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For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

| | | | |
|---|--|--|--|
| Name of foundation BHP Billiton Foundation | | A Employer identification number 61-1714573 | |
| Number and street (or P O box number if mail is not delivered to street address) 1360 Post Oak Boulevard Ste 150 | | Room/suite | B Telephone number (see instructions) (713) 961-8500 |
| City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77056 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 324,628,920 | | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | |

| Part I | Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | Revenue and expenses per books (a) | Net investment income (b) | Adjusted net income (c) | Disbursements for charitable purposes (d) (cash basis only) |
|---------------------------------------|---|---------------------------------------|------------------------------|----------------------------|--|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | 55,000,000 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 2,355,587 | 2,355,587 | | |
| | 4 Dividends and interest from securities | | | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 _____ | -112,930 | | | |
| | b Gross sales price for all assets on line 6a 41,502,099 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances _____ | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 Total. Add lines 1 through 11 | 57,242,657 | 2,355,587 | | |
| | 13 Compensation of officers, directors, trustees, etc | | | | |
| | 14 Other employee salaries and wages | 89,663 | | | 87,729 |
| | 15 Pension plans, employee benefits | 4,226 | | | |
| | 16a Legal fees (attach schedule). | 158,064 | | | 124,129 |
| | b Accounting fees (attach schedule). | 19,642 | 1,488 | | 1,487 |
| | c Other professional fees (attach schedule) | 122,451 | 122,451 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 1,833 | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings. | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule). | 22 | | | 22 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 395,901 | 123,939 | | 213,367 |
| | 25 Contributions, gifts, grants paid | 17,428,849 | | | 17,445,782 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 17,824,750 | 123,939 | | 17,659,149 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 39,417,907 | | | |
| | b Net investment income (if negative, enter -0-) | | 2,231,648 | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |

| Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)</small> | | Beginning of year | End of year | |
|--|---|-----------------------|-----------------------|------------------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | 82,239,865 | 55,567,465 | 55,567,465 |
| | 2 Savings and temporary cash investments | 200,165,308 | 16,414,542 | 16,414,542 |
| | 3 Accounts receivable ▶ <u>1,199,711</u> Less: allowance for doubtful accounts ▶ _____ | 18,728 | 1,199,711 | 1,199,711 |
| | 4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | 1,833 | 1,833 |
| | 10a Investments—U S. and state government obligations (attach schedule) | | | |
| | b Investments—corporate stock (attach schedule) | | | |
| | c Investments—corporate bonds (attach schedule) | | 251,445,369 | 251,445,369 |
| | 11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | | | |
| | 14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 15 Other assets (describe ▶ _____) | | | |
| | 16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 282,423,901 | 324,628,920 | 324,628,920 |
| Liabilities | 17 Accounts payable and accrued expenses | 41,104 | 53,640 | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule). | | | |
| | 22 Other liabilities (describe ▶ _____) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 41,104 | 53,640 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 282,382,797 | 324,575,280 | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances (see instructions) | 282,382,797 | 324,575,280 | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 282,423,901 | 324,628,920 | |

| Part III Analysis of Changes in Net Assets or Fund Balances | | | |
|---|--|----------|-------------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 282,382,797 |
| 2 | Enter amount from Part I, line 27a | 2 | 39,417,907 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 2,794,171 |
| 4 | Add lines 1, 2, and 3 | 4 | 324,594,875 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 19,595 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 324,575,280 |

Part IV

Capital Gains and Losses for Tax on Investment Income

| | | | | |
|--|----------------------------|--|--------------------------------------|----------------------------------|
| List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co) | | How acquired P—Purchase (b) D—Donation | Date acquired (c) (mo , day, yr) | Date sold (d) (mo , day, yr) |
| 1 a | Publicly traded securities | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|-----------------------|--|---|--|
| (e) Gross sales price | Depreciation allowed (f) (or allowable) | Cost or other basis (g) plus expense of sale | Gain or (loss) (h) (e) plus (f) minus (g) |
| a 41,502,099 | | 41,615,029 | -112,930 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|---|--------------------------------------|---|---|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l) |
| (i) F M V as of 12/31/69 | Adjusted basis (j) as of 12/31/69 | Excess of col (i) (k) over col (j), if any | |
| a | | | -112,930 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|---|--|---|---|----------|
| 2 | Capital gain net income or (net capital loss) | If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | 2 | -112,930 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | | |

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

| | | | |
|--|--|--|---|
| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
| 2014 | 6,502,302 | 204,645,472 | 0 03177 |
| 2013 | 256,010 | 111,967,370 | 0 00229 |
| 2012 | | 13,051,250 | |
| 2011 | | | |
| 2010 | | | |

| | | | |
|---|---|---|-------------|
| 2 | Total of line 1, column (d). | 2 | 0 034059 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0 011353 |
| 4 | Enter the net value of noncharitable-use assets for 2015 from Part X, line 5. | 4 | 275,617,481 |
| 5 | Multiply line 4 by line 3. | 5 | 3,129,085 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 22,316 |
| 7 | Add lines 5 and 6. | 7 | 3,151,401 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 17,659,149 |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income.Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9

Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded

1

22,316

22,316

22,316

20,483

1,833

6a

1,833

6b

6c

6d

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation (2) On foundation managers

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

2

No

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

Yes

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

No

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• 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?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)
TX

b

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

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

No

Form 990-PF (2015)


Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|---|-----------|------------|-----------|
| 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 | | No |
| 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 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u> | 13 | Yes | |
| 14 | The books are in care of ► <u>Peter Bright</u> Telephone no ► <u>(713) 961-8500</u> Located at ► <u>1360 Post Oak Boulevard Ste 150 Houston TX</u> ZIP+4 ► <u>77056</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15 | | | |
| 16 | At any time during calendar year 2015, 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 | Yes | No |
| See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ► <u>UK</u> | | | | |


Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | Yes | No |
|---|--|-----------|------------|-----------|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| | (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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| | (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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/> | 1b | | No |
| 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 2015? | 1c | | No |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is not 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 all years listed, answer "No" and attach statement—see instructions). | 2b | | No |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If "Yes," did it have excess business holdings in 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>). | 3b | | No |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015? | 4b | | No |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

| | | | | |
|---|---|-----------|--|-----------|
| 5a During the year did the foundation pay or incur any amount to | | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | | 5b | | No |
| Organizations relying on a current notice regarding disaster assistance check here.  | | | | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | | | | |
| <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | | |
| If "Yes," attach the statement required by Regulations section 53.4945–5(d) | | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | | | |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 6b | | No |
| If "Yes" to 6b, file Form 8870 | | | | |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | | | | |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | 7b | | No |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

| 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions). | | | | |
|---|--|---|---|---------------------------------------|
| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." | | | | |
| (a) Name and address of each employee paid more than \$50,000 | Title, and average hours per week (b) devoted to position | (c) Compensation | Contributions to employee benefit plans and deferred compensation (d) | Expense account, (e) other allowances |
| Michelle Raftus | Mgr Community | 64,492 | | |
| 1360 Post Oak Blvd Ste 150 | 40 00 | | | |
| Houston, TX 77056 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000. | | |  | |

