

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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 SAVINGS 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>333</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1968</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>94-3094724</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>713-961-8500</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>551112</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>333</u>	1c Effective date of plan <u>01/01/1968</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>	
1b Three-digit plan number (PN) ▶	<u>333</u>										
1c Effective date of plan <u>01/01/1968</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>											
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>											

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	10/15/2014 Date	ANDREA GLASOFER Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
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 BHP USA RAC 1360 POST OAK BLVD., SUITE 150 HOUSTON, TX 77056-3020		3b Administrator's EIN 94-3094724
		3c Administrator's telephone number 713-961-8500
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 3373
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 3308
b Retired or separated participants receiving benefits		6b 23
c Other retired or separated participants entitled to future benefits.....		6c 1135
d Subtotal. Add lines 6a , 6b , and 6c		6d 4466
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 10
f Total. Add lines 6d and 6e		6f 4476
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 4419
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 154
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: 2E 2F 2G 2J 2K 2R 2T 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)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(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		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	
	(4) ☒ C (Service Provider Information)	
	(5) ☒ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan BHP USA RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 BHP HOLDINGS (INTERNATIONAL) INC.	D Employer Identification Number (EIN) 94-3094724	

Part I	Service Provider Information (see instructions)
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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
THE VANGUARD GROUP, INC.
23-1945930

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 26 33 37 38 52	NONE	594691	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

HEWITT ENNISKNUPP INC.

36-2109431

(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?
27	NONE	111344	Yes ☐ No ☒	Yes ☐ No ☐		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	NONE	16135	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)

NOVA 401(K) ASSOCIATES

20-1181458

(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?
14 15	NONE	9000	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:

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
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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
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plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan BHP USA RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 333
C Plan sponsor's name as shown on line 2a of Form 5500 BHP HOLDINGS (INTERNATIONAL) INC.		D Employer Identification Number (EIN) 94-3094724

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	4785	7170
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	1746	372
(2) Participant contributions.....	1b(2)	591	154
(3) Other.....	1b(3)	47243308	303320
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	77033	0
(2) U.S. Government securities	1c(2)	203029	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	25018	0
(B) All other.....	1c(3)(B)	60887	62897
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	48063	17191
(B) Common.....	1c(4)(B)	5438885	6570180
(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)	6685891	7618980
(9) Value of interest in common/collective trusts	1c(9)	96437855	101364634
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	399380802	576636979
(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	555607893	692581877

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	310597	44112
k Total liabilities (add all amounts in lines 1g through 1j)	1k	310597	44112

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	555297296	692537765
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	59652783	
(B) Participants	2a(1)(B)	33985146	
(C) Others (including rollovers)	2a(1)(C)	6180087	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		99818016
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2550	
(B) U.S. Government securities	2b(1)(B)	1817	
(C) Corporate debt instruments	2b(1)(C)	4722	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	306075	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		315164
(2) Dividends: (A) Preferred stock	2b(2)(A)	941	
(B) Common stock	2b(2)(B)	132061	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13820921	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13953923
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	8910940	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	8749035	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		161905
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	787335	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		787335

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-458054
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		88517526
c Other income.....	2c		118122
d Total income. Add all income amounts in column (b) and enter total.....	2d		203213937

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	65861027	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	463789	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		66324816
f Corrective distributions (see instructions).....	2f		5605
g Certain deemed distributions of participant loans (see instructions).....	2g		22229
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)	709870	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		709870
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		67062520

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		136151417
l Transfers of assets:			
(1) To this plan.....	2l(1)		1089052
(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, L.L.P.

(2) EIN: 76-0448495

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan BHP USA RETIREMENT SAVINGS PLAN				B Three-digit plan number (PN) ▶	333
C Plan sponsor's name as shown on line 2a of Form 5500 BHP HOLDINGS (INTERNATIONAL) INC.				D Employer Identification Number (EIN) 94-3094724	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 23-2186884					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 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).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure 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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2013 v. 130118					

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

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator of the
BHP USA Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the BHP USA Retirement Savings Plan (the Plan) which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statements of Changes in Net Assets Available for 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 Note 5, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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, 2013 and 2012, 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 schedules, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2013 and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, 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, Lang & Bragina, L.L.P.

