reporting entity's management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (ii) the circumstances under which an entity should recognize events or transactions occurring after the date of the Statement of Net Assets Available for Benefits in its financial statements, and (iii) the disclosures an entity should make about events or transactions that occurred after the date of the Statement of Net Assets Available for Benefits. ASC Topic 855 was effective for the Plan for the year ended December 31, 2009; however, its adoption did not have a significant impact on the Plan's financial statements.

**BHP USA RETIREMENT INCOME PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 AND 2008**

**2. Summary of Significant Accounting Policies, continued**

**Risks and Uncertainties**

At December 31, 2009 and 2008, Northern Trust Company holds 100% of the Plan's investments in registered investment companies, common stock, fixed income securities, partnership/joint venture interests, and common/collective trusts.

Northern Trust Company is highly regarded by various investor services. 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 at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated plan benefits are reported, based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Because of uncertainties inherent in the estimation and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value as prescribed by ASC 820-10. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investment in the Master Trust is carried at fair value, with such value based upon the fair values of underlying investments held by the Master Trust. See Note 4.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Income from investments, realized gains (losses) on the disposition of assets, appreciation (depreciation) of investments resulting from fluctuations in fair value, less certain expenses (collectively, the net investment income) related to the Master Trust are allocated monthly to the individual plans based upon respective balances invested by the plans at the end of each month.

**Benefit Payments**

Benefit payments to participants are recorded upon distribution.

## **BHP USA RETIREMENT INCOME PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

#### **3. Information Certified by the Plan's Trustee (Unaudited)**

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's Trustee has certified that the information included in Note 4 and the accompanying financial statements and supplemental schedule is complete and accurate. The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in Note 4 and the financial statements and supplemental schedule.

#### **4. Plan Interests in BHP Master Trust (Unaudited)**

As of December 31, 2009 and 2008, the Plan held a 33.43% and 24.38% interest, respectively, in the Master Trust. The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses related to the Master Trust are allocated to the individual plans based upon average monthly balances invested by each plan. The Plan's interest in the Master Trust as of and for the years ended December 31, 2009 and 2008 is as follows:

|                                                               | <u>2009</u>           | <u>2008</u>            |
|---------------------------------------------------------------|-----------------------|------------------------|
| Plan interest in Master Trust                                 | <u>\$ 146,244,423</u> | <u>\$ 83,401,499</u>   |
| Plan interest in net investment income (loss) of Master Trust | <u>\$ 29,788,744</u>  | <u>\$ (42,413,761)</u> |

# BHP USA RETIREMENT INCOME PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

### 4. Plan Interests in BHP Master Trust (Unaudited), continued

The following table presents the net assets available for benefits, including investments, of the Master Trust, which was certified by the Trustee, as of December 31, 2009 and 2008:

|                                   | <u>2009</u>           | <u>2008</u>           |
|-----------------------------------|-----------------------|-----------------------|
| <b>Assets</b>                     |                       |                       |
| Investments, at fair value:       |                       |                       |
| Common stocks                     | \$ 32,763,708         | \$ 21,932,430         |
| Common collective trust           | 25,755,932            | 19,610,871            |
| Fixed income securities           | 263,459,955           | 263,412,922           |
| Registered investment companies   | 101,163,514           | 34,141,355            |
| Cash and cash equivalents         | <u>9,156,981</u>      | <u>6,882,722</u>      |
| Total investments                 | <u>432,300,090</u>    | <u>345,980,300</u>    |
| Receivables:                      |                       |                       |
| Income receivable                 | 3,485,170             | 3,271,403             |
| Receivable for securities sold    | 2,592,742             | 10,653,347            |
| Other                             | <u>462,448</u>        | <u>1,331,155</u>      |
| Total receivables                 | <u>6,540,360</u>      | <u>15,255,905</u>     |
| Total assets                      | 438,840,450           | 361,236,205           |
| <b>Liabilities</b>                |                       |                       |
| Payable for securities purchased  | (569,558)             | (17,567,643)          |
| Other payables                    | <u>(822,119)</u>      | <u>(1,558,432)</u>    |
| Net assets available for benefits | <u>\$ 437,448,773</u> | <u>\$ 342,110,130</u> |

# BHP USA RETIREMENT INCOME PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

### 4. Plan Interests in BHP Master Trust (Unaudited), continued

Investment income (loss) of the Master Trust, as certified by the Trustee, for the years ended December 31, 2009 and 2008 is as follows:

|                                                               | <u>2009</u>          | <u>2008</u>            |
|---------------------------------------------------------------|----------------------|------------------------|
| Investment income (loss)                                      |                      |                        |
| Net appreciation (depreciation) in fair value of investments: |                      |                        |
| Common stocks                                                 | \$ 11,554,299        | \$ (17,593,408)        |
| Common collective trust                                       | 6,145,061            | (14,212,195)           |
| Fixed income securities                                       | 25,916,117           | (41,844,115)           |
| Registered investment companies                               | 4,472,182            | (524,990)              |
| Other                                                         | <u>1,115,443</u>     | <u>1,022,590</u>       |
| Total appreciation (depreciation)                             | 49,203,102           | (73,152,118)           |
| Interest and dividend income                                  | 15,512,834           | 15,119,308             |
| Other income                                                  | <u>281</u>           | <u>10,631</u>          |
| Total investment income (loss)                                | 64,716,217           | (58,022,179)           |
| Investment expenses                                           | <u>(915,893)</u>     | <u>(1,813,891)</u>     |
| Net investment income (loss)                                  | <u>\$ 63,800,324</u> | <u>\$ (59,836,070)</u> |

The fair value of individual investments that represent 5% or more of the Master Trust's net assets at December 31, 2009 and 2008, is as follows:

|                                                      | <u>2009</u>           | <u>2008</u>           |
|------------------------------------------------------|-----------------------|-----------------------|
| CF Cap Guardian International (Non-U.S.) Equity Fund | \$ 25,755,932         | \$ 19,610,871         |
| MFO PIMCO Funds-PAC Investment Management Service    | *                     | 34,141,355            |
| CF PIMCO Stock Plus, LP B Fund                       | 54,184,656            | 48,546,258            |
| MFO PIMCO Funds-Long Duration Total Return Fund      | 79,769,832            | *                     |
| Investments less than 5% of net assets               | <u>272,589,670</u>    | <u>243,681,816</u>    |
| Total investments                                    | <u>\$ 432,300,090</u> | <u>\$ 345,980,300</u> |

\* Not applicable in the period indicated

## BHP USA RETIREMENT INCOME PLAN

### NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

#### 4. Plan Interests in BHP Master Trust (Unaudited), continued

##### Fair Value Measurements

ASC 820-10 (formerly known as SFAS No. 157) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

*Common stocks:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Common collective trust:* Valued based upon the values of the investments underlying the trust, which consist primarily of shares in a mutual fund, with such underlying investment values generally being determined based upon quoted prices in active trading markets.

