

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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
2017
Open to Public Inspection

For calendar year 2017, or tax year beginning 07-01-2017, and ending 06-30-2018

Name of foundation BHP Billiton Foundation		A Employer identification number 61-1714573	
Number and street (or P O box number if mail is not delivered to street address) 1500 Post Oak Blvd		B Telephone number (see instructions) (713) 961-8500	
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77056		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 345,865,040		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	60,229,919			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,904,025	7,904,025		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,105,518			
	b Gross sales price for all assets on line 6a	82,202,347			
	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	67,028,426	7,904,025			
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)	129,643			143,717
	b Accounting fees (attach schedule)	20,170			22,170
	c Other professional fees (attach schedule)	1,409,857	304,661		1,104,407
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	76,500			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	71,275			71,113
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	1,707,445	304,661		1,341,407
	25 Contributions, gifts, grants paid	24,463,975			24,463,975
26 Total expenses and disbursements. Add lines 24 and 25	26,171,420	304,661		25,805,382	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	40,857,006				
b Net investment income (if negative, enter -0-)		7,599,364			
c Adjusted net income (if negative, enter -0-)					

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	5,145,361	571,462	571,462
	2 Savings and temporary cash investments	7,976,596	6,192,450	6,192,450
	3 Accounts receivable ▶ <u>1,875,771</u>			
	Less allowance for doubtful accounts ▶ _____	1,503,191	1,875,771	1,875,771
	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	13,092	1,833	1,833
	10a Investments—U S and state government obligations (attach schedule)		138,637,763	138,637,763
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	297,812,988		198,585,761
	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)	312,451,228	345,865,040	345,865,040	
Liabilities	17 Accounts payable and accrued expenses	85,649	96,364	
	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)	85,649	96,364	
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	312,365,579	345,768,676	
	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)	312,365,579	345,768,676		
31 Total liabilities and net assets/fund balances (see instructions) .	312,451,228	345,865,040		

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	312,365,579
2 Enter amount from Part I, line 27a		2	40,857,006
3 Other increases not included in line 2 (itemize) ▶ _____		3	
4 Add lines 1, 2, and 3		4	353,222,585
5 Decreases not included in line 2 (itemize) ▶ _____		5	7,453,909
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	345,768,676

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)
1 a Publicly traded securities			
b			
c			
d			
e			

(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)
a 82,202,347		83,307,865	-1,105,518
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			-1,105,518
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-1,105,518
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))
2016	17,416,280	313,144,393	0 05562
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	

2 Total of line 1, column (d)	2	0 153666
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 030733
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	338,377,608
5 Multiply line 4 by line 3	5	10,399,359
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	75,994
7 Add lines 5 and 6	7	10,475,353
8 Enter qualifying distributions from Part XII, line 4	8	25,805,382

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)

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total tax due is 3,797.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

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 N/A 13 Yes
14 The books are in care of Peter Bright Telephone no (713) 961-8500
Located at 1500 Post Oak Blvd Houston TX ZIP+4 77056
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
16 At any time during calendar year 2017, 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? Yes No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country UK

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.
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? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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). Yes 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)? 1b No
Organizations relying on a current notice regarding disaster assistance check here.
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 2017? 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes 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? Yes No
b If "Yes," did it have excess business holdings in 2017 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 2017). 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 2017? 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)? Organizations relying on a current notice regarding disaster assistance check here. ▶		5b	No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
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? <i>If "Yes" to 6b, file Form 8870</i>		6b	No
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	(e) Expense account, 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	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. ▶

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
Baker and McKenzie Level 27 50 Bridge Street Sydney, Sydney NSW 2000 AS	Strategic advisory	431,064
US Trust Bank of America 1301 McKinney Suite 5100 Dallas, TX 77010	Investment mgmt	303,805
Crofts Keogh Pty Ltd 186 Lower Heidelberg Road Ivanhoe East, Ivanhoe East VIC 3079 AS	Management advisory	302,535
Norton Rose Fulbright US LLP 1301 McKinney St 5100 Houston, TX 77010	Legal services	129,643
Ecoadvisors Inc 1758 Henry Street Halifax, Halifax NS B3H 3K6 CA	Strategic advisory	369,000

