BHP BILLITON LTD
Form 20-F
September 25, 2006
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM 20-F

¨ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE FISCAL YEAR ENDED 30 JUNE 2006

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

¨ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report ______

Commission file number: 001-09526	**Commission file number: 001-31714**
BHP BILLITON LIMITED	**BHP BILLITON PLC**
(ABN 49 004 028 077)	**(REG. NO. 3196209)**

(Exact name of Registrant as specified in its charter)	**(Exact name of Registrant as specified in its charter)**
VICTORIA, AUSTRALIA	**ENGLAND AND WALES**
(Jurisdiction of incorporation or organisation)	**(Jurisdiction of incorporation or organisation)**
180 LONSDALE STREET, MELBOURNE, VICTORIA 3000 AUSTRALIA	**NEATHOUSE PLACE, VICTORIA, LONDON, UNITED KINGDOM**
(Address of principal executive offices)	**(Address of principal executive offices)**

Securities registered or to be registered

pursuant to section 12(b) of the Act.

Title of each class	Name of each exchange on which registered	Title of each class	Name of each exchange on which registered
American Depositary Shares*	**New York Stock Exchange**	**American Depositary Shares***	**New York Stock Exchange**
Ordinary Shares**	**New York Stock Exchange**	**Ordinary Shares, nominal value US$0.50 each****	**New York Stock Exchange**

* Evidenced by American Depositary Receipts. Each American Depositary Receipt represents two ordinary shares of BHP Billiton Limited or BHP Billiton Plc, as the case may be.

** Not for trading, but only in connection with the listing of the applicable American Depositary Shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the annual report.

	BHP Billiton Limited	**BHP Billiton Plc**
Fully Paid Ordinary Shares	3,495,949,933	2,468,147,002

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.   Yes ¨   No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.   Yes x   No ¨

Indicate by check mark which financial statement item the registrant has elected to follow.   Item 17 ¨   Item 18 x

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   Yes ¨   No x

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes x   No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See

definition of   accelerated filer and large accelerated filer   in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x   Accelerated filer ¨   Non-accelerated filer ¨

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1. KEY INFORMATION

Selected financial information

The selected financial information for BHP Billiton reflects the combined operations of both BHP Billiton Limited and BHP Billiton Plc and has been derived from the 2006 financial statements. The selected financial information should be read in conjunction with, and is qualified in its entirety by reference to the 2006 financial statements and notes thereto. For the first time in 2005-06, the BHP Billiton Group s financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and, as such, the basis of preparation is different to that of the most recent comparative year s annual financial report. The 2004-05 comparatives have been restated accordingly. IFRS differ in certain aspects from US Generally Accepted Accounting Principles (GAAP). Details of the principal differences between IFRS and US GAAP are set out in note 39 US Generally Accepted Accounting Principles disclosures in the financial statements. The BHP Billiton Group publishes its consolidated financial statements in US dollars.

One of our jointly controlled entities, Minera Escondida Limitada meets the definition of a significant unconsolidated subsidiary in accordance with Rule 3-09 of Regulation S-X. Accordingly, the financial statements of Minera Escondida Limitada will be filed with the SEC as soon as available, but no later than 31 December 2006.

Amounts in accordance with IFRS	**30 June**	
US$M except per share data	**2006**	**2005**
Consolidated Income Statement		
Revenue together with share of jointly controlled entities revenue	**39,099**	31,150
Less: share of jointly controlled entities external revenue included above	**(6,946)**	(4,428)
Revenue	**32,153**	26,722
Profit from operations	**14,671**	9,271
Profit attributable to members of BHP Billiton Group	**10,450**	6,396
Dividends per ordinary share paid during the period (US cents)	**32.0**	23.0
Dividends per ordinary share declared in respect of the period (US cents)	**36.0**	28.0
Earnings per ordinary share (basic) (US cents) [(a)]	**173.2**	104.4
Earnings per ordinary share (diluted) (US cents) [(a)]	**172.4**	104.0
Number of ordinary shares (millions)		
- At period end	**5,964**	6,056
- Weighted average	**6,035**	6,124
- Diluted	**6,066**	6,156
Consolidated Balance Sheet		
Total assets	**48,516**	41,843
Share capital	**3,242**	3,363
Total equity attributable to members of BHP Billiton Group	**24,218**	17,575

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Amounts in accordance with US GAAP

	30 June				
(US$M except per share data)	**2006**	**2005**	**2004**	**2003**	**2002**
Consolidated Income Statement					
Sales revenue	32,153	26,722	22,887	15,608	13,552
Operating income	9,043	6,554	3,489	2,780	1,698
Net income total	9,783	6,388	2,716	1,581	1,249
Net income from continuing operations	9,783	6,388	2,716	1,576	1,513
Net income/(loss) from discontinued operations				5	(264)
Per ordinary share [(a)]:					
Net income attributable to members					
- Basic from continuing operations (US cents)	159.7	104.3	43.7	25.5	25.1
- Diluted from continuing operations (US cents)	158.9	103.7	43.5	25.4	25.0
- Basic from discontinued operations (US cents)					(4.4)
- Diluted from discontinued operations (US cents)					(4.4)
- Basic total (US cents)	159.7	104.3	43.7	25.5	20.7
- Diluted total (US cents)	158.9	103.7	43.5	25.4	20.6
Per American Depositary Share (ADS):					
Net income attributable to members					
- Basic total	319.4	208.6	87.4	51.0	41.4
- Diluted total	317.8	207.4	87.0	50.8	41.2
Consolidated Balance Sheet					
Total assets	53,317	46,861	36,675	35,001	35,795
Share capital	3,242	3,363	3,603	3,537	4,895
Total equity attributable to members of BHP Billiton Group	27,839	22,004	18,802	16,832	17,147

(a) The calculation of the number of ordinary shares used in the computation of basic earnings per share is the aggregate of the weighted average number of ordinary shares outstanding during the period of BHP Billiton Plc and BHP Billiton Limited after deduction of the number of shares held by the Billiton share repurchase scheme and the Billiton Employee Share Ownership Trust, the BHP Performance Share Plan Trust and the BHP Bonus Equity Plan Trust and adjusting for the BHP Billiton Limited bonus share issue. Included in the calculation of fully diluted earnings per share are shares and options contingently issuable under Employee Share Ownership Plans.

(b) On 1 July 2005, we changed our US accounting policy for pension and other post retirement benefits. Details of the impact on the 2005-06 year, and pro forma disclosures for the 2004-05 year had the policy been applied, are set out in note 39 US Generally Accepted Accounting Principles disclosures in the financial statements. Had the change in policy been applied to previous years, the impact on net income would not have been material in the 2003-04, or 2002-03 years, and would have had an impact of US$200 million in the 2001-02 year. The impact on earnings per share would have been an increase of 0.6 US cents per share in 2003-04, and decreases of 1.4 and 3.3 US cents per share in 2002-03 and 2001-02 respectively.

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Risk factors

We believe that, because of the international scope of our operations and the industries in which we are engaged, numerous factors have an effect on our results and operations. The following describes the material risks that could affect the BHP Billiton Group.

Fluctuations in commodity prices may negatively impact our results

The prices we obtain for our oil, gas, minerals and other commodities are determined by, or linked to, prices in world markets, which have historically been subject to substantial variations because of fluctuations in supply and demand. The influence of hedge and other financial investment funds participating in commodity markets has increased in recent years contributing to higher levels of price volatility. We expect that volatility in prices for most of our commodities will continue for the foreseeable future. This volatility creates the risk that our operating results will be materially and adversely affected by unforeseen declines in the prevailing prices of our products.

Our profits may be negatively affected by currency exchange rate fluctuations

Our assets, earnings and cash flows are influenced by a wide variety of currencies due to the geographic diversity of the countries in which we operate. Fluctuations in the exchange rates of those currencies may have a significant impact on our financial results. The US dollar is the currency in which the majority of our sales are denominated. Operating costs are influenced by the currencies of those countries where our mines and processing plants are located and also by those currencies in which the costs of imported equipment and services are determined. The Australian dollar, South African rand, Chilean peso, Brazilian real and US dollar are the most important currencies influencing our operating costs. Given the dominant role of the US currency in our affairs, the US dollar is the currency in which the BHP Billiton Group measures its financial performance. It is also the natural currency for borrowing and holding surplus cash. We do not generally believe that active currency hedging provides long-term benefits to our shareholders. We may consider currency protection measures appropriate in specific commercial circumstances, subject to strict limits established by our Boards. Therefore, in any particular year, currency fluctuations may have a significant impact on our financial results.

Failure to discover new reserves or enhance existing reserves could negatively affect our results and financial condition

Because most of our revenues and profits are related to our oil and gas and minerals operations, our results and financial conditions are directly related to the success of our exploration efforts and our ability to replace existing reserves. A failure in our ability to discover new reserves or enhance existing reserves in sufficient quantities to maintain or grow the current level of our reserves could negatively affect our results, financial condition and prospects.

We may have fewer mineral, oil or gas reserves than our estimates indicate

Our reserves estimations may change substantially if new information subsequently becomes available. Fluctuations in the price of commodities, variation in production costs or different recovery rates may ultimately result in our estimated reserves being revised. If such a revision was to indicate a substantial reduction in proven or probable reserves at one or more of our major projects, it could negatively affect our results, financial condition and prospects.

Health, safety and environmental exposures and related regulations may impact our operations and reputation negatively

The nature of the industries in which we operate means that our activities are highly regulated by health, safety and environmental laws. As regulatory standards and expectations are constantly developing, we may be exposed to increased litigation, compliance costs and unforeseen environmental remediation expenses.

The December 1997 Kyoto Protocol established a set of greenhouse gas emission targets for developed countries that have ratified the Protocol. The European Union Emissions Trading System (EU ETS), which came into effect on 1 January 2005, has had an impact on greenhouse gas and energy intensive businesses based in the EU. Our Petroleum assets in the UK are currently subject to the EU ETS as are our EU based customers. Elsewhere there is existing and emerging regulation, such as the mandatory renewable energy target in Australia (which puts the onus on power producers to ensure that the national grid has 2 per cent renewable energy by the year 2020) that will affect energy prices. From a medium and long-term perspective, we are likely to see changes in the margins of our greenhouse gas intensive assets and energy intensive assets as a result of regulatory impacts in the countries where we operate. These regulatory mechanisms may be either voluntary or legislated and may impact our operations directly or indirectly via our customers. Inconsistency of regulations may also change the attractiveness of the locations of some of our assets. Assessments of the potential impact of future climate change regulation are uncertain given the wide scope of potential regulatory change in the 25 or more countries where we operate.

The European Registration, Evaluation and Authorisation of Chemicals (REACH) system is anticipated to commence operation in the first half of 2007. REACH will require manufacturers, importers and downstream users of chemical substances, including metals and minerals, to establish that the substances can be used without negatively affecting health or the environment. The draft legislation, which is currently

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undergoing review as it proceeds through the European Parliament for potential enactment, contemplates a registration and authorisation process for identified uses of products. The extent to which our operations and customers are affected by these changes will not be clear until the final form of the regulations is determined. These potential compliance costs, litigation expenses, regulatory delays, remediation expenses and operational costs could negatively affect our financial results.

Our operational processes and geographic locations may be subject to operational accidents or natural catastrophes such as earthquakes, hurricanes and tsunamis.

We may continue to be exposed to increased operational costs due to the costs and lost workers time associated with the HIV/AIDS infection rate of our southern African workforce.

Because we operate globally, we may be affected by potential avian flu outbreaks in any of the regions in which we operate. The effects of avian flu may manifest themselves directly on employees, offices and operation or indirectly on customers and markets.

Despite our best efforts and best intentions, there remains a risk that health, safety and/or environmental incidents or accidents may occur that may negatively impact our reputation and freedom or licence to operate.

Land tenure disputes may negatively impact our operations

We operate in several countries where ownership of land is uncertain and where disputes may arise in relation to ownership. These disputes cannot always be predicted and hence there is a risk that this may cause disruption to some of our mining projects and prevent our development of new projects.

