Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BHP NEW MEXICO COAL 401 K PERSONAL SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 12/01/1998

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
BROKEN HILL PROPRIETARY USA INC.

1360 POST OAK BLVD, SUITE 150
HOUSTON, TX 77056-3020

2b Employer Identification Number (EIN)
94-3112677

2c Sponsor's telephone number
713-961-8500

2d Business code (see instructions)
212110

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.	10/13/2011	DEAN L. WOOLDRIDGE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
BROKEN HILL PROPRIETARY USA INC.

1360 POST OAK BLVD, SUITE 150
HOUSTON, TX 77056-3020

3b Administrator's EIN
94-3112677

3c Administrator's telephone number
713-961-8500

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

a Sponsor's name
BHP, LIMITED

4b EIN
94-3144067

4c PN
004

5	Total number of participants at the beginning of the plan year	**5**	743
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	690
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	45
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	735
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	736
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	732
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	8
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		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)

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
BHP NEW MEXICO COAL 401 K PERSONAL SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
BROKEN HILL PROPRIETARY USA INC.

D Employer Identification Number (EIN)
94-3112677

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).. . . . . [X] 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

THE VANGUARD GROUP, INC.

23-1945930

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

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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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 26 37 52	NONE	74738	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

HAM, LANGSTON AND BREZINA LLP

76-0448495

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	13000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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 (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 (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 (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

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(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)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
BHP NEW MEXICO COAL 401 K PERSONAL SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BROKEN HILL PROPRIETARY USA INC.

D Employer Identification Number (EIN)
94-3112677

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANT

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)
23-2186884-022	C	2465103

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)

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

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a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
BHP NEW MEXICO COAL 401 K PERSONAL SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
BROKEN HILL PROPRIETARY USA INC.

D Employer Identification Number (EIN)
94-3112677

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3797773	4828963
(9) Value of interest in common/collective trusts	1c(9)	2236502	2465103
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	32286382	40294461
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	38320657	47588527
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	38320657	47588527

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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2990195	
(B) Participants	2a(1)(B)	3351011	
(C) Others (including rollovers)	2a(1)(C)	14962	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6356168
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	206636	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		206636
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	803948	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		803948
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		112900
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3831317
c Other income	2c		29684
d Total income. Add all **income** amounts in column (b) and enter total	2d		11340653
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1853353	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	23956	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1877309
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	79101	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		79101
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1956410
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		9384243
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		116373

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, L.L.P. (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
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
BHP USA RETIREMENT SAVINGS PLAN	94-3094724	333

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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).

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
BHP NEW MEXICO COAL 401 K PERSONAL SAVINGS PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
BROKEN HILL PROPRIETARY USA INC.

D Employer Identification Number (EIN)
94-3112677

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 23-2186884

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

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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

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

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

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

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

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

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

Part III Amendments

9 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. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (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.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

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.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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):

---

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:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

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:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

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

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
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	**16b**	

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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 NEW MEXICO COAL
401K PERSONAL SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE WITH REPORT OF INDEPENDENT ACCOUNTANTS

as of and for the years ended December 31, 2010 and 2009

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS 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

11550 FUQUA, SUITE 475
HOUSTON, TEXAS 77034
PHONE (281) 481-1040
FAX (281) 481-8485
www.hlb-cpa.com

REPORT OF INDEPENDENT ACCOUNTANTS

To the Plan Administrator
BHP New Mexico Coal 401K Personal Savings Plan

We were engaged to audit the statements of net assets available for benefits of BHP New Mexico Coal 401K Personal Savings Plan (the Plan) as of December 31, 2010 and 2009, and the related statements of changes in net assets available for 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, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary 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 December 31, 2010 and 2009, and for the years then ended, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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

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

Houston, Texas
October 13, 2011

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN

Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets:		
Investments, at fair value (See Notes 2, 3 and 4)	$ 42,759,564	$ 34,522,884
Participant notes receivable	4,828,963	3,802,162
Net assets available for benefits, at fair value	47,588,527	38,325,046
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(97,071)	(48,299)
Net assets available for benefits	$ 47,491,456	$ 38,276,747

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits
For The Years Ended December 31, 2010 and 2009

	2010	2009
Additions to net assets attributable to:		
Investment income:		
Interest and dividends	$ 868,076	$ 731,279
Net appreciation in fair value of investments	3,831,318	5,660,974
Total investment income	4,699,394	6,392,253
Interest income from participant notes receivable	206,636	202,645
Contributions:		
Employer	2,990,196	2,885,614
Participant	3,351,011	3,279,472
Participant rollovers	14,962	35,156
Total contributions	6,356,169	6,200,242
Total additions	11,262,199	12,795,140
Deductions from net assets attributable to:		
Benefits paid	1,852,016	1,322,173
Administrative expenses	79,101	58,601
Total deductions	1,931,117	1,380,774
Net increase in net assets available for benefits before transfer to affiliated plan	9,331,082	11,414,366
Transfer to affiliated plan	(116,373)	(184,647)
Net increase in net assets available for benefits	9,214,709	11,229,719
Net assets available for benefits, beginning of year	38,276,747	27,047,028
Net assets available for benefits, end of year	$ 47,491,456	$ 38,276,747

See accompanying notes to financial statements.

1. Description of Plan

The following description of the BHP New Mexico Coal 401K Personal Savings 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 is a defined contribution plan sponsored by Broken Hill Proprietary, USA, Inc. (the Company) and was established effective December 1, 1998, under Sections 401(k) and 401(a) of the Internal Revenue Code (IRC) of 1986, as amended. The Plan covers hourly employees who are subject to a collective bargaining agreement between the Company and the International Union of Operating Engineers, Local No. 953. The Plan does not have an age or service requirement. The Plan was amended and restated, effective January 1, 2008, to incorporate all previous amendments. In 2009 and 2010, the Plan was amended to revise certain Plan provisions and to comply with recent tax law changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration

Vanguard Fiduciary Trust Company (Vanguard) serves as trustee for the Plan, and Vanguard Group, Inc. serves as recordkeeper for the Plan. The Company serves as the Plan administrator. Certain duties, on behalf of the Plan's sponsor, are carried out by the BHP USA Retirement Advisory Committee (the Committee).

Contributions

All new employees are automatically enrolled in the Plan based on a pre-tax contribution rate of 6% unless the employee elects to waive immediate automatic enrollment.

Each year, participants may make contributions to the Plan on a pre-tax basis through payroll withholding of any whole percentage up to 50% of his or her base pay and/or any whole percentage up to 100% of his or her bonus pay, not to exceed the limitation ($16,500 in both 2010 and 2009) set forth in Section 402(g) of the IRC. Each participant may also elect to make after-tax contributions to the Plan equal to any whole percentage up to 44% of his or her base pay if his or her pre-tax contributions continue at a rate not less than 6% of base pay. The total of pre-tax and after-tax contributions may not exceed 50% of base pay. Participants may make catch-up contributions (pre-tax contributions that exceed the annual elective deferral limit) during any calendar year ending on or after the participant's 50th birthday. A participant's total catch-up contribution was limited to a maximum of $5,500 during both 2010 and 2009. Such catch-up contributions are also eligible for matching. Participants may also make rollover contributions from other qualified plans.