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	328,087,603
b	Average of monthly cash balances.	1b	15,442,964
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	343,530,567
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	343,530,567
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,152,959
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	338,377,608
6	Minimum investment return. Enter 5% of line 5.	6	16,918,880

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	16,918,880
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	75,994
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	75,994
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	16,842,886
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	16,842,886
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	16,842,886

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	25,805,382
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	25,805,382
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	75,994
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	25,729,388

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				16,842,886
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			3,346,425	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>25,805,382</u>				
a Applied to 2016, but not more than line 2a			3,346,425	
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 2017 distributable amount.				16,842,886
e Remaining amount distributed out of corpus	5,616,071			
5 Excess distributions carryover applied to 2017 (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	5,616,071			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,616,071			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.	5,616,071			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a 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) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) 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.)

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 Name and address (home or business)	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
a <i>Paid during the year</i> See attachment State and zipcode for e-filing purposes, TX 77056	N/A		See attachment	24,463,975
Total			▶ 3a	24,463,975
b <i>Approved for future payment</i>				
Total			▶ 3b	

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 50	0		
1500 Post Oak Blvd Houston, TX 77056				
Megan Pepper	Secretary 16 00	0		
1500 Post Oak Blvd Houston, TX 77056				
Jennifer Lopez	Asst Secretary 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 1 50	0		
1500 Post Oak Blvd Houston, TX 77056				
Patrick Dion Risner	Director 2 50	0		
1500 Post Oak Blvd Houston, TX 77056				
Athalie Clare Williams	Director 2 00	0		
1500 Post Oak Blvd Houston, TX 77056				
Karen Joy Wood	Chair/Director 8 00	0		
1500 Post Oak Blvd Houston, TX 77056				

TY 2017 Accounting Fees Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Audit fees	20,170	0	0	22,170

TY 2017 Investments Corporate Bonds Schedule

Name: BHP Billiton Foundation

EIN: 61-1714573

Software ID: 17005038

Software Version: 2017v2.2

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AT&T Inc 3.000% Due 06/30/22	3,494,880	3,494,880
Ace INA Hldgs 2.300% Due 11/03/20	4,419,945	4,419,945
Actavis Fdg Scs 3.000% Due 03/12/20	3,582,936	3,582,936
Aercap Ireland 3.950% Due 02/01/22	3,578,760	3,578,760
American Express 2.250% Due 05/05/21	3,886,920	3,886,920
American Intl Group 2.300% Due 07/16/19	596,370	596,370
American Tower 3.450% Due 09/15/21	2,987,580	2,987,580
Anheuser-Busch Inbev 2.650% Due 02/01/21	4,931,100	4,931,100
Apache Corp 3.250% Due 04/15/22	589,818	589,818
Apple Inc Unsecd 2.850% Due 02/23/23	4,429,800	4,429,800
Australia/New Zlnd Bkg 2.300% Due 6/1/21	4,859,850	4,859,850
BB&T Corp 2.050% Due 05/10/21	3,066,941	3,066,941
BP Cap Mkts 2.241% Due 09/26/18	899,685	899,685
Bank Nova Scotia 2.050% Due 06/05/19	993,400	993,400
Bank Nova Scotia 2.700% Due 03/07/22	4,154,078	4,154,078
Barclays Plc 2.875% Due 06/08/20	3,060,010	3,060,010
Comm 2014-Lc15 2.840% Due 04/10/47	4,500,000	4,500,000
CVS Health Corp 3.700% Due 03/09/23	3,308,142	3,308,142
Capital One Multi-2.080% Due 03/15/23	1,408,607	1,408,607
Capital One Natl 2.350% Due 01/31/20	3,498,916	3,498,916

