

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ 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.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>BHP USA RETIREMENT INCOME PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>334</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1960</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>334</u>	1c Effective date of plan <u>01/01/1960</u>	
1b Three-digit plan number (PN) ▶	<u>334</u>				
1c Effective date of plan <u>01/01/1960</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BHP HOLDINGS INTERNATIONAL INC.</u> <u>1360 POST OAK BLVD., SUITE 150</u> <u>HOUSTON, TX 77056-3020</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>94-3094724</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>713-961-8500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>551112</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>94-3094724</u>	2c Sponsor's telephone number <u>713-961-8500</u>	2d Business code (see instructions) <u>551112</u>	
2b Employer Identification Number (EIN) <u>94-3094724</u>					
2c Sponsor's telephone number <u>713-961-8500</u>					
2d Business code (see instructions) <u>551112</u>					

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. Signature of plan administrator	10/14/2013 Date	DEAN WOOLDRIDGE Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/14/2013 Date	DEAN WOOLDRIDGE Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1677
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	499
b Retired or separated participants receiving benefits.....	6b	596
c Other retired or separated participants entitled to future benefits.....	6c	337
d Subtotal. Add lines 6a , 6b , and 6c	6d	1432
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	178
f Total. Add lines 6d and 6e	6f	1610
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
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 Characteristics Codes in the instructions: 1A 1C 1G 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>219781330</u>
b	Actuarial value 2b <u>219781330</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>782</u> <u>48869785</u>
b	For terminated vested participants..... 3b <u>357</u> <u>17391144</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>7215492</u>
(2)	Vested benefits..... 3c(2) <u>104780105</u>
(3)	Total active 3c(3) <u>546</u> <u>111995597</u>
d	Total 3d <u>1685</u> <u>178256526</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>4.99 %</u>
6	Target normal cost..... 6 <u>8857802</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/11/2013</u>
Signature of actuary	Date
<u>KEVIN BILLS, FSA, EA, MAAA</u>	<u>11-07029</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>713-276-2100</u>
Firm name	Telephone number (including area code)
<u>1000 MAIN STREET, SUITE 2900</u> <u>HOUSTON, TX 77002</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>8.58</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		20252626
b	Interest on (a) using prior year's effective interest rate of <u>6.00</u> % except as otherwise provided (see instructions)		1215158
c	Total available at beginning of current plan year to add to prefunding balance		21467784
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	123.29 %
15	Adjusted funding target attainment percentage	15	123.29 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	119.39 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ►	18(b)	0
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 2.06%	2nd segment: 5.25%	3rd segment: 6.32 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	8857802	
b Excess assets, if applicable, but not greater than line 31a	31b	8857802	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

NORTHERN TRUST COMPANY

36-1561860

(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?
21 50 62	NONE	84500	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

HAM, LANGSTON & 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 50	NONE	11083	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GEORGE P LAKE, CPA

45-9980663

(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 50	NONE	6514	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

(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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: BHP USA MASTER RETIREMENT TRUST

b Name of sponsor of entity listed in (a): BHP HOLDINGS INTERNATIONAL INC.

c EIN-PN <u>94-3094724-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>220387528</u>
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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)
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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)
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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)
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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)
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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):

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>BHP USA RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ►	<u>334</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BHP HOLDINGS INTERNATIONAL INC.</u>	D Employer Identification Number (EIN) <u>94-3094724</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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 Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)	21941100		0
(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)			
(9) Value of interest in common/collective trusts.....	1c(9)			
(10) Value of interest in pooled separate accounts.....	1c(10)			
(11) Value of interest in master trust investment accounts	1c(11)	198313547		220387528
(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)			
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)			
(15) Other	1c(15)			

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	220254647	220387528

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	220254647	220387528
---	-----------	-----------	-----------

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)	0	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		21367595
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		21367595

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	21071682	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		21071682
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)	102097	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	60935	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		163032
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		21234714

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		132881
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **HAM, LANGSTON & BREZINA, LLP**

(2) EIN: **76-0448495**

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

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

Part IV Compliance Questions

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

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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.			

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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.....	<u>1</u>	<u>0</u>
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): <u>36-3046063</u>		
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.....	<u>3</u>	<u>45</u>

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

4 Is the plan administrator making an election under Code section 412(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 (include any prior year accumulated funding deficiency not waived)	<u>6a</u>		
b Enter the amount contributed by the employer to the plan for this plan year	<u>6b</u>		
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).....	<u>6c</u>		
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 or other authority 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. 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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

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

Stock: 15% Investment-Grade Debt: 84% High-Yield Debt: _____% Real Estate: _____% Other: 1%

- 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 line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

BHP USA RETIREMENT INCOME PLAN

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

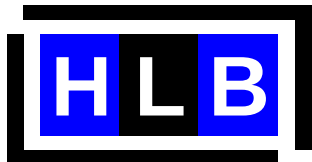
as of and for the years ended December 31, 2012 and 2011

BHP USA RETIREMENT INCOME PLAN

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



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

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HOUSTON, TEXAS 77034
PHONE (281) 481-1040
FAX (281) 481-8485
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REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator of the
BHP USA Retirement Income Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the BHP USA Retirement Income Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the Statements of Accumulated Plan Benefits as of December 31, 2011 and 2010, and the related Statements of Changes in Accumulated Plan Benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 4, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

REPORT OF INDEPENDENT ACCOUNTANTS, continued

Other Matter

The supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2012, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

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, is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Ham. Langston + Brezina, L.L.P.

Houston, Texas
October 11, 2013

BHP USA RETIREMENT INCOME PLAN

Statements of Net Assets Available for Benefits December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value:		
Plan interest in BHP USA Master Retirement Trust	\$ 220,387,528	\$ 198,313,547
Participating Companies' contributions receivable	<u>-</u>	<u>21,941,100</u>
Net assets available for benefits	<u>\$ 220,387,528</u>	<u>\$ 220,254,647</u>

BHP USA RETIREMENT INCOME PLAN**Statements of Changes in Net Assets Available for Benefits
For The Years Ended December 31, 2012 and 2011**

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Plan interest in net investment income of BHP USA		
Master Retirement Trust less investment expenses	\$ 21,372,578	\$ 15,577,908
Participating Companies' contributions	<u>-</u>	<u>21,941,100</u>
Total additions	<u>21,372,578</u>	<u>37,519,008</u>
Deductions from net assets attributed to:		
Benefit payments	21,071,682	17,389,305
Administrative expenses	<u>168,015</u>	<u>129,138</u>
Total deductions	<u>21,239,697</u>	<u>17,518,443</u>
Net increase in net assets available for benefits	132,881	20,000,565
Net assets available for benefits, beginning of year	<u>220,254,647</u>	<u>200,254,082</u>
Net assets available for benefits, end of year	<u>\$ 220,387,528</u>	<u>\$ 220,254,647</u>

