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# Form 990-PF

# Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

► Do not enter Social Security numbers on this form as it may be made public. ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For cal	endar year 2013, or tax year beginning	5/30 , 2013	3, and ending 6/	30 , 2013	
внр	Billiton Foundation		1	Employer identification nu 61-1714573	mber
1360	Post Oak Boulevard	h	Telephone number (see the	instructions)	
Hous	ton, TX 77056		_	713-499-5496	
		<del></del>		If exemption application is	pending, check here
G Ch	eck all that apply: X Initial return Final return	Initial return of a form		3 1 Faraga arganizations sho	als born
	Address change	Name change		1 Foreign organizations, che	L
H C		1(c)(3) exempt private	foundation	2 Foreign organizations mee here and attach computation	ting the 85% test, check on
 آ	Section 4947(a)(1) nonexempt charitable			E If private foundation statu	L_ s was terminated
I Fa	<del></del>		ash X Accrual	under section 507(b)(1)(A	
	rom Part II, column (c), line 16)	Other (specify)		If the foundation is in a 60	
<b>&gt;</b> \$	100,000,000.	, column (d) must be o	n cash basis )	under section 507(b)(1)(B	), check here
Part	Analysis of Revenue and Expenses (The total of amounts in	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
	columns (b), (c), and (d) may not neces-	expenses per books	income	income	for charitable purposes (cash
	sarily equal the amounts in column (a) (see instructions) )				basis only)
	Contributions, gifts, grants, etc, received (att sch)	106,000,000.	इंडिक्टिन स्था प्रारम्भितीया - प्र	网加州 "秦皇子子"	(A)
	2 Ck If the foundn is not req to att Sch B		2000年代後,於1900年	·神中上部直接人民族地方至2年	
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				CHALL PARTY OF THE PLAN
	5 a Gross rents b Net rental income		The second of the second of	121 12 12 13 14 17	The state of the state of
R	or (loss) .  6 a Net gam/(loss) from sale of assets not on line 10	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
E	<b>b</b> Gross sales price for all		SOLVED STATE		English Farit
V E	7 assets on line 6a Capital gain net income (from Part IV, line 2)				
E N U	Net short-term capital gain     Income modifications	は独特的会では、ことがは	では、2000年の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の		
Ĕ	10a Gross sales less returns and	- Market Block of	The state of the s	[6] - 작(1.5 - 항로마) 전 1 (18 년	Patrice Category of the State of
	allowances	GEO-1995年(安全)的基本企業			
	b Less Cost of goods sold		SEL MESTA	的多個類的。個人們們	
	c Gross profit/(loss) (att sch)  11 Other income (attach schedule)			; <sup>6</sup> -1	all a fine the first of the
	11 Other moonie (attach schedule)				Transfer of the state of the st
	12 Total. Add lines 1 through 11	106,000,000.	0	. 0.	25. 1 20 20 20 100
W.		0.			
Š	<ul><li>14 Other employee salaries and wages</li><li>15 Pension plans, employee benefits .</li></ul>				
Z.	16a Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch)				
N	c Other prof fees (attach sch)				
MAY PARM	17 Interest 18 Taxes (attach schedule) (see instiss)				
MAYRAT	19 Depreciation (attach	<u> </u>			21, 1, 20 12 Na W
l 👀	sch) and:dealellon			ļ	的自己的是的操作
N V GZE	21 Fravel, conferences cand meetings				
£ 2€ 1€	22 Printing and publications	3			
Ď P E	23 Other expenses (attach schedule)				
E N S	24 Total operating and administrative			<del></del>	
S E S	expenses. Add free 13 through 23				
	25 Contributions offs, grants paid			Pulso of the state of	
	26 Total expenses and disbursements. Add lines 24 and 25	0.	o	. 0.	ο.
	27 Subtract line 26 from line 12:	The state of the state of	The state of the s	14 24 25 1	10 m2 m2 m3
	a Excess of revenue over expenses and disbursements	106,000,000.	1. 1.		
	b Net investment income (if negative, enter -0-).	The Control of the second	0	* L*	40-1 (建设, 1555)
	C Adjusted net income (if negative, enter -0-)	6	The state of the s	<u> </u>	
BAA F	or Paperwork Reduction Act Notice, see ins	tructions.	TE	EA0504L 10/18/13	Form <b>990-PF</b> (2013)





Partil Balance Sheets  Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End o	nd of year		
₹Γ <sub>1</sub> α	1,U\$Meş	(See instructions )	(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		106,000,000.	106,000,000.	
	3	Accounts receivable .			1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable	是是是自己的 不是	The Man State of the	CONTRACTOR OF THE	
		Less, allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other				
		disqualified persons (attach schedule) (see instructions)	Library Francis to L. Conras O.		Vie messa Mariane Con Malana	
Α	7	Other notes and loans receivable (attach sch)  Less allowance for doubtful accounts	MARKSTASSA WAELA	AC MILLION SERVICES		
S	8	Inventories for sale or use				
A S S E	l °	Prepaid expenses and deferred charges				
T S	10.	a Investments – U.S. and state government			<del>-</del> ·	
3		obligations (attach schedule)				
		b Investments — corporate stock (attach schedule)				
	(	c Investments — corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
		Less. accumulated depreciation (attach schedule)		State of the second	idemant "Addit data dan Sir dan pin ("Sak Nicola Printe" Zerk Badis Allandar et al Miller Pri	
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ►				
		Less accumulated depreciation (attach schedule)	Pris constitutes obligate ex ribation dark to the rights - destination original are and	omnammer ( mankathakifikkuli serbadi likua falim melapi danga 2 3	Transfer (introduction television de l'accession de	
	15 16	Other assets (describe Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	0.	106,000,000.	106,000,000.	
一	17	Accounts payable and accrued expenses .	0.	100,000,000.	No validati na alikatikati	
Ī	18	Grants payable				
A B	19	Deferred revenue			种的物质并未到到	
- !	20	Loans from officers, directors, trustees, & other disqualified persons			4. 美国·	
ī	21	Mortgages and other notes payable (attach schedule)			48年20年3月	
Ţ	22	Other liabilities (describe ► )				
É	22	Total liabilities (add lines 17 through 22)				
	23	Total liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here	0.	0.		
		and complete lines 24 through 26 and lines 30 and 31.				
N F E U	24	Unrestricted		106,000,000.		
ΤN	23	Temporarily restricted				
A D	26	Permanently restricted				
S B S A		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
EL		Capital stock, trust principal, or current funds			Property of the Property of	
SN	28	Paid-in or capital surplus, or land, building, and equipment fund			1000年中海1000年	
O E	29	Retained earnings, accumulated income, endowment, or other funds				
ŔS	30	Total net assets or fund balances (see instructions)	0.	106,000,000.		
	31	Total liabilities and net assets/fund balances (see instructions)		106,000,000.		
Par	<u>.</u>	Analysis of Changes in Net Assets or Fund Balanc	0.	106,000,000.	ensetti. Dan i go a sasti substanda	
1	Total	net assets or fund balances at beginning of year — Part II. colu	·· · · · · · · · · · · · · · · · · · ·	gree with		
_		of-year figure reported on prior year's return)		1	0.	
2		r amount from Part I, line 27a		2	106,000,000.	
3		Increases not included in line 2 (itemize)		3	100 000 ====	
4		lines 1, 2, and 3	•	4	106,000,000.	
5		net assets or fund balances at end of year (line 4 minus line 5)	A — Part II column (b) II	5	106 000 000	
6_	rotal	net assets of futio balances at end of year (line 4 minus line 5)	rantii, column (b), l	ine 30 6	106,000,000.	