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Cardinal Health Inc 2.400% Due 11/15/19	3,562,704	3,562,704
Cisco Sys Inc 1.850% Due 09/20/21	2,864,010	2,864,010
Citigroup Inc 2.700% Due 03/30/21	2,942,340	2,942,340
CNH Equip Tr 2017 2.300% Due 02/15/23	982,760	982,760
Discover Card 1.900% Due 10/17/22	3,622,759	3,622,759
Exelon Corp Sr 2.450% Due 04/15/21	345,979	345,979
Fidelity Natl 3.625% Due 10/15/20	2,237,027	2,237,027
Ford Cr Auto Lease 1.880% Due 04/15/20	3,730,688	3,730,688
Ford Mtr Cr Co 3.200% Due 01/15/21	593,244	593,244
Ford Mtr Cr Co 3.336% Due 03/18/21	2,973,090	2,973,090
Goldman Sachs 3.000% Due 04/26/22	2,686,475	2,686,475
HSBC Hldgs 4.000% Due 03/30/22	1,014,600	1,014,600
HSBC Hldgs 2.950% Due 05/25/21	2,953,590	2,953,590
JP Morgan Chase 2.295% Due 08/15/21	3,864,440	3,864,440
JP Morgan Chase 2.200% Due 10/22/19	990,550	990,550
Kinder Morgan Energy 3.450% Due 02/15/23	2,895,000	2,895,000
LG&E & KU Energy 3.750% Due 11/15/20	2,522,200	2,522,200
Metlife Inc Sr 4.750% Due 02/08/21	4,154,200	4,154,200
Microsoft Corp 1.550% Due 08/08/21	4,794,550	4,794,550
Morgan Stanley 2.750% Due 05/19/22	581,250	581,250

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
National Australia Bk 2.63% Due 01/14/21	3,930,120	3,930,120
National Rural Utils 1.650% Due 02/08/19	2,839,715	2,839,715
National Rural Utils 2.400% Due 04/25/22	965,920	965,920
Newell Rubbermaid 3.150% Due 04/01/21	4,061,952	4,061,952
Noble Energy Inc 4.150% Due 12/15/21	3,048,090	3,048,090
Oracle Corp 2.500% Due 10/15/22	969,420	969,420
Pioneer Nat Res 7.500% Due 01/15/20	1,371,850	1,371,850
Procter & Gamble 1.850% Due 02/02/21	853,977	853,977
Public Svc Enterprise1.600% Due 11/15/19	2,934,090	2,934,090
Regions Finl Corp 2.750% Due 08/14/22	3,471,624	3,471,624
Royal Bk Cda 2.750% Due 02/01/22	3,928,600	3,928,600
Santander Drive 3.100% Due 11/16/20	3,005,550	3,005,550
Shire Acquisitions 2.400% Due 09/23/21	3,446,496	3,446,496
Simon Ppty Group 2.500% Due 07/15/21	5,345,781	5,345,781
Suntrust Bks Inc 2.500% Due 05/01/19	3,342,730	3,342,730
Toronto Dominion Bk 2.250% Due 11/05/19	2,681,087	2,681,087
Toronto Dominion Bk 1.450% Due 08/13/19	1,771,893	1,771,893
Toyota Mtr Cr Corp 1.550% Due 07/13/18	799,760	799,760
Toyota Mtr Cr Corp 2.800% Due 07/13/22	4,415,490	4,415,490
UBS Ag Stamford 2.350% Due 03/26/20	5,289,812	5,289,812

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Unitedhealth Group 3.350% Due 07/15/22	3,504,970	3,504,970
Unitedhealth Group 2.375% Due 10/15/22	961,510	961,510
Visa Inc Unsecd 2.200% Due 12/14/20	3,935,040	3,935,040
WFRBS Coml Mtg 3.440% Due 04/15/45	969,844	969,844
Wells Fargo Coml 2.663% Due 02/15/48	3,866,577	3,866,577
Wells Fargo Coml 2.855% Due 05/15/48	1,292,772	1,292,772
Wells Fargo Coml 2.848% Due 09/15/57	4,467,420	4,467,420
Westpac Bkg Corp 2.300% Due 05/26/20	983,830	983,830
Westpac Bkg Corp 2.600% Due 11/23/20	3,936,760	3,936,760
Williams Partners LP 5.250% Due 03/15/20	3,633,887	3,633,887

TY 2017 Investments Government Obligations Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 17005038**Software Version:** 2017v2.2**US Government Securities - End
of Year Book Value:**

138,637,763

**US Government Securities - End
of Year Fair Market Value:**

138,637,763

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Legal Fees Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General governance and counsel	129,643	0	0	143,717

TY 2017 Other Decreases Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Amount
Foreign currency translation adjustment	184
Net unrealized decline in value of investments	7,453,725