Houston, Texas
October 15, 2014

BHP USA RETIREMENT SAVINGS PLAN

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

as of and for the years ended December 31, 2013 and 2012

BHP USA RETIREMENT SAVINGS PLAN

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* Other schedules required by 29 CFR 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.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Participants and Plan Administrator of the
BHP USA Retirement Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the BHP USA Retirement Savings Plan (the Plan) which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statements of Changes in Net Assets Available for 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 Note 5, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. 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, 2013 and 2012, 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 schedules, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2013 and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2013, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, 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, Lang & Bragina, L.L.P.

Houston, Texas
October 15, 2014

BHP USA RETIREMENT SAVINGS PLAN**Statements of Net Assets Available for Benefits
December 31, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
Assets:		
Investments, at fair value (see Notes 2, 3, and 4)	<u>\$ 684,659,050</u>	<u>\$ 501,676,357</u>
Receivables:		
Participant notes	7,663,706	6,708,388
Participating companies' contributions	372	1,746
Participant contributions	154	591
Receivable from merged plan	-	46,815,628
Due from broker	<u>303,321</u>	<u>427,680</u>
Total receivables	<u>7,967,553</u>	<u>53,954,033</u>
Total assets	<u>692,626,603</u>	<u>555,630,390</u>
Liabilities:		
Due to broker	<u>44,112</u>	<u>310,597</u>
Total liabilities	<u>44,112</u>	<u>310,597</u>
Net assets available for benefits, at fair value	692,582,491	555,319,793
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(2,748,243)</u>	<u>(4,854,919)</u>
Net assets available for benefits	<u>\$ 689,834,248</u>	<u>\$ 550,464,874</u>

BHP USA RETIREMENT SAVINGS PLAN**Statements of Changes in Net Assets Available for Benefits
for the Years Ended December 31, 2013 and 2012**

	<u>2013</u>	<u>2012</u>
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	\$ 15,611,633	\$ 10,579,554
Net appreciation in fair value of investments	<u>89,466,766</u>	<u>36,807,960</u>
Total investment income	<u>105,078,399</u>	<u>47,387,514</u>
Interest income from participant notes receivable	<u>306,075</u>	<u>281,870</u>
Contributions:		
Participating companies	59,652,783	37,987,292
Participant	33,985,146	23,647,428
Participant rollovers from other plans	<u>6,180,087</u>	<u>5,728,963</u>
Total contributions	<u>99,818,016</u>	<u>67,363,683</u>
Total additions	<u>205,202,490</u>	<u>115,033,067</u>
Deductions from net assets attributed to:		
Benefits paid	66,066,653	35,936,735
Administrative expenses	<u>710,086</u>	<u>496,540</u>
Total deductions	<u>66,776,739</u>	<u>36,433,275</u>
Net increase in net assets available for benefits before transfers (to) from other plans	<u>138,425,751</u>	<u>78,599,792</u>
Transfers from merged plan	-	46,815,628
Transfers from affiliated plans	1,089,051	725,391
Transfers to unaffiliated plan	<u>(145,428)</u>	<u>-</u>
Total transfers (to) from other plans	<u>943,623</u>	<u>47,541,019</u>
Net increase in net assets available for benefits	139,369,374	126,140,811
Net assets available for benefits, beginning of year	<u>550,464,874</u>	<u>424,324,063</u>
Net assets available for benefits, end of year	<u>\$ 689,834,248</u>	<u>\$ 550,464,874</u>

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

1. Description of Plan

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

General

The Plan was established effective January 1, 1998, as a multiple-employer profit-sharing plan with a 401(k) directed feature qualified under Sections 401(a) and 401(k) of the Internal Revenue Code (IRC) of 1986, as amended. Effective November 1, 1999, the Plan became a single-employer profit-sharing plan. The Plan was restated, effective January 1, 2010, to incorporate previous amendments and to comply with the latest tax laws and regulations, among other things. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan provides retirement benefits for regular salaried employees of BHP Holdings (International), Inc. (BHP), and adopting subsidiaries and affiliates of the parent company, BHP Billiton Limited (collectively, the Participating Companies), on their date of hire. 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. Effective June 1, 2012, the Plan was amended whereby BHP Billiton Canada Inc. became a Participating Company. 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. Additionally, effective July 1, 2013, the Plan was amended to include BHP Billiton Mine Management Company as a Participating Company, and effective December 1, 2013, to remove BHP Navajo Coal Company as a Participating Company.

