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Form 990-PF

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 07-01-2016, and ending 06-30-2017

Name of foundation  
BHP Billiton Foundation

Number and street (or P O box number if mail is not delivered to street address)  
1500 Post Oak Blvd

City or town, state or province, country, and ZIP or foreign postal code  
Houston, TX 77056

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☒ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)\$ 312,451,228

J Accounting method

☐ Cash

☒ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis )

A Employer identification number  
61-1714573

B Telephone number (see instructions)  
(713) 961-8500

C If exemption application is pending, check here

D 1. Foreign organizations, check here

D 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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) )

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	5,000,000		
	2 Check if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	6,268,650	6,268,650	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	-659,154		
	b Gross sales price for all assets on line 6a			
	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			
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	10,609,496	6,268,650		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	337,054		307,046
	b Accounting fees (attach schedule)	24,195		22,195
	c Other professional fees (attach schedule)	848,904	278,370	570,534
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	76,083		
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings	6,102		6,102
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses. Add lines 13 through 23	1,292,338	278,370	905,877
	25 Contributions, gifts, grants paid	16,570,306		16,570,306
	26 Total expenses and disbursements. Add lines 24 and 25	17,862,644	278,370	17,476,183
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-7,253,148		
	b Net investment income (if negative, enter -0-)		5,990,280	
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing . . . . .	55,567,465	5,145,361	5,145,361
	2 Savings and temporary cash investments . . . . .	16,414,542	7,976,596	7,976,596
	3 Accounts receivable ▶ <u>1,503,191</u>			
	Less allowance for doubtful accounts ▶ _____	1,199,711	1,503,191	1,503,191
	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	13,092	13,092
	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	297,812,988	297,812,988
	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 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	324,628,920	312,451,228	312,451,228	
Liabilities	17 Accounts payable and accrued expenses . . . . .	53,640	85,649	
	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	53,640	85,649	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	324,575,280	312,365,579	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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 <b>Total net assets or fund balances</b> (see instructions) . . . . .	324,575,280	312,365,579	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	324,628,920	312,451,228	

**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	324,575,280
2 Enter amount from Part I, line 27a . . . . .	2	-7,253,148
3 Other increases not included in line 2 (itemize) ▶ _____	3	50
4 Add lines 1, 2, and 3 . . . . .	4	317,322,182
5 Decreases not included in line 2 (itemize) ▶ _____	5	4,956,603
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	312,365,579

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 129,370,741		130,029,895	-659,154
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			-659,154
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	-659,154
<b>3</b> 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		<b>3</b>	

**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))
2015	17,636,833	275,617,481	0 06399
2014	6,502,302	204,645,472	0 03177
2013	256,010	111,967,370	0 00229
2012		13,051,250	
2011			

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 098049
<b>3</b> 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	<b>3</b>	0 024512
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	313,144,393
<b>5</b> Multiply line 4 by line 3	<b>5</b>	7,675,795
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	59,903
<b>7</b> Add lines 5 and 6	<b>7</b>	7,735,698
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	17,476,183

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 instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	59,903
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	59,903
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	59,903
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	60,600
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	60,600
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ▶	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . ▶	<b>10</b>	697
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> ▶ 697 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>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</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX _____		
<b>b</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? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>►</b> N/A	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>►</b> Peter Bright Telephone no <b>►</b> (713) 961-8500			

Located at **►** 1500 Post Oak Blvd Houston TXZIP+4 **►** 77056

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>►</b> 15			
<b>16</b>	At any time during calendar year 2016, 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? 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 <b>►</b> UK	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	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 checked="" type="checkbox"/> Yes <input 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? ( <b>Exception.</b> 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>Yes</b>	<b>No</b>
<b>b</b>	If 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <b>►</b> <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2016? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>►</b> 20____, 20____, 20____, 20____			
<b>b</b>	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 ) . . . . .	<b>2b</b>		<b>No</b>
<b>c</b>	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 <b>►</b> 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2016 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 2016 ). . . . .	<b>3b</b>		<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2016?	<b>4b</b>		<b>No</b>

<b>5a</b>	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>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?	<input type="checkbox"/>	<b>5b</b>	<b>No</b>
<b>c</b>	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)			
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	<b>No</b>
	If "Yes" to 6b, file Form 8870			
<b>7a</b>	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>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>	<b>7b</b>	<b>No</b>

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

[illegible][illegible]

▶

**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	337,054
US Trust Bank of America 1301 McKinney Suite 5100 Dallas, TX 77010	Invest management	277,725
Baker and McKenzie Level 27 50 Bridge Street Sydney, Sydney NSW 2000 AS	Strategic advisory	269,936
Ecoadvisors Inc 1758 Henry Street Halifax, Halifax NS B3H 3K6 CA	Strategic advisory	300,000
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	294,825,221
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	23,087,868
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	317,913,089
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	317,913,089
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	4,768,696
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	313,144,393
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	15,657,220

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	15,657,220
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	59,903
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	59,903
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	15,597,317
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	15,597,317
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	15,597,317

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	17,476,183
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	17,476,183
<b>5</b>	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).	<b>5</b>	59,903
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	17,416,280