TY 2017 Other Professional Fees Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment management fees	304,661	304,661	0	0
Management advisory	305,132	0	0	304,343
Strategic advisory services	800,064	0	0	800,064

TY 2017 Taxes Schedule**Name:** BHP Billiton Foundation**EIN:** 61-1714573**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	76,500			

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

OMB No 1545-0047
2017

Name of the organization
BHP Billiton Foundation

Employer identification number
61-1714573

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 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 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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
--	---

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 SustainableCommunities Nova South 160 Victoria St London, SW1E 5LBUK	\$ 60,229,919	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

Part II	Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed
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(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
--	---

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
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	Relationship of transferor to transferee
Transferee's name, address, and ZIP 4	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	Relationship of transferor to transferee
Transferee's name, address, and ZIP 4	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	Relationship of transferor to transferee
Transferee's name, address, and ZIP 4	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	Relationship of transferor to transferee
Transferee's name, address, and ZIP 4	_____
_____	_____
_____	_____

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

Grantee Name & Address	Grant Date	Purpose of Grant	Grant Amount	Amount Spent by Grantee	Reports Received	Diversion by Grantee	Notes
Reporting for Grants Issued in Tax Year 2017							
Transparency International Alt-Moabit 96 10559 Berlin Germany	4/11/2018	Mining for Sustainable Development To establish enhanced transparency and accountability in the award of mining sector permits licences and contracts	\$ 1,601,648	\$ 1,601,648	Quarterly reports (x2) 6 monthly report (x1) Final Report (x1)	No	1&2
Open Contracting Partnership Fund of the City of New York 121 Avenue of the Americas 6th Floor New York NY 10013-1590	12/19/2017	The Project will support the adoption of Open Contracting to promote accessible user-friendly open data along the entire deal flow of public contracts in 15 resource rich countries	\$ 677,516	\$ 677,516	Quarterly Reports (x2) Six month report	No	1&2
Open Contracting Partnership Fund of the City of New York 121 Avenue of the Americas 6th Floor New York NY 10013-1590	1/22/2018	The Project will support the adoption of Open Contracting to promote accessible user-friendly open data along the entire deal flow of public contracts in 15 resource rich countries	\$ 677,516	\$ 677,516	Quarterly Reports (x2) Six month report	No	1&2
World Bank (IFC) 2121 Pennsylvania Avenue NW Washington DC 20433 USA	7/7/2017	To enhance the effectiveness of disclosure of key sector information such as contractual data revenues and allocations of those revenues in support of achieving clear development outcomes from extractive investments	\$ 643,067	\$ 643,067	Quarterly Reports (x2) Six month report	No	1&2
World Bank (IFC) 2121 Pennsylvania Avenue NW Washington DC 20433 USA	9/29/2017	To enhance the effectiveness of disclosure of key sector information such as contractual data revenues and allocations of those revenues in support of achieving clear development outcomes from extractive investments	\$ 643,067	\$ 643,067	Quarterly Reports (x2) Six month report	No	1&2
World Bank (IFC) 2121 Pennsylvania Avenue NW Washington DC 20433 USA	3/30/2018	To enhance the effectiveness of disclosure of key sector information such as contractual data revenues and allocations of those revenues in support of achieving clear development outcomes from extractive investments	\$ 643,067	\$ 643,067	Quarterly Reports (x2) Six month report	No	1&2
Kanyin nipa Jukurrpa PO Box 504 Newman WA 6753 Australia	10/18/2017	Project aims to sustain the health and resilience of Australia's iconic desert country and its people	\$ 85,655	\$ 85,655	Quarterly (Jan18-Mar18)	No	1&2
Desert Support Services 76 Wittenoom Street East Perth Western Australia 6004 Australia	3/27/2018	To fund the provision of basic services to the urban poor to access water and sanitation services and to partially pay for the installation of the required infrastructure through microloans	\$ 1,292,817	\$ 1,292,817	Recently approved during FY 18 No reports are yet due	No	1&2
Great Barrier Reef Foundation PO BOX 2725 Fortitude Valley QLD 4006 Australia	10/27/2017	This project aims to improve outcomes for the world's coral reefs and reef-dependent communities by building resilience to climate change through local action Over four years it will establish demonstration climate resilience leadership sites at internationally significant coral reefs including Australia's Great Barrier Reef and Ningaloo Reef Each site will be supported to develop a Climate Resilience Plan and implement priority actions focusing on actions that can be delivered by communities including traditional owner groups	\$ 27,143	\$ 27,143	Recently Approved during FY 18 Quarterly Report Q1 Mar18-May 18)	No	1&2