	nd Losses for Tax on Investmer cribe the kind(s) of property sold (e.g., re		(b) How acquire	d (C) Date acquired	(d) Date sold
2-story brick ware	house, or common stock, 200 shares ML	.C Company)	P — Purchase D — Donation	(month, day, year)	(month, day, ye
1a N/A					
<u>b</u>					
d					
e				<del> </del>	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other base plus expense of sal	sis e	(h) Gain or (e) plus (f) m	
а					
c					
e e					
<u> </u>	showing gain in column (h) and owned by	the foundation on 12/31/69	9	(I) Coupe (Colu	ımn (h)
(i) Fair Market Value	(j) Adjusted basis	(k) Excess of column	(1)	1) Gains (Colt) gain minus column (k	
as of 12/31/69	as of 12/31/69	over column (j), if a		han -0-) or Losses (fr	om column (h))
а					
b					
С					
d					
e					
2 Capital gain net income or	(net capital loss).	enter in Part I, line 7 ter -0- in Part I, line 7	. 2		
Net short-term capital gair	or (loss) as defined in sections 1222(5)			+	
	, ,	··· ¬			
in Part I, line 8	, line 8, column (c) (see instructions). If	(ioss), eriter -u-	3		
artiV Ouglification II.	7 7 6 7			<b>I</b>	
alita (Granting and Carlon Or	ider Section 4940(e) for Reduce	d Tax on Net Investme		<u> </u>	
. ** 1	ider Section 4940(e) for Reduced vivate foundations subject to the section 4	· · · · · · · · · · · · · · · · · · ·	ent Income	N/A - First	Year
or optional use by domestic pr	rivate foundations subject to the section 4	· · · · · · · · · · · · · · · · · · ·	ent Income	N/A - First	Year
or optional use by domestic pi section 4940(d)(2) applies, lea	rivate foundations subject to the section 4 ave this part blank	4940(a) tax on net investme	ent Income ent income.)		
or optional use by domestic proceedings of the section 4940(d)(2) applies, leads the foundation liable for the	ivate foundations subject to the section 4 ive this part blank section 4942 tax on the distributable arr	1940(a) tax on net investme nount of any year in the bas	ent Income ent income.)	N/A - First Y	Year
or optional use by domestic proceedings of the section 4940(d)(2) applies, leads the foundation liable for the Yes,' the foundation does not	ivate foundations subject to the section 4 ive this part blank section 4942 tax on the distributable are qualify under section 4940(e). Do not co	1940(a) tax on net investme nount of any year in the bas mplete this part	ent Income ent income.) e period?		
or optional use by domestic pi section 4940(d)(2) applies, leads as the foundation liable for the Yes,' the foundation does not I Enter the appropriate amo	ivate foundations subject to the section 4 ive this part blank section 4942 tax on the distributable amqualify under section 4940(e). Do not colunt in each column for each year, see the	1940(a) tax on net investme nount of any year in the bas mplete this part e instructions before making	ent Income ent income.) e period?	Yes	
or optional use by domestic proceedings of the section 4940(d)(2) applies, leads the foundation liable for the Yes,' the foundation does not	ivate foundations subject to the section 4 ive this part blank section 4942 tax on the distributable are qualify under section 4940(e). Do not co	1940(a) tax on net investme nount of any year in the bas mplete this part	ent Income ent income.) e period? g any entries		☐ No
per optional use by domestic processor optional use by domestic processor option 4940(d)(2) applies, leads the foundation liable for the Yes,' the foundation does not a Enter the appropriate amo (a)  Base period years Calendar year (or tax year)	ivate foundations subject to the section 4 ve this part blank section 4942 tax on the distributable arr qualify under section 4940(e). Do not count in each column for each year, see the feet of the	nount of any year in the bas mplete this part e instructions before making (c)	ent Income ent income.) e period? g any entries	Yes  (d)  Distribution	☐ No
per optional use by domestic proceedings of the foundation liable for the Yes,' the foundation does not a Enter the appropriate amo Base period years Calendar year (or tax year beginning in)	ivate foundations subject to the section 4 ve this part blank section 4942 tax on the distributable arr qualify under section 4940(e). Do not count in each column for each year, see the feet of the	nount of any year in the bas mplete this part e instructions before making (c)	ent Income ent income.) e period? g any entries	Yes  (d)  Distribution	☐ No
proptional use by domestic proption and use by domestic properties. The foundation liable for the Yes,' the foundation does not a Enter the appropriate amo Base period years Calendar year (or tax year beginning in)  2012 2011 2010	ivate foundations subject to the section 4 ve this part blank section 4942 tax on the distributable arr qualify under section 4940(e). Do not count in each column for each year, see the feet of the	nount of any year in the bas mplete this part e instructions before making (c)	ent Income ent income.) e period? g any entries	Yes  (d)  Distribution	☐ No
ection 4940(d)(2) applies, leads the foundation liable for the Yes,' the foundation does not Enter the appropriate amo  Base period years Calendar year (or tax year beginning in)  2012 2011 2010 2009	ivate foundations subject to the section 4 ve this part blank section 4942 tax on the distributable arr qualify under section 4940(e). Do not count in each column for each year, see the feet of the	nount of any year in the bas mplete this part e instructions before making (c)	ent Income ent income.) e period? g any entries	Yes  (d)  Distribution	☐ No
proptional use by domestic proption and use by domestic properties. The foundation liable for the Yes,' the foundation does not a Enter the appropriate amo Base period years Calendar year (or tax year beginning in)  2012 2011 2010	ivate foundations subject to the section 4 ve this part blank section 4942 tax on the distributable arr qualify under section 4940(e). Do not count in each column for each year, see the feet of the	nount of any year in the bas mplete this part e instructions before making (c)	ent Income ent income.) e period? g any entries	Yes  (d)  Distribution	☐ No
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proptional use by domestic proptional use by domestic properties of the section 4940(d)(2) applies, leads is the foundation liable for the Yes,' the foundation does not in Enter the appropriate amo Base period years Calendar year (or tax year beginning in)  2012 2011 2010 2009 2008  2 Total of line 1, column (d)	ivate foundations subject to the section 4 ive this part blank section 4942 tax on the distributable amqualify under section 4940(e). Do not count in each column for each year, see the (b) Adjusted qualifying distributions	nount of any year in the bas mplete this part e instructions before making (c) Net value of noncharitable-use ass	ent Income ent income.) e period? g any entries ets (co	Yes  (d)  Distribution	☐ No
proptional use by domestic proptional use by domestic properties of optional use by domestic properties of the foundation liable for the Yes,' the foundation does not a Enter the appropriate amo Base period years Calendar year (or tax year beginning in)  2012 2011 2010 2009 2008  2 Total of line 1, column (d) 3 Average distribution ratio f	ivate foundations subject to the section 4 ve this part blank section 4942 tax on the distributable arr qualify under section 4940(e). Do not count in each column for each year, see the feet of the	nount of any year in the bas mplete this part e instructions before making (c)  Net value of noncharitable-use ass	ent Income ent income.) e period? g any entries ets (co	Yes  (d)  Distribution	☐ No
proptional use by domestic properties or optional use by domestic properties or optional use by domestic properties or option 4940(d)(2) applies, leads is the foundation liable for the Yes,' the foundation does not in Enter the appropriate amo to the Enter the Ente	ivate foundations subject to the section 4 ive this part blank section 4942 tax on the distributable arr qualify under section 4940(e). Do not count in each column for each year, see the (b) Adjusted qualifying distributions or the 5-year base period — divide the to	nount of any year in the bas mplete this part e instructions before making (c)  Net value of noncharitable-use ass	ent Income ent income.) e period? g any entries ets (col	Yes  (d)  Distribution	☐ No
proportional use by domestic proportion of the p	ivate foundations subject to the section 4 ive this part blank e section 4942 tax on the distributable arrangualify under section 4940(e). Do not count in each column for each year, see the (b) Adjusted qualifying distributions  or the 5-year base period — divide the to ation has been in existence if less than 5	nount of any year in the bas mplete this part e instructions before making (c)  Net value of noncharitable-use ass	ent Income ent income.) e period? g any entries ets (col	Yes  (d)  Distribution	☐ No
por optional use by domestic proportion of the property of the foundation liable for the Yes, the foundation does not a street the appropriate amo (a)  Base period years Calendar year (or tax year beginning in)  2012 2011 2010 2009 2008  Total of line 1, column (d)  Average distribution ratio for number of years the foundation of the property of th	ivate foundations subject to the section 4 ive this part blank e section 4942 tax on the distributable arrangualify under section 4940(e). Do not count in each column for each year, see the (b) Adjusted qualifying distributions  or the 5-year base period — divide the to ation has been in existence if less than 5	nount of any year in the bas mplete this part e instructions before making (c)  Net value of noncharitable-use ass	ent Income ent income.) e period? g any entries ets (col	Yes  (d)  Distribution	☐ No
cor optional use by domestic properties of optional use by domestic properties of the section 4940(d)(2) applies, leads the foundation liable for the Yes,' the foundation does not 1. Enter the appropriate amo (a)  Base period years Calendar year (or tax year beginning in)  2012  2011  2010  2009  2008  2 Total of line 1, column (d)  3 Average distribution ratio for number of years the foundation of the section of the secti	ivate foundations subject to the section 4 ive this part blank is section 4942 tax on the distributable arriqualify under section 4940(e). Do not count in each column for each year, see the (b) Adjusted qualifying distributions or the 5-year base period — divide the to ation has been in existence if less than 5 charitable-use assets for 2013 from Part 2	nount of any year in the bas mplete this part e instructions before making (c)  Net value of noncharitable-use ass	ent Income ent income.) e period? g any entries ets (col	Yes  (d)  Distribution	☐ No
por optional use by domestic proportion of the property of the foundation liable for the Yes,' the foundation does not a set the appropriate amo to the foundation does not a set the foundation for the foundation of the foundatio	or the 5-year base period — divide the to ation has been in existence if less than 5 than tributable use assets for 2013 from Part it income (1% of Part I, line 27b)	nount of any year in the bas mplete this part e instructions before making (c)  Net value of noncharitable-use ass	ent Income ent income.) e period? g any entries ets (column 4 4 5 6	Yes  (d)  Distribution	☐ No