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				15,597,317
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			5,225,291	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>17,476,183</u>				
<b>a</b> Applied to 2015, but not more than line 2a			5,225,291	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				12,250,892
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				3,346,425
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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>b</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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input checked="" type="checkbox"/> 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	
<b>a</b> The name, address, and telephone number or email address of the person to whom applications should be addressed	
<b>b</b> The form in which applications should be submitted and information and materials they should include	
<b>c</b> Any submission deadlines	
<b>d</b> 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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	16,570,306
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

**1** Program service revenue**a** \_\_\_\_\_**b** \_\_\_\_\_**c** \_\_\_\_\_**d** \_\_\_\_\_**e** \_\_\_\_\_**f** \_\_\_\_\_**g** Fees and contracts from government agencies**2** Membership dues and assessments. . . . .**3** Interest on savings and temporary cash investments . . . . .**4** Dividends and interest from securities. . . . .**5** Net rental income or (loss) from real estate**a** Debt-financed property. . . . .**b** Not debt-financed property. . . . .**6** Net rental income or (loss) from personal property**7** Other investment income. . . . .**8** Gain or (loss) from sales of assets other than inventory . . . . .**9** Net income or (loss) from special events**10** Gross profit or (loss) from sales of inventory**11** Other revenue **a** \_\_\_\_\_**b** \_\_\_\_\_**c** \_\_\_\_\_**d** \_\_\_\_\_**e** \_\_\_\_\_**12** Subtotal. Add columns (b), (d), and (e). . . . .**13 Total.** Add line 12, columns (b), (d), and (e). . . . . **13** 5,609,496

(See worksheet in line 13 instructions to verify calculations.)

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes****Line No.**

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

## Part XVII

- |       | Yes | No |
|-------|-----|----|
| 1a(1) |     | No |
| 1a(2) |     | No |
| 1b(1) |     | No |
| 1b(2) |     | No |
| 1b(3) |     | No |
| 1b(4) |     | No |
| 1b(5) |     | No |
| 1b(6) |     | No |
| 1c    |     | No |

[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

<b>Sign</b>	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.

**Sign  
Here**

\*\*\*\*\*

Title

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

**Paid  
Preparer  
Use Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN  P00072674
	Jody Blazek				
	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
James Ensor	Pres/Exec Ofcr 32 00	0		
1500 Post Oak Blvd Houston, TX 77056				
Anthony John Patrick Cudmore	VP & Director 2 00	0		
1500 Post Oak Blvd Houston, TX 77056				
Liedeke Bosma	Former Exec Ofc 0 50	0		
1500 Post Oak Blvd Houston, TX 77056				
Megan Pepper	Secretary 8 00	0		
1500 Post Oak Blvd Houston, TX 77056				
Jennifer Lopez	Asst Secretary 1 00	0		
1500 Post Oak Blvd Houston, TX 77056				
Marisa Isabel Reuter	Former Asst Sec 1 00	0		
1500 Post Oak Blvd Houston, TX 77056				
Peter Clinton Bright	Treasurer 1 00	0		
1500 Post Oak Blvd Houston, TX 77056				
Stephen Pastor	Director 0 50	0		
1500 Post Oak Blvd Houston, TX 77056				
Patrick Dion Risner	Director 0 50	0		
1500 Post Oak Blvd Houston, TX 77056				
Athalie Clare Williams	Director 0 50	0		
1500 Post Oak Blvd Houston, TX 77056				
Karen Joy Wood	Ch/Dir/Fmr Pres 4 00	0		
1500 Post Oak Blvd 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)				
<b>a</b> <i>Paid during the year</i>				
The Melbourne University AMSI Building 161 Monash Road Parkville, VIC 3010 AS	N/A	NC	"Choose Maths" Programme To Increase the number of girls studying maths, improve achievement in STEM education, and increase female representation in STEM related professions	3,656,020
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	4,174,502
Transparency International Alt-Moabit 96 Berlin 10559 GM	N/A	NC	Mining for sustainable development to establish enhanced transparency and accountability in the award of mining sector permits, licenses and contracts	2,160,429
C'wlth Scientific Industrial Resch PO Box 883 Kenmore, QLD 4069 AS	N/A	NC	Implement the Engineering Awards from 2015 to 2020 which are considered Australia's most prestigious school science awards	618,493
Queensland Museum Network PO Box 3300 South Brisbane, Queensland 4101 AS	N/A	NC	2017 World Science Festival Brisbane One-year sponsorship to support an interactive and participatory science festival as sponsor of the "Street Science" component Assist in the promotion of the Foundation's current Education Equity programs, at a national and international level and engaging with existing partner organizations during the Festival	255,585
<b>Total . . . . . ►</b> <b>3a</b>				16,570,306



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)				
<b>a</b> <i>Paid during the year</i>				
UN Techo Para Chile Av Departamental 440 San Joaquin, Region Metropolitana CI	N/A	NC	To support brushfire disaster relief efforts in the South of Chile during late January, early February 2017 on a needs basis but might include the construction of emergency housing, food and service provision	500,000
Global Business Coalition for Education 599 Lexington Avenue Fl 23 New York, NY 10022	N/A	PC	2017 Gold membership fee for the Global Business Coalition for Education	30,000
Great Barrier Reef Foundation Level 13/300 Ann St Brisbane City, QLD 4000 AS	N/A	NC	Protect climate resilient coral reefs, Australia and International	77,734
Kanyirninpa Jukurrpa PO Box 504 Newman, Western Australia 6753 AS	N/A	NC	Sustain health and resilience of Australia's iconic desert country and its people	94,044
The Nature Conservancy 907 7th St - Unit 6 Santa Monica, CA 90403	N/A	PC	Forest conservation in the Boreal, Canada	97,759
<b>Total . . . . .</b> <b>3a</b>				16,570,306