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

Grantee Name & Address	Grant Date	Purpose of Grant	Grant Amount	Amount Spent by Grantee	Reports Received	Diversion by Grantee	Notes
Great Barrier Reef Foundation PO BOX 2725 Fortitude Valley QLD 4006 Australia	4/25/2018	This project aims to improve outcomes for the world's coral reefs and reef-dependent communities by building resilience to climate change through local action. Over four years it will establish demonstration climate resilience leadership sites at internationally significant coral reefs including Australia's Great Barrier Reef and Ningaloo Reef. Each site will be supported to develop a Climate Resilience Plan and implement priority actions focusing on actions that can be delivered by communities including traditional owner groups.	\$ 1,710,302	\$ 1,710,302	Quarterly (Q1 Mar18-May18)	No	1&2
Fundacion de Conservacion Tierra Austral Avenida Vitacura 3585 Depto 702 Vitacura Santiago	10/27/2017	To advance transformational land conservation of the Mediterranean habitat (El Bordo to Cantillana corridor Chile)	\$ 20,912	\$ 20,912	Recently approved during FY 18. No reports are yet due.	No	1&2
Education Endowment Foundation (EEF) Millbank tower 21-24 Millbank London SW1P4QP UK	6/30/2018	Turning evidence into practice change. Building evidence on education interventions that are effective (cost and outcomes) and have the greatest impact and to put that knowledge into the hands of school leaders and teachers. Empowering education leaders, teachers, Principals, Ministers and Heads of State to make evidence informed decisions that enhance the impact for children and young people through the creation of a global evidence ecosystem that leads directly to increased advocacy, awareness, utilisation and impact of high quality educational evidence.	\$ 2,051,755	\$ 2,051,755	Recently approved during FY 18. No reports are yet due.	No	1&2
Commonwealth Scientific and Industrial Research Organization (CSIRO) Limestone Avenue Campbell Canberra ACT 2612 Australia	1/11/2017	Improve the participation and achievement of Australian Indigenous students in STEM subjects and provide supported pathways that increase indigenous representation in STEM related professions.	\$ 655,512	\$ 655,512	Quarterly, Semi Annual Annual Reports	No	1&2
Reconciliation Australia King George Terrace Parkeet ACT 2600 Australia	1/11/2017	To progress reconciliation through recognising, supporting and celebrating strong Aboriginal and Torres Strait Islander governance and self-determination.	\$ 171,159	\$ 171,159	Quarterly reports	No	1&2
Reconciliation Australia King George Terrace Parkeet ACT 2600 Australia	1/11/2017	For Australian schools and early learning services to foster a higher level of knowledge and pride in Aboriginal and Torres Strait Islander histories, cultures and contributions.	\$ 814,998	\$ 814,998	Quarterly reports	No	1&2
Australian Indigenous Governance Institute (AIGI) John Yencken Building 45 Sullivans Creek Road The Australian National University ACT 2601 Australia	1/11/2017	To create a new practice set that builds and disseminates best practice tools, research and training, and disrupts systems to establish a strength-based policy framework for Indigenous led nation building.	\$ 772,900	\$ 772,900	Quarterly reports	No	1&2