*Fixed income securities:* Includes corporate and governmental bonds, which have been valued based upon quoted prices from actively traded markets, and of various asset backed securities which have been valued using discounted cash flow and other similar models using information and assumptions about interest rates, prepayment rates, collateral values and creditworthiness of the issuers.

# BHP USA RETIREMENT INCOME PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

### 4. Plan Interests in BHP Master Trust (Unaudited), continued

#### Fair Value Measurements, continued

*Registered investment companies (mutual funds):* Valued at the net asset value ("NAV") of shares held by the Plan at year-end.

*Cash equivalents:* Valued at cost, which approximates fair value.

The methods described above may produce fair value calculations that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

#### **Assets at Fair Value as of December 31, 2009**

|                                                | <u>Level 1</u>        | <u>Level 2</u>       | <u>Level 3</u>      | <u>Total</u>          |
|------------------------------------------------|-----------------------|----------------------|---------------------|-----------------------|
| Common stocks:                                 |                       |                      |                     |                       |
| Technology industry                            | \$ 9,404,092          | \$ -                 | \$ -                | \$ 9,404,092          |
| Consumer industry                              | 7,450,350             | -                    | -                   | 7,450,350             |
| Financial industry                             | 5,665,419             | -                    | -                   | 5,665,419             |
| Healthcare industry                            | 3,835,465             | -                    | -                   | 3,835,465             |
| Industrial industry                            | 3,511,600             | -                    | -                   | 3,511,600             |
| Energy industry                                | 2,896,782             | -                    | -                   | 2,896,782             |
| Total common stocks                            | <u>32,763,708</u>     | <u>-</u>             | <u>-</u>            | <u>32,763,708</u>     |
| Common collective trust                        | <u>-</u>              | <u>25,755,932</u>    | <u>-</u>            | <u>25,755,932</u>     |
| Fixed income securities:                       |                       |                      |                     |                       |
| Corporate bonds                                | 155,091,491           | 54,184,656           | -                   | 209,276,147           |
| Government agency obligations                  | 32,994,631            | -                    | -                   | 32,994,631            |
| Government bonds                               | 11,721,669            | -                    | -                   | 11,721,669            |
| Government mortgage-backed securities          | -                     | -                    | 5,692,831           | 5,692,831             |
| Non-government mortgage-backed securities      | -                     | -                    | 2,655,014           | 2,655,014             |
| Asset-backed securities                        | -                     | -                    | 1,119,663           | 1,119,663             |
| Total fixed income securities                  | <u>199,807,791</u>    | <u>54,184,656</u>    | <u>9,467,508</u>    | <u>263,459,955</u>    |
| Registered investment companies (mutual funds) | <u>101,163,514</u>    | <u>-</u>             | <u>-</u>            | <u>101,163,514</u>    |
| Cash and cash equivalents                      | <u>9,156,981</u>      | <u>-</u>             | <u>-</u>            | <u>9,156,981</u>      |
| Total investments at fair value                | <u>\$ 342,891,994</u> | <u>\$ 79,940,588</u> | <u>\$ 9,467,508</u> | <u>\$ 432,300,090</u> |

**BHP USA RETIREMENT INCOME PLAN**

**NOTES TO THE FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

**4. Plan Interests in BHP Master Trust (Unaudited), continued**

**Fair Value Measurements, continued**

**Assets at Fair Value as of December 31, 2008**

|                                                | <u>Level 1</u>        | <u>Level 2</u>       | <u>Level 3</u>       | <u>Total</u>          |
|------------------------------------------------|-----------------------|----------------------|----------------------|-----------------------|
| Common stocks                                  | \$ 21,932,430         | \$ -                 | \$ -                 | \$ 21,932,430         |
| Common collective trust                        | -                     | 19,610,871           | -                    | 19,610,871            |
| Fixed income securities                        | 197,385,254           | 48,546,258           | 17,481,410           | 263,412,922           |
| Registered investment companies (mutual funds) | 34,141,355            | -                    | -                    | 34,141,355            |
| Cash and cash equivalents                      | <u>6,882,722</u>      | <u>-</u>             | <u>-</u>             | <u>6,882,722</u>      |
| Total investments at fair value                | <u>\$ 260,341,761</u> | <u>\$ 68,157,129</u> | <u>\$ 17,481,410</u> | <u>\$ 345,980,300</u> |

**Level 3 Gains and Losses**

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 investment assets for the years ended December 31, 2009 and 2008:

|                                                                                                                                                                                                   | <b><u>Fixed Income Securities</u></b> |                      |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|----------------------|
|                                                                                                                                                                                                   | <u>2009</u>                           | <u>2008</u>          |
| Balance, beginning of year                                                                                                                                                                        | \$ 17,481,410                         | \$ 70,976,152        |
| Total realized/unrealized gain                                                                                                                                                                    | 1,088,874                             | 204,495              |
| Purchases, sales, issuances and settlements, net                                                                                                                                                  | <u>(9,102,776)</u>                    | <u>(53,699,237)</u>  |
| Balance, end of year                                                                                                                                                                              | <u>\$ 9,467,508</u>                   | <u>\$ 17,481,410</u> |
| The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date | <u>\$ 710,517</u>                     | <u>\$ (961,763)</u>  |

Gains and losses (realized and unrealized) included in net assets for the periods above are reported in net appreciation (depreciation) in fair value of investments in net investment income (loss) of the Master Trust.

## BHP USA RETIREMENT INCOME PLAN

### NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

#### 5. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on their past and current earnings.

Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent that they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The actuarial present value of accumulated plan benefits was calculated as of January 1, 2009 and January 1, 2008 and accordingly, the Plan presents the statements of accumulated plan benefits and the statements of changes in accumulated plan benefits using beginning of year actuarial data. Had the actuarial valuations been performed as of December 31, 2008 and 2007, there would be no material differences. The significant actuarial assumptions underlying the actuarial valuation as of January 1, 2009 and 2008, are as follows:

|                                        |                                       |
|----------------------------------------|---------------------------------------|
| Assumed rate of return on investments: | <b>2009</b> 7.00% compounded annually |
|                                        | <b>2008</b> 8.25% compounded annually |

|                  |                                                                                                                                                  |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| Mortality basis: | <b>2009</b> RP-2000 white collar mortality (sex distinct and separate tables for annuitants and non-annuitants), projected to 2017 with scale AA |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|

The 2009 Applicable Mortality Table is used when valuing lump sums from the point of assumed payment.