In Australia, the Native Title Act (1993) provides for the establishment and recognition of native title under certain circumstances. Like land ownership disputes, native title could negatively affect our new or existing projects.

In South Africa, the Extension of Security of Tenure Act (1997) prevents evictions from taking place in the absence of a court order. Occupiers who reside on the owner s land with the requisite consent of the owner, have rights to remain in occupation unless they breach their statutory obligations as occupiers. A process exists for long-term occupiers to enjoy life-long tenure. However, the legislation provides for the option of provision of suitable alternative land for occupation. Furthermore, the Restitution of Land Rights Act (1994) permits dispossessed communities to reclaim land, but only where such dispossession occurred after 1913 and as a consequence of a discriminatory practice or law. Both these Acts could negatively affect new or existing projects of the BHP Billiton Group.

Actions by governments in the countries in which we operate could have a negative impact on our business

Our business could be adversely affected by new government regulation such as controls on imports, exports and prices, new forms or rates of taxation and royalties.

In South Africa, the Mineral and Petroleum Resources Development Act (2002) (MPRDA) came into effect on 1 May 2004. The law provides for the conversion of existing mining rights (so called Old Order Rights) to rights under the new regime (New Order Rights) subject to certain undertakings to be made by the company applying for such conversion. These new rights will also be subject to revised state royalties in the case of certain minerals, but this is only expected to be introduced in 2009. The MPRDA also required the development of a Broad Based Socio Economic Empowerment (BBSEE) Charter, known as the Mining Charter, for the mining industry with the objectives of expanding opportunities, skills, ownership and employment for historically disadvantaged South Africans. The Mining Charter requires that mining companies achieve 15 per cent ownership by historically disadvantaged South Africans of South African mining assets within five years and 26 per cent ownership within 10 years. If we are unable to convert our South African mining rights in accordance with the MPRDA and the Mining Charter, we could lose some of those rights. We also could be adversely affected by regulatory inquiries into our business practices.

Additional risks associated with emerging markets may negatively impact some of our operations

We operate in emerging markets, which may involve additional risks that could have an adverse impact upon the profitability of an operation. These risks could include terrorism, civil unrest, nationalisation, renegotiation or nullification of existing contracts, leases, permits or other agreements, and changes in laws and policy as well as other unforeseeable risks. If one or more of these risks occurs at one of our major projects, it could have a negative effect on our operating results or financial condition.

We may not be able to successfully integrate our acquired businesses

We have grown our business in part through acquisitions. We expect that some of our future growth will stem from acquisitions. There are numerous risks encountered in business combinations and we may not be able to successfully integrate acquired businesses or generate the cost savings and synergies anticipated, which could negatively affect our financial condition and results of operations.

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We may not recover our investments in exploration and new mining and oil and gas projects

There is a risk that we will not be able to recover the funds we spend identifying new mining and oil and gas properties through our exploration program. Increasing requirements relating to regulatory, environmental and social approvals can potentially result in significant delays in construction and may adversely impact upon the economics of new mining and oil and gas properties, the expansion of existing operations and our results of operations.

Our non-controlled assets may not comply with our standards

Some of our assets are controlled and managed by joint venture partners or by other companies. Management of our non-controlled assets may not comply with the BHP Billiton Group s health, safety, environment and other standards, controls and procedures. Failure to adopt equivalent standards, controls and procedures at these assets could lead to higher costs and reduced production and adversely impact our results and reputation.

Increased reliance upon the Chinese market may negatively impact our results in the event of a slowdown in consumption

The Chinese market has become a significant source of global demand for commodities. China now represents in excess of 41 per cent of global seaborne iron ore demand, 22 per cent of copper, 22 per cent of aluminum and 16 per cent of nickel demand. China s demand for these commodities has more than doubled in the last five years, but this demand is expected to moderate as the government pursues measures to reduce economic overheating and to increase capital efficiency.

Whilst this increase represents a significant business opportunity, our exposure to China s economic fortunes and economic policies has increased. Sales into China generated US$6.6 billion or 16.8 per cent of revenue, including our share of jointly controlled entities revenue in the year ended 30 June 2006.

In recent times we have seen a synchronised global recovery, resulting in upward movement in commodity prices driven partly by China s demand. This synchronised demand has introduced increased volatility in BHP Billiton s commodity portfolio. Whilst this synchronised demand has, in recent periods, resulted in higher prices for the commodities we produce, if China s economic growth slows, it could result in lower prices for our products and therefore reduce our revenues.

Inflationary pressures and shortages of skilled personnel could negatively impact our operations and expansion plans

The strong commodity cycle and large numbers of projects being developed in the resources industry led to increased demand for skilled personnel, contractors, materials and supplies and increased demands from governments. This has led, and could continue to lead to, increased capital and operating costs and difficulties in developing, acquiring and retaining skilled personnel, which may in turn adversely affect the development of new projects, the expansion of existing operations, the results of those operations and our financial condition and prospects.

Forward looking statements

This Annual Report contains forward looking statements, including statements regarding:

- estimated reserves
- trends in commodity prices
- demand for commodities
- plans, strategies and objectives of management

closure or divestment of certain operations or facilities (including associated costs)

anticipated production or construction commencement dates

expected costs or production output

the anticipated productive lives of projects, mines and facilities

provisions and contingent liabilities.

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Forward looking statements can be identified by the use of terminology such as intend , aim , project , anticipate , estimate , plan , believes may , should , will , continue or similar words. These statements discuss future expectations concerning the results of operations or financial condition or provide other forward looking statements.

These forward looking statements are not guarantees or predictions of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control and which may cause actual results to differ materially from those expressed in the statements contained in this Annual Report.

For example, our future revenues from our operations, projects or mines described in this Annual Report will be based, in part, upon the market price of the minerals, metals or petroleum produced, which may vary significantly from current levels. These variations, if materially adverse, may affect the timing or the feasibility of the development of a particular project or the expansion of certain facilities or mines. Other factors that may affect the actual construction or production commencement dates, costs or production output and anticipated lives of operations, mines or facilities include our ability to profitably produce and transport the minerals, petroleum and/or metals extracted to applicable markets; the impact of foreign currency exchange rates on the market prices of the minerals, petroleum or metals we produce; activities of government authorities in some of the countries where we are exploring or developing these projects, facilities or mines, including increases in taxes, changes in environmental and other regulations and political uncertainty; and other factors identified in the description of the risk factors above. We cannot assure you that our estimated economically recoverable reserve figures, closure or divestment of such operations or facilities including associated costs, actual production or commencement dates, cost or production output or anticipated lives of the projects, mines and facilities discussed in this Annual Report will not differ materially from the statements contained in this Annual Report. Except as required by applicable regulations or by law, the Group does not undertake any obligation to publicly update or review any forward looking statements, whether as a result of new information or future events.

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2. INFORMATION ON THE COMPANY

History and development of BHP Billiton

We are the world s largest diversified resources group with a combined market capitalisation of approximately US$122.8 billion as of 30 June 2006 and we generated revenue, together with our share of jointly controlled entities revenue and profit attributable to members of BHP Billiton of US$39.1 billion and US$10.5 billion respectively for the year ended 30 June 2006.

Since June 2001, we have operated under a Dual Listed Companies (DLC) structure. Under the DLC structure, the two parent companies, BHP Billiton Limited (formerly BHP Limited, and before that The Broken Hill Proprietary Company Limited) and BHP Billiton Plc (formerly Billiton Plc) operate as a single economic entity, run by a unified Board and management team. More details of the DLC structure are located under Organisational structure .

BHP Billiton Limited was incorporated in 1885 and is registered in Australia with ABN 49 004 028 077. BHP Billiton Plc was incorporated in 1996 and is registered in England and Wales with registration number 3196209.

The registered office of BHP Billiton Limited is at 180 Lonsdale Street, Melbourne, Victoria 3000, Australia, and its telephone number is +61 3 9609 3333. The registered office of BHP Billiton Plc is Neathouse Place, London SW1V1BH, UK, and its telephone number is +44 20 7802 4000.

We divide our business into seven business units, or Customer Sector Groups (CSGs):

- Petroleum, which explores for, produces, processes and markets hydrocarbons including oil, gas and liquefied natural gas
- Aluminium, which explores for and mines bauxite and processes and markets aluminium and alumina
- Base Metals, which explores for, mines, processes and markets copper, silver, zinc, lead, uranium, and copper by-products including gold and molybdenum
- Carbon Steel Materials, which explores for, mines, processes and markets metallurgical coal, iron ore and manganese used in the production of carbon steel
- Diamonds and Specialty Products, which explores for and mines diamonds and titanium minerals, and also includes our recently-sold fertiliser operations
- Energy Coal, which explores for, mines, processes and markets energy coal for use in electricity generation
- Stainless Steel Materials, which explores for, mines, processes and markets nickel, which is used in the production of stainless steel.

In addition to the seven CSGs, we also have a minerals exploration group, a technology group and a freight, transport and logistics operation. The tables below list the contribution to revenue from each of these CSGs and by geographic market for the years ended 30 June 2006 and 30 June 2005. Further details of the contribution from each of these CSGs to our revenues and profits are outlined in the Operating and financial review and prospects section.

Analysis by CSG	**Revenue 2006 US$M**	**Revenue 2005 US$M**
Petroleum	**5,871**	5,967
Aluminium	**4,977**	4,571
Base Metals	**4,901**	2,329
Carbon Steel Materials	**9,134**	7,168
Diamonds and Specialty Products	**886**	731
Energy Coal	**2,881**	2,971
Stainless Steel Materials	**2,955**	2,266
Group and unallocated items	**548**	719
Total	**32,153**	26,722

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Analysis by geographical market	Revenue 2006 US$M	Revenue 2005 US$M
Australia	**3,507**	2,626
North America	**2,344**	2,122
Europe	**10,027**	9,352
South America	**729**	55
Southern Africa	**1,426**	1,308
Japan	**3,959**	3,118
South Korea	**1,689**	1,662
China	**5,294**	3,413
Other Asia	**2,496**	1,851
Rest of World	**682**	1,215
Total	**32,153**	26,722

Business Overview

Petroleum Customer Sector Group

Our Petroleum Customer Sector Group s principal activities are oil and natural gas exploration, production and development in Australia, the United Kingdom, the United States, Algeria, Trinidad and Tobago and Pakistan. We group our petroleum assets for reporting purposes into the following regions: Australia/Asia, Americas, and Europe/Africa/Middle East. We produce and market crude oil and condensates, natural gas, liquefied natural gas, liquefied petroleum gas and ethane.

Total production in 2005-06 was 116.0 million barrels of oil equivalent, compared with total production in 2004-05 of 119.0 million barrels of oil equivalent.

Australia/Asia

In Australia, we produce oil and gas from Bass Strait, the North West Shelf, the Griffin Project, the Minerva gas field and the Moranbah Coal Bed Methane (CBM) gas project with the Bass Strait and North West Shelf being the major fields. In Asia, we produce gas and a small volume of condensate from the Zamzama gas field in Pakistan.

The majority of our Bass Strait crude oil and condensate production is dispatched from the Bass Strait fields to refineries along the east coast of Australia. The majority of the natural gas produced was sold to GASCOR, under a long-term Consumer Price Index (CPI) indexed contract with periodic price reviews, for on-sale to retailers to meet local residential, commercial and industrial requirements. The GASCOR contract is due to expire on 31 December 2009 or upon depletion of the outstanding contractual volume, whichever is the earlier. Similar contracts have been executed with AGL and TRUenergy that will extend gas supply to these two retailers until 2017.

The domestic gas phase of the North West Shelf Project delivers gas via pipeline to the Western Australian domestic market under long-term contracts. Significant portions of the LNG expansion phase production are sold per year to Japanese buyers under long-term contracts, which expire at various periods in three to 28 years. Medium-term (terms of three to five years) contract and spot sales are made to buyers in Japan, Korea and the US, with the level of spot sales dependent upon plant and shipping availability. In December 2004, an LNG sales and purchase agreement with the Guangdong LNG Project for the purchase and supply of LNG from the North West Shelf became unconditional and sales under the contract commenced in mid 2006.