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3

Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| Norton Rose Fulbright US LLP 1301 McKinney St 5100 Houston, TX 77010 | Legal | 157,019 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

| | Expenses |
|---|----------|
| 1 | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| | |
| | |
| | |
| 2 | |
| | |
| | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|----------|--|-----------|-------------|
| 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. | 1a | 206,623,388 |
| b | Average of monthly cash balances. | 1b | 73,191,314 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 279,814,702 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | |
| 3 | Subtract line 2 from line 1d. | 3 | 279,814,702 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 4,197,221 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 275,617,481 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 13,780,874 |

Part XI 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. | 1 | 13,780,874 |
| 2a | Tax on investment income for 2015 from Part VI, line 5. | 2a | 22,316 |
| b | Income tax for 2015 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 22,316 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 13,758,558 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 13,758,558 |
| 6 | Deduction from distributable amount (see instructions). | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 13,758,558 |

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. | 1a | 17,659,149 |
| b | Program-related investments—total from Part IX-B. | 1b | |
| 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). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 17,659,149 |
| 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 | 22,316 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 17,636,833 |

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

Part XIII

Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2014 | (c) 2014 | (d) 2015 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7 | | | | 13,758,558 |
| 2 Undistributed income, if any, as of the end of 2015 | | | | |
| a Enter amount for 2014 only. | | | 9,125,882 | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2015 | | | | |
| a From 2010. | | | | |
| b From 2011. | | | | |
| c From 2012. | | | | |
| d From 2013. | | | | |
| e From 2014. | | | | |
| f Total of lines 3a through e. | | | | |
| 4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 17,659,149 | | | | |
| a Applied to 2014, but not more than line 2a | | | 9,125,882 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2015 distributable amount. | | | | 8,533,267 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | | | |
| e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions | | | | |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | 5,225,291 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | | | | |
| 8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . . | | | | |
| 9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2011. | | | | |
| b Excess from 2012. | | | | |
| c Excess from 2013. | | | | |
| d Excess from 2014. | | | | |
| e Excess from 2015. | | | | |

Part XIV

| |
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| |
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b Check box to indicate whether the organization

| Tax year | Prior 3 years | | | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2015 | (b) 2014 | (c) 2013 | (d) 2012 | |
| | | | | |

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Part XV

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|------------|
| Name and address (home or business) | | | | |
| <div>a Paid during the year</div> <div>See Additional Data Table</div> | | | | |
| Total ▶ 3a | | | | 17,445,782 |
| <div>b Approved for future payment</div> <div>See Additional Data Table</div> | | | | |
| Total ▶ 3b | | | | 9,472,652 |

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2015)

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

| | | | |
|---|--|--------------|-----------|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash. | | 1a(1) | No |
| (2) Other assets. | | 1a(2) | No |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization. | | 1b(1) | No |
| (2) Purchases of assets from a noncharitable exempt organization. | | 1b(2) | No |
| (3) Rental of facilities, equipment, or other assets. | | 1b(3) | No |
| (4) Reimbursement arrangements. | | 1b(4) | No |
| (5) Loans or loan guarantees. | | 1b(5) | No |
| (6) Performance of services or membership or fundraising solicitations. | | 1b(6) | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | No |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes
☒ No

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |

| | | | |
|----------------------|--|---------------|----------------|
| Sign Here | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. | | |
| | ***** | 2016-11-15 | ***** |
| | _____ Signature of officer or trustee | _____ Date | _____ Title |

May the IRS discuss this return with the preparer shown below
 (see instr.)? ☐ Yes ☒ No

| | | | | | |
|---|---|----------------------|------|--|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name Jody Blazek | Preparer's Signature | Date | Check if self-employed <input checked="" type="checkbox"/> | PTIN P00072674 |
| | Firm's name ▶ Blazek & Vetterling | | | Firm's EIN ▶ | |
| | Firm's address ▶ 2900 Wesleyan Suite 200 Houston, TX 770275132 | | | | |
| | | | | Phone no (713) 439-5739 | |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation(If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---|---|--|---|---------------------------------------|
| Christine Barnesby | Former Director 0 50 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Ian Wood | FrmrPres/VP/Dir 2 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Megan Pepper | Secretary 16 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Liedeke Bosma | Inter Exec Ofcr 20 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Mansa Reuter | Asst Secretary 1 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Melinda Buckland | Former Sec/Dir 8 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Tony Cudmore | VP/Director 2 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Fred Hagemeyer | Former Director 0 50 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Pat Risner | Director 0 50 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Athalie Williams | Director 0 50 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Karen Wood | President/Dir 4 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Peter Bnght | Treasurer 1 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |
| Angeli Gayfer | Frmr Asst Sec 1 00 | 0 | | |
| 1360 Post Oak Blvd Ste 150 Houston, TX 77056 | | | | |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| C'wlth Scientific Industrial Resch Limestone Avenue Campbell, Canberra, ACT 2612 AS | N/A | NC | Support pathways that aim to increase Aboriginal and Torres Strait Islander representation in STEM (Science, Technology, Engineering, and Math) related professions | 4,402,241 |
| The Melbourne University AMSI Building 161 Monash Road Parkville, VIC 3010 AS | N/A | NC | Increase the number of girls studying maths, improve achievement in STEM education, and increase female representation in STEM related professions | 1,797,352 |
| University of Chile Av Tupper 2007 Santiago, Metropolitana 850 CI | N/A | NC | Develop and support renewable energy solutions, human capital development and the development of Solar Energy Resource Center Applications, a non-profit organisation dedicated to renewable energy solutions in urban and rural areas of Chile | 745,119 |
| Transparency International Alt-Moabit 96 Berlin 10559 GM | N/A | NC | Mining for sustainable development project | 350,619 |
| Broken Hill City Council 240 Blende Street Broken Hill, NSW 2880 AS | N/A | NC | Living Museum and Perfect Light project | 2,114,014 |
| C'wlth Scientific Industrial Resch Limestone Avenue Campbell, Canberra, ACT 2601 AS | N/A | NC | CSIRO Science & Engineering Awards | 587,437 |
| Extractive Industries Transparency Ruselkkveien 26 Oslo 0251 NO | N/A | NC | EITI global conference | 100,000 |
| Department of Veterans' Affairs 300 Latrobe Street Melbourne, VIC 3000 AS | N/A | NC | ANZAC Centenary Fund | 7,349,000 |
| Total ▶ 3a | | | | 17,445,782 |

