

Section 89 (3)

The Insolvency Act 1986
Members Voluntary Winding Up
Declaration of Solvency
Embodying a Statement of
Assets & Liabilities
Pursuant to Section 89 (3) of
the Insolvency Act 1986

S89/3

To the Registrar of Companies

For Official Use

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Company Number

04434577

Name of Company

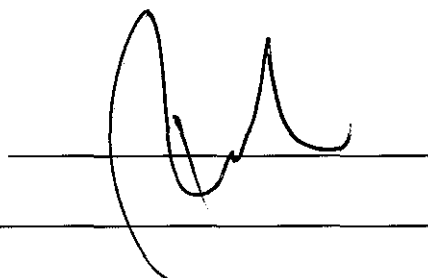
BHP Billiton Overseas Holdings Limited

I / We

Robert Stephen Palmer
 PO Box 698, 2nd Floor
 Titchfield House
 69/85 Tabernacle Street
 London EC2A 4RR

attach a declaration of solvency embodying a statement
 of assets and liabilities

Signed



Date

21/10/04

Gallaghers
 PO Box 698, 2nd Floor
 Titchfield House
 69/85 Tabernacle Street
 London EC2A 4RR
 BHPOVER/RSP/PN

Ref:

For Official Use

Insolvency Sect

Post Room



A31
 COMPANIES HOUSE

0153
 22/07/04

Section 89 (3)
The Insolvency Act 1986
Members Voluntary Winding Up
Declaration Of Solvency
Embodying a Statement of
Assets & Liabilities

Form 4.70 contd

Company No 04434577

Name of Company BHP Billiton Overseas Holdings Limited

Presented by Gallaghers

DECLARATION OF SOLVENCY

We
Elizabeth Anne Hobley of 12 Spice Court, Asher Way, Wapping, London E1W 2JD and
William Broughton Smith of Flat 3, 42 Kings Street, Covent Garden, London WC2E 8JS

being all of the directors of

BHP Billiton Overseas Holdings Limited

do solemnly and sincerely declare that we have made a full enquiry into the affairs of this
company, and that, having done so, we have formed the opinion that this company will be
able to pay its debts in full together with interest at the official rate within a period of
12 months, from the commencement of the winding up.

We append a statement of the company's assets and liabilities as at 29 June 2004
being the latest practicable date before the making of this declaration.

We make this solemn declaration, conscientiously believing it to be true, and by virtue of
the provisions of the Statutory Declarations Act 1835.

Declared at London, SW1 1 194

Date 30 June 2004

Before me

Signature(s) of person(s) making
declaration

EA Hobley
WBS

R. A. D. Mowbray
Solicitor or Commissioner for Oaths
Sovereign's Office of London, England

R. A. D. Mowbray

Re declared at London, 12
19 July 2004

EA Hobley
WBS

R. A. D. Mowbray
Solicitor or Commissioner for Oaths
Sovereign's Office of London, England

ASSETS & LIABILITIES

Estimated to Realise
or to rank for payment
£

ASSETS

Receivable - BHP Billit 322978580

Estimated realisable value of assets 322978580

LIABILITIES

Ordinary Shareholders 323000002

Estimated cost of liquidation & expenses including interest
accruing until payment of debts in full. 0

Estimated surplus after paying debts in