BHP USA RETIREMENT INCOME PLAN**Statements of Accumulated Plan Benefits
December 31, 2011 and 2010***

	<u>2011</u>	<u>2010</u>
Actuarial present value of vested benefits:		
Participants and beneficiaries currently receiving payments	\$ 54,068,898	\$ 46,302,088
Other participants	<u>131,211,397</u>	<u>124,587,408</u>
Total vested benefits	185,280,295	170,889,496
Non-vested benefits	<u>7,709,186</u>	<u>8,167,904</u>
Total actuarial present value of accumulated benefits	<u>\$ 192,989,481</u>	<u>\$ 179,057,400</u>

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

BHP USA RETIREMENT INCOME PLAN**Statements of Changes in Accumulated Plan Benefits
For the Years Ended December 31, 2011 and 2010***

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated benefits beginning of year	<u>\$ 179,057,400</u>	<u>\$ 163,919,816</u>
Increase (decrease) during the period attributed to:		
Benefit payments	(17,389,305)	(15,334,513)
Increase in interest due to decrease in discount period	8,651,550	9,336,822
Benefits accumulated and Plan experience	9,445,841	10,877,795
Changes in actuarial assumptions	<u>13,223,995</u>	<u>10,257,480</u>
Net increase	<u>13,932,081</u>	<u>15,137,584</u>
Actuarial present value of accumulated benefits at end of year	<u>\$ 192,989,481</u>	<u>\$ 179,057,400</u>

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

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

1. Description of the Plan

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

General

The Plan was established effective January 1, 1998 through the merger of prior plans, as a multiple-employer defined benefit plan that provides eligible employees of BHP Holdings (International), Inc. (BHP) and adopting subsidiaries and affiliates of the parent company, BHP Billiton Limited (collectively, the Participating Companies), with retirement benefits to supplement social security benefits. Effective November 1, 1999, the Plan became a single-employer defined benefit plan. The Participating Companies are BHP Base Metals Management Co., BHP Copper Inc., BHP Hawaii Inc., BHP Minerals Service Company, BHP Nevada Mining Company, BHP Nevada Railroad Company, BHP Petroleum (Americas) Inc., BHP Petroleum (Americas) Refining Inc., BHP Steel Americas Inc., Broken Hill Proprietary (USA) Inc., BSI Commodities Inc. and San Manuel Arizona Railroad Company. An eligible employee is any employee who is employed full-time, other than the following: 1) employees covered by a collective bargaining agreement in which benefits were negotiated; 2) leased employees; 3) employees of BHP Nevada Mining Company who are paid on a bi-weekly basis; 4) any employee whose initial date of employment is after June 30, 2004 or who is transferred to the payroll of a Participating Company or rehired after June 30, 2004. The Plan was amended and restated, effective January 1, 2010, to incorporate all previous amendments. Effective May 1, 2011, the Plan was amended to, among other things, update the timing of benefit payments. Effective July 1, 2012, the Plan was amended whereby BHP Billiton New Mexico Coal Inc., BHP Navajo Coal Company, San Juan Coal Company, and San Juan Transportation Company all became Participating Companies. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

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

Administration

BHP is the Plan's sponsor and administrator. Northern Trust Company (the Trustee) is the Plan's trustee. Mercer serves as the Plan's actuary. Certain duties and responsibilities to assist in the administration of the Plan are carried out on the Participating Companies' behalf by a committee that was appointed by the board of directors, the BHP USA Retirement Advisory Committee (RAC).

Funding Policy

The Participating Companies contribute such amounts as are necessary, based on actuarial calculations, to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants and their beneficiaries. The contributions to the Plan are based on the minimum required contributions determined by the actuary and the accelerated funding policy adopted by the RAC. The Plan is fully funded at December 31, 2012.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

1. Description of the Plan, continued

The yield (interest, dividends, and net realized and unrealized gains and losses) on Plan investments in excess of amounts established in the actuarial assumptions, plus any gains resulting from forfeiture of nonvested benefits, serve to reduce future contributions that would otherwise be required to provide the defined level of benefits under the Plan. The Participating Companies' contributions for the years ended December 31, 2012 and 2011 were \$0 and \$21,941,100, respectively. The Participating Companies' contributions for 2012 and 2011 met the minimum funding requirements of ERISA.

Investments

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

Pension Benefits and Vesting Provisions

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

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

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

Payment of Benefits

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

Administrative Expenses

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

During 2012 and 2011, Pension Benefit Guaranty Corporation (PBGC) premiums, audit fees, actuarial fees, and other similar direct charges were paid by the Plan. Costs incidental to the administration of the Plan by BHP personnel or others were paid by the Participating Companies.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

2. Summary of Significant Accounting Policies, continued

Basis of Accounting

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

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

Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU requires for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivities of the measurements. The guidance is effective for interim and annual periods beginning after December 15, 2011. The adoption of ASU 2011-04 did not have a material impact on the Plan's financial statements.

Risks and Uncertainties

At December 31, 2012 and 2011, Northern Trust Company holds 100% of the Plan's investments in common collective trusts, fixed income securities, and interest-bearing cash. Northern Trust Company is highly regarded by various investor services. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Because of the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

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

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

2. Summary of Significant Accounting Policies, continued

Benefit Payments

Benefits are recorded when paid.

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. The Plan's investment in the Master Trust is carried at fair value, with such value based upon the fair values of underlying investments held by the Master Trust. See Note 4.

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

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

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

4. Plan Interests in BHP Master Trust (Unaudited)

As of December 31, 2012 and 2011, the Plan held interests of approximately 37.69% and 37.22%, respectively, in the Master Trust. The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses related to the Master Trust are allocated to the individual plans based upon average monthly balances invested by each plan.