**2008** Mortality will be under the static approach.

The IRS 2008 Static Mortality Table is the RP-2000 Mortality Table for annuitant and non-annuitants projected for mortality improvement by Scale AA. For annuitants, mortality is improved through 2015. For non-annuitants, mortality is improved through 2023. No white or blue-collar adjustments are made.

The 2008 Applicable Mortality Table is used when valuing lump sums from the point of assumed payment

# BHP USA RETIREMENT INCOME PLAN

## NOTES TO THE FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

### 5. Actuarial Present Value of Accumulated Plan Benefits, continued

Retirement rates:

Participants are assumed to retire according to the following retirement rates (both 2009 and 2008):

| <u>Age</u> | <u>Age + Service<br/>Exceeds 85</u> | <u>Age + Service<br/>Less Than 85</u> |
|------------|-------------------------------------|---------------------------------------|
| 55         | 10%                                 | 5%                                    |
| 56 – 59    | 10%                                 | 3%                                    |
| 60         | 20%                                 | 5%                                    |
| 61         | 20%                                 | 7%                                    |
| 62         | 30%                                 | 30%                                   |
| 63         | 20%                                 | 20%                                   |
| 64         | 20%                                 | 20%                                   |
| 65         | 50%                                 | 50%                                   |
| 66         | 50%                                 | 50%                                   |
| 67         | 100%                                | 100%                                  |

No retirements are assumed to occur before age 55. Participants over age 67 at the valuation date are assumed to retire immediately.

Withdrawal rates:

**2009 and 2008** Participants are assumed to withdraw according to the Society of Actuary's 2003 turnover study table with 10-year select period based on employment.

Rates varying by age and service. Sample rates (both 2009 and 2008):

| <u>Age</u> | <u>Years of Service</u> |              |              |             |
|------------|-------------------------|--------------|--------------|-------------|
|            | <u>0 - 2</u>            | <u>2 - 4</u> | <u>5 - 9</u> | <u>10 +</u> |
| 20         | 0.1799                  | 0.1419       | 0.1419       | 0.1419      |
| 25         | 0.2174                  | 0.1714       | 0.1296       | 0.1296      |
| 30         | 0.1861                  | 0.1358       | 0.0839       | 0.0484      |
| 35         | 0.1678                  | 0.1102       | 0.0715       | 0.0502      |
| 40         | 0.1591                  | 0.1035       | 0.0601       | 0.0415      |
| 45         | 0.1548                  | 0.0947       | 0.0582       | 0.0373      |
| 50         | 0.1560                  | 0.0890       | 0.0532       | 0.0349      |
| 55         | 0.1352                  | 0.0782       | 0.0259       | 0.0088      |
| 60         | 0.1363                  | 0.0784       | 0.0212       | 0.0020      |

## **BHP USA RETIREMENT INCOME PLAN**

### **NOTES TO THE FINANCIAL STATEMENTS**

**DECEMBER 31, 2009 AND 2008**

#### **5. Actuarial Present Value of Accumulated Plan Benefits, continued**

Percentage Married: Male – 80%, Female – 80%

Age Difference: Husbands are assumed to be three years older than their wives.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

#### **6. Income Tax Status**

The Plan obtained its latest determination letter on November 16, 2009, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended and restated 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 IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

#### **7. Plan Termination**

Although it has not expressed any intent to do so, the Participating Companies have the right to discontinue contributions at any time and terminate the Plan, subject to the provisions of ERISA and the provisions of the Plan. In the event of Plan termination, any non-vested participants would become 100% vested in their pension benefits and the assets of the Plan will be allocated in the manner and order of priority prescribed by ERISA to provide the benefits accrued under the Plan, as of the date of termination, to retired, terminated vested, and active participants and their beneficiaries and surviving spouses. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guarantee Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all. Any assets remaining after all Plan expenses have been paid and all accrued liabilities have been provided for by the purchase of annuities or otherwise will revert to the Participating Companies.

#### **8. Related-Party Transactions**

Certain Master Trust investments are shares of common/collective trusts, which are managed by an affiliate of the Trustee. These transactions qualify as party-in-interest transactions, as defined by ERISA. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

The Company provided administrative services and incurred costs on behalf of the Plan related to 2009 and 2008, but has not received any related compensation or reimbursement from the Plan. The Company also paid certain fees on behalf of the Plan during 2009 and 2008.

**BHP USA RETIREMENT INCOME PLAN**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**DECEMBER 31, 2009 AND 2008**

**9. Form 5500 Reconciliation**

For the 2009 and 2008 Plan years, total net assets available for benefits and the net increase (decrease) in net assets available for benefits per the financial statements agree to the amounts per the Forms 5500. Differences between the individual line items on the Statement of Changes in Net Assets and the Form 5500 are attributed to classification differences.

**10. Subsequent Events**

The Plan was amended and restated, effective January 1, 2010, to incorporate all previous amendments.

Plan management has evaluated subsequent events through October 5, 2010, which is the date the financial statements were issued, and has concluded that there are no other significant events to report.

## **SUPPLEMENTAL SCHEDULE**

**BHP USA RETIREMENT INCOME PLAN**

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

**DECEMBER 31, 2009**

**EIN: 94-3094724**

**PN: 334**

| <b>(a)</b> | <b>(b) Identity of<br/>Issue, Borrower,<br/>Lessor, or<br/>Similar Party</b> | <b>(c) Description of Investment<br/>Including Maturity Date,<br/>Rate of Interest, Collateral,<br/>Par, or Maturity Value</b> | <b>(d) Cost</b>              | <b>(e) Current<br/>value</b> |
|------------|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|
| *          | BHP Master Trust                                                             | 33.43% interest in the BHP Master Trust                                                                                        | <u>\$ 216,364,493</u>        | <u>\$ 146,244,423</u>        |
|            |                                                                              | Total                                                                                                                          | <u><u>\$ 216,364,493</u></u> | <u><u>\$ 146,244,423</u></u> |

\* Indicates a party-in-interest.

**Schedule SB, Line 22 – Description of Weighted Average Retirement Age**

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The overall average retirement age is 62.