On August 25, 2011, BHP Billiton Limited acquired 100% of Petrohawk Energy Corporation's (Petrohawk) outstanding shares of common stock and Petrohawk became a wholly-owned subsidiary of BHP Billiton Limited. Effective December 31, 2012, the net assets of the Petrohawk Energy Corporation 401K Plan (Petrohawk Plan), in the amount of \$46,815,628, were transferred to the Plan. Effective January 1, 2013, the Plan was amended to include Petrohawk as a Participating Company and accordingly, existing participants of the Petrohawk Plan became Plan participants.

Administration

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

Contributions

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

Participants may make contributions to the Plan on a pre-tax and/or after-tax basis through payroll withholding of any whole percentage up to 30% of their eligible earnings. Contributions may not exceed the limitation (\$17,500 and \$17,000 in 2013 and 2012, respectively) set forth in Section 402(g) of the IRC.

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

1. Description of Plan, continued

Contributions, continued

Participants may make catch-up contributions (pre-tax contributions that exceed the annual elective deferral limit) during any calendar year ending on or after the participant's 50th birthday. A participant's total catch-up contribution was limited to a maximum of \$5,500 during both 2013 and 2012. Such catch-up contributions are also eligible for matching.

Participants may make ROTH contributions to the Plan in accordance with applicable tax laws and they may also make rollover contributions from other qualified plans.

The Participating Companies make a matching contribution equal to 100% of the first 6% of eligible earnings contributed to the Plan by their participants for each payroll period. Total employer matching contributions were \$23,867,611 and \$16,422,321 for the years ended December 31, 2013 and 2012, respectively.

The Participating Companies also make employer funded contributions to the Plan on behalf of eligible participants. Eligible participants are participants who (i) are hired, rehired or transferred to the payroll of a Participating Company on or after July 1, 2004, or (ii) made a one-time election to receive contributions under the employer funded account, for service after December 31, 2004, in lieu of continuing to accrue benefit service under the BHP USA Retirement Income Plan, provided such participant is not concurrently accruing benefit service under any defined benefit plan sponsored by the affiliated group of employers. The employer funded contribution is equal to 8.5% of each eligible participant's earnings, plus 5.7% of each eligible participant's earnings in excess of the social security taxable wage base for the year, for each payroll period. Total employer funded contributions were \$35,785,172 and \$21,564,971 for the years ended December 31, 2013 and 2012, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Participating Companies' contributions, and an allocation of investment income (loss), net of administrative expenses. Investment income (loss) allocations are based on the performance of the funds in which the participant has directed his or her accounts to be invested. Upon the occurrence of a distribution event, the benefit to which a participant is entitled is the benefit that can be provided from the participant's vested interest in his or her account.

Investment Options

The Plan offers mutual funds and a common collective trust fund as investment options to participants. Additionally, the Plan offers a brokerage account investment option in which participants can select from a large number of mutual funds and individual securities such as common stocks and bonds. The Plan also utilizes a money market fund to facilitate Plan transactions. Participants may change their investment options at any time.

Vesting

Participants are immediately 100% vested in their accounts.

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

1. Description of Plan, continued

Vesting, continued

Participants previously included in the Petrohawk Plan continue to vest in accordance with the vesting schedule provided in that Plan as follows:

<u>Years of Service</u>	<u>Vested Percentage of Employer Contributions</u>
Less than one year	0%
One year but less than two years	20%
Two years but less than three years	40%
Three years but less than four years	60%
Four years but less than five years	80%
Five years or more	100%

Forfeitures

The Plan has forfeitures that came into the Plan through mergers or became available in earlier Plan years prior to the date of a previous Plan amendment, pursuant to which all participant accounts became 100% vested. Forfeitures are applied as follows: (i) first to reinstate any Plan benefits that are required to be reinstated, (ii) any remaining forfeitures are used to pay administrative expenses of the Plan, and (iii) thereafter, to offset future employer contributions. At December 31, 2013 and 2012, the Plan has forfeitures available of \$1,946,721 and \$403,840, respectively. Forfeitures used to fund employer contributions and to reinstate Plan benefits amounted to \$157,807 and \$132,111 in 2013 and 2012, respectively. Forfeitures used to pay Plan expenses amounted to \$145,715 and \$83,787 in 2013 and 2012, respectively.