The Plan's interest in the Master Trust as of and for the years ended December 31, 2012 and 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Plan interest in Master Trust	<u>\$ 220,387,528</u>	<u>\$ 198,313,547</u>
Plan interest in net investment income of Master Trust	<u>\$ 21,372,578</u>	<u>\$ 15,577,908</u>

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

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

The following table presents the net assets available for benefits, including investments, of the Master Trust, which was certified by the Trustee, as of December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value:		
Common collective trust	\$ 31,828,826	\$ 46,000,100
Fixed income securities	517,404,524	492,698,578
Interest-bearing cash	16,401,719	2,837,237
Other	<u>458,660</u>	<u>-</u>
Total investments	<u>566,093,729</u>	<u>541,535,915</u>
Receivables:		
Accrued income receivable	5,945,708	6,227,075
Receivable for securities sold	<u>12,700,166</u>	<u>1,546,670</u>
Total receivables	<u>18,645,874</u>	<u>7,773,745</u>
Total assets	584,739,603	549,309,660
Liabilities		
Payables for securities purchased and other liabilities	<u>(67,592)</u>	<u>(16,465,605)</u>
Net assets available for benefits	<u>\$584,672,011</u>	<u>\$532,844,055</u>

Investment income of the Master Trust, as certified by the Trustee, for the years ended December 31, 2012 and 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Net appreciation (depreciation) in fair value of investments:		
Common collective trusts	\$ 5,879,082	\$ (1,798,265)
Fixed income securities	31,684,548	30,312,756
Other	<u>1,461,276</u>	<u>597,870</u>
Total appreciation	39,024,906	29,112,361
Interest and dividend income	<u>22,698,690</u>	<u>21,712,678</u>
Total investment income	61,723,596	50,825,039
Investment expenses	<u>(1,748,759)</u>	<u>(1,361,263)</u>
Net investment income	<u>\$ 59,974,837</u>	<u>\$ 49,463,776</u>

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

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

The fair value of individual investments that represent 5% or more of the Master Trust's net assets at December 31, 2012 and 2011, is as follows:

	<u>2012</u>	<u>2011</u>
MFB NT Collective Russell 3000 Index Fund	\$ *	\$ 32,571,410
U.S. Treasury Bonds	*	35,495,000
Investments less than 5% of net assets	<u>566,093,729</u>	<u>473,469,505</u>
Total investments	<u>\$ 566,093,729</u>	<u>\$ 541,535,915</u>

* Not applicable in the period indicated

Fair Value Measurements

FASB Accounting Standards Codification (ASC) Topic 820 (ASC 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 and liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the 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.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

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

Fair Value Measurements, continued

In determining fair value, the Plan uses three different approaches (the market approach, the income approach and the cost approach) depending on the nature of the assets and liabilities. The market approach uses prices and other relevant data based on market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts such as cash flows or earnings to a single present amount, with the measurement based on the value indicated by current market expectations about those future amounts. The cost approach is the amount that would be currently required to replace an asset and indicates the cost to the Plan to acquire a substitute asset.

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, 2012 and 2011.

Common collective trust: Valued at the net asset value (NAV) of units of a collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. (Market approach)

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

Interest-bearing cash: Valued at cost plus accrued interest, which approximates fair value. (Cost approach)

The methods described above may produce fair value calculations that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan's administrators believe 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.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

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

Fair Value Measurements, continued

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

Assets at Fair Value as of December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trust	\$ -	\$ 31,828,826	\$ -	\$ 31,828,826
Fixed income securities:				
Corporate bonds	-	327,294,732	-	327,294,732
Municipal/provincial bonds	-	61,420,112	-	61,420,112
Government agency obligations	-	60,954,262	-	60,954,262
Government bonds	-	50,352,219	-	50,352,219
Government mortgage-backed securities	-	13,175,725	-	13,175,725
Non-government mortgage-backed securities	-	1,811,850	-	1,811,850
Asset-backed securities	-	1,174,290	-	1,174,290
Index-linked government bonds	-	784,849	-	784,849
Government-issued commercial mortgage-backed securities	-	436,485	-	436,485
Total fixed income securities	-	517,404,524	-	517,404,524
Interest-bearing cash	16,401,719	-	-	16,401,719
Other	-	458,660	-	458,660
Total investments at fair value	<u>\$ 16,401,719</u>	<u>\$ 549,692,010</u>	<u>\$ -</u>	<u>\$ 566,093,729</u>

The table above excludes receivables and payables of \$18,645,874 and \$67,592 respectively, which are part of the Master Trust at December 31, 2012.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

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

Fair Value Measurements, continued

Assets at Fair Value as of December 31, 2011				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common collective trust	\$ -	\$ 46,000,100	\$ -	\$ 46,000,100
Fixed income securities:				
Corporate bonds	-	303,715,991	-	303,715,991
Municipal/provincial bonds	-	36,143,445	-	36,143,445
Government agency obligations	-	58,405,385	-	58,405,385
Government bonds	-	77,680,249	-	77,680,249
Government mortgage-backed securities	-	8,013,326	-	8,013,326
Non-government mortgage-backed securities	-	2,316,703	-	2,316,703
Asset-backed securities	-	1,404,419	-	1,404,419
Index-linked government bonds	-	4,497,124	-	4,497,124
Government-issued commercial mortgage-backed securities	-	521,936	-	521,936
Total fixed income securities	-	492,698,578	-	492,698,578
Interest-bearing cash	2,837,237	-	-	2,837,237
Total investments at fair value	<u>\$ 2,837,237</u>	<u>\$ 538,698,678</u>	<u>\$ -</u>	<u>\$ 541,535,915</u>

The table above excludes receivables and payables of \$7,773,745 and \$16,465,605, respectively, which are part of the Master Trust at December 31, 2011.

During the year ended December 31, 2012, Plan management determined, through additional analysis of the inputs related to the fair value measurements of fixed income securities that were shown as Level 1 investments for the year ended December 31, 2011, that these fixed income securities' quoted prices were not consistently observable in active markets. As a result of this additional analysis, these fixed income securities have been reflected as Level 2 investments for the years ended December 31, 2012 and 2011.

5. Actuarial Present Value of Accumulated Plan Benefits

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

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

5. Actuarial Present Value of Accumulated Plan Benefits, continued

Withdrawal Rates, continued:

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

Percentage Married: Male - 80%; Female - 80%

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

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

6. Income Tax Status

The Plan obtained its latest determination letter on November 21, 2011, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Internal Revenue Code (IRC).

The Plan has been amended since receiving the determination letter; however, the Plan Administrator and the Plan's tax counsel believe that the Plan is 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. Therefore, no provision for income taxes has been included in the Plan's financial statements.

7. Plan Termination

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

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2012 and 2011

8. Related-Party Transactions

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

The Company provided administrative services and incurred costs on behalf of the Plan, related to 2012 and 2011, but has not received any related compensation or reimbursement from the Plan. The Company also paid certain fees on behalf of the Plan during 2012 and 2011.

9. Form 5500 Reconciliation

For the 2012 and 2011 Plan years, total net assets available for benefits and the net increase in net assets available for benefits per the financial statements agree to the amounts per the Forms 5500. Differences between the individual line items on the Statement of Changes in Net Assets and the Form 5500 are attributed to classification differences.