Company Matching Contributions are made on behalf of all participants who are production or maintenance employees of the San Juan Coal Company Underground Mine (Underground Operations) and on behalf of participants who are employed in BHP's surface mining operations (Surface Operations), in an amount equal to the lesser of 4.5% of the total of base pay and bonus pay and 75% of pre-tax deferrals for the year. Catch-up contributions are subject to the same matching provisions. Total Company Matching Contributions amounted to $1,985,112 and $1,958,353 in 2010 and 2009, respectively.

1. Description of Plan - Continued

Contributions - continued

The Company shall also make an Employer Funded Contribution to the Plan on behalf of all eligible participants. Eligible participants of Surface Operations are those who are first employed, rehired or transferred to Surface Operations after June 30, 2004. Effective January 1, 2005, eligible Surface Operations participants include employees who made a one-time election to receive the Employer Funded Contribution in lieu of participation in the Navajo Mine Retirement Plan, a defined benefit plan sponsored by the Company. Eligible participants of Underground Operations are those who were hired after May 1, 2006, or who made a one-time election, for service after May 1, 2006, to receive the Employer Funded Contribution in lieu of participation in the Navajo Mine Retirement Plan. The Company shall make an Employer Funded Contribution of $3,500 and $3,000 per year, pro-rated weekly, for each eligible participant of the Surface Operations and Underground Operations, respectively. Total Employer Funded Contributions for both groups amounted to $1,005,084 and $927,261 in 2010 and 2009, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company Matching and Employer Funded Contributions, and an allocation of investment income (loss), net of administrative expenses. Investment income (loss) allocations are based on the performance of the funds in which the participant has directed his or her accounts to be invested. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account. Participants are 100% vested in all amounts allocated to their participant accounts.

Investment Options

The Plan offers mutual funds and a common collective trust fund as investment options to participants. Participants may change their investment options at any time.

Vesting

Participants are vested immediately in their contributions and Company Matching Contributions, plus earnings thereon. Each participant vests in his Employer Funded Contribution account (if any) upon completion of three years of vesting service or attainment of age 65 as an employee, whichever occurs first.

Forfeitures

All employer contributions credited to a participant's account, but not vested, are forfeited by the participant upon distribution of the full vested value of his or her account (or his/her designated beneficiary in the event of death). Prior to January 1, 2010, forfeitures were used to reduce future employer contributions. Effective January 1, 2010, forfeitures are applied (i) first to reinstate any Plan benefits that are required to be reinstated, (ii) any remaining forfeitures are used to pay administrative expenses of the Plan, and (iii) thereafter, to offset future employer contributions. At December 31, 2010 and 2009, forfeited nonvested amounts available totaled $72,840 and $38,920, respectively. Forfeited amounts of $601 and $54,972 were used to offset employer contributions during 2010 and 2009, respectively.

1. Description of Plan - Continued

In-Service Withdrawals

A participant may take an in-service withdrawal of all or any portion of the balance in his or her after-tax account and or rollover account.

Participant Notes Receivable

Participants may borrow from the vested portions of their account balances a minimum of $1,000 up to a maximum equal to the lesser of 1) 50% of the participant's vested account balance, 2) 100% of the participant's pre-tax, after-tax and rollover accounts, or 3) $50,000, reduced by the excess of the highest outstanding balance of loans during the 12-month period ending on the day before the date the loan is made. Loan terms range from 6 months to 5 years unless used for the purchase of a primary residence, which cannot exceed 10 years. The loans are secured by a portion of the participant's account, not to exceed 50%, and bear interest at a fixed rate equal to one percentage point above the published prime rate at the date of the loan. Interest rates on outstanding loans ranged from 4.25% to 9.25% at both December 31, 2010 and 2009. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

During 2009, upon retirement or other termination of employment, the participant (or his or her beneficiary in the event of death) will receive the value of the vested interest in his or her account as a lump-sum distribution in cash. Effective January 1, 2010, the Plan was amended to allow for the following four distribution options: (i) a single, lump-sum distribution in cash, (ii) two or more installments over such period of time as the participant or beneficiary elects, but not extending beyond the life expectancy of the participant and his or her surviving spouse or designated beneficiary, (iii) two or more partial withdrawals at the election of the participant or beneficiary, or (iv) a combination of the methods specified in (i), (ii) and (iii). If a participant's account balance is greater than $5,000, the participant is paid at any time following termination upon request of the participant, as long as distribution occurs by April 1 of the calendar year following the year in which the participant turns 70 1/2 years of age or retires, whichever occurs later. If the participant's vested balance is between $1,000 and $4,999, the Trustee will roll the account balance into an Individual Retirement Account in the participant's name. For balances less than $1,000, the Trustee will make a lump-sum distribution as soon as practicable.

Administrative Expenses

Expenses related to the administration of the Plan may be paid by the Company or by the Plan. The Company paid certain administrative fees on behalf of the Plan during 2010 and 2009.

2. Summary of Significant Accounting Policies

Financial Accounting Standards Board Codification

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168, *The FASB Accounting Standards Codification TM and the Hierarchy of Generally Accepted Accounting Principles* (GAAP). The FASB Accounting Standards Codification TM, (Codification or ASC) became the source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities. 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. SFAS No. 168 is effective for all financial statements issued for interim and annual periods ending after September 15, 2009.

Following SFAS No. 168, the FASB no longer issues new standards in the form of Statements, FASB Staff Positions (FSP), FASB Interpretations (FIN), or Emerging Issues Task Force Abstracts (EITF); instead, it issues Accounting Standards Updates (ASUs). The FASB does 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.

Basis of Accounting

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

As described in ASC 962, *Defined Contribution Pension Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Investments in the accompanying Statements of Net Assets Available for Benefits include a common collective trust, i.e., the Vanguard Retirement Savings Trust, which is a fully benefit-responsive investment contract. As required, the Statements of Net Assets Available for Benefits present the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

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 net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies - Continued

Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06). ASU No. 2010-06 amends the disclosure requirements of FASB ASC Topic 820, *Fair Value Measurements and Disclosures* (ASC 820) and requires new disclosures regarding (a) transfers in and out of levels 1 and 2 and (b) activity in level 3 fair value measurements. ASU No. 2010-06 also provides amendments to ASC 820 that clarify existing disclosures regarding (a) level of disaggregation for each class of assets and liabilities and (b) disclosures about inputs and valuation techniques for fair value measurements that fall in either levels 2 or 3. ASU No. 2010-06 is effective for periods beginning after December 15, 2009 (except for the level 3 roll forward which is effective for periods beginning after December 15, 2010). The adoption of FASB ASU No. 2010-06 did not have a significant impact on the Plan's financial statements.

In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU No. 2010-25 changed the reporting of loans to participants. Prior to ASU No. 2010-25, loans to participants were reported as investments at fair value. ASU No. 2010-25 requires that loans to participants be reported as notes receivable from participants at the unpaid principal balance plus any accrued but unpaid interest. ASU No. 2010-25 is effective for periods ending after December 15, 2010. The Plan adopted ASU No. 2010-25 in the 2010 financial statements, applied retrospectively for all periods presented. The adoption of ASU No. 2010-25 was not significant as the unpaid principal balance plus accrued interest of loans to participants approximated fair value.

In May 2009, the FASB issued ASC Topic 855, *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.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risk, which generally means the risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies - Continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. 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. See Note 4 for discussion of fair value measurements.