Americas

Our operations in the Americas consist of interests in five producing assets in the Gulf of Mexico operations and the Angostura project off Trinidad and Tobago. Our operating fields in the Gulf of Mexico are Mad Dog, West Cameron 76, Mustang, Genesis and Starlifter. We also own 25 per cent and 22 per cent respectively in the companies that own and operate the Caesar oil pipeline and the Cleopatra gas pipeline, which transport oil and gas from the Green Canyon area to connecting pipelines that transport product to the US mainland. During the year, we sold Green Canyon 18/Ewing Bank 988 and Green Canyon 60 blocks with effect from 1 September 2005. The transactions closed in December 2005 and January 2006 respectively.

Our activities in the Gulf of Mexico were affected by the severe hurricanes in September 2005. Both Hurricanes Katrina and Rita interrupted production for several days and Rita severely damaged our Typhoon facility. We decided not to redevelop Typhoon, Boris and Little Burn tie-back field but rather pursue divestiture options. On 18 August 2006, Energy Resource Technology, a wholly-owned subsidiary of Helix Energy Solutions, acquired a 100 per cent working interest in the Typhoon, Boris and Little Burn oil fields. The agreement is subject to regulatory approval.

Europe/Africa/Middle East

Our Europe/Africa/Middle East producing assets include our fields off the UK coast and two operations in Algeria. In the UK, we produce oil and gas from Liverpool Bay and Bruce/Keith fields. In Algeria, we produce wet gas from Ohanet and oil from ROD integrated development.

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Information on Petroleum operations

Detailed descriptions of our producing assets by geographical region are listed in the tables below. These tables should be read in conjunction with the production and reserve tables.

Name, location and type of asset	Ownership and operation	Title/lease	Facilities
AUSTRALIA/ASIA			
Bass Strait Offshore Victoria, Australia Oil and gas production	We hold a 50% interest in the Bass Strait fields. Esso Australia owns the other 50% interest and is the operator.	The venture holds 19 production licences issued by the Commonwealth of Australia with expiry dates ranging between 2009 and 2018.	There are 20 producing fields with 21 offshore developments (14 steel jacket platforms, 3 subsea developments, 2 steel gravity based mono towers and 2 concrete gravity based platforms). Onshore infrastructure includes the Longford Facility, which includes 3 gas plants and liquid processing facilities as well as the Long Island Point LPG and crude oil storage facilities. The Bass Strait production capacity is as follows: Crude 500 Mbbl/d Gas 1,075 MMcf/d LPG 5,150 tonnes per day Ethane 850 tonnes per day
North West Shelf (NWS) gas and gas liquids (LPG and condensate)	We are a participant in the North West Shelf (NWS) Project, an unincorporated joint venture.	The venture holds 9 production licences issued by the Commonwealth of Australia, of which 6 expire in 2022 and 3 expire 5 years after the end of production.	Production from the North Rankin and Perseus fields is currently through the North Rankin A platform, which has the capacity to produce 2,300 MMcf/d of gas and 53 Mbbl/d of condensate.

North Rankin, Goodwyn, Perseus, Echo-Yodel and Angel fields offshore, Dampier in northwestern Australia Gas, LPG and condensate production and LNG liquefication	The Project was developed in major phases: the domestic gas phase, which supplies gas to the Western Australian domestic market; and a number of LNG expansion phases, which currently supply LNG primarily to Japan and also supply LNG to Guangdong in China. We hold 8.33% of the original domestic gas joint venture, 16.67% of the LPG domestic gas joint venture, 16.67% of the original LNG joint venture, 12.5% of the China LNG joint venture, 16.67% of the LPG joint venture and approximately 15% of current condensate production. Other participants in the respective NWS joint ventures are subsidiaries of Woodside Energy, Chevron, BP, Shell, Mitsubishi/Mitsui and the China National Offshore Oil Corporation. Woodside Energy is the operator of the project.	Production from the Goodwyn and Echo-Yodel fields is through the Goodwyn A platform, which has the capacity to produce 1,450 MMcf/d of gas and 110 Mbbl/d of condensate. Further development of the existing Perseus field has commenced and includes the drilling of additional wells tied into the Goodwyn A platform. An onshore gas treatment plant at Withnell Bay has a current capacity to process 615 MMcf/d of gas for the domestic market. An existing 4 train LNG plant has the capacity to produce an average rate of 33,000 tonnes of LNG per day.

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Name, location and type of asset	Ownership and operation	Title/lease	Facilities
North West Shelf crude oil Approximately 30 kilometres northeast of the North Rankin gas and condensate field, offshore Western Australia, Australia Crude oil production is from the Wanaea, Cossack, Lambert and Hermes oil fields	We hold a 16.67% working interest in oil production from these fields. The other 83.33% is held in equal 16.67% shares by Woodside Energy, BP Developments Australia, Chevron Australia, Shell Development, and Japan Australia LNG (MIMI). Woodside Energy is the operator of the project.	The venture holds 3 production licences issued by the Commonwealth of Australia with expiry dates ranging between 2012 and 2018.	The oil is produced to a floating production storage and offloading unit, the Cossack Pioneer, which has a capacity of 140 Mbbl/d and a storage capacity of 1.15 million barrels of crude oil.
Griffin Carnarvon Basin, 68 kilometres offshore Western Australia, Australia Comprises the Griffin, Chinook and Scindian offshore oil and gas fields	We hold a 45% interest in the project. The other 55% is held by Mobil Exploration and Producing Australia (35%) and Inpex Alpha (20%). We are the operator of the project.	The venture holds a production licence issued by the Commonwealth of Australia that expires in 2014. The licence may be renewed on expiry for a period expiring 5 years after production	Oil and gas are produced via the Griffin venture, a floating production, storage and offloading facility. We pipe natural gas to shore, where it is delivered directly into a pipeline. The Griffin venture has the capacity to produce 15 MMcf/d of gas and 8.175 Mbbl/d of crude oil.
Minerva Approximately 10 kilometres offshore in the Otway Basin of Victoria, Australia Single offshore gas reservoir with 2 compartments. Gas plant is situated approximately 4 kilometres inland from Port Campbell	We hold a 90% share of Minerva in a joint venture agreement. The other 10% is held by Santos (BOL). We are the operator of the field.	The venture holds a production licence issued by the Commonwealth of Australia that expires in 2023. The licence may be renewed on expiry for a period expiring 5 years after production ceases.	The Minerva development consists of 2 subsea well completions in 60 metres of water. A single flowline transports gas to an onshore gas processing facility with a gas capacity of 150 MMcf/d and 600 bbl/d of condensate.
Moranbah Bowen Basin, Queensland, Australia	We had a 50% interest. On 21 June 2006, we agreed to sell our Australian CBM interests	The venture held 2 production licences issued by the State of Queensland that expire in 2032 and 2034.	The project consists of approximately 70 gas wells and surface facilities including a pipeline gathering system and compressors.

Coal bed methane coal seam	to The Australian Gas Light Company (AGL) for US$68.7 million. The transaction closed on 21 August 2006.		
AMERICAS			
West Cameron 76 Gulf of Mexico, 15 kilometres offshore, Central Louisiana, US Offshore gas and condensate fields	We hold a 33.76% working interest in the joint venture. The other owners are Dominion Exploration and Production (40%), Merit Management Partners (15%) and Ridgewood Energy Company (11.24%). We are the operator.	The venture holds a lease from the US as long as oil and gas are produced in paying quantities.	The production facility consists of 2 conventional gas platforms with a capacity of 100 MMcf/d of gas and 500 bbl/d of condensate.

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Name, location and type of asset	Ownership and operation	Title/lease	Facilities
Typhoon (Green Canyon 236 and 237) Gulf of Mexico, approximately 100 kilometres offshore of New Orleans, Louisiana, US Deep water oil and gas field	We had a 50% working interest. As described above, an agreement to sell the Typhoon field was executed on 18 August 2006.	The venture holds a lease from the US until September 2006, at which time a plan for redevelopment is required to retain the lease.	The field consists of 4 subsea wells tied back to a local host mini tension leg platform. The platform was severely damaged by Hurricane Rita in September 2005 and has since been taken out of service.
Boris (Green Canyon 282) Gulf of Mexico (adjacent to the Typhoon field) approximately 100 kilometres offshore of New Orleans, Louisiana, US Deep water oil and gas field	We hold a 4.95% working interest. The other owners are Chevron (56.67%) and ExxonMobil (38.38%). Chevron is the operator.	The venture holds a lease from the US as long as oil and gas are produced in paying quantities	The production facility consists of a floating cylindrical hull (spar) moored to the seabed with integrated drilling facilities and a capacity of 55 Mbbl/d of oil and 72 MMcf/d of gas.
Genesis (Green Canyon 205) Gulf of Mexico, approximately 100 kilometres offshore of New Orleans, Louisiana, US Deep water oil and gas field	We hold a 4.95% working interest. The other owners are Chevron (56.67%) and ExxonMobil (38.38%). Chevron is the operator.	The venture holds a lease from the US as long as oil and gas are produced in paying quantities.	The production facility consists of a floating cylindrical hull (spar) moored to the seabed with integrated drilling facilities and a capacity of 55 Mbbl/d of oil and 72 MMcf/d of gas.
Starlifter (West Cameron 77) Gulf of Mexico, 15 kilometres offshore, Central Louisiana, US Offshore gas and condensate field	We hold a 43.66% working interest in the joint venture. The other owners are Dominion Exploration and Production (22.4%), Merit Management Partners (19.4%) and Ridgewood Energy Company (14.54%).	The venture holds a lease from the US as long as oil and gas are produced in paying quantities.	The field development consists of a single conventional gas platform with a capacity of 40 MMcf/d of gas and 600 bbl/d of condensate.

	We are the operator.		
Mustang (West Cameron 77) Gulf of Mexico, 15 kilometres offshore, Central Louisiana, US Offshore gas and condensate field	We hold a 43.66% working interest in the joint venture. The other owners are Dominion Exploration and Production (22.4%), Merit Management Partners (19.4%) and Ridgewood Energy Company (14.54%). We are the operator.	The venture holds a lease from the US as long as oil and gas are produced in paying quantities.	The field development consists of a single conventional gas platform with a capacity of 40 MMcf/d of gas and 600 bbl/d of condensate.
Mad Dog (Green Canyon 782) Gulf of Mexico, approximately 320 kilometres offshore of New Orleans, Louisiana, US Deep water oil and gas field	We hold a 23.9% working interest in Mad Dog. The other 76.1% is held by BP (60.5%) and Chevron (15.6%). BP is the operator.	The venture holds a lease from the US as long as oil and gas are produced in paying quantities.	The field development consists of an integrated truss spar equipped with facilities for simultaneous production and drilling operations, permanently moored in 4,300 feet of water. The facility has the capacity to process 100 Mbbl/d of oil and 60 MMcf/d of gas.