	participate or intervene in any political campaign?	1 a		Х
i	<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		x
	If the answer is 'Yes' to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
	c Did the foundation file Form 1120-POL for this year?	1 c		X
-	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	DAY.	हूं <sup>क्षे</sup> िं	F
	(1) On the foundation $\Rightarrow$ 0. (2) On foundation managers $\Rightarrow$ 0.			130
•	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ►\$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	Startware b	X
	If 'Yes,' attach a detailed description of the activities	LES.		1. 1%
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes .	3	Én In	X
4	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a		Х
1	b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	N	/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If 'Yes,' attach the statement required by General Instruction T.	4 3454	SENS.	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	<b>漢</b> 海		
	By language in the governing instrument, or	R.		
			建造	
	<ul> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?</li> </ul>	6 m	X	- 10.00
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	Х	
8	a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶	数ない	1	逐
	TX			
ı	o If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General			
	(or designate) of each state as required by General Instruction G? If 'No,' attach explanation .	_8b	••	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5)		المراجعة	ا دروسان درسست
-	for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9		Х
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names	10	v	

Form 990-PF (2013)

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- 1	mediate of oracomonics regularity returnes (continues)	-,	,	,
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		Х
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A	<u> </u>		_
14		-499-5	496	
	Located at ► 1360 Post Oak Boulevard Houston TX ZIP + 4 ► 77056			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	N_A		П
	and enter the amount of tax-exempt interest received or accrued during the year		Yes	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	NO
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <a href="#"> United Kingdom</a>			
Par	taville Statements Regarding Activities for Which Form 4720 May Be Required	1.4 3	, , ,	., .
<del>-</del>	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.	[2794]	Yes	No
1 a	During the year did the foundation (either directly or indirectly)	1	1	tale;
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		15.9° 12.9°	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	174, 10-57		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1 - 2 - 1		
			14933 14933	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes X No.			NAME OF THE PERSON OF THE PERS
	(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination			
	of government service, if terminating within 90 days.)  Yes X No.			
b	olf any answer is 'Yes' to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N.	lie∠\ ∕A
	Organizations relying on a current notice regarding disaster assistance check here	13.43	1,200	HILL
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		CAN X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a			A.
_	private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
а	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  Yes X No.			
	If 'Yes,' list the years ► 20 , 20 , 20 , 20			
L	Assistance and updated in Confer which the foundation is not applying the provisions of section 4042/a//2/			
D	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer 'No' and attach statement — see instructions)	2 b	iiii	الدين A/A
С	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here	- 2	1	ZA TH
	► 20 , 20 , 20 , 20	要		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes X No.	)	الآثار الأثارة الميازة أثارة	
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation			
	or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or			
	(3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N	'A
1-	Did the foundation invest during the year any amount in a manner that would jeopardize its			
~a	charitable purposes?	4 a	i	Х
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could	13 (2)		
	jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	انتا	X

Total number of other employees paid over \$50,000 TEEA0306L 07/10/13 Form 990-PF (2013)

Form 990-PF (2013) BHP Billiton Foundation Part VIII: Information About Officers, Directors, Trustees	61-171	14573 Page
and Contractors (continued)	roundation managers, riigiliy Falu E	mpioyees,
3 Five highest-paid independent contractors for professional service	s (see instructions). If none, enter 'NONE.'	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
	· <del></del>	
		<del></del>
		<u> </u>
		<del></del>
Total number of others receiving over \$50,000 for professional services	<u> </u>	0
Rantlix A: Summary of Direct Charitable Activities		
ist the foundation's four largest direct charitable activities during the tax year. Include relevant	statistical information such as the number of etc.	Expenses
1 N/A		
2		
3		
4		<u></u>
		·
Rant X-B Summary of Program-Related Investments (see	instructions)	
Describe the two largest program-related investments made by the foundation d	uring the tax year on lines 1 and 2	Amount
1		
<u>N/A</u>		
2		
	·	

0.

Form **990-PF** (2013)