**Participants with age plus service equal to 85 or more**

| (A)<br>Retirement<br>age | (B)<br>Retirement<br>Percent | (C)<br>Lx | (D)<br>Number of employees<br>expected to retire<br>(B) x (C) | (E)<br>(A) x (D) |
|--------------------------|------------------------------|-----------|---------------------------------------------------------------|------------------|
| 55                       | 10.00%                       | 10,000    | 1,000.00                                                      | 55,000           |
| 56                       | 10.00%                       | 9,000     | 900.00                                                        | 50,400           |
| 57                       | 10.00%                       | 8,100     | 810.00                                                        | 46,170           |
| 58                       | 10.00%                       | 7,290     | 729.00                                                        | 42,282           |
| 59                       | 10.00%                       | 6,561     | 656.10                                                        | 38,710           |
| 60                       | 20.00%                       | 5,905     | 1,180.98                                                      | 70,859           |
| 61                       | 20.00%                       | 4,724     | 944.78                                                        | 57,632           |
| 62                       | 30.00%                       | 3,779     | 1,133.74                                                      | 70,292           |
| 63                       | 20.00%                       | 2,645     | 529.08                                                        | 33,332           |
| 64                       | 20.00%                       | 2,116     | 423.26                                                        | 27,089           |
| 65                       | 50.00%                       | 1,693     | 846.53                                                        | 55,024           |
| 66                       | 50.00%                       | 847       | 423.26                                                        | 27,935           |
| 67                       | 100.00%                      | 423       | 423.26                                                        | 28,359           |
| Total                    |                              |           | 10,000.00                                                     | 603,084          |
| Average                  |                              |           |                                                               | 60.31            |

Plan Name: BHP USA Retirement Income Plan  
Plan Sponsor: BHP Holdings International Inc.  
EIN/PN : 94-3094724/334

**Schedule SB, Line 22 – Description of Weighted Average Retirement Age**

**Participants with age plus service less than 85**

| (A)<br>Retirement<br>age | (B)<br>Retirement<br>Percent | (C)<br>Lx | (D)<br>Number of employees<br>expected to retire<br>(B) x (C) | (E)<br>(A) x (D) |
|--------------------------|------------------------------|-----------|---------------------------------------------------------------|------------------|
| 55                       | 5.00%                        | 10,000    | 500.00                                                        | 27,500           |
| 56                       | 3.00%                        | 9,500     | 285.00                                                        | 15,960           |
| 57                       | 3.00%                        | 9,215     | 276.45                                                        | 15,758           |
| 58                       | 3.00%                        | 8,939     | 268.16                                                        | 15,553           |
| 59                       | 3.00%                        | 8,670     | 260.11                                                        | 15,347           |
| 60                       | 5.00%                        | 8,410     | 420.51                                                        | 25,231           |
| 61                       | 7.00%                        | 7,990     | 559.28                                                        | 34,116           |
| 62                       | 30.00%                       | 7,430     | 2,229.15                                                      | 138,207          |
| 63                       | 20.00%                       | 5,201     | 1,040.27                                                      | 65,537           |
| 64                       | 20.00%                       | 4,161     | 832.21                                                        | 53,262           |
| 65                       | 50.00%                       | 3,329     | 1,664.43                                                      | 108,188          |
| 66                       | 50.00%                       | 1,664     | 832.21                                                        | 54,926           |
| 67                       | 100.00%                      | 832       | 832.21                                                        | 55,758           |
| Total                    |                              |           | 10,000.00                                                     | 625,342          |
| Average                  |                              |           |                                                               | 62.53            |

| Group                                        | Participant<br>Count | Average<br>Retirement<br>Age | Weighted<br>Average |
|----------------------------------------------|----------------------|------------------------------|---------------------|
| Age + Service greater<br>than or equal to 85 | 26                   | 60.31                        | 4.08                |
| Age + Service less<br>than 85                | 358                  | 62.53                        | 58.30               |
| <b>Total</b>                                 | 384                  |                              | 62.38               |

**Rounded Age: 62.00**

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**

Actuarial assumptions

|                                               |                                                                                                      |                                   |
|-----------------------------------------------|------------------------------------------------------------------------------------------------------|-----------------------------------|
| <b>Discount rate elections<sup>1</sup></b>    | Full yield curve with 2-month look back (November 2008 full yield curve based on October 2008 rates) |                                   |
| <b>Mortality elections</b>                    |                                                                                                      |                                   |
| ▪ Healthy and disabled participants           | 2009 PPA separate static annuitant and nonannuitant mortality tables                                 |                                   |
| <b>Other economic assumptions</b>             |                                                                                                      |                                   |
| ▪ Expected return on plan assets <sup>2</sup> | 7.00% per year                                                                                       |                                   |
| ▪ Salary increases                            | 4.50% per year                                                                                       |                                   |
| ▪ Social Security wage base                   | 4.00% per year                                                                                       |                                   |
| ▪ Inflation                                   | 3.00% per year                                                                                       |                                   |
| <b>Lump sums<sup>3</sup></b>                  |                                                                                                      |                                   |
| ▪ Mortality                                   | 2009 applicable mortality table                                                                      |                                   |
| ▪ Interest rates                              | December spot rates                                                                                  |                                   |
| <b>Demographic assumptions</b>                |                                                                                                      |                                   |
| Withdrawal                                    | 2003 SOA study basic select & ultimate table based on employment. See table of sample rates.         |                                   |
| Disability incidence                          | N/A                                                                                                  |                                   |
| Retirement age                                | See tables of sample rates.                                                                          |                                   |
| Benefit commencement age for                  |                                                                                                      |                                   |
| ▪ Future vested deferred                      | Immediately at termination.                                                                          |                                   |
| ▪ Current vested deferred                     | Age 62                                                                                               |                                   |
| Spouse assumptions                            | <b><u>Male participants</u></b>                                                                      | <b><u>Female participants</u></b> |
| ▪ Percentage married                          | 80%                                                                                                  | 80%                               |
| ▪ Spouse age difference                       | 3 years younger                                                                                      | 3 years older                     |

<sup>1</sup> Based on interest rate methodology elections described below.

<sup>2</sup> Actuary's best estimate.

<sup>3</sup> Only used to convert prior plan offsets into lump sums.