**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)				
<b>a</b> <i>Paid during the year</i>				
Amazon Conservation Association 1012 14th St NW STE 625 Washington, DC 20005	N/A	PC	Integrative landscape approach, Peru	81,628
Tierra Austral Avenida Vitacura 3585 Depto 702 Vitacura, Santiago CI	N/A	NC	Advance transformational land conservation of the Mediterranean habitat(El Bordo to Cantillana corridor, Chile)	98,591
University of Colorado Boulder PO Box 910220 Denver, CO 80291	N/A	PC	Indigenous Peoples Social Context Research	70,000
C'wlth Scientific Industrial Resch PO Box 883 Kenmore, QLD 4069 AS	N/A	NC	To implement the Science Awards from 2015 through to 2020 which are considered Australia's most prestigious school science awards	4,655,521
<b>Total . . . . . ▶</b> <b>3a</b>				16,570,306

**TY 2016 Accounting Fees Schedule****Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting and secretarial fees	195	0	0	195
Audit fees	24,000	0	0	22,000

**TY 2016 Legal Fees Schedule****Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General governance and counsel	337,054	0	0	307,046

**TY 2016 Other Decreases Schedule****Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
Current period unrealized decline in value of investments	2,162,432
Less prior period unrealized adjustment of investments	2,794,171

**TY 2016 Other Increases Schedule****Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
Foreign currency translation adjustment	50

**TY 2016 Other Professional Fees Schedule****Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 16000303**Software Version:** 2016v3.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Investment management fees	278,370	278,370	0	0
Strategic advisory services	570,534	0	0	570,534

**TY 2016 Taxes Schedule****Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	76,083			



<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	<b>Schedule of Contributors</b>  ▶ <b>Attach to Form 990, 990-EZ, or 990-PF</b> ▶ <b>Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u></b>	OMB No 1545-0047  <b>2016</b>
	<b>Name of the organization</b> BHP Billiton Foundation	<b>Employer identification number</b> 61-1714573

**Organization type** (check one)

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

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 33<sup>1</sup>/<sub>3</sub>% 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).

<b>Name of organization</b> BHP Billiton Foundation	<b>Employer identification number</b> 61-1714573
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<b>Part I</b> <b>Contributors</b> (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 1500 Post Oak Blvd  Houston, TX 77056	\$ 5,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>

Employer identification number

61-1714573

<b>Part II</b>	<b>Noncash Property</b>
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

<b>Name of organization</b> BHP Billiton Foundation	<b>Employer identification number</b> 61-1714573
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<b>Part III</b>	<b>Exclusively</b> 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 <b>exclusively</b> religious, charitable, etc., contributions of <b>\$1,000 or less</b> 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
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Attachment to Part II, Line 10c

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Fixed Income (cont)</b>									
Investment Grade Taxable (cont)									
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	2,762,210.00 100.444	28,846.35	2,766,527.50 100.601		-4,317.50	65,312.50	2.36 1.58
2,222,000 000	U.S. BK. NAT'L 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	2,222,799.92 100.036	13,603.58	2,220,089.08 99.914		2,710.84	32,219.00	1.44 1.39
3,000,000 000	KINDER MORGAN ENERGY PARTNERS LP SR UNSEC'D NT DTD 02/12/08 5.950% DUE 02/15/18 Moody's BAA3 S&P BBB-	494550AY2	3,074,130.00 102.471	67,433.33	3,120,540.00 104.018		-46,410.00	178,500.00	5.80 1.93
1,450,000 000	NORFOLK SOUTHERN CORP SR UNSEC'D NT DTD 04/04/08 5.750% DUE 04/01/18 Moody's BAA1 S&P BBB+	655844AZ1	1,492,412.50 102.925	20,843.75	1,570,886.50 108.337		-78,474.00	83,375.00	5.58 1.80
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 BAA3 S&P BBB	87938WAQ6	3,031,710.00 101.057	17,024.00	3,053,130.00 101.771		-21,420.00	95,760.00	3.15 1.89
3,500,000 000	UNITED STATES TREAS. NT DTD 05/02/16 0.750% DUE 04/30/18 Moody's AAA S&P AA+	912828Q94	3,484,705.00 99.563	4,422.55	3,490,097.65 99.717		-5,392.65	26,250.00	0.75 1.27
3,000,000 000	CELGENCE CORP SR UNSEC'D NT DTD 08/12/15 2.125% DUE 08/15/18 Moody's BAA2 S&P BBB+	151020AT1	3,011,580.00 100.386	24,083.33	3,007,470.00 100.249		4,110.00	63,750.00	2.11 1.80
3,000,000 000	UNITED STATES TREAS. NT DTD 10/31/16 0.750% DUE 10/31/18 Moody's AAA S&P AA+	912828T83	2,976,810.00 99.227	3,790.76	2,994,023.44 99.801		-17,213.44	22,500.00	0.75 1.35