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

Benefit Payments

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is accrued as earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Reclassifications

Certain items in the 2009 financial statements have been reclassified to conform to the 2010 financial statement presentation. Such reclassifications had no effect on net assets available for benefits or the change in net assets available for benefits.

3. Investments

The following investments each represent 5% or more of the Plan's net assets at December 31, 2010 and 2009:

	2010	2009
Vanguard Balanced Index Signal Fund	$ 4,164,530	$ 3,518,579
Vanguard Total International Stock Index Fund	3,652,335	2,897,941
Vanguard Target Retirement 2020 Fund	3,289,644	2,671,743
Vanguard Total Bond Market Index Fund	2,846,910	2,440,539
Vanguard Target Retirement 2015 Fund	2,755,482	2,306,643
Vanguard Target Retirement 2025 Fund	2,516,865	2,035,371
Vanguard Retirement Savings Trust	2,465,103	2,236,502
Investments less than 5% of the Plan's net assets	21,068,695	16,415,566
Total investments	$ 42,759,564	$ 34,522,884

3. Investments - Continued

During the years ended December 31, 2010 and 2009, the Plan's investments in registered investment companies (including realized gains and losses on investments sold, as well as held during the year) appreciated in value by $3,831,318 and 5,660,974, respectively.

4. Fair Value Measurements

ASC Topic 820, *Fair Value Measurements and Disclosures*, 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 or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 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 market data by correlation or other means.

The asset's or liability's fair value measurement level within the fair value 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 measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common collective trust: Valued at fair value based on information reported in the audited financial statements of the collective trust at year-end.

4. Fair Value Measurements – Continued

The methods described above may produce a fair value calculation 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, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blended funds	$ 30,848,581	$ -	$ -	$ 30,848,581
Growth funds	5,870,791	-	-	5,870,791
Bond funds	2,846,910	-	-	2,846,910
Value funds	655,465	-	-	655,465
Money market funds	72,714	-	-	72,714
Total mutual funds	40,294,461	-	-	40,294,461
Common collective trust	-	-	2,465,103	2,465,103
Total assets at fair value	$ 40,294,461	$ -	$ 2,465,103	$ 42,759,564

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blended funds	$ 24,589,932	$ -	$ -	$ 24,589,932
Growth funds	4,899,227	-	-	4,899,227
Bond funds	2,440,539	-	-	2,440,539
Value funds	317,764	-	-	317,764
Money market funds	38,920	-	-	38,920
Total mutual funds	32,286,382	-	-	32,286,382
Common collective trust	-	-	2,236,502	2,236,502
Total assets at fair value	$ 32,286,382	$ -	$ 2,236,502	$ 34,522,884

4. Fair Value Measurements – Continued

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2010 and 2009:

	Common Collective Trust
Balance at January 1, 2009	$ 1,837,405
Interest and dividends	62,642
Purchases, sales, issuances and settlements, net	336,455
Balance at December 31, 2009	2,236,502
Interest and dividends	64,128
Purchases, sales, issuances and settlements, net	164,473
Balance at December 31, 2010	$ 2,465,103

5. Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustee, Vanguard Fiduciary Trust Company, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2010 and 2009:

	2010	2009
Registered investment companies (mutual funds)	$ 40,294,461	$ 32,286,382
Common collective trust, at contract value	$ 2,368,032	$ 2,188,203
Participant notes receivable	$ 4,828,963	$ 3,802,162

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009:

	2010	2009
Investment income:		
Interest and dividends on investments	$ 868,076	$ 731,279
Net appreciation in fair value of investments	3,831,318	5,660,974
Total investment income	$ 4,699,394	$ 6,392,253
Interest income from participant notes receivable	$ 206,636	$ 202,645

c. All information included in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010, as shown in the supplemental schedule.

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 the financial statements and supplemental schedule.

6. Party-in-Interest Transactions

The Plan invests in mutual funds and a common collective trust fund, which are managed and distributed by Vanguard, the trustee, and the Plan issues notes receivable from participants. 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.

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 16, 2010, that the Plan and related trust are designed in accordance with applicable sections of the IRC.

The Plan has been amended since receiving the determination letter; however, the Plan's administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, accordingly, that the trust maintained in connection with the Plan is tax exempt.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their account balances.

9. Reconciliation of Plan Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 at December 31, 2010 and 2009:

	2010	2009
Net assets available for benefits per the financial statements	$ 47,491,456	$ 38,276,747
Adjustment from fair value to contract value for fully benefit-responsive investment contract	97,071	48,299
Deemed loans	-	(4,389)
Net assets available for benefits per the Form 5500	$ 47,588,527	$ 38,320,657

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2010 and 2009:

	2010	2009
Net increase in net assets available for benefits per the financial statements	$ 9,214,709	$ 11,229,719
Adjustment from fair value to contract value for fully benefit-responsive investment contract – current year	97,071	48,299
Adjustment from fair value to contract value for fully benefit-responsive investment contract – prior year	(48,299)	24,012
Deemed loans – current year	-	(4,389)
Deemed loans – prior year	4,389	-
Net increase in net assets available for benefits per the Form 5500	$ 9,267,870	$ 11,297,641

10. Subsequent Events

Plan management has evaluated all subsequent events through October 13, 2011, which is the date the financial statements were issued, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

EIN: 94-3144067
PN: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Market Value ***	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Balanced Index Signal Fund	$ 4,164,530	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Total International Stock Index Fund	3,652,335	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2020 Fund	3,289,644	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Total Bond Market Index Fund	2,846,910	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2015 Fund	2,755,482	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2025 Fund	2,516,865	**
*	Vanguard Fiduciary Trust Company	Common Collective Trust - Retirement Savings Trust	2,465,103	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2040 Fund	2,220,612	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2035 Fund	2,190,537	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2030 Fund	2,149,840	
	Franklin Templeton Investments	Mutual Fund - Growth Fund A	2,054,301	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Growth & Income Fund	1,776,496	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Primecap Fund	1,729,286	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Morgan Growth Fund	1,662,376	
	Baron Capital Group	Mutual Fund - Asset Fund A	1,444,478	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2045 Fund	1,371,346	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2050 Fund	1,288,708	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Capital Opportunity Fund	971,750	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Extended Market Index Fund	747,632	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2010 Fund	598,487	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Small Cap Value Index Fund	548,176	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Windsor II Fund	107,289	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Prime Money Market Fund	72,714	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2005 Fund	67,291	
	Century Funds	Mutual Fund - Small Cap Select Fund	62,901	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement Income Fund	4,475	
*	Participant loans	Loans to participants bearing interest at rates ranging from 4.25% to 9.25%	4,828,963	**
			$ 47,588,527	

* Represents party-in-interest.