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Name, location and type of asset	Ownership and operation	Title/lease	Facilities
Greater Angostura Approximately 38.5 kilometres east of Trinidad island, Trinidad and Tobago Shallow water oil and gas field	We hold a 45% working interest in the joint venture. The other 55% is held by Total (30%) and Talisman Energy (25%). We are the operator.	The venture has entered into a production sharing contract with the state of Trinidad and Tobago that entitles it to operate Angostura until 2021.	The Angostura development is an integrated oil and gas development. The infrastructure consists of a steel jacketed central processing platform with 3 satellite wellhead protector platforms and flowlines. A pipeline connects the processing platform to newly constructed storage facilities at Guayaguayare, where an export pipeline has been installed to allow for offloading to tankers in Guayaguayare Bay. The facility has the capacity to process 100 Mbbl/d of oil.
EUROPE/AFRICA/ MIDDLE EAST			
Liverpool Bay Douglas and Douglas West oil fields, Hamilton, Hamilton North and Hamilton East gas fields, and Lennox oil and gas fields in the Irish Sea, approximately 10 kilometres off the northwest coast of England	We hold a 46.1% working interest in the joint venture. The other 53.9% is held by Eni. We are the operator.	The joint venture holds 3 production licences issued by the Crown of the United Kingdom. One of these licences expires in July 2007. However, this will be extended in accordance with licence terms. The other licences expire in 2009 and 2016.	The Liverpool Bay asset is an integrated development of 6 fields. Oil from the Lennox and Douglas fields is treated at the Douglas complex and piped 17 kilometres to an oil storage barge ready for export by tankers. Gas from the Hamilton, Hamilton North, Hamilton East and Lennox fields is initially processed at the Douglas complex then piped by subsea pipeline to the Point of Ayr gas terminal for further processing. The facility has the capacity to produce 308 MMcf/d of gas and 70 Mbbl/d of oil and condensate.
Bruce/Keith North Sea, approximately 380 kilometres northeast offshore of Aberdeen, Scotland	We hold a 16% interest in the Bruce field. The other 84% is owned by BP (37%), Total (43.25%) and Marubeni (3.75%). BP is the operator of Bruce.	The joint venture holds 3 production licences issued by the Crown of the United Kingdom, which expire in 2011, 2015 and 2018.	Production is via an integrated oil and gas platform. The throughput of the Bruce facility has, since 2002, been increased to 920 MMcf/d through de-bottlenecking and revising operating envelopes.

The Keith field is located adjacent to the Bruce field Offshore oil and gas fields	We hold a 31.83% interest in the Keith field. The other 68.17% is owned by BP (34.84%), Total (25%) and Marubeni (8.33%). We are the operator of Keith. As part of our normal portfolio management process, we are marketing our interests in the Bruce field, the Keith field and associated acreage. The asset was classified as Held for sale in the financial statements.	The Keith field was developed as a tie-back to the Bruce platform facilities.

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Name, location and type of asset	Ownership and operation	Title/lease	Facilities
Ohanet Approximately 1,300 kilometres southeast of Algiers and 100 kilometres west of Libya, Illizi province, Algeria Four wet gas fields	We have an effective 45% working interest in the Ohanet joint venture. The other 55% is held by Japan Ohanet Oil and Gas (30%), Woodside Energy (Algeria) (15%) and Petrofac Resources (Ohanet) (10%). The project is operated by a Sonatrach/BHP Billiton jointly-staffed organisation.	The venture is party to a risk service contract with the title holder Sonatrach that expires in 2011 with an option for a 4-year renewal under certain conditions.	Ohanet is a wet gas (LPG and condensate) development consisting of 4 gas and condensate reservoirs and a gas processing plant with the capacity to treat 20 MMcf/d of wet gas and 61 Mbbl/d of associated liquids (LPG and condensate).
ROD integrated development Berkine Basin, 900 kilometres southeast of Algiers, Algeria Six oil fields	We hold a 45% interest in the joint venture contracted under the 401a/402a PSC, with ENI holding the remaining 55%. However, we have an effective 36% interest in ROD unitised integrated development. ENI owns the remaining 64%. This interest is subject to a contractual determination to ensure that interest from participating association leases is accurately reflected. Future redetermination may be possible under certain conditions. A joint Sonatrach/ENI entity is the operator.	The venture is party to a production sharing contract with the title holder Sonatrach that expires in 2016 with an option for a 5-year renewal under certain conditions.	Comprises the development and production of 6 oil fields, the largest 2 of which, ROD and SFNE, extend into the neighbouring blocks 403a and 403d. The ROD fields are being produced through a new dedicated processing train, with the capacity to process approximately 80 Mbbl/d of oil.

Development projects

Australia/Asia

Stybarrow

In November 2005, our Board approved the development of the Stybarrow oil field in the Exmouth Sub-basin, off the northwest coast of Western Australia. At a water depth of approximately 825 metres, Stybarrow will be Australia s deepest oil field development. Project costs are approximately US$600 million (US$300 million our share) and first production is expected during the first quarter of 2008. The Stybarrow project consists of a subsea development and a floating production, storage and offshore loading facility, which will be used to process, store and offload oil to export tankers. The vessel will be disconnectable, double-hulled and able to process approximately 80,000 barrels of liquids a day. We own a 50 per cent operated working interest in this permit with the remaining interest held by Woodside Energy.

North West Shelf Train 5 expansion

In June 2005, our Board approved our 16.67 per cent share of investment in a fifth LNG train expansion of the existing LNG processing facilities located on the Burrup Peninsula, which will increase total LNG production capacity to 43,500 tonnes per day. The project is progressing on schedule with all major construction contracts awarded. Our share of development costs, based on the operator s (Woodside

Energy) estimate, is approximately US$250 million with first production expected by late 2008. The project cost and schedule are under review.

North West Shelf Angel development

In December 2005, our Board approved our share of development costs for the North West Shelf venture s Angel gas and condensate field. The development will include the installation of the venture s third major offshore production platform which will have a capacity to produce 800 MMcf/d of gas from the North West Shelf and associated infrastructure, including a new subsea 50 kilometre pipeline, which will be tied in to the first trunkline at the North Rankin platform. Our share of development costs, based on the operator s (Woodside Energy) estimate, is approximately US$200 million with development expected to be fully operational by the end of 2008.

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Zamzama Phase 2

Phase 2 of the Zamzama plant facility upgrade project is currently under construction after being approved by our Board in November 2005. Capacity is expected to increase by approximately 50 per cent (by 150 MMcf/d of gas and 800 bbl/d of condensate) by the end of September 2007 at a cost of US$120 million (US$46 million our share). We signed a gas sales and purchase agreement in November 2005 with the Government of Pakistan and Sui Southern Gas Company Limited. The agreement covers the supply of up to 150 MMcf/d of gas over the life of the field.

Americas

Atlantis South

We have a 44 per cent working interest in Atlantis South in the deepwater fields in the Gulf of Mexico. The facility will be a moored, semi-submersible platform with a capacity of 200 Mbbl/d of oil and 180 MMcf/d of gas. We have approved a budget of US$1.1 billion (our share) for the development of these reserves. However, the project is experiencing cost and schedule pressures as a result of heated market conditions and additional quality assurance and regulatory certification processing in response to the last year s Gulf of Mexico hurricane season. Cost pressures are likely to result in a capital cost increase of more than 30 per cent in excess of the currently approved budget. BP owns the other 56 per cent and operates the project. The project and cost schedule presently remains under review.

Neptune

We have a 35 per cent interest and will operate the Neptune oil and gas project in the deepwater Gulf of Mexico. Other members of the joint venture are Marathon Oil (30 per cent), Woodside (20 per cent) and Repsol (15 per cent). The project will construct a stand-alone tension leg platform with a nameplate capacity of 50 Mbbl/d and 50 MMcf/d of gas. Estimated development costs are US$850 million (US$300 million our share). First oil is expected by the end of calendar year 2007.

Shenzi

We have a 44 per cent interest and will operate the Shenzi oil and gas project in the deepwater fields of Gulf of Mexico. Other members of the project are Repsol (28 per cent) and Hess Corporation (28 per cent). The project will construct a stand-alone tension leg platform with a design capacity of 100 Mbbl/d and 50 MMcf/d of gas. Gross costs for the full field development through to 2015 are estimated at approximately US$4.4 billion (our share US$1.94 billion). First oil is expected by mid 2009.

Other developments

Americas

We are seeking approval to construct and operate Cabrillo port, a floating storage and re-gasification unit (FSRU), located in the Pacific Ocean approximately 22 kilometres offshore from Ventura County, California. This deepwater port would be the receiving terminal for shipments of LNG for the west coast markets of the US. Natural gas production would average 800 MMcf/d with design capacity allowing maximum peak deliveries of 1,500 MMcf/d. The Cabrillo port project is progressing through a permitting process involving US federal, state and local government agencies.

Exploration and appraisal

We are focused on finding significant discoveries through wildcat drilling that will add substantial resources. We have exploration interests throughout the world, particularly the Gulf of Mexico and Western Australia. During the year, our gross expenditure on exploration was US$447 million. Our major exploration interests are as follows:

Australia/Asia

Scarborough/Pilbara LNG

We have a 50 per cent non-operated interest in the Scarborough gas field in WA-1-R (ExxonMobil holds the remaining 50 per cent and is the operator) and hold 100 per cent interest in WA-346-P, which covers the northern extension of the mapped gas reservoir. The project is still examining a number of concepts for field development.

Pyrenees WA-155-P/WA-12-R exploration

Pyrenees is a joint development plan encompassing the Ravensworth, Crosby and Stickle discoveries. We own a 40 per cent operated working interest in the WA-155-P permit (Ravensworth discovery in this area), with Apache Energy Ltd owning 31.5 per cent and Inpex owning 28.5 per cent. We also own a 71.43 per cent operated working interest in the WA-12-R permit (Crosby and Stickle discoveries in this area), with Apache Energy Ltd owning the remaining 28.57 per cent. The project is currently in feasibility with development options still under evaluation.

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Americas Gulf of Mexico

Puma Green Canyon/Western Atwater Foldbelt exploration

The Puma-1 exploration well was drilled in January 2004. The well was drilled in 4,130 feet of water and encountered hydrocarbons in both the original hole and in two subsequent sidetrack bores. The first appraisal well was suspended short of the primary objective by the operator (BP) in August 2006 and will be re-entered in mid fiscal year 2007. Further appraisal is scheduled for 2007.

Following an interim equity agreement, we hold a 29.805 per cent working interest in Puma. The other 70.195 per cent is held by BP (46.195 per cent), Chevron (21.75 per cent) and Statoil (2.25 per cent) subject to future re-determination.

Knotty Head

We currently own a 25 per cent working interest in an exploration well on the Knotty Head Prospect located in the Green Canyon area. Partners in the well are Nexen (25 per cent owner and operator), Anadarko (25 per cent) and Unocal (a wholly-owned subsidiary of Chevron) (25 per cent). Unocal spudded the exploration well in March 2005. The initial well was completed in mid December 2005 followed by a sidetrack operation, which was completed in early March 2006 to further evaluate the results of the discovery well. The well was drilled in 3,570 feet of water to a total depth of 34,189 feet and encountered hydrocarbons in both the original hole and the subsequent sidetrack. Additional appraisal work will be required to further evaluate the economic potential of the prospect.

Cascade/Chinook Walker Ridge exploration

On 9 August 2006, Petrobras and Devon purchased our 50 per cent working interest in the Cascade blocks. Petrobras and Total EandP USA, Inc acquired our 40 per cent working interest in Chinook. We received cash and a right to future contingent consideration, as well as maintaining an overriding interest in these blocks.

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Aluminium Customer Sector Group

Through operations in Australia, Brazil, Mozambique, South Africa and Suriname, our Aluminium CSG mines bauxite, refines bauxite into alumina and smelts alumina into aluminium metal. The principal raw materials required for aluminium production are alumina, electricity, liquid pitch and petroleum coke. Alumina production requires bauxite, caustic soda and electricity. Most of the alumina we use to produce aluminium metal is sourced from our own operations. We buy caustic soda, liquid pitch and petroleum coke from a number of producers around the world.

We sell part of our bauxite and alumina production to other refiners and smelters, and sell aluminium in the following forms: primary aluminium; foundry alloy; extrusion billet; rolling slab and wire rod.

We are the world s sixth largest producer of primary aluminium with a total operating capacity of approximately 1.3 mtpa of aluminium. We also have a total operating capacity of approximately 14 mtpa of bauxite and 4 mtpa of alumina. We sell aluminium metal to customers around the world, generally at prices linked to the London Metal Exchange (LME) price. Our alumina and bauxite sales are governed by a mixture of contract and spot sales.

The Aluminium CSG s operations comprise the following:

- The fully owned and operated Hillside and Bayside aluminium smelters, located at Richards Bay, South Africa.

- A 47.1 per cent interest and operator of the Mozal aluminium smelter in Mozambique.