In-Service Withdrawals

A participant may take an in-service withdrawal of all or any portion of the balance in his or her after-tax account and or rollover account as well as certain grandfathered Company contribution and tax deductible retirement accounts as described in the supplements to the Plan document. Once age 59 1/2 is attained, a participant may withdraw some or all of the vested amounts in his or her account. Certain participants, as specified in the supplements to the Plan document, may make a hardship withdrawal from their pretax accounts and/or Participating Companies contribution account. A hardship withdrawal shall only be made in the event of a financial need constituting a hardship, as defined in the Plan document.

Participant Notes Receivable

Participants may borrow from the vested portions of their account balances a minimum of \$1,000 up to a maximum equal to the lesser of (a) \$50,000 less the highest outstanding loan balance(s) in the last 12 months or (b) 50% of their account balances. No more than one loan is allowed per account at any given time. The loans bear interest at a rate equal to *Reuters* prime rate plus 1%. Interest rates on outstanding loans ranged from 4.25% to 9.25% during the years ended December 31, 2013 and 2012. Loans must be repaid within five years for general loans and ten years for loans used to purchase a primary residence. Loan repayments are made through payroll deductions. The entire outstanding loan balance becomes due upon employment termination.

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

1. Description of Plan, continued

Payment of Benefits

Upon retirement or other termination of employment, the participant (or his or her beneficiary in the event of death) will receive the value of the vested interest in his or her account according to the following four distribution options: (i) a single, lump-sum distribution in cash, (ii) two or more installments over such period of time as the participant or beneficiary elects, but not extending beyond the life expectancy of the participant and his or her surviving spouse or designated beneficiary, (iii) two or more partial withdrawals at the election of the participant or beneficiary, or (iv) a combination of the methods specified in (i), (ii) and (iii).

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Participating Companies and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Expense Offset Arrangements

Fees incurred by the plan for the investment management services are included in net appreciation in fair value of investments, as they are paid through revenue sharing, rather than a direct payment.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Fully Benefit-Responsive Investment Contract

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

Certain events limit the Plan's ability to transact at contract value with the issuer. Specifically, any event outside the normal operation of the Fund that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal. Examples of such events include, but are not limited to, the Fund's partial or complete legal termination, tax disqualification, and certain Fund's amendments if issuers' consent is not obtained.

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

2. Summary of Significant Accounting Policies, continued

Fully Benefit-Responsive Investment Contract, continued

In general, issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of a participant, employer, or plan; a breach of material obligations under the contract and misrepresentation by the contract holder; or failure of the underlying portfolio to conform to the pre-established investment guidelines.

The Plan administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are not probable.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options. These investment options are exposed to various risks, such as interest rate, market, and credit risks. Due to 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 and the Statements of Changes in Net Assets Available for Benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold during the year as well as on investments held at the end of the year.

Benefit Payments

Benefits are recorded when paid.

Participant Notes Receivable

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

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

3. Investments

The following investments each represent 5% or more of the Plan's net assets at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Vanguard Balanced Index Fund – Signal Shares	\$ 118,813,289	\$ 81,970,678
Vanguard 500 Index Fund – Signal Shares	118,480,995	82,272,501
Vanguard Retirement Savings Master Trust	101,364,634	96,437,855
American Funds EuroPacific Growth Fund – R4 Shares	89,796,165	50,770,401
Vanguard Value Index Fund – Signal Shares	74,897,901	51,146,458
Vanguard Total Bond Market Index Fund – Investor Shares	57,830,124	54,383,634
Vanguard Growth Index Fund – Signal Shares	45,000,597	30,794,408
Investments less than 5% of the Plan's net assets	<u>78,475,345</u>	<u>53,900,422</u>
Total investments	<u>\$ 684,659,050</u>	<u>\$ 501,676,357</u>

During the years ended December 31, 2013 and 2012, the Plan's investments, including realized gains and losses on investments sold during the year and unrealized appreciation (depreciation) on investments held at the end of the year, appreciated in value as follows:

	<u>2013</u>	<u>2012</u>
Registered investment companies (mutual funds)	\$ 87,745,644	\$ 35,876,700
Self directed brokerage accounts	<u>1,721,122</u>	<u>931,260</u>
Net appreciation in fair value of investments	<u>\$ 89,466,766</u>	<u>\$ 36,807,960</u>

4. Fair Value Measurements

FASB 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 or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 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.