TY 2015 Accounting Fees Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 15000324**Software Version:** 2015v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------|--------|--------------------------|------------------------|---|
| Audit fees | 16,667 | 0 | 0 | 0 |
| Tax compliance | 2,975 | 1,488 | 0 | 1,487 |

TY 2015 Legal Fees Schedule

Name: BHP Billiton Foundation

EIN: 61-1714573

Software ID: 15000324

Software Version: 2015v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|---------|--------------------------|------------------------|---|
| General governance and counsel | 158,064 | 0 | 0 | 124,129 |

TY 2015 Other Decreases Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 15000324**Software Version:** 2015v2.0

| Description | Amount |
|---|--------|
| Expenses accrued at a lower currency rate | 19,595 |

TY 2015 Other Expenses Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 15000324**Software Version:** 2015v2.0

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------|-----------------------------------|--------------------------|---------------------|--|
| Other expenses | 22 | | | 22 |

TY 2015 Other Increases Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 15000324**Software Version:** 2015v2.0

| Description | Amount |
|---|-----------|
| Unrealized appreciation in value of investments | 2,794,171 |

TY 2015 Other Professional Fees Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 15000324**Software Version:** 2015v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------------|---------|--------------------------|------------------------|---|
| Investment management fees | 122,451 | 122,451 | 0 | 0 |

TY 2015 Taxes Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 15000324**Software Version:** 2015v2.0

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------|--------|--------------------------|------------------------|---|
| Excise tax | 1,833 | | | |

| | | |
|---|--|---|
| <div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div> | <div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990</div> | <div>OMB No 1545-0047</div> <div>2015</div> |
|---|--|---|

| | |
|--|---|
| <div>Name of the organization</div> <div>BHP Billiton Foundation</div> | <div>Employer identification number</div> <div>61-1714573</div> |
|--|---|

Organization type (check one)

| | |
|--|---|
| <div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div> | <div>Section:</div> <div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div> |
|--|---|

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* 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, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

| Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed | | | |
|---|--|----------------------------|--|
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| 1 | BHP Billiton Petroleum Deepwater 1360 Post Oak Boulevard Houston, TX 770563020 | \$ 55,000,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | |
| | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | |
| | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | |
| | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | |
| | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| | | \$ | |
| | | | |

| | |
|---|--|
| Name of organization BHP Billiton Foundation | Employer identification number 61-1714573 |
|---|--|

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held | |
|---------------------------------------|---------------------------------------|--|--|-------------------------------------|
| - | <div></div> <div></div> <div></div> | <div></div> <div></div> <div></div> | <div></div> <div></div> <div></div> | |
| | (e) Transfer of gift | | | |
| | Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| | <div></div> <div></div> <div>--</div> | <div></div> <div></div> <div></div> | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held | |
| | | | | <div></div> <div></div> <div></div> |
| | | | | <div></div> <div></div> <div></div> |
| | (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | | |
| <div></div> <div></div> <div>--</div> | <div></div> <div></div> <div></div> | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held | |
| | | | | <div></div> <div></div> <div></div> |
| | | | | <div></div> <div></div> <div></div> |
| | (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | | |
| <div></div> <div></div> <div>--</div> | <div></div> <div></div> <div></div> | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held | |
| | | | | <div></div> <div></div> <div></div> |
| | | | | <div></div> <div></div> <div></div> |
| | (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | | |
| <div></div> <div></div> <div>--</div> | <div></div> <div></div> <div></div> | | | |