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Fixed Income (cont)</b>									
Investment Grade Taxable (cont)									
3,000,000 000	2019 THERMO FISHER SCIENTIFIC INC UNSECD SR NT DTD 12/11/13 2 400% DUE 02/01/19 Moody's BAA2 S&P BBB	883556BE1	3,022,230.00 100.741	30,000 00	3,053,079.70 101.769		-30,849.70	72,000 00	2.38 1.95
2,857,000 000	NATIONAL RURAL UTILS COOPFIN CORP SECD BD DTD 02/08/16 1 650% DUE 02/08/19 Moody's A1 S&P A	637432NH4	2,850,514.61 99.773	18,725 25	2,855,209.05 99.937		-4,694.44	47,140.50	1.65 1.82
3,000,000 000	AT&T INC SR UNSECD NT DTD 03/10/14 2 300% DUE 03/11/19 Moody's BAA1 S&P BBB+	00206RCC4	3,017,790.00 100.593	21,083 33	3,036,021.91 101.201		-18,231.91	69,000 00	2.28 1.98
2,750,000 000	SUNTRUST BKS INC SR UNSECD NT CALL 04/01/19 @100 DTD 05/01/14 2 500% DUE 05/01/19 Moody's BAA1 S&P BBB+	867914BG7	2,775,795.00 100.938	11,458 33	2,783,302.66 101.211		-7,507.66	68,750 00	2.47 2.00
2,500,000 000	GENERAL MTRS FINL CO INC SR UNSECD NT CALL 2/9/19 @100 DTD 05/09/16 2 400% DUE 05/09/19 Moody's BAA3 S&P BBB	37045XBJ4	2,506,700.00 100.268	8,666 67	2,508,525.00 100.341		-1,825.00	60,000 00	2.39 2.28
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	3,962,960.00 99.074	4,470 11	3,979,531.24 99.488		-16,571.24	35,000 00	0.88 1.40
1,500,000 000	SANTANDER DRIVE AUTO RECEIVABLES TR SER 2013-5 CLD DTD 11/20/13 2 730% DUE 10/15/19 Moody's AAA S&P NA	80281CAG0	1,510,755.00 100.717	3,412 50	1,522,500.00 101.500		-11,745.00	40,950 00	2.71 1.58
3,000,000 000	PUBLIC SVC ENTERPRISE GROUP INC UNSECD SR GBL NT DTD 11/08/16 1 600% DUE 11/15/19 Moody's BAA2 S&P BBB	744573AJ5	2,967,060.00 98.902	6,133 33	2,997,295.60 99.910		-30,235.60	48,000 00	1.61 2.10
9,000,000 000	UNITED STATES TREAS NT DTD 12/15/16 1 375% DUE 12/15/19 Moody's AAA S&P AA+	912828U73	8,981,010.00 99.789	5,409 83	8,973,632.81 99.707		7,377.19	123,750 00	1.37 1.49

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)								
3,095,000 000	GM FINL AUTOM OBILE LEASING TR 2016-3 NT CL A-3 DTD 09/22/16 1 610% DUE 12/20/19 Moody's AAA S&P NA	36251MAD3	3,089,614 70 99 826	4,152 46	3,084,723 63 99 668	4,891 07	49,829 50	1 61 1 76
1,290,000 000	<b>2020</b> PIONEER NAT RES CO UNSECD SR NT DTD 11/13/09 7 500% DUE 01/15/20 Moody's BAA2 S&P BBB	723787AJ6	1,451,830 50 112 545	44,612 50	1,457,171 10 112 959	-5,340 60	96,750 00	6 66 2 41
3,000,000 000	CAPITAL ONE NATL ASSN MCLEAN VA SR UNSECD BD C12/31/19 @100 DTD 01/31/17 2 350% DUE 01/31/20 Moody's BAA1 S&P BBB+	14042RFH9	3,000,990 00 100 033	29,570 83	3,002,760 00 100 092	-1,770 00	70,500 00	2 34 2 35
3,750,000 000	CITIBANK CRCARD ISSUANCE TR SER 2008-A1 CL A1 DTD 02/07/08 5 350% DUE 02/07/20 Moody's AAA S&P AAA	17305EEE1	3,834,525 00 102 254	84,151 04	3,856,347 66 102 836	-21,822 66	200,625 00	5 23 1 58
6,440,000 000	UNITED STATES TREAS NTS DTD 03/15/17 1 625% DUE 03/15/20 Moody's AAA S&P AA+	912828W63	6,460,350 40 100 316	30,712 50	6,459,873 44 100 309	476 96	104,650 00	1 62 1 54
3,000,000 000	WILLIAMS PARTNERS L P UNSECD SR NT DTD 02/09/10 5 250% DUE 03/15/20 Moody's BAA3 S&P BBB	96950FAD6	3,228,570 00 107 619	46,375 00	3,251,820 00 108 394	-23,250 00	157,500 00	4 87 2 36
3,750,000 000	FORD CR AUTO LEASE TR 2017-A NT CL A-3 DTD 03/28/17 1 880% DUE 04/15/20 Moody's NA S&P AAA	34531GAD3	3,754,050 00 100 108	5,875 00	3,762,158 20 100 324	-8,108 20	70,500 00	1 87 1 84
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	14,888,700 00 99 258	51,844 26	14,968,359 39 99 789	-79,659 39	206,250 00	1 38 1 65
3,000,000 000	FIDELITY NATL INFORMATION SVCS INC SR UNSECD NT C9/15/20 @100 DTD 10/20/15 3 625% DUE 10/15/20 Moody's BAA2 S&P BBB	31620MAP1	3,142,620 00 104 754	22,958 33	3,030,720 00 101 024	111,900 00	108,750 00	3 46 2 15



