

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;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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 Plan 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 Plan 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 Plan 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.	10/16/2015	ANDREA GLASOFER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 1554
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 316 6a(2) 273 6b 580 6c 411 6d 1264 6e 173 6f 1437 6g 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 3H 1I 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)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014	
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) 334
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	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month 01 Day 01 Year 2014			
2 Assets:			
a Market value	2a	196833398	
b Actuarial value	2b	196833398	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	770	47206678	47206678
b For terminated vested participants	477	35784798	35784798
c For active participants	316	92853721	94538849
d Total	1563	175845197	177530325
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	6.26%	
6 Target normal cost	6	219038	

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	
Signature of actuary	10/15/2015
KEVIN BILLS, FSA, EA, MAAA	Date
Type or print name of actuary	14-07029
MERCER	Most recent enrollment number
Firm name	713-276-2100
500 DALLAS STREET, SUITE 1400 HOUSTON, TX 77002	Telephone number (including area code)
Address of the firm	

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (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>-3.50</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.07</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
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	110.87 %
15 Adjusted funding target attainment percentage	15	110.87 %
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	134.55 %
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
02/11/2015	1323000	0	04/01/2015	703400	0
02/24/2015	1166400	0	04/08/2015	1323000	0
03/05/2015	1323000	0	04/14/2015	777600	0
03/18/2015	544800	0	04/30/2015	1323000	0
03/20/2015	583200	0	05/15/2015	1166400	0
03/26/2015	703400	0	06/01/2015	3433200	0
Totals ▶			18(b)	16980000	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	15682846
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

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9 Amount remaining (line 7 minus line 8)		
10 Interest on line 9 using prior year's actual return of _____%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of _____%		
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)		

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

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (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
06/24/2015	583200	0			
06/30/2015	2026400	0			
Totals ►			18(b)		18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ 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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ 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	0
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	219038	
b Excess assets, if applicable, but not greater than line 31a	31b	219038	
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
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	15682846	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	15682846	
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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan BHP USA RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ▶	334
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

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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)

PACIFIC INVESTMENT MGMT COMPANY

33-0629048

(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?
28 51	NONE	496459	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ENNIS KNUPP

36-3109431

(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?
28 51	NONE	168361	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	79966	Yes ☒ No ☐	Yes ☒ No ☐	0	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 <div style="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2014</div> This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan BHP USA RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ►	334

C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BHP HOLDINGS INTERNATIONAL INC.	D Employer Identification Number (EIN) 94-3094724
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
--------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: COLTV SHORT TERM INVESTMENT FUND

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, NA

c EIN-PN 45-6138589-084	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5012299
--	--	---

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)
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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):**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> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</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			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	16980000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	664916	626008
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)	55496899	72106745
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	5124686	3082742
(B) All other	1c(3)(B)	5976425	7345740
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	27	
(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)	17069261	5012299
(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)	97621313	84954438
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	15040468	3627351

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	196993995	193735323

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	167684	4096875
k Total liabilities (add all amounts in lines 1g through 1j)	1k	167684	4096875

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	196826311	189638448
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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)	16980000	
(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)		16980000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-1339	
(B) U.S. Government securities	2b(1)(B)	1607790	
(C) Corporate debt instruments	2b(1)(C)	462853	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	394014	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2463318
(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)	4227394	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4227394
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	321239926	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	318471772	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2768154
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1715396	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1715396

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		106233
(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)		2938831
c Other income.....	2c		22504
d Total income. Add all income amounts in column (b) and enter total.....	2d		31221830

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	37533597	
(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)		37533597
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)	81216	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	496459	
(4) Other.....	2i(4)	298421	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		876096
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		38409693

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-7187863
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan BHP USA RETIREMENT INCOME PLAN				B Three-digit plan number (PN) ►	334
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	0
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): 36-3046063					
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	74
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) 2014 v. 140124	

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: 7.1% Investment-Grade Debt: 91.3% High-Yield Debt: _____% Real Estate: _____% Other: 1.6%
- 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 SCHEDULES
WITH REPORT OF INDEPENDENT ACCOUNTANTS**

as of and for the years ended December 31, 2014 and 2013

BHP USA RETIREMENT INCOME 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 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, 2014 and 2013, 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, 2013 and 2012, 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 Note 5, 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, 2014 and 2013, 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 4i – Schedule of Assets (Held at End of Year) as of December 31, 2014, Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) for the year ended December 31, 2014, and Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2014, 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 the 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, has 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, Lagan & Bregina, L.L.P.

Houston, Texas
October 15, 2015

BHP USA RETIREMENT INCOME PLAN
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Investments, at fair value (See Notes 2, 3 & 4):		
Collective investment funds	\$ 5,012,299	\$ 17,078,429
Corporate bonds	10,428,482	11,101,138
Government securities	73,029,500	70,027,285
Mutual funds	84,954,438	97,621,313
Cash collateral held	1,988,543	117,377
Asset backed securities	-	376,537
Other	<u>287,501</u>	<u>(132,678)</u>
Total investments at fair value	<u>175,700,763</u>	<u>196,189,401</u>
Receivables:		
Company contributions	16,980,000	-
Accrued income receivable	<u>624,296</u>	<u>664,915</u>
Total receivables	<u>17,604,296</u>	<u>664,915</u>
Total assets	<u>193,305,059</u>	<u>196,854,316</u>
Liabilities:		
Liability for pending trades	1,274,509	896
Obligation to return cash collateral held	<u>2,392,102</u>	<u>27,109</u>
Total liabilities	<u>3,666,611</u>	<u>28,005</u>
Net assets available for benefits	<u>\$ 189,638,448</u>	<u>\$ 196,826,311</u>

See accompanying notes to financial statements.

BHP USA RETIREMENT INCOME PLAN
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Investment income (loss) and contributions:		
Interest and dividends	\$ 6,702,323	\$ -
Net appreciation in fair value of investments, less certain investment expenses (see Notes 2 & 3):		
Collective investment funds	91,425	-
Corporate bonds	814,664	-
Government securities	3,314,507	-
Mutual funds	2,684,798	-
Asset backed securities	1,951	-
Other	(33,310)	-
Plan interest in net investment loss of BHP USA Master Retirement Trust, less investment expenses	-	(7,446,938)
Company contributions	16,980,000	-
Other income	<u>15,399</u>	<u>33,107</u>
Total investment income (loss) and contributions	<u>30,571,757</u>	<u>(7,413,831)</u>
Deductions from net assets attributed to:		
Benefit payments	37,533,597	15,975,291
Administrative expenses	<u>226,023</u>	<u>172,095</u>
Total deductions	<u>37,759,620</u>	<u>16,147,386</u>
Net decrease in net assets available for benefits	(7,187,863)	(23,561,217)
Net assets available for benefits, beginning of year	<u>196,826,311</u>	<u>220,387,528</u>
Net assets available for benefits, end of year	<u>\$ 189,638,448</u>	<u>\$ 196,826,311</u>

See accompanying notes to financial statements.

BHP USA RETIREMENT INCOME PLAN
Statements of Accumulated Plan Benefits
December 31, 2013 and 2012*

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants and beneficiaries currently receiving payments	\$ 60,099,651	\$ 57,219,857
Other participants	<u>161,377,699</u>	<u>130,524,503</u>
Total vested benefits	221,477,350	187,744,360
Nonvested benefits	<u>1,828,653</u>	<u>6,606,664</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 223,306,003</u>	<u>\$ 194,351,024</u>

* The Plan presents accumulated plan 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, 2013 and 2012*

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits at beginning of year	\$ 194,351,024	\$ 192,989,481
Increase (decrease) during the period attributed to:		
Benefit payments	(15,975,291)	(21,071,682)
Increase in interest due to decrease in discount period	7,056,514	7,444,602
Benefits accumulated and Plan experience	22,959,691	10,381,508
Changes in actuarial assumptions	(3,145,107)	4,607,115
Change in Plan provisions	<u>18,059,172</u>	<u>-</u>
Net increase	<u>28,954,979</u>	<u>1,361,543</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 223,306,003</u>	<u>\$ 194,351,024</u>

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

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

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., San Manuel Arizona Railroad Company, BHP Billiton New Mexico Coal, Inc., BHP Navajo Coal Company, San Juan Coal Company, and San Juan Transportation Company.

An eligible employee is any employee who is employed full-time, other than the following: (i) employees covered by a collective bargaining agreement in which benefits were negotiated; (ii) leased employees; (iii) employees of BHP Nevada Mining Company who are paid on a bi-weekly basis; (iv) any employee whose initial date of employment is after June 30, 2004, or rehired after June 30, 2004, or who is transferred to the payroll of a Participating Company. 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.

Effective July 1, 2013, the Plan was amended to include BHP Billiton Mine Management Company as a Participating Company. Additionally, effective December 31, 2013, BHP Navajo Coal Company was sold to the Navajo Transitional Energy Company, and the Plan was amended to remove BHP Navajo Coal Company as a Participating Company.