10. Subsequent Events

Plan management has evaluated subsequent events through October 11, 2013, which is the date the financial statements were issued, and has concluded that there are no significant events to report.

SUPPLEMENTAL SCHEDULE

BHP USA RETIREMENT INCOME PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

EIN: 94-3094724
PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Market Value***
*	BHP Master Trust	37.69% interest in the BHP Master Trust	<u>\$ 194,060,328</u>	<u>\$ 220,387,528</u>
		Total	<u>\$ 194,060,328</u>	<u>\$ 220,387,528</u>

* Represents a party-in-interest.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2012 Funding Valuation**

Discount rate sponsor elections	
• Segment rates or full yield curve	Segment
• Look-back months	4
• First 5 years	2.06%
• Next 15 years	5.25%
• Over 20 years	6.32%
Mortality sponsor elections	
• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
417(e) lump sums ¹	Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.
Other economic assumptions	
• Salary increases	4.50% per year
• Social Security wage base	4.00% per year
• Inflation	3.00% per year
• Expected investment return	4.10% per year
• Expenses	Expected administrative expenses (assumed to equal prior year administrative expenses but adjusted for PBGC premiums with current year PBGC premiums replacing prior year) discounted to beginning of year are included in normal cost (equal to \$171,597).
Demographic assumptions	
• Withdrawal	2003 SOA study basic select & ultimate table based on employment. See table of sample rates.
• Disability incidence	Not applicable

¹Only used to convert prior plan offsets into lump sums and convert current vested deferred benefits into lump sums upon commencement.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- Retirement age

Attained age	Retirement Percentage	
	Age + Service < 85	Age + Service ≥ 85
55	5%	10%
56-59	3%	10%
60	5%	20%
61	7%	20%
62	30%	30%
63-64	20%	20%
65-66	50%	50%
67	100%	100%

- Benefit commencement age for

- Future vested deferred Immediately at termination.
- Current vested deferred 62 if age 62 or under on the valuation date,
65 if over age 62 on the valuation date.

- Spouse assumptions

- | | <u>Male participants</u> | <u>Female participants</u> |
|-------------------------|--------------------------|----------------------------|
| — Percentage married | 80% | 80% |
| — Spouse age difference | 3 years younger | 3 years older |

Form of payment	<u>Lump sum</u>	<u>Single life</u>
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	N/A	N/A
• Future deaths	100%	0%
• Current vested deferred	25%	75%
• Future deaths of current vested deferred assumed to be married	N/A	100%
Unpredictable contingent event assumptions	Not applicable	

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of Sample Rates**

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

Actuarial Methods for Funding**Asset Methods – Effective January 1, 2010**

We used unaudited financial data submitted by Northern Trust as of January 1 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy. Receivable contributions are required to be discounted to the valuation date using the prior year's effective interest rate (EIR) of 6.00% as described in Section 430(g)(4) of the Internal Revenue Code.

The asset method is the fair market value.

Participant Methods – Effective January 1, 2008

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods – Effective January 1, 2008

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

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

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29	1										1
30-34		5	3								8
35-39	1	11	6	2							20
40-44	3	19	12	4	6	1					45
45-49		19	9	11	8	5					52
50-54	2	15	16	29	16	32	1	3	1		115
55-59	2	3	10	27	20	32	3	2	4		103
60-64			10	9	13	20		1	1	3	57
65-69				2		2	1				5
70 & up						1					1
Total	9	72	66	84	63	93	5	6	6	3	407

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

Schedule SB, line 22 — Description of Weighted Average Retirement Age

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

Participants with age plus service equal to 85 or more

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

Schedule SB, line 22 — Description of Weighted Average Retirement Age**Participants with age plus service less than 85**

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

Group	Participant Count	Average Retirement Age	Weighted Average
Age + Service greater than or equal to 85	77	60.31	14.84
Age + Service less than 85	236	62.53	47.15
Total	313		61.99

Rounded Age: 62.00

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: January 1, 1998 Restated plan: January 1, 2010 Plan year: Calendar year
Status of the plan	The plan has ongoing benefit accruals. New employees are not eligible to participate in the plan effective June 30, 2004.
Significant events that occurred during the year	None

Definitions

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

Schedule SB, Part V — Summary of Plan Provisions

• Credited service	<p>Service for purposes of benefit accrual includes:</p> <ol style="list-style-type: none"> 1. any service periods prior to January 1, 1998 recognized for benefit accrual under the terms of the BHP USA Pension Plan or the Retirement Plan for Salaried Employees of BHP Copper Inc., 2. any period of service beginning on or after January 1, 1998 except that: benefit service is not credited: <ol style="list-style-type: none"> A. after May 1998 for former BHP Petroleum Americas Refining employees while employed at Tesoro, B. after December 31, 2004 for participants who elected to receive contributions from the Employer Funded Account ("EFA") under the BHP USA Retirement Savings Plan, C. for any Period of Service specifically excluded by the Plan.
• Pensionable earnings	<p>Base salary, plus bonuses, commissions, and overtime; excludes deferred compensation, severance pay, compensation paid after termination, and other special compensation deemed to be excluded by the Company.</p> <p>Pay received after May 1998 by former BHP Petroleum Americas Refining employees while employed at Tesoro and pay received after December 31, 2004 by participants receiving contributions from the EFA is not considered for benefit accrual purposes.</p>
• High-36 average pay	<p>The average of the highest 36 consecutive months of pay during the participant's last ten years of benefit service.</p>
• Adjusted high – 36 average pay	<p>100% of high-36 average pay plus 33-1/3% of high-36 average pay in excess of the participant's Social Security Covered Compensation in the year of termination.</p>
• Benefit formula – post-1997	<p>14% x Adjusted high-36 average pay x Years of benefit service after December 31, 1997 x Adjustment factor.</p>
• Benefit formula – pre-1998 (former BHP Copper participants)	<p>Greater of:</p> <ul style="list-style-type: none"> • 11% x Adjusted High-36 Average Pay x Years of Benefit Service prior to January 1, 1998 x Adjustment Factor, and • The actuarial equivalent of the accrued benefit under the Copper Plan as of December 31, 1999.
• Benefit formula – pre-1998 (former BHP USA Pension participants)	<p>Greater of:</p> <ul style="list-style-type: none"> • 14% x Adjusted High-36 Average Pay x Years of Benefit Service prior to January 1, 1998 x Adjustment Factor, and • The actuarial equivalent of the accrued benefit under the BHP USA Pension Plan as of December 31, 1999.
• Benefit formula – pre-1989 (former BHP Utah participants)	<p>Individual benefit percentage x Adjusted High-36 Average Pay x Years of Benefit Service prior to January 1, 1989 x Adjustment Factor.</p>