Fixed Income

| | | | | | | | | |
|--------------------------|----------------------------------|-----------|----------------|-------------|----------------|--------------|--------------|-------|
| Investment Grade Taxable | | | | | | | | |
| 4,000,000 000 | 2016 | | | | | | | |
| | PNCFDG CORP | 693476BM4 | \$4,009,200 00 | \$30,600 00 | \$4,038,800 00 | -\$29,600 00 | \$108,000 00 | 2.69% |
| | GTD NT CALL 8/19/16 @100 | | 100 230 | | 100 970 | | | 1.59 |
| | DTD 09/19/11 2.700% DUE 09/19/16 | | | | | | | |
| | Moody's A3 S&P A- | | | | | | | |
| 3,000,000 000 | MORGAN STANLEY | 61746BDB9 | 3,040,170 00 | 34,979 16 | 3,110,805 00 | -70,635 00 | 172,500 00 | 5.67 |
| | SR GLOBAL MTN SERF | | 101 339 | | 103 694 | | | 1.26 |
| | DTD 10/18/06 5.750% DUE 10/18/16 | | | | | | | |
| | Moody's A3 S&P BBB+ | | | | | | | |
| 2,750,000 000 | DUKEENERGY CORP NEW | 26441CAG0 | 2,760,532 50 | 7,554 86 | 2,769,104 09 | -8,571 59 | 59,125 00 | 2.14 |
| | SR UNSEC ND | | 100 383 | | 100 695 | | | 0.89 |
| | DTD 11/17/11 2.150% DUE 11/15/16 | | | | | | | |
| | Moody's BAA1 S&P BBB+ | | | | | | | |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---------------------------------|--|---------------------|----------------------------------|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Fixed Income (cont) | | | | | | | | |
| Investment Grade Taxable (cont) | | | | | | | | |
| 4,000,000 000 | BB&T BRH BKG & TRCO GLOBAL BK MTN DTD 11/26/13 1 050% DUE 12/01/16 Moody's A1 S&P A | 07330NAG0 | 4,003,240 00 100 081 | 3,499 99 | 3,997,790 00 99 945 | 5,450 00 | 42,000 00 | 1 04 0 82 |
| 5,000,000 000 | 2017 FORD MTR CR CO DISC C/P DUE 01/03/17 Moody's P3 S&P A-3 | 3454G0N38 | 4,964,000 00 99 280 | 14,583 34 | 4,946,666 65 98 933 | 17,333 35 | 76,489 24 | 1 54 1 54 |
| 4,000,000 000 | TOYOTA MTR CR CORP SR UNSEC'D MTN DTD 01/12/12 2 050% DUE 01/12/17 Moody's AA3 S&P AA- | 89233P5S1 | 4,025,680 00 100 642 | 38,494 44 | 4,042,677 07 101 067 | -16,997 07 | 82,000 00 | 2 03 0 83 |
| 3,000,000 000 | AUTOZONE INC SR UNSEC'D NT DTD 01/14/14 1 300% DUE 01/13/17 Moody's BAA1 S&P BBB | 053332AQ5 | 3,006,690 00 100 223 | 18,200 00 | 3,000,900 00 100 030 | 5,790 00 | 39,000 00 | 1 29 0 92 |
| 1,500,000 000 | KROGER CO SR UNSEC'D NT DTD 01/19/12 2 200% DUE 01/15/17 Moody's BAA1 S&P BBB | 501044CP4 | 1,509,285 00 100 619 | 15,216 67 | 1,513,860 00 100 924 | -4,575 00 | 33,000 00 | 2 18 1 06 |
| 1,500,000 000 | THERMOFISHER SCIENTIFIC INC UNSEC'D SR NT DTD 12/11/13 1 300% DUE 02/01/17 Moody's BAA3 S&P BBB | 883556BD3 | 1,501,110 00 100 074 | 8,125 00 | 1,495,860 00 99 724 | 5,250 00 | 19,500 00 | 1 29 1 19 |
| 3,000,000 000 | CAPITAL ONE BK USA NATL ASSN GLEN ALLEN VA SR UNSEC'D BK NT DTD 02/13/14 1 200% DUE 02/13/17 Moody's BAA1 S&P BBB+ | 140420NG1 | 3,001,500 00 100 050 | 13,800 00 | 2,986,007 84 99 534 | 15,492 16 | 36,000 00 | 1 19 1 13 |
| 2,750,000 000 | SUNTRUST BK ATLANTA GA UNSEC'D MEDIUM TERM SR BK NT DTD 01/24/14 1 350% DUE 02/15/17 CALL 01/15/17 @100.00 Moody's BAA1 S&P A- | 86787EAP2 | 2,753,300 00 100 120 | 14,025 00 | 2,747,360 00 99 904 | 5,940 00 | 37,125 00 | 1 34 1 19 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---------------------------------|---|---------------------|----------------------------------|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Fixed Income (cont) | | | | | | | | |
| Investment Grade Taxable (cont) | | | | | | | | |
| 2,000,000 000 | ILLINOIS TOOL WKS INC SR UNSEC'D NT DTD 02/25/14 0.900% DUE 02/25/17 Moody's A2 S&P A+ | 452308AS8 | 2,001,300 00 100 065 | 6,000 00 | 2,001,463 00 100 073 | -163 00 | 18,000 00 | 0.89 0.81 |
| 4,500,000 000 | COCA COLA CO SR UNSEC'D NT DTD 10/27/15 0.875% DUE 10/27/17 Moody's AA3 S&P AA- | 191216BR0 | 4,505,985 00 100 133 | 6,999 99 | 4,490,843 04 99 797 | 15,141 96 | 39,375 00 | 0.87 0.75 |
| 3,000,000 000 | ABBVIE INC UNSEC'D SR NT DTD 05/06/13 1.750% DUE 11/06/17 Moody's BAA2 S&P A- | 00287YAJ8 | 3,017,730 00 100 591 | 8,020 83 | 2,998,680 00 99 956 | 19,050 00 | 52,500 00 | 1.74 1.31 |
| 2,000,000 000 | INTEL CORP UNSEC'D SR NT DTD 12/11/12 1.350% DUE 12/15/17 Moody's A1 S&P A+ | 458140AL4 | 2,011,860 00 100 593 | 1,200 00 | 2,014,380 00 100 719 | -2,520 00 | 27,000 00 | 1.34 0.95 |
| 3,500,000 000 | UNITEDHEALTH GROUP INC SR UNSEC'D NT DTD 12/08/14 1.400% DUE 12/15/17 Moody's A3 S&P A+ | 91324PCF7 | 3,518,830 00 100 538 | 2,177 77 | 3,493,367 60 99 811 | 25,462 40 | 49,000 00 | 1.39 1.04 |
| 2,750,000 000 | 2018 GOLDMAN SACHS GROUP INC SR UNSEC'D NT DTD 01/22/13 2.375% DUE 01/22/18 Moody's A3 S&P BBB+ | 38141GRC0 | 2,786,960 00 101 344 | 28,846 35 | 2,766,527 50 100 601 | 20,432 50 | 65,312 50 | 2.34 1.48 |
| 2,222,000 000 | U S BK NATL ASSN CINCINNATI OHIO SR UNSEC'D MEDIUM TERM BK NT CALL DTD 01/29/16 1.450% DUE 01/29/18 12/29/17 @ 100 Moody's A1 S&P AA- | 90331HMU4 | 2,237,331 80 100 690 | 13,603 58 | 2,220,089 08 99 914 | 17,242 72 | 32,219 00 | 1.44 0.98 |
| 3,000,000 000 | CISCO SYS INC SR UNSEC'D NT DTD 02/29/16 1.400% DUE 02/28/18 Moody's A1 S&P AA- | 17275RBA9 | 3,027,180 00 100 906 | 14,116 67 | 3,000,000 00 100 000 | 27,180 00 | 42,000 00 | 1.38 0.88 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---------------------------------|--|---------------------|----------------------------------|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Fixed Income (cont) | | | | | | | | |
| Investment Grade Taxable (cont) | | | | | | | | |
| 1,450,000 000 | NORFOLK SOUTHN CORP SR UNSEC'D NT DTD 04/04/08 5.750% DUE 04/01/18 Moody's BAA1 S&P BBB+ | 655844AZ1 | 1,561,548.50 107.693 | 20,843.75 | 1,570,886.50 108.337 | -9,338.00 | 83,375.00 | 5.33 1.29 |
| 3,000,000 000 | TELEFONICA EMISIONES S A U SR UNSEC'D NT SPAIN DTD 04/29/13 3.192% DUE 04/27/18 Moody's BAA2 S&P BBB | 87938WAQ6 | 3,080,340.00 102.678 | 17,024.00 | 3,053,130.00 101.771 | 27,210.00 | 95,760.00 | 3.10 1.69 |
| 2,410,000 000 | REGIONSFINL CORP NEW UNSEC'D SR NT CALL 04/15/18 @100 DTD 04/30/13 2.000% DUE 05/15/18 Moody's BAA3 S&P BBB | 7591EPAJ9 | 2,414,217.50 100.175 | 6,158.89 | 2,395,515.90 99.399 | 18,701.60 | 48,200.00 | 1.99 1.90 |
| 1,457,711 427 | AMERICREDIT AUTOMOBILERECEIV- ABLES TR 2012-5 AUTORECEIVABLES DTD 11/20/12 2.290% DUE 06/08/18 BKD NT CLC Moody's NA S&P AAA | 03064XAE4 | 1,458,367.40 100.045 | 2,781.80 | 1,458,508.63 100.055 | -141.23 | 33,381.59 | 2.28 1.49 |
| 3,000,000 000 | CELGENECORP SR UNSEC'D NT DTD 08/12/15 2.125% DUE 08/15/18 Moody's BAA2 S&P BBB+ | 151020AT1 | 3,044,850.00 101.495 | 24,083.33 | 3,007,470.00 100.249 | 37,380.00 | 63,750.00 | 2.09 1.40 |
| 2,857,000 000 | 2019 NATIONAL RURAL UTILS COOP FIN CORP SEC'D BD DTD 02/08/16 1.650% DUE 02/08/19 Moody's A1 S&P A | 637432NH4 | 2,890,798.31 101.183 | 18,725.25 | 2,855,209.05 99.937 | 35,589.26 | 47,140.50 | 1.63 1.18 |
| 4,000,000 000 | UNITED STATES TREAS NT DTD 05/16/16 0.875% DUE 05/15/19 Moody's AAA S&P AA+ | 912828R44 | 4,019,240.00 100.481 | 4,470.11 | 3,979,531.24 99.488 | 39,708.76 | 35,000.00 | 0.87 0.70 |
| 1,290,000 000 | 2020 PIONEER NAT RES CO UNSEC'D SR NT DTD 11/13/09 7.500% DUE 01/15/20 Moody's BAA3 S&P BBB- | 723787AJ6 | 1,510,525.50 117.095 | 44,612.50 | 1,457,171.10 112.959 | 53,354.40 | 96,750.00 | 6.40 2.41 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---------------------------------|---|---------------------|----------------------------------|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Fixed Income (cont) | | | | | | | | |
| Investment Grade Taxable (cont) | | | | | | | | |
| 15,000,000 000 | UNITED STATES TREAS NT DTD 09/30/15 1 375% DUE 09/30/20 Moody's AAA S&P AA+ | 912828L65 | 15,272,400 00 101 816 | 51,844 26 | 14,968,359 39 99 789 | 304,040 61 | 206,250 00 | 1 35 0 93 |
