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Form 990-PF

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

Department of the Treasury

Internal Revenue Service

For calendar year 2015, or tax year beginning 07-01-2015

, and ending 06-30-2016

Name of foundation

BHP Billiton Foundation

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

1360 Post Oak Boulevard Ste 150

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

Houston, TX 77056

A Employer identification number

61-1714573

BT Telephone number (see instructions)

(713) 961-8500

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

IFair market value of all assets at end of year (from Part II, col (c), line 16) \$ 324,628,920

JAccounting method

Cash

Accrual

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 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			
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		
Operating and Administrative Expenses	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-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2015)

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

(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	Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
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		3	

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 VII

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	22,316
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			
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2.		3	22,316
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	22,316
6		Credits/Payments			
a		2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,833	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868).	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	1,833
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	20,483
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded		11	

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	Yes	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

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? 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>	16	Yes	No

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. ▶	<input type="checkbox"/>		
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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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
	<i>If "Yes" to 6b, file Form 8870</i>			
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 Houston, TX 77056	40 00			
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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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>				
<div>Total</div>			<div>3a</div>	17,445,782
<div>b Approved for future payment</div> <div>See Additional Data Table</div>				
<div>Total</div>			<div>3b</div>	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?			Yes	No
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>
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<div>Name of the organization</div> <div>BHP Billiton Foundation</div>	<div>Employer identification number</div> <div>61-1714573</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<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>
Form 990-PF	<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).

Name of organization BHP Billiton Foundation	Employer identification number 61-1714573
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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	\$ 55,000,000	Person <input checked="" type="checkbox"/>
	1360 Post Oak Boulevard		Payroll <input type="checkbox"/>
	Houston, TX 770563020		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)
(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
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization BHP Billiton Foundation	Employer identification number 61-1714573
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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 NT		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-	90331H MU4	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 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 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 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 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 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 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:

(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:

(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:

(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:

(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.