

BHP BILLITON LTD  
Form 6-K  
January 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

January 21, 2009

**BHP BILLITON LIMITED**

(ABN 49 004 028 077)

(Exact name of Registrant as specified in its charter)

**BHP BILLITON PLC**

(REG. NO. 3196209)

(Exact name of Registrant as specified in its charter)

**VICTORIA, AUSTRALIA**  
(Jurisdiction of incorporation or organisation)

**ENGLAND AND WALES**  
(Jurisdiction of incorporation or organisation)

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180 LONSDALE STREET, MELBOURNE,

VICTORIA

3000 AUSTRALIA

(Address of principal executive offices)

NEATHOUSE PLACE, VICTORIA, LONDON,

UNITED KINGDOM

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F     Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:  Yes     No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):   n/a

**NEWS RELEASE**

**Release Time** IMMEDIATE  
**Date** 21 January 2009  
**Number** 03/09

**BHP BILLITON QUARTERLY REPORT ON  
EXPLORATION AND DEVELOPMENT ACTIVITIES  
QUARTER ENDED 31 DECEMBER 2008**

**DEVELOPMENT**

BHP Billiton's strong balance sheet allows us to invest through the cycle with a highly disciplined and value-focused approach.

Highlighting our commitment to value accretive longer term growth, we sanctioned two projects during the quarter, being the Western Australia Iron Ore Rapid Growth Project 5 (RGP5), and the North West Shelf Cossack, Wanaea, Lambert, Hermes (CWLH) Life Extension projects.

<b>PROJECT AND OWNERSHIP</b>	<b>SHARE OF APPROVED CAPEX US\$M</b>	<b>INITIAL PRODUCTION TARGET DATE</b>	<b>PRODUCTION CAPACITY (100%)</b>	<b>QUARTERLY PROGRESS</b>
<b>Petroleum Projects</b>				
Shenzi (USA)	1,940	Mid CY09	100,000 barrels of oil and 50 million cubic feet gas per day	Ahead of schedule and on budget. Hook-up and commissioning continuing. Six wells drilled and completed.
44%				
<b>Oil/Gas</b>				
Atlantis North (USA)	185	H2 CY09	Tieback to Atlantis South	On schedule and budget. Manifold fabrication continuing.
44%				
<b>Oil/Gas</b>				
Pyrenees (Australia)	1,200	H1 CY10	96,000 barrels of oil and 60 million cubic feet gas per day	On schedule and budget. Subsea hardware delivery commenced and Floating Production Storage and Offtake (FPSO) conversion continues.
71.43%				
<b>Oil/Gas</b>				
Angostura Gas Phase II (Trinidad and Tobago)	180	H1 CY11	280 million cubic feet gas per day	On schedule and budget. Awarded transportation and installation contract. Executed National Gas Company Interconnection Agreement.
45%				
<b>Gas</b>				

<b>PROJECT AND OWNERSHIP</b>	<b>SHARE OF APPROVED CAPEX US\$M</b>	<b>INITIAL PRODUCTION TARGET DATE</b>	<b>PRODUCTION CAPACITY (100%)</b>	<b>QUARTERLY PROGRESS</b>
Bass Strait Kipper (Australia)	500	CY11	10,000 bpd condensate and processing capacity of 80 million cubic feet gas per day	On schedule and budget. Drilling rig secured. Detailed engineering progressing and commenced West Tuna platform retrofit work.
32.5% - 50%				
<b>Gas/Gas Liquids</b>				
Bass Strait Turrum (Australia)	625	CY11	11,000 bpd condensate and processing capacity of 200 million cubic feet gas per day	On schedule and budget. Engineering and procurement progressing.
50%				
<b>Gas/Gas Liquids</b>				
North West Shelf CWLH Life Extension (Australia)	245	CY11	Replacement vessel with capacity of 60,000 bpd oil	The project was sanctioned during the quarter. See News Release dated 3 December 2008.
16.67%				
<b>Oil</b>				
North West Shelf North Rankin B Gas Compression (Australia)	850	CY12	2,500 million cubic feet gas per day	On schedule and budget. Detailed engineering and procurement well advanced. Jacket fabrication commenced.
16.67%				
<b>LNG</b>				
<b>Minerals Projects</b>				
Alumar Refinery Expansion (Brazil)	900	Q2 CY09	2 million tpa of additional alumina	On schedule and revised budget. Engineering is complete and procurement well advanced. Construction is 82% complete with the project overall 92% complete.
36%				
<b>Alumina</b>				
Worsley Efficiency & Growth (Australia)	1,900	H1 CY11	1.1 million tpa of additional alumina	On schedule and budget. Engineering is 49% complete and construction camp now operational.
86%				
<b>Alumina</b>				
Iron Ore (Western Australia)	1,850	H1 CY10	26 million tpa additional iron ore system capacity	On schedule and budget. Engineering is now over 95% complete and construction is nearing 70% complete.
RGP4				
86.2%				
<b>Iron Ore</b>				

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Iron Ore (Western  
Australia)

4,800 H2 CY11

50 million tpa additional  
iron ore system capacity

The project was sanctioned  
during the quarter. See  
News Release dated 25  
November 2008.  
Preliminary engineering  
and construction activities  
have commenced.