- An 86 per cent interest and operator of the Worsley joint venture, consisting of the Boddington bauxite mine and the Worsley alumina refinery, both located in Western Australia, Australia.

- A 45 per cent interest and operator of the Suriname Mining joint venture operating the Lelydorp III, Kaaimangrassie, Klaverblad and Coermotibo mines in Suriname, and a 45 per cent interest in the refining joint venture, comprising an alumina refinery and port facilities at Paranam in Suriname.

- Interests in the Alumar consortium and Mineração Rio do Norte SA (MRN). The Alumar consortium operates an integrated alumina refinery and aluminium smelter in São Luís, Brazil. As a result of our joint venture partner s investment (Alcoa, Inc.) in a new smelter line, our share in the Alumar smelter was reduced from 46.3 per cent to 40 per cent during the year. Our share in the Alumar refinery remains at 36 per cent. The Alumar consortium purchases bauxite under long-term contracts from MRN, an operation of three open-cut mines in northern Brazil of which we own 14.8 per cent.

In August 2006, we completed the sale of our 45.5 per cent interest in the Valesul Aluminio SA Joint Venture to our joint venture partner Companhia Vale do Rio Doce (CVRD).

Information on the Aluminium CSG s bauxite mining operations

Detailed descriptions of our producing assets are listed in the tables below. These tables should be read in conjunction with the production and reserve tables.

Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
Boddington bauxite mine	We own 86% of the Worsley joint venture. The other 14% interest is	The Boddington mine opened in 1983 and was significantly	The mine has a crushing plant with the capacity of 13 dry mtpa

123 kilometres southeast of Perth at Boddington, Western Australia, Australia Open-cut mine The mine is accessible by sealed public roads. The ore is transported to Worsley alumina refinery via a 51 kilometre overland conveyor.	owned by Sojitz Alumina (4%) and Japan Alumina Associates (10%). Worsley Alumina Pty Ltd is the manager of the joint venture on behalf of the participants. Worsley Alumina Pty Ltd has the same ownership structure as the Worsley joint venture. We hold a 2,716 square kilometre mining lease from the Western Australian Government. In 2004, we renewed the lease for a second 21-year term. A further 21-year renewal is available.	extended in 2000.	of bauxite. Power is supplied from the Worsley alumina refinery site via a joint venture-owned powerlines. A description of the Worsley alumina refinery can be found below.

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Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
Lelydorp III mine **(Onverdacht)** 25 kilometres south of Paramaribo and 15 kilometres west of the Paranam refinery, Suriname Open-cut mine The mine is accessible by joint venture-owned haulroads. The ore is hauled by truck over a distance of 15 kilometres to the Paranam refinery.	We own 45% of the Refining and Mining Joint Venture. The other 55% interest is held by Suralco (a subsidiary of Alcoa World Alumina and Chemicals (AWAC), a venture of Alcoa and Alumina Limited). We manage all mining operations. Suralco holds exploitation licences, issued by the Government of Suriname, over the Lelydorp III deposit. These licences expire in 2032.	The Lelydorp III mine started operations in 1997. The mine will close down in February 2007.	Lelydorp III mine has a nominal production capacity of 2 mtpa; there are no beneficiation or processing facilities. Electricity is sourced from Suralco and fuel sourced from an external provider.
Kaaimangrasie mine (Onverdacht) 38 kilometres southeast of Paramaribo and 24 kilometres east of the Paranam refinery, Suriname Open-cut mine The mine is accessible by a joint venture owned haulroad. The ore is hauled by truck over a distance of 28 kilometres to the Paranam refinery.	We own 45% of the refining and mining joint venture. The other 55% interest is held by Suralco. We manage all mining operations. Suralco holds the exploitation licences, issued by the Government of Suriname, over the Kaaimangrasie deposit. These licences expire in 2032.	The development of the Kaaimangrasie mine started in November 2005. Operations/delivery of bauxite to the refinery will commence in July 2006. The mine is scheduled to be operated until August 2010.	Kaaimangrasie mine has a nominal production capacity of approximately 2 mtpa of bauxite; there are no processing facilities at the mine. Electricity is sourced from Suralco and fuel sourced from an external provider.
Klaverblad mine (Onverdacht) 23 kilometres southeast of Paramaribo and 11 kilometres east	We own 45% of the refining and mining joint venture. The other 55% interest is held by Suralco.	The development of the Klaverblad mine started in July 2005.	The development of the Klaverblad mine started in July 2005. Operations/delivery of bauxite to the refinery will commence in May 2007. The mine is scheduled to be operated until August 2010.

of the Paranam refinery, Suriname	We manage all mining operations.	Operations/delivery of bauxite to the refinery will commence in May 2007. The mine is scheduled to be operated until August 2010.	
Open-cut mine	Suralco holds the exploitation licences, issued by the Government of Suriname, over the Klaverblad deposit. These licences expire in 2032.		
The mine is accessible by a joint venture- owned haulroad. The ore is hauled by truck over a distance of 17 kilometres to the Paranam refinery.			
Coermotibo	We own 45% of the Coermotibo joint venture. The other 55% interest is held by Suralco.	The Coermotibo mine started operations in 1991. Based on reserves the mine will be depleted in 2007. Remnants mining will continue after that time.	Coermotibo mine has a nominal production capacity of 1.7 mtpa; there are primary crushing and barge loading facilities but no beneficiation or other processing facilities.
150 kilometres east of Paranam, Suriname	We manage all mining operations.		
Surface strip mine	Suralco holds exploitation licences over the bauxite issued by the Government of Suriname. These licences expire in 2032.		Coermotibo generates its own electricity from power generators that run on diesel fuel.
The mine is accessible by joint venture-owned haulroads.			
The ore is hauled to the Coermotibo crushing and loading facility and subsequently barged along the Commewijne river to the Paranam refinery.			

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Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
MRN Oriximina, State of Pará, Brazil Open-cut mines The mine is accessible by joint venture-owned haulroads. A joint venture-owned railroad connects the 28 kilometres between the plant and the port.	We own 14.8% of MRN. The other 85.2% is owned by affiliates of Alcoa (18.2%), Alcan (12%), Companhia Brasileira de Alumínio CBA (10%), CVRD (40%) and Norsk Hydro (5%). MRN holds valid mining rights to all its reserves until exhaustion of the reserves.	Production started in 1979 and the last expansion occurred in 2003.	MRN beneficiation facilities consist of a crushing unit and a washing unit and a conveyer belt that transports the ore between the 2 units. The bauxite nominal production capacity is approximately 17 mtpa. MRN has its own power generation station using fuel oil.

Information on the Aluminium CSG s aluminium smelters and alumina refineries

Operation and location	Ownership, operation and title	Plant type/product	Capacity and power source
Hillside aluminium smelter Richards Bay, 200 kilometres north of Durban, KwaZulu-Natal province, South Africa	We own and operate the smelter. We hold freehold title over the property, plant and equipment. The harbour silos, buildings and overhead conveyors are owned by Hillside, but Bayside is the principal lessee of the land for the export stockyard, liquid pitch terminal and the silo site, which are used by Hillside and Bayside.	The Hillside smelter uses the Aluminium Pechiney AP35 technology to produce standard aluminium ingots and aluminium T-Bars.	The nominal production capacity of the smelter is 0.704 mtpa of primary aluminium. The plant s power requirements are sourced from the national power supplier Eskom under a long-term contract with prices linked to the LME price for aluminium.
Bayside aluminium smelter Richards Bay, 200 kilometres north of Durban, KwaZulu-Natal province, South Africa	We own and operate the smelter. We hold freehold title over the property, plant and equipment. The harbour silos, buildings and overhead conveyors are owned by Hillside, but Bayside is the	The Bayside smelter uses Alusuisse pre-bake and Soderberg self-bake technologies to produce primary aluminium. Bayside uses its own aluminium and liquid aluminium acquired from Hillside to also produce a range of value added products, such as wheel rim alloy, rod and rolling ingot.	The nominal potline production capacity is 0.169 mtpa of primary aluminium. The plant s power requirements are sourced from the national power supplier Eskom under a long-term contract with prices linked to the LME price for aluminium.

	principal lessee of the land for the export stockyard, liquid pitch terminal and the silo site, which are used by Hillside and Bayside.		
Mozal aluminium smelter 17 kilometres from Maputo, Mozambique	We hold a 47.1% interest in the Mozal joint venture and operate the smelter. The other 52.9 % is owned by Mitsubishi (25%), Industrial Development Corporation of South Africa (24%) and the Government of Mozambique (3.9%). The joint venture has a 50-year right to use the land, renewable for another 50 years under a Government concession.	The Mozal aluminium smelter uses the Aluminium Pechiney AP35 technology to produce standard aluminium ingots.	The nominal production capacity of the smelter is 0.563 mtpa. The plant s power requirements are purchased from Motraco under an agreement that provides for a fixed tariff for the majority of electricity through to 2012 and LME-linked pricing thereafter.
Worsley alumina refinery Approximately 55 kilometres northeast of Bunbury, Western Australia, Australia	We own 86% of this asset through the Worsley joint venture. The other 14% is owned by Sojitz Alumina (4%) and Japan Alumina Associates (10%). Worsley Alumina Pty Ltd is the manager of the joint venture on behalf of the participants. Worsley Alumina Pty Ltd has the same ownership structure as the Worsley joint venture. We hold a 2,480 hectare refinery lease from the Western Australian Government. In 2004, we renewed the lease for a second 21-year term. A further 21-year renewal is available.	The Worsley alumina refinery uses the Bayer process to produce metallurgical grade alumina, which is used as feedstock for aluminium smelting.	The nominal production capacity is 3.5 mtpa. Power and steam needed for the refinery are provided by a joint venture-owned onsite coal power station and a non-joint venture-owned on-site gas fired power station.

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Operation and location	Ownership, operation and title	Plant type/product	Capacity and power source
Paranam refinery Paranam, Suriname	We own 45% of the Paranam joint venture. The other 55% of the joint venture is owned by Suralco. Suralco manages the alumina refining. The joint venture holds freehold title to the property, plant and equipment in a 45-55% split between the 2 joint venture partners.	The Paranam alumina refinery utilises the Bayer process to produce metallurgical grade alumina, which is used as feedstock for aluminium smelting.	Capacity is 2.2 mtpa. The Paranam refinery generates its own power.
Alumar São Luís, Maranhão, Brazil	The Alumar consortium is an unincorporated joint venture that holds the smelter, refinery, ingot plant and support facilities. We own 40% of the aluminium smelter. The other 60% is owned by Alcoa Aluminio SA (Alcoa). We own 36% of the alumina refinery. The other 64% is owned by Alcoa and its affiliate Abalco SA (35.1% and 18.9% respectively) and Alcan (10%). The consortium comprises an integrated port, an alumina refinery and an aluminium smelter together with areas for the production of anodes and aluminium ingots. All the above are freehold interests of the joint venture participants.	The alumina refinery and aluminium smelter use Alcoa technology to produce aluminium ingots.	The refinery complex was last expanded in June 2005, achieving annual capacity of 1.5 mtpa. The smelter has a nominal annual capacity of approximately 0.450 mtpa of primary aluminium. The electricity requirements are supplied by Brazilian public power generation concessionaire Electronorte, pursuant to a 20-year contract.
Valesul Aluminio SA	We owned 45.5% of the Valesul Aluminio SA joint venture. The other 54.5 % is owned by	The Valesul aluminium smelter uses P19 Reynolds technology to produce primary aluminium.	The capacity of the smelter is 96,000 tonnes per annum. It also has the capacity to remelt another

Rio de Janeiro, Brazil	Companhia Vale do Rio Doce (CVRD). In August 2006, we completed the sale of our share of the joint venture to CVRD.		21,000 tonnes per annum of aluminium scrap.
	Integrated smelter facility owned by Valesul and operation of a leased port terminal.		The smelter draws approximately 42% of its power consumption from 4 local hydroelectric plants that it partially owns. The remaining power is acquired under long-term contracts at market rates.