| 3,000,000 000 | FIDELITY NATL INFORMATION SVCS INC SR UNSEC NT C9/15/20 @100 DTD 10/20/15 3 625% DUE 10/15/20 Moody's BAA3 S&P BBB | 31620MAP1 | 3,171,360 00 105 712 | 22,958 33 | 3,030,720 00 101 024 | 140,640 00 | 108,750 00 | 3 42 2 21 |
| 2,500,000 000 | LG&E & KU ENERGY LLC SR NT DTD 05/15/11 3 750% DUE 11/15/20 Moody's BAA1 S&P BBB+ | 50188FAD7 | 2,684,850 00 107 394 | 11,979 17 | 2,596,086 00 103 843 | 88,764 00 | 93,750 00 | 3 49 1 96 |
| 4,000,000 000 | VISA INC UNSEC SR GLBL NTC11/14/20 @100 DTD 12/14/15 2 200% DUE 12/14/20 Moody's A1 S&P A+ | 92826CAB8 | 4,124,320 00 103 108 | 4,155 55 | 4,062,720 00 101 568 | 61,600 00 | 88,000 00 | 2 13 1 43 |
| 4,000,000 000 | 2021 NATIONAL AUSTRALIA BK LTD NY SR UNSEC GM TN DTD 01/14/16 2 625% DUE 01/14/21 Moody's AA2 S&P AA- | 63254AAN8 | 4,146,920 00 103 673 | 48,708 33 | 4,069,800 00 101 745 | 77,120 00 | 105,000 00 | 2 53 1 77 |
| 4,000,000 000 | ANHEUSER-BUSCH INBEV FIN INC SR UNSEC NT CALL 01/01/21 @100 DTD 01/25/16 2 650% DUE 02/01/21 Moody's A3 S&P A- | 035242AJ5 | 4,148,080 00 103 702 | 45,933 33 | 4,058,720 00 101 468 | 89,360 00 | 106,000 00 | 2 55 1 77 |
| 876,000 000 | PROCTER & GAMBLE CO UNSEC SR NT DTD 02/02/16 1 850% DUE 02/02/21 Moody's AA3 S&P AA- | 742718EN5 | 897,978 84 102 509 | 6,707 48 | 875,833 56 99 981 | 22,145 28 | 16,206 00 | 1 80 1 27 |
| 4,000,000 000 | METLIFE INC SR UNSEC NT DTD 08/06/10 4 750% DUE 02/08/21 Moody's A3 S&P A- | 59156RAX6 | 4,466,680 00 111 667 | 75,472 22 | 4,418,360 00 110 459 | 48,320 00 | 190,000 00 | 4 25 2 06 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---------------------------------|--|---------------------|----------------------------------|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Fixed Income (cont) | | | | | | | | |
| Investment Grade Taxable (cont) | | | | | | | | |
| 3,000,000 000 | EXPRESS SCRIPTS HLDG CO SR UNSEC NT CALL 01/25/21 @100 DTD 02/25/16 3 300% DUE 02/25/21 Moody's BAA2 S&P BBB+ | 30219GAL2 | 3,145,830 00 104 861 | 34,650 00 | 2,998,083 72 99 936 | 147,746 28 | 99,000 00 | 3 14 2 18 |
| 17,500,000 000 | UNITED STATES TREAS NT DTD 02/29/16 1 125% DUE 02/28/21 Moody's AAA S&P AA+ | 912828P87 | 17,623,025 00 100 703 | 65,803 33 | 17,296,718 79 98 838 | 326,306 21 | 196,875 00 | 1 11 0 96 |
| 4,000,000 000 | JPM ORGAN CHASE & CO SR UNSEC NT CALL 02/01/21 @100 DTD 03/01/16 2 550% DUE 03/01/21 Moody's A3 S&P A- | 46625HQJ2 | 4,065,520 00 101 638 | 34,000 00 | 4,061,480 00 101 537 | 4,040 00 | 102,000 00 | 2 50 2 07 |
| 4,000,000 000 | WELLSFARGO & CO NEW SR UNSEC NT DTD 03/04/16 2 500% DUE 03/04/21 Moody's A2 S&P A | 949746RS2 | 4,101,760 00 102 544 | 32,500 00 | 4,027,880 00 100 697 | 73,880 00 | 100,000 00 | 2 43 1 92 |
| 2,500,000 000 | VERIZON COMMUNICATIONS INC SR UNSEC NT DTD 03/17/14 3 450% DUE 03/15/21 Moody's BAA1 S&P BBB+ | 92343VCC6 | 2,678,575 00 107 143 | 25,395 83 | 2,666,825 00 106 673 | 11,750 00 | 86,250 00 | 3 22 1 84 |
| 3,000,000 000 | FORD MTRCRCLLC SR UNSEC NT DTD 03/18/16 3 336% DUE 03/18/21 Moody's BAA2 S&P BBB | 345397XW8 | 3,111,390 00 103 713 | 28,634 00 | 3,000,000 00 100 000 | 111,390 00 | 100,080 00 | 3 21 2 45 |
| 3,000,000 000 | NEWELL RUBBERMAID INC SR UNSEC NT DTD 03/30/16 3 150% DUE 04/01/21 Moody's BAA3 S&P BBB- | 651229AU0 | 3,125,340 00 104 178 | 23,887 50 | 3,027,600 73 100 920 | 97,739 27 | 94,500 00 | 3 02 2 20 |
| 356,000 000 | EXELON CORP SR UNSEC NT CALL 3/15/21 @100 DTD 04/07/16 2 450% DUE 04/15/21 Moody's BAA2 S&P BBB- | 30161NAT8 | 361,008 92 101 407 | 2,035 13 | 355,914 56 99 976 | 5,094 36 | 8,722 00 | 2 41 2 12 |
| 17,000,000 000 | UNITED STATES TREAS NT DTD 05/02/16 1 375% DUE 04/30/21 Moody's AAA S&P AA+ | 912828Q78 | 17,293,590 00 101 727 | 39,381 79 | 17,108,007 84 100 635 | 185,582 16 | 233,750 00 | 1 35 1 00 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---------------------------------|---|---------------------|----------------------------------|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Fixed Income (cont) | | | | | | | | |
| Investment Grade Taxable (cont) | | | | | | | | |
| 4,000,000 000 | AMERICAN EXPRESS CORP SR UNSEC'D MTN CALL 04/04/21 @100 DTD 05/05/16 2 250% DUE 05/05/21 Moody's A2 S&P A- | 0258M0EB1 | 4,070,960 00 101 774 | 14,000 00 | 4,031,920 00 100 798 | 39,040 00 | 90,000 00 | 2 21 1 84 |
| 2,174,000 000 | BB&T CORP UNSEC'D SR MTN CALL 04/10/21 @100 DTD 05/10/16 2 050% DUE 05/10/21 Moody's A2 S&P A- | 05531FAV5 | 2,205,849 10 101 465 | 6,313 66 | 2,171,739 04 99 896 | 34,110 06 | 44,567 00 | 2 02 1 68 |
| 976,000 000 | SIMON PPTY GROUP LP UNSEC'D SR NT CALL 04/15/21 @100 DTD 01/13/16 2 500% DUE 07/15/21 Moody's A2 S&P A | 828807CX3 | 1,005,543 52 103 027 | 11,386 67 | 975,199 68 99 918 | 30,343 84 | 24,400 00 | 2 42 1 85 |
| 3,397,434 165 | 2027 FEDERAL NATL MTG ASSN POOL #AW7396 DTD 09/01/14 3 500% DUE 01/01/27 Moody's AAA S&P AA+ | 3138XXGE0 | 3,602,503 29 106 036 | 9,909 18 | 3,567,305 86 105 000 | 35,197 43 | 118,910 20 | 3 30 1 53 |
| 5,899,240 805 | 2029 FEDERAL NATL MTG ASSN POOL #AL6853 DTD 05/01/15 3 500% DUE 11/01/29 Moody's AAA S&P AA+ | 3138EPTK0 | 6,300,389 18 106 800 | 17,206 12 | 6,258,725 79 106 094 | 41,663 39 | 206,473 43 | 3 27 1 74 |
| 3,319,933 048 | 2031 FEDERAL NATL MTG ASSN POOL #MA0792 DTD 06/01/11 4 500% DUE 07/01/31 Moody's AAA S&P AA+ | 31417Y3A3 | 3,643,128 53 109 735 | 12,449 75 | 3,614,577 11 108 875 | 28,551 42 | 149,396 99 | 4 10 1 55 |
| 6,208,772 718 | 2040 FEDERAL NATL MTG ASSN POOL #AL7748 DTD 11/01/15 VAR RT DUE 03/01/40 Moody's AAA S&P AA+ | 3138EQTE2 | 6,570,744 17 105 830 | 13,291 95 | 6,550,255 21 105 500 | 20,488 96 | 159,503 37 | 2 42 1 51 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---------------------------------|--|---------------------|----------------------------------|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Fixed Income (cont) | | | | | | | | |
| Investment Grade Taxable (cont) | | | | | | | | |
| 5,442,957 466 | 2041 GOVERNMENT NATL MTG ASSN II POOL #82884 DTD 07/01/11 VAR RT DUE 07/20/41 Moody's AAA S&P AA+ | 36225FF20 | 5,611,253 71 103 092 | 8,504 62 | 5,609,648 04 103 063 | 1,605 67 | 102,055 45 | 1 81 1 19 |
| 3,019,000 000 | 2045 WFRBS COM L MTG TR 2013-C11 COM L PASS THRU CTFCL A-2 DTD 02/01/13 2 029% DUE 03/15/45 Moody's NA S&P AAA | 92937EAB0 | 3,029,204 22 100 338 | 5,104 62 | 3,042,468 02 100 777 | -13,263 80 | 61,255 51 | 2 02 1 76 |
| 3,850,408 440 | WFRBS COM L MTG TR 2012-C6 COM L MTG PASSTHRU CTFCL A-2 DTD 04/01/12 2 191% DUE 04/15/45 Moody's AAA S&P NA | 92936QAC2 | 3,858,263 27 100 204 | 7,264 54 | 3,864,847 47 100 375 | -6,584 20 | 84,362 45 | 2 18 0 97 |
| 3,775,000 000 | 2046 COMM 2013-LC6 MTG TR COM L MTG PASSTHRU CTFCL A-2 DTD 01/01/13 1 906% DUE 01/10/46 Moody's AAA S&P AAA | 20048EAV3 | 3,811,542 00 100 968 | 5,995 95 | 3,789,008 80 100 371 | 22,533 20 | 71,951 50 | 1 88 1 23 |
| 1,888,955 833 | COM M 2013-CCRE11 MTG TR COM L MTG PASSTHRU CTFCL A-1 DTD 10/01/13 1 468% DUE 10/10/46 Moody's AAA S&P NA | 12626LAA0 | 1,894,566 03 100 297 | 2,310 82 | 1,877,518 79 99 395 | 17,047 24 | 27,729 87 | 1 46 1 24 |
| 4,550,000 000 | 2047 WFRBS COM L MTG TR 2014-LC14 COM L MTG PASSTHRU CTFCL A-2 DTD 02/01/14 2 862% DUE 03/15/47 Moody's AAA S&P NA | 96221TAB3 | 4,711,707 00 103 554 | 10,851 75 | 4,657,351 56 102 359 | 54,355 44 | 130,221 00 | 2 76 1 41 |
| 3,900,000 000 | 2048 WELLS FARGO COM L MTG TR 2015-C26 COM L MTG PASSTHRU CTF A-2 DTD 02/01/15 2 663% DUE 02/15/48 Moody's AAA S&P NA | 94989CAV3 | 4,048,551 00 103 809 | 8,654 75 | 3,985,921 88 102 203 | 62,629 12 | 103,857 00 | 2 56 1 54 |