** Represents investments comprising at least 5% of net assets available for benefits.

*** Cost information is not presented because all investments are participant directed.

BHP NEW MEXICO COAL
401K PERSONAL SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE WITH REPORT OF INDEPENDENT ACCOUNTANTS

as of and for the years ended December 31, 2010 and 2009

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS 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 New Mexico Coal 401K Personal Savings Plan

We were engaged to audit the statements of net assets available for benefits of BHP New Mexico Coal 401K Personal Savings Plan (the Plan) as of December 31, 2010 and 2009, and the related statements of changes in net assets available for 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, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary 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 December 31, 2010 and 2009, and for the years then ended, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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

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

Houston, Texas
October 13, 2011

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN

Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets:		
Investments, at fair value (See Notes 2, 3 and 4)	$ 42,759,564	$ 34,522,884
Participant notes receivable	4,828,963	3,802,162
Net assets available for benefits, at fair value	47,588,527	38,325,046
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(97,071)	(48,299)
Net assets available for benefits	$ 47,491,456	$ 38,276,747

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits
For The Years Ended December 31, 2010 and 2009

	2010	2009
Additions to net assets attributable to:		
Investment income:		
Interest and dividends	$ 868,076	$ 731,279
Net appreciation in fair value of investments	3,831,318	5,660,974
Total investment income	4,699,394	6,392,253
Interest income from participant notes receivable	206,636	202,645
Contributions:		
Employer	2,990,196	2,885,614
Participant	3,351,011	3,279,472
Participant rollovers	14,962	35,156
Total contributions	6,356,169	6,200,242
Total additions	11,262,199	12,795,140
Deductions from net assets attributable to:		
Benefits paid	1,852,016	1,322,173
Administrative expenses	79,101	58,601
Total deductions	1,931,117	1,380,774
Net increase in net assets available for benefits before transfer to affiliated plan	9,331,082	11,414,366
Transfer to affiliated plan	(116,373)	(184,647)
Net increase in net assets available for benefits	9,214,709	11,229,719
Net assets available for benefits, beginning of year	38,276,747	27,047,028
Net assets available for benefits, end of year	$ 47,491,456	$ 38,276,747

See accompanying notes to financial statements.

1. Description of Plan

The following description of the BHP New Mexico Coal 401K Personal Savings 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 is a defined contribution plan sponsored by Broken Hill Proprietary, USA, Inc. (the Company) and was established effective December 1, 1998, under Sections 401(k) and 401(a) of the Internal Revenue Code (IRC) of 1986, as amended. The Plan covers hourly employees who are subject to a collective bargaining agreement between the Company and the International Union of Operating Engineers, Local No. 953. The Plan does not have an age or service requirement. The Plan was amended and restated, effective January 1, 2008, to incorporate all previous amendments. In 2009 and 2010, the Plan was amended to revise certain Plan provisions and to comply with recent tax law changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration

Vanguard Fiduciary Trust Company (Vanguard) serves as trustee for the Plan, and Vanguard Group, Inc. serves as recordkeeper for the Plan. The Company serves as the Plan administrator. Certain duties, on behalf of the Plan's sponsor, are carried out by the BHP USA Retirement Advisory Committee (the Committee).

Contributions

All new employees are automatically enrolled in the Plan based on a pre-tax contribution rate of 6% unless the employee elects to waive immediate automatic enrollment.

Each year, participants may make contributions to the Plan on a pre-tax basis through payroll withholding of any whole percentage up to 50% of his or her base pay and/or any whole percentage up to 100% of his or her bonus pay, not to exceed the limitation ($16,500 in both 2010 and 2009) set forth in Section 402(g) of the IRC. Each participant may also elect to make after-tax contributions to the Plan equal to any whole percentage up to 44% of his or her base pay if his or her pre-tax contributions continue at a rate not less than 6% of base pay. The total of pre-tax and after-tax contributions may not exceed 50% of base pay. Participants may make catch-up contributions (pre-tax contributions that exceed the annual elective deferral limit) during any calendar year ending on or after the participant's 50th birthday. A participant's total catch-up contribution was limited to a maximum of $5,500 during both 2010 and 2009. Such catch-up contributions are also eligible for matching. Participants may also make rollover contributions from other qualified plans.

Company Matching Contributions are made on behalf of all participants who are production or maintenance employees of the San Juan Coal Company Underground Mine (Underground Operations) and on behalf of participants who are employed in BHP's surface mining operations (Surface Operations), in an amount equal to the lesser of 4.5% of the total of base pay and bonus pay and 75% of pre-tax deferrals for the year. Catch-up contributions are subject to the same matching provisions. Total Company Matching Contributions amounted to $1,985,112 and $1,958,353 in 2010 and 2009, respectively.

1. Description of Plan - Continued

Contributions - continued

The Company shall also make an Employer Funded Contribution to the Plan on behalf of all eligible participants. Eligible participants of Surface Operations are those who are first employed, rehired or transferred to Surface Operations after June 30, 2004. Effective January 1, 2005, eligible Surface Operations participants include employees who made a one-time election to receive the Employer Funded Contribution in lieu of participation in the Navajo Mine Retirement Plan, a defined benefit plan sponsored by the Company. Eligible participants of Underground Operations are those who were hired after May 1, 2006, or who made a one-time election, for service after May 1, 2006, to receive the Employer Funded Contribution in lieu of participation in the Navajo Mine Retirement Plan. The Company shall make an Employer Funded Contribution of $3,500 and $3,000 per year, pro-rated weekly, for each eligible participant of the Surface Operations and Underground Operations, respectively. Total Employer Funded Contributions for both groups amounted to $1,005,084 and $927,261 in 2010 and 2009, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company Matching and Employer Funded Contributions, and an allocation of investment income (loss), net of administrative expenses. Investment income (loss) allocations are based on the performance of the funds in which the participant has directed his or her accounts to be invested. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account. Participants are 100% vested in all amounts allocated to their participant accounts.

Investment Options

The Plan offers mutual funds and a common collective trust fund as investment options to participants. Participants may change their investment options at any time.

Vesting

Participants are vested immediately in their contributions and Company Matching Contributions, plus earnings thereon. Each participant vests in his Employer Funded Contribution account (if any) upon completion of three years of vesting service or attainment of age 65 as an employee, whichever occurs first.

Forfeitures

All employer contributions credited to a participant's account, but not vested, are forfeited by the participant upon distribution of the full vested value of his or her account (or his/her designated beneficiary in the event of death). Prior to January 1, 2010, forfeitures were used to reduce future employer contributions. Effective January 1, 2010, forfeitures are applied (i) first to reinstate any Plan benefits that are required to be reinstated, (ii) any remaining forfeitures are used to pay administrative expenses of the Plan, and (iii) thereafter, to offset future employer contributions. At December 31, 2010 and 2009, forfeited nonvested amounts available totaled $72,840 and $38,920, respectively. Forfeited amounts of $601 and $54,972 were used to offset employer contributions during 2010 and 2009, respectively.

1. Description of Plan - Continued

In-Service Withdrawals

A participant may take an in-service withdrawal of all or any portion of the balance in his or her after-tax account and or rollover account.

Participant Notes Receivable

Participants may borrow from the vested portions of their account balances a minimum of $1,000 up to a maximum equal to the lesser of 1) 50% of the participant's vested account balance, 2) 100% of the participant's pre-tax, after-tax and rollover accounts, or 3) $50,000, reduced by the excess of the highest outstanding balance of loans during the 12-month period ending on the day before the date the loan is made. Loan terms range from 6 months to 5 years unless used for the purchase of a primary residence, which cannot exceed 10 years. The loans are secured by a portion of the participant's account, not to exceed 50%, and bear interest at a fixed rate equal to one percentage point above the published prime rate at the date of the loan. Interest rates on outstanding loans ranged from 4.25% to 9.25% at both December 31, 2010 and 2009. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

During 2009, upon retirement or other termination of employment, the participant (or his or her beneficiary in the event of death) will receive the value of the vested interest in his or her account as a lump-sum distribution in cash. Effective January 1, 2010, the Plan was amended to allow for the following four distribution options: (i) a single, lump-sum distribution in cash, (ii) two or more installments over such period of time as the participant or beneficiary elects, but not extending beyond the life expectancy of the participant and his or her surviving spouse or designated beneficiary, (iii) two or more partial withdrawals at the election of the participant or beneficiary, or (iv) a combination of the methods specified in (i), (ii) and (iii). If a participant's account balance is greater than $5,000, the participant is paid at any time following termination upon request of the participant, as long as distribution occurs by April 1 of the calendar year following the year in which the participant turns 70 1/2 years of age or retires, whichever occurs later. If the participant's vested balance is between $1,000 and $4,999, the Trustee will roll the account balance into an Individual Retirement Account in the participant's name. For balances less than $1,000, the Trustee will make a lump-sum distribution as soon as practicable.