<i>Units</i>	<i>Description</i>	<i>CUSIP Sector (2)</i>	<i>Market Value(1)/ Market Price</i>	<i>Accrued Income</i>	<i>Tax Cost/ Average Unit Cost</i>	<i>Unrealized Gain/Loss</i>	<i>Estimated Annual Income</i>	<i>Cur Yld/ YTM</i>
<b>Fixed Income (cont)</b>								
Investment Grade Taxable (cont)								
4,500,000 000	ACE INA HLDGS INC SR UNSECD NT CALL 10/3/20 @100 DTD 11/03/15 2 300% DUE 11/03/20 Moody's A3 S&P A	00440EAT4	4,525,650 00 100 570	16,674 99	4,521,146 33 100 470	4,503 67	103,500 00	2 28 2 15
2,500,000 000	LG&E & KUENERGY LLC SR NT DTD 05/15/11 3 750% DUE 11/15/20 Moody's BAA1 S&P BBB+	50188FAD7	2,606,800 00 104 272	11,979 17	2,596,086 00 103 843	10,714 00	93,750 00	3 59 2 45
3,000,000 000	SANTANDER DRIVE AUTORECEIVABLES TR SER 2014-4 CL D DTD 09/17/14 3 100% DUE 11/16/20 Moody's AAA S&P A+	80283YAG0	3,044,820 00 101 494	7,750 00	3,055,195 31 101 840	-10,375 31	93,000 00	3 05 1 92
4,000,000 000	VISA INC UNSECD SR GLBL NT C11/14/20 @100 DTD 12/14/15 2 200% DUE 12/14/20 Moody's A1 S&P A+	92826CAB8	4,033,440 00 100 836	4,155 55	4,062,720 00 101 568	-29,280 00	88,000 00	2 18 1 98
4,000,000 000	<b>2021</b> NATIONAL AUSTRALIA BK LTD NY SR UNSECD GM TN DTD 01/14/16 2 625% DUE 01/14/21 Moody's AA3 S&P AA-	63254AAN8	4,034,720 00 100 868	48,708 33	4,069,800 00 101 745	-35,080 00	105,000 00	2 60 2 41
4,000,000 000	ANHEUSER-BUSCH INBEVFIN INC SR UNSECD NT CALL 01/01/21 @100 DTD 01/25/16 2 650% DUE 02/01/21 Moody's A3 S&P A-	035242AJ5	4,053,640 00 101 341	44,166 67	4,058,720 00 101 468	-5,080 00	106,000 00	2 61 2 30
876,000 000	PROCTER & GAMBLE CO UNSECD SR NT DTD 02/02/16 1 850% DUE 02/02/21 Moody's AA3 S&P AA-	742718EN5	870,927 96 99 421	6,707 48	875,833 56 99 981	-4,905 60	16,206 00	1 86 2 00
4,000,000 000	METLIFE INC SR UNSECD NT DTD 08/06/10 4 750% DUE 02/08/21 Moody's A3 S&P A-	59156RAX6	4,350,280 00 108 757	75,472 22	4,418,360 00 110 459	-68,080 00	190,000 00	4 36 2 25

<i>Units</i>	<i>Description</i>	<i>CUSIP Sector (2)</i>	<i>Market Value(1)/ Market Price</i>	<i>Accrued Income</i>	<i>Tax Cost/ Average Unit Cost</i>	<i>Unrealized Gain/Loss</i>	<i>Estimated Annual Income</i>	<i>Cur Yld/ YTM</i>
<b>Fixed Income (cont)</b>								
Investment Grade Taxable (cont)								
14,500,000 000	UNITED STATES TREAS NT DTD 02/29/16 1 125% DUE 02/28/21 Moody's AAA S&P AA+	912828P87	14,205,505 00 97 969	54,522 76	14,313,828 17 98 716	-108,323 17	163,125 00	1 14 1 73
4,000,000 000	WELLS FARGO & CO NEW SR UNSECD NT DTD 03/04/16 2 500% DUE 03/04/21 Moody's A2 S&P A	949746RS2	4,013,840 00 100 346	32,500 00	4,027,880 00 100 697	-14,040 00	100,000 00	2 49 2 44
3,000,000 000	FORD MTRCRO LLC SR UNSECD NT DTD 03/18/16 3 336% DUE 03/18/21 Moody's BAA2 S&P BBB	345397XW8	3,057,930 00 101 931	28,634 00	3,000,000 00 100 000	57,930 00	100,080 00	3 27 2 73
3,000,000 000	CITIGROUP INC UNSECD SR NT DTD 03/30/16 2 700% DUE 03/30/21 Moody's BAA1 S&P BBB+	172967KK6	3,019,920 00 100 664	20,475 00	3,056,850 00 101 895	-36,930 00	81,000 00	2 68 2 56
3,500,000 000	NEWELL RUBBERMAID INC SR UNSECD NT DTD 03/30/16 3 150% DUE 04/01/21 Moody's BAA3 S&P BBB-	651229AU0	3,581,305 00 102 323	27,562 50	3,551,160 73 101 462	30,144 27	110,250 00	3 07 2 49
356,000 000	EXELON CORP SR UNSECD NT CALL 3/15/21 @100 DTD 04/07/16 2 450% DUE 04/15/21 Moody's BAA2 S&P BBB-	30161NAT8	355,021 00 99 725	1,841 31	355,914 56 99 976	-893 56	8,722 00	2 45 2 57
42,500,000 000	UNITED STATES TREAS NT DTD 05/02/16 1 375% DUE 04/30/21 Moody's AAA S&P AA+	912828Q78	41,957,275 00 98 723	98,454 48	42,880,644 38 100 896	-923,369 38	584,375 00	1 39 1 76
4,000,000 000	AMERICAN EXPRESS CR CORP SR UNSECD MTN CALL 04/04/21 @100 DTD 05/05/16 2 250% DUE 05/05/21 Moody's A2 S&P A-	0258M0EB1	3,993,800 00 99 845	14,000 00	4,031,920 00 100 798	-38,120 00	90,000 00	2 25 2 32
2,174,000 000	BB&T CORP UNSECD SR MTN CALL 04/10/21 @100 DTD 05/10/16 2 050% DUE 05/10/21 Moody's A2 S&P A-	05531FAV5	2,157,042 80 99 220	6,313 66	2,171,739 04 99 896	-14,696 24	44,567 00	2 06 2 31