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

Grantee Name & Address	Grant Date	Purpose of Grant	Grant Amount	Amount Spent by Grantee	Reports Received	Diversion by Grantee	Notes
The Melbourne University (through the Australian Mathematical Sciences Institute) Building 161 The University of Melbourne Victoria 3010 Australia	12/19/2017	AMSI "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.	\$ 2,693,950	\$ 2,693,950	Quarterly, Semi-Annual Annual Reports	No	1&3
Universidad de Chile (SERC) Av Tupper 2007 Santiago Chile	11/30/2017	The untapped development potential of preparing local human capital for the productive applications of solar energy in the Arica and Parnacota Region. Working with local educational institutions (including primary and technical schools and universities), the project aims to increase regional solar energy awareness, provide educational tools and programmes to students and the general population, and to teach social and technical skills to the community whilst encouraging entrepreneurship. It also aims for outcomes to be replicable in other regions of Chile and South America.	\$ 3,513,839	\$ 3,513,839	Quarterly reports Annual Y3Q4 Report (May 2017 to April 2018) Mid-Term audit (August 2018)	No	1&4
Queensland Museum PO Box 3300 South Brisbane Queensland 4101 Australia	3/27/2018	2018 World science festival Brisbane donation. One year sponsorship. The Festival celebrates the integration of science and art through a program of thought-provoking debate and conversation, inspiring theatrical and cinematic experiences, interactive workshops and engaging hands-on activities. By taking science out of the laboratory and into streets and public spaces, World Science Festival Brisbane (the WSFB) makes science not only visible but accessible for all.	\$ 271,915	\$ 271,915	Working committee developed a detailed activity plan that was fully executed during the World Science Festival. Full report was presented which provided overview of outcomes and achievements attained at the festival.	No	5&6
Reporting for Grants Issued in Prior Tax Years							
Universidad de Chile (SERC) Av Tupper 2007 Santiago Chile	06/05/2015 03/16/2016 07/07/2016	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.	745,119 745,119 4,174,502	\$ 5,664,740	The University has provided quarterly, semi-annual 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.	No	4&5
The Melbourne University (through the Australian Mathematical Sciences Institute) Building 161 The University of Melbourne Victoria 3010 Australia	06/09/2015 03/09/2016 12/15/2016	"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.	1,768,371 1,797,352 3,656,020	\$ 7,221,743	The University has provided quarterly, semi-annual and annual reports during the year. Financial statements were included in reports on a semi-annual basis.	No	5&7

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

Grantee Name & Address	Grant Date	Purpose of Grant	Grant Amount	Amount Spent by Grantee	Reports Received	Diversion by Grantee	Notes
Queensland Museum PO Box 3300 South Brisbane Queensland 4101 Australia	2/24/2017	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	\$ 255,585	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.	No	5&6
UN Techo Para Chile Av. Departamental 440 San Joaquín Region Metropolitana Chile	2/27/2017	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.	\$ 500,000	\$ 500,000	Report on activities undertaken received within thirty days of December 31st 2017 and contains 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.	No	5&8
Great Barrier Reef Foundation PO BOX 2725 Fortitude Valley QLD 4006 Australia	3/29/2017	Climate resilient coral reefs - Australia and International	\$ 77,734	\$ 77,734	Report on activities undertaken received within thirty days of December 31st 2017 and contains 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.	No	5&8
Kanyin nmpa Jukurrpa PO Box 504 Newman WA 6753 Australia	3/29/2017	To sustain health and resilience of Australia's iconic desert country and its people.	\$ 94,044	\$ 94,044	Report on activities undertaken received within thirty days of December 31st 2017 and contains 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.	No	5&8
Fundacion de Conservacion Tierra Austral Avenida Vitacura 3585 Depto 702 Vitacura Santiago	3/29/2017	To advance transformational land conservation of the Mediterranean habitat (El Bordo to Cantillana corridor Chile).	\$ 98,591	\$ 98,591	Report on activities undertaken received within thirty days of December 31st 2017 and contains 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.	No	5&8