Schedule SB, Part V — Summary of Plan Provisions

- | | |
|---|---|
| <ul style="list-style-type: none">• Benefit formula – pre-July 1, 2002 (former Strategic Minerals Corporation participants) | Actuarial value of the Strategic Minerals accrued benefit as of June 30, 2002. |
| <hr/> | |
| <ul style="list-style-type: none">• Adjustment factors | <p>Determined from a plan-defined table (see below) based on age and years of service at termination. If a participant meets only the requirements of a vested benefit, only the vested termination column of the table is used. If the participant meets the requirements of an early retirement benefit, the age adjustment factor is the sum of the factor in the vested termination column and the early retirement column. If the participant meets the requirements for an 85 point retirement, the factor is the sum of the factor is in the vested termination column and the 85 points retirement column.</p> <p>Factors are “phased in” if the participant is within 60 months of early retirement or 85 points retirement at termination; for each month during the 60 months prior to early retirement or 85 points retirement eligibility, the participant's adjustment factor is increased by 1/60th of the factor from the early retirement or 85 points retirement column that would apply when the participant would first meet the requirements for the applicable benefit.</p> |
-

Schedule SB, Part V — Summary of Plan Provisions

Adjustment factors							
Age	Vested term	Early retire	85 points	Age	Vested term	Early retire	85 points
25	0.200	N/A	N/A	46	0.370	N/A	N/A
26	0.205	N/A	N/A	47	0.390	N/A	N/A
27	0.210	N/A	N/A	48	0.410	N/A	N/A
28	0.215	N/A	N/A	49	0.430	N/A	N/A
29	0.220	N/A	N/A	50	0.450	N/A	N/A
30	0.225	N/A	N/A	51	0.470	N/A	N/A
31	0.230	N/A	N/A	52	0.490	N/A	N/A
32	0.235	N/A	N/A	53	0.510	N/A	N/A
33	0.240	N/A	N/A	54	0.530	N/A	N/A
34	0.245	N/A	N/A	55	0.550	0.270	0.700
35	0.250	N/A	N/A	56	0.595	0.265	0.630
36	0.260	N/A	N/A	57	0.640	0.260	0.560
37	0.270	N/A	N/A	58	0.685	0.255	0.490
38	0.280	N/A	N/A	59	0.730	0.250	0.420
39	0.290	N/A	N/A	60	0.775	0.245	0.350
40	0.300	N/A	N/A	61	0.820	0.228	0.280
41	0.310	N/A	N/A	62	0.865	0.210	0.210
42	0.320	N/A	N/A	63	0.910	0.140	0.140
43	0.330	N/A	N/A	64	0.955	0.070	0.070
44	0.340	N/A	N/A	65	1.000	0.000	0.000
45	0.350	N/A	N/A				
<ul style="list-style-type: none"> Covered Compensation 			<p>The average of the contribution and the benefit bases in effect under Section 230 of the Social Security Act for each year in the 35-year period ending with the year in which the Participant attains his or her Social Security Retirement Age. If a Participant ceases to be an Employee before attaining his or her Social Security Retirement Age, then in determining such average, the contribution and benefit base in effect during the year of termination shall be assumed to remain in effect without change.</p>				
<ul style="list-style-type: none"> Accrued benefit 			<p>Amount payable to a participant as a single life annuity beginning at age 65.</p>				

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Retirement on or after age 65.
• Benefit	The Plan age-65 accrued benefit is calculated by converting the plan-defined lump sum benefit to a single life annuity using 417(e) actuarial equivalence; the maximum interest rate for any of the 3 segment rates is 6%.
Early retirement	
• Eligibility	Retirement before age 65 after both attaining age 55 and completing ten years of service.
• Benefit	<p>Benefits for participants who terminated prior to January 1, 1998 and who elect to commence their benefits prior to normal retirement are reduced as follows:</p> <ol style="list-style-type: none"> 1/180 for each of the first 60 months commencement precedes age 65, 1/360 for each of the next 60 months commencement precedes age 60, and actuarially reduced thereafter using the 1983 Group Annuity Mortality Table for males with a 2 year setback and 8% interest for former BHP USA Pension participants, and 6% per year for the first 5 years by which commencement precedes age 65, 4% per year for the next 5 years commencement precedes age 60, and actuarially reduced thereafter using the 1983 Group Annuity Mortality Table for males with a 2 year setback and 8% interest for former BHP Copper participants.
85 points retirement	Retirement before age 65 after the participant attains age 55 and the sum of age plus years of service equals or exceeds 85.
Late retirement	
• Eligibility	Retirement beyond normal retirement date.
• Benefit	For participants who work beyond normal retirement, the benefit is the greater of the benefit calculated as of age 65, actuarially increased to the date of termination using 417(e) mortality and interest rates, and the benefit calculated as of the date of termination.
Deferred vested	
• Eligibility	Termination for reasons other than death or retirement after becoming fully vested in their Plan benefit. Eligible for commencement on the first of any month following termination and before normal retirement date. Participants employed by BHP on or after April 1, 2001 are immediately vested in their plan benefit.
• Benefit	Accrued benefit as of termination date.
Pre-retirement death	
• Eligibility	Death of any married or single participant. Eligible for commencement on the first of any month following the participant's death and before the participant's normal retirement date.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> Benefit – active and vested deferred deaths 	<p>The benefit is defined as a lump sum payment equal to 47.5% of the amount that would have been payable to the participant if he had terminated on the earlier of his actual date of termination and the day preceding death, validly elected a lump sum benefit, and then died.</p> <p>The benefit for married participants can be taken as a single life annuity or a lump sum, while non-spouse beneficiaries must take the benefit as a lump sum.</p>
Benefit offsets	<p>The plan benefits for certain participants are offset by benefits earned under prior plans.</p>
Post-retirement COLA increases	<p>Former BHP Copper participants who retired on or before July 1, 1981 and who were receiving payments on December 31, 1986 were entitled to an annual cost-of-living adjustment equal to the lesser of 5% and the CPI. The aggregate adjustment cannot exceed the lesser of the original benefit and \$2,000.</p> <p>Effective January 1, 2009, the benefits for all participants eligible to receive COLA increases were increased to the maximum level allowed under the Plan.</p>
Form of benefits	
<ul style="list-style-type: none"> Automatic form for unmarried participants 	<p>The normal form of payment for monthly pension benefits is a life annuity if the member has no spouse as of the date payments begin.</p>
<ul style="list-style-type: none"> Automatic form for married participants 	<p>50% joint and survivor annuity</p>
<ul style="list-style-type: none"> Optional forms 	<p>Optional forms of payment include:</p> <ul style="list-style-type: none"> Single life annuity Joint & survivor annuity (100%, 75%, 50%) Lump sum payment 5 year certain & life annuity (former Copper & Utah participants only) 10 year certain & life annuity (former Copper participants only) 15 year certain & life annuity (former Copper participants only) Level income option (for the benefit earned prior to July 1, 2002 for former Strategic Mining Corporation participants only) <p>The lump sum option must be elected within 180 days following termination. The lump sum can be deferred until January of the year following the year of termination. If payment is deferred, interest is credited at an annual rate of 5.5%.</p> <p>Mandatory lump sums are paid if the present value of the plan benefit is less than \$5,000.</p>