| Units | Description | CUSIP Sector (2) | Market Value(1)/ Market Price | Accrued Income | Tax Cost/ Average Unit Cost | Unrealized Gain/Loss | Estimated Annual Income | Cur Yld/ YTM |
|---------------------------------|--|---------------------|---|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Fixed Income (cont) | | | | | | | | |
| Investment Grade Taxable (cont) | | | | | | | | |
| 4,500,000 000 | 2057 WELLS FARGO COM L MTG TR 2015-NXS COM L MTG PASS THRU CTF CL A-2 DTD 10/01/15 2 848% DUE 09/15/57 Moody's AAA S&P NA | 94989VAB5 | 4,710,825 00 104 685 | 10,680 00 | 4,645,371 10 103 230 | 65,453 90 | 128,160 00 | 2 72 1 63 |
| | Total Investment Grade Taxable | | \$231,155,429 29 | \$1,116,713 91 | \$228,677,571 23 | \$2,477,858 06 | \$4,971,479 60 | 2 15% |
| International Developed Bonds | | | | | | | | |
| 4,000,000 000 | 2017 TORONTO DOM INION BK UNSECD SR MEDIUM TERM BK NT CANADA DTD 05/02/14 1 125% DUE 05/02/17 Moody's AA1 S&P AA- | 89114QAQ1 | \$4,003,360 00 100 084 | \$7,375 00 | \$3,994,560 00 99 864 | \$8,800 00 | \$45,000 00 | 1 12% 1 02 |
| 4,000,000 000 | ROYAL BK CDA UNSECD GLOBAL MEDIUM TERM SR BK NT CANADA DTD 10/15/14 1 400% DUE 10/13/17 Moody's AA3 S&P AA- | 78010U4A2 | 4,012,080 00 100 302 | 12,133 33 | 4,003,880 00 100 097 | 8,200 00 | 56,000 00 | 1 39 1 10 |
| 3,500,000 000 | 2020 LLOYDS BK PLC UNSECD SR NT UNITED KINGDOM DTD 03/17/15 2 400% DUE 03/17/20 Moody's A1 S&P A | 53944VAE9 | 3,530,205 00 100 863 | 24,266 67 | 3,496,079 38 99 888 | 34,125 62 | 84,000 00 | 2 37 2 14 |
| 4,500,000 000 | UBS AG STAM FORD BRH UNSECD MEDIUM TERM SR DEP NT CH DTD 03/26/15 2 350% DUE 03/26/20 Moody's A1 S&P A+ | 90261XHK1 | 4,609,350 00 102 430 | 27,906 25 | 4,508,100 00 100 180 | 101,250 00 | 105,750 00 | 2 29 1 66 |
| 4,000,000 000 | WESTPAC BKG CORP SR UNSECD NT AUSTRALIA DTD 11/23/15 2 600% DUE 11/23/20 Moody's AA2 S&P AA- | 961214CS0 | 4,134,480 00 103 362 | 10,977 77 | 4,005,570 00 100 139 | 128,910 00 | 104,000 00 | 2 51 1 78 |
| | Total International Developed Bonds | | \$20,289,475 00 | \$82,659 02 | \$20,008,189 38 | \$281,285 62 | \$394,750 00 | 1 94% |
| Total Fixed Income | | | \$251,444,904 29 Book adj 465 \$251,445,369 | \$1,199,372 93 | \$248,685,760 61 | \$2,759,143 68 | \$5,366,229 60 | 2 13% |