All other program-related investments See instructions

Total. Add lines 1 through 3

BAA

Team market value of all other assets (see instructions) d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).  2 Acquisition indebtedness applicable to line 1 assets.  3 Subtract line 2 from line 1d  4 Cash deemed held for charitable activities Enter 1·1/2% of line 3 (for greater amount, see instructions)  5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5 6 Minimum investment return. Enter 5% of line 5 6 Short Year Modified Percentage 0.4384 to 5,7,2  BartXi: Distributable Amount (see instructions) (Section 4942())(3) and ()(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part.)  1 Minimum investment return from Part X, line 6  2 a Tax on investment income for 2013 from Part VI, line 5 b income tax for 2013 (This does not include the tax from Part VI) c Add lines 2a and 2b 3 Distributable amount before adjustments Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 5,7,2 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57,2  PartXII. Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, grifts, etc – total from Part IX-B b Program-related investments – total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)  5 Cadd lines 2 and 2 and 3 and 4 and 1 and 1 and 2 and 2 and 3 and 3 and 3 and 3 and 3 and 3 and	see instructions.)	oreign	foundations,
c Fair market value of all other assets (see instructions) d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).  2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities Enter 1·1/2% of line 3 (for greater amount, see instructions) 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5 6 Minimum investment return. Enter 5% of line 5 Short Year Modified Percentage 0.4384 ₹ 6 5 13, 051, 2 6 Minimum investment return. Enter 5% of line 5 Short Year Modified Percentage 0.4384 ₹ 6 5 77, 2 Part XIII Distributable Amount (see instructions) (Section 4942())(3) and ())(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part.)  1 Minimum investment return from Part X, line 6 2 a Tax on investment income for 2013 from Part VI, line 5 b income tax for 2013 (This does not include the tax from Part VI) c Add lines 2a and 2b 3 Distributable amount before adjustments Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 5 57, 2  Part XIII Qualifying Distributions (see instructions)  Part XIII Qualifying Distributions (see instructions)  1 Amounts pard (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc – total from Part IX-B 2 Amounts pard to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) b Cash distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualifying distribution	1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes a Average monthly fair market value of securities		
c Fair market value of all other assets (see instructions) d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).  2 Acquisition indebtedness applicable to line 1 assets  3 Subtract line 2 from line 1d  4 Cash deemed held for charitable activities Enter 1·1/2% of line 3 (for greater amount, see instructions)  5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5 6 Minimum investment return. Enter 5% of line 5 6 Short Year Modified Percentage 0.4384 ₹ 6 57, 2    PartXi: Distributable Amount (see instructions) (Section 4942())(3) and ())(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part.)  1 Minimum investment return from Part X, line 6  2 a Tax on investment income for 2013 from Part VI, line 5 b income tax for 2013 (This does not include the tax from Part VI) c Add lines 2 and 2b  3 Distributable amount before adjustments Subtract line 2 from line 1 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 57, 2 4 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57, 2    PartXIII. Qualifying Distributions (see instructions) 1 Amounts pard (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc – total from Part IX-B 2 Amounts pard to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts set aside for specific charitable projects that satisfy the a Surlability test (prior IRS approval required) b Cash distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualifying distributions. Subtract line 5 from line 4 Note. The amount on line 6 will be used in Part V, column (0), in subseque	<b>b</b> Average of monthly cash balances.	1 b	13,250,000.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).  2 Acquisition indebtediness applicable to line 1 assets.  3 Subtract line 2 from line 1d.  4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions).  5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 (5 13,051,2 6 Minimum investment return. Enter 5% of line 5 Short Year Modified Percentage 0.4384 \$ (6 57,2 8 Part XVIII) Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  □ land do not complete this part.)  1 Minimum investment return from Part X, line 6	c Fair market value of all other assets (see instructions)	1 c	<del></del>
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	d Total (add lines 1a, b, and c) .	1 d	13,250,000.
2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 3 13,250,0 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) 5 Net value of noncharitable-use assets, Subtract line 4 from line 3. Enter here and on Part V, line 4 5 13,051,2 6 Minimum investment return. Enter 5% of line 5 Short Year Modified Percentage 0.4384 8 6 57,2    Bart XIII	e Reduction claimed for blockage or other factors reported on lines 1a and 1c	12, 18	· · · · · · · · · · · · · · · · · · ·
3 3 13,250,0  4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)  7 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  6 Minimum investment return. Enter 5% of line 5 Short. Year Modified Percentage 0.4384 6 57,2  BartXII: Distributable Amount (see instructions) (Section 4942(I)(3) and (I)(5) private operating foundations and certain foreign organizations check here  and on not complete this part.)  1 Minimum investment return from Part X, line 6  2 a Tax on investment income for 2013 from Part VI, line 5  b income tax for 2013 (This does not include the tax from Part VI).  4 Recoveries of amounts treated as qualifying distributions  5 Add lines 2 and 2b  5 Distributable amount before adjustments Subtract line 2c from line 1  6 Recoveries of amounts treated as qualifying distributions  7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  PartXII. Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:  a Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26  b Program-related investments – total from Part IX. 1  b Program-related investments – total from Part IX. 2  3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)  4 Qualifying distributions. Add lines 1 a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  6 G	(attach detailed explanation)		
4 198,7  Net value of noncharitable activities Enter 1·1/2% of line 3 (for greater amount, see instructions)  Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  6 Minimum investment return. Enter 5% of line 5 Short. Year Modified Percentage 0.4384 % 6 57, 2  Part.XIII Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here □ and do not complete this part.)  1 Minimum investment return from Part X, line 6  2 a Tax on investment income for 2013 from Part VI, line 5 b Income tax for 2013 (This does not include the tax from Part VI).  c Add lines 2a and 2b  3 Distributable amount before adjustments. Subtract line 2c from line 1  4 Recoveries of amounts treated as qualifying distributions  4 Add lines 3 and 4  6 Deduction from distributable amount (see instructions)  7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1  7 57,2  Part.XIII. Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26  3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (grior IRS approval required)  4 Qualifying distributions. Add lines 1 a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	2 Acquisition indebtedness applicable to line 1 assets .	2	0.
for greater amount, see instructions)  Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  Minimum investment return. Enter 5% of line 5  Short Year Modified Percentage 0.4384 ₹ 6  57, 2  Part X Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here □ and do not complete this part.)  Minimum investment return from Part X, line 6  Income tax for 2013 (This does not include the tax from Part VI)  c Add lines 2a and 2b  Distributable amount before adjustments Subtract line 2c from line 1  Accoveries of amounts treated as qualifying distributions  Add lines 3 and 4  Deduction from distributable amount (see instructions)  Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, grifts, etc − total from Part I, column (d), line 26  Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  Amounts set aside for specific charitable projects that satisfy the a Sultability test (prior IRS approval required)  A Qualifying distributiones, and lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  And Qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	3 Subtract line 2 from line 1d	3	13,250,000.