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> Optional form conversion factors 	<p>The Plan age-65 accrued benefit is calculated by converting the plan-defined lump sum benefit to a single life annuity using 417(e) actuarial equivalence; the maximum interest rate for any of the 3 segment rates is 6%. The 50% joint and survivor annuity is equal to 95% of the single life annuity.</p>
Miscellaneous	
<ul style="list-style-type: none"> Maximum compensation 	<p>Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2012, the limit is \$250,000.</p>
<ul style="list-style-type: none"> Maximum benefits 	<p>Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.</p>

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated January 1, 2010 and amended through Amendment #2, are included in this valuation.

- **Most recent plan amendments included:** The plan was amended to allow deferred vested participants to receive lump sums effective May 1, 2011.
- **Plan amendments excluded:** None
- **Late retirement increases:**
 - *Active participants:* The plan provides actuarial increases to benefits of participants who work beyond normal retirement, and we have reflected these increases in the active liabilities. The Plan distributes benefits to active participants who work beyond age 70 1/2.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions

- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.

The plan was amended to allow deferred vested participants to receive lump sums effective May 1, 2011.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Interest discount and mortality rates were updated from 2011 to 2012 in accordance with PPA.
- The expense component of normal cost decreased from \$175,956 to \$171,597 to reflect our expectations for the current plan year.
- The expected investment return was reduced from 5.10% to 4.10% to reflect our expectations.
- The plan was amended to allow deferred vested participants to receive lump sums effective May 1, 2011. Form of payment assumption for deferred vested participants was changed from 100% single life annuity to 25% lump sum and 75% single life annuity.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

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

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a	219,781,330	
b Actuarial value	2b	219,781,330	
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	782	48,869,785
b For terminated vested participants.....	3b	357	17,391,144
c For active participants:			
(1) Non-vested benefits	3c(1)		7,215,492
(2) Vested benefits	3c(2)		104,780,105
(3) Total active.....	3c(3)	546	111,995,597
d Total.....	3d	1,685	178,256,526
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	4.99	
6 Target normal cost	6	8,857,802	

Statement by Enrolled Actuary

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

SIGN HERE	<u>KB</u> Signature of actuary Kevin Bills, FSA, EA, MAAA Type or print name of actuary MERCER 1000 MAIN STREET, SUITE 2900 HOUSTON TX 77002 Address of the firm	<u>10/11/2013</u> Date 11-07029 Most recent enrollment number (713) 276-2100 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>8.58</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		20,252,626
b Interest on (a) using prior year's effective interest rate of <u>6.00</u> % except as otherwise provided (see instructions)		1,215,158
c Total available at beginning of current plan year to add to prefunding balance		21,467,784
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	123.29 %
15 Adjusted funding target attainment percentage	15	123.29 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	119.39 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 2.06 %	2nd segment: 5.25 %	3rd segment: 6.32 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	8,857,802
b Excess assets, if applicable, but not greater than line 31a		31b	8,857,802
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB, line 22 — Description of Weighted Average Retirement Age

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

Participants with age plus service equal to 85 or more

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

Schedule SB, line 22 — Description of Weighted Average Retirement Age**Participants with age plus service less than 85**

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

Group	Participant Count	Average Retirement Age	Weighted Average
Age + Service greater than or equal to 85	77	60.31	14.84
Age + Service less than 85	236	62.53	47.15
Total	313		61.99

Rounded Age: 62.00

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2012 Funding Valuation****Discount rate sponsor elections**

- | | |
|-------------------------------------|---------|
| • Segment rates or full yield curve | Segment |
| • Look-back months | 4 |
| • First 5 years | 2.06% |
| • Next 15 years | 5.25% |
| • Over 20 years | 6.32% |

Mortality sponsor elections

- | | |
|------------------------|--|
| • Healthy participants | Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. |
|------------------------|--|

417(e) lump sums ¹

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Other economic assumptions

- | | |
|------------------------------|--|
| • Salary increases | 4.50% per year |
| • Social Security wage base | 4.00% per year |
| • Inflation | 3.00% per year |
| • Expected investment return | 4.10% per year |
| • Expenses | Expected administrative expenses (assumed to equal prior year administrative expenses but adjusted for PBGC premiums with current year PBGC premiums replacing prior year) discounted to beginning of year are included in normal cost (equal to \$171,597). |

Demographic assumptions

- | | |
|------------------------|--|
| • Withdrawal | 2003 SOA study basic select & ultimate table based on employment. See table of sample rates. |
| • Disability incidence | Not applicable |

¹Only used to convert prior plan offsets into lump sums and convert current vested deferred benefits into lump sums upon commencement.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

• Retirement age

Attained age	Retirement Percentage	
	Age + Service < 85	Age + Service ≥ 85
55	5%	10%
56-59	3%	10%
60	5%	20%
61	7%	20%
62	30%	30%
63-64	20%	20%
65-66	50%	50%
67	100%	100%

• Benefit commencement age for

- Future vested deferred Immediately at termination.
- Current vested deferred 62 if age 62 or under on the valuation date,
65 if over age 62 on the valuation date.

• Spouse assumptions

- | | <u>Male participants</u> | <u>Female participants</u> |
|-------------------------|--------------------------|----------------------------|
| — Percentage married | 80% | 80% |
| — Spouse age difference | 3 years younger | 3 years older |

Form of payment	<u>Lump sum</u>	<u>Single life</u>
• Active retirements	100%	0%
• Future vested deferred	100%	0%
• Future disabilities	N/A	N/A
• Future deaths	100%	0%
• Current vested deferred	25%	75%
• Future deaths of current vested deferred assumed to be married	N/A	100%
Unpredictable contingent event assumptions	Not applicable	

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of Sample Rates**

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

Actuarial Methods for Funding**Asset Methods – Effective January 1, 2010**

We used unaudited financial data submitted by Northern Trust as of January 1 without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy. Receivable contributions are required to be discounted to the valuation date using the prior year's effective interest rate (EIR) of 6.00% as described in Section 430(g)(4) of the Internal Revenue Code.