Administrative Expenses

Expenses related to the administration of the Plan may be paid by the Company or by the Plan. The Company paid certain administrative fees on behalf of the Plan during 2010 and 2009.

2. Summary of Significant Accounting Policies

Financial Accounting Standards Board Codification

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168, *The FASB Accounting Standards Codification TM and the Hierarchy of Generally Accepted Accounting Principles* (GAAP). The FASB Accounting Standards Codification TM, (Codification or ASC) became the source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities. 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. SFAS No. 168 is effective for all financial statements issued for interim and annual periods ending after September 15, 2009.

Following SFAS No. 168, the FASB no longer issues new standards in the form of Statements, FASB Staff Positions (FSP), FASB Interpretations (FIN), or Emerging Issues Task Force Abstracts (EITF); instead, it issues Accounting Standards Updates (ASUs). The FASB does 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.

Basis of Accounting

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

As described in ASC 962, *Defined Contribution Pension Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Investments in the accompanying Statements of Net Assets Available for Benefits include a common collective trust, i.e., the Vanguard Retirement Savings Trust, which is a fully benefit-responsive investment contract. As required, the Statements of Net Assets Available for Benefits present the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

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 net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies - Continued

Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06). ASU No. 2010-06 amends the disclosure requirements of FASB ASC Topic 820, *Fair Value Measurements and Disclosures* (ASC 820) and requires new disclosures regarding (a) transfers in and out of levels 1 and 2 and (b) activity in level 3 fair value measurements. ASU No. 2010-06 also provides amendments to ASC 820 that clarify existing disclosures regarding (a) level of disaggregation for each class of assets and liabilities and (b) disclosures about inputs and valuation techniques for fair value measurements that fall in either levels 2 or 3. ASU No. 2010-06 is effective for periods beginning after December 15, 2009 (except for the level 3 roll forward which is effective for periods beginning after December 15, 2010). The adoption of FASB ASU No. 2010-06 did not have a significant impact on the Plan's financial statements.

In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU No. 2010-25 changed the reporting of loans to participants. Prior to ASU No. 2010-25, loans to participants were reported as investments at fair value. ASU No. 2010-25 requires that loans to participants be reported as notes receivable from participants at the unpaid principal balance plus any accrued but unpaid interest. ASU No. 2010-25 is effective for periods ending after December 15, 2010. The Plan adopted ASU No. 2010-25 in the 2010 financial statements, applied retrospectively for all periods presented. The adoption of ASU No. 2010-25 was not significant as the unpaid principal balance plus accrued interest of loans to participants approximated fair value.

In May 2009, the FASB issued ASC Topic 855, *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.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risk, which generally means the risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies - Continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. 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. See Note 4 for discussion of fair value measurements.

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

Benefit Payments

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is accrued as earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Reclassifications

Certain items in the 2009 financial statements have been reclassified to conform to the 2010 financial statement presentation. Such reclassifications had no effect on net assets available for benefits or the change in net assets available for benefits.

3. Investments

The following investments each represent 5% or more of the Plan's net assets at December 31, 2010 and 2009:

	2010	2009
Vanguard Balanced Index Signal Fund	$ 4,164,530	$ 3,518,579
Vanguard Total International Stock Index Fund	3,652,335	2,897,941
Vanguard Target Retirement 2020 Fund	3,289,644	2,671,743
Vanguard Total Bond Market Index Fund	2,846,910	2,440,539
Vanguard Target Retirement 2015 Fund	2,755,482	2,306,643
Vanguard Target Retirement 2025 Fund	2,516,865	2,035,371
Vanguard Retirement Savings Trust	2,465,103	2,236,502
Investments less than 5% of the Plan's net assets	21,068,695	16,415,566
Total investments	$ 42,759,564	$ 34,522,884

3. Investments - Continued

During the years ended December 31, 2010 and 2009, the Plan's investments in registered investment companies (including realized gains and losses on investments sold, as well as held during the year) appreciated in value by $3,831,318 and 5,660,974, respectively.

4. Fair Value Measurements

ASC Topic 820, *Fair Value Measurements and Disclosures*, 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 or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 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 market data by correlation or other means.

The asset's or liability's fair value measurement level within the fair value 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 measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common collective trust: Valued at fair value based on information reported in the audited financial statements of the collective trust at year-end.

4. Fair Value Measurements – Continued

The methods described above may produce a fair value calculation 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, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blended funds	$ 30,848,581	$ -	$ -	$ 30,848,581
Growth funds	5,870,791	-	-	5,870,791
Bond funds	2,846,910	-	-	2,846,910
Value funds	655,465	-	-	655,465
Money market funds	72,714	-	-	72,714
Total mutual funds	40,294,461	-	-	40,294,461
Common collective trust	-	-	2,465,103	2,465,103
Total assets at fair value	$ 40,294,461	$ -	$ 2,465,103	$ 42,759,564

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blended funds	$ 24,589,932	$ -	$ -	$ 24,589,932
Growth funds	4,899,227	-	-	4,899,227
Bond funds	2,440,539	-	-	2,440,539
Value funds	317,764	-	-	317,764
Money market funds	38,920	-	-	38,920
Total mutual funds	32,286,382	-	-	32,286,382
Common collective trust	-	-	2,236,502	2,236,502
Total assets at fair value	$ 32,286,382	$ -	$ 2,236,502	$ 34,522,884

4. Fair Value Measurements – Continued

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2010 and 2009:

	Common Collective Trust
Balance at January 1, 2009	$ 1,837,405
Interest and dividends	62,642
Purchases, sales, issuances and settlements, net	336,455
Balance at December 31, 2009	2,236,502
Interest and dividends	64,128
Purchases, sales, issuances and settlements, net	164,473
Balance at December 31, 2010	$ 2,465,103

5. Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustee, Vanguard Fiduciary Trust Company, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2010 and 2009:

	2010	2009
Registered investment companies (mutual funds)	$ 40,294,461	$ 32,286,382
Common collective trust, at contract value	$ 2,368,032	$ 2,188,203
Participant notes receivable	$ 4,828,963	$ 3,802,162

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009:

	2010	2009
Investment income:		
Interest and dividends on investments	$ 868,076	$ 731,279
Net appreciation in fair value of investments	3,831,318	5,660,974
Total investment income	$ 4,699,394	$ 6,392,253
Interest income from participant notes receivable	$ 206,636	$ 202,645

c. All information included in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010, as shown in the supplemental schedule.

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 the financial statements and supplemental schedule.