Section   Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4   Section   Note: The amount vestment return. Enter 5% of line 5   Short Year Modified Percentage 0.4384		4	198,750.
Bart XII Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part.)  Minimum investment return from Part X, line 6  2 a Tax on investment income for 2013 from Part VI, line 5 b Income tax for 2013 (This does not include the tax from Part VI) c Add lines 2a and 2b  3 Distributable amount before adjustments Subtract line 2c from line 1 3 57,2 4 Recoveries of amounts treated as qualifying distributions 4 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57,2  Part XIII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc − total from Part I, column (d), line 26 b Program-related investments − total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  6 Adjusted qualifying distributions. Subtract line 5 from line 4 Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,051,250.
and certain foreign organizations check here  □ and do not complete this part.)  1 Minimum investment return from Part X, line 6  2 a Tax on investment income for 2013 from Part VI, line 5 b Income tax for 2013 (This does not include the tax from Part VI) c Add lines 2a and 2b  2 b  2 c  3 Distributable amount before adjustments Subtract line 2c from line 1 3 57, 2  4 Recoveries of amounts treated as qualifying distributions 4 5 5 Add lines 3 and 4 5 5 7, 2  6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57, 2  PartXIII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26  b Program-related investments – total from Part IX-B 1 b 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) 3 b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1 a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) 5 Adjusted qualifying distributions. Subtract line 5 from line 4 Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculation whether the foundation	6 Minimum investment return. Enter 5% of line 5 Short Year Modified Percentage 0.4384	<sup>8</sup> 6	57,217.
2 a Tax on investment income for 2013 from Part VI, line 5 b Income tax for 2013 (This does not include the tax from Part VI) c Add lines 2a and 2b 2c 3 Distributable amount before adjustments Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57,2  Part XIII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 b Program-related investments — total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 2 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1 a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) 6 Adjusted qualifying distributions. Subtract line 5 from line 4 Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation			oundations
2 a Tax on investment income for 2013 from Part VI, line 5 b Income tax for 2013 (This does not include the tax from Part VI) c Add lines 2a and 2b 2c 3 Distributable amount before adjustments Subtract line 2c from line 1 3 57, 2 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 5 57, 2 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57, 2  Part XII. Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26 1 b Program-related investments – total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) 5 Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) 6 Adjusted qualifying distributions. Subtract line 5 from line 4 Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	1 Minimum investment return from Part X, line 6	1	57,217.
c Add lines 2a and 2b 3 Distributable amount before adjustments Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57,2  Part XII. Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, girts, etc — total from Part I, column (d), line 26 b Program-related investments — total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability lest (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1 a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) 6 Adjusted qualifying distributions. Subtract line 5 from line 4 Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	2 a Tax on investment income for 2013 from Part VI, line 5	THE REAL PROPERTY.	<u> </u>
3 57,2 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 5 57,2 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57,2  Part XII. Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 b Program-related investments — total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	b Income tax for 2013 (This does not include the tax from Part VI) 2b	一套到	
4 Recoveries of amounts treated as qualifying distributions  5 Add lines 3 and 4  5 5 57, 2  6 Deduction from distributable amount (see instructions)  7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  7 57, 2  Part XII. Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26  b Program-related investments — total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule)  4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	c Add lines 2a and 2b	2 c	
4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 5 57, 2 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 57, 2  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 b Program-related investments — total from Part IX-B 1 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes 2 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) 5 Adjusted qualifying distributions. Subtract line 5 from line 4 Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	3 Distributable amount before adjustments Subtract line 2c from line 1	3	57,217.
Deduction from distributable amount (see instructions)  Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Distributable amount as adjusted Subtract line 5 Enter here and on Part XIII, line 1  Distributable amount as adjusted Subtract line 5 Enter here and on Part XIII, line 1  Distributable amount as adjusted Subtract line 5 Enter here and on Part XIII, line 4  Distributable amount as adjusted Subtract line 5 Enter here and on Part XIII, line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4  Distributable amount as adjusted Subtract line 5 from line 4	4 Recoveries of amounts treated as qualifying distributions	4	·
Deduction from distributable amount (see instructions)  Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Part VIII Qualifying Distributions (see instructions)  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26  b Program-related investments – total from Part IX-B  Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule)  Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).  Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	5 Add lines 3 and 4	5	57,217.
Paritival Qualifying Distributions (see Instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26  1 b Program-related investments – total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)  5 Cash distribution test (attach the required schedule)  4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  5 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	6 Deduction from distributable amount (see instructions)	. 6	
1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 b Program-related investments — total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule)  4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	57,217.
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26 b Program-related investments – total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)  5 Cash distribution test (attach the required schedule)  4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	Part XII Qualifying Distributions (see instructions)		
Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes  Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)  Cash distribution test (attach the required schedule)  Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	<ul> <li>Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:</li> <li>a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26</li> </ul>		
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)  5 Cash distribution test (attach the required schedule)  4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	<b>b</b> Program-related investments — total from Part IX-B	1 b	
a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule).  4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)		
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	<b>b</b> Cash distribution test (attach the required schedule).	3 b	
Enter 1% of Part I, line 27b (see instructions).  6 Adjusted qualifying distributions. Subtract line 5 from line 4  Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
Note. The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.	6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.
, , , , , , , , , , , , , , , , , , , ,	<b>Note.</b> The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the forqualifies for the section 4940(e) reduction of tax in those years.	oundation	