Plan Name: BHP USA Retirement Income Plan  
Plan Sponsor: BHP Holdings International Inc.  
EIN/PN : 94-3094724/334

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**

| Forms of payment                                                 | Males           |            | Females         |            |
|------------------------------------------------------------------|-----------------|------------|-----------------|------------|
|                                                                  | <u>Lump sum</u> | <u>SLA</u> | <u>Lump sum</u> | <u>SLA</u> |
| ▪ Active retirements                                             | 100%            | 0%         | 100%            | 0%         |
| ▪ Future vested deferred                                         | 100%            | 0%         | 100%            | 0%         |
| ▪ Future disabilities                                            | N/A             | N/A        | N/A             | N/A        |
| ▪ Future active deaths                                           | 100%            | 0%         | 100%            | 0%         |
| ▪ Current vested deferred                                        | N/A             | 100%       | N/A             | 100%       |
| ▪ Future deaths of current vested deferred assumed to be married | N/A             | 100%       | N/A             | 100%       |

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**

*Table of sample rates*

| Withdrawal      |                  |        |        |        |
|-----------------|------------------|--------|--------|--------|
| Attained<br>age | Years of service |        |        |        |
|                 | < 2              | 2 – 4  | 5 – 9  | 10+    |
| 20              | 17.99%           | 14.19% | 14.19% | 14.19% |
| 25              | 21.74            | 17.14  | 12.96  | 12.96  |
| 30              | 18.61            | 13.58  | 8.39   | 4.84   |
| 35              | 16.78            | 11.02  | 7.15   | 5.02   |
| 40              | 15.91            | 10.35  | 6.01   | 4.15   |
| 45              | 15.48            | 9.47   | 5.82   | 3.73   |
| 50              | 15.60            | 8.90   | 5.32   | 3.49   |
| 55              | 13.52            | 7.82   | 2.59   | 0.88   |
| 60              | 13.63            | 7.84   | 2.12   | 0.20   |

| Percentage      |                              |                               |
|-----------------|------------------------------|-------------------------------|
| Attained<br>age | Retirement                   |                               |
|                 | <u>Age + Service &lt; 85</u> | <u>Age + Service &gt;= 85</u> |
| 55              | 5%                           | 10%                           |
| 56              | 3                            | 10                            |
| 57              | 3                            | 10                            |
| 58              | 3                            | 10                            |
| 59              | 3                            | 10                            |
| 60              | 5                            | 20                            |
| 61              | 7                            | 20                            |
| 62              | 30                           | 30                            |
| 63              | 20                           | 20                            |
| 64              | 20                           | 20                            |
| 65              | 50                           | 50                            |
| 66              | 50                           | 50                            |
| 67              | 100                          | 100                           |

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**

Actuarial methods

***Asset methods – effective January 1, 2009***

We used unaudited financial data submitted by the trustee as of January 1, 2009 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is the average value, including discounted receivables, described in IRS Notice 2009-22. Under this method, receivable contributions are required to be discounted to the valuation date using the prior year's effective interest rate (EIR) of 6.09%.

***Participant methods – effective January 1, 2009***

We used the participant data supplied by the plan sponsor. We have reviewed the data and have no reason to doubt its substantial accuracy. Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** All eligible employees as of the valuation date are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for disabled participants have been valued using the same assumptions as healthy participants.
- **EFA participants:** The liabilities for participants who are still employed by BHP and who elected to receive contributions under the Employer Funded Account of the BHP USA Retirement Savings Plan have been included with the liabilities for active participants.
- **Tesoro participants:** The liabilities for participants who receive vesting service for past service with Tesoro have been included with the liabilities for active participants.
- **Transferred participants:** The liabilities for all non-Tesoro employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.

***Benefits included or excluded – effective January 1, 2009***

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**

▪ **Late retirement increases:**

- *Active participants:* The plan provides actuarial increases to benefits of participants who work beyond normal retirement, and we have reflected these increases in the active liabilities. The Plan distributes benefits to active participants who work beyond age 70 1/2.
- *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increases.

▪ **IRC Section 415(b) and 401(a)(17):** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.

▪ **Benefit restrictions:** Benefit restrictions (if applicable) are ignored in this valuation.

***Plan sponsor elections – effective January 1, 2009***

**Funding interest rate:**

- Full yield curve
- 2 month look-back

**Asset valuation method:**

- Average value, including discounted receivables (IRS Notice 2009-22)

**Mortality assumption:**

- PPA separate static annuitant and nonannuitant mortality tables

**Treatment of insurance contracts:**

- Not applicable

**Valuation of lump sums based on Section 417(e) assumptions:**

- Not applicable

***Minimum funding method***

Target liability for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

Plan Name: BHP USA Retirement Income Plan  
Plan Sponsor: BHP Holdings International Inc.  
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## Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

A detailed description of the calculation follows:

- An individual's **accrued liability** is the present value of benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual normal costs, and the plan's **funding target liability** is the sum of the accrued liabilities for all participants under the plan.

**Schedule SB, Part V – Summary of Plan Provisions**

**Plan provisions**

Following is a summary of the major plan provisions used to determine the plan's financial position. It should not be used in determining plan benefits.

|                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Effective date and plan year | Restated effective January 1, 2008. The plan year is the calendar year.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Covered employees            | <p>All salaried persons employed by the Company, both full and part time, except:</p> <ul style="list-style-type: none"><li>(i) contract and lease employees,</li><li>(ii) employees of BHP Nevada Mining Company who are paid on a bi-weekly basis,</li><li>(iii) employees hired after June 30, 2004,</li><li>(iv) employees who receive income from a non-U.S. payroll, except for employees who have been designated as eligible international employees under the Plan and who do not participate in the non-U.S. retirement plan.</li></ul> <p>Any participant in the BHP USA Pension Plan or the Retirement Plan for Salaried Employees of BHP Copper Inc. as of December 31, 1997 is eligible to participate in the Plan.</p> |
| Participation date           | Covered employees become participants upon employment, or on the date their employer became a participating company, if later. Effective June 30, 2004, the Plan was closed to new entrants.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Definitions</b>           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Service                      | <p>Service for purposes of participation, vesting and eligibility includes periods of employment with the Company including:</p> <ul style="list-style-type: none"><li>(i) any service recognized for benefit accrual and/or vesting under the terms of any prior plan,</li><li>(ii) any period during military or other types of leave of absence granted by the Company,</li><li>(iii) certain periods of interruption in employment, as governed by the Plan.</li></ul>                                                                                                                                                                                                                                                            |