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

Grantee Name & Address	Grant Date	Purpose of Grant	Grant Amount	Amount Spent by Grantee	Reports Received	Diversion by Grantee	Notes
Commonwealth Scientific and Industrial Research Organization (CSIRO) Limestone Avenue Campbell Canberra ACT 2612 Australia	11 14 2014 06 09 2015 03 09 2016 03 17 2017	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	1 926 720 1 749 963 4 402 241 4 665 521	\$ 12 744 445	Regular quarterly reports and an annual report have been received on progress of the project against its performance indicators	No	3&5
Commonwealth Scientific and Industrial Research Organization (CSIRO) Limestone Avenue Campbell Canberra ACT 2612 Australia	03 11 2016 05 05 2016 01 18 2017	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	295 526 294 911 618 493	\$ 1 208 930	Regular quarterly reports and an annual report have been received on progress of the project against its performance indicators	No	3&5
Transparency International Alt-Moabit 96 10559 Berlin Germany	03 09 2016 12 07 2016 03 01 2017 06 22 2017	To establish enhanced transparency and accountability in the award of mining sector permits licenses and contracts	350 619 760 853 689 199 710 377	\$ 2 511 048	Regular quarterly reports and an annual report have been received on progress of the project against its performance indicators	No	2&5
Broken Hill City Council 240 Blende Street Broken Hill NSW 2880 Australia	5 9 2016	To catalyze the launch of publicly funded but privately operated public schools in the Western Cape Province of South Africa. The primary objective is to substantially increase access to quality education for children from poorer communities	\$ 2 114 014	CANCELLED	CANCELLED Requested residual funds to be returned. In progress	No	
Department of Veterans' Affairs 300 Latrobe Street Melbourne VIC 3000 Australia	8 31 2015	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)	\$ 7 349 000	NA	Progressive half yearly reports have been provided to the Foundation. These reports will continue as construction continues	No	1&2

Note 1 Regular Reporting is expected for FY19 Quarterly reports (x2), 6 monthly report (x1), Final Report (x1)

Note 2 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

Note 3 Monitoring meetings conducted every month, including quarterly reports, 6 monthly in depth reports and full Annual Report. 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

Note 4 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

Note 5 No further reports expected

Note 6 Working committee developed a detailed activity plan that was fully executed during the World Science Festival

Note 7 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

Note 8 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 XV, Line 3a- Grant and Contributions Paid During the Year

Recipient Name	Status	Purpose	Amount
American National Red Cross 8550 Arlington Boulevard Fairfax, VA 22031	PC	Hurricane Harvey Disaster Relief Efforts Southeast Texas	\$ 1,250,000
The Melbourne University (through the Australian Mathematical Sciences Institute) Building 161, The University of Melbourne, Parkville VIC 3010 Australia	NC	AMSI "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	2,693,950
Universidad de Chile (SERC) Av Tupper 2007, Santiago Chile Chile	NC	The untapped development potential of preparing local human capital for the productive applications of solar energy in the Arica and Parinacota Region Working with local educational institutions (including primary and technical schools and universities), the project aims to increase regional solar energy awareness, provide educational tools and programmes to students and the general population and to teach social and technical skills to the community whilst encouraging entrepreneurship It also aims for outcomes to be replicable in other regions of Chile and South America	3,513,839
World Bank (IFC) 2121 Pennsylvania Avenue NW Washington, DC 20433 USA	NC	To enhance the effectiveness of disclosure of key sector information, such as contractual data, revenues and allocations of those revenues, in support of achieving clear development outcomes from extractive investments	1,929,200
Commonwealth Scientific and Industrial Research Organization (CSIRO) Limestone Avenue, Campbell, Canberra, ACT, 2612 Australia	NC	Improve the participation and achievement of Australian Indigenous students in STEM subjects and provide supported pathways that increase indigenous representation in STEM related professions	655,512
Transparency International Alt-Moabit 96, 10559 Berlin, Germany	NC	Mining for Sustainable Development To establish enhanced transparency and accountability in the award of mining sector permits, licences and contracts	1,601,648