The Plan was amended and restated, effective December 31, 2013, to: (i) incorporate all prior amendments; (ii) freeze all benefit accruals; and (iii) establish a cash balance benefit. (See Pension Benefits and Vesting Provisions note.)

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 and Mercer's U.S. Valuations Group provides pension valuation and administrative services. Certain duties and responsibilities to assist in the administration of the Plan are carried out on the Participating Companies' behalf by a committee that was appointed by the board of directors, the BHP USA Retirement Advisory Committee (RAC).

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

1. Description of the Plan, continued

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 subject to the limitations of maximum tax deductible contributions and minimum required contributions determined by the actuary and the accelerated funding policy adopted by BHP. The minimum required contribution to the Plan was \$0 for each of the years ended December 31, 2014 and 2013. However, BHP chose to accelerate the funding of the Plan beyond the required amount and the Participating Companies contributed \$16,980,000 for the year ended December 31, 2014. No contributions were made to the Plan for the year ended December 31, 2013.

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.

Investments

During the year ended December 31, 2013, the Plan's investments and the investments of two other BHP-sponsored defined benefit retirement plans were held at Northern Trust Company in the BHP USA Master Retirement Trust (the Master Trust). To manage the cash needs of the Plan in a more effective manner, effective December 31, 2013, the Plan's investments, held in the Master Trust, were segregated into a separate account within the Master Trust, and accordingly, this separate account holds only investments specific to the Plan at December 31, 2014 and 2013.

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.

Prior to January 1, 2014, 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. Effective December 31, 2013, a participant's benefit is calculated without regard to any increase in pay after December 31, 2013 and without crediting for any periods of service after December 31, 2013.

Effective December 31, 2013, a cash balance account was established for each participant in the Plan who was an employee at December 31, 2013 and who was not already receiving benefit distributions. Effective for the year ended December 31, 2014, each participant's cash balance account receives a 5% interest credit at the end of each calendar year. Upon commencement of benefit payments, no future interest credits are applied to the participant's cash balance account.

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

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

1. Description of the Plan, continued

Payment of Benefits

A participant's benefits may be paid in one of the following forms, as described in the Plan document: (i) lump sum benefit; (ii) single life annuity (iii) 50% joint and survivor annuity; (iv) 100% joint and survivor annuity; or (v) qualified optional survivor annuity.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Participating Companies and are excluded from these financial statements.

During 2014 and 2013, Pension Benefit Guaranty Corporation (PBGC) premiums, audit fees, actuarial fees, and other similar direct charges were paid by the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with GAAP 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.

Risks and Uncertainties

The Plan's investments consist of collective investment funds, fixed income securities, and mutual funds. Investment securities, in general, 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.

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.

Benefit Payments

Benefits are recorded when paid.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

2. Summary of Significant Accounting Policies, continued

Investment Valuation and Income Recognition

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

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. During the year ended December 31, 2014, the Plan includes in the Statement of Changes in Net Assets Available for Benefits the net appreciation in the fair value of investments, which consists of realized gains (losses) on the disposition of investments and appreciation (depreciation) of investments held at the end of the year, less certain investment expenses. During the year ended December 31, 2013, income from investments, realized gains (losses) on the disposition of investments, appreciation (depreciation) of investments held at the end of the year, less certain expenses (collectively, the net investment income) related to the Master Trust was allocated monthly to the individual plans based upon respective balances invested by the plans at the end of each month.

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or its Equivalent)*. ASU No. 2015-07 applies to reporting entities that elect to measure the fair value of an investment using the net asset value (NAV) per share (or its equivalent) as a practical expedient. Under the amendments in this update, investments for which fair value is measured using NAV per share (or its equivalent) as the practical expedient should not be categorized in the fair value hierarchy. Removing those investments from the fair value hierarchy, not only eliminates the diversity in practice resulting from the way in which investments measured at NAV per share (or its equivalent) with future redemption dates are classified, but also ensures that all investments categorized in the fair value hierarchy are classified using a consistent approach. Investments that calculate NAV per share (or its equivalent), but for which the practical expedient is not applied, will continue to be included in the fair value hierarchy. A reporting entity should continue to disclose information on investments for which fair value is measured at NAV (or its equivalent) as a practical expedient to help users understand the nature and risks of the investments and whether the investments, if sold, are probable of being sold at amounts different from NAV. ASU No. 2015-07 is effective for fiscal years beginning on or after December 15, 2016 on a retrospective basis. Early adoption is permitted. Plan management is currently evaluating the effect of the adoption of ASU No. 2015-07 on the Plan's financial statements and related footnotes.

In July 2015, the FASB issued ASU No. 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*, to reduce the complexity in employee benefit plan accounting. The following is a summary of the changes required by ASU No. 2015-12:

Part I, Fully Benefit-Responsive Investment Contracts: Topics 962 and 965 on employee benefit plan accounting require fully benefit-responsive investment contracts to be measured at contract value. Those Topics also require an adjustment to reconcile contract value to fair value, when these measures differ, on the face of the plan financial statements. The amendments in Part I of ASU No. 2015-12 designate contract value as the only required measure for fully benefit-responsive investment contracts, which maintains the relevant information while reducing the cost and complexity of reporting for fully benefit-responsive investment contracts.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements, continued

Part II, Plan Investment Disclosures: As new disclosure requirements have been issued or amended, employee benefit plan financial statements have been affected. Specifically, the interaction between Topic 820, Fair Value Measurement, and Topics 960, 962, and 965 on employee benefit plan accounting sometimes requires aggregation, or organization of similar investment information, in multiple ways. The objective of Part II of ASU No. 2015-12 is to simplify and make more effective the investment disclosure requirements under Topic 820 and under Topics 960, 962, and 965 for employee benefit plans.

Part III, Measurement Date Practical Expedient: The objective of Part III of ASU No. 2015-12 is to reduce complexity in employee benefit plan accounting by providing a practical expedient that permits plans to measure investments and investment-related accounts as of a month-end date that is closest to the plan's fiscal year-end, when the fiscal period does not coincide with month-end.

Parts I and II of ASU No. 2015-12 are effective on a retrospective basis, and Part III is effective on a prospective basis, for fiscal years beginning on or after December 15, 2015. Early adoption is permitted. Plan management is currently evaluating the effect of the adoption of ASU No. 2015-12 on the Plan's financial statements and related footnotes.

Reclassifications

Certain items in the 2013 financial statements have been reclassified to conform to the 2014 financial statement presentation. Such reclassifications had no effect on net assets available for benefits or the change in net assets available for benefits.

3. Investments

The following individual investments represent 5% or more of the Plan's net assets at December 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
PIMCO Investment Grade Corporate Bond Fund	\$ 44,967,377	\$ 46,060,418
PIMCO Long Duration Corporate Bond Fund	27,710,787	34,227,441
U.S. Treasury Bond, 1.625%, due July 31, 2019	24,037,488	-
U.S. Treasury Bond, 1.625%, due August 15, 2022	18,285,933	20,714,193
U.S. Treasury Bond, 8.00%, due November 15, 2021	13,216,875	13,196,089
PIMCO Emerging Markets Bond Portfolio	-	10,932,592
Investments less than 5% of net assets	<u>47,482,303</u>	<u>71,058,668</u>
Total investments	<u>\$ 175,700,763</u>	<u>\$ 196,189,401</u>

Net appreciation (depreciation) of the Plan's investments during the year ended December 31, 2014, included realized gains (losses) on investments sold during the year and unrealized appreciation (depreciation) on investments held at the end of the year, less certain investment expenses totaled \$6,874,035.

See Note 7 for the Plan's interest in the net investment loss of the Master Trust for the year ended December 31, 2013.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

4. Fair Value Measurements

The FASB Accounting Standards Codification 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.

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 were no changes in the methodologies used at December 31, 2014 and 2013.