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Development projects

Worsley

In 2004, we commenced the US$192 million (our share US$165 million) Worsley Alumina Development Capital Project (DCP). The DCP, which is now mechanically complete, will result in a 0.250 mtpa increase in alumina production (0.215 mtpa our share) to 3.500 mtpa. Ramping up to full production is currently in progress and we expect the final costs to be close to budget.

Suriname

The joint venture is currently developing the Kaaimangrasie and Klaverbad deposits, which will replace the current Lelydorp and Coermotibo operations upon depletion. The Kaaimangrassie mine began operation on 1 July 2006.

Alumar

In December 2005, we approved a project to expand the refinery, which will increase annual alumina production capacity by 2.0 mtpa (0.700 mtpa our share) to 3.5 mtpa (1.3 mtpa our share). We have estimated that our share of this investment will total US$518 million.

Exploration

In Suriname, BHP Billiton and Suralco jointly hold the exploration licence over the Bakhuis region in western Suriname. The rights over this 2,780 square kilometre terrain were granted in November 2003 for a period of 25 months with options for extension. The exploration phase has been finalised in November 2005, and BHP Billiton and Suralco are currently entering the negotiations with the Government of Suriname in order to obtain the exploitation rights for the Bakhuis area.

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Base Metals Customer Sector Group

Through operations in Chile, Australia and Peru our Base Metals CSG mines copper, silver, lead, zinc, molybdenum, uranium and gold. We have five primary products:

- copper concentrates
- copper cathodes
- uranium oxide
- lead concentrates
- zinc concentrates.

Some of the ores we mine contain significant quantities of silver and gold, which remain in the base metal concentrates we sell. We receive payment credits for silver and gold recovered by our customers in the smelting and refining process. In addition, we produce gold and silver bullion at our Olympic Dam smelting and refining operation.

Our portfolio of large, low-cost mining operations includes the Escondida mine in Chile, which is the world s largest source of copper. We are also developing a number of greenfield and brownfield copper mining projects. In addition to conventional mine development, we are also pursuing advanced bioleaching technology, which we believe has the potential to achieve significant reductions in the cost of producing base metals.

Copper

Our majority-owned Escondida copper mine in northern Chile has separate processing streams producing high-quality copper concentrate and pure copper cathode. Our other key copper assets are the Cerro Colorado copper mine in northern Chile, the Antamina copper and zinc operations in Peru and the Olympic Dam copper and uranium mine in Australia.

In 2005-06, our share of total production was in excess of 1.2 mtpa of copper in cathode and contained in concentrate. We provide base metals concentrates to smelters and copper cathode to rod and brass mills and casting plants around the world. We sell the majority of our copper cathode production on annual contracts with a fixed premium and the majority of our copper concentrate production to smelters under long-term contracts with treatment and refining charges negotiated mainly on an annual or bi-annual basis. The price of contained copper is determined by the prevailing LME market price generally for cathodes in the month after shipment and for concentrate three months after shipment. The remainder is sold on a spot basis.

During June 2006, we sold our interest in the Tintaya copper mine in Peru. The profit on disposal was US$296 million (net of a taxation charge of US$143 million).

In June 2005, an earthquake measuring 7.9 on the Richter scale affected the region in which the Cerro Colorado mine is located. Normal road accessibility for heavy trucks was suspended for two weeks and production was halted for two months, then gradually ramped up, returning to pre-earthquake levels in January 2006.

Copper zinc

Our Antamina mine in Peru produces both copper and zinc concentrates. We sell most of our copper and zinc concentrates to third party smelters. The remainder of our production is mostly sold to merchants.

Copper uranium

Our Olympic Dam copper and uranium mine in South Australia is our only asset producing uranium oxide. The bulk of uranium production is sold under long-term, fixed price sales contracts with overseas electricity generating utilities. Gold and silver produced are sold to the Perth Mint, Australia. We acquired Olympic Dam as part of our acquisition of WMC in June 2005.

The Olympic Dam Ore reserves reported in the Ore Reserves section show an overall decrease (proved plus probable, and exclusive of production) of 382 million dry tonnes at 0.9 per cent Cu, 0.3kg/tonne U_3O_8, 0.2g/t Au and 1.7 g/t Ag from that reported in June 2005, albeit this year at a slightly higher grade. Since the acquisition of Olympic Dam in June 2005, we have been reviewing the future operating and development plans. The June 2006 reserve is based on a revised life-of-mine plan developed in the first half of calendar 2006 that includes only the mining of underground stopes by current methods. It does not include mining of lower grade areas by sub-level cave or other alternative underground methods as included in last year s Report.

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These lower grade areas in the northern mine, together with the total southern mine area deposit, are the subject of extensive feasibility studies. On completion of these studies, which include both open-cut and underground sub-level and block caving methods, the reserves will be restated.

Currently, drilling is continuing at Olympic Dam to define the extent of mineralisation.

Silver, lead and zinc

Cannington is the world s largest single mine producer of both silver and lead and a significant producer of zinc.

The majority of Cannington s lead and zinc concentrate production for the 2006-07 fiscal year is committed under long-term contracts with smelters in Australia, Korea, Japan and Europe at prices linked to the relevant LME prices. The balance is allocated to the spot market, primarily to Chinese buyers.

Following an assessment of ground conditions in May 2006, we accelerated the program decline and stope access rehabilitation to improve safety conditions. This program, which we expect to be complete in December 2006, will reduce production by approximately 20 per cent throughout the period. The cost associated with this program is expected to be approximately US$25 million.

Information on Base Metals mining operations

Detailed descriptions of our producing assets are listed in the tables below. These tables should also be read in conjunction with the production and reserves tables below.

Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
Copper			
Escondida	The mine is owned and operated by Minera Escondida Limitada.	Original construction of the operation was completed in 1990. The project has since undergone 4 phases of expansion at an additional cost of US$2,125 million (100% terms) plus US$451 million (100% terms) for the construction of an oxide plant.	Escondida has 2 processing streams: 2 concentrator plants in which high-quality copper concentrate is extracted from sulphide ore through a floatation extraction process; and a solvent extraction plant in which leaching, solvent extraction and electrowinning are used to produce copper cathode.
Atacama Desert, at an altitude of approximately 3,100 metres and 170 kilometres southeast of Antofagasta, Chile	We own 57.5% of Minera Escondida. The other 42.5% is owned by affiliates of Rio Tinto (30%), the JECO Corporation (10%) a consortium represented by Mitsubishi Corporation (7%), Mitsubishi Materials Corporation (1%), Nippon Mining and Metals (2%)) and the International Finance Corporation (2.5%).	In October 2005, the Escondida Norte expansion was completed at a cost of US$431 million (100% terms).	Nominal production capacity is 3.2 mtpa of copper concentrate and 150,000 tonnes per annum of copper cathode.
2 open-cut pits			
The mine is accessible by public road.	Minera Escondida Limitada holds a mining concession from the Chilean state that remains valid indefinitely (subject to payment of annual fees).	In June 2006, the Escondida Sulphide Leach copper project achieved first production. The approved cost for the project was US$870 million (100% terms).	The new Sulphide Leach project will have the capacity to produce 180,000 tonnes per annum of copper cathode.
Copper cathode is transported by privately-owned rail line to the Antofagasta port (government-operated) or Mejillones port (privately-operated).			

Copper concentrate is transported by company pipeline to its Coloso port facilities.

Separate transmission circuits provide power for the Escondida mine facilities. These transmission lines, which are connected to Chile s northern power grid, are Company-owned and are sufficient to supply Escondida post Phase IV. Electricity is purchased under contracts with local generating companies.

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Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
Tintaya 270 kilometres from Arequipa and Cusco at an altitude of approximately 4,000 metres, Southern Andes, Peru Open-cut mine	Prior to its sale to Xstrata, we owned 99.95% of Tintaya.	We held mining rights from the Peruvian state over the Tintaya mine and operations. Production commenced in 1984. An acid leach plant for oxide ore commenced commercial operation in June 2002 in order to reduce operating costs. We sold Tintaya in June 2006, with an effective date of 1 June 2006.	Tintaya has 2 processing streams: a concentrator plant in which high- quality copper concentrate is extracted from sulphide ore through a floatation extraction process; and a solvent extraction plant in which leaching, solvent extraction and electrowinning are used to produce copper cathode. Capacity was 80,000 tonnes per annum of copper concentrate and 38,000 tonnes per annum of copper cathode.
Cerro Colorado Atacama Desert at an altitude of 2,600 metres, approximately 125 kilometres east of Iquique, Chile Open-cut mine The mine is accessible by public road. Cathode production is trucked 125 kilometres to port at Iquique, which is privately operated.	We own and operate the mine. We hold a mining concession from the Chilean state that remains valid indefinitely (subject to payment of annual fees).	Commercial production at Cerro Colorado commenced in June 1994. Expansions took place in 1995 and 1998. Plant modifications were completed during calendar year 2004 at a cost of US$62 million to increase the mine s crushing capacity, leach pad area and mine fleet.	Cerro Colorado s facilities for this process include 2 primary, secondary and tertiary crushers, leaching pads and solvent extraction and electrowinning plants. Current capacity is 120,000 tonnes per annum. Two suppliers, Edelnor SA and Compañía Electrica Tarapacá SA, supply power under long-term contracts to the facilities through the northern Chile power grid.
Copper uranium			
Olympic Dam 560 kilometres northwest of Adelaide, South Australia, Australia	We own and operate Olympic Dam. The mining lease was granted by the Government of South	Production of copper began in 1988. Between 1989 and 1995 the production rate was increased, ultimately raising the ore mining capacity to approximately 3 mtpa.	Underground mine extracts copper uranium ore and hauls the ore by an automated train network feeding underground crushing, storage and ore hoisting facilities.

Underground mine The mine is accessible by public road. Copper cathode and electrowon copper is transported by public road to public ports.	Australia by an Act of Parliament for the period of 50 years from 1982, with a right of extension for a further period of 50 years.	During 2002, Olympic Dam completed an optimisation project. A new copper solvent extraction plant was commissioned in the first quarter of 2004. We acquired Olympic Dam as part of our acquisition of WMC in 2005.	Processing plant consists of 2 grinding circuits in parallel and a multi-stage copper sulphide flotation circuit. The copper concentrates treatment route consists of an acid leach and filtration plant, a drying plant, an Outokumpu flash furnace with 2 anode casting furnaces, an ISA electro-refinery and a refinery to recover gold and silver. The flotation tailings treatment route consists of an acid leach and counter current decantation (CCD) circuit, copper and uranium solvent extraction plants, a copper electrowinning plant and a precipitation and calcining plant for uranium concentrates.

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Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
			Process plant capacity is approximately 215,000 tonnes per annum of copper and 4,000 tonnes per annum of uranium oxide concentrates.
			Power for the Olympic Dam operations is supplied via a 275kV powerline from Port Augusta, transmitted by ElectraNet in accordance with the National Electricity Code and the Electricity Act 1996 (SA).
Copper zinc			
Antamina	Antamina is owned by Compañía Minera Antamina SA (CMA), in which we hold a 33.75% interest. The remaining interests are held by Xstrata (33.75%), Teck Cominco (22.5%) and Mitsubishi (10%).	The Antamina project achieved commercial production in October 2001.	The principal project facilities include a primary crusher, a nominal 70,000 tonnes per day concentrator, copper and zinc floatation circuits and a bismuth/ moly cleaning circuit, a 300 kilometre concentrate pipeline with single-stage pumping and port facilities at Huarmey. The pipeline design throughput is 1.8 dry mtpa.
270 kilometres north of Lima at an altitude of 4,300 metres, Peru			
Open-cut mine	CMA is the operator of the mine.		
The mine is accessible by a company-maintained 115 kilometre access road.	CMA holds mining rights from the Peruvian state over the Antamina mine and operations. These rights can be held indefinitely, contingent upon the annual payment of licence fees and the supply of information on investment and production.		Power to the mine site is being supplied under long-term contracts with individual power producers through a 58 kilometre, 220 kV transmission line, which is connected to Peru s national energy grid.
A 300 kilometre pipeline transports the copper and zinc concentrates to the port of Huarmey.			
Silver, lead and zinc			
Cannington	We own and operate Cannington.	The deposit was discovered in 1990. Concentrate production commenced in October 1997.	The beneficiation plant consists of a primary grinding circuit (AG mill), secondary grinding circuit (tower mill), pre-flotation circuit, fine lead flotation circuit, coarse lead flotation circuit, zinc flotation circuit, concentrate and tailings thickening, lead and zinc
300 kilometres southeast of Mt Isa, Queensland, Australia	The Cannington deposit is contained within mining leases granted to us by the state of		

Underground mine	Queensland in 1994 and which expire in 2029.	In February 2003, the Cannington Growth Project commenced to improve mill throughput and metal recovery. The project was completed during 2005.	concentrate leaching circuits, lead and zinc concentrate filtration circuit and a paste plant.
The mine is accessible by public road access and a company-owned airstrip.			Nominal capacity is 3.1 mtpa.
Product is transported 187 kilometres by road to Yurbi, a company-owned loading facility, where it is loaded on public rail and transported to a public port.			A power station, consisting of a combination of gas-fired and diesel-fired engines, located at Cannington is operated under contract to supply power solely to Cannington.