**Schedule SB, Part V – Summary of Plan Provisions**

|                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Benefit service                                                | <p>Service for purposes of benefit accrual includes:</p> <ul style="list-style-type: none"> <li>(i) any service periods prior to January 1, 1998 recognized for benefit accrual under the terms of the BHP USA Pension Plan or the Retirement Plan for Salaried Employees of BHP Copper Inc.,</li> <li>(ii) any period of service beginning on or after January 1, 1998 except that: benefit service is not credited: <ul style="list-style-type: none"> <li>a. after May 1998 for former BHP Petroleum Americas Refining employees while employed at Tesoro,</li> <li>b. after December 31, 2004 for participants who elected to receive contributions from the Employer Funded Account ("EFA") under the BHP USA Retirement Savings Plan,</li> <li>c. for any Period of Service specifically excluded by the Plan.</li> </ul> </li> </ul> |
| Pay                                                            | <p>Base salary, plus bonuses, commissions, and overtime; excludes deferred compensation, severance pay, compensation paid after termination, and other special compensation deemed to be excluded by the Company.</p> <p>Pay received after May 1998 by former BHP Petroleum Americas Refining employees while employed at Tesoro and pay received after December 31, 2004 by participants receiving contributions from the EFA is not considered for benefit accrual purposes.</p>                                                                                                                                                                                                                                                                                                                                                         |
| High-36 average pay                                            | The average of the highest 36 consecutive months of pay during the participant's last ten years of benefit service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Adjusted high – 36 average pay                                 | 100% of high-36 average pay plus 33-1/3% of high-36 average pay in excess of the participant's Social Security Covered Compensation in the year of termination.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Benefit formula – post-1997                                    | $14\% \times \text{Adjusted high-36 average pay} \times \text{Years of benefit service after December 31, 1997} \times \text{Adjustment factor}.$                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Benefit formula – pre-1998<br>(former BHP Copper participants) | <p>Greater of:</p> <p><math>11\% \times \text{Adjusted High-36 Average Pay} \times \text{Years of Benefit Service prior to January 1, 1998} \times \text{Adjustment Factor},</math> and</p> <p>The actuarial equivalent of the accrued benefit under the Copper Plan as of December 31, 1999.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

**Schedule SB, Part V – Summary of Plan Provisions**

|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Benefit formula – pre-1998<br>(former BHP USA Pension participants)                     | <p>Greater of:</p> <p>14% x Adjusted High-36 Average Pay x Years of Benefit Service prior to January 1, 1998 x Adjustment Factor, and</p> <p>The actuarial equivalent of the accrued benefit under the BHP USA Pension Plan as of December 31, 1999.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Benefit formula – pre-1989<br>(former BHP Utah participants)                            | Individual benefit percentage x Adjusted High-36 Average Pay x Years of Benefit Service prior to January 1, 1989 x Adjustment Factor.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Benefit formula – pre-July 1, 2002 (former Strategic Minerals Corporation participants) | Actuarial value of the Strategic Minerals accrued benefit as of June 30, 2002.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Adjustment factors                                                                      | <p>Determined from a plan-defined table (see below) based on age and years of service at termination. If a participant meets only the requirements of a vested benefit, only the vested termination column of the table is used. If the participant meets the requirements of an early retirement benefit, the age adjustment factor is the sum of the factor in the vested termination column and the early retirement column. If the participant meets the requirements for an 85 point retirement, the factor is the sum of the factor is in the vested termination column and the 85 points retirement column.</p> <p>Factors are “phased in” if the participant is within 60 months of early retirement or 85 points retirement at termination; for each month during the 60 months prior to early retirement or 85 points retirement eligibility, the participant’s adjustment factor is increased by 1/60th of the factor from the early retirement or 85 points retirement column that would apply when the participant would first meet the requirements for the applicable benefit.</p> |

**Schedule SB, Part V – Summary of Plan Provisions**

| Adjustment factors |             |              |           |     |             |              |           |
|--------------------|-------------|--------------|-----------|-----|-------------|--------------|-----------|
| Age                | Vested term | Early retire | 85 points | Age | Vested term | Early retire | 85 points |
| 25                 | 0.200       | N/A          | N/A       | 46  | 0.370       | N/A          | N/A       |
| 26                 | 0.205       | N/A          | N/A       | 47  | 0.390       | N/A          | N/A       |
| 27                 | 0.210       | N/A          | N/A       | 48  | 0.410       | N/A          | N/A       |
| 28                 | 0.215       | N/A          | N/A       | 49  | 0.430       | N/A          | N/A       |
| 29                 | 0.220       | N/A          | N/A       | 50  | 0.450       | N/A          | N/A       |
| 30                 | 0.225       | N/A          | N/A       | 51  | 0.470       | N/A          | N/A       |
| 31                 | 0.230       | N/A          | N/A       | 52  | 0.490       | N/A          | N/A       |
| 32                 | 0.235       | N/A          | N/A       | 53  | 0.510       | N/A          | N/A       |
| 33                 | 0.240       | N/A          | N/A       | 54  | 0.530       | N/A          | N/A       |
| 34                 | 0.245       | N/A          | N/A       | 55  | 0.550       | 0.270        | 0.700     |
| 35                 | 0.250       | N/A          | N/A       | 56  | 0.595       | 0.265        | 0.630     |
| 36                 | 0.260       | N/A          | N/A       | 57  | 0.640       | 0.260        | 0.560     |
| 37                 | 0.270       | N/A          | N/A       | 58  | 0.685       | 0.255        | 0.490     |
| 38                 | 0.280       | N/A          | N/A       | 59  | 0.730       | 0.250        | 0.420     |
| 39                 | 0.290       | N/A          | N/A       | 60  | 0.775       | 0.245        | 0.350     |
| 40                 | 0.300       | N/A          | N/A       | 61  | 0.820       | 0.228        | 0.280     |
| 41                 | 0.310       | N/A          | N/A       | 62  | 0.865       | 0.210        | 0.210     |
| 42                 | 0.320       | N/A          | N/A       | 63  | 0.910       | 0.140        | 0.140     |
| 43                 | 0.330       | N/A          | N/A       | 64  | 0.955       | 0.070        | 0.070     |
| 44                 | 0.340       | N/A          | N/A       | 65  | 1.000       | 0.000        | 0.000     |
| 45                 | 0.350       | N/A          | N/A       |     |             |              |           |

| Eligibility for benefits |                                                                                                                                                                                                                                                                                                                             |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement        | Retirement on or after age 65.                                                                                                                                                                                                                                                                                              |
| Early retirement         | Retirement before age 65 after both attaining age 55 and completing ten years of service.                                                                                                                                                                                                                                   |
| 85 points retirement     | Retirement before age 65 after the participant attains age 55 and the sum of age plus years of service equals or exceeds 85.                                                                                                                                                                                                |
| Deferred vested          | Termination for reasons other than death or retirement after becoming fully vested in their Plan benefit. Eligible for commencement on the first of any month following termination and before normal retirement date. Participants employed by BHP on or after April 1, 2001 are immediately vested in their plan benefit. |