RGP5

85%

**Iron Ore**

PROJECT AND OWNERSHIP	SHARE OF APPROVED CAPEX US\$M	INITIAL PRODUCTION TARGET DATE	PRODUCTION CAPACITY (100%)	QUARTERLY PROGRESS
Gemco (Australia)	110	H1 CY09	1 million tpa of additional manganese concentrate	On schedule and budget in local currency. Cyclone tower operational and remainder of installation activities progressing well. Project is 77% complete.
60%				
<b>Manganese</b>				
Klipspruit (South Africa)	450	H2 CY09	Incremental 1.8 million tpa export thermal coal	On schedule and budget. Earthworks and civil and mechanical construction progressing well. The project is 70% complete with detailed commission planning commenced.
100%			Incremental 2.1 million tpa domestic thermal coal	
<b>Energy Coal</b>				
Douglas-Middelburg Optimisation (South Africa)	975	Mid CY10	10 million tpa export thermal coal and 8.5 million tpa domestic thermal coal (sustains current output)	On schedule and budget. Construction activities are progressing well with steel erection commencing as scheduled. The project is 34% complete.
100%				
<b>Energy Coal</b>				
Newcastle Third Port Project (Australia)	390	CY10	30 million tpa export coal loading facility	On schedule and budget. Project is over 35% complete.
35.5%				

**Energy Coal**  
**MINERALS EXPLORATION**

BHP Billiton continues to identify and prioritise various exploration activities. All of the exploration activities are reviewed regularly to ensure that we are capturing value accretive opportunities for future development.

Selection study work on the proposed Olympic Dam Expansion (Australia) is effectively complete. A Draft Environmental Impact Statement (EIS) based on the five stage project configuration has been provided to the Federal, South Australian and Northern Territory Governments for a compliance review, with the intention that it be released for public comment during the first half of calendar year 2009. Pending government approvals for the EIS and consistent with the prevailing economic circumstances, project activity will be scaled back to that necessary to support the approvals process and the study of a number of mining and processing technology options. Olympic Dam Expansion expenditure for the six months ended 31 December 2008 was US\$112 million, of which US\$29 million was capitalised.

Grassroots exploration continued on targets in Australia, Chile, Argentina, Zambia and the Democratic Republic of Congo (DRC); and on diamond targets in Canada. Exploration for iron ore, coal, bauxite and manganese was undertaken in a number of regions including Australia, South America, Russia and West Africa.

For the six months ended 31 December 2008, BHP Billiton spent US\$357 million on minerals exploration, of which US\$313 million was expensed.

**PETROLEUM EXPLORATION**

Exploration and appraisal wells drilled during the quarter or in the process of drilling as at 31 December 2008.

<b>WELL</b>	<b>LOCATION</b>	<b>BHP BILLITON EQUITY</b>	<b>STATUS</b>
Lambert-8	Dampier Sub-Basin	16.67% BHP Billiton	Plugged and abandoned. Hydrocarbons encountered.
	Western Australia	(Woodside operator)	
	WA-16-L		
Lambert West	Dampier Sub-Basin	16.67% BHP Billiton	Plugged and abandoned. Hydrocarbons encountered.
	Western Australia	(Woodside operator)	
	WA-16-L		
Lady Nora-2	Dampier Sub-Basin	16.67% BHP Billiton	Plugged and abandoned. Hydrocarbons encountered.
	Western Australia	(Woodside operator)	
	WA-28-P		
Nereus-1	Dampier Sub-Basin	16.67% BHP Billiton	Plugged and abandoned. Dry hole.
	Western Australia	(Woodside operator)	
	WA-28-P		
Tidepole-2	Dampier Sub-Basin	16.67% BHP Billiton	Drilling ahead.
	Western Australia	(Woodside operator)	
	WA-5-L		
Torosa-5	Browse Basin	8.33% BHP Billiton	Plugging and abandoning. Hydrocarbons encountered.
	Western Australia	(Woodside operator)	
	WA-30-R		
Puma-4	Green Canyon	29.805% BHP Billiton	Drilling ahead.
	Gulf of Mexico	(BP Operator)	
	GC823-2		
Shenzi-8	Green Canyon	44% BHP Billiton, operator	Hydrocarbons encountered. Suspended.
	Gulf of Mexico		
	GC610		

Petroleum exploration expenditure for the six months ended 31 December 2008 was US\$263 million, of which US\$183 million was expensed

Further information on BHP Billiton can be found on our website: [www.bhpbilliton.com](http://www.bhpbilliton.com)

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BHP Billiton Plc Registration number 3196209  
Registered in England and Wales  
Registered Office: Neathouse Place  
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BHP Billiton Limited and BHP Billiton Plc

Date: 21 January 2009

By: /s/ Jane McAloon  
Name: Jane McAloon  
Title: Group Company Secretary