The asset method is the fair market value.

Participant Methods – Effective January 1, 2008

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods – Effective January 1, 2008

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

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

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: January 1, 1998 Restated plan: January 1, 2010 Plan year: Calendar year
Status of the plan	The plan has ongoing benefit accruals. New employees are not eligible to participate in the plan effective June 30, 2004.
Significant events that occurred during the year	None

Definitions

• Covered employees	<p>All salaried persons employed by the Company, both full and part time, except:</p> <ol style="list-style-type: none"> 1. contract and lease employees, 2. employees of BHP Nevada Mining Company who are paid on a bi-weekly basis, 3. employees hired after June 30, 2004, 4. employees who receive income from a non-U.S. payroll, except for employees who have been designated as eligible international employees under the Plan and who do not participate in the non-U.S. retirement plan. <p>Any participant in the BHP USA Pension Plan or the Retirement Plan for Salaried Employees of BHP Copper Inc. as of December 31, 1997 is eligible to participate in the Plan.</p>
• Participation	Covered employees become participants upon employment, or on the date their employer became a participating company, if later. Effective June 30, 2004, the Plan was closed to new entrants.
• Employee contributions	None.
• Vesting service	<p>Service for purposes of participation, vesting and eligibility includes periods of employment with the Company including:</p> <ol style="list-style-type: none"> 1. any service recognized for benefit accrual and/or vesting under the terms of any prior plan, 2. any period during military or other types of leave of absence granted by the Company, 3. certain periods of interruption in employment, as governed by the Plan.

Schedule SB, Part V — Summary of Plan Provisions

• Credited service	<p>Service for purposes of benefit accrual includes:</p> <ol style="list-style-type: none"> any service periods prior to January 1, 1998 recognized for benefit accrual under the terms of the BHP USA Pension Plan or the Retirement Plan for Salaried Employees of BHP Copper Inc., any period of service beginning on or after January 1, 1998 except that: benefit service is not credited: <ol style="list-style-type: none"> after May 1998 for former BHP Petroleum Americas Refining employees while employed at Tesoro, after December 31, 2004 for participants who elected to receive contributions from the Employer Funded Account ("EFA") under the BHP USA Retirement Savings Plan, for any Period of Service specifically excluded by the Plan.
• Pensionable earnings	<p>Base salary, plus bonuses, commissions, and overtime; excludes deferred compensation, severance pay, compensation paid after termination, and other special compensation deemed to be excluded by the Company.</p> <p>Pay received after May 1998 by former BHP Petroleum Americas Refining employees while employed at Tesoro and pay received after December 31, 2004 by participants receiving contributions from the EFA is not considered for benefit accrual purposes.</p>
• High-36 average pay	The average of the highest 36 consecutive months of pay during the participant's last ten years of benefit service.
• Adjusted high – 36 average pay	100% of high-36 average pay plus 33-1/3% of high-36 average pay in excess of the participant's Social Security Covered Compensation in the year of termination.
• Benefit formula – post-1997	$14\% \times \text{Adjusted high-36 average pay} \times \text{Years of benefit service after December 31, 1997} \times \text{Adjustment factor}$.
• Benefit formula – pre-1998 (former BHP Copper participants)	<p>Greater of:</p> <ul style="list-style-type: none"> $11\% \times \text{Adjusted High-36 Average Pay} \times \text{Years of Benefit Service prior to January 1, 1998} \times \text{Adjustment Factor}$, and The actuarial equivalent of the accrued benefit under the Copper Plan as of December 31, 1999.
• Benefit formula – pre-1998 (former BHP USA Pension participants)	<p>Greater of:</p> <ul style="list-style-type: none"> $14\% \times \text{Adjusted High-36 Average Pay} \times \text{Years of Benefit Service prior to January 1, 1998} \times \text{Adjustment Factor}$, and The actuarial equivalent of the accrued benefit under the BHP USA Pension Plan as of December 31, 1999.
• Benefit formula – pre-1989 (former BHP Utah participants)	$\text{Individual benefit percentage} \times \text{Adjusted High-36 Average Pay} \times \text{Years of Benefit Service prior to January 1, 1989} \times \text{Adjustment Factor}$.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit formula – pre-July 1, 2002 (former Strategic Minerals Corporation participants)	Actuarial value of the Strategic Minerals accrued benefit as of June 30, 2002.
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• Adjustment factors	<p>Determined from a plan-defined table (see below) based on age and years of service at termination. If a participant meets only the requirements of a vested benefit, only the vested termination column of the table is used. If the participant meets the requirements of an early retirement benefit, the age adjustment factor is the sum of the factor in the vested termination column and the early retirement column. If the participant meets the requirements for an 85 point retirement, the factor is the sum of the factor in the vested termination column and the 85 points retirement column.</p> <p>Factors are “phased in” if the participant is within 60 months of early retirement or 85 points retirement at termination; for each month during the 60 months prior to early retirement or 85 points retirement eligibility, the participant’s adjustment factor is increased by 1/60th of the factor from the early retirement or 85 points retirement column that would apply when the participant would first meet the requirements for the applicable benefit.</p>
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Schedule SB, Part V — Summary of Plan Provisions

Adjustment factors							
Age	Vested term	Early retire	85 points	Age	Vested term	Early retire	85 points
25	0.200	N/A	N/A	46	0.370	N/A	N/A
26	0.205	N/A	N/A	47	0.390	N/A	N/A
27	0.210	N/A	N/A	48	0.410	N/A	N/A
28	0.215	N/A	N/A	49	0.430	N/A	N/A
29	0.220	N/A	N/A	50	0.450	N/A	N/A
30	0.225	N/A	N/A	51	0.470	N/A	N/A
31	0.230	N/A	N/A	52	0.490	N/A	N/A
32	0.235	N/A	N/A	53	0.510	N/A	N/A
33	0.240	N/A	N/A	54	0.530	N/A	N/A
34	0.245	N/A	N/A	55	0.550	0.270	0.700
35	0.250	N/A	N/A	56	0.595	0.265	0.630
36	0.260	N/A	N/A	57	0.640	0.260	0.560
37	0.270	N/A	N/A	58	0.685	0.255	0.490
38	0.280	N/A	N/A	59	0.730	0.250	0.420
39	0.290	N/A	N/A	60	0.775	0.245	0.350
40	0.300	N/A	N/A	61	0.820	0.228	0.280
41	0.310	N/A	N/A	62	0.865	0.210	0.210
42	0.320	N/A	N/A	63	0.910	0.140	0.140
43	0.330	N/A	N/A	64	0.955	0.070	0.070
44	0.340	N/A	N/A	65	1.000	0.000	0.000
45	0.350	N/A	N/A				
• Covered Compensation			The average of the contribution and the benefit bases in effect under Section 230 of the Social Security Act for each year in the 35-year period ending with the year in which the Participant attains his or her Social Security Retirement Age. If a Participant ceases to be an Employee before attaining his or her Social Security Retirement Age, then in determining such average, the contribution and benefit base in effect during the year of termination shall be assumed to remain in effect without change.				
• Accrued benefit			Amount payable to a participant as a single life annuity beginning at age 65.				