**Schedule SB, Part V – Summary of Plan Provisions**

|                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Survivor benefit                 | Death of any married or single participant. Eligible for commencement on the first of any month following the participant's death and before the participant's normal retirement date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Plan benefits</b>             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Age 65 accrued benefit           | The Plan age-65 accrued benefit is calculated by converting the plan-defined lump sum benefit to a single life annuity using 417(e) actuarial equivalence; the maximum interest rate for any of the 3 segment rates is 6%.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Late retirement                  | For participants who work beyond normal retirement, the benefit is the greater of the benefit calculated as of age 65, actuarially increased to the date of termination using 417(e) mortality and interest rates, and the benefit calculated as of the date of termination.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Early commencement – prior plans | <p>Benefits for participants who terminated prior to January 1, 1998 and who elect to commence their benefits prior to normal retirement are reduced as follows:</p> <ul style="list-style-type: none"><li>(i) 1/180 for each of the first 60 months commencement precedes age 65, 1/360 for each of the next 60 months commencement precedes age 60, and actuarially reduced thereafter using the 1983 Group Annuity Mortality Table for males with a 2 year setback and 8% interest for former BHP USA Pension participants, and</li><li>(ii) 6% per year for the first 5 years by which commencement precedes age 65, 4% per year for the next 5 years commencement precedes age 60, and actuarially reduced thereafter using the 1983 Group Annuity Mortality Table for males with a 2 year setback and 8% interest for former BHP Copper participants.</li></ul> |

**Schedule SB, Part V – Summary of Plan Provisions**

|                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Survivor benefits – active and vested deferred deaths | <p>The benefit is defined as a lump sum payment equal to 47.5% of the amount that would have been payable to the participant if he had terminated on the earlier of his actual date of termination and the day preceding death, validly elected a lump sum benefit, and then died.</p> <p>The benefit for married participants can be taken as a single life annuity or a lump sum, while non-spouse beneficiaries must take the benefit as a lump sum.</p>                                                                                    |
| Benefit offsets                                       | <p>The plan benefits for certain participants are offset by benefits earned under prior plans.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Post-retirement COLA increases                        | <p>Former BHP Copper participants who retired on or before July 1, 1981 and who were receiving payments on December 31, 1986 were entitled to an annual cost-of-living adjustment equal to the lesser of 5% and the CPI. The aggregate adjustment cannot exceed the lesser of the original benefit and \$2,000.</p> <p>Effective January 1, 2009, the benefits for all participants eligible to receive COLA increases were increased to the maximum level allowed under the Plan.</p>                                                         |
| Forms of payment – normal forms                       | <p>The normal form of payment for monthly pension benefits is a life annuity if the member has no spouse as of the date payments begin, or a 50% joint and survivor annuity if the member is married at the date payments begin. The Plan age-65 accrued benefit is calculated by converting the plan-defined lump sum benefit to a single life annuity using 417(e) actuarial equivalence; the maximum interest rate for any of the 3 segment rates is 6%. The 50% joint and survivor annuity is equal to 95% of the single life annuity.</p> |

**Schedule SB, Part V – Summary of Plan Provisions**

|                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Forms of payment – optional forms           | <p>Optional forms of payment include:</p> <ul style="list-style-type: none"><li>(i) Single life annuity</li><li>(ii) Joint &amp; survivor annuity (100%, 75%, 50%)</li><li>(iii) Lump sum payment</li><li>(iv) 5 year certain &amp; life annuity (former Copper &amp; Utah participants only)</li><li>(v) 10 year certain &amp; life annuity (former Copper participants only)</li><li>(vi) 15 year certain &amp; life annuity (former Copper participants only)</li><li>(vii) Level income option (for the benefit earned prior to July 1, 2002 for former Strategic Mining Corporation participants only)</li></ul> <p>The lump sum option must be elected within 180 days following termination. The lump sum can be deferred until January of the year following the year of termination. If payment is deferred, interest is credited at an annual rate of 5.5%.</p> <p>Mandatory lump sums are paid if the present value of the plan benefit is less than \$5,000.</p> |
| Maximum on benefits and pay                 | <p>All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Effective January 1, 2002, the dollar limit for all years prior to 2002 is \$200,000.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Changes in plan provisions since prior year | <ul style="list-style-type: none"><li>▪ The benefits for retired participants eligible to receive annual COLA increases were increased to the maximum level allowed under the Plan; no further increases are due these participants.</li><li>▪ The Plan was amended to give former vested deferred participants a one-time opportunity to receive their benefits as a lump sum effective November 1, 2008.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

**Schedule SB, Line 24 – Change in Actuarial Assumptions**

Interest discounts and mortality rates were updated from 2008 to 2009 in accordance with PPA and sponsor elections.

In addition, the following assumption changes were made between 2008 and 2009 to better reflect anticipated experience under the plan:

- The commencement assumption for current vested deferred participants was changed from age 65 to age 62.
- All participants who terminated vested during the plan year prior to the valuation date are assumed to take single life annuities at the assumed commencement age, rather than lump sums on the valuation date.
- 100% of the beneficiaries of participants who are assumed to die while actively employed are assumed to take lump sums, rather than single life.
- Expected return on plan assets assumption was added in order to calculate the actuarial value of plan assets.

**Plan Name: BHP USA Retirement Income Plan**  
**Plan Sponsor: BHP Holdings International Inc.**  
**EIN/PN : 94-3094724/334**

**Schedule SB, Line 25 – Change in Method**

Beginning with the 2009 valuation, expected administrative expenses are added to the normal cost and the asset valuation method was changed from market value to an adjusted market value over the last 24 months preceding the valuation date using annual measurement dates.

The funding interest rate method was changed from the full yield curve with no lookback to the full yield curve with a 2 month lookback.

Effective January 1, 2009 the Enrolled Actuary was changed from Andrew Ferguson of Altman & Cronin to Kevin Minor of Mercer. IRS Announcement 2010-3 provides, for plan years beginning on or after January 1, 2009, automatic approval for a change in funding method with respect to a single-employer defined benefit plan that results from a change in the enrolled actuary and the business organization providing actuarial services to the plan.