Collective investment funds: Valued at the NAV of units of a collective fund. 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. Were the Plan to initiate a full redemption of the collective fund, the investment advisor 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. (Market approach and income approach)

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

4. Fair Value Measurements, continued

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 NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. (Market approach)

Fixed income securities: Includes corporate and governmental bonds, which have been valued based upon quoted prices from actively traded markets, and mortgage 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)

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 management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following tables set forth by level, within the fair value hierarchy, the Plan's investments measured at fair value on a recurring basis as of December 31, 2014 and 2013:

Investments at Fair Value as of December 31, 2014

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Collective investment fund - short term	\$ -	\$ 5,012,299	\$ -	\$ 5,012,299
Mutual funds:				
Long duration bond fund	44,967,377	-	-	44,967,377
Corporate bond funds	27,710,787	-	-	27,710,787
Short term bond funds	8,816,304	-	-	8,816,304
Emerging market bond fund	<u>3,459,970</u>	<u>-</u>	<u>-</u>	<u>3,459,970</u>
Total mutual funds	<u>84,954,438</u>	<u>-</u>	<u>-</u>	<u>84,954,438</u>
Fixed income securities:				
U.S. Government bonds	-	71,187,145	-	71,187,145
Corporate bonds	-	10,428,482	-	10,428,482
Municipal/provincial bonds	-	922,755	-	922,755
Government mortgage-backed securities	-	762,433	-	762,433
Government commercial mortgage-backed securities	<u>-</u>	<u>157,167</u>	<u>-</u>	<u>157,167</u>
Total fixed income securities	<u>-</u>	<u>83,457,982</u>	<u>-</u>	<u>83,457,982</u>
Cash collateral held	<u>1,988,543</u>	<u>-</u>	<u>-</u>	<u>1,988,543</u>
Other	<u>-</u>	<u>287,501</u>	<u>-</u>	<u>287,501</u>
Total investments at fair value	<u>\$ 86,942,981</u>	<u>\$ 88,757,782</u>	<u>\$ -</u>	<u>\$ 175,700,763</u>

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

4. Fair Value Measurements, continued

Investments at Fair Value as of December 31, 2013				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Collective investment funds:				
Equity index funds	\$ -	\$ 13,951,147	\$ -	\$ 13,951,147
Short term	<u>-</u>	<u>3,127,282</u>	<u>-</u>	<u>3,127,282</u>
Total collective investment funds	<u>-</u>	<u>17,078,429</u>	<u>-</u>	<u>17,078,429</u>
Mutual funds:				
Long duration bond fund	34,227,441	-	-	34,227,441
Corporate bond fund	46,060,418	-	-	46,060,418
Short term bond fund	6,400,862	-	-	6,400,862
Emerging market bond fund	<u>10,932,592</u>	<u>-</u>	<u>-</u>	<u>10,932,592</u>
Total mutual funds	<u>97,621,313</u>	<u>-</u>	<u>-</u>	<u>97,621,313</u>
Fixed income securities:				
U.S. Government bonds	-	47,318,499	-	47,318,499
Government agency obligations	-	19,211,792	-	19,211,792
Corporate bonds	-	11,101,138	-	11,101,138
Municipal/provincial bonds	-	2,541,582	-	2,541,582
Government mortgage-backed securities	-	788,695	-	788,695
Asset-backed securities	-	376,537	-	376,537
Government commercial mortgage-backed securities	<u>-</u>	<u>166,717</u>	<u>-</u>	<u>166,717</u>
Total fixed income securities	<u>-</u>	<u>81,504,960</u>	<u>-</u>	<u>81,504,960</u>
Cash collateral held	<u>117,377</u>	<u>-</u>	<u>-</u>	<u>117,377</u>
Other	<u>-</u>	<u>(132,678)</u>	<u>-</u>	<u>(132,678)</u>
Total investments at fair value	<u>\$ 97,738,690</u>	<u>\$ 98,450,711</u>	<u>\$ -</u>	<u>\$ 196,189,401</u>

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

4. Fair Value Measurements, continued

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 at December 31, 2014 and 2013:

<u>Investment</u>	<u>Fair Value December 31, 2014 2013</u>		<u>Unfunded Commitment</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Northern Trust Collective Short Term Investment Fund ¹	\$ 5,012,299	\$ 3,127,282	N/A	Daily	30 days
Northern Trust Collective MSCI ACWI EX-US Index Fund ²	\$ -	\$ 4,230,370	N/A	Daily	30 days
Northern Trust Collective Russell 3000 Index Fund ³	\$ -	\$ 9,720,777	N/A	Daily	30 days

¹ In order to achieve the investment's objective of providing investment results that approximate the overall performance of the common stocks included in the MSCI ACWI ex-US Index, the Fund holds units of participation in the EAFE Fund, the Canada Fund and the EM Fund, or will purchase common stocks intended to achieve the Fund's objective that are, based on computer generated statistical data, representative of the industry diversification of the entire Index. The Trustee may also, in its discretion, purchase or sell depositary receipts.

² In order to achieve the investment's objective to maximize current income to the extent consistent with the preservation of capital maintenance of liquidity, the Fund invests in obligations issued or guaranteed by the U.S. or other foreign governments, obligations of domestic or foreign corporations or commercial banks, money market portfolios of regulated investment companies, mortgage and other asset backed securities, repurchased agreements collateralized fully by any of the aforementioned investments, as well as guaranteed investments contracts issued by insurance companies.

³ In order to achieve the investment's objective of providing investment results that approximate the overall performance of the common stocks included in the Russell 3000 Index, the Fund holds units of participation in the Northern Trust Collective Russell 2000 Index Fund – Non-Lending and the Northern Trust Collective Russell 1000 Index Fund – Non-Lending, as well as other funds of the Declaration of Trust, or will purchase stocks of one or more companies included in the Russell 3000 Index that are, based on computer generated statistical data, representative of the industry diversification of the entire Russell 3000 Index.

Derivatives - Interest Rate Swaps, Credit Default Swaps and Swaptions

The Plan may invest in interest rate swap contracts and swaptions (an option for the right to enter into an interest rate swap). The Plan uses interest rate swap contracts and swaptions to manage its exposure to interest rates. Interest rate swap contracts entered into by the Plan typically represent the exchange by the Plan with a counterparty of a commitment to make variable rate and fixed rate payments with respect to a notional amount of principal. Such contracts may have a term of one to ten years, but typically require periodic interim settlement in cash, at which time both the value of the index or security and the specified interest rate are reset for the next settlement period.

During the period that the swap contract is open, the contract is marked-to-market the net amount due to or from the Plan in accordance with the terms of the contract based on the closing level of the relevant index or security and interest accrual through the valuation date. Changes in the value of the swap contract, including periodic cash settlements, are recorded in net appreciation (depreciation) in fair value of investments.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

4. Fair Value Measurements, continued

Derivatives - Interest Rate Swaps, Credit Default Swaps and Swaptions, continued

The Plan also invests in credit default swaps. Credit default swap contracts entered into by the Plan typically represent the exchange by the Plan with a counterparty of a commitment to provide a level of credit protection for a commitment to receive interest at a fixed rate based on the potential risk of default of the relevant underlying issuer. Providing credit protection to a counterparty tends to increase a Plan's exposure to the underlying instrument. Receiving credit protection from a counterparty tends to decrease a plan's exposure to the underlying instrument held by a plan, or hedge the fair value of other plan investments. Such contracts may have a term of one to ten years, but typically require periodic interim settlement in cash. During the period that the credit default swap contract is open, the contract is marked-to-market in accordance with the terms of the contract based on the current interest rate spreads and credit risk of the reference obligation of the underlying issuer and interest accrual through valuation date. Changes in the value of the credit default swaps, including periodic cash settlements, are recorded in net appreciation (depreciation) in fair value of investments.

Entering into a swap contract involves, to varying degrees, elements of credit, market, and interest rate risk in excess of the amounts reported in the statement of net assets available. Notional principal amounts are used to express the extent of involvement in the transactions, but are not delivered under the contracts. Accordingly, credit risk is limited to any amounts receivable from the counterparty. To reduce credit from potential counterparty default, the Plan enters into swap contracts with counterparties whose creditworthiness has been approved by the investment manager. The Plan bears the market risk arising from any change in index or security values or interest rates.

Derivative securities of the Plan as of December 31, 2014 and activity for the year then ended are summarized as follows:

	Notional Amount		Fair Value			
	2014	2013	2014	2013	2014 Gain (Loss)	Classification on Statement of Changes
Fixed income futures	\$ 1,600,000	\$ 7,006	\$129,600	\$ 4,000	\$ 75,143	Net appreciation other
Credit default swaps	-	-	500,102	-	(65,581)	Net appreciation other
Interest rate swaps	-	-	(178,274)	-	(175,344)	Net appreciation other
Swaptions	<u>(17,000,000)</u>	<u>62,500,000</u>	<u>(163,927)</u>	<u>(136,678)</u>	<u>132,472</u>	Net appreciation other
Total derivatives	<u><u>\$ (15,400,000)</u></u>	<u><u>\$ 62,507,006</u></u>	<u><u>\$ 287,501</u></u>	<u><u>\$ (132,678)</u></u>	<u><u>\$ (33,310)</u></u>	Net appreciation other

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 Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, certain information related to investments disclosed in the financial statements and supplemental schedules, including investments held at December 31, 2014 and 2013, and net appreciation in fair value of investments and interest and dividends for the year ended December 31, 2014 was obtained from information supplied to the Plan administrator and certified as complete and accurate by the Trustee. See Note 7 for information related to certification of investment related income and expenses in the Master Trust for the year ended December 31, 2013.

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.

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

6. 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 (i) retired or terminated employees or their beneficiaries, (ii) beneficiaries of employees who have died, and (iii) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on their past and current earnings.