6. Party-in-Interest Transactions

The Plan invests in mutual funds and a common collective trust fund, which are managed and distributed by Vanguard, the trustee, and the Plan issues notes receivable from participants. 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.

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 16, 2010, that the Plan and related trust are designed in accordance with applicable sections of the IRC.

The Plan has been amended since receiving the determination letter; however, the Plan's administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, accordingly, that the trust maintained in connection with the Plan is tax exempt.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their account balances.

9. Reconciliation of Plan Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 at December 31, 2010 and 2009:

	2010	2009
Net assets available for benefits per the financial statements	$ 47,491,456	$ 38,276,747
Adjustment from fair value to contract value for fully benefit-responsive investment contract	97,071	48,299
Deemed loans	-	(4,389)
Net assets available for benefits per the Form 5500	$ 47,588,527	$ 38,320,657

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2010 and 2009:

	2010	2009
Net increase in net assets available for benefits per the financial statements	$ 9,214,709	$ 11,229,719
Adjustment from fair value to contract value for fully benefit-responsive investment contract – current year	97,071	48,299
Adjustment from fair value to contract value for fully benefit-responsive investment contract – prior year	(48,299)	24,012
Deemed loans – current year	-	(4,389)
Deemed loans – prior year	4,389	-
Net increase in net assets available for benefits per the Form 5500	$ 9,267,870	$ 11,297,641

10. Subsequent Events

Plan management has evaluated all subsequent events through October 13, 2011, which is the date the financial statements were issued, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

EIN: 94-3144067
PN: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Market Value ***	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Balanced Index Signal Fund	$ 4,164,530	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Total International Stock Index Fund	3,652,335	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2020 Fund	3,289,644	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Total Bond Market Index Fund	2,846,910	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2015 Fund	2,755,482	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2025 Fund	2,516,865	**
*	Vanguard Fiduciary Trust Company	Common Collective Trust - Retirement Savings Trust	2,465,103	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2040 Fund	2,220,612	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2035 Fund	2,190,537	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2030 Fund	2,149,840	
	Franklin Templeton Investments	Mutual Fund - Growth Fund A	2,054,301	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Growth & Income Fund	1,776,496	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Primecap Fund	1,729,286	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Morgan Growth Fund	1,662,376	
	Baron Capital Group	Mutual Fund - Asset Fund A	1,444,478	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2045 Fund	1,371,346	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2050 Fund	1,288,708	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Capital Opportunity Fund	971,750	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Extended Market Index Fund	747,632	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2010 Fund	598,487	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Small Cap Value Index Fund	548,176	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Windsor II Fund	107,289	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Prime Money Market Fund	72,714	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2005 Fund	67,291	
	Century Funds	Mutual Fund - Small Cap Select Fund	62,901	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement Income Fund	4,475	
*	Participant loans	Loans to participants bearing interest at rates ranging from 4.25% to 9.25%	4,828,963	**
			$ 47,588,527	

* Represents party-in-interest.

** Represents investments comprising at least 5% of net assets available for benefits.

*** Cost information is not presented because all investments are participant directed.

BHP NEW MEXICO COAL
401K PERSONAL SAVINGS PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE WITH REPORT OF INDEPENDENT ACCOUNTANTS

as of and for the years ended December 31, 2010 and 2009

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS 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 New Mexico Coal 401K Personal Savings Plan

We were engaged to audit the statements of net assets available for benefits of BHP New Mexico Coal 401K Personal Savings Plan (the Plan) as of December 31, 2010 and 2009, and the related statements of changes in net assets available for 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, 2010. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Vanguard Fiduciary 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 December 31, 2010 and 2009, and for the years then ended, that the information provided to the Plan administrator by the Trustee is complete and accurate.

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

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

Houston, Texas
October 13, 2011

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN

Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets:		
Investments, at fair value (See Notes 2, 3 and 4)	$ 42,759,564	$ 34,522,884
Participant notes receivable	4,828,963	3,802,162
Net assets available for benefits, at fair value	47,588,527	38,325,046
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(97,071)	(48,299)
Net assets available for benefits	$ 47,491,456	$ 38,276,747

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits
For The Years Ended December 31, 2010 and 2009

	2010	2009
Additions to net assets attributable to:		
Investment income:		
Interest and dividends	$ 868,076	$ 731,279
Net appreciation in fair value of investments	3,831,318	5,660,974
Total investment income	4,699,394	6,392,253
Interest income from participant notes receivable	206,636	202,645
Contributions:		
Employer	2,990,196	2,885,614
Participant	3,351,011	3,279,472
Participant rollovers	14,962	35,156
Total contributions	6,356,169	6,200,242
Total additions	11,262,199	12,795,140
Deductions from net assets attributable to:		
Benefits paid	1,852,016	1,322,173
Administrative expenses	79,101	58,601
Total deductions	1,931,117	1,380,774
Net increase in net assets available for benefits before transfer to affiliated plan	9,331,082	11,414,366
Transfer to affiliated plan	(116,373)	(184,647)
Net increase in net assets available for benefits	9,214,709	11,229,719
Net assets available for benefits, beginning of year	38,276,747	27,047,028
Net assets available for benefits, end of year	$ 47,491,456	$ 38,276,747

See accompanying notes to financial statements.

1. Description of Plan

The following description of the BHP New Mexico Coal 401K Personal Savings 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 is a defined contribution plan sponsored by Broken Hill Proprietary, USA, Inc. (the Company) and was established effective December 1, 1998, under Sections 401(k) and 401(a) of the Internal Revenue Code (IRC) of 1986, as amended. The Plan covers hourly employees who are subject to a collective bargaining agreement between the Company and the International Union of Operating Engineers, Local No. 953. The Plan does not have an age or service requirement. The Plan was amended and restated, effective January 1, 2008, to incorporate all previous amendments. In 2009 and 2010, the Plan was amended to revise certain Plan provisions and to comply with recent tax law changes. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration

Vanguard Fiduciary Trust Company (Vanguard) serves as trustee for the Plan, and Vanguard Group, Inc. serves as recordkeeper for the Plan. The Company serves as the Plan administrator. Certain duties, on behalf of the Plan's sponsor, are carried out by the BHP USA Retirement Advisory Committee (the Committee).

Contributions

All new employees are automatically enrolled in the Plan based on a pre-tax contribution rate of 6% unless the employee elects to waive immediate automatic enrollment.

Each year, participants may make contributions to the Plan on a pre-tax basis through payroll withholding of any whole percentage up to 50% of his or her base pay and/or any whole percentage up to 100% of his or her bonus pay, not to exceed the limitation ($16,500 in both 2010 and 2009) set forth in Section 402(g) of the IRC. Each participant may also elect to make after-tax contributions to the Plan equal to any whole percentage up to 44% of his or her base pay if his or her pre-tax contributions continue at a rate not less than 6% of base pay. The total of pre-tax and after-tax contributions may not exceed 50% of base pay. Participants may make catch-up contributions (pre-tax contributions that exceed the annual elective deferral limit) during any calendar year ending on or after the participant's 50th birthday. A participant's total catch-up contribution was limited to a maximum of $5,500 during both 2010 and 2009. Such catch-up contributions are also eligible for matching. Participants may also make rollover contributions from other qualified plans.