Part VII-B, Line 5c - Expenditure Responsibility Statements

Pursuant to IRC Regulation §53.4945-5(d)(2), the BHP Billiton Foundation provides the following information:

| | |
|------------------------|--|
| (i) Grantee | University of Chile Av. Libertador Bernardo O'Higgins 1058 Santiago, Chile |
| (ii) Amount of Grant | On October 27, 2014, US \$13.9 million was approved to be made in installments over a five year period. On June 5, 2015, the first cash payment of US \$745,119 was made towards this commitment. On March 16, 2016, the second cash payment of US \$745,119 was made towards this commitment. |
| (iii) Purpose of Grant | To develop and support renewable energy solutions, human capital development and the development of SERC (Solar Energy Research Centre) Applications, a non-profit organization dedicated to renewable energy solutions in urban and rural areas of Chile. |
| (iv) & (v) Reports | The University has provided quarterly, semiannual and annual reports during the year. Financial statements were included in reports on a semi-annual basis. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Regular quarterly monitoring meetings have been held. The grantor has no reason to doubt the accuracy or reliability of submitted reports from the grantee; therefore, no independent verification of the reports was made. |

Part VII-B, Line 5c - Expenditure Responsibility Statements

Pursuant to IRC Regulation §53.4945-5(d)(2), the BHP Billiton Foundation provides the following information:

| | |
|------------------------|---|
| (i) Grantee | The Melbourne University (through the Australian Mathematical Sciences Institute) Building 161, The University of Melbourne, Victoria, 3010, Australia |
| (ii) Amount of Grant | On October 27, 2014, AU\$22.1 million was approved to be made in installments over a five year period. On June 9, 2015, the first cash payment of US \$1,768,371 was made towards this commitment. On March 9, 2016, the second cash payment of US \$1,797,352 was made towards this commitment. |
| (iii) Purpose of Grant | To increase the number of girls studying maths; improve achievement in science, technology, engineering and maths (STEM) education; and increase female representation in STEM-related professions. |
| (iv) & (v) Reports | The University has provided quarterly, semiannual and annual reports during the year. Financial statements were included in reports on a semi-annual basis. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Monitoring meetings conducted every month, including quarterly reports, 6 monthly in depth reports and full Annual Report. The development of multiple plans has also taken place that will support the implementation and development of the project. These include Stakeholder Engagement Plan, Monitoring and Evaluation Plan, Communications Plan, Events Plan. The grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made. |