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)								
5,000,000 000	AUSTRALIA & NZ BKG GROUP LTD NY BRH UNSECD SR GBL MTN DTD 06/01/16 2 300% DUE 06/01/21 Moody's AA3 S&P AA-	05253JAM3	4,971,850 00 99 437	9,583 33	5,076,204 22 101 524	-104,354 22	115,000 00	2 31 2 49
976,000 000	SIMON PPTY GROUP LP UNSECD SR NT CALL 04/15/21 @100 DTD 01/13/16 2 500% DUE 07/15/21 S&P A	828807CX3	976,165 92 100 017	11,251 11	975,199 68 99 918	966 24	24,400 00	2 50 2 54
5,000,000 000	MICROSOFT CORP UNSECD SR NT DTD 08/08/16 1 550% DUE 08/08/21 Moody's AAA S&P AAA	594918BP8	4,892,150 00 97 843	30,784 72	4,993,047 20 99 861	-100,897 20	77,500 00	1 58 2 15
4,000,000 000	J P MORGAN CHASE & CO UNSECD MEDIUM TERM SR NT CALL 8/15/20 DTD 08/08/16 2 295% DUE 08/15/21 @100 00 Moody's A3 S&P A-	46623EKG3	3,976,720 00 99 418	34,680 00	4,033,828 66 100 846	-57,108 66	91,800 00	2 30 2 49
3,000,000 000	AMERICAN TOWER CORP NEW UNSECD SR NT DTD 08/07/14 3 450% DUE 09/15/21 S&P BBB-	03027XAE0	3,093,720 00 103 124	30,474 99	3,028,680 00 100 956	65,040 00	103,500 00	3 34 2 70
3,000,000 000	CISCO SYS INC SR UNSECD NT CALL 08/20/21 @100 DTD 09/20/16 1 850% DUE 09/20/21 Moody's A1 S&P AA-	17275RBJ0	2,963,010 00 98 767	15,570 83	3,001,849 40 100 062	-38,839 40	55,500 00	1 87 2 20
2,502,877 585	2027 FEDERAL NATL MTG ASSN POOL #AW7396 DTD 09/01/14 3 500% DUE 01/01/27 Moody's AAA S&P AA+	3138XXGE0	2,605,795 91 104 112	7,300 06	2,628,021 45 105 000	-22,225 54	87,600 72	3 36 2 07
2,797,441 699	FEDERAL HOME LN MTG CORP SER 4590 CL AK DTD 06/01/16 3 500% DUE 08/15/27 Moody's AAA S&P AA+	3137BQ5B9	2,892,051 18 103 382	8,159 20	2,925,949 17 104 594	-33,897 99	97,910 46	3 38 2 80

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)								
4,435,842 115	<b>2029</b> FEDERAL NATL MTG ASSN POOL #AL6853 DTD 05/01/15 3 500% DUE 11/01/29 Moody's AAA S&P AA+	3138EPTK0	4,630,531 23 104 389	12,937 87	4,706,151 25 106 094	-75,620 02	155,254 47	3 35 2 30
2,608,365 198	<b>2031</b> FEDERAL NATL MTG ASSN POOL #MA0792 DTD 06/01/11 4 500% DUE 07/01/31 Moody's AAA S&P AA+	31417Y3A3	2,804,983 77 107 538	9,781 37	2,839,857 61 108 875	-34,873 84	117,376 43	4 18 2 49
4,617,791 618	<b>2040</b> FEDERAL NATL MTG ASSN POOL #AL7748 DTD 11/01/15 VARRT DUE 03/01/40 Moody's AAA S&P AA+	3138EQTE2	4,863,827 56 105 328	12,129 39	4,871,770 14 105 500	-7,942 58	145,552 79	2 99 2 07
3,814,421 696	<b>2041</b> GOVERNMENT NATL MTG ASSN II POOL #82884 DTD 07/01/11 VARRT DUE 07/20/41 Moody's AAA S&P AA+	36225FF20	3,913,978 10 102 610	5,960 03	3,931,238 35 103 062	-17,260 25	71,520 41	1 82 2 08
2,455,239 090	<b>2046</b> FEDERAL HOME LN MTG CORP SER 2016-SB19 CL A5H DTD 07/01/16 VARRT DUE 01/25/46 Moody's AAA S&P AA+	3137BQYE1	2,456,098 42 100 035	4,460 35	2,467,274 67 100 490	-11,176 25	53,524 21	2 17 2 15
4,500,000 000	<b>2047</b> COMM 2014-LC15 MTG TR COM L MTG PASS THRU CTF CL A-2 DTD 03/01/14 2 840% DUE 04/10/47 Moody's AAA S&P NA	12591TAB2	4,561,650 00 101 370	10,649 99	4,645,019 53 103 223	-83,369 53	127,800 00	2 80 1 97
3,900,000 000	<b>2048</b> WELLS FARGO COM L MTG TR 2015-C26 COM L MTG PASS THRU CTF A-2 DTD 02/01/15 2 663% DUE 02/15/48 Moody's AAA S&P NA	94989CAV3	3,957,720 00 101 480	8,654 75	3,985,921 88 102 203	-28,201 88	103,857 00	2 62 2 07