Company Matching Contributions are made on behalf of all participants who are production or maintenance employees of the San Juan Coal Company Underground Mine (Underground Operations) and on behalf of participants who are employed in BHP's surface mining operations (Surface Operations), in an amount equal to the lesser of 4.5% of the total of base pay and bonus pay and 75% of pre-tax deferrals for the year. Catch-up contributions are subject to the same matching provisions. Total Company Matching Contributions amounted to $1,985,112 and $1,958,353 in 2010 and 2009, respectively.

1. Description of Plan - Continued

Contributions - continued

The Company shall also make an Employer Funded Contribution to the Plan on behalf of all eligible participants. Eligible participants of Surface Operations are those who are first employed, rehired or transferred to Surface Operations after June 30, 2004. Effective January 1, 2005, eligible Surface Operations participants include employees who made a one-time election to receive the Employer Funded Contribution in lieu of participation in the Navajo Mine Retirement Plan, a defined benefit plan sponsored by the Company. Eligible participants of Underground Operations are those who were hired after May 1, 2006, or who made a one-time election, for service after May 1, 2006, to receive the Employer Funded Contribution in lieu of participation in the Navajo Mine Retirement Plan. The Company shall make an Employer Funded Contribution of $3,500 and $3,000 per year, pro-rated weekly, for each eligible participant of the Surface Operations and Underground Operations, respectively. Total Employer Funded Contributions for both groups amounted to $1,005,084 and $927,261 in 2010 and 2009, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company Matching and Employer Funded Contributions, and an allocation of investment income (loss), net of administrative expenses. Investment income (loss) allocations are based on the performance of the funds in which the participant has directed his or her accounts to be invested. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account. Participants are 100% vested in all amounts allocated to their participant accounts.

Investment Options

The Plan offers mutual funds and a common collective trust fund as investment options to participants. Participants may change their investment options at any time.

Vesting

Participants are vested immediately in their contributions and Company Matching Contributions, plus earnings thereon. Each participant vests in his Employer Funded Contribution account (if any) upon completion of three years of vesting service or attainment of age 65 as an employee, whichever occurs first.

Forfeitures

All employer contributions credited to a participant's account, but not vested, are forfeited by the participant upon distribution of the full vested value of his or her account (or his/her designated beneficiary in the event of death). Prior to January 1, 2010, forfeitures were used to reduce future employer contributions. Effective January 1, 2010, forfeitures are applied (i) first to reinstate any Plan benefits that are required to be reinstated, (ii) any remaining forfeitures are used to pay administrative expenses of the Plan, and (iii) thereafter, to offset future employer contributions. At December 31, 2010 and 2009, forfeited nonvested amounts available totaled $72,840 and $38,920, respectively. Forfeited amounts of $601 and $54,972 were used to offset employer contributions during 2010 and 2009, respectively.

1. Description of Plan - Continued

In-Service Withdrawals

A participant may take an in-service withdrawal of all or any portion of the balance in his or her after-tax account and or rollover account.

Participant Notes Receivable

Participants may borrow from the vested portions of their account balances a minimum of $1,000 up to a maximum equal to the lesser of 1) 50% of the participant's vested account balance, 2) 100% of the participant's pre-tax, after-tax and rollover accounts, or 3) $50,000, reduced by the excess of the highest outstanding balance of loans during the 12-month period ending on the day before the date the loan is made. Loan terms range from 6 months to 5 years unless used for the purchase of a primary residence, which cannot exceed 10 years. The loans are secured by a portion of the participant's account, not to exceed 50%, and bear interest at a fixed rate equal to one percentage point above the published prime rate at the date of the loan. Interest rates on outstanding loans ranged from 4.25% to 9.25% at both December 31, 2010 and 2009. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

During 2009, upon retirement or other termination of employment, the participant (or his or her beneficiary in the event of death) will receive the value of the vested interest in his or her account as a lump-sum distribution in cash. Effective January 1, 2010, the Plan was amended to allow for the following four distribution options: (i) a single, lump-sum distribution in cash, (ii) two or more installments over such period of time as the participant or beneficiary elects, but not extending beyond the life expectancy of the participant and his or her surviving spouse or designated beneficiary, (iii) two or more partial withdrawals at the election of the participant or beneficiary, or (iv) a combination of the methods specified in (i), (ii) and (iii). If a participant's account balance is greater than $5,000, the participant is paid at any time following termination upon request of the participant, as long as distribution occurs by April 1 of the calendar year following the year in which the participant turns 70 1/2 years of age or retires, whichever occurs later. If the participant's vested balance is between $1,000 and $4,999, the Trustee will roll the account balance into an Individual Retirement Account in the participant's name. For balances less than $1,000, the Trustee will make a lump-sum distribution as soon as practicable.

Administrative Expenses

Expenses related to the administration of the Plan may be paid by the Company or by the Plan. The Company paid certain administrative fees on behalf of the Plan during 2010 and 2009.

2. Summary of Significant Accounting Policies

Financial Accounting Standards Board Codification

In June 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 168, *The FASB Accounting Standards Codification TM and the Hierarchy of Generally Accepted Accounting Principles* (GAAP). The FASB Accounting Standards Codification TM, (Codification or ASC) became the source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities. 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. SFAS No. 168 is effective for all financial statements issued for interim and annual periods ending after September 15, 2009.

Following SFAS No. 168, the FASB no longer issues new standards in the form of Statements, FASB Staff Positions (FSP), FASB Interpretations (FIN), or Emerging Issues Task Force Abstracts (EITF); instead, it issues Accounting Standards Updates (ASUs). The FASB does 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.

Basis of Accounting

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

As described in ASC 962, *Defined Contribution Pension Plans*, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. Investments in the accompanying Statements of Net Assets Available for Benefits include a common collective trust, i.e., the Vanguard Retirement Savings Trust, which is a fully benefit-responsive investment contract. As required, the Statements of Net Assets Available for Benefits present the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

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 net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

2. Summary of Significant Accounting Policies - Continued

Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements* (ASU No. 2010-06). ASU No. 2010-06 amends the disclosure requirements of FASB ASC Topic 820, *Fair Value Measurements and Disclosures* (ASC 820) and requires new disclosures regarding (a) transfers in and out of levels 1 and 2 and (b) activity in level 3 fair value measurements. ASU No. 2010-06 also provides amendments to ASC 820 that clarify existing disclosures regarding (a) level of disaggregation for each class of assets and liabilities and (b) disclosures about inputs and valuation techniques for fair value measurements that fall in either levels 2 or 3. ASU No. 2010-06 is effective for periods beginning after December 15, 2009 (except for the level 3 roll forward which is effective for periods beginning after December 15, 2010). The adoption of FASB ASU No. 2010-06 did not have a significant impact on the Plan's financial statements.

In September 2010, the FASB issued ASU No. 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. ASU No. 2010-25 changed the reporting of loans to participants. Prior to ASU No. 2010-25, loans to participants were reported as investments at fair value. ASU No. 2010-25 requires that loans to participants be reported as notes receivable from participants at the unpaid principal balance plus any accrued but unpaid interest. ASU No. 2010-25 is effective for periods ending after December 15, 2010. The Plan adopted ASU No. 2010-25 in the 2010 financial statements, applied retrospectively for all periods presented. The adoption of ASU No. 2010-25 was not significant as the unpaid principal balance plus accrued interest of loans to participants approximated fair value.

In May 2009, the FASB issued ASC Topic 855, *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.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to market risk, which generally means the risk of loss in the value of certain investment securities due to changes in interest rates, security and commodity prices and general market conditions. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies - Continued

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. 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. See Note 4 for discussion of fair value measurements.