Part XV, Line 3a- Grant and Contributions Paid During the Year

Recipient Name	Status	Purpose	Amount
Queensland Museum PO Box 3300, South Brisbane, Queensland 4101, Australia	NC	2018 World science festival Brisbane donation One year sponsorship The Festival celebrates the integration of science and art through a program of thought-provoking debate and conversation, inspiring theatrical and cinematic experiences, interactive workshops and engaging hands-on-activities By taking science out of the laboratory and into streets and public spaces, World Science Festival Brisbane (the WSFB) makes science not only visible but accessible for all	271,915
Global Business Coalition for Education 599 Lexington Avenue, Fl 23 New York NY 10022	PC	2018 Gold membership fee for the Global BusinessCoalitron for Education	30,000
Great Barrier Reef Foundation PO BOX 2725, Fortitude Valley QLD 4006, Australia	NC	This project aims to improve outcomes for the world’s coral reefs and reef-dependent communities by building resilience to climate change through local action Over four years it will establish demonstration climate resilience leadership sites at internationally significant coral reefs, including Australia’s Great Barrier Reef and Ningaloo Reef. Each site will be supported to develop a Climate Resilience Plan and implement “priority actions”, focusing on actions that can be delivered by communities, including traditional owner groups	1,710,302
Kanyirrimpa Jukurrpa PO Box 504 Newman WA 6753, Australia	NC	Project aims to sustain the health and resilience of Australia’s iconic desert country and its people	85,655
The Nature Conservancy 907 7th St - Unit 6 Santa Monica, CA 90403	PC	Forest conservation in the Boreal, Canada	2,500,000
Rainforest Alliance 233 Broadway, 28th Floor New york NY 10279	PC	This project aims to improve outcomes for the world’s coral reefs and reef-dependent communities by building resilience to climate change through local action Over four years it will establish demonstration climate resilience leadership sites at internationally significant coral reefs, including Australia’s Great Barrier Reef and Ningaloo Reef Each site will be supported to develop a Climate Resilience Plan and implement “priority actions”, focusing on actions that can be delivered by communities, including traditional owner groups	94,188

Part XV, Line 3a- Grant and Contributions Paid During the Year

Recipient Name	Status	Purpose	Amount
The Brookings Institution 1775 Massachusetts Avenue, NW Washington, DC 20016	PC	Establish and promote evidence-based best practices in public disclosure, transparency and accountability mechanisms across the entire natural resource value chain Contribute to reducing corruption and bribery through rigorous analysis of transparency, accountability and participation mechanisms (“open governance”) along the natural resource value chain	1,648,193
Fundacion de Conservacion Tierra Austral Avenida Vitacura 3585 Depto 702 Vitacura, Santiago	NC	Turning evidence into practice change Building evidence on education interventions that are effective (cost and outcomes) and have the greatest impact and to put that knowledge into the hands of school leaders and teachers Empowering education leaders, teachers, Principals, Minsters and Heads of State, to make evidence informed decisions that enhance the impact for children and young people through the creation of a global evidence ecosystem that leads directly to increased advocacy, awareness, utilisation and impact of high quality educational evidence	20,912
Reconciliation Australia King George Terrace, Parkest ACT 2600 Australia	NC	To progress reconciliation through recognising, supporting, and celebrating strong Aboriginal and Torres Strait Islander governance and self-determination	171,159
Reconciliation Australia King George Terrace, Parkest ACT 2600 Australia	NC	For Australian schools and early learning services to foster a higher level of knowledge and pride in Aboriginal and Torres Strait Islander histories, cultures and contributions	814,998
Australian Indigenous Governance Institute (AIGI) John Yencken, Building, 45 Sullivans Creek Road, The Australian National University ACT 2601 Australia	NC	To create a new practice set that builds and disseminates best practice tools, research and training, and disrupts systems to establish a strength-based policy framework for Indigenous led nation building	772,900
Open Contracting Partnership Fund of the City of New York, 121 Avenue of the Americas, 6th Floor New York, NY 10013-1590	NC	The Project will support the adoption of Open Contracting to promote accessible, user-friendly open data along the entire ‘deal flow’ of public contracts in 15 resource rich countries	1,355,032

Part XV, Line 3a- Grant and Contributions Paid During the Year

Recipient Name	Status	Purpose	Amount
Desert Support Services 76 Wittenoom Street, East Perth, Western Australia 6004, Australia	NC	Project aims to sustain the health and resilience of Australia's iconic desert country and its people	1,292,817
Education Endowment Foundation (EEF) Millbank tower, 21-24 Millbank London, SW1P4QP UK	NC	Turning evidence into practice change Building evidence on education interventions that are effective (cost and outcomes) and have the greatest impact and to put that knowledge into the hands of school leaders and teachers Empowering education leaders, teachers, Principals, Ministers and Heads of State, to make evidence informed decisions that enhance the impact for children and young people through the creation of a global evidence ecosystem that leads directly to increased advocacy, awareness, utilisation and impact of high quality educational evidence	2,051,755
Total Part XV, Line 3a			<u>\$ 24,463,975</u>