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Form **990-PF** (2013)

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2012	<b>(c)</b> 2012	<b>(d)</b> 2013
1 Distri		or 2013 from Part XI,		e feet him had right to		57,217.
	ributed income, if any, ramount for 2012			The state of the s	hilling with the	The state of the set
		, 20 , 20	المراجعة ا	0.	0. क्षेत्रकाष्ट्रकार विद्या अध्यक्षा	[ 100
	distributions carryove	<del></del>	26-, 3-3-3-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1	V		1 1 2 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
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<b>b</b> From						The Armittan Sa
c From						
d From			<b>一种的一种的一种</b>			
e From						
-	of lines 3a through	և	0			
	-	for 2013 from Part	情報、1643年 4年17日 4年18日 4 1813日 11日 - 11日 -	5.0mm (新化世界) (1777)	5 0 A 3 8 2 W 3 6 2 2 4 C	14. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.
	ne 4 ► \$					
		ot more than line 2a			الدائلة والمسابدة المسابدة الم	
		d income of prior years	EM CONSTRUCTION		Kind Address and the	िक्षक पुनि, यो (कार्य) हिम्
	tion required — se			0.		
	ed as distributions		3 4 1 1 2 1 1 2 1 1 2 1 1 1 2 1 1 1 1 1 1	र एक तुरु इंग्लुस्सू स्पर्ध से	1371.488 - 374 13 · 33	
(Elec	tion required — se	e instructions)	0.	to an arms the	ALT HOLES	
<b>d</b> Appli	ed to 2013 distribi	utable amount	<b>建筑地位。</b>	1 2 m 1 m 1 m 1 m 1 m 1 m 1 m 1 m 1 m 1		0.
e Rema	aining amount dist	ributed out of corpus	0.	ET FF JF JF JF M		
	distributions carryover		0.	Mark Contract of	1111年11日本語大工工工工工工工	0.
(If an	amount appears	in column (d), the shown in column (a) )	<b>的处理的</b> 在这一种人并	4600 1000 100	L MARKETS To	
Sairie	amount must be	snown in column (a) )		<b>经验的</b>		
6 Enter	the net total of ea	ach column as				
	ated below:	acii column us				
a Corpus	. Add lines 3f, 4c, and	4e Subtract line 5	0.	The first the state of the stat		1、後半年に対している。
<b>b</b> Prior line 4	years' undistribute b from line 2b	ed income Subtract		0.		(美国兴趣家)
c Enter	the amount of pri	or years' undistribut-	<b>经验 &amp; 经现实</b>		大きなない。なる	2. 基础,1. 2. 1997 (A.M.)
ed ind has b	come for which a i	notice of deficiency which the section				
4942(	(a) tax has been p	reviously assessed		0.		Contraction of the second
	act line 6c from lii int – see instruction		<b>建模的类点</b>	0.		
a Undietr	ubuted income for 2012	2. Subtract line 4a from	49年前 株式 16世 - 1757	"生物"等		Profession Straining
	Taxable amount — se				0.	1. 多点,多点,
		0010 0 11 11	127 13 1 24			
		or 2013 Subtract lines his amount must be			禁护性心理。被输	
	outed in 2014		The state of	m di Tanja i sel		57,217.
	ints treated as dis				अंग के निर्माण	a sala sala sala sala sala sala sala sa
by se	is to satisfy require ction 170(b)(1)(F)	or 4942(g)(3)			对其 An 可以对对对	医肉质 "爷"一一一一个
(see i	instructions)		0.			
8 Exces	ss distributions cai ed on line 5 or line	rryover from 2008 not 7 (see instructions)	0.			
9 Exces	ss distributions ca act lines 7 and 8 f	arryover to 2014.	0.			The state of the s
10 Analy	sis of line 9 <sup>.</sup>		With the terms of		و المام المام الم	
a Exces	ss from 2009		Line in the first of	15 (15) 15 (15) 15 (15) 15 (15)		
<b>b</b> Exces	ss from 2010		HAM LEW DOWN !!	المريب فالمراضعة	高层的自身的	
c Exces	ss from 2011					
<b>d</b> Exces	s from 2012		[ · · · · · · · · · · · · · · · · · · ·	医性畸形 整体部件		
e Exces	s from 2013		and the same of the same	40-3-1	<u> </u>	The same of the standing