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Development projects

Escondida Norte and Escondida Sulphide Leach

In October 2005, we commenced mining the Escondida Norte orebody, which was developed at a cost of US$431 million (100 per cent terms). In June 2006, first cathode was produced from a newly constructed bioleaching facility to process previously stockpiled low-grade sulphide ore. The project costs are being finalised and are expected to be close to the budget of US$870 million (100 per cent terms) excluding foreign exchange impacts of the stronger Chilean peso.

Spence

In October 2004, we approved the development of the Spence open-cut copper mine. The project is currently within the budget of US$990 million excluding foreign exchange impacts of the stronger Chilean peso. The project is located 150 kilometres northeast of the port city of Antofagasta and 50 kilometres southeast of the mining city of Calama in the Atacama Desert of northern Chile. The project will produce copper cathode by acid and bacterial leaching followed by sulphide solvent extraction and electrowinning. The project will have a nominal capacity of 200,000 tonnes of copper cathode and an estimated mine life of 19 years. Electrical power will be supplied via a 70 kilometre high-voltage transmission line connected to Chile s northern power grid. Spence will own this transmission line and purchase electricity under contracts from a local generating company. First cathode production is scheduled for the second quarter of the 2006-07 financial year.

Olympic Dam

Due to the size of the Olympic Dam orebody, there is potential to further increase the size of the operation over and above the current capacity. A pre-feasibility study is currently being undertaken to examine capacity expansion options. The scope of the pre-feasibility studies will address operational capacity, mining methods, processing and smelter options and the infrastructure, health, safety and environmental practices required to support the expansion options. A substantial expansion of Olympic Dam will require completion of feasibility studies and subsequent Board approvals as well as various regulatory and governmental approvals covering a range of operational matters.

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Carbon Steel Materials Customer Sector Group

Our Carbon Steel Materials CSG is a leading supplier of core raw materials and services to the global steel industry producing and marketing a full range of steel-making raw materials: iron ore, coking coal and manganese ore and alloys. We have mines in Australia, Brazil and South Africa.

Iron ore

Our principal iron ore operations are based in the Pilbara region of northwestern Australia. Through a series of 100 per cent BHP Billiton-owned and majority-owned joint ventures we mine iron ore from a number of open-cut mines and transport it by our own rail network to our port facilities at Port Hedland. We also hold a 50 per cent interest in an iron ore mine in Brazil. We sell lump ore and fines from Australia and Samarco sells pellets from Brazil to steel producers, which are principally exported to China, other countries in Asia, Africa and the Middle East, Europe and the United States, generally under long-term contracts with prices set annually. Iron ore mined from Yandi, Jimblebar and Mt Goldsworthy Area C deposits is sold under marketing arrangements that are detailed in the footnotes to the production and reserves tables.

On 24 August 2005, we announced the permanent closure of the hot briquetted iron production facilities at our wholly-owned Boodarie Iron plant in Western Australia. We intend to retain the Boodarie Iron beneficiation plant to complete feasibility studies into longer-term options for our lower-grade iron ore.

Metallurgical coal

We mine metallurgical coal in Australia and sell it to steel producers in Japan, Europe, Korea, India, Taiwan, Brazil, China and Australia generally under annual contracts.

Together with Mitsubishi Development Pty Ltd, we own six open-cut coal mines, two underground coal mines and a port in the Bowen Basin, Queensland, Australia. These coal mining operations are managed through BM Alliance Coal Operations Pty Ltd (BMA), a jointly owned entity, and the coal produced is marketed through another jointly owned entity, BM Alliance Coal Marketing Pty Ltd. These mines are separated into two joint venture structures in which we have a 50 per cent interest, namely the Central Queensland Coal Associates (CQCA) joint venture and the Gregory joint venture. Mitsubishi Development Pty Ltd has the remaining 50 per cent interest in these two joint ventures. In addition, BMA operates one other Bowen Basin mine, and is in the development phase for another, for BHP Mitsui Coal Pty Ltd, in which we have an 80 per cent interest. The majority of the coal production is high-quality metallurgical coal used for steelmaking.

The CQCA joint venture owns and operates the Hay Point coal terminal in Mackay, Queensland, through which most of the venture s coal is shipped. Hay Point handles around 35 mtpa and can accommodate bulk carriers of up to 230,000 deadweight tonnes.

We also own and operate four underground coal mines in the Illawarra region of New South Wales (Australia). Coal from these mines is either sold to BlueScope Steel s Port Kembla Steelworks or shipped to domestic and international customers.

Manganese

We hold our South African manganese interests via a 60 per cent holding in Samancor Manganese. In South Africa, Samancor produces manganese ore from two mines at Hotazel in the Northern Cape Province, produces manganese alloy at a plant (Metalloys) in Gauteng Province and has a 51 per cent interest in Manganese Metal Company, a producer of electrolytic manganese metal. During 2005-06, Samancor Manganese sold its 100 per cent interest in DMS Powders, a business producing atomised and milled ferrosilicon, to a Black Economic Empowerment (BEE) consortium. In July 2006, the Company purchased Mitsui s 50 per cent shareholding in Advalloy (Pty) Ltd, the refined alloy producer in Gauteng Province, making Samancor Manganese the 100 per cent owner of Advalloy. In Australia the business produces ore at Groote Eylandt in the Northern Territory (GEMCO) and manganese alloys in northern Tasmania (TEMCO). We have a 60 per cent effective ownership of both GEMCO and TEMCO. We are the managers of all the above operations.

We sell manganese ore to alloyers principally in Asia, Europe, Australia and South Africa. Approximately two-thirds of these sales are priced annually. The rest are priced quarterly or occasionally on a spot basis. We sell manganese metal and alloys principally to steelmakers under long-term contracts that usually provide for quarterly adjustment of prices, either by negotiation or reference to published market prices.

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Information on Carbon Steel Materials mining operations

A detailed description of our producing assets is listed in the following tables. These tables should also be read in conjunction with the production table and reserves table below.

Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
Iron Ore			
Mt Newman joint venture			
Pilbara region, Western Australia, Australia Open-cut mine The mine is accessible by public road and Company- owned rail to the joint venture s Nelson Point shipping facility at Port Hedland.	We hold an 85% interest in the Mt Newman joint venture. The other 15% is held by Mitsui ITOCHU Iron (10%) and ITOCHU Minerals and Energy of Australia (5%). We are the operators. Mining lease under the Iron Ore (Mt Newman) Agreement Act 1964, that expires in 2009 with the right to successive renewals of 21 years.	Production began at the Mt Whaleback orebody in 1969. Production continues to be sourced from the major Mt Whaleback orebody, complemented by production from orebodies 18, 23, 25, 29 and 30.	At Mt Whaleback, primary and secondary crushing plants (capacity of 35 mtpa); a heavy media beneficiation plant (capacity of 8 mtpa) and a train-loading facility. At orebody 25, an additional primary and secondary crushing plant (capacity of 8 mtpa). A crusher and train-loading facility at a cost of US$85 million have been constructed at orebody 18. Power comes from Alinta Dewap s Newman gas-fired power station via Company-owned powerlines.
Yandi joint venture Pilbara region, Western Australia, Australia	We hold an 85% interest in the Yandi joint venture. The other 15% is held by Mitsui Iron Ore Corporation (7%) and ITOCHU Minerals and Energy of Australia (8%).	We began development of the orebody in 1991 with an initial capacity of 10 mtpa. The first shipment occurred in 1992. Capacity was progressively expanded between 1994 and 2003 and is currently 42 mtpa.	Two processing plants and a primary crusher and overland conveyor are used to crush and screen ore and deliver it to one of two train-loading facilities.

Open-cut mine	An independent contract mining company is the operator of the mine.		Power comes from the Alinta Dewap-owned Newman power station via Company-owned powerlines.
The mine is accessible by public road and Company- owned rail to the Nelson Point shipping facility at Port Hedland.	Mining lease under the Iron Ore (Marillana Creek) Agreement Act 1991 expires in 2012 with renewal right to a further 42 years.		
Jimblebar	We own 100%.	Production at Jimblebar began in March 1989.	Primary and secondary crushing plant (capacity of 8 mtpa).
Pilbara region, Western Australia, Australia	An independent contract mining company is the operator of the mine.	The ore currently being produced is blended with ore produced from Mt Whaleback and satellite orebodies 18, 23, 25, 29 and 30 to create the Mt Newman blend.	Power comes from the Alinta-owned Newman power station via Company-owned powerlines.
Open-cut mine	Mining lease under the Iron Ore (McCamey s Monster) Agreement Authorisation Act 1972 expires in 2009 with the rights to successive renewals of 21years.		
The mine is accessible by public road and Company- owned rail to Port Hedland via a 30 kilometre spur line linking with the main Newman to Port Hedland railway.			

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Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
Mt Goldsworthy joint venture Pilbara region, Western Australia, Australia Open-cut mine The mine is accessible by public road and Company-owned rail to the joint venture s Finucane Island shipping facilities and the Nelson Point shipping facilities, both located at Port Hedland. Our railway spur links Area C mine to the Newman main line.	We hold an 85% interest in the Mt Goldsworthy Joint Venture. The other 15% is held by Mitsui Iron Ore Corporation (7%) and ITOCHU Minerals and Energy of Australia (8%). An independent contract mining company is the operator of the mine. Four mineral leases under the Iron Ore (Mt Goldsworthy) Agreement Act 1964 and the Iron Ore (Goldsworthy Nimingarra) Agreement Act 1972, which have expiry dates between 2007 and 2014 with rights to successive renewals of 21 years. A number of smaller mining leases granted under the Mining Act 1978 in 2005.	Operations originally commenced at the Mt Goldsworthy project in 1966 and the Shay Gap mine in 1973. The original mine closed in 1982 and the associated Shay Gap mine closed in 1993. Since then, mining has continued from the adjacent Nimingarra and Yarrie areas. We opened Area C mine in 2003. At the beginning of September 2006, we suspended C Berth shiploading operations at Finucane Island as part of Rapid Growth Project 3 (RGP3) expansion works. The C Berth shiploading operations will recommence at the completion of RGP3 as described below.	Two primary crushers exist, one at Yarrie and the other at Nimingarra, with a combined capacity of 8 mtpa. An ore processing plant is located at Area C (capacity of 23 mtpa) but is currently being upgraded to 42 mtpa, which is expected to be completed in 2007. A primary crusher and overland conveyor are currently under construction. Power for Yarrie and Nimingarra is sourced via overhead powerlines from the Port Hedland gas-fired powered station operated by Alinta Dewap. Area C sources its power from the Newman power station also operated by Alinta Dewap.
Samarco Southeast Brazil Open-cut mine The mine is accessible by public road. Conveyor belts transport iron ore to the beneficiation plant and a 396 kilometre slurry pipeline transports pellet feed to the pellet plants on the coast.	We own 50% of Samarco. The other 50% is owned by Companhia Vale do Rio Doce (CVRD). Samarco is operated as an independent business with its own management team. The Brazilian Government has granted mining concessions to Samarco as long as it mines the Alegria Complex according to an agreed plan.	Production began at the Germano mine in 1977 and at the Alegria complex in 1992. The Alegria complex has now replaced the depleted Germano mine. The last expansion occurred in 1997 when a second pellet plant was built. In 2005 an optimisation project increased pellet feed and pellet production.	There is a 396 kilometre iron ore slurry pipeline integrating the mining complex to pellet plants. An iron ore beneficiation plant has a capacity of 16.5 mtpa. Two pellet plants have a total capacity of 14.0 mtpa. Samarco operates one hydroelectric power plant and has a 49% stake in another. These plants furnish approximately 35% of electricity requirements.