<i>Units</i>	<i>Description</i>	<i>CUSIP Sector (2)</i>	<i>Market Value(1)/ Market Price</i>	<i>Accrued Income</i>	<i>Tax Cost/ Average Unit Cost</i>	<i>Unrealized Gain/Loss</i>	<i>Estimated Annual Income</i>	<i>Cur Yld/ YTM</i>
<b>Fixed Income (cont)</b>								
Investment Grade Taxable (cont)								
4,500,000 000	<b>2057</b> WELLS FARGO COML MTG TR 2015-NXS COML MTG PASS THRU CTFCL A-2 DTD 10/01/15 2 848% DUE 09/15/57 Moody's AAA S&P NA	94989VAB5	4,582,530 00 101 834	10,680 00	4,645,371 10 103 230	-62,841 10	128,160 00	2 79 2 24
	Total Investment Grade Taxable		\$268,499,416 48	\$1,343,012 79	\$270,607,568 59	-\$2,108,152 11	\$5,946,817 99	2 21%
International Developed Bonds								
4,000,000 000	<b>2017</b> ROYAL BK CDA UNSECD GLOBAL MEDIUM TERM SR BK NT CANADA DTD 10/15/14 1 400% DUE 10/13/17 Moody's A1 S&P AA-	78010U4A2	\$4,000,280 00 100 007	\$12,133 33	\$4,003,880 00 100 097	-\$3,600 00	\$56,000 00	1 40% 1 37
1,798,000 000	<b>2019</b> TORONTO DOMINION BK UNSECD SR MEDIUM TERM BK NT CANADA DTD 07/13/16 1 450% DUE 08/13/19 Moody's AA2 S&P AA-	89114QBJ6	1,782,285 48 99 126	9,993 88	1,781,548 30 99 085	737 18	26,071 00	1 46 1 90
2,702,000 000	TORONTO DOMINION BK UNSECD SR MEDIUM TERM BK NT CANADA DTD 11/05/14 2 250% DUE 11/05/19 Moody's AA2 S&P AA-	89114QAV0	2,722,048 84 100 742	9,457 00	2,721,508 44 100 722	540 40	60,795 00	2 23 1 95
3,000,000 000	<b>2020</b> ACTAVIS FDG SCS SR UNSECD GTD NT C2/12/20 @100 LUXEMBOURG DTD 03/12/15 3 000% DUE 03/12/20 Moody's BAA3 S&P BBB	00507UAP6	3,063,660 00 102 122	27,250 00	3,102,630 00 103 421	-38,970 00	90,000 00	2 93 2 19
4,500,000 000	UBS AG STAMFORD 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	4,526,730 00 100 594	27,906 25	4,508,100 00 100 180	18,630 00	105,750 00	2 33 2 16
4,000,000 000	WESTPAC BKG CORP SR UNSECD NT AUSTRALIA DTD 11/23/15 2 600% DUE 11/23/20 Moody's AA3 S&P AA-	961214CS0	4,043,080 00 101 077	10,977 77	4,005,570 00 100 139	37,510 00	104,000 00	2 57 2 29

<i>Units</i>	<i>Description</i>	<i>CUSIP Sector (2)</i>	<i>Market Value(1)/ Market Price</i>	<i>Accrued Income</i>	<i>Tax Cost/ Average Unit Cost</i>	<i>Unrealized Gain/Loss</i>	<i>Estimated Annual Income</i>	<i>Cur Yld/ YTM</i>
<b>Fixed Income (cont)</b>								
International Developed Bonds (cont)								
3,000,000 000	<b>2021</b> HSBC HLDGS PLC SR UNSECD NT UNITED KINGDOM DTD 05/25/16 2 950% DUE 05/25/21 Moody's A1 S&P A	404280AY5	3,038,160 00 101 272	8,849 99	3,004,980 00 100 166	33,180 00	88,500 00	2 91 2 65
3,250,000 000	TEVA PHARMACEUTICAL FIN NETH III B V SR UNSECD NT NETHERLANDS DTD 07/21/16 2 200% DUE 07/21/21 Moody's BAA2 S&P BBB	88167AAC5	3,190,395 00 98 166	31,777 77	3,257,380 38 100 227	-66,985 38	71,500 00	2 24 2 71
3,000,000 000	SHIRE ACQUISITIONS INVTS IRELAND UNSECD SR GBL NT IRELAND CALL DTD 09/23/16 2 400% DUE 09/23/21 08/23/21 @100 Moody's BAA3 S&P BBB-	82481LAB5	2,965,020 00 98 834	19,599 99	2,999,877 29 99 996	-34,857 29	72,000 00	2 42 2 74
	Total International Developed Bonds		\$29,331,659 32	\$157,945 98	\$29,385,474 41	-\$53,815 09	\$674,616 00	2 30%
Total Fixed Income			\$297,831,075 80	\$1,500,958 77	\$299,993,043 00	-\$2,161,967 20	\$6,621,433 99	2 22%