Form 990-PF (2013) BHP Billiton Fou				61-1714573	Page <b>10</b>
Part XIV Private Operating Founda	<del></del>			<del></del>	N/A
1 a If the foundation has received a ruling or det is effective for 2013, enter the date of the	ermination letter that ruling	t it is a private opera	ting foundation, and th	ne ruling 	
<b>b</b> Check box to indicate whether the founda		erating foundation		4942(J)(3) or	4942(j)(5)
2 a Enter the lesser of the adjusted net income from Part I or the minimum	Tax year		Prior 3 years		
investment return from Part X for each year listed	(a) 2013	<b>(b)</b> 2012	(c) 2011	(d) 2010	(e) Total
<b>b</b> 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					·
<ul> <li>Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c</li> </ul>					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test — enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)  b 'Endowment' alternative test — enter 2/3 of					
minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942()(3)(B)(III).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income				·	
Part SV Supplementary Information assets at any time during the	(Complete this	part only if the	foundation had	\$5,000 or more	in
1 Information Regarding Foundation Management		istructions.)	<del></del>		
a List any managers of the foundation who have close of any tax year (but only if they have None	e contributed more ti	han 2% of the total c than \$5,000) (See	ontributions received ( section 507(d)(2))	by the foundation befo	ore the
<b>b</b> List any managers of the foundation who own	100/ or more of the	ctack of a comparate	on for an aqually large	parties of the aurors	abus of
a partnership or other entity) of which the	foundation has a 1	0% or greater inter	est	portion of the owners	ույի օւ
2 Information Regarding Contribution, Gran	at Gift Loan Saha	Jarchin etc Bross			<del></del>
Check here ► X if the foundation only marequests for funds. If the foundation make	ikes contributions to	preselected charitab	le organizations and d		
a The name, address, and telephone number o	r e-mail of the nerso	n to whom application	ns should be address	<u></u>	
a The Halle, address, and telephone Hallest o	o man or the perce	The money approach	no onodio de dadresse		
<b>b</b> The form in which applications should be	submitted and infor	mation and materia	als they should include	de	
c Any submission deadlines					
d Any restrictions or limitations on awards,	such as by geograp	phical areas, charita	ble fields, kinds of in	nstitutions, or other f	actors
ВАА	TE	EA0310L 07/10/13		Fo	rm <b>990-PF</b> (2013)

3 Grants and Contributions Paid During the Ye	ıt	N/A		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	substantial contributor	recipient		
Name and address (home or business)  a Paid during the year	substantial contributor	recipient		
Total		_	► 3a	
b Approved for future payment  Total			► 3b	
i otai .				

# Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income			d by section 512, 513, or 514	(e)		
1. Drawan panyas rayasya	В	(a) Business code	<b>(b)</b> Amount	(c) Exclu- sion	(d) Amount	Related or exempt function income (See instructions)		
1 Program service revenue	<u> </u>			code				
a				<del> </del>				
b				<del> </del>				
cd				<del>                                     </del>				
e				<del>                                     </del>				
•				1				
g Fees and contracts from governm	ent agencies			<del> </del>				
2 Membership dues and assessmen	<del></del>			<u> </u>				
3 Interest on savings and temporary cash inv	· · · · · · · · · · · · · · · · · · ·			<del> </del>				
4 Dividends and interest from secur						· · · · · · · · · · · · · · · · · · ·		
5 Net rental income or (loss) from re		Carrie D	Non Advisor State State Co	Africa B		Selection and the contract of		
a Debt-financed property	7,33,2	. 25 52 5 4 - 10 5 1 K	APT - 735 1 2 - 418,28 . A 2 86K - 25	3.55.52	Filter 1 ( #15.261) with 14 ( , man 17. ) 2 ( 20.	Bank William County Steeling		
b Not debt-financed property				<del> </del>				
6 Net rental income or (loss) from personal j	property					· · · · · · · · · · · · · · · · · · ·		
7 Other investment income	-			-				
8 Gain or (loss) from sales of assets other th	nan inventory							
9 Net income or (loss) from special	·							
10 Gross profit or (loss) from sales or								
11 Other revenue	·	~ (7.88/8.17 ×		1 2000	(W dire attended of	<b>为政府的位于1987年</b>		
a			may a constant a marginet man	200, 3	57.00 to 10 mg 2 88.00 48.7/4/2	238XXX 18 Y/14   1 4C3   1 1 C C2 1		
b								
d								
e	nd (a)			数据设				
	iu (e)	2 S S S S S S S S S S S S S S S S S S S						
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# Form 990-PF (2013) BHP Billiton Foundation 61-1714573 | Part XVIII | Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

de rei a Tr. (1) (2) b Ot (1) (2) (3) (4) (5) (6) c Sh d If t	d the organization direct scribed in section 501 (lating to political organization the reports). Cash Other assets her transactions. Sales of assets to a new Purchases of assets of Rental of facilities, equipment arrangle Performance of service aring of facilities, equipment answer to any of the goods, other assets, or sy transaction or sharing	c) of the Code (c) zations? ing foundation to concharitable exprome a noncharitable expresses or members in the concharitable expresses or members in the co	other than section 50 o a noncharitable exempt organization table exempt organization er assets  hip or fundraising so lists, other assets, or	01(c)(3) organizempt organizem	ees Column	n <b>(b)</b> should always siceived less than fair in	how the fair n narket value in vices receive	1 a (1) 1 a (2) 1 b (1) 1 b (2) 1 b (3) 1 b (4) 1 b (5) 1 b (6) 1 c	Yes	X X X X X X X
(a) Line	<del></del>		of noncharitable exempt of			Description of transfers, tr			aamant	
des	he foundation directly or scribed in section 501(c	) of the Code (o	ed with, or related to, of their than section 50	one or more ta	x-exempt section 5	organizations 527?		Yes	1[X]	No
D II			<del></del>							
	(a) Name of organization	ation	(b) Type of	organization		(c) Desc	ription of rela	tionship		
N/A										
	Juder penalties of perjury, I dec	lare that have exam	nined this return, including	accompanying sch	nedules and	statements, and to the best	of my knowledge	and belief, it	is true.	
Sign Here	Signature of officer or trestee  Print/Type preparer's of the state of	on of preparer other	than taxpayer) is based or Date	4 28 1	which prep	VicePresident	Direct	May the li this return preparer ( (see instri	RS discu with the	e elow
	1			TVIH		4/25/14 Ch	eck X if			
Paid	Jody Blazel		del	11710	_CPA	sel	f-employed	P00072	674	
Prepar	er Firm's name	Blazek & V	Vetterling /			Firm's E	IN ► 76-02	69860		
Use Or		2900 Wesla		200	., .					
USE OI			TX 77027-5132			Phone r	n (713)	439-5	720	
		nouscon, 1	IN 11021-3132	· · · · · · · · · · · · · · · · · · ·		Prione i	<u> (/13)</u>			<del></del>
BAA								Form 990-	-PF (20	J13)

#### Schedule B (Form 990, 990-EZ, or 990-PF)

Or 990-PF)