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

Benefit Payments

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is accrued as earned. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Reclassifications

Certain items in the 2009 financial statements have been reclassified to conform to the 2010 financial statement presentation. Such reclassifications had no effect on net assets available for benefits or the change in net assets available for benefits.

3. Investments

The following investments each represent 5% or more of the Plan's net assets at December 31, 2010 and 2009:

	2010	2009
Vanguard Balanced Index Signal Fund	$ 4,164,530	$ 3,518,579
Vanguard Total International Stock Index Fund	3,652,335	2,897,941
Vanguard Target Retirement 2020 Fund	3,289,644	2,671,743
Vanguard Total Bond Market Index Fund	2,846,910	2,440,539
Vanguard Target Retirement 2015 Fund	2,755,482	2,306,643
Vanguard Target Retirement 2025 Fund	2,516,865	2,035,371
Vanguard Retirement Savings Trust	2,465,103	2,236,502
Investments less than 5% of the Plan's net assets	21,068,695	16,415,566
Total investments	$ 42,759,564	$ 34,522,884

3. Investments - Continued

During the years ended December 31, 2010 and 2009, the Plan's investments in registered investment companies (including realized gains and losses on investments sold, as well as held during the year) appreciated in value by $3,831,318 and 5,660,974, respectively.

4. Fair Value Measurements

ASC Topic 820, *Fair Value Measurements and Disclosures*, 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 or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 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 market data by correlation or other means.

The asset's or liability's fair value measurement level within the fair value 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 measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common collective trust: Valued at fair value based on information reported in the audited financial statements of the collective trust at year-end.

4. Fair Value Measurements – Continued

The methods described above may produce a fair value calculation 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, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blended funds	$ 30,848,581	$ -	$ -	$ 30,848,581
Growth funds	5,870,791	-	-	5,870,791
Bond funds	2,846,910	-	-	2,846,910
Value funds	655,465	-	-	655,465
Money market funds	72,714	-	-	72,714
Total mutual funds	40,294,461	-	-	40,294,461
Common collective trust	-	-	2,465,103	2,465,103
Total assets at fair value	$ 40,294,461	$ -	$ 2,465,103	$ 42,759,564

Assets at Fair Value as of December 31, 2009

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blended funds	$ 24,589,932	$ -	$ -	$ 24,589,932
Growth funds	4,899,227	-	-	4,899,227
Bond funds	2,440,539	-	-	2,440,539
Value funds	317,764	-	-	317,764
Money market funds	38,920	-	-	38,920
Total mutual funds	32,286,382	-	-	32,286,382
Common collective trust	-	-	2,236,502	2,236,502
Total assets at fair value	$ 32,286,382	$ -	$ 2,236,502	$ 34,522,884

4. Fair Value Measurements – Continued

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2010 and 2009:

	Common Collective Trust
Balance at January 1, 2009	$ 1,837,405
Interest and dividends	62,642
Purchases, sales, issuances and settlements, net	336,455
Balance at December 31, 2009	2,236,502
Interest and dividends	64,128
Purchases, sales, issuances and settlements, net	164,473
Balance at December 31, 2010	$ 2,465,103

5. Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustee, Vanguard Fiduciary Trust Company, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

a. Information in the Statements of Net Assets Available for Benefits at December 31, 2010 and 2009:

	2010	2009
Registered investment companies (mutual funds)	$ 40,294,461	$ 32,286,382
Common collective trust, at contract value	$ 2,368,032	$ 2,188,203
Participant notes receivable	$ 4,828,963	$ 3,802,162

b. Information in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009:

	2010	2009
Investment income:		
Interest and dividends on investments	$ 868,076	$ 731,279
Net appreciation in fair value of investments	3,831,318	5,660,974
Total investment income	$ 4,699,394	$ 6,392,253
Interest income from participant notes receivable	$ 206,636	$ 202,645

c. All information included in Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010, as shown in the supplemental schedule.

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 the financial statements and supplemental schedule.

6. Party-in-Interest Transactions

The Plan invests in mutual funds and a common collective trust fund, which are managed and distributed by Vanguard, the trustee, and the Plan issues notes receivable from participants. 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.

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 16, 2010, that the Plan and related trust are designed in accordance with applicable sections of the IRC.

The Plan has been amended since receiving the determination letter; however, the Plan's administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, accordingly, that the trust maintained in connection with the Plan is tax exempt.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants become 100% vested in their account balances.

9. Reconciliation of Plan Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 at December 31, 2010 and 2009:

	2010	2009
Net assets available for benefits per the financial statements	$ 47,491,456	$ 38,276,747
Adjustment from fair value to contract value for fully benefit-responsive investment contract	97,071	48,299
Deemed loans	-	(4,389)
Net assets available for benefits per the Form 5500	$ 47,588,527	$ 38,320,657

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2010 and 2009:

	2010	2009
Net increase in net assets available for benefits per the financial statements	$ 9,214,709	$ 11,229,719
Adjustment from fair value to contract value for fully benefit-responsive investment contract – current year	97,071	48,299
Adjustment from fair value to contract value for fully benefit-responsive investment contract – prior year	(48,299)	24,012
Deemed loans – current year	-	(4,389)
Deemed loans – prior year	4,389	-
Net increase in net assets available for benefits per the Form 5500	$ 9,267,870	$ 11,297,641

10. Subsequent Events

Plan management has evaluated all subsequent events through October 13, 2011, which is the date the financial statements were issued, and has concluded that there are no significant events to be reported.

SUPPLEMENTAL SCHEDULE

BHP NEW MEXICO COAL 401K PERSONAL SAVINGS PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010

EIN: 94-3144067
PN: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(e) Current Market Value ***	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Balanced Index Signal Fund	$ 4,164,530	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Total International Stock Index Fund	3,652,335	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2020 Fund	3,289,644	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Total Bond Market Index Fund	2,846,910	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2015 Fund	2,755,482	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2025 Fund	2,516,865	**
*	Vanguard Fiduciary Trust Company	Common Collective Trust - Retirement Savings Trust	2,465,103	**
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2040 Fund	2,220,612	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2035 Fund	2,190,537	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2030 Fund	2,149,840	
	Franklin Templeton Investments	Mutual Fund - Growth Fund A	2,054,301	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Growth & Income Fund	1,776,496	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Primecap Fund	1,729,286	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Morgan Growth Fund	1,662,376	
	Baron Capital Group	Mutual Fund - Asset Fund A	1,444,478	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2045 Fund	1,371,346	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2050 Fund	1,288,708	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Capital Opportunity Fund	971,750	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Extended Market Index Fund	747,632	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2010 Fund	598,487	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Small Cap Value Index Fund	548,176	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Windsor II Fund	107,289	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Prime Money Market Fund	72,714	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement 2005 Fund	67,291	
	Century Funds	Mutual Fund - Small Cap Select Fund	62,901	
*	Vanguard Fiduciary Trust Company	Mutual Fund - Target Retirement Income Fund	4,475	
*	Participant loans	Loans to participants bearing interest at rates ranging from 4.25% to 9.25%	4,828,963	**
			$ 47,588,527	

* Represents party-in-interest.

** Represents investments comprising at least 5% of net assets available for benefits.

*** Cost information is not presented because all investments are participant directed.