Part VII-B, Line 5c - Expenditure Responsibility Statements

Pursuant to IRC Regulation §53.4945-5(d)(2), the BHP Billiton Foundation provides the following information:

| | |
|------------------------|---|
| (i) Grantee | Commonwealth Scientific and Industrial Research Organisation (CSIRO) Limestone Avenue, Campbell, Canberra, ACT, 2612 Australia |
| (ii) Amount of Grant | On March 27, 2014, AU\$28.8 million was approved to be made in installments over a five year period. On November 14, 2014, the first cash payment of US \$1,926,720 was made towards this commitment. On June 9, 2015, the second cash payment of US \$ 1,749,963 was made towards this commitment. On March 9, 2016, the third cash payment of \$4,402,241 was made towards this commitment. |
| (iii) Purpose of Grant | To implement a program to improve the participation and achievement of Australian Indigenous students in STEM subjects and provide supported pathways that increase indigenous representation in STEM-related professions. |
| (iv) & (v) Reports | Regular quarterly reports and an annual report have been received on progress of the project against its performance indicators. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Monitoring meetings conducted quarterly and full Annual Report discussion. The grantor has no reason to doubt the accuracy or reliability of these reports from the grantee; therefore, no independent verification of the report was made. |

Part VII-B, Line 5c - Expenditure Responsibility Statements

Pursuant to IRC Regulation §53.4945-5(d)(2), the BHP Billiton Foundation provides the following information:

| | |
|------------------------|---|
| (i) Grantee | Commonwealth Scientific and Industrial Research Organisation (CSIRO) Limestone Avenue, Campbell, Canberra, ACT, 2612 Australia |
| (ii) Amount of Grant | On March 27, 2014, AU\$4.1 million was approved to be made in installments over a five year period. On March 11, 2016, the first cash payment of US \$295,526 was made towards this commitment. On May 5, 2016, the second cash payment of US \$ 294,911 was made towards this commitment. |
| (iii) Purpose of Grant | CSIRO Science & Engineering Awards FY15-19 To implement the Science and Engineering Awards from 2015 to 2020 which are considered Australia's most prestigious school science awards. |
| (iv) & (v) Reports | Regular quarterly reports and an annual report have been received on progress of the project against its performance indicators. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Monitoring meetings conducted every month, including in depth discussions on quarterly reports, 6 monthly in depth reports and full Annual Report including field visit. The grantor has no reason to doubt the accuracy or reliability of these reports from the grantee; therefore, no independent verification of the report was made. |

Part VII-B, Line 5c - Expenditure Responsibility Statements

Pursuant to IRC Regulation §53.4945-5(d)(2), the BHP Billiton Foundation provides the following information:

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| (i) Grantee | Transparency International Alt-Moabit 96, 10559 Berlin, Germany |
| (ii) Amount of Grant | On June 22, 2015, US \$2,527,481 was approved to be made for Phase 1, paid in smaller installments, with no commitment to move to Phase II until approved by the Board. On March 9, 2016, the first cash payment of US \$350,619 was made towards this commitment. |
| (iii) Purpose of Grant | To establish enhanced transparency and accountability in the award of mining sector permits, licenses and contracts. |
| (iv) & (v) Reports | Regular quarterly reports and an annual report have been received on progress of the project against its performance indicators. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | A face to face meeting and various teleconference calls with all parties were held this year to discuss progress against reported KPIs. The grantor has no reason to doubt the accuracy or reliability of all submitted reports from the grantee; therefore, no independent verification of the reports was made. |

Part VII-B, Line 5c - Expenditure Responsibility Statements

Pursuant to IRC Regulation §53.4945-5(d)(2), the BHP Billiton Foundation provides the following information:

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| (i) Grantee | Broken Hill City Council 240 Blende Street, Broken Hill NSW 2880 |
| (ii) Amount of Grant | On December 11 2015, A\$5,743,824 was approved to be made in 2 installments over a 2 year period. On May 9, 2016, the first cash payment of US \$2,114,014 was made towards this commitment. |
| (iii) Purpose of Grant | To help support an ongoing legacy for the Broken Hill community, through directly impacting on local wellbeing and job creation, establishing a foundation for a re-purposed future as this community nears end-of-mine life. The overall strategy calls for infrastructure to overlay Broken Hill with dynamic urban design and activation to be achieved through technology, art, events and enterprise. |
| (iv) & (v) Reports | Six monthly reports on progress of where funds have provided benefit to the community have been provided to date. Various improvements involved published and formal openings by officials and as invitation to the Foundation. Acknowledgement of funds transfer has been made. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Funds were received as per financial reports. Various community works have been evidenced as having contributed to the funds, which involved public officials and formal launch events which the Foundation has been invited to. Published annual reports continue to be monitored which lists progress across all initiatives over time. The grantor has no reason to doubt the accuracy or reliability of any provided or published report from the grantee; therefore, no independent verification of the reports was made. |

Part VII-B, Line 5c - Expenditure Responsibility Statements

Pursuant to IRC Regulation §53.4945-5(d)(2), the BHP Billiton Foundation provides the following information:

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| (i) Grantee | Extractive Industries Transparency Initiative (EITI) Ruseløkkveien 26, 0251, Oslo, Norway |
| (ii) Amount of Grant | On December 11, 2015, a one-time cash payment of US \$100,000 was made. |
| (iii) Purpose of Grant | The 2016 EITI Global Conference will focus on highlighting the results from implementing the EITI Standard, informing policy dialogue, and integrating the EITI into how governments and companies operate. (increased scrutiny over license allocations, oil sales, reforms in the utilization of subnational revenue, the impact of the disclosure etc). |
| (iv) & (v) Reports | Confirmation of money received was verified through financial statements. Conference scope and agenda received. Further documentation pertaining to papers and presentations has been published and obtained. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Money was received as per financial statements. Confirmation of agenda, scope and outcomes of conference objectives were achieved and verified by the Foundation's attendance. |

Part VII-B, Line 5c - Expenditure Responsibility Statements

Pursuant to IRC Regulation §53.4945-5(d)(2), the BHP Billiton Foundation provides the following information:

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| (v) Grantee | Department of Veterans' Affairs 300 Latrobe Street, Melbourne VIC 3000 |
| (vi) Amount of Grant | On March 30 2015, A\$10 million was approved to be made in one installment. On August 31, 2015, a cash payment of US \$7,349,000 was made towards this commitment. |
| (vii) Purpose of Grant | Anzac Centenary Public Fund in Australia (with a specific request from the Foundation that funds be directed to the construction of a public Memorial Walk and establishment of a General Sir John Monash scholarship in perpetuity). |
| (viii) & (v) Reports | Progressive half yearly reports have been provided to the Foundation. These reports will continue as construction continues. |
| (v) Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made. |
| (vii) Verification: | Email and Phone call confirmation of progress to date have occurred during 2016. The grantor has no reason to doubt the accuracy or reliability of reports from the grantee; therefore, no independent verification of the reports was made. |