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

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The actuarial present value of accumulated plan benefits was calculated as of January 1, 2014 and 2013 and accordingly, the Plan presents the statements of accumulated plan benefits and the statements of changes in accumulated plan benefits using beginning of year actuarial data. Had the actuarial valuations been performed as of December 31, 2013 and 2012, there would be no material differences. The significant actuarial assumptions underlying the actuarial valuation as of January 1, 2014 and 2013 are as follows:

Assumed rate of return on investments:	2014	3.55% compounded annually
	2013	3.80% compounded annually

Mortality basis:

Healthy participants

The RP-2000 (separate static tables for annuitants and non-annuitants), projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.

Retirement Rates:

Participants are assumed to retire according to the following retirement rates (both 2014 and 2013):

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

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

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

6. Actuarial Present Value of Accumulated Plan Benefits, continued

Withdrawal Rates: Participants are assumed to withdraw according to the Society of Actuary's 2003 study basic select & ultimate table based on employment.

Sample rates varying by age and service

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

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.

7. Plan Interests in BHP Master Trust (Unaudited)

Effective December 31, 2013, the Plan's interest in the Master Trust was segregated into a separate account within the Master Trust and accordingly, the Plan's separate account holds only investments specific to the Plan at December 31, 2013. The total investments in the Plan remained approximately 35.76% of the total investments held by all plans which comprise the Master Trust at December 31, 2013.

The Plan's interest in the Master Trust as of and for the year ended December 31, 2013 is as follows:

Plan interest in Master Trust	\$ -
Plan interest in net investment loss of Master Trust	\$ (7,446,938)

BHP USA RETIREMENT INCOME PLAN
Notes to Financial Statements
December 31, 2014 and 2013

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

Investment income of the Master Trust, as certified by the Trustee, for the year ended December 31, 2013 is as follows:

Net appreciation (depreciation) in fair value of investments:	
Collective investment funds	\$ 6,017,438
Fixed income securities	(55,262,980)
Other	<u>(649,569)</u>
Net depreciation in fair value of investments	(49,895,111)
Interest and dividend income	<u>31,896,135</u>
Total investment loss	(17,998,976)
Investment expenses	<u>(1,754,348)</u>
Net investment loss	<u>\$ (19,753,324)</u>

8. 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.

The Plan has applied for a new determination letter from the IRS. However, as of the date the financial statements were issued, the determination letter has not been received.

9. 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, 2014 and 2013

10. 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 2014 and 2013, but has not received any related compensation or reimbursement from the Plan. The Company also paid certain fees on behalf of the Plan during 2014 and 2013.

11. Form 5500 Reconciliation

For the 2014 and 2013 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 Statements of Changes in Net Assets and the Forms 5500 are attributed to classification differences.

12. Subsequent Events

Effective January 1, 2015, the Plan's pension valuation and administrative service provider was changed from Mercer U.S. Valuations Group to Aon Hewitt.

Plan management has evaluated subsequent events through October 15, 2015, which is the date the financial statements were issued, and has concluded that there are no other significant events to report.

SUPPLEMENTAL SCHEDULES

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value	
	PIMCO	Mutual Fund - Pacific Investment Management Service Investment Grade Corporate Bond Portfolio	\$ 49,336,107	\$ 44,967,377	**
	PIMCO	Mutual Fund - Long Duration Corporate Bond Fund	25,465,573	27,710,787	**
	United States Treasury	United States Treasury Note, bearing interest at 1.625%, \$24,000,000 face value, due July 31, 2019	23,997,885	24,037,488	**
	United States Treasury	United States Treasury Note, bearing interest at 1.625%, \$18,800,000 face value, due August 15, 2022	17,343,577	18,285,933	**
	United States Treasury	United States Treasury Note, bearing interest at 8.00%, \$9,500,000 face value, due November 15, 2021	13,497,422	13,216,875	**
	United States Treasury	United States Treasury Note, bearing interest at 3.125%, \$8,575,000 face value, due August 15, 2044	9,067,137	9,231,519	
	PIMCO	Mutual Fund - Short-Term Floating NAV Portfolio	8,815,428	8,816,304	
*	Northern Trust	Collective Fund - Short-Term Investment Fund	5,012,299	5,012,299	
	United States Treasury	United States Treasury Note, bearing interest at 0.125%, \$4,700,000 face value, due July 15, 2024	4,526,949	4,526,456	
	PIMCO	Mutual Fund - Emerging Markets Portfolio	3,644,778	3,459,970	
	Western Gas Partners, LP	Corporate Bond, bearing interest at 4.00%, \$1,500,000 face value, due July 1, 2022	1,487,910	1,520,403	
	Credit Suisse International	Central Counterparties Clearing Deposit	1,151,218	1,151,220	
	Chicago Illinois Water	Municipal Bond, bearing interest at 6.642%, \$750,000 face value, due November 1, 2029	750,000	922,755	
	United States Treasury	United States Treasury Note, bearing interest at 2.375%, \$600,000 face value, due January 15, 2025	897,781	887,394	
	PVTPL Medtronic Incorporated	Corporate Bond, bearing interest at 3.5%, \$850,000 face value, due March 15, 2025	841,857	869,524	
	JPMorgan Chase	Corporate Bond, bearing interest at 6.1%, \$800,000 face value, due October 29, 2049	800,000	798,000	
	Federal National Mortgage Association	Mortgage-backed securities, bearing interest at 3.32% due January 1, 2018	746,068	762,433	
	QVC Incorporated	Corporate Bond, bearing interest at 5.45%, \$750,000 face value, due August 15, 2034	722,842	731,829	

* Represents a part-in-interest

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

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	Teachers Insurance and Annuity Association of America	Floating Rate Corporate Bond, bearing interest at 4.375%, \$700,000 face value, due September 15, 2054	\$ 698,712	\$ 703,714
	Mission Health Systems	Corporate Bond, bearing interest at 4.424%, \$700,000 face value, due December 1, 2039	688,765	683,767
	Goldman Sachs International	Central Counterparties Clearing	662,964	662,964
	Orange NT Step Up - France	Corporate Bond, bearing interest at 9.00%, \$400,000 face value, due March 1, 2031	544,420	610,153
	Morgan Stanley	Corporate Bond, bearing interest at 5.75%, \$500,000 face value, due January 25, 2021	579,010	573,976
	COX Communications Incorporated	Corporate Bond, bearing interest at 3.85%, \$550,000 face value, due February 1, 2025	549,048	555,179
	PVTPL Roche Holdings Incorporated	Corporate Bond, bearing interest at 4%, \$500,000 face value, due November 28, 2044	492,180	524,832
	PIMCO	Credit Default Swap - Sell Protection - Expiring December 20, 2019 - \$31,900,000 Notional Amount	550,629	521,437
	Vale Overseas Limited - Cayman Islands	Corporate Bond, bearing interest at 4.625%, \$500,000 face value, due September 15, 2020	493,450	505,223
	Barrick PD - Australia	Corporate Bond, bearing interest at 5.95%, \$500,000 face value, due October 15, 2039	505,135	479,012
	Petroleos Mexicanos	Corporate Bond, bearing interest at 5.5%, \$425,000 face value, due June 27, 2044	433,054	433,500
	United States Treasury	United States Treasury Note, bearing interest at 6%, \$300,000 face value, due February 15, 2026	401,016	411,164
	Consolidated Edison Company of New York	Corporate Bond, bearing interest at 4.625%, \$375,000 face value, due December 1, 2054	374,044	410,696
	Trans-Allegheny Interstate Line Company	Corporate Bond, bearing interest at 3.85%, \$400,000 face value, due June 1, 2025	399,696	406,735
	Verizon Communications	Corporate Bond, bearing interest at 6.55%, \$224,000 face value, due September 15, 2043	223,738	286,977
	United States Treasury	United States Treasury Note, stripped, bearing interest at 0%, \$400,000 face value, due November 15, 2033	203,152	239,949