Department of the Treasury

### **Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

of formation about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Internal Revenue Service	information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.go	ov/rorm990.		
Name of the organization		Employer identification number		
BHP Billiton Fo	undation	61-1714573		
Organization type (checl				
Filers of:	Section:			
Form 990 or 990-EZ	501(c)( ) (enter number) organization			
	4947(a)(1) nonexempt charitable trust not treated as	a private foundation		
	527 political organization			
Form 990-PF	$\overline{X}$ 501(c)(3) exempt private foundation			
	4947(a)(1) nonexempt charitable trust treated as a pi	rivate foundation		
	501(c)(3) taxable private foundation			
	Sorte)(3) taxable private roundation			
Check if your organization	on is covered by the General Rule or a Special Rule			
		- Special Dula See water at a see		
Note. Only a section 501	(c)(7), (8), or (10) organization can check boxes for both the General Rule and a	3 Special Rule See Instructions		
General Rule				
For an organization filit contributor (Complet	ng Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in mole Parts Land II)	ney or property) from any one		
contributor (complet				
Special Rules				
	2)			
509(a)(1) and $170(b)(a)(a)(a)(b)(b)(b)(a)(b)(b)(a)(b)(a)(b)(a)(b)(a)(b)(a)(b)(a)(b)(a)(b)(a)(b)(a)(b)(a)(b)(a)$	<ol> <li>organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the contribution of the contribution of the year, a contribution of the contr</li></ol>	of the greater of (1) \$5,000 or		
total contributions of	), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contrib more than \$1,000 for use <i>exclusively</i> for religious, charitable, scientific, literary,	outor, during the year, or educational purposes, or		
the prevention of crue	elty to children or animals. Complete Parts I, II, and III			
For a section 501(c)(7)	i, (8), or (10) organization filing Form 990 or 990-EZ that received from any one contrib xclusively for religious, charitable, etc, purposes, but these contributions did not total to	outor, during the year,		
If this box is checked, e	enter here the total contributions that were received during the year for an <i>exclusively</i> r	religious, charitable, etc,		
purpose Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively				
religious, charitable, e	etc, contributions of \$5,000 or more during the year	<b>►</b> \$		
990-PF) but it <b>mus</b> t answ	that is not covered by the General Rule and/or the Special Rules does not file Sver 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form at it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or	n 990-EZ or on its Form 990-PF.		
BAA For Paperwork Recor 990-PF.	duction Act Notice, see the Instructions for Form 990, 990EZ, Schedule B	(Form 990, 990-EZ, or 990-PF) (2013)		

	<b>B</b> (Form 990, 990-EZ, or 990-PF) (2013)	Page	1 of 1 of Part 1
Name of org		1	r identification number 714573
	lliton Foundation  Contributors (see instructions) Use duplicate copies of Part I if additional space		714373
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	BHP Billiton Petroleum (Deepwater) Inc.  1360 Post Oak Boulevard  Houston, TX 77056-3020	\$ <u>106,000,000</u> .	Person X  Payroll  Noncash  (Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash Complete Part II for noncash contributions )
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Complete Part II for noncash contributions )
BAA	TEEA0702L 12/27/13	Schedule B (Form 990,	990-EZ, or 990-PF) (2013)

1 to

1 of Part II Employer identification number

Name of organization BHP Billiton Foundation

61-1714573

Rantill 🚜	Noncash Property (see instructions). Use duplicate copies of Part II if additional s	pace is needed	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
	<u> </u>	_	
		]\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		-	
		]  \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
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		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
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		9	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		s	
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		1	
		\$	
BAA	Sche	dule <b>B</b> (Form 990, 990-EZ, o	or 990-PF) (2013)

Name of organ	nizatien lliton Foundation		Employer identification number 61-1714573		
	Exclusively religious, charitable, e	tc individual contributions			
	organizations that total more than	\$1,000 for the year. Complete co	lumns (a) through (e) and the following line entry		
	For organizations completing Part III, enter total	al of exclusively religious, charitable, et	c,		
	contributions of \$1,000 or less for the year Use duplicate copies of Part III if additional		structions.) $\qquad \qquad \qquad$		
(2)			(d)		
(a) No. from	Purpose of gift	(c) Use of gift	Description of how gift is held		
Part I					
	N/A				
	<u> </u>				
		<b>-</b>			
		(e)			
		(e) Transfer of gift			
	Transferee's name, addres	s, and ZIP + 4	Relationship of transferor to transferee		
	L		·		
(a)	(b)	(c)	(d)		
(a) No. from	Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
Part I					
			· <del> </del>		
			· <del> </del>		
		(e)			
	Transferee's name, addres	Transfer of gift	Relationship of transferor to transferee		
	Transferee's flame, addres	s, and ZIF + 4	Relationship of transferor to transferee		
-	<b></b>				
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
Part I	Purpose of gift	Ose of gift	Description of now gift is held		
-					
	(e) Transfer of gift				
	Transferee's name, addres	s, and ZIP + 4	Relationship of transferor to transferee		
	<b></b>		·		
(2)	(6)	(6)	(4)		
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
Part I					
	}		· <b>-</b>		
	├ <i></i>		. – – † – – – – – – – – – –		
	}		· <del> </del>		
		(e)			
	<b>-</b> ( )	(e) Transfer of gift	Polatic of the Carte of the Carte		
	Transferee's name, addres	s, and ZIP + 4	Relationship of transferor to transferee		
	<b></b>				
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ВАА		TET 107011	Schedule <b>B</b> (Form 990, 990-EZ, or 990-PF) (2013)		

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2013)

Page

1 to

of Part III

<b>2013</b>	20	1	3
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### **Federal Statements**

Page 1

**BHP Billiton Foundation** 

61-1714573

Statement 1 Form 990-PF, Part VII-A, Line 10 Substantial Contributors During the Tax Year

Name of Substantial Contributor Address of Substantial Contributor

BHP Billiton Petroleum (Deepwater) Inc.

1360 Post Oak Boulevard Houston, TX 77056-3020

# Statement 2 Form 990-PF, Part VIII, Line 1 List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours <u>Per Week Devoted</u>	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Ian Burton Wood 1360 Post Oak Blvd Houston, TX 77056	President/Dir. 2.00	\$ 0.	\$ 0.	\$ 0.
Thomas DeGeorgio 1360 Post Oak Blvd Houston, TX 77056	Vice Pres/Dir. 0.40	0.	0.	0.
Melinda Jane Buckland 1360 Post Oak Blvd Houston, TX 77056	Secretary/Dir. 0.60	0.	0.	0.3
Christine Barnesby 1360 Post Oak Blvd Houston, TX 77056	Director 0.40	0.	0.	0.
Robert Hugh McDonald 1360 Post Oak Blvd Houston, TX 77056	Director 0.40	0.	0.	0.
Fiona Jane Wild 1360 Post Oak Blvd Houston, TX 77056	Director 0.40	0.	0.	0.
	Total	\$ 0.	\$ 0.	\$ 0.