Book adj <18,087.56>  
\$297,812,988

**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. Tupper 2007 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. On July 7, 2016, the third cash payment of US \$ 4,174,502 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 on progress of the project against its performance indicators 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. On December 15, 2016 a cash payment of US \$ 3,656,020 was made towards this commitment.
(iii) Purpose of Grant	"Choose Maths" Programme 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	Queensland Museum Network PO Box 3300, South Brisbane, Queensland 4101
(ii) Amount of Grant	On February 24, 2017, a one-time cash payment of US \$255,585 was made.
(iii) Purpose of Grant	One year sponsorship to support an interactive and participatory science festival as sponsor of the 'Street Science' component. Assist in the promotion of the Foundation's current Education Equity programs, at a national and international level and engaging with existing partner organizations during the Festival.
(iv) & (v) Reports	Working committee developed a detailed activity plan that was fully executed during the World Science Festival. Full report presented in May 2017 provided overview of outcomes and achievements attained at the festival.
(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:	Working committee developed a detailed activity plan that was fully executed during the World Science Festival.

**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	UN Techo Para Chile Av. Departamental 440 San Joaquín, Región Metropolitana, Chile
(ii) Amount of Grant	On February 17, 2017, a one-time cash payment of US \$500,000 was made.
(iii) Purpose of Grant	Disaster Relief: to support bushfire disaster relief efforts in the South of Chile during late January, early February 2017 on a needs basis including the construction of emergency housing, food and service provision.
(iv) & (v) Reports	Annual Report is expected as of each 31st December until the Donation is fully expended.
(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:	Annual Report is expected as of each 31st December until the Donation is fully expended.

**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	Great Barrier Reef Foundation 599 Lexington Avenue, c/o Reed Smith, Floor 23, New York, NY 10022
(ii) Amount of Grant	On March 29, 2017, a one-time cash payment of US \$ 77,734 was made.
(iii) Purpose of Grant	Climate resilient coral reefs, Australia and International
(iv) & (v) Reports	Reports on activities undertaken are required to be submitted within thirty days of December 31st 2017 and will contain a detailed narrative and itemized financial account of the manner in which the donation was spent by the grantee, and the progress made in accomplishing the purposes of the donation during the period covered by the report.
(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:	Reports on activities undertaken are required to be submitted within thirty days of December 31st 2017 and will contain a detailed narrative and itemized financial account of the manner in which the donation was spent by the grantee, and the progress made in accomplishing the purposes of the donation during the period covered by the report.

**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	Kanyirninpa Jukurrpa PO Box 504 Newman WA 6753
(ii) Amount of Grant	On March 29, 2017, a one-time cash payment of US \$ 94,044 was made.
(iii) Purpose of Grant	To sustain health and resilience of Australia's iconic desert country and its people.
(iv) & (v) Reports	Reports on activities undertaken are required to be submitted within thirty days of December 31st 2017 and will contain a detailed narrative and itemized financial account of the manner in which the donation was spent by the grantee, and the progress made in accomplishing the purposes of the donation during the period covered by the report.
(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:	Reports on activities undertaken are required to be submitted within thirty days of December 31st 2017 and will contain a detailed narrative and itemized financial account of the manner in which the donation was spent by the grantee, and the progress made in accomplishing the purposes of the donation during the period covered by the report.

**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	Tierra Austral Avenida Vitacura 3585 Depto 702 Vitacura, Santiago
(ii) Amount of Grant	On March 29, 2017, a one-time cash payment of US \$ 98,591 was made.
(iii) Purpose of Grant	To advance transformational land conservation of the Mediterranean habitat (El Boldo to Cantillana corridor, Chile)
(iv) & (v) Reports	Reports on activities undertaken are required to be submitted within thirty days of December 31st 2017 and will contain a detailed narrative and itemized financial account of the manner in which the donation was spent by the grantee, and the progress made in accomplishing the purposes of the donation during the period covered by the report.
(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:	Reports on activities undertaken are required to be submitted within thirty days of December 31st 2017 and will contain a detailed narrative and itemized financial account of the manner in which the donation was spent by the grantee, and the progress made in accomplishing the purposes of the donation during the period covered by the report

**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. On March 17, 2017, a cash payment of US \$4,665,521 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 Organization (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. On January 18, 2017, a cash payment of \$618,493 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:

(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. On December 7, 2016, a cash payment of US \$760,853 was made towards this commitment. On March 1, 2017, a cash payment of US \$689,199 was made towards this commitment. On June 22, 2017 a cash payment of US \$710,377 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:

(i) Grantee	Broken Hill City Council 240 Blende Street, Broken Hill NSW 2880
(ii) Amount of Grant	On December 11 2015, AU \$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	Ten 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:

(v) Grantee	Department of Veterans' Affairs 300 Latrobe Street, Melbourne VIC 3000
(vi) Amount of Grant	On March 30 2015, AU \$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 2017. 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.