* Represents a part-in-interest

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BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	Verizon	Corporate Bond, bearing interest at 5.012%, \$223,000 face value, due August 21, 2054	\$ 223,000	\$ 230,704
	United States Treasury	United States Treasury Note, bearing interest at 2.50%, \$200,000 face value, due August 15, 2023	196,984	206,422
	Federal National Mortgage Association	Mortgage-backed securities, bearing interest at 6.50%, due June 17, 2038	161,974	157,167
	United States Treasury	United States Treasury Note, bearing interest at 6.5%, \$100,000 face value, due November 15, 2026	140,047	143,945
	Nomura Global Financial Products, Inc.	Commodity Forward Contract to Buy at the Market - Dated August 15, 2006 and Expiring May 2015 - \$1,600,000 Notional Amount	130,400	129,600
	Time Warner Incorporated	Corporate Bond, bearing interest at 4.65%, \$100,000 face value, due June 1, 2044	98,032	104,257
	Credit Suisse International	Put Swaption Expiring August 17, 2017 - \$2,500,000 Notional Amount	157,220	73,860
*	Northern Trust	Other short term investment	69,449	69,449
	Bank of America NA	Call Swaption Expiring December 1, 2015 - \$27,200,000 Notional Amount	53,278	55,243
	Credit Suisse International	Central Counterparties Clearing	55,000	55,000
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring August 17, 2017 - \$1,700,000 Notional Amount	108,800	50,225
	Morgan Stanley Capital Services Inc.	Put Swaption Expiring August 17, 2017 - \$1,700,000 Notional Amount	104,267	50,225
	Nomura Global Financial Products, Inc.	Put Swaption Expiring August 17, 2017 - \$1,500,000 Notional Amount	93,850	44,316
	Morgan Stanley Capital Services Inc.	Swaption—3 Month x 6 Month Receiver (Call) 1.15% European Due August 28, 2015 - \$15,500,000 Notional Amount	33,022	36,286
	Credit Suisse International	Put Swaption Expiring August 15, 2017 - \$800,000 Notional Amount	49,360	23,574
	Morgan Stanley Capital Services Inc.	Central Counterparties Clearing Deposit	22,621	22,621
	Deutsche Bank AG	Put Swaption Expiring August 17, 2017 - \$700,000 Notional Amount	40,880	20,681
	Morgan Stanley Capital Services Inc.	Central Counterparties Clearing	17,291	17,291
	Morgan Stanley Capital Services Inc.	Call Swaption Expiring December 1, 2015 - \$6,400,000 Notional Amount	18,087	12,345
	Goldman Sachs International	Central Counterparties Clearing	10,000	10,000
	Morgan Stanley Capital Services Inc.	Credit Default Swap - Italian Government - Sell Protection - Expiring September 20, 2019 - \$900,000 Notional Amount	6,460	-

* Represents a part-in-interest

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

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	Citibank NA	Call Swaption Expiring February 18, 2015 - \$3,200,000 Notional Amount	\$ (2,160)	\$ (899)
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring March 18, 2015 - \$1,600,000 Notional Amount	(1,320)	(1,573)
	Goldman Sachs International	Put Swaption Expiring January 21, 2015- \$3,000,000 Notional Amount	(3,300)	(2,022)
	Citibank NA	Put Swaption Expiring January 21, 2015 - \$1,300,000 Notional Amount	(2,860)	(2,600)
	Bank of America NA	Credit Default Swap - Italian Government - Sell Protection - Expiring December 20, 2019 - \$200,000 Notional Amount	(2,877)	(2,932)
	Citibank NA	Put Swaption Expiring January 21, 2015- \$3,200,000 Notional Amount	(5,760)	(3,722)
	JP Morgan Chase Bank, N.A.	Call Swaption - \$4,300,000 Notional Amount	(5,536)	(4,300)
	Goldman Sachs International	Credit Default Swap - Italian Government - Sell Protection - Expiring December 20, 2019 - \$300,000 Notional Amount	(198)	(4,398)
	JP Morgan Chase Bank, N.A.	Call Swaption - \$6,700,000 Notional Amount	(5,226)	(5,226)
	Morgan Stanley Capital Services Inc.	Pay 3 Month Floating Rate - Maturing December 4, 2019 - \$900,000	-	(5,311)
	Morgan Stanley Capital Services Inc.	Credit Default Swap - Italian Government - Sell Protection - Expiring	-	(6,005)
	Credit Suisse International	Put Swaption Expiring August 15, 2017 - \$6,700,000 Notional Amount	(6,700)	(6,700)
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring August 17, 2017 - \$3,800,000 Notional Amount	(7,980)	(7,600)
	Morgan Stanley Capital Services Inc.	Credit Default Swap - Italian Government - Sell Protection - Expiring December 20, 2019 - \$500,000 Notional Amount	(8,300)	(8,000)
	Morgan Stanley Capital Services Inc.	Call Swaption Expiring December 16, 2015 - \$1,400,000 Notional Amount	(18,200)	(13,110)
	JP Morgan Chase Bank, N.A.	Call Swaption Expiring February 18, 2015 - \$3,400,000 Notional Amount	(15,675)	(13,600)
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring February 18, 2015 - \$3,400,000 Notional Amount	(17,863)	(17,862)
	Deutsche Bank AG	Put Swaption Expiring August 17, 2017 - \$2,600,000 Notional Amount	(38,220)	(23,067)
	Credit Suisse International	Put Swaption Expiring August 17, 2017 - \$3,100,000 Notional Amount	(44,950)	(27,999)
	Credit Suisse International	Put Swaption Expiring August 17, 2017 - \$3,200,000 Notional Amount	(49,600)	(28,522)

* Represents a part-in-interest

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

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	Credit Suisse International	Interest Rate Swap - US Dollar Receive 6 Month Fixed Rate of 3.1% and Pay 3 Month Floating Rate - Maturing December 19, 2024 - \$2,900,000 Notional Amount	\$ -	\$ (29,972)
	Nomura Global Financial Products, Inc.	Put Swaption Expiring August 17, 2017 - \$6,100,000 Notional Amount	(96,063)	(55,095)
	Morgan Stanley Capital Services Inc.	28, 2015 - \$3,400,000 Notional Value	(33,490)	(56,267)
	Credit Suisse International	Put Swaption Expiring August 17, 2017 - \$6,800,000 Notional Amount	(112,370)	(59,269)
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring February 18, 2015 - \$6,800,000 Notional Amount	(108,947)	(63,634)
	Morgan Stanley Capital Services Inc.	Put Swaption Expiring August 17, 2017 - \$6,800,000 Notional Amount	(104,380)	(65,940)
	Bank of America NA	Call Swaption Expiring December 1, 2015 - \$5,600,000 Notional Amount	(55,627)	(71,675)
	Goldman Sachs International	Interest Rate Swap - US Dollar Receive 6 Month Fixed Rate of 2.75% and Pay 3 Month Floating Rate - Maturing June 18, 2024 - \$3,200,000 Notional Amount	-	(142,992)
			<u>\$ 176,946,264</u>	<u>\$ 175,700,763</u>

* Represents a part-in-interest

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

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Barclays PLC	Repurchase Agreement with Barclays Bank	(5,000,000)	5,000,000
Credit Suisse International	Central Counterparties Clearing Deposit	(39,000)	39,000
Credit Suisse International	Central Counterparties Clearing Deposit	(1,024,657)	2,863,004
Morgan Stanley Capital Services Inc.	Central Counterparties Clearing Deposit	(46,646)	65,317
Morgan Stanley Capital Services Inc.	Central Counterparties Clearing Deposit	(22,857)	235
PIMCO	Credit Default Swap, Sell Protection, expiring June 20, 2019	(948,005)	915,289
PIMCO	Credit Default Swap, Sell Protection, expiring December 20, 2019	(693,896)	156,014
PIMCO	Interest Rate Swap, expiring November 19, 2024	(235)	-
JP Morgan Chase Bank, N.A.	Medium Term SR, due February 15, 2017	(900,000)	904,311
Citibank N.A.	Put Swaption, 0.95%, expiring December 17, 2014	(10)	750
Deutsche Bank AG	Put Swaption, 0.95%, expiring December 17, 2014	(22)	1,238
Goldman Sachs International	Put Swaption, 0.09%, expiring December 17, 2014	(72)	1,905
Morgan Stanley Capital Services Inc.	Put Swaption, 2.15%, expiring December 02, 2014	(23)	2,880
Citibank N.A.	Put Swaption, 0.90%, expiring December 17, 2014	(18)	1,955
International Bond	PVTPL QVC Inc. SR secd NT, 5.45%, due August 21, 2014	(748,380)	-
United States Treasury	United States Treasury Note, 0.125%, due July 15, 2024	(10,107,371)	5,603,174
United States Treasury	United States Treasury Bond, 1.375%, due February 15, 2044	(1,325,707)	1,489,672
Verizon	Corporate Bond, 5.012%, due August 21, 2054	-	601

BHP USA Retirement Income Plan
Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2014

EIN: 94-3094724
PN: 334

(a) Identity of Party Involved	(b) Description of Asset	# of transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
United States Treasury	United States Treasury Inflation Protected Notes, bearing interest at a stated rate of 0.125%, due July 15, 2024	6	\$ 10,107,371	\$ -	\$ -	\$ 10,107,371	\$ -
United States Treasury	United States Treasury Inflation Protected Notes, bearing interest at a stated rate of 0.125%, due July 15, 2024	5	\$ -	\$ 5,603,174	\$ 5,580,422	\$ -	\$ 22,752
United States Treasury	United States Treasury Notes, bearing interest at a 3.125% stated rate, due August 15, 2044	11	\$ 12,642,700	\$ -	\$ -	\$ 12,642,700	\$ -
United States Treasury	United States Treasury Notes, bearing interest at a 3.125% stated rate, due August 15, 2044	4	\$ -	\$ 3,615,297	\$ 3,575,563	\$ -	\$ 39,734
United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 2.5%, due May 15, 2024	4	\$ 27,593,629	\$ -	\$ -	\$ 27,593,629	\$ -
United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 2.5%, due May 15, 2024	4	\$ -	\$ 27,744,574	\$ 27,593,629	\$ -	\$ 150,945
United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 1.625%, due July 31, 2019	19	\$ 203,702,640	\$ -	\$ -	\$ 203,702,640	\$ -
United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 1.625%, due July 31, 2019	18	\$ -	\$ 179,657,531	\$ 179,704,755	\$ -	\$ (47,224)
United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 2.25%, due November 15, 2024	4	\$ 11,182,187	\$ -	\$ -	\$ 11,182,187	\$ -
United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 2.25%, due November 15, 2024	7	\$ -	\$ 11,230,474	\$ 11,182,187	\$ -	\$ 48,287
United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 2.375%, due August 15, 2024	16	\$ 31,190,490	\$ -	\$ -	\$ 31,190,490	\$ -
United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 2.375%, due August 15, 2024	18	\$ -	\$ 31,170,937	\$ 31,190,490	\$ -	\$ (19,553)
Northern Trust	Collective Fund - Short-Term Investment Fund	169	\$ 47,417,708	\$ -	\$ -	\$ 47,417,708	\$ -
Northern Trust	Collective Fund - Short-Term Investment Fund	153	\$ -	\$ 45,532,692	\$ 45,532,692	\$ -	\$ -

BHP USA Retirement Income Plan
Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2014

EIN: 94-3094724
PN: 334

<u>(a) Identity of Party Involved</u>	<u>(b) Description of Asset</u>	<u># of transactions</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain or (Loss)</u>
PIMCO	Mutual Fund - Long Duration Corporate Bond Fund	6	\$ 1,751,402	\$ -	\$ -	\$ 1,751,402	\$ -
PIMCO	Mutual Fund - Long Duration Corporate Bond Fund	6	\$ -	\$ 11,543,100	\$ 10,848,885	\$ -	\$ 694,215
PIMCO	Mutual Fund - Short-Term Floating NAV Portfolio	48	\$ 39,805,706	\$ -	\$ -	\$ 39,805,706	\$ -
PIMCO	Mutual Fund - Short-Term Floating NAV Portfolio	19	\$ -	\$ 37,390,000	\$ 37,391,424	\$ -	\$ (1,424)
Barclays PLC	Repurchase Agreement with Barclays Bank	1	\$ 5,000,000	\$ -	\$ -	\$ 5,000,000	\$ -
Barclays PLC	Repurchase Agreement with Barclays Bank	1	\$ -	\$ 5,000,000	\$ 5,000,000	\$ -	\$ -

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 &	Total
Under 25											
25–29											
30–34	1	2									3
35–39		8		6	1						15
40–44	2	14	8	5	2	3					34
45–49	2	17	3	9	3	5	1				40
50–54	1	17	3	17	12	17	6		1		74
55–59	2	8	5	23	7	15	13		1		74
60–64	2	1	6	11	14	16	6	2		5	63
65–69			1	5	1	2	4				13
70 & up											
Total	10	67	26	76	40	58	30	2	2	5	316

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

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

Actuarial Assumptions for January 1, 2014 Funding Valuation

Discount rate sponsor elections		
• Segment rates or full yield curve	Segment	
• Look-back months	4	
	Stabilized	Nonstabilized
• First 5 years	4.99%	1.37%
• Next 15 years	6.32%	4.05%
• Over 20 years	6.99%	5.06%
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	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.	
Cash balance plans		
• Interest accumulation rate	5.00%	
• Whipsaw calculations	Yes	
• Whipsaw conversion basis	417(e)	
• Annuity conversion	5.00% and 2013 417(e) mortality	
Other economic assumptions		
• Salary increases	Not applicable	
• Social Security wage base	Not applicable	
• Inflation	Not applicable	
• Expected investment return	Not applicable	
• 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.	
Demographic assumptions		
• Withdrawal	2003 SOA study basic select & ultimate table based on employment. See table of sample rates.	
• Disability incidence	Not applicable	

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

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

The asset valuation method is the fair market value.

Participant Methods

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

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 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.

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

- 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.

BHP USA Retirement Income Plan
Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2014

EIN: 94-3094724
PN: 334

(a) Identity of Party Involved	(b) Description of Asset	# of transactions	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
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United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 2.5%, due May 15, 2024	4	\$ 27,593,629	\$ -	\$ -	\$ 27,593,629	\$ -
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United States Treasury	United States Treasury Notes, bearing interest at a stated rate of 1.625%, due July 31, 2019	19	\$ 203,702,640	\$ -	\$ -	\$ 203,702,640	\$ -
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BHP USA Retirement Income Plan
Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2014

EIN: 94-3094724
PN: 334

<u>(a) Identity of Party Involved</u>	<u>(b) Description of Asset</u>	<u># of transactions</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain or (Loss)</u>
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PIMCO	Mutual Fund - Short-Term Floating NAV Portfolio	48	\$ 39,805,706	\$ -	\$ -	\$ 39,805,706	\$ -
PIMCO	Mutual Fund - Short-Term Floating NAV Portfolio	19	\$ -	\$ 37,390,000	\$ 37,391,424	\$ -	\$ (1,424)
Barclays PLC	Repurchase Agreement with Barclays Bank	1	\$ 5,000,000	\$ -	\$ -	\$ 5,000,000	\$ -
Barclays PLC	Repurchase Agreement with Barclays Bank	1	\$ -	\$ 5,000,000	\$ 5,000,000	\$ -	\$ -

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration 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 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

► **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) ►	334
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 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>2014</u>				
2 Assets:				
a Market value			2a	196833398
b Actuarial value			2b	196833398
3 Funding target/participant count breakdown				
	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target	
a For retired participants and beneficiaries receiving payment.....	770	47206678	47206678	
b For terminated vested participants.....	477	35784798	35784798	
c For active participants.....	316	92853721	94538849	
d Total.....	1563	175845197	177530325	
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	6.26%
6 Target normal cost.....			6	219038

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	<div style="font-size: 2em; font-family: cursive;">KB</div> Signature of actuary KEVIN BILLS, FSA, EA, MAAA Type or print name of actuary MERCER Firm name 500 DALLAS STREET, SUITE 1400 HOUSTON TX 77002 Address of the firm	<div style="font-size: 1.2em; font-family: cursive;">10/15/2015</div> Date 1407029 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 ☐

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (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>-3.50</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.07</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		
12 Other reductions in balances due to elections or deemed elections		
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	110.87%
15 Adjusted funding target attainment percentage	15	110.87%
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	134.55%
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
02/11/2015	1323000				
02/24/2015	1166400				
03/05/2015	1323000				
03/18/2015	544800				
03/20/2015	583200				
03/26/2015	703400				
04/01/2015	703400				
04/08/2015	1323000				
04/14/2015	777600				
04/30/2015	1323000				
05/15/2015	1166400				
06/01/2015	3433200				
06/24/2015	583200				
06/30/2015	2026400				
Totals ▶			18(b)	16980000	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	15682846

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: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%	☐ 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	0
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	219038	
b Excess assets, if applicable, but not greater than line 31a	31b	219038	
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
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	15682846	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	15682846	
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) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (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

Participants with age plus service less than 85

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (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	70	60.31	19.10
Age + Service less than 85	151	62.53	42.72
Total	221		61.82

Rounded Age: 62.00

Schedule SB, Part V — Summary of Plan Provisions

Effective date and plan year	Original plan: January 1, 1998 Restated plan: December 31, 2013 Plan year: Calendar year
Status of the plan	New employees are not eligible to participate in the plan effective June 30, 2004. The plan was frozen to eliminate future pay and service accruals effective December 31, 2013.
Significant events that occurred during the year	The plan was amended to add a cash balance feature and was subsequently frozen to eliminate future pay and service accruals effective December 31, 2013.
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"> 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 and prior to December 31, 2013 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> <p>Pay after December 31, 2013 is not included for any participants.</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. This amount is frozen as of December 31, 2013.</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 earlier of 2013 and year of termination. This amount is frozen as of December 31, 2013.</p>
• Cash Balance Account	<p>Account established as of December 31, 2013 for each Participant who was an Employee on that day. Account balance increases annually with an interest credit of 5%. No pay or service accruals apply.</p>
• Frozen Age 65 Annuity	<p>Age 65 benefit as of December 31, 2013 determined by projecting the December 31, 2013 Cash Balance Account to age 65 using 5% annual interest and converting to an annuity using a 5% interest rate and the 2013 Code Section 417(e) mortality tables.</p>
• Cash Balance Whipsaw Benefit	<p>Present value of the Frozen Age 65 Annuity based on a deferred to 65 annuity factor and PPA lump sum interest rates in effect at the date of benefit commencement.</p>

Schedule SB, Part V — Summary of Plan Provisions

• Benefit formula – post 2013	<p>Lump sum is the greatest of:</p> <ul style="list-style-type: none"> • Cash Balance Account • Cash Balance Whipsaw Benefit • Benefit formula in effect prior to 2014 including continued changes in adjustment factors.
• 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> <p>The plan was frozen to eliminate future pay and service accrual effective December 31, 2013. Participant's adjustment factors continue to change as they remain employed.</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>
• Benefit formula – pre-July 1, 2002 (former Strategic Minerals Corporation participants)	<p>Actuarial value of the Strategic Minerals accrued benefit as of June 30, 2002.</p>
• 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 			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 earlier of 2013 and the year of termination shall be assumed to remain in effect without change.				
<ul style="list-style-type: none"> 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	<p>Prior to December 31, 2013: 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%.</p> <p>Starting December 31, 2013: Frozen Age 65 Annuity</p>
Early retirement	
• Eligibility	Retirement before age 65 after both attaining age 55 and completing ten years of service.
• Benefit	<p>Beginning January 1, 2014: The largest of:</p> <ol style="list-style-type: none"> 1. the early retirement benefit as calculated prior to December 31, 2013 and adjusted with changes in the adjustment factor, 2. the cash balance account converted to an immediate annuity based on 5.0% interest and 2013 417(e) mortality; and 3. the cash balance whipsaw benefit, converted to an immediate annuity based on PPA lump sum interest rates and 417(e) mortality at the benefit commencement date.
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	<p>For participants who work beyond normal retirement, the benefit is the greatest of:</p> <ol style="list-style-type: none"> 1. the greater of the benefit calculated as of age 65, actuarially increased to the date of termination using 417(e) mortality and PPA lump sum interest rates, and the benefit calculated as of the date of termination, 2. the Cash Balance account at late retirement converted to an immediate annuity based on PPA lump sum interest rates and 417(e) mortality at the benefit commencement date; and 3. the Cash Balance account at late retirement converted to an immediate annuity based on 5.0% interest and 2013 417(e) mortality.
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.

Schedule SB, Part V — Summary of Plan Provisions

• 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.
• 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	
• 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.
• Automatic form for married participants	50% joint and survivor annuity
• Life annuity	<p>Equal to the largest annuity determined by converting each of the following to immediate annuities:</p> <ul style="list-style-type: none"> • Cash Balance Account • Cash Balance Whipsaw Benefit • benefit formula in effect prior to 2014 including continued changes in adjustment factors. <p>The cash balance account is converted using 5% interest and 2013 Code Section 417(e) mortality. The other two lump sums are converted using the PPA lump sum interest and mortality rates applicable for the year of commencement.</p>

Schedule SB, Part V — Summary of Plan Provisions

• 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 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>
• 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	
• 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 2014, the limit is \$260,000.</p>
• Maximum benefits	<p>Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.</p>

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated December 31, 2013 are included in this valuation.

- **Most recent plan amendments included:** The plan was amended to add a cash balance feature and subsequently eliminate future pay and service accruals effective December 31, 2013.
- **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 ½.
 - *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.

Schedule SB, Part V — Summary of Plan Provisions

- **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.

Plan Provisions Specific to Funding***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.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

- Maximum benefit amounts under IRS rules were updated from 2013 to 2014.
- Effective December 31, 2013, the RIP was amended to add the following provisions:
 1. A cash balance feature was added;
 2. The plan was immediately frozen to eliminate future pay and service accruals;
 3. The cash balance feature calls for the frozen age 65 accrued benefit to be converted to a minimum lump sum using PPA lump sum and mortality rates applicable in the year of commencement (i.e., whipsaw calculation). A special provision was included to calculate the "whipsaw" benefit for participants who commence during the 2014 calendar year to use the lower October 2012 lump sum interest rates and the 2013 PPA mortality table instead of the October 2013 lump sum interest rates and the 2014 PPA mortality table.

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value	
	PIMCO	Mutual Fund - Pacific Investment Management Service Investment Grade Corporate Bond Portfolio	\$ 49,336,107	\$ 44,967,377	**
	PIMCO	Mutual Fund - Long Duration Corporate Bond Fund	25,465,573	27,710,787	**
	United States Treasury	United States Treasury Note, bearing interest at 1.625%, \$24,000,000 face value, due July 31, 2019	23,997,885	24,037,488	**
	United States Treasury	United States Treasury Note, bearing interest at 1.625%, \$18,800,000 face value, due August 15, 2022	17,343,577	18,285,933	**
	United States Treasury	United States Treasury Note, bearing interest at 8.00%, \$9,500,000 face value, due November 15, 2021	13,497,422	13,216,875	**
	United States Treasury	United States Treasury Note, bearing interest at 3.125%, \$8,575,000 face value, due August 15, 2044	9,067,137	9,231,519	
	PIMCO	Mutual Fund - Short-Term Floating NAV Portfolio	8,815,428	8,816,304	
*	Northern Trust	Collective Fund - Short-Term Investment Fund	5,012,299	5,012,299	
	United States Treasury	United States Treasury Note, bearing interest at 0.125%, \$4,700,000 face value, due July 15, 2024	4,526,949	4,526,456	
	PIMCO	Mutual Fund - Emerging Markets Portfolio	3,644,778	3,459,970	
	Western Gas Partners, LP	Corporate Bond, bearing interest at 4.00%, \$1,500,000 face value, due July 1, 2022	1,487,910	1,520,403	
	Credit Suisse International	Central Counterparties Clearing Deposit	1,151,218	1,151,220	
	Chicago Illinois Water	Municipal Bond, bearing interest at 6.642%, \$750,000 face value, due November 1, 2029	750,000	922,755	
	United States Treasury	United States Treasury Note, bearing interest at 2.375%, \$600,000 face value, due January 15, 2025	897,781	887,394	
	PVTPL Medtronic Incorporated	Corporate Bond, bearing interest at 3.5%, \$850,000 face value, due March 15, 2025	841,857	869,524	
	JPMorgan Chase	Corporate Bond, bearing interest at 6.1%, \$800,000 face value, due October 29, 2049	800,000	798,000	
	Federal National Mortgage Association	Mortgage-backed securities, bearing interest at 3.32% due January 1, 2018	746,068	762,433	
	QVC Incorporated	Corporate Bond, bearing interest at 5.45%, \$750,000 face value, due August 15, 2034	722,842	731,829	

* Represents a part-in-interest

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

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724
PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	Teachers Insurance and Annuity Association of America	Floating Rate Corporate Bond, bearing interest at 4.375%, \$700,000 face value, due September 15, 2054	\$ 698,712	\$ 703,714
	Mission Health Systems	Corporate Bond, bearing interest at 4.424%, \$700,000 face value, due December 1, 2039	688,765	683,767
	Goldman Sachs International	Central Counterparties Clearing	662,964	662,964
	Orange NT Step Up - France	Corporate Bond, bearing interest at 9.00%, \$400,000 face value, due March 1, 2031	544,420	610,153
	Morgan Stanley	Corporate Bond, bearing interest at 5.75%, \$500,000 face value, due January 25, 2021	579,010	573,976
	COX Communications Incorporated	Corporate Bond, bearing interest at 3.85%, \$550,000 face value, due February 1, 2025	549,048	555,179
	PVTPL Roche Holdings Incorporated	Corporate Bond, bearing interest at 4%, \$500,000 face value, due November 28, 2044	492,180	524,832
	PIMCO	Credit Default Swap - Sell Protection - Expiring December 20, 2019 - \$31,900,000 Notional Amount	550,629	521,437
	Vale Overseas Limited - Cayman Islands	Corporate Bond, bearing interest at 4.625%, \$500,000 face value, due September 15, 2020	493,450	505,223
	Barrick PD - Australia	Corporate Bond, bearing interest at 5.95%, \$500,000 face value, due October 15, 2039	505,135	479,012
	Petroleos Mexicanos	Corporate Bond, bearing interest at 5.5%, \$425,000 face value, due June 27, 2044	433,054	433,500
	United States Treasury	United States Treasury Note, bearing interest at 6%, \$300,000 face value, due February 15, 2026	401,016	411,164
	Consolidated Edison Company of New York	Corporate Bond, bearing interest at 4.625%, \$375,000 face value, due December 1, 2054	374,044	410,696
	Trans-Allegheny Interstate Line Company	Corporate Bond, bearing interest at 3.85%, \$400,000 face value, due June 1, 2025	399,696	406,735
	Verizon Communications	Corporate Bond, bearing interest at 6.55%, \$224,000 face value, due September 15, 2043	223,738	286,977
	United States Treasury	United States Treasury Note, stripped, bearing interest at 0%, \$400,000 face value, due November 15, 2033	203,152	239,949

* Represents a part-in-interest

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

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	Verizon	Corporate Bond, bearing interest at 5.012%, \$223,000 face value, due August 21, 2054	\$ 223,000	\$ 230,704
	United States Treasury	United States Treasury Note, bearing interest at 2.50%, \$200,000 face value, due August 15, 2023	196,984	206,422
	Federal National Mortgage Association	Mortgage-backed securities, bearing interest at 6.50%, due June 17, 2038	161,974	157,167
	United States Treasury	United States Treasury Note, bearing interest at 6.5%, \$100,000 face value, due November 15, 2026	140,047	143,945
	Nomura Global Financial Products, Inc.	Commodity Forward Contract to Buy at the Market - Dated August 15, 2006 and Expiring May 2015 - \$1,600,000 Notional Amount	130,400	129,600
	Time Warner Incorporated	Corporate Bond, bearing interest at 4.65%, \$100,000 face value, due June 1, 2044	98,032	104,257
	Credit Suisse International	Put Swaption Expiring August 17, 2017 - \$2,500,000 Notional Amount	157,220	73,860
*	Northern Trust	Other short term investment	69,449	69,449
	Bank of America NA	Call Swaption Expiring December 1, 2015 - \$27,200,000 Notional Amount	53,278	55,243
	Credit Suisse International	Central Counterparties Clearing	55,000	55,000
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring August 17, 2017 - \$1,700,000 Notional Amount	108,800	50,225
	Morgan Stanley Capital Services Inc.	Put Swaption Expiring August 17, 2017 - \$1,700,000 Notional Amount	104,267	50,225
	Nomura Global Financial Products, Inc.	Put Swaption Expiring August 17, 2017 - \$1,500,000 Notional Amount	93,850	44,316
	Morgan Stanley Capital Services Inc.	Swaption—3 Month x 6 Month Receiver (Call) 1.15% European Due August 28, 2015 - \$15,500,000 Notional Amount	33,022	36,286
	Credit Suisse International	Put Swaption Expiring August 15, 2017 - \$800,000 Notional Amount	49,360	23,574
	Morgan Stanley Capital Services Inc.	Central Counterparties Clearing Deposit	22,621	22,621
	Deutsche Bank AG	Put Swaption Expiring August 17, 2017 - \$700,000 Notional Amount	40,880	20,681
	Morgan Stanley Capital Services Inc.	Central Counterparties Clearing	17,291	17,291
	Morgan Stanley Capital Services Inc.	Call Swaption Expiring December 1, 2015 - \$6,400,000 Notional Amount	18,087	12,345
	Goldman Sachs International	Central Counterparties Clearing	10,000	10,000
	Morgan Stanley Capital Services Inc.	Credit Default Swap - Italian Government - Sell Protection - Expiring September 20, 2019 - \$900,000 Notional Amount	6,460	-

* Represents a part-in-interest

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

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	Citibank NA	Call Swaption Expiring February 18, 2015 - \$3,200,000 Notional Amount	\$ (2,160)	\$ (899)
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring March 18, 2015 - \$1,600,000 Notional Amount	(1,320)	(1,573)
	Goldman Sachs International	Put Swaption Expiring January 21, 2015- \$3,000,000 Notional Amount	(3,300)	(2,022)
	Citibank NA	Put Swaption Expiring January 21, 2015 - \$1,300,000 Notional Amount	(2,860)	(2,600)
	Bank of America NA	Credit Default Swap - Italian Government - Sell Protection - Expiring December 20, 2019 - \$200,000 Notional Amount	(2,877)	(2,932)
	Citibank NA	Put Swaption Expiring January 21, 2015- \$3,200,000 Notional Amount	(5,760)	(3,722)
	JP Morgan Chase Bank, N.A.	Call Swaption - \$4,300,000 Notional Amount	(5,536)	(4,300)
	Goldman Sachs International	Credit Default Swap - Italian Government - Sell Protection - Expiring December 20, 2019 - \$300,000 Notional Amount	(198)	(4,398)
	JP Morgan Chase Bank, N.A.	Call Swaption - \$6,700,000 Notional Amount	(5,226)	(5,226)
	Morgan Stanley Capital Services Inc.	Pay 3 Month Floating Rate - Maturing December 4, 2019 - \$900,000	-	(5,311)
	Morgan Stanley Capital Services Inc.	Credit Default Swap - Italian Government - Sell Protection - Expiring	-	(6,005)
	Credit Suisse International	Put Swaption Expiring August 15, 2017 - \$6,700,000 Notional Amount	(6,700)	(6,700)
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring August 17, 2017 - \$3,800,000 Notional Amount	(7,980)	(7,600)
	Morgan Stanley Capital Services Inc.	Credit Default Swap - Italian Government - Sell Protection - Expiring December 20, 2019 - \$500,000 Notional Amount	(8,300)	(8,000)
	Morgan Stanley Capital Services Inc.	Call Swaption Expiring December 16, 2015 - \$1,400,000 Notional Amount	(18,200)	(13,110)
	JP Morgan Chase Bank, N.A.	Call Swaption Expiring February 18, 2015 - \$3,400,000 Notional Amount	(15,675)	(13,600)
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring February 18, 2015 - \$3,400,000 Notional Amount	(17,863)	(17,862)
	Deutsche Bank AG	Put Swaption Expiring August 17, 2017 - \$2,600,000 Notional Amount	(38,220)	(23,067)
	Credit Suisse International	Put Swaption Expiring August 17, 2017 - \$3,100,000 Notional Amount	(44,950)	(27,999)
	Credit Suisse International	Put Swaption Expiring August 17, 2017 - \$3,200,000 Notional Amount	(49,600)	(28,522)

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BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Discription of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(d) Cost	(e) Current Value
	Credit Suisse International	Interest Rate Swap - US Dollar Receive 6 Month Fixed Rate of 3.1% and Pay 3 Month Floating Rate - Maturing December 19, 2024 - \$2,900,000 Notional Amount	\$ -	\$ (29,972)
	Nomura Global Financial Products, Inc.	Put Swaption Expiring August 17, 2017 - \$6,100,000 Notional Amount	(96,063)	(55,095)
	Morgan Stanley Capital Services Inc.	28, 2015 - \$3,400,000 Notional Value	(33,490)	(56,267)
	Credit Suisse International	Put Swaption Expiring August 17, 2017 - \$6,800,000 Notional Amount	(112,370)	(59,269)
	JP Morgan Chase Bank, N.A.	Put Swaption Expiring February 18, 2015 - \$6,800,000 Notional Amount	(108,947)	(63,634)
	Morgan Stanley Capital Services Inc.	Put Swaption Expiring August 17, 2017 - \$6,800,000 Notional Amount	(104,380)	(65,940)
	Bank of America NA	Call Swaption Expiring December 1, 2015 - \$5,600,000 Notional Amount	(55,627)	(71,675)
	Goldman Sachs International	Interest Rate Swap - US Dollar Receive 6 Month Fixed Rate of 2.75% and Pay 3 Month Floating Rate - Maturing June 18, 2024 - \$3,200,000 Notional Amount	-	(142,992)
			<u>\$ 176,946,264</u>	<u>\$ 175,700,763</u>

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

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)
December 31, 2014

EIN: 94-3094724

PN: 334

(a) Identity of Issue, Borrower, Lessor or Similar Party	(b) Description of Investment, Including Maturity Date Rate of Interest, Collateral Par or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Barclays PLC	Repurchase Agreement with Barclays Bank	(5,000,000)	5,000,000
Credit Suisse International	Central Counterparties Clearing Deposit	(39,000)	39,000
Credit Suisse International	Central Counterparties Clearing Deposit	(1,024,657)	2,863,004
Morgan Stanley Capital Services Inc.	Central Counterparties Clearing Deposit	(46,646)	65,317
Morgan Stanley Capital Services Inc.	Central Counterparties Clearing Deposit	(22,857)	235
PIMCO	Credit Default Swap, Sell Protection, expiring June 20, 2019	(948,005)	915,289
PIMCO	Credit Default Swap, Sell Protection, expiring December 20, 2019	(693,896)	156,014
PIMCO	Interest Rate Swap, expiring November 19, 2024	(235)	-
JP Morgan Chase Bank, N.A.	Medium Term SR, due February 15, 2017	(900,000)	904,311
Citibank N.A.	Put Swaption, 0.95%, expiring December 17, 2014	(10)	750
Deutsche Bank AG	Put Swaption, 0.95%, expiring December 17, 2014	(22)	1,238
Goldman Sachs International	Put Swaption, 0.09%, expiring December 17, 2014	(72)	1,905
Morgan Stanley Capital Services Inc.	Put Swaption, 2.15%, expiring December 02, 2014	(23)	2,880
Citibank N.A.	Put Swaption, 0.90%, expiring December 17, 2014	(18)	1,955
International Bond	PVTPL QVC Inc. SR secd NT, 5.45%, due August 21, 2014	(748,380)	-
United States Treasury	United States Treasury Note, 0.125%, due July 15, 2024	(10,107,371)	5,603,174
United States Treasury	United States Treasury Bond, 1.375%, due February 15, 2044	(1,325,707)	1,489,672
Verizon	Corporate Bond, 5.012%, due August 21, 2054	-	601

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

- The expense component of normal cost was adjusted to reflect our expectations for the current plan year.