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Retirement on or after age 65.
• Benefit	The Plan age-65 accrued benefit is calculated by converting the plan-defined lump sum benefit to a single life annuity using 417(e) actuarial equivalence; the maximum interest rate for any of the 3 segment rates is 6%.
Early retirement	
• Eligibility	Retirement before age 65 after both attaining age 55 and completing ten years of service.
• Benefit	<p>Benefits for participants who terminated prior to January 1, 1998 and who elect to commence their benefits prior to normal retirement are reduced as follows:</p> <ol style="list-style-type: none"> 1/180 for each of the first 60 months commencement precedes age 65, 1/360 for each of the next 60 months commencement precedes age 60, and actuarially reduced thereafter using the 1983 Group Annuity Mortality Table for males with a 2 year setback and 8% interest for former BHP USA Pension participants, and 6% per year for the first 5 years by which commencement precedes age 65, 4% per year for the next 5 years commencement precedes age 60, and actuarially reduced thereafter using the 1983 Group Annuity Mortality Table for males with a 2 year setback and 8% interest for former BHP Copper participants.
85 points retirement	Retirement before age 65 after the participant attains age 55 and the sum of age plus years of service equals or exceeds 85.
Late retirement	
• Eligibility	Retirement beyond normal retirement date.
• Benefit	For participants who work beyond normal retirement, the benefit is the greater of the benefit calculated as of age 65, actuarially increased to the date of termination using 417(e) mortality and interest rates, and the benefit calculated as of the date of termination.
Deferred vested	
• Eligibility	Termination for reasons other than death or retirement after becoming fully vested in their Plan benefit. Eligible for commencement on the first of any month following termination and before normal retirement date. Participants employed by BHP on or after April 1, 2001 are immediately vested in their plan benefit.
• Benefit	Accrued benefit as of termination date.
Pre-retirement death	
• Eligibility	Death of any married or single participant. Eligible for commencement on the first of any month following the participant's death and before the participant's normal retirement date.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> Benefit – active and vested deferred deaths 	<p>The benefit is defined as a lump sum payment equal to 47.5% of the amount that would have been payable to the participant if he had terminated on the earlier of his actual date of termination and the day preceding death, validly elected a lump sum benefit, and then died.</p> <p>The benefit for married participants can be taken as a single life annuity or a lump sum, while non-spouse beneficiaries must take the benefit as a lump sum.</p>
Benefit offsets	The plan benefits for certain participants are offset by benefits earned under prior plans.
Post-retirement COLA increases	<p>Former BHP Copper participants who retired on or before July 1, 1981 and who were receiving payments on December 31, 1986 were entitled to an annual cost-of-living adjustment equal to the lesser of 5% and the CPI. The aggregate adjustment cannot exceed the lesser of the original benefit and \$2,000.</p> <p>Effective January 1, 2009, the benefits for all participants eligible to receive COLA increases were increased to the maximum level allowed under the Plan.</p>
Form of benefits	
<ul style="list-style-type: none"> Automatic form for unmarried participants 	The normal form of payment for monthly pension benefits is a life annuity if the member has no spouse as of the date payments begin.
<ul style="list-style-type: none"> Automatic form for married participants 	50% joint and survivor annuity
<ul style="list-style-type: none"> Optional forms 	<p>Optional forms of payment include:</p> <ul style="list-style-type: none"> Single life annuity Joint & survivor annuity (100%, 75%, 50%) Lump sum payment 5 year certain & life annuity (former Copper & Utah participants only) 10 year certain & life annuity (former Copper participants only) 15 year certain & life annuity (former Copper participants only) Level income option (for the benefit earned prior to July 1, 2002 for former Strategic Mining Corporation participants only) <p>The lump sum option must be elected within 180 days following termination. The lump sum can be deferred until January of the year following the year of termination. If payment is deferred, interest is credited at an annual rate of 5.5%.</p> <p>Mandatory lump sums are paid if the present value of the plan benefit is less than \$5,000.</p>

Schedule SB, Part V — Summary of Plan Provisions

• Optional form conversion factors	The Plan age-65 accrued benefit is calculated by converting the plan-defined lump sum benefit to a single life annuity using 417(e) actuarial equivalence; the maximum interest rate for any of the 3 segment rates is 6%. The 50% joint and survivor annuity is equal to 95% of the single life annuity.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2012, the limit is \$250,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated January 1, 2010 and amended through Amendment #2, are included in this valuation.

- **Most recent plan amendments included:** The plan was amended to allow deferred vested participants to receive lump sums effective May 1, 2011.
- **Plan amendments excluded:** None
- **Late retirement increases:**
 - *Active participants:* The plan provides actuarial increases to benefits of participants who work beyond normal retirement, and we have reflected these increases in the active liabilities. The Plan distributes benefits to active participants who work beyond age 70 1/2.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions

- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.

The plan was amended to allow deferred vested participants to receive lump sums effective May 1, 2011.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Interest discount and mortality rates were updated from 2011 to 2012 in accordance with PPA.
- The expense component of normal cost decreased from \$175,956 to \$171,597 to reflect our expectations for the current plan year.
- The expected investment return was reduced from 5.10% to 4.10% to reflect our expectations.
- The plan was amended to allow deferred vested participants to receive lump sums effective May 1, 2011. Form of payment assumption for deferred vested participants was changed from 100% single life annuity to 25% lump sum and 75% single life annuity.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29	1										1
30-34		5	3								8
35-39	1	11	6	2							20
40-44	3	19	12	4	6	1					45
45-49		19	9	11	8	5					52
50-54	2	15	16	29	16	32	1	3	1		115
55-59	2	3	10	27	20	32	3	2	4		103
60-64			10	9	13	20		1	1	3	57
65-69				2		2	1				5
70 & up						1					1
Total	9	72	66	84	63	93	5	6	6	3	407

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