Plan Name: BHP USA Retirement Income Plan  
Plan Sponsor: BHP Holdings International Inc.  
EIN/PN : 94-3094724/334

**Schedule SB, Line 26 – Schedule of Active Participant Data**

| Attained<br>age | Years of credited service |     |     |       |       |       |       |       |       |         |
|-----------------|---------------------------|-----|-----|-------|-------|-------|-------|-------|-------|---------|
|                 | Under 1                   | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40 & Up |
| < 25            |                           |     |     |       |       |       |       |       |       |         |
| 25 - 29         | 2                         | 2   | 1   |       |       |       |       |       |       |         |
| 30 - 34         |                           | 12  | 10  | 1     |       |       |       |       |       |         |
| 35 - 39         | 3                         | 21  | 13  | 2     | 5     |       |       |       |       |         |
| 40 - 44         | 5                         | 23  | 18  | 7     | 5     | 2     |       |       |       |         |
| 45 - 49         | 2                         | 29  | 32  | 15    | 19    | 7     | 1     | 1     |       |         |
| 50 - 54         | 3                         | 20  | 48  | 17    | 28    | 24    | 2     | 3     | 2     |         |
| 55 - 59         | 1                         | 8   | 23  | 20    | 33    | 28    | 3     | 7     | 9     |         |
| 60 - 64         |                           | 4   | 11  | 4     | 9     | 9     |       | 2     |       |         |
| 65 - 69         |                           |     | 1   |       | 1     |       |       |       |       |         |
| 70+             |                           |     |     |       |       |       |       |       |       |         |

In each cell, the number is the count of active participants for each age/service combination.  
Tesoro participants have been excluded

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

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan  
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

**2009****This Form is Open to Public  
Inspection**For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><br>BHP USA Retirement Income plan                                                                               | <b>B</b> Three-digit plan number (PN) ▶<br><br>334                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>BHP Holdings International Inc.                           | <b>D</b> Employer Identification Number (EIN)<br><br>94-3094724                                                                                         |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

**Part I Basic Information**

|                                                                                                                                                                                                      |                            |                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------|
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>                                                                                                                      |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                     |                            |                    |
| <b>a</b> Market value.....                                                                                                                                                                           | <b>2a</b>                  | 121,695,005        |
| <b>b</b> Actuarial value.....                                                                                                                                                                        | <b>2b</b>                  | 133,864,506        |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                  | (1) Number of participants | (2) Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment.....                                                                                                                           | <b>3a</b> 802              | 32,930,481         |
| <b>b</b> For terminated vested participants.....                                                                                                                                                     | <b>3b</b> 381              | 12,557,474         |
| <b>c</b> For active participants:                                                                                                                                                                    |                            |                    |
| (1) Non-vested benefits.....                                                                                                                                                                         | <b>3c(1)</b>               | 7,183,323          |
| (2) Vested benefits.....                                                                                                                                                                             | <b>3c(2)</b>               | 84,108,144         |
| (3) Total active.....                                                                                                                                                                                | <b>3c(3)</b> 755           | 91,291,467         |
| <b>d</b> Total.....                                                                                                                                                                                  | <b>3d</b> 1,938            | 136,779,422        |
| <b>4</b> If the plan is at-risk, check the box and complete items (a) and (b)..... <input type="checkbox"/>                                                                                          |                            |                    |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions.....                                                                                                                             | <b>4a</b>                  |                    |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor..... | <b>4b</b>                  |                    |
| <b>5</b> Effective interest rate.....                                                                                                                                                                | <b>5</b>                   | 8.35 %             |
| <b>6</b> Target normal cost.....                                                                                                                                                                     | <b>6</b>                   | 9,948,056          |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN  
HERE***KM*

Signature of actuary

Kevin R Minor, ASA, EA, MAAA

Type or print name of actuary

MERCER

1000 MAIN STREET, SUITE 2900

Firm name

HOUSTON

TX 77002

Address of the firm

*10/12/10*

Date

08-03831

Most recent enrollment number

(713) 276-2100

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2009  
v.092308.1

**Part II Beginning of year carryover and prefunding balances**

|                                                                                                          | (a) Carryover balance | (b) Prefunding balance |
|----------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 7,189,407             | 0                      |
| <b>8</b> Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 0                     | 0                      |
| <b>9</b> Amount remaining (Item 7 minus item 8) .....                                                    | 7,189,407             | 0                      |
| <b>10</b> Interest on item 9 using prior year's actual return of (31.74)% .....                          | (2,281,918)           |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                           |                       |                        |
| <b>a</b> Excess contributions (Item 38 from prior year) .....                                            |                       | 28,660,406             |
| <b>b</b> Interest on (a) using prior year's effective rate of 6.09 % .....                               |                       | 1,745,419              |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....            |                       | 30,405,825             |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                          |                       | 0                      |
| <b>12</b> Reduction in balances due to elections or deemed elections .....                               | 4,907,489             | 0                      |
| <b>13</b> Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) .....             | 0                     | 0                      |

**Part III Funding percentages**

|                                                                                                                                                                            |           |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 97.86 % |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 97.86 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 93.03 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %       |

**Part IV Contributions and liquidity shortfalls****18** Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 04/15/2009               | 2,599,800                         |                                 | 02/16/2010               | 2,797,000                         |                                 |
| 07/10/2009               | 2,599,800                         |                                 | 03/16/2010               | 2,498,400                         |                                 |
| 10/13/2009               | 2,703,800                         |                                 | 04/15/2010               | 2,498,400                         |                                 |
| 11/17/2009               | 2,797,000                         |                                 | 05/20/2010               | 2,498,400                         |                                 |
| 12/15/2009               | 2,797,000                         |                                 | 06/17/2010               | 2,498,400                         |                                 |
| 01/14/2010               | 2,797,000                         |                                 | 07/22/2010               | 2,498,400                         |                                 |
| <b>Totals ▶</b>          |                                   |                                 | <b>18(b)</b>             | 37,066,900                        | <b>18(c)</b> 0                  |

**19** Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

|                                                                                                                         |            |            |
|-------------------------------------------------------------------------------------------------------------------------|------------|------------|
| <b>a</b> Contributions allocated toward unpaid minimum required contribution from prior years. ....                     | <b>19a</b> | 0          |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> | 0          |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 33,887,722 |

**20** Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ..... ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

| (1) 1st | (2) 2nd | (3) 3rd | (4) 4th |
|---------|---------|---------|---------|
| 0       | 0       | 0       | 0       |

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b> 2                                                   |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 62                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ..... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....                   | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contribution for all prior years .....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions) .....                                                                                                       | <b>31</b>           | 9,948,056          |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 0                   | 0                  |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           | 0                  |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....                                                   | <b>34</b>           | 9,948,056          |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 0                   | 0                  |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           | 9,948,056          |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c).....                                                   | <b>37</b>           | 33,887,722         |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           | 23,939,666         |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) .....                                                                      | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

|                            |                                 |             |            |
|----------------------------|---------------------------------|-------------|------------|
| <b>Plan Name</b>           | BHP USA Retirement Income Plan  | <b>EIN:</b> | 94-3094724 |
| <b>Plan Sponsor's Name</b> | BHP Holdings International Inc. | <b>PN:</b>  | 334        |

[illegible]