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

4. Fair Value Measurements, continued

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.

In determining fair value, the Plan uses the market approach which uses prices and other relevant data based on market transactions involving identical or comparable assets and liabilities.

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, 2013 and 2012.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust: Valued at the 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. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawals from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Self-directed brokerage accounts which include common stocks, mutual funds, exchange traded funds, and corporate debt instruments: Valued using a variety of methods based on the nature of the underlying assets, but primarily valued at the closing price reported for the market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan'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 SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

4. Fair Value Measurements, continued

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value on a recurring basis as of December 31, 2013 and 2012:

Investments at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blended funds	\$ 346,678,285	\$ -	\$ -	\$ 346,678,285
Value funds	82,665,986	-	-	82,665,986
Growth funds	75,838,863	-	-	75,838,863
Bond fund	57,830,124	-	-	57,830,124
Money market fund	<u>1,969,713</u>	<u>-</u>	<u>-</u>	<u>1,969,713</u>
Total mutual funds	<u>564,982,971</u>	<u>-</u>	<u>-</u>	<u>564,982,971</u>
Common collective trust	<u>-</u>	<u>101,364,634</u>	<u>-</u>	<u>101,364,634</u>
Self-directed brokerage accounts:				
Mutual funds	7,343,041	3,716,178	-	11,059,219
Common stocks	6,150,328	-	-	6,150,328
Exchange-traded funds	1,014,481	-	-	1,014,481
Corporate bonds	-	62,897	-	62,897
Preferred stocks	-	17,190	-	17,190
Other	<u>7,170</u>	<u>160</u>	<u>-</u>	<u>7,330</u>
Total self-directed brokerage accounts	<u>14,515,020</u>	<u>3,796,425</u>	<u>-</u>	<u>18,311,445</u>
Total investments at fair value	<u>\$ 579,497,991</u>	<u>\$ 105,161,059</u>	<u>\$ -</u>	<u>\$ 684,659,050</u>

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

4. Fair Value Measurements, continued

Investments at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Blended funds	\$ 226,928,542	\$ -	\$ -	\$ 226,928,542
Value funds	54,572,316	-	-	54,572,316
Growth funds	49,571,149	-	-	49,571,149
Bond fund	54,383,634	-	-	54,383,634
Money market fund	404,040	-	-	404,040
Total mutual funds	385,859,681	-	-	385,859,681
Common collective trust	-	96,437,855	-	96,437,855
Self-directed brokerage accounts:				
Mutual funds	9,218,604	3,232,097	-	12,450,701
Common stocks	5,263,223	-	-	5,263,223
Exchange-traded funds	1,246,082	-	-	1,246,082
Corporate bonds	-	85,905	-	85,905
Preferred stocks	-	48,063	-	48,063
Other	4,785	-	-	4,785
Government bonds	-	152,599	-	152,599
Interest bearing cash & CDs	-	77,033	-	77,033
U.S. Government securities	-	50,430	-	50,430
Total self-directed brokerage accounts	15,732,694	3,646,127	-	19,378,821
Total investments at fair value	\$ 401,592,375	\$ 100,083,982	\$ -	\$ 501,676,357

Fair Value of Investments in Entities that use NAV

The following table summarizes the investment measured at fair value based on NAV per share as a practical expedient as of December 31, 2013 and 2012:

Investment	Fair Value December 31,		Unfunded Commitment	Redemption Frequency (if currently eligible)	Redemption Notice Period
	2013	2012			
Vanguard Retirement Savings Master Trust	\$101,364,634	\$ 96,437,855	N/A	Daily	30 days

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

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

The Plan administrator has elected the method of annual reporting and compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, other than the fair value of the common collective trust and the related adjustment from fair value to contract value for the fully benefit-responsive investment contract, certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedules, including investments and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments, interest and dividends for the years then ended, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Vanguard, the Plan's trustee. The contract value of the common collective trust was certified by the trustee.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

6. Party-in-Interest Transactions

The Plan invests in shares of mutual funds, a common collective trust fund, and a self-directed brokerage account, which are managed by an affiliate of Vanguard, the trustee, and the Plan issues notes receivable from participants. These transactions qualify as party-in-interest transactions, as defined by ERISA. However, such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA.

7. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated October 19, 2011, that the Plan and related trust are designed in accordance with applicable sections of the IRC.

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

The Plan has not performed the required annual compliance testing as of the date of financial statement issuance; however, the Plan expects to complete the required testing by December 31, 2014.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

BHP USA RETIREMENT SAVINGS PLAN

Notes to Financial Statements December 31, 2013 and 2012

9. Reconciliation of Plan Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net assets available for benefits per the financial statements	\$ 689,834,248	\$ 550,464,874
Adjustment from fair value to contract value for fully benefit-responsive investment contract	2,748,243	4,854,919
Deemed distributions	<u>(44,726)</u>	<u>(22,497)</u>
Net assets available for benefits per the Form 5500	<u>\$ 692,537,765</u>	<u>\$ 555,297,296</u>

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the Form 5500 for the years ended December 31, 2013 and 2012:

	<u>2013</u>	<u>2012</u>
Net increase in net assets available for benefits per the financial statements	\$ 139,369,374	\$ 126,140,811
Change in adjustment from fair value to contract value for fully benefit-responsive investment contract	(2,106,676)	804,010
Change in deemed distributions	<u>(22,229)</u>	<u>(2,877)</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 137,240,469</u>	<u>\$ 126,941,944</u>

10. Subsequent Event

Effective January 1, 2014, the Plan was amended and restated to i) incorporate previous amendments; (ii) comply with the latest tax laws and regulations; and (iii) reflect certain other administrative changes to the Plan. The participants who were actively accruing benefits under any defined benefit pension plan sponsored by a member of the Participating Companies, as of December 31, 2013, and whose future benefit accruals ceased due to such pension plan being frozen as of December 31, 2013 became eligible participants of the Plan.

Plan management determined that certain participants' contributions for the year ended December 31, 2013 were not remitted to the Plan. Such delinquent participant contributions and applicable earnings will be submitted to the Plan no later than December 31, 2014.

Plan management has evaluated all subsequent events through October 15, 2014, which is the date the financial statements were issued, and has concluded that there are no other significant events to be reported.

SUPPLEMENTAL SCHEDULES

BHP USA RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
For the Year Ended December 31, 2013

EIN: 94-3094724
 PN: 333

Participant Contributions Transferred Late to Plan	Total that Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP (Voluntary Fiduciary Correction Program) and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
☒			\$5,179	\$ 5,749

BHP USA RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 94-3094724
PN: 333

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Market Value***
	* Vanguard Balanced Index Fund – Signal Shares	Mutual Fund	\$ 118,813,289**
	* Vanguard 500 Index Fund – Signal Shares	Mutual Fund	118,480,995**
	* Vanguard Retirement Savings Master Trust	Common Collective Trust	101,364,634**
	American Funds EuroPacific Growth Fund – R4 Shares	Mutual Fund	89,796,165**
	* Vanguard Value Index Fund – Signal Shares	Mutual Fund	74,897,901**
	* Vanguard Total Bond Market Index Fund – Investor Shares	Mutual Fund	57,830,124**
	* Vanguard Growth Index Fund – Signal Shares	Mutual Fund	45,000,597**
	Century Small Cap Select Fund – Investor Shares	Mutual Fund	20,000,114
	CRM Mid Cap Value Fund – Institutional Shares	Mutual Fund	19,587,836
	* Vanguard Self-Directed Brokerage Account	Mutual Funds, Stocks, and Bonds	18,311,445
	* Vanguard Morgan Growth Fund – Investor Shares	Mutual Fund	10,838,152
	Diamond Hill Large Cap Fund – A Shares	Mutual Fund	7,768,085
	* Vanguard Prime Money Market Fund	Mutual Fund	1,969,713
	* Participant loans	Loans bearing interest at rates ranging from 4.25% to 9.25% per year	<u>7,663,706</u>
		Total	<u>\$ 692,322,756</u>

* Represents a party-in-interest.

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

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

BHP USA RETIREMENT SAVINGS PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

EIN: 94-3094724
PN: 333

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Market Value***
	* Vanguard Balanced Index Fund – Signal Shares	Mutual Fund	\$ 118,813,289**
	* Vanguard 500 Index Fund – Signal Shares	Mutual Fund	118,480,995**
	* Vanguard Retirement Savings Master Trust	Common Collective Trust	101,364,634**
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