Iron pellets are exported via private port facilities.			Samarco has signed an agreement expiring in 2013 to purchase remaining power needs from a local concessionaire that operates hydroelectric power plant.
Metallurgical coal			
Central Queensland Coal Associates joint venture			
Bowen Basin, Queensland, Australia Goonyella Riverside, Peak Downs, Saraji, Norwich Park and Blackwater are open-cut mines. Broadmeadow is a longwall underground mine. The mines are accessible by public road. All coal is transported on Government-owned railways to the port of Hay Point near Mackay (incorporating CQCA s Hay Point coal terminal and the Dalrymple Bay coal terminal) and the port of Gladstone.	We own 50% of the CQCA joint venture. Mitsubishi owns the other 50%. BMA Coal Operations, a joint venture entity, is the operator of the mines. Leases for the CQCA mines have expiry dates between 2008 and 2024 and are renewable for such further periods as the Queensland Government allows.	Goonyella mine, which commenced in 1971, merged with the adjoining Riverside mine in 1989 and is operated as the Goonyella Riverside mine. Reserves at the Riverside mine were depleted in 2005. Peak Downs commenced production in 1972. Saraji mine commenced production in 1974. Norwich Park commenced production in 1979. Blackwater mine commenced production in 1967. South Blackwater and Blackwater mines were integrated in mid 2001. Broadmeadow, a new underground mine developed on the Goonyella mining lease, commenced longwall operations in August 2005.	All coal is beneficiated at on-site processing facilities, which have a combined capacity in excess of 51.5 mtpa. Power is sourced from the state of Queensland s electricity grid.

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Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
Gregory joint venture Bowen Basin, Queensland, Australia Gregory is an open-cut mine. Crinum is a longwall underground mine. The mines are accessible by public road. All coal is transported on Government-owned railways to the port of Hay Point near Mackay (incorporating CQCA s Hay Point coal terminal and the Dalrymple Bay coal terminal) and the port of Gladstone.	We own 50% of the Gregory joint venture. Mitsubishi Development Pty Ltd owns the other 50%. BMA Coal Operations, a joint venture entity is the operator of the mines. Leases have expiry dates between 2006 and 2019 and are renewable for such further periods as the Queensland Government allows.	The Gregory mine became operational in 1979. Crinum mine commenced longwall production in 1997.	All coal is beneficiated at on-site processing facilities, which have a combined capacity in excess of 5 mtpa. Power is sourced from the state of Queensland s electricity grid.
BHP Mitsui Coal joint venture Bowen Basin, Queensland, Australia South Walker Creek and Poitrel are open-cut mines. The mines are accessible by public road. All coal is transported on Government-owned railways to the port of Hay Point near Mackay (incorporating CQCA s Hay Point coal terminal and the Dalrymple Bay coal terminal).	We own 80% of the BHP Mitsui Coal joint venture. Mitsui and Co owns the other 20%. BMA manages the mines, which are operated through independent contractors. Leases expire in 2020 and are renewable for such further periods as the Queensland Government allows. The joint venture holds additional undeveloped leases in the Bowen Basin.	The joint venture commissioned Riverside, an open-cut mine, in 1983. Reserves were depleted in 2005. South Walker Creek became operational in 1998 producing pulverised coal injection (PCI) product and minor quantities of by-product energy coal. Construction for the new Poitrel mine commenced in early 2006. Overburden removal operations started in July 2006, and the first coal mining is scheduled to commence in September 2006. The new mine will have a production capacity of 3.0 mtpa of coking and PCI coals.	South Walker Creek coal is beneficiated at on-site processing facilities with a capacity to produce 4.0 mtpa of coal. Poitrel mine has entered into a joint venture agreement with the adjacent Millennium Coal mine to share coal processing and rail loading facilities. Power is sourced from the state of Queensland s electricity grid.

Illawarra Coal Illawarra, New South Wales, Australia Underground mines All the mines are accessible by public road. All coal is transported by road or on Government-owned railways to our major customer, BlueScope Steel s Port Kembla steelworks or to Port Kembla for shipping.	We are owner and operator of the Illawarra Coal mines. Leases have expiry dates between 2010 and 2026 with renewal rights under the NSW Mining Act 1992 for periods of 21 years.	Appin commenced in 1962 with longwall mining starting in 1969. The adjoining Douglas mine is being developed as a replacement for the Appin mine. West Cliff was commissioned in 1976. Elouera opened in 1993. Reserves were nearly depleted in 2005. Remnant longwall blocks are being developed by contract mining. Dendrobium Mine opened in 2004-05 at a total cost of US$200 million. A modern longwall mine, it has now replaced the Elouera mine.	Coal is beneficiated at two processing facilities with a capacity to produce 8.8 mtpa. Power is sourced from the state of New South Wales electricity grid.

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Name, location and type of mine and access	Ownership, operation and title/lease	History	Facilities and power source
Manganese			
Hotazel Manganese Mines			
Kalahari Basin, South Africa. Mamatwan is an open-cut mine. Wessels is an underground mine. The mines are accessible by rail and public road. Most bulk reagents are transported by Government-owned rail. 60% of the ore produced is beneficiated locally with the balance exported via Port Elizabeth and Durban.	Samancor s wholly-owned subsidiary Hotazel Manganese Mines is the operator of Mamatwan and Wessels. The remaining 40% is owned by Anglo American. Samancor Manganese must sell 15% of its shareholding to a BEE entity by 2009 to comply with the South African Government s Mining Charter and scorecard. Negotiations are proceeding with possible BEE partners.	Mamatwan was commissioned in 1964. Wessels was commissioned in 1973.	Mamatwan s capacity is currently 2.6 mtpa of ore and sinter. The beneficiation plant consists of primary, secondary and tertiary crushing with associated screening plants. There is a dense medium separator and a sinter plant with a capacity of 1.0 mtpa of sinter. Wessels has two loaders and four haulers with an annual capacity of approximately 1.0 mtpa of ore. The processing is a simple crushing and screening circuit consisting of primary and secondary crushing circuits with associated screening capacity. The power source is the national utility company Eskom.
Groote Eylandt Mining Company Pty Ltd (GEMCO) Groote Eylandt, Northern Territory, Australia Open-cut mine Ore is transported from the concentrator by road train directly to our shipping facilities at the port at Milner Bay.	We own 60% of GEMCO, which owns and operates the mine. The remaining 40% is owned by Anglo American. All leases situated on Aboriginal land held under the Aboriginal Land Rights (Northern Territory) Act 1976. Leases are subject to renegotiations in 2006 and 2010.	The mine was first commissioned in 1965.	The beneficiation process consists of crushing, screening and dense media separation with lump and fines products being produced. The existing capacity is 3.1 mtpa. GEMCO owns and operates its own on-site diesel power generation facility.

Information on the Carbon Steel Material CSG s smelters, refineries and processing plants

Operation and location	Ownership, operation and title	Plant type/product	Capacity and power source
Advalloy Meyerton, South Africa	We own 60% of Samancor Manganese, which now owns 100% of Advalloy. Samancor purchased the 50% of Advalloy that it did not previously own in July 2006. Samancor Manganese holds freehold title over the property, plant and equipment.	Manganese alloy plant uses an electric arc furnace process producing refined manganese alloy.	Advalloy has a capacity of 82,000 tonnes per annum of medium-carbon ferromanganese in various fractions. The power source is the national utility company Eskom.

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Operation and location	Ownership, operation and title	Plant type/product	Capacity and power source
Manganese Metal Company Nelspruit and Krugersdorp, South Africa	We own 60% of Samancor Manganese, which in turn owns 51% of Manganese Metal Company. Delta Plc indirectly owns the remaining 49%. Manganese Metal Company holds freehold title over the property, plant and equipment.	A manganese production plant at Nelspruit processing and electrorefining manganese ore into electrolytic manganese metal (via a hydrometallurgical extraction process). For economic reasons, manganese metal production was suspended at the Krugersdorp plant on 22 February 2006.	Nelspruit has a capacity of 27,000 tonnes per annum of electrolytic manganese metal. The power source is the national utility company Eskom.
Metalloys Meyerton, South Africa	We own 60% of Samancor Manganese, which in turn owns 100% of Metalloys. Samancor Manganese holds freehold title over the property, plant and equipment.	Manganese alloy plant uses three electric arc furnaces to produce manganese alloys such as high and medium- carbon ferromanganese and silicomanganese.	370,000 tonnes of high-carbon ferromanganese (including hot metal) and 120,000 tonnes of silicomanganese in various fractions mix per annum. The power source is the national utility company Eskom with 15 mws of power generation from waste gases.
Tasmanian Electro **Manganese Company (TEMCO)** Bell Bay, Tasmania, Australia	We own 60% of TEMCO. Anglo American owns the remaining 40%. Samancor Manganese manages the operations. TEMCO holds freehold title over the property, plant and equipment.	Four furnaces and a sinter plant produce ferroalloys including high-carbon ferromanganese, silicomanganese and sinter.	Nominal capacity based on the 2006 product mix is 128,500 tonnes of high-carbon ferromanganese, 125,700 tonnes of silicomanganese and 336,000 tonnes of sinter per annum. TEMCO sources its electrical power from Aurora Energy, the state -owned power distribution and retailing company. Power in Tasmania is principally generated from hydro stations but supplemented with a 240 mw gas generation station. TEMCO also self- generates 13 mw for internal use from an on-site Energy Recovery Unit. In addition, Basslink, a 600 mw interconnector between Tasmania and Victoria came online in May 2006 and has provided additional capacity and security of supply in periods of drought.

Development projects

Iron ore

Western Australia Iron Ore

We have undertaken a series of development projects referred to as Rapid Growth Projects (RGP). In February 2004, we completed an expansion of our Port Hedland facilities, which increased capacity to 100 mtpa. In October 2004, our Board approved Rapid Growth Project 2 (RGP2), which comprises mine, rail and port capacity increases through the development of orebody 18, purchase of additional rolling stock and a new car dumper at our Finucane Island facility at Port Hedland. RGP2 was to have increased system capacity to 118 mtpa by the end of the second quarter of the 2006-07 financial year. However the closure of Boodarie Iron in 2005 has reduced system capacity by one mtpa. There will also be an eight mtpa reduction in capacity due to the suspension in September 2006 of the Goldsworthy shiploading operations at Finucane Island, related to RGP3.

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RGP3 was approved by our Board in October 2005. RGP3 comprises mine rail and port expansions. Installed capacity at the Area C mine will increase by 20 mtpa by the second quarter of financial year 2007-08.

Samarco

In October 2005, our Board approved construction of a third pellet plant at Ponta Ubu, together with a mine expansion, a new concentrator at Germano, port enhancements and a second slurry pipeline. We estimate that the project will increase iron ore pellet capacity by 7.6 million tonnes at a cost of US$1.18 billion (US$590 million our share). Production is scheduled to commence during the first half of 2008.

Metallurgical Coal

Maruwai (Lampunut)

We are conducting a feasibility study into the development of a five mtpa coking coal operation under the Maruwai Coal Contract of Work agreement with the Indonesian Government. The study is expected to be completed in the third quarter of 2006-07.