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 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
BHP USA RETIREMENT INCOME PLAN

1b Three-digit plan number (PN) ▶ 334

1c Effective date of plan 01/01/1960

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
BHP HOLDINGS INTERNATIONAL INC.

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

2b Employer Identification Number (EIN) 94-3094724

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

2d Business code (see instructions) 551112

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	01/31/2018	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)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	1360
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	**6a(1)**	221
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	144
b	Retired or separated participants receiving benefits	**6b**	557
c	Other retired or separated participants entitled to future benefits	**6c**	399
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1100
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	164
f	Total. Add lines **6d** and **6e**.	**6f**	1264
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1C 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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_____

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	181475534
b Actuarial value	**2b**	181475534

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	752	52040358	52040358
b For terminated vested participants	396	28533517	28533517
c For active participants	221	60523400	62135341
d Total	1369	141097275	142709216

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**	5.89 %
6 Target normal cost	**6**	201345

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

10/13/2017
Date

KEVIN BILLS
Type or print name of actuary

17-07029
Most recent enrollment number

MERCER
Firm name

713-276-2100
Telephone number (including area code)

500 DALLAS STREET, SUITE 1400
HOUSTON, TX 77002
Address of the firm

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

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 0.25%	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)		20381610
	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 6.06%		1235126
	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		21616736
	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	127.16%
15	Adjusted funding target attainment percentage	15	127.16%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	119.78%
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
12/16/2016	1463000	0	06/12/2017	1030750	0
03/22/2017	1582000	0	06/19/2017	154000	0
04/12/2017	1582000	0			
05/10/2017	1582000	0			
05/11/2017	665000	0			
06/09/2017	551250	0			
			Totals ► **18(b)**	8610000	**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	8008821

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:	2nd segment:	3rd segment:	
4.43%	5.91%	6.65%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	60

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**	201345
b Excess assets, if applicable, but not greater than line 31a	**31b**	201345

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**	8008821
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	8008821
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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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	430729	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

AON HEWITT INVESTMENT CONSULTING

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	207691	Yes [ ] No [X]	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	142554	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

HAM, LANGSTON & BREZINA, LLP

76-0448495

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	7075	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN GARRIS, LLC

36-4565693

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	5950	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
45-6138589-084	C	8068443

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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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)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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 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	0	-1198181
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	19639860	7147000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	5915705	18060422
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	400326
(2) U.S. Government securities	1c(2)	88523191	85328299
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	4226985	6799132
(B) All other	1c(3)(B)	34534049	42132989
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	5062832	8068443
(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)	56296241	64051857
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	14471826	3614004

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**		
	(2) Employer real property	**1d(2)**		
e	Buildings and other property used in plan operation	**1e**		
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	228670689	234404291
	Liabilities			
g	Benefit claims payable	**1g**		
h	Operating payables	**1h**		
i	Acquisition indebtedness	**1i**		
j	Other liabilities	**1j**	46891344	55837168
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	46891344	55837168
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	181779345	178567123

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)**	8610000	
	(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)**		8610000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	-5982	
	(B) U.S. Government securities	**2b(1)(B)**	1580326	
	(C) Corporate debt instruments	**2b(1)(C)**	1916114	
	(D) Loans (other than to participants)	**2b(1)(D)**		
	(E) Participant loans	**2b(1)(E)**		
	(F) Other	**2b(1)(F)**	76176	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		3566634
	(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)**	3039126	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		3039126
	(3) Rents	**2b(3)**		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	2241687259	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	2225936630	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		15750629
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**		
	(B) Other	**2b(5)(B)**	-55785427	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		-55785427

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		26257
(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)		1444829
c Other income	2c		42331576
d Total income. Add all **income** amounts in column (b) and enter total	2d		18983624
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20853937	
(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)		20853937
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)	363270	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	430729	
(4) Other	2i(4)	547910	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1341909
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		22195846
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-3212222
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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4009911. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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** 54

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: 88.1 % High-Yield Debt: 1.7 % Real Estate: _____% Other: 10.2 %

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

BHP USA RETIREMENT INCOME PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES WITH INDEPENDENT AUDITOR'S REPORT

as of and for the years ended December 31, 2016 and 2015

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.

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

INDEPENDENT AUDITOR'S REPORT

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, 2016 and 2015, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the Statement of Accumulated Plan Benefits as of December 31, 2015, and the related Statement of Changes in Accumulated Plan Benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 4, which was certified by Northern Trust Company, the trustee of the Plan, except for comparing the 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, 2016 and 2015, 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.

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Other Matter

The supplemental schedules, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016, Schedule H, Line 4i – Schedule of Assets (Acquired and Disposed of Within Year) for the year ended December 31, 2016, and Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2016, 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, Langston & Brezina, L.L.P.

Houston, Texas
January 29, 2018

BHP USA RETIREMENT INCOME PLAN
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	2016	2015
Assets:		
Investments, at fair value (See Notes 2 and 3):		
Cash, interest-bearing	$ 60,738	$ -
Collective investment funds	8,068,443	5,062,832
Corporate bonds	48,659,292	38,366,311
Government securities	86,767,494	89,360,829
Private investment portfolios	64,051,857	56,296,241
Cash collateral held	1,762,116	13,660,632
Asset-backed securities	272,829	394,722
Derivatives	486,693	(492,657)
Total investments, at fair value	210,129,462	202,648,910
Receivables:		
Company contributions	7,147,000	19,639,857
Accrued income receivable	1,986,332	1,009,787
Total receivables	9,133,332	20,649,644
Total assets	219,262,794	223,298,554
Liabilities:		
Liability for pending trades	39,763,078	29,319,548
Obligation to return cash collateral held	932,593	12,199,661
Total liabilities	40,695,671	41,519,209
Net assets available for benefits	$ 178,567,123	$ 181,779,345

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, 2016 and 2015

	2016	2015
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$ 7,090,876	$ 6,465,755
Net appreciation (depreciation) in fair value of investments, less certain investment expenses	2,641,046	(6,030,260)
Total investment income	9,731,922	435,495
Company contributions	8,610,003	21,900,000
Other income	3,279	1,110
Total additions	18,345,204	22,336,605
Deductions from net assets attributed to:		
Benefit payments	20,853,937	29,989,028
Administrative expenses	703,489	206,680
Total deductions	21,557,426	30,195,708
Net decrease in net assets available for benefits	(3,212,222)	(7,859,103)
Net assets available for benefits, beginning of year	181,779,345	189,638,448
Net assets available for benefits, end of year	$ 178,567,123	$ 181,779,345

See accompanying notes to financial statements.

BHP USA RETIREMENT INCOME PLAN
Statement of Accumulated Plan Benefits
December 31, 2015*

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants and beneficiaries currently receiving payments	$ 70,627,157
Other participants	124,153,746
Total vested benefits	194,780,903
Nonvested benefits	954,812
Total actuarial present value of accumulated plan benefits	$ 195,735,715

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

See accompanying notes to financial statements.

BHP USA RETIREMENT INCOME PLAN
Statement of Changes in Accumulated Plan Benefits
For the Year Ended December 31, 2015*

Actuarial present value of accumulated plan benefits at beginning of year	$ 204,956,836
Increase (decrease) during the period attributed to:	
Benefit payments	(29,989,028)
Increase in interest due to decrease in discount period	7,171,086
Benefits accumulated and Plan experience	2,463,684
Changes in actuarial assumptions	11,133,137
Net decrease	(9,221,121)
Actuarial present value of accumulated plan benefits at end of year	$ 195,735,715

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

See accompanying notes to financial statements.

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 defined benefit plan that provides eligible employees of BHP Holdings (International), Inc. (BHP or the Company) and adopting subsidiaries and affiliates of the parent company, BHP Billiton Limited, (collectively, the Participating Companies), with retirement benefits to supplement social security benefits.

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., BHP Billiton New Mexico Coal, Inc., BHP Billiton Mine Management Company, San Juan Coal Company, and San Juan Transportation Company.

The Plan has been amended from time to time to comply with the most recent statutory and regulatory changes applicable to plans maintained under Code Section 401(a) of the Internal Revenue Code (IRC). Additionally, among other things, the Plan was amended to modify the calculation of certain benefits and to remove certain Participating Companies.

Effective February 1, 2016, San Juan Coal Company and San Juan Transportation Company (collectively "San Juan Companies") were sold to Westmoreland Coal Company and the Plan was amended to remove the San Juan Companies as Participating Companies.

Effective December 31, 2016, the BHP Billiton Mine Management Company was sold to the Navajo Transitional Energy Company, LLC, and the Plan was amended to remove the BHP Billiton Mine Management Company, LLC, as a participating company.

The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

An eligible employee is any regular employee of a Participating Company, 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) certain employees on international assignments; and (v) any employee whose initial date of employment is after June 30, 2004, who is rehired after June 30, 2004, or who is transferred to the payroll of a Participating Company after June 30, 2004. Effective June 30, 2004, the Plan was closed to new participants.

Administration

BHP is the Plan's sponsor and administrator. Northern Trust Company (the Trustee) is the Plan's trustee. Aon Hewitt serves as the Plan's third-party administrator. Mercer serves as the Plan's actuary, and Mercer's U.S. Valuations Group provides pension valuation services. Certain duties and responsibilities to assist in the administration of the Plan are carried out on the Participating Companies' behalf by the BHP USA Retirement Advisory Committee (RAC), as appointed by the board of directors.

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 Company was not required to make any contributions to the Plan for the years ended December 31, 2016 and 2015. However, BHP chose to accelerate the funding of the Plan beyond the required amount and the Participating Companies contributed $8,610,003 and $21,900,000 for the Plan years ended December 31, 2016 and December 31, 2015, respectively.

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 years ended December 31, 2016 and 2015, the Plan's investments were held in a separate account within the BHP USA Master Retirement Trust, and accordingly, this separate account holds only investments specific to the Plan. This segregation of assets was implemented to more effectively manage the cash needs of the Plan and to match the maturities of the investments to the needs of the Plan.

Pension Benefits and Vesting Provisions

A participant's accrued benefit under the Plan is defined as a single life annuity payable at age 65. 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.

Effective December 31, 2013, the Plan was frozen to future accruals. Accordingly, 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. For employees participating in the Plan on December 31, 2013, the Plan benefit is determined as the greatest of the participant's (i) PEP Benefit, which is generally defined as 14% of the participant's adjusted average pay for each year of credited service as of December 31, 2013, 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. Different factors apply depending on whether the participant qualifies for vested termination, early retirement or 85 points retirement at the time of termination.) (ii) cash balance benefit, and (iii) cash balance whipsaw benefit, as defined in the Plan document.

The cash balance benefit is based on the cash balance account that was established for each employee who was participating in the Plan on December 31, 2013. The initial cash balance account was calculated as the sum of (i) the participant's PEP benefit lump sum calculated as of December 31, 2013, based on the vested termination adjustment factors, and (ii) a transition credit equal to 2.5% of the participant's adjusted average pay and credited service (up to 35 years) as of December 31, 2013. 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. A participant's cash balance whipsaw benefit is equal to the present value of the participant's cash balance account, converted to a single life annuity payable at age 65, as provided in the Plan.

1. Description of the Plan, continued

Pension Benefits and Vesting Provisions, continued

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

Payment of Benefits

A participant's benefits may be paid, following termination from employment, 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 2016 and 2015, Pension Benefit Guaranty Corporation (PBGC) premiums, audit fees, investment management 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 (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. 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, private investment portfolios, asset-backed securities and derivatives. 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.

2. Summary of Significant Accounting Policies, continued

Risks and Uncertainties, continued

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.

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 3 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. The Plan includes in the Statements of Changes in Net Assets Available for Benefits the net appreciation (depreciation) 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.

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 and accordingly, Plan management elected to early adopt ASU No. 2015-07 during the 2015 Plan year. The adoption of ASU 2015-07 in 2015 impacted disclosures only by removing those investments measured at fair value using NAV as a practical expedient from classification in the fair value hierarchy in Note 3.

2. Summary of Significant Accounting Policies, continued

Recent Accounting Pronouncements, continued

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.

Part I - *Fully Benefit-Responsive Investment Contracts*: Eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Further, *Part I* clarifies the definition of fully benefit-responsive investment contracts to only include direct contracts between the Plan and the issuer of the contract. Indirect investments in fully benefit-responsive investment contracts (such as through stable value common or collective trusts) should no longer be reflected as fully benefit-responsive investment contracts.

Part II - *Plan Investment Disclosures*: Eliminates the requirements to disclose individual investments that represent 5 percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. *Part II* also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset.

Part III - *Measurement Date Practical Expedient*: Reduces 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.

ASU No. 2015-12 is effective for fiscal years beginning on or after December 15, 2015. *Parts I* and *II* are effective on a retrospective basis, and *Part III* is effective on a prospective basis. Plan management elected to early adopt *Parts I* and *II* during the 2015 Plan year. *Part III* is not applicable to the Plan. The adoption of ASU No. 2015-12, *Parts I* and *II*, in 2015 is reflected through the presentation of indirect investments in fully benefit-responsive investment contracts within investments at fair value in the accompanying Statements of Net Assets Available for Benefits, with no adjustment from fair value to contract value. The adoption of ASU 2015-12 did not have a significant impact on the Plan’s financial statements and related footnotes.

Reclassification

Certain prior year balances have been reclassified in order to conform to the current year presentation. Such reclassifications have no impact on net assets or changes in net assets as previously reported.

3. 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 two different approaches (the market approach and the income 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.

Following is a description of the valuation methodologies used for investment assets and liabilities measured at fair value. There were no changes in the methodologies used at December 31, 2016 and 2015.

Interest-bearing cash: Valued using the closing price reported on the active market. (Market approach)

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

3. Fair Value Measurements, continued

Derivatives: Valued at the unit price as reported by the investment managers for the derivatives. Derivatives are exchange-traded through a clearinghouse and investment managers use the exchange traded prices as the basis for the unit price. Credit risk on such transactions is limited to the failure of the regulated exchange. (Market approach)

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)

Private investment portfolios: Valued at the NAV of units of a private investment portfolio. 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 portfolio less its liabilities. This practical expedient is not used when it is determined to be probable that the portfolio will sell the investment for an amount different than the reported NAV. Were the Plan to initiate a full redemption of the private investment portfolio, 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)

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 investment assets and liabilities measured at fair value on a recurring basis as of December 31, 2016 and 2015:

Investment Assets at Fair Value as of December 31, 2016

	Level 1	Level 2	Level 3	Total
Interest-bearing cash	$ 60,738	$ -	$ -	$ 60,738
Fixed income securities	-	135,699,615	-	135,699,615
Cash collateral held	1,762,116	-	-	1,762,116
Derivatives	-	486,693	-	486,693
	$ 1,822,854	$ 136,186,308	$ -	$ 138,009,162
Investments measured at NAV[(a)]				72,120,300
Total investment assets at fair value				$ 210,129,462

3. Fair Value Measurements, continued

Investment Liabilities at Fair Value as of December 31, 2016

	Level 1	Level 2	Level 3	Total
Obligation to return cash collateral held	$ 932,593	$ -	$ -	$ 932,593
Pending trades	-	39,763,078	-	39,763,078
Total investment liabilities at fair value	$ 932,593	$ 39,763,078	$ -	$ 40,695,671

Investment Assets at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Fixed income securities	$ -	$ 128,121,862	$ -	$ 128,121,862
Cash collateral held	13,660,632	-	-	13,660,632
Derivatives	-	(492,657)	-	(492,657)
	$ 13,660,632	$ 127,629,205	$ -	$ 141,289,837
Investments measured at NAV[(a)]				61,359,073
Total investment assets at fair value				$ 202,648,910

Investment Liabilities at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Obligation to return cash collateral held	$ 12,199,661	$ -	$ -	$ 12,199,661
Pending trades	-	29,319,548	-	29,319,548
Total investment liabilities at fair value	$ 12,199,661	$ 29,319,548	$ -	$ 41,519,209

(a) In accordance with ASU 2015-07, investments that are measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

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, 2016 and 2015:

Investment	Fair Value December 31, 2016	Fair Value December 31, 2015	Unfunded Commitment	Redemption Frequency (if currently eligible)	Redemption Notice Period
Northern Trust Collective Short Term Investment Fund	$ 8,068,443	$ 5,062,832	N/A	Daily	30 days

3. Fair Value Measurements, continued

Fair Value of Investments in Entities that use NAV, continued

Investment	Fair Value December 31, 2016	Fair Value December 31, 2015	Unfunded Commitment	Redemption Frequency (if currently eligible)	Redemption Notice Period
PIMCO Short Term Floating NAV Portfolio	$ 122,771	$ 1,321,794	N/A	Daily	30 days
PIMCO Long Duration Corporate Bond Portfolio	$23,187,948	$19,452,551	N/A	Daily	30 days
PIMCO Asset-Backed Securities Portfolio	$ 4,411,132	$ -	N/A	Daily	30 days
PIMCO Investment Grade Corporate Portfolio	$33,930,023	$32,040,289	N/A	Daily	30 days
PIMCO Emerging Markets Portfolio	$ 2,399,983	$ 3,481,607	N/A	Daily	30 days

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.

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

3. Fair Value Measurements, continued

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

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, 2016 and 2015 are summarized as follows:

	December 31, 2016		
	Notional/Par Amount	Number of Contracts	Fair Value
Credit default index swaps - assets	$ 67,650,000	7	$ 1,099,512
Credit default index swaps - liabilities	50,750,000	4	(844,801)
Credit default index swaptions - liabilities	(2,800,000)	2	(1,800)
Credit default swaps - assets	4,500,000	4	58,145
Credit default swaps - liabilities	3,925,045	15	(71,602)
Fixed income futures - options	(800,000)	2	(438)
Interest rate swaps - assets	41,600,000	6	716,408
Interest rate swaps - liabilities	10,100,000	6	(142,364)
Interest rate swaptions - assets	81,850,000	14	1,417,717
Interest rate swaptions - liabilities	(84,300,000)	16	(1,744,084)
Total derivatives	$ 172,475,045		$ 486,693

	December 31, 2015		
	Notional/Par Amount	Number of Contracts	Fair Value
Credit default index swaps - assets	$ 39,450,000	18	$ 224,668
Credit default index swaptions - liabilities	(37,800,000)	15	(41,257)
Credit default swaps - assets	7,500,000	8	55,597
Credit default swaps - liabilities	1,660,873	5	(55,445)
Forward volatility agreements	1,300,000	1	52,822
Interest rate swaps - assets	5,850,000	4	(82,346)
Interest rate swaps - liabilities	66,400,000	8	(640,144)
Interest rate swaptions - assets	100,000,000	17	474,872
Interest rate swaptions - liabilities	(110,550,000)	20	(481,424)
Total derivatives	$ 73,810,873		$ (492,657)

Included in net appreciation (depreciation) in the Statement of Changes in Net Assets Available for Benefits are realized and unrealized gains and losses totaling $3,110,758 and $246,984 for the years ended December 31, 2016 and 2015, respectively.

4. 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, 2016 and 2015, and net appreciation (depreciation) in fair value of investments and interest and dividends for the years ended December 31, 2016 and 2015, was obtained from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

The Plan's independent auditors 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.

5. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (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, 2016, and accordingly, the Plan presents the Statement of Accumulated Plan Benefits and the Statement of Changes in Accumulated Plan Benefits using beginning of year actuarial data. Had the actuarial valuation been performed as of December 31, 2015, there would be no material differences. The significant actuarial assumptions underlying the actuarial valuation as of January 1, 2016 are as follows:

Assumed rate of return on investments:	3.25% compounded annually
Mortality basis:	
Healthy participants	MRP-2007 mortality separately for employees and retirees and for males and females with white collar adjustment and MSS-2007 generational mortality improvement scale.
Retirement Rates:	Participants are assumed to retire according to the following retirement rates:

Age	Percentage
55-60	15%
61-64	20%
65-66	40%
67+	100%

5. Actuarial Present Value of Accumulated Plan Benefits, continued

	No retirements are assumed to occur before age 55. Participants over age 67 at the valuation date are assumed to retire immediately.
Percentage Married:	Male – 70%; Female – 60%
Age Difference:	Husbands are assumed to be three years older than their wives.
Withdrawal Rates:	Participants are assumed to withdraw according to the 130% of the Society of Actuary's 2003 study age only table.

Sample rates varying by age

Attained Age	Withdrawal All
20	22.70%
25	24.06
30	15.85
35	11.41
40	9.10
45	8.07
50	7.32
55	3.80
60	2.86

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.

The assumptions used in determining the actuarial present value of accumulated plan benefits remained unchanged from the prior year's valuation except for updates in the interest discounts and mortality rates from 2015 to 2016 in accordance with the Pension Protection Act.

6. Income Tax Status

The Plan obtained its latest determination letter on February 14, 2017, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the IRC The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

7. Plan Termination

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

8. Related-Party Transactions

Certain investments are shares of collective investment funds, 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 2016 and 2015, but has not received any related compensation or reimbursement from the Plan. The Company also paid certain fees on behalf of the Plan during 2016 and 2015.

9. Form 5500 Reconciliation

For the 2016 and 2015 Plan years, total net assets available for benefits and the net decrease in net assets available for benefits per the financial statements agree to the amounts per the Forms 5500. Differences between the individual line items on the Statements of Changes in Net Assets and the Forms 5500 are attributed to classification differences.

10. Subsequent Events

Plan management has evaluated subsequent events through January 29, 2018, which is the date the financial statements were issued, and has concluded that there are no significant events to report.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25											
25–29											
30–34		1									1
35–39		3		2							5
40–44	2	11	4	4	2						23
45–49	1	13	5	8	3	8					38
50–54	1	16	2	10	7	9	2				47
55–59	1	9	7	14	5	16	5	3	2		62
60–64	1	2	1	12	7	4	2	1		1	31
65–69			1	3	4	4		1	1		14
70 & up											
Total	6	55	20	53	28	41	9	5	3	1	221

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

Discount rate sponsor elections		
• Segment rates or full yield curve	Segment	
• Look-back months	4	
	Stabilized	**Nonstabilized**
• First 5 years	4.43%	1.34%
• Next 15 years	5.91%	4.03%
• Over 20 years	6.65%	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.	

Rationale for Significant Economic Assumptions

- Discount rates – These are the IRS prescribed rates. The plan sponsor elected this methodology from alternative IRS prescribed options.
- Cash balance plan assumptions – Based on plan-defined assumptions.
- Expenses – Based on actual experience.

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

Demographic assumptions

- Withdrawal: 130% of 2003 SOA study age only table. See table of sample rates.
- Disability incidence: Not applicable
- Retirement age:

Attained age	Percentage
55 – 60	15%
61 – 64	20
65 – 66	40
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

	Male participants	Female participants
Percentage married	70%	60%
Spouse age difference	3 years younger	3 years older

Form of payment	Lump sum	Single life	100% J&S
Active retirements	90%	5%	5%
Future vested deferred	90%	5%	5%
Future disabilities	N/A	N/A	N/A
Future deaths	100%	0%	0%
Current vested deferred	32%	50%	18%

Unpredictable contingent event assumptions: Not applicable

Table of Sample Rates

Attained age	Withdrawal All
20	22.70%
25	24.06
30	15.85
35	11.41
40	9.10
45	8.07
50	7.32
55	3.80
60	2.86

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

Rationale for Significant Demographic Assumptions

- Mortality – Prescribed by the IRS and based on the plan sponsor's election.
- Withdrawal, retirement age, benefit commencement age, spouse assumptions, form of payment – Based on an experience study undertaken by Mercer in 2015 using experience from January 1, 2009 through December 31, 2013. The resulting assumptions balance the plan's historical experience with future expectations based on input and concurrence from the plan sponsor.

Actuarial Methods

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:** 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.
- 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, 2016

EIN: 94-3094724
PN: 334

(a) Identity of Party Involved	(b) Description of Asset	No. 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
Northern Trust	COLTV SHORT TERM INVT FD CUSIP: 195998AC3	63	$ 35,501,110	$ -	$ 35,501,110	$ 35,501,110	$ -
Northern Trust	COLTV SHORT TERM INVT FD CUSIP: 195998AC3	65	$ -	$ 32,495,499	$ 32,495,499	$ -	$ -
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES DECEMBER SEDOL: B55LLN2	9	$ 18,778,063	$ -	$ 18,778,063	$ 18,778,063	$ -
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES DECEMBER SEDOL: B55LLN2	8	$ -	$ 18,755,434	$ 18,778,063	$ -	$ (22,629)
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES FEBRUARY CUSIP: 01F032625	2	$ 11,768,984	$ -	$ 11,768,984	$ 11,768,984	$ -
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES JANUARY SEDOL: B6QMCT4	3	$ 12,033,969	$ -	$ 12,033,969	$ 12,033,969	$ -
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES JANUARY SEDOL: B6QMCT4	3	$ -	$ 11,787,070	$ 12,033,969	$ -	$ (246,898)
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES NOVEMBER SEDOL: B7WKNR4	7	$ 12,726,109	$ -	$ 12,726,109	$ 12,726,109	$ -
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES NOVEMBER SEDOL: B7WKNR4	7	$ -	$ 12,716,537	$ 12,726,109	$ -	$ (9,572)

BHP USA Retirement Income Plan
Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2016

EIN: 94-3094724
PN: 334

(a) Identity of Party Involved	(b) Description of Asset	No. 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
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES OCTOBER SEDOL: B8S1CC6	11	$ 14,315,422	$ -	$ 14,315,422	$ 14,315,422	$ -
Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES OCTOBER SEDOL: B8S1CC6	11	$ -	$ 14,320,730	$ 14,315,422	$ -	$ 5,309
Pacific Investment Management Company	MFO PIMCO SHORT TERM FLOATING NAV PORT CUSIP: 72201P613	27	$ 9,901,365	$ -	$ 9,901,365	$ 9,901,365	$ 9,901,365
Pacific Investment Management Company	MFO PIMCO SHORT TERM FLOATING NAV PORT CUSIP: 72201P613	14	$ -	$ 11,100,000	$ 11,100,274	$ -	$ (274)
United States Treasury	UNITED STATES OF AMER TREAS BONDS DTD 05/15/2015 2.5% DUE 05-15-2046 REG SEDOL: BYZ2TS9	59	$ 148,305,018	$ -	$ 148,305,018	$ 148,305,018	$ -
United States Treasury	UNITED STATES OF AMER TREAS BONDS DTD 05/15/2015 2.5% DUE 05-15-2046 REG SEDOL: BYZ2TS9	60	$ -	$ 145,628,289	$ 146,621,037	$ -	$ (992,748)
United States Treasury	UNITED STATES TREAS BDS DTD 00246 3% DUE 11-15-2045 REG SEDOL: BYQP1M5	29	$ 63,876,332	$ -	$ 63,876,332	$ 63,876,332	$ -
United States Treasury	UNITED STATES TREAS BDS DTD 00246 3% DUE 11-15-2045 REG SEDOL: BYQP1M5	38	$ -	$ 63,889,713	$ 63,876,332	$ -	$ 13,381
United States Treasury	UNITED STATES TREAS BDS DTD 00247 3% DUE 02-15-2046 REG SEDOL: BZ56WT0	82	$ 252,081,694	$ -	$ 252,081,694	$ 252,081,694	$ -

BHP USA Retirement Income Plan
Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2016

EIN: 94-3094724
PN: 334

(a) Identity of Party Involved	(b) Description of Asset	No. 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 TREAS BDS DTD 00247 3% DUE 02-15-2046 REG SEDOL: BZ56WT0	79	$ -	$ 251,176,120	$ 250,765,997	$ -	$ 410,123
United States Treasury	UNITED STATES TREAS BDS 2.25% DUE 08-15-2046 SEDOL: BZ56WJ0	35	$ 83,521,209	$ -	$ 83,521,209	$ 83,521,209	$ -
United States Treasury	UNITED STATES TREAS BDS 2.25% DUE 08-15-2046 SEDOL: BZ56WJ0	21	$ -	$ 78,971,639	$ 79,467,395	$ -	$ (495,756)
United States Treasury	UNITED STATES TREAS BDS 2.875% DUE 11-15-2046 SEDOL: BZ1BP67	22	$ 21,158,302	$ -	$ 21,158,302	$ 21,158,302	$ -
United States Treasury	UNITED STATES TREAS BDS 2.875% DUE 11-15-2046 SEDOL:BZ1BP67	21	$ -	$ 20,170,360	$ 20,198,554	$ -	$ (28,194)
United States Treasury	UNITED STATES TREAS NTS DTD 07/31/2014 1.625% DUE 07-31-2019 REG SEDOL: BPFJXW9	69	$ 412,013,218	$ -	$ 412,013,218	$ 412,013,218	$ -
United States Treasury	UNITED STATES TREAS NTS DTD 07/31/2014 1.625% DUE 07-31-2019 REG SEDOL:BPFJXW9	70	$ -	$ 418,479,202	$ 418,250,525	$ -	$ 228,677
United States Treasury	UNITED STATES TREAS NTS DTD 08/15/2012 1.625% DUE 08-15-2022 REG CUSIP: 912828TJ9	7	$ 14,783,446	$ -	$ 14,779,531	$ 14,783,446	$ -
United States Treasury	UNITED STATES TREAS NTS DTD 08/15/2012 1.625% DUE 08-15-2022 REG CUSIP: 912828TJ9	8	$ -	$ 33,726,796	$ 32,504,965	$ -	$ 1,221,831
United States Treasury	UNITED STATES TREAS NTS DTD 08/15/2015 2% DUE 08-15-2025 REG CUSIP: 912828K74	7	$ 32,401,507	$ -	$ 32,401,507	$ 32,401,507	$ -
United States Treasury	UNITED STATES TREAS NTS DTD 08/15/2015 2% DUE 08-15-2025 REG CUSIP: 912828K74	8	$ -	$ 33,331,270	$ 33,104,109	$ -	$ 227,161

BHP USA Retirement Income Plan
Schedule H, Line 4j - Schedule of Reportable Transactions
For the Year Ended December 31, 2016

EIN: 94-3094724
PN: 334

(a) Identity of Party Involved	(b) Description of Asset	No. 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 TREAS NTS DTD 11/15/2015 2.25% DUE 11-15-2025 REG SEDOL:BZ56W56	24	$ 118,588,525	$ -	$ 118,588,525	$ 118,588,525	$ -
United States Treasury	UNITED STATES TREAS NTS DTD 11/15/2015 2.25% DUE 11-15-2025 REG SEDOL: BZ56W56	27	$ -	$ 130,199,626	$ 129,650,034	$ -	$ 549,592
United States Treasury	UNITED STATES TREAS NTS DTD 683 1.625% DUE 02-15-2026 REG SEDOL: BD2C0G0	86	$ 387,905,895	$ -	$ 387,905,895	$ 387,905,895	$ -
United States Treasury	UNITED STATES TREAS NTS DTD 683 1.625% DUE 02-15-2026 REG SEDOL: BD2C0G0	88	$ -	$ 384,654,800	$ 384,570,733	$ -	$ 84,067
United States Treasury	UNITED STATES TREAS NTS 1.5% BDS 08/15/2026 USD 1000 1.5% DUE 08-15-2026 RE SEDOL: BZ56W78	52	$ 98,342,445	$ -	$ 98,342,445	$ 98,342,445	$ -
United States Treasury	UNITED STATES TREAS NTS 1.5% BDS 08/15/2026 USD 1000 1.5% DUE 08-15-2026 RE SEDOL: BZ56W78	52	$ -	$ 98,310,079	$ 98,342,445	$ -	$ (32,366)
United States Treasury	UNITED STATES TREAS NTS 1.625% DUE 05-15-2026 SEDOL: BYZ2XV0	75	$ 307,230,149	$ -	$ 307,230,149	$ 307,230,149	$ -
United States Treasury	UNITED STATES TREAS NTS 1.625% DUE 05-15-2026 SEDOL: BYZ2XV0	77	$ -	$ 305,490,017	$ 305,494,865	$ -	$ (4,848)
United States Treasury	UNITED STATES TREAS 1.875% SEDOL: BYXYL70	61	$ 205,374,185	$ -	$ 205,374,185	$ 205,374,185	$ -
United States Treasury	UNITED STATES TREAS 1.875% SEDOL: BYXYL70	61	$ -	$ 188,379,814	$ 175,677,080	$ -	$ 12,702,734

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	181,475,534
b Actuarial value	**2b**	181,475,534

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	752	52,040,358	52,040,358
b For terminated vested participants	396	28,533,517	28,533,517
c For active participants	221	60,523,400	62,135,341
d Total	1,369	141,097,275	142,709,216

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**	5.89%
6 Target normal cost	**6**	201,345

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

KB
Signature of actuary

10/13/2017
Date

KEVIN BILLS, FSA, EA, MAAA
Type or print name of actuary

1707029
Most recent enrollment number

MERCER
Firm name

713-276-2100
Telephone number (including area code)

500 DALLAS STREET, SUITE 1400
HOUSTON TX 77002
Address of the firm

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

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 0.25%	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)		20,381,610
	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 6.06%		1,235,126
	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		21,616,736
	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	127.16%
15	Adjusted funding target attainment percentage	15	127.16%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	119.78%
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
12/16/2016	1,463,000	0			
03/22/2017	1,582,000	0			
04/12/2017	1,582,000	0			
05/10/2017	1,582,000	0			
05/11/2017	665,000	0			
06/09/2017	551,250	0			
06/12/2017	1,030,750	0			
06/19/2017	154,000	0			
			Totals ► 18(b)	8,610,000	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	8,008,821

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:	2nd segment:	3rd segment:	
4.43 %	5.91 %	6.65 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	60

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**	201,345
b Excess assets, if applicable, but not greater than line 31a	**31b**	201,345

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**	8,008,821
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	8,008,821
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 60.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	15.0%	10,000	1,500	82,500
56	15.0%	8,500	1,275	71,400
57	15.0%	7,225	1,084	61,774
58	15.0%	6,141	921	53,429
59	15.0%	5,220	783	46,198
60	15.0%	4,437	666	39,933
61	20.0%	3,771	754	46,012
62	20.0%	3,017	603	37,413
63	20.0%	2,414	483	30,413
64	20.0%	1,931	386	24,717
65	40.0%	1,545	618	40,165
66	40.0%	927	371	24,470
67	100.0%	556	556	37,261
Total			10,000	595,685
Average				59.57

Schedule SB, line 11a — Present Value of Excess Contributions

The value on Schedule SB, line 11a of $20,381,610 does not match the value of $18,249,255 shown on line 38a of the prior year Schedule SB for the 2015 plan year.

After the 2015 Schedule SB was filed, it was discovered that two additional contributions of $736,000 on December 22, 2015 and $1,524,143 on December 31, 2015 were made for the 2015 plan year, but had not been reflected on the 2015 Schedule SB.

Due to the well-funded status of the plan, the minimum required contribution for the 2015 plan year was $0. As such, these additional contributions were excess contributions made for the 2015 plan year. As such, we are reflecting these excess contribution amounts on the 2016 Schedule SB.

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	None.
Definitions	
• Covered employees	All salaried persons employed by the Company, both full and part time, except: 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. 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.
• 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	Service for purposes of participation, vesting and eligibility includes periods of employment with the Company including: 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	Service for purposes of benefit accrual includes: 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: 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	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. 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. Pay after December 31, 2013 is not included for any participants.
• High-36 average pay	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.
• Adjusted high – 36 average pay	100% of high-36 average pay plus 33-1/3% of high-36 average pay in excess of the participant's Social Security Covered Compensation in the earlier of 2013 and year of termination. This amount is frozen as of December 31, 2013.
• Cash Balance Account	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.
• Frozen Age 65 Annuity	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.
• Cash Balance Whipsaw Benefit	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.
• Benefit formula – post 2013	Lump sum is the greatest of: • Cash Balance Account • Cash Balance Whipsaw Benefit • Benefit formula in effect prior to 2015 including continued changes in adjustment factors.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit formula – post-1997	14% x Adjusted high-36 average pay x Years of benefit service after December 31, 1997 x Adjustment factor. 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.
• Benefit formula – pre-1998 (former BHP Copper participants)	Greater of: • 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)	Greater of: • 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)	Individual benefit percentage x Adjusted High-36 Average Pay x Years of Benefit Service prior to January 1, 1989 x Adjustment Factor.
• Benefit formula – pre-July 1, 2002 (former Strategic Minerals Corporation participants)	Actuarial value of the Strategic Minerals accrued benefit as of June 30, 2002.
• Adjustment factors	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. 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.

Schedule SB, Part V — Summary of Plan Provisions

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

• Covered Compensation	The average of the contribution and the benefit bases in effect under Section 230 of the Social Security Act for each year in the 35-year period ending with the year in which the Participant attains his or her Social Security Retirement Age. If a Participant ceases to be an Employee before attaining his or her Social Security Retirement Age, then in determining such average, the contribution and benefit base in effect during the earlier of 2013 and the year of termination shall be assumed to remain in effect without change.
• Accrued benefit	Amount payable to a participant as a single life annuity beginning at age 65.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Retirement on or after age 65.
• Benefit	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%. Starting December 31, 2013: Frozen Age 65 Annuity
Early retirement	
• Eligibility	Retirement before age 65 after both attaining age 55 and completing ten years of service.
• Benefit	Beginning January 1, 2014: The largest of: 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	For participants who work beyond normal retirement, the benefit is the greatest of: 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.
• Benefit	Accrued benefit as of termination date.

Schedule SB, Part V — Summary of Plan Provisions

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	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. 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.
Benefit offsets	The plan benefits for certain participants are offset by benefits earned under prior plans.
Post-retirement COLA increases	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. Effective January 1, 2009, the benefits for all participants eligible to receive COLA increases were increased to the maximum level allowed under the Plan.
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	Equal to the largest annuity determined by converting each of the following to immediate annuities: • Cash Balance Account • Cash Balance Whipsaw Benefit • benefit formula in effect prior to 2015 including continued changes in adjustment factors. 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.

Schedule SB, Part V — Summary of Plan Provisions

• Optional forms	Optional forms of payment include: • 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) 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%. Mandatory lump sums are paid if the present value of the plan benefit is less than $5,000.
• Optional form conversion factors	The Plan age-65 accrued benefit is calculated by converting the plan-defined lump sum benefit to a single life annuity using 417(e) actuarial equivalence; the maximum interest rate for any of the 3 segment rates is 6%. The 50% joint and survivor annuity is equal to 95% of the single life annuity.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2016, the limit is $210,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #5 are included in this valuation.

- **Most recent plan amendments included:** Amendment #5
- **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) 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.

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 2015 to 2016.

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

EIN: 94-3094724
PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Pacific Investment Management Company	MFO PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP PORTFOLIO INSTL CL CUSIP: 722005873	$ 38,755,109	$ 33,930,023
*	Pacific Investment Management Company	MFO PIMCO FDS LONG DURATION CORP BD PORTFOLIO CUSIP: 72201P878	23,824,734	23,187,948
	United States Treasury	UNITED STATES TREAS NTS DTD 07/31/2014 1.625% DUE 07-31-2019 REG SEDOL: BPFJXW9	17,915,412	17,823,758
	United States Treasury	UNITED STATES TREAS 1.875% DUE 08-31-2022 SEDOL: BYXYL70	16,425,538	16,406,759
	United States Treasury	UNITED STATES TREAS BDS 8 11/15/2021 USD 1000 8 DUE 11-15-2021 REG SEDOL: 2913151	13,497,422	12,167,420
	Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3.5% 30YEARS SETTLES February CUSIP: 01F032625	11,768,984	11,768,859
*	Northern Trust	COLTV SHORT TERM INVT FD CUSIP: 195998AC3	8,068,443	8,068,443
	Goldman Sachs International	FUT MAR 17 10YR T-NOTES CUSIP: 999599GH0	6,136,141	6,089,781
	Goldman Sachs International	FUT MAR 17 EURO DOLLARS CUSIP: 999599GH0	5,700,550	5,690,200
	United States Treasury	UNITED STATES TREAS BDS 3.125% DUE 08-15-2044 SEDOL BPYD753	5,848,766	5,515,994
*	Pacific Investment Management Company	MFO PIMCO AST BACKED SEC PORTFOLIO FD 3460 CUSIP: 72200Q109	4,413,765	4,411,132
	United States Treasury	UNITED STATES TREAS NTS DTD 08/15/2015 2% DUE 08-15-2025 REG SEDOL: BYSRD7	4,411,509	4,189,506
	United States Treasury	UNITED STATES TREAS BDS 2.25% DUE 08-15-2046 SEDOL: BZ56WJ0	4,053,814	4,126,745
	United States Treasury	UNITED STATES TREAS NTS DTD 683 1.625% DUE 08-15-2026 REG SEDOL: BD2C0G0	3,335,162	3,148,844
*	Pacific Investment Management Company	MFO PIMCO FDS PAPS EMERGING MKTS PORTFOLIO INSTL CL CUSIP: 722005840	2,398,661	2,399,983
	Microsoft Corporation	MICROSOFT CORP 4.75% DUE 11-03-2055 CUSIP: 594918BM5	1,693,659	1,849,076
	Credit Suisse	PVTPL CR SUISSE GROUP FDG GUERNSEY LTD GTD SR NT 144A 3.125% DUE 12-10-2020 CUSIP: 225433AJ0	1,796,616	1,794,373
	United States Treasury	UNITED STATES TREAS NTS 1.625% DUE 05-15-2026 REG SEDOL: BYZ2XV0	1,735,284	1,698,083
	United States Treasury	UNITED STATES OF AMER TREAS BONDS DTD 05/15/2016 2.5% DUE 15-15-2046 REG SEDOL: BYZ2TS9	1,683,981	1,660,039
	Anheuser-Busch	ANHEUSER-BUSCH 3.65% DUE 02-01-2026 SEDOL: BYMLCJ1	1,597,328	1,624,304

* Represents a party-in-interest

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

EIN: 94-3094724
PN: 334

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Apple Inc	APPLE INC 4.65% DUE 02-23-2046 CUSIP: 037833BX7	$ 1,498,774	$ 1,619,774
	Western Gas Partners LP	WESTERN GAS PARTNERS LP 4 DUE 7/1//2022 REG SEDOL: B8HN8P8	1,487,910	1,524,474
	United States Treasury	UNITED STATES OF AMER TREAS NOTES INFLATION INDEX 0.125 NTS 07-15-2024 SEDOL: BZ56VY8	1,444,771	1,500,058
	Wells Fargo & Co	WELLS FARGO & CO 3% DUE 10-23-2026 SEDOL: BYQ74R7	1,496,535	1,428,596
	JP Morgan Chase	JPMORGAN CHASE 3.9% 07-15-2025 SEDOL: BYP3G69	1,344,924	1,388,177
	Federal National Mortgage Association	FNMA SINGLE FAMILY MORTGAGE 3% 30YEARS SETTLES February CUSIP: 01F030629	1,291,516	1,289,483
	Oracle Corporation	ORACLE CORP 3.9% DUE 05-15-2035 SEDOL: BWTM367	1,266,394	1,257,547
	Shell International Finance BV	SHELL INTERNATIONAL FIN 4.375% DUE 05-11-2045 SEDOL:BXQ9DY6	1,193,476	1,215,572
	United States Treasury	UNITED STATES TREAS BDS DTD 00247 2.5% DUE 02-15-2046 REG SEDOL BZ56WT0	1,315,698	1,165,835
	AT&T	AT&T INC 4.75% DUE 05-15-2046 SEDOL: BX2H2X6	1,046,262	994,790
	United States Treasury	UNITED STATES TREAS BDS 2.875% DUE 11-15-2046 SEDOL BZ1BP67	959,748	969,331
	Midamerican Energy Company	MIDAMERICAN ENERGY CO 4.25% 05-01-2046 SEDOL: BZ4C9B0	898,758	926,935
	Chicago Water Revenue	CHGO ILL WTR REV TAXABLE-2ND LIEN PROJ-SER C 6.642 11-01-2029 CUSIP: 167736YV3	750,000	895,905
	Charter Communications	CHARTER 4.908% DUE 07-23-2025 SEDOL: BZ06JV6	800,000	843,144
	Goldman Sachs	CDS / STS CME GOLDUS SELL PROTECTION ON CDX NAIGS25V1 5Y 12-20-2020 SWPC0B1G7 SEDOL: 9E2KHEU	335,184	836,001
	CNOOC Finance Corp. Ltd	CNOOC FIN 2015 U S 3.5% DUE 05-05-2025 CUSIP: 12634MAB6	842,138	826,152
	JP Morgan Chase	JPMORGAN CHASE & 6.1% DUE 10-29-2049 SEDOL: BQXTX51	800,000	809,500
	American Tower Group	AMERN TOWER CORP 3.375% DUE 10-15-2026 SEDOL: BDGNML8	792,032	757,353
	General Motors Company	GEN MTRS FINL CO 4% DUE 01-15-2025 SEDOL: BYZ5MV2	770,955	756,122
	Pepsico	PEPSICO INC 4.45% DUE 04-14-2046 SEDOL: BZ30BC0	716,313	745,555

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(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Diamond 1 Finance Corp	DIAMOND 1 FIN CORP 5.45% DUE 06-15-2023 SEDOL: BD96MG9	$ 699,699	$ 742,517
	Xylem Incorporated	XYLEM INCE 3.25% DUE 11-01-2026 SEDOL: BYQ3L30	748,455	728,288
	UBS AG	PVTPL UBS GROUP FDG JERSEY LTD SR NT 144A 4.125% DUE 09-24-2025 BEO CUSIP: 90351DAB3	698,133	713,487
	Federal National Mortgage Association	FNMA POOL #466807 3.32% 01-01-2018 BEO CUSIP: 31381PR42	711,699	707,479
	Synchrony Financial	SYNCHRONY FINL 2.6% DUE 01-15-2019 SEDOL: BYVT564	699,818	703,541
	Mission Health System	MISSION HLTH SYS 4.424% DUE 12-01-2039 CUSIP: 605068AB1	688,765	699,195
	Teachers Insurance	TEACHERS INS & FLTG RT 4.375% DUE 09-15-2054 SEDOL: BQVC9Q5	698,712	686,875
	QVC Incorporated	QVC INC 5.45% DUE 08-15-2034 SEDOL: BXRTNR8	722,842	682,700
	Credit Suisse	CCP RECEIVABLE FROM UCREDIT SUISSE SECURITIES SEDOL: 9B88NAU	637,000	637,000
	Deutsche Bank	DEUTSCHE BAK AG 4.25% DUE 10-14-20217 CUSIP: 251541AN8	599,814	602,314
	Orange SA	ORANGE NT STEP UP 03-01-2031 02-28-2031 SEDOL: B2PPTQ2	544,420	601,410
	Électricité de France S.A.	EDF S A 5.25% DUE 10-13-2055 SEDOL: BYXVW45	588,588	597,472
	Medtronic Incorporated	MEDTRONIC INC 3.5% DUE 03-15-2025 REG SEDOL: BYMLL27	547,766	566,343
	Energy Transfer	ENERGY TRANSFER 4.9% DUE 03-15-2035SEDOL: BWBXR55	598,860	560,718
	Morgan Stanley	MORGAN STANLEY 5.75% DUE 01-25-2021 SEDOL: B4552N4	579,010	554,788
	United States Treasury	UNITED STATES TREAS NTS WI TREASURY NOTE 2% DUE 11-15-2026 REG SEDOL: BYRSN3	542,269	546,500
	Credit Suisse First Boston	CCP RECEIVABLE FROM CSFB NEW YORK SEDOL: 9D79JUU	534,000	534,000
	Barrick PD	BARRICK PD 5.95% DUE 10-15-2039 SEDOL: BG48MX8	505,135	528,815
	Morgan Stanley	MORGAN STANLEY SR NT FLTG DUE 10-24-2023/10-24-2022 REG SEDOL: BYQ74P5	500,000	505,556
	Roche Holdings Incorporated	PVTPL ROCHE HLDGS INC GTD NT 144A 4.0% DUE 11-28-2044 SEDOL: BSC998	492,180	498,367

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	Cooperatieve Rabobank U.A.	COOPERATIEVE 3.75% DUE 07-21-2026 CUSIP: 21684AAF3	$ 497,730	$ 490,124
	Oracle Corporation	ORACLE CORP 3.85% DUE 07-15-2036 SEDOL BZ5YK12	499,925	487,960
	Verizon	VERIZON 2.625% DUE 08-15-2026 SEDOL: BY7RR33	498,725	460,276
	Goldman Sachs International	FUT MAR 17 U.S. T-BONDS CUSIP: 999599GH0	468,000	451,969
	Moodys Corporation	MOODYS CORP 5.25% DUE 07-15-2044 SEDOL: BR1HR30	406,652	440,863
	Fidelity National Information Services, Inc.	FID NATL 5% DUE 10-15-2025 SEDOL: BYNJT71	398,916	435,654
	Credit Suisse First Boston	LCH IRS LCH CSFBUS USD P 1.75% 3M LIBOR 12/21/2026 SWU00INB9 SEDOL: 9E7AGUU	-	433,769
	Halliburton Company	HALLIBURTON CO 5% DUE 11-15-2045 SEDOL: BYNR4N6	402,280	431,378
	Biogen Incorporated	BIOGEN INC 5.2% DUE 09-15-2045 SEDOL: BYNPNY4	397,176	428,058
	Duke Energy	DUKE ENERGY CORP 4.8% DUE 12-15-2045 SEDOL: BDB6BJ3	398,656	422,788
	Credit Suisse	CCP DUE TO/FROM CREDIT SUISSE SEDOL: 9AYQMMU	418,000	418,000
	Gulfstream National Gas System	PVTPL GULFSTREAM NAT GAS SYS LLC SR NT 144A 4.6% DUE 09-15-2025/09-24-2015 BEO SEDOL: BYTX319	399,848	414,423
	Fortune Brands	FORTUNE BRANDS 4% DUE 06-15-2025 SEDOL: BZ0C8W8	397,428	411,379
	UBS AG	UBS GROUP FDG 4.125% DUE 04-15-2026 CUSIP: 90351DAF4	399,116	409,090
	JP Morgan Chase	JPMORGAN CHASE & FLTG RT 5.3% DUE 12-29-2049 SEDOL: BWWK2H2	400,000	408,224
	American International Group	AMERN INTL GROUP 3.9% DUE 04-01-2026 SEDOL: BDFXRB4	421,912	407,033
	Marsh & McLennan Companies Incorporated	MARSH & MCLENNAN COS INC SR NT 3.5 DUE 06-03-2024 SEDOL: BYVDJ53	398,948	407,031
	Bank America Corporation	BANK AMER CORP 3.875% DUE 08-01-2025 SEDOL: BYPFX19	407,200	406,732
	Trans-Allegheny Interstate Line Company	PVTPL TRANS-ALLEGHENY INTST LINE CO 3.85% NTS 06-01-2025 SEDOL: BTF3103	399,696	405,212
	JP Morgan Chase	PUT SWPTN USD CHASUS33 6M 2.605%/3MLIBOR EUROPEAN 317U945K6 10-17-2018 SEDOL: 9E2KHRU	361,013	403,211

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	ERAC USA Finance LLC	PVTPL ERAC USA FIN LLC GTD NT 144A 3.8% DUE 11-01-2025/11-09-2015 BEO SEDOL: BYZGCQ0	$ 399,244	$ 402,801
	Union Pacific Corporation	UNION PAC CORP 4.05% DUE 11-15-2045 SEDOL: BYQGY41	398,132	402,578
	Visa Incorporated	VISA INC 3.15% DUE 12-14-2025 SEDOL; BYPHGN8	398,536	401,754
	Astrazena PLC	ASTRAZENECA PLC 4.375% DUE 11-16-2045 SEDOL: BYQNQH9	394,408	401,502
	Royal Bank Scotland	ROYAL BK SCOTLAND 4.8% DUE 04-05-2026 SEDOL: BD398X3	399,276	400,452
	Abbey National Treasury Services, plc	ABBEY NATL TREAS SVCS PLC INSTL CTF DEP 10-11-2016 1.4% 07-07-2017 CUSIP: 00279JGG1	400,000	400,326
	Amerisource Bergen	AMERISOURCEBERGEN 3.25% DUE 03-01-2025 SEDOL BVYQ9C5	397,860	396,698
	Southern Company	SOUTHERN CO 4.4% DUE 07-01-2046 SEDOL: BYT1540	397,928	395,646
	Cons Edison Company New York	CONS EDISON CO N Y 4.625% DUE 12-01-2054 SEDOL: BSQC9Q4	374,044	393,398
	A.P. Moller–Maersk Group	PVTPL AP MOLLER MAERSK AS NT 144A 3.875%DUE 09-28-2025/09-28-2015 BEO CUSIP: 00203QAD9	395,976	386,757
	JP Morgan Chase	JPMORGAN CHASE 2.95% 10-01-2026 SEDOL: BDHBPY5	399,136	381,795
	Merck & Co., Inc	MERCK & CO INC NEW 3.7% DUE 02-10-2045 SEDOL: BVG7BV9	397,700	381,417
	Spirit Realty L P	SPIRIT RLTY L P GTD NT 144A 4.45% DUE 09-15-2026/08-18-2016 BEO SEDOL: BZ3CKN0	397,512	376,940
	Électricité de France S.A.	PVTPL EDF S A NT 4.875 DUE 01-22-2044 CUSIP: 268317AK0	415,241	375,736
	Shire Acquisitions	SHIRE ACQUISITIONS 3.2% DUE 09-23-2026 SEDOL: BD1XH85	399,524	373,734
	Lowes Inc	LOWES COS INC 3.7% DUE 04-15-2046 SEDOL: BD0SCD1	397,776	373,378
	PEMEX (Petreleos Mexicanos)	PETROLEOS 5.5% DUE 06-27-2044 CUSIP: 71654QBE1	433,054	353,685
	Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 2.56%/3MLIBOR EUROPEAN 317U965K1 11-19-2018 SEDOL: 9E2KEGU	331,516	335,118
	Lockheed Martin	LOCKHEED MARTIN 4.7% DUE 05-15-2046 SODEL: BDB6944	295,557	326,318
	United States Treasury	UNITED STATES OF AMER INFL INDXD TREAS NOTES 0.25% TB 01-15-25 USD1000 A-2025 SEDOL: BVFD6V3	322,284	326,184

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	Time Warner	TIME WARNER INC FIXED 4.85% DUE 07-15-2045 SEDOL BYYTH32	$ 290,436	$ 300,327
	Santander UK Group Holdings PLC	PVPTL SANTANDER UK GROUP HLDGS PLC SUB NT 4.75% DUE 09-15-2025 BEO SEDOL: BZ0V290	299,784	293,700
	Abbvie Incorporated	ABBVIE INC 3.2% DUE 05-14-2026 SEDOL: BYP8MS8	298,854	285,428
	Avago Technologies	AVAGO TECHNOLOGIES TERM LOAN B3 DUE 02-01-2023 BEO CUSIP: G2967LAG8	266,519	272,829
	Waste Management Company	WASTE MGMT INC DEL 3.125% DUE 03-01-2025 SEDOL; BVYS545	248,935	250,323
	Verizon	VERIZON 4.672% DUE 03-15-2055 SEDOL: BYM0W21	231,719	246,986
	United States Treasury	UNITED STATES TREAS STRIPPED INT PMT00887 11-15-2033 (UNDDATE) REG SEDOL: B2RGL56	203,152	243,243
	Home Depot	HOME DEPOT INC 4.25% DUE 04-01-2046 SEDOL: BYQF318	219,123	236,219
	Verizon	VERIZON 5.012% DUE 08-21-2054 SEDOL: BVYRK47	231,363	221,832
	Anheuser-Busch	ANHEUSER-BUSCH 4.95% DUE01-15-2042 SEDOL: BDCMR69	228,263	217,712
	AT&T	AT&T INC 3.4% DUE 05-15-2025 SEDOL: BX2KBD8	224,334	216,860
	Qualcomm Incorporated	QUALCOMM INC 4.8% DUE 05-20-2045 SEDOL: BXS2XQ5	196,532	213,726
	Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 2.625%/3MLIBOR EUROPEAN 317U179M9 08-26-2018 SEDOL: 9E94WTU	89,550	209,700
	Plains All American	PLAINS ALL AMERN 4.5% DUE12-15-2026 SEDOL: BDBGH39	199,432	202,889
	Enterprise Products Partners L.P.	ENTERPRISE PRODS OPER LLC 3.7% 02-15-2026 SEDOL: BYMLL16	199,270	200,725
	Goldman Sachs	GOLDMAN SACHS 3.75% DUE 02-25-2026 SEDOL: BYYLHX8	199,538	200,588
	Community Financial Services Bank	CDS / STS ICE CFSBUS SELL PROTECTION ON CDX NAIGS25V1 5Y 12-20-2020 SWPC0B1G7 SEDOL: 9E3ALGU	38,616	196,706
	Électricité de France S.A.	PVTPL EDF S A NT 6 DUE 01-22-2114 BEO CUSIP: 268317AL8	237,522	194,042
	Saudi Arabia Kingdom	SAUDI ARABIA KINGDOM TRANCHE #TR 3.25% DUE 10-26-2026 REG CUSIP: 80413TAB5	197,358	189,605
	Teva Pharmaceutical Industries Ltd.	TEVA 3.15% DUE 10-01-2026 SEDOL: BD3GT31	199,468	184,385

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	IBM	INTL BUSINESS 4.7% DUE 02-19-2046 SEDOL: BYN2GX5	$ 148,854	$ 163,552
	Goldman Sachs International	FUT CALL MAR 17 CBT UL T-BONDS CUSIP: 999599GH0	162,133	160,250
	Viacom Incorporated	VIACOM INC NEW 4.375% DUE 03-15-2043 SEDOL: BCHWWF1	164,844	159,311
	United States Treasury	INTEREST-BEARING CASH	150,547	150,547
	AT&T	AT&T INC 4.55% DUE 03-09-2049 SEDOL: BD3HCX5	143,336	140,006
	Morgan Stanley Capital Services	PUT SWPTN USD MSCSUS33 6M 2.45%/3MLIBOR EUROPEAN 317U891L8 06-28-2019 SEDOL: 9E7DFDU	77,778	133,594
*	Pacific Investment Management Company	MFO PIMCO SHORT TERM FLOATING NAV PORT CUSIP: 72201P613	122,784	122,771
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 1.25%/R 3M LIBOR 12/21/2018 SWU00IN03 SEDOL: 9E94D9U	-	118,557
	Walgreens Boots	WALGREENS BOOTS FIXED 4.8% DUE 11-18-2044 CUSIP: 931427AC2	96,201	102,781
	Verizon	VERIZON 4.862% DUE 08-21-2046 SEDOL: BXVMD62	97,697	101,329
	Hewlett Packard Company	HEWLETT PACKARD CO STEP CPN 6.35% DUE 10-15-2045 SEDOL: BDCT8F6	99,932	101,010
	Hewlett Packard Company	HEWLETT PACKARD CO 6% DUE 09-15-2041 SEDOL: B6YB851	113,650	100,863
	Deutsche Bank	DEUTSCHE BAK AG 1.35 DUE 05-30-2017 SEDOL: BN60CM0	98,055	99,783
	EQT Corporation	EQT MIDSTREAM 4.125% DUE 12-01-2026 SEDOL: BZ1C601	99,191	97,475
	Zimmer Biomet	ZIMMER BIOMET 3.55% DUE 04-01-2025 SEDOL: BWC4ZB9	99,765	97,399
	Time Warner	TIME WARNER INC 4.65% DUE 06-01-2044 SODEL: BMTS707	98,032	95,615
	Discovery	DISCOVERY FIXED 3.45% DUE 03-15-2025 SEDOL: BW2JY51	99,915	95,455
	Old Republic International Corporation	OLD REP INTL CORP 3.875% DUE 08-26-2026 SEDOL: BD606N9	98,232	95,122
	Williams Partners	WILLIAMS PARTNERS 5.1% DUE 09-15-2045 SEDOL BW3SWW0	75,542	95,045
	Credit Suisse First Boston	LCH IRS LCH CSFBUS USD P 1.5% 3M LIBOR 12/21/2021 SWU00IN78 SEDOL: 9EZGTBU	65,147	92,818

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	Bank of America	PUT SWAPTION USD BOFAUS6S 6M 2.7%/3M LIBOR EUROPEAN 317U395L9 05-13-2019 SEDOL: 9E7V73U	$ 69,333	$ 82,649
	CitiGroup Bank	OTC DERIVATIVE CASH COLL RECEIVABLE FROM CITIBANK SEDOL: 9A32GLU	80,000	80,000
	Goldman Sachs Capital Markets	PUT SWPTN USD GSCMUS33 6M 3.63%/3MLIBOR EUROPEAN 317U725M8 12-16-2019 SEDOL: 9F1BD8U	97,750	76,083
	Federal National Mortgage Association	FNMA REMIC 1998-49 MD 6.5 06-17-2038 CUSIP: 31359UGZ2	78,622	74,179
	Petrobras	Brazil - USD PETROBRAS GLOBAL FINANCE BNDS 6.85% DUE 06-05-2115 REG SEDOL: BZ0C914	60,803	60,750
	Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 3.23%/3MLIBOR EUROPEAN 317U129L2 002-19-2019 SEDOL: 9E2PMCU	47,333	54,564
	Bank of America	PUT SWAPTION USD BOFAUS6S 6M 2.45%/3M LIBOR EUROPEAN 317U888L3 06-28-2019 SEDOL: 9E7DFAU	30,303	53,438
	Quest Diagnostics	QUEST DIAGNOSTICS 4.7% DUE 03-30-2045 SEDOL: BWB63F6	49,959	49,828
	Fedex Corporation	FEDEX CORP 3.9% DUE 02-01-2035 SEDOL: BV9HFH0	49,771	48,011
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.25%/R 3M LIBOR 12/21/2046 SWU00INI4 SEDOL: 9E89RNU	-	47,545
	Fedex Corporation	FEDEX CORP 4.1% DUE 02-01-2045 SEDOL: BV9HFG9	49,716	46,817
	Verizon Communications	VERIZON COMMUNICATIONS 6.55 BDS DUE 09-15-2043 USD2000 BEO SEDOL: BF320B8	27,967	34,971
	Goldman Sachs Capital Markets	PUT SWPTN USD GSCMUS33 6M 3.2%/3MLIBOR EUROPEAN 317U131L8 03-18-2019 SEDOL: 9E2PMJU	30,000	34,776
	Morgan Stanley Capital Services	CALL SWAPTION USD MSCSUS33 3MLIBOR/6M 1.65% European 317U540M1 11-15-2018 SEDOL: 9EZ9MTU	44,833	34,379
	Community Financial Services Bank	CDS / STS ICE CFSBUS SELL PROTECTION ON CDX NAIGS27V1 5Y 12-20-2021 SWPC0DTU2SEDOL: 9EYAMZU	29,918	33,185
	Bank of America	CDS BOFAUS6NGFX SELL PROTECTION ON CITIGROUP INC 12-20-2020 SWPC0B698 SEDOL: 9E2KKUU	6,502	30,392
	Petrobas (Petróleo Brasileiro S.A.)	PETROBRAS GLOBAL 7.25% DUE 03-17-2044 SEDOL: BKX5BP3	23,244	22,068
	Morgan Stanley Capital Services	CDS MSCSUS33 SELL PROTECTION ON GOLDMAN SACHS GROUP 09-20-2020 SWPC0AXQ2 SEDOL: 9E2KLAU	5,922	18,929
	Community Financial Services Bank	CDS / STS ICE CFSBUS SELL PROTECTION ON CDX NAIGS26V1 5Y 06-20-2021 SWPC0CHQ67 SEDOL: 9E54FQU	14,526	17,760
	Credit Suisse First Boston	LCH IRS LCH_ CSFBUS USD P 1.5% 3M LIBOR 06/21/2027 SWU00KJ11 SEDOL: 9F15V4U	17,346	16,670

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	AT&T	AT&T INC 5.35% DUE 09-01-2040 SEDOL: B4WPQV3	$ 15,975	$ 15,405
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.5%/R 3M LIBOR 06/15/2046 SWU00FLJ0 SEDOL: 9E3ALEU	-	7,049
	Goldman Sachs International	CDS GSILGB2X SELL PROTECTION ON MORGAN STANLEY 12-20-2020 SWPC0B7H9 SEDOL: 9E2KLBU	-	4,496
	Credit Suisse First Boston	CDS ICE CSFBUS SELL PROT ON METLIFE INC 03-20-2020 SWPC0E882 SEDOL: 9EYQLTU	4,119	4,372
	SCG Financial Services, APC	CDS SCGFPGB2L SELL PROTECTION ON GOLDMAN SACHS GROUP 12-20-2020 SWPC0B7E6 SEDOL: 9E2KKYU	-	4,329
	Credit Suisse First Boston	CDS ICE CSFBUS SELL PROT ON BERKSHIRE HATHAWAY I 12-20-2021 SWPC0DU30 SEDOL: 9EYGFQU	3,229	3,218
	Credit Suisse First Boston	CDS ICE CSFBUS SELL PROT ON BERKSHIRE HATHAWAY I 12-20-2021 SWPC0DU30 SEDOL: 9EYRQEU	3,077	3,218
	Credit Suisse First Boston	CDS ICE CSFBUS SELL PROT ON METLIFE INC 12-20-2021 SWPC0DQR2 SEDOL: 9E9LLWU	-	2,886
	Credit Suisse First Boston	CDS ICE CSFBUS SELL PROT ON METLIFE INC 12-20-2021 SWPC0DQR2 SEDOL: 9E9CPXU	-	1,443
	Credit Suisse First Boston	CDS ICE CSFBUS SELL PROT ON METLIFE INC 12-20-2021 SWPC0EB88 SEDOL: 9E9AMSU	-	722
	JP Morgan Chase	CALL SWAPTION USD CHASUS33 3MLIBOR/6M 1.0% European 317U348L7 03-28-2017 SEDOL; 9E3QMVU	27,200	128
	Goldman Sachs Capital Markets	CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.0% European 317U350L2 03-28-2017 SEDOL: 9E3V77U	12,805	64
	Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 3%/3MLIBOR EUROPEAN 317U801K9 01-20-2017 SEDOL: 9E2KHVU	9,775	14
	CitiGroup Bank	CALL SWAPTION USD CITIUS33 3MLIBOR/6M .7% European 317U002L4 02-06-2017 SEDOL: 9E2KKFU	121,286	-
	Credit Suisse First Boston	CDS ICE CSFBUS SELL PROT ON VIACOMINC 03-20-2021 SWPC0DQR2 SEDOL: 9EYQFTU	4,662	-
	Credit Suisse First Boston	CDS ICE CSFBUS 12-20-2021 SWPC0DQR2 SEDOL: 9E9CPXL	(4,606)	-
	Credit Suisse First Boston	CDS ICE CSFBUS 12-20-2021 SWPC0DQR2 SEDOL: 9E9AMSL	(2,506)	-
	Credit Suisse First Boston	CDS ICE CSFBUS 12-20-2021 SWPC0DQR2 SEDOL: 9E9LLWL	(9,368)	-
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 1.25%/R 3M LIBOR 12/21/2018 SWU00IN03 SEDOL: 9E94D9L	(103,339)	-
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.25%/R 3M LIBOR 12/21/2046 SWU00INI4 SEDOL: 9E89RNL	(48,831)	-

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	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.5%/R 3M LIBOR 06/15/2046 SWU00FLJ0 SEDOL: 9E3ALEL	$ (22,213)	$ -
	Credit Suisse First Boston	LCH IRS LCH CSFBUS USD P 1.75% 3M LIBOR 12/21/2026 SWU00INB9 SEDOL: 9E7AGUL	(115,092)	-
	Credit Suisse International	CDS CSFPGB2L 12-20-2020 SWPC0B7E6 SEDOL: 9E2KKYL	(1,435)	-
	Goldman Sachs	CDS / STS ICE GOLDUS PURC PROTECTION ON ON CDX NAIGS25V1 5Y 12-20-2020 SWPC0B1G7 SEDOL: 9E2SXVU	7,634	-
	Goldman Sachs International	CDS GSILGB2X SELL PROTECTION ON ITALY 06-20-2020 SWPC09OI3 SEDOL: 9E2KKWU	244	-
	Goldman Sachs International	CDS GSILGB2X 12-20-2020 SWPCB7H9 SEDOL: 9E2KLBL	(1,337)	-
	CitiGroup Bank	CALL SWAPTION USD CITIUS33 3MLIBOR/6M 1.45% European 317U003L3 02-06-2017 SEDOL: 9E2KFVU	(121,718)	(21)
	Morgan Stanley Capital Services	SWO CDX MSCSUS33 01/18/2017 CDX.NA.IG.27 3175CDXW0 SEDOL: 9EX9R0U	(1,610)	(54)
	Goldman Sachs International	FUT PUT FEB 17 T-NOTE OPTION 1210 CUSIP:999999OAB	(1,619)	(188)
	Goldman Sachs International	FUT CALL FEB 17 T-NOTE OPTION 1270 CUSIP: 999999OA8	(994)	(250)
	Goldman Sachs Capital Markets	CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.565% European 317U351L1 03-28-2017 SEDOL: 9E3V75U	(12,800)	(279)
	Goldman Sachs Capital Markets	CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.95% European 317U549M2 02-168-2017 SEDOL: 9EZCRRU	(3,923)	(361)
	JP Morgan Chase	CALL SWAPTION USD CHASUS33 3MLOBOR/6M 1.565% European 317U349L6 03-28-2017 SEDOL; 9E3QMVU	(27,200)	(557)
	Barclays Capital	CDS BARCGB33 12-20-2021 SWPC47A4E SEDOL: 9EY6HUL	(2,302)	(581)
	Credit Suisse First Boston	CDS ICE CSFBUS 03-20-2020 SWPC0EB88 SEDOL: 9EYQFTL	-	(921)
	Morgan Stanley Capital Services	CDS / STS MSCSUS33 02-17-2051 SWPC08TK5 SEDOL; 9E2KLJL	(2,039)	(991)
	Nomura Global Fincial Products Inc	CDS NGFPUS33 12-20-2021 SWPC7DAF8 SEDOL: 9EY5Q4L	(4,315)	(1,162)
	Morgan Stanley Capital Services	SWO CDX MSCSUS33 01/18/2017 CDX.NA.IG.27 3175CDXX8 SEDOL: 9EX9S8U	(1,050)	(1,745)
	BNP Paribas	CDS BNPAFRPP 12-20-2021 SWPC0DYR3 SEDOL: 9EXALEL	(3,127)	(2,120)
	Credit Suisse International	CDS CSFPGB2L 12-20-2021 SWPC0EC79 SEDOL: 9E2YQUYL	(2,767)	(2,506)

* Represents a party-in-interest

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(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Goldman Sachs International	CDS GSILGB2X 12-20-2021 SWPCDTF5 SEDOL: 9E9NABL	$ (3,306)	$ (2,506)
	HSBC BANK USA, N.A.	CDS MRMDUS33 12-20-2021 SWPC0DTX6 SEDOL: 9EYNZVL	(2,685)	(2,506)
	Bank of America	CDS BOFAUS6NGFX 06-20-2021 SWPC0CRI3 SEDOL: 9E4PXBL	(1,858)	(3,005)
	Barclays Capital	CDS BARCGB33 06-20-2021 SWPC0CR93 SEDOL: 9E4MU5L	(1,674)	(3,005)
	BNP Paribas	CDS BNPAFRPP 062-20-2021 SWPC0CRX03 SEDOL: 9E4QVKL	(1,274)	(3,005)
	HSBC BANK USA, N.A.	CDS MRMDUS33 06-20-2021 SWPC0D2R8 SEDOL: 9E7FR6L	(5,278)	(3,383)
	Goldman Sachs Capital Markets	PUT SWPTN USD GSCMUS33 6M 2.4%/3MLIBOR EUROPEAN 317U550M8 02-16-2017 SEDOL: 9EZCRSU	(4,400)	(4,571)
	Credit Suisse First Boston	CDS ICE CSFBUS 06-20-2020 SWPC0ECP9 SEDOL: 9EYSFUL	(6,830)	(4,875)
	Goldman Sachs International	CDS GSILGB2X 06-20-2020 SWPC09OI3 SEDOL: 9E2KKWL	-	(5,440)
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.35%/R 3M LIBOR 10/02/2025 SWU00EI81 SEDOL: 9E3ALDL	(49,660)	(6,136)
	Bank of America	CDS BOFAUS6NGFX 12-20-2021 SWPC0EQ25 SEDOL: 9F14F4L	(8,938)	(8,194)
	HSBC BANK USA, N.A.	CDS MRMDUS33 12-20-2021 SWPC0DW04 SEDOL: 9F14F0L	(8,897)	(8,194)
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.0%/R 3M LIBOR 12/16/2019 SWU00DAF5 SEDOL: 9E3ALAL	(36,443)	(9,786)
	HSBC BANK USA, N.A.	CDS MRMDUS33 12-20-2021 SWPC0DZF8 SEDOL: 9EZA63L	(19,015)	(11,622)
	Goldman Sachs International	CDS GSILGB2X 12-20-2021 SWPCDW53 SEDOL: 9F14F2L	(18,123)	(16,388)
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.33%/R 3M LIBOR 08/19/2025 SWU00DW46 SEDOL: 9E3AKZL	(91,623)	(17,176)
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.34%/R 3M LIBOR 08/24/2025 SWU00DXE3 SEDOL: 9E3ALBL	(91,919)	(17,291)
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.33%/R 3M LIBOR 09/02/2025 SWU00E1A4 SEDOL: 9E3ALCL	(150,950)	(26,526)
	Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 3%/3MLIBOR EUROPEAN 317U534J6 04-03-2018 SEDOL: 9E2KEPU	(72,180)	(29,478)
	Morgan Stanley Capital Services	CALL SWAPTION USD MSCSUS33 3MLIBOR/6M 2.0% European 317U541M0 11-15-2018 SEDOL: 9EZ9MUU	(44,861)	(33,244)

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(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
	Goldman Sachs Capital Markets	PUT SWPTN USD GSCMUS33 6M 3.05%/3MLIBOR EUROPEAN 317U132L7 03-18-2019 SEDOL: 9E2PMKU	$ (30,275)	$ (42,559)
	Credit Suisse First Boston	CME IRS CME CSFBUS USD P 3.1%/R 3M LIBOR 12/19/2024 SWU00BG71 SEDOL: 9E2KGXL	-	(65,449)
	Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 3%/3MLIBOR EUROPEAN 317U130L9 02-19-2019 SEDOL: 9E2PMHU	(51,144)	(71,885)
	Bank of America	PUT SWAPTION USD BOFAUS6S 6M 2.1%/3M LIBOR EUROPEAN 317U887L4 06-28-2019 SEDOL: 9E7DFBU	(30,339)	(71,960)
	Goldman Sachs Capital Markets	PUT SWPTN USD GSCMUS33 6M 3.75%/3MLIBOR EUROPEAN 317U724M9 12-16-2019 SEDOL: 9F1BD9U	(95,398)	(74,589)
	Bank of America	PUT SWAPTION USD BOFAUS6S 6M 2.5%/3M LIBOR EUROPEAN 317U394L0 05-13-2019 SEDOL: 9E7V74U	(69,333)	(95,386)
	Goldman Sachs International	FUT CALL MAR 17 CBT UL T-BONDS CUSIP: 999599GH0	(162,133)	(160,250)
	Morgan Stanley Capital Services	PUT SWPTN USD MSCSUS33 6M 2.1%/3MLIBOR EUROPEAN 317U890L9 06-28-2019 SEDOL: 9E7DFCU	(80,778)	(183,499)
	Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 2.5%/3MLIBOR EUROPEAN 317U177M1 08-26-2019 SEDOL: 9E94ERU	(89,641)	(245,182)
	United States Treasury	INTEREST-BEARING CASH OBLIGATION	(397,019)	(397,019)
	Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 2.2%/3MLIBOR EUROPEAN 317U964K2 11-19-2018 SEDOL: 9E2KGPU	(330,685)	(404,015)
	Goldman Sachs International	FUT MAR 17 U.S. T-BONDS CUSIP: 999599GH0	(468,000)	(451,969)
	JP Morgan Chase	PUT SWPTN USD CHASUS33 6M 2.25%/3MLIBOR EUROPEAN 317U944K7 10-17-2018 SEDOL: 9E2KEMU	(366,142)	(486,499)
	Goldman Sachs	CDS / STS ICE GOLDUS 12-20-2020 SWPC0B1G7 SEDOL: 9E2SXVL	(160,519)	(836,001)
	Goldman Sachs International	FUT MAR 17 EURO DOLLARS CUSIP: 999599GH0	(5,700,550)	(5,690,200)
	Goldman Sachs International	FUT MAR 17 10YR T-NOTES CUSIP: 999599GH0	(6,136,141)	(6,089,781)
			$ 216,318,413	$ 210,129,462

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(a) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Abbvie Incorporated	ABBVIE INC 3.2% DUE 05-14-2026	$ 398,472	$ 100,910
Aetna Incorporated	AETNA INC NEW 3.2% DU 06-15-2026	398,504	393,320
Anheuser-Busch	ANHEUSER-BUSCH 3.65% DUE 02-01-2026	1,597,328	-
Avago Technologies	AVAGO TECHNOLOGIES CAYMAN FINANCE	-	1,353
Avago Technologies	AVAGO TECHNOLOGIES TERM LOAN B DUE 02-01-2023 BEO	-	129,436
Bank of America	CALL SWAPTION USD BOFAUS6NGFX 3M/6M 1.15% EUROPEAN 317U675K2 09/01/2017	25,261	54,130
Bank of America	CALL SWAPTION USD BOFAUS6NGFX 3M/6M 1.85% EUROPEAN 317U676K1 09/01/2017	43,200	25,290
Bank of America	PUT SWPTN USD BOFFAUS6S 6M 2.0%/3MLIBOR EUROPEAN 317U916K1 03-01-2016	88	-
Bank of America	SWO CDX BOFAUS6S 10/19/2016 CDX.NA.IG.26 3175AQ637	-	159
Bank of America	SWO CDX BOFAUS6S 10/19/2016 CDX.NA.IG.26 3175AQ645	-	344
Bank of America	SWO CDX BOFAUS6S 10/19/2016 CDX.NA.IG.26 3175C3263	-	1,760
Bank of America	SWO CDX BOFAUS6S 11/16/2016 CDX.NA.IG.26 3175AQ785	-	1,040
Bank of America	SWO CDX BOFAUS6S 12/21/2016 CDX.NA.IG.26 3175C4238	-	2,380
Bank of America	SWO CDX BOFAUS6S 12/21/2016 CDX.NA.IG26 3175C4238	-	1,552
Bank of America	SWO CDX BOFAUS6S 12/21/2016 CDX.NA.IG.26 3175C4238	-	1,800
Bank of America	SWO CDX BOFAUS6S 12/21/2016 CDX.NA.IG.26 3175268R5	-	2,100
Barclays Capital	CALL SWAPTION USD BARCGB33/3M .95% EURPOEAN 3175RB111 03-16-2016	563	2,531

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Barclays Capital	PUT SWPTN USD BARCGB33 6M 1.94%/3MLIBOR EUROPEAN 317U536L9 07-18-2016	$ -	$ 1,658
Barclays Capital	PUT SWPTN USD BARCGB33 6M 2.1%/3MLIBOR EUROPEAN 317U018M4 08-22-2016	-	2,100
Barclays Capital	SWO CDX BARCGB33 07/20/2016 CDX.NA.IG.26 3175B0096	-	925
BNP Paribas	SWO CDX BNPAFRPP 06/15/2016 CDX.NA.IG.25 3175AP787	-	1,920
BNP Paribas	SWO CDX BNPAFRPP 06/15/2016 CDX.NA.IG.25 3175AP795	-	1,140
BNP Paribas	SWO CDX BNPAFRPP 10/19/2016 CDX.NA.IG.26 3175C2224	-	2,100
BNP Paribas	SWO CDX BNPAFRPP 10/19/2016 CDX.NA.IG.26 3175C2224	-	2,184
BNP Paribas	SWO CDX BNPAFRPP 10/19/2016 CDX.NA.IG.26 3175C2489	-	1,218
BNP Paribas	SWO CDX BNPAFRPP 10/19/2016 CDX.NA.IG.26 3175AQ777	-	1,380
Citibank N.A.	CALL SWAPTION USD CITIUS33 3M/6M .7% EUROPEAN 317U002L4 02-06-2017	121,286	-
Citibank N.A.	CALL SWAPTION USD CITIUS33 3M/6M .95% EUROPEAN 3175RB202 04-20-2016	1,318	4,030
Citibank N.A.	PUT SWAPTION USD CITIUS33 6M .9%/3MLIBOREUROPEAN 317U482L3 06-20-2016	15,800	-
Citibank N.A.	PUT SWPTN USD CITIUS33 6M 1.82%/3MLIBOR EUROPEAN 317U097L0 03-16-2016	-	1,580
Citibank N.A.	SWO CDX CITIUS33 06/15/2016 CDX.NA.IG.25 3175B0005	-	3,280
Citibank N.A.	SWO CDX CITIUS33 06/15/2016 CDX.NA.IG.25 3175B0005	-	2,970
Citibank N.A.	SWO CDX CITIUS33 07/20/2016 CDX.NA.IG.26 3175B0567	-	1,350
Citibank N.A.	SWO CDX CITIUS33 07/20/2016 CDX.NA.IG.26 3175C1085	611	3,515

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Citibank N.A.	SWO CDX CITIUS33 07/20/2016 CDX.NA.IG.26 3175C1085	$ -	$ 2,498
Citibank N.A.	SWO CDX CITIUS33 07/20/2016 CDX.NA.IG.26 3175C1085	-	2,451
Citibank N.A.	SWO CDX CITIUS33 08/17/2016 CDX.NA.IG.26 3175AQ215	-	975
Citibank N.A.	SWO CDX CITIUS33 08/17/2016 CDX.NA.IG.26 3175AQ223	-	2,100
Citibank N.A.	SWO CDX CITIUS33 09/21/2016 CDX.NA.IG.26 3175JS154	-	2,538
Citibank N.A.	SWO CDX CITIUS33 09/21/2016 CDX.NA.IG.26 3175JS162	-	1,378
Conoco Phillips Company	CONOCOPHILLIPS CO 5.95% DUE 03-15-2046	395,908	426,024
Credit Suisse	CCP RECEIVABLE FROM UCREDIT SUISSE SECURITIES	690,000	53,000
Credit Suisse	CCP DUE TO/FROM CREDIT SUISSE	1,103,219	88,400
Credit Suisse	CCP DUE TO/FROM CREDIT SUISSE	533,000	439,000
Credit Suisse First Boston	CDS / STS ICE CSFBUS SELL PROTECTION ON CDX NAIGS25V1 5Y 12-20-2020 SWPC0BIG7	160,519	257,128
Credit Suisse First Boston	CDS / STS ICE CSFBUS SELL PROTECTION ON CDX NAIGS26V1 5Y 06-20-2021 SWPC0CHQ6	164,631	164,150
Credit Suisse First Boston	CDS / STS ICE CSFBUS SELL PROTECTION ON CDX NAIGS27V1 5Y 12-20-2021 SWPC0DTU2	61,228	31,837
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 1.5%R 3M LIBOR 12/16/2017 SWU00D7M4	542,011	-
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 1.5%R 3M LIBOR 12/21/2021 SWU00IN60	-	57,357
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 1.5%R 3M LIBOR 12/21/2021 SWU00IN60	-	69,123
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 1.75%R 3M LIBOR 12/21/2026 SWU00INA1	26,052	43,252

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Credit Suisse First Boston	CME IRS CME CSFBUS USD P 1.75%R 3M LIBOR 12/21/2026 SWU00INA1	$ -	$ 59,014
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 1.82%R 3M LIBOR 03/18/2026 SWU00HD89	1,352	-
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.15%R 3M LIBOR 12/05/2025 SWU00FDQ3	62,080	36,746
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.25%R 3M LIBOR 06/15/2026 SWU00FL35	159,075	66,642
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.35%R 3M LIBOR 10/02/2025 SWU00EI81	132,457	163,170
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.5%R 3M LIBOR 06/15/2046 SWU00FLJ0	90,150	66,638
Credit Suisse First Boston	CME IRS CME CSFBUS USD P 2.45%R 3M LIBOR 12/19/2026 SWU00KK49	2,663	-
Credit Suisse First Boston	LCH IRS CSFBUS USD P 2.25%R 3M LIBOR 06/15/2026 SWU00FAB9	296,400	82,851
Credit Suisse First Boston	LCH IRS CSFBUS USD P 2.5%R 3M LIBOR 12/16/2025 SWU00D6D5	154,858	-
Credit Suisse International	PUT SWPTN USD CSFPGB2L 6M 1.97%/3MLIBOR EUROPEAN 317U538L7 07-19-2016	-	1,908
Credit Suisse International	SWO CDX CSFPGB2L 10/19/2016 CDX.NA.IG.26 3175B2290	-	2,313
Deutsche Bank	CALL SWAPTION USD DEUTGB2L 3MLIBOR/6M 1.5% EUROPEAN 317U050L5 03-09-2016	1,058	-
Deutsche Bank	OTC CASH COLL PAY TO DEUTSCHE	400,000	400,000
Deutsche Bank	PUT SWAPTION USD DEUTGB2L 6M 2.56%/3M EUROPEAN 317U965K1 11-19-2018	331,516	-
Deutsche Bank	PUT SWAPTION USD DEUTGB2L 6M 3.0%/3M EUROPEAN 317U801K9 01-20-2017	9,775	-
Deutsche Bank	PUT SWPTN USD DEUTGB2L 6M 1.85%/3MLIBOR European 317U051L4 03-09-2016	1,170	-
Exxon Mobile Corporation	EXXON MOBILE CORP 3.043% DUE 03-01-2026	400,000	417,144

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Gilead Sciences	GILEAD SCIENCES 2.95% DUE 03-01-2027	$ 499,870	$ 501,010
Goldman Sachs	CCP DUE FROM GOLDMAN SACHS AND CO, NY	8,000	-
Goldman Sachs	CCP DUE FROM GOLDMAN SACHS	2,492,330	35,434
Goldman Sachs	CCP DUE FROM GOLDMAN SACHS	-	406,000
Goldman Sachs	CCP DUE FROM GOLDMAN SACHS AND CO	76,000	-
Goldman Sachs	CCP DUE TO GOLDMAN SACHS	1,517	829,858
Goldman Sachs	CCP OTC DERIVATIVE CASH COLLATERAL RECEIVABLE FROM GOLDMA	-	151,000
Goldman Sachs	CDS / STS ICE GOLDUS SELL PROTECTION ON CDX NAIGS25V1 5Y 12-20-2020 SWPCB1G7	7,703	-
Goldman Sachs	CDS / STS ICE GOLDUS 12-20-2020 SWPCB1G7	33,435	1,473
Goldman Sachs	CME IRS CME GOLDUS USD P 2.0% R 3M LIBOR 12/16/2019 SWU00DAF5	36,443	-
Goldman Sachs	CME IRS CME GOLDUS USD P 2.15% R 3M LIBOR 12/03/2025 SWU00FDQ3	36,746	-
Goldman Sachs	CME IRS CME GOLDUS USD P 2.25% R 3M LIBOR 06/15/2026 SWU00FL35	66,642	-
Goldman Sachs	CME IRS CME GOLDUS USD P 2.33% R 3M LIBOR 08/19/2025 SWU00DW46	91,623	-
Goldman Sachs	CME IRS CME GOLDUS USD P 2.33% R 3M LIBOR 09/02/2025 SWU00E1A4	150,950	-
Goldman Sachs	CME IRS CME GOLDUS USD P 2.33% R 3M LIBOR 09/02/2025 SWU00E1A4	-	-
Goldman Sachs	CME IRS CME GOLDUS USD P 2.34% R 3M LIBOR 08/24/2025 SWU00DXE3	91,919	-
Goldman Sachs	CME IRS CME GOLDUS USD P 2.35% R 3M LIBOR 10/02/2025 SWU00EI81	163,170	-

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Goldman Sachs	CME IRS CME GOLDUS USD P 2.5% R 3M LIBOR 06/15/2046 SWU00FLJ0	$ 66,638	$ -
Goldman Sachs	OTC DERIVATIVE CASH COLLATERAL RECEIVABLE FROM GOLDMAN SACHS AND CO	62,000	371,000
Goldman Sachs	OTC DERIV COL REC FROM GOLDMAN SACHS NEW	632,000	323,000
Goldman Sachs Capital Markets	CALL SWAPTION USD GSCMUS33 3M/6M 1.06% EUROPEAN 317U770K6 01-17-2017	45,641	62,232
Goldman Sachs Capital Markets	CALL SWAPTION USD GSCMUS33 3M/6M 1.8% EUROPEAN 317U771K5 01-17-2017	53,472	45,600
Goldman Sachs Capital Markets	PUT SWAPTION USD GSCMUS33 6M 1.25%/3M EUROPEAN 317U982K0 08-05-2016	14,665	-
Goldman Sachs Intenational	SWO CDX GSILGB2X 10/19/2016 CDX,NA.IG.26 3175B2274	-	431
Goldman Sachs Intenational	SWO CDX GSILGB2X 10/19/2016 CDX,NA.IG.26 3175B2282	-	1,069
Goldman Sachs Intenational	SWO CDX GSILGB2X 11/16/2016 CDX,NA.IG.26 3175C3883	-	1,595
Goldman Sachs International	FUT CALL AUG 16 T-NOTE OPTION 1340	1,641	4,472
Goldman Sachs International	FUT CALL JUL 16 T-NOTE OPTION 1320	8	3,153
Goldman Sachs International	FUT PUT AUG 16 T-NOTE OPTION 1305	833	5,182
Goldman Sachs International	FUT PUT JAN 17 T-NOTE OPTION 1250	3	1,871
Goldman Sachs International	FUT PUT JAN 17 T-NOTE OPTION 1280	3	2,103
Goldman Sachs International	FUT PUT JAN 17 U.S. T-BONDS 1560	2	1,706
Goldman Sachs International	FUT PUT JIL 16 T-NOTE OPTION 1280	197	2,149
Goldman Sachs International	FUT PUT JUN 16 T-NOTE OPTION 1285	144	934

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EIN: 94-3094724
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(a) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Goldman Sachs International	FUT PUT NOV 16 U.S. T-BONDS 1600	$ 97	$ 998
Goldman Sachs International	FUT PUT NOV 16 U.S. T-BONDS 1610	1	3,368
Goldman Sachs International	FUT PUT NOV 16 U.S. T-BONDS 1620	0	1,543
Goldman Sachs International	FUT PUT OCT T-NOTE OPTION 1295	0	952
Goldman Sachs International	FUT PUT OCT T-NOTE OPTION 1300	2	6,647
Goldman Sachs International	FUT PUT OCT T-NOTE OPTION 1660	0	1,529
Goldman Sachs International	FUT PUT OCT T-NOTE OPTION 1670	0	1,623
Goldman Sachs International	FUT PUT SEP 16 T-NOTE OPTION 1305	145	1,355
IBM	INTL BUSINESS 4.7% DUE 02-19-2046	694,652	615,813
JP Morgan Chase	CALL SWAPTION USD CHASUS33 3M/6M 1.37% EUROPEAN 317U615K5 01-04-2017	32,152	-
JP Morgan Chase	PUT SWAPTION USD CHASUS33 6M 2.605%/3M EUROPEAN 317U945K6 10-17-2018	361,013	-
JP Morgan Chase	PUT SWPTN USD CHASUS33 6M 2.05%/3MLIBOR EUROPEAN 317U006MB 08-22-2016	-	2,655
JP Morgan Chase	SWO CDX CHASUS33 07/20/2016 CDX.NA.IG.26 3175C1325	-	1,470
JP Morgan Chase	SWO CDX CHASUS33 08/17/2016 CDX.NA.IG.26 3175CS120	-	980
JP Morgan Chase	SWO CDX CHASUS33 08/17/2016 CDX.NA.IG.26 3175CS138	-	1,764
JP Morgan Chase	SWO CDX CHASUS33 11/16/2016 CDX.NA.IG.26 3175C3941	-	1,593
JP Morgan Chase	SWO CDX CHASUS33 11/16/2016 CDX.NA.IG.26 3175C3941	-	1,885

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)
For the Year Ended December 31, 2016

EIN: 94-3094724
PN: 334

(a) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
JP Morgan Chase	SWO CDX CHASUS33 12/21/2016 CDX.NA.IG.27 3175AR007	$ -	$ 1,400
JP Morgan Chase	SWO CDX CHASUS33 12/21/2016 CDX.NA.IG.27 3175AR007	-	1,650
JP Morgan Chase	SWO CDX CHASUS33 12/21/2016 CDX.NA.IG.27 3175AR015	-	625
JP Morgan Chase	SWO CDX CHASUS33 12/21/2016 CDX.NA.IG.27 3175AR015	-	1,013
Kraft Foods Inc.	PVTPL KRAFT HEINZ FOODS CO SR NT 144A 3%DUE 06-01-2026/05-24-2016 BEO	398,248	398,932
Morgan Stanley Capital Services	CALL SWAPTION USD MSCUS33 3MLIBOR/6M 1.85% EUROPEAN 317U520M5 12-15-2016	-	1,680
Morgan Stanley Capital Services	OUT SWPTN USD MSCSUS33 6M 2.45%/3MLIBOR EUROPEAN 317U521M4 12-15-2016	-	1,680
Morgan Stanley Capital Services	SWO CDX MSCSUS33 06/15/2016 CDX.NA.IG.26 3175B0609	-	1,470
Morgan Stanley Capital Services	SWO CDX MSCSUS33 08/17/2016 CDX.NA.IG.26 3175B0708	-	3,402
Morgan Stanley Capital Services	SWO CDX MSCSUS33 11/16/2016 CDX.NA.IG.26 3175AQ793	-	1,736
Morgan Stanley Capital Services	SWO CDX MSCSUS33 12/21/2016 CDX.NA.IG.26 3175268T1	-	1,400
Nomura Securities International	FORWARD CASH COLLATERAL PAYABLE TO NOMURA SECURITIES INTERNATIONAL	250,000	250,000
Pacific Investment Management Company	CDS / STS CSFBUS33 PIMCO 12-20-2020 SWPC0B1G7	35,434	5,831
Pacific Investment Management Company	CDS / STS CSFBUS33 SELL PROTECTION ON PIMCO 12-20-2020 SWPC0B1G7	76,797	1,517
Pepsico Inc	PEPSICO INC 4.45% DUE 04-14-2046	317,373	-
Royal Bank Scotland	CALL SWAPTION USD RBOSGB2RTCM 3MLIBOR/6M 1.85% EUROPEAN 317U514M3 12-14-2016	-	1,020
Royal Bank Scotland	PUT SWAPTION USD RBOSGB2RTCM EUROPEAN 317U5M2 12-14-2016	-	1,440

BHP USA Retirement Income Plan
Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year)
For the Year Ended December 31, 2016

EIN: 94-3094724
PN: 334

(a) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
Teva Pharmaceutical Industries Ltd.	TEVA 3.15% DUE 10-01-2026	$ 398,936	$ 199,336
UBS AG	DOMESTIC MASTER FORWARD COLLATERAL RECEIVABLE FROM:UBS	300,000	300,000
United States Treasury	UNITED STATES TREAS BDS TSY INFL IX N/B 02-15-2046	852,250	802,345
		$ 16,672,244	$ 9,059,011

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

- Interest discounts and mortality rates were updated from 2015 to 2016 in accordance with PPA.
- The expense component of normal cost was adjusted to reflect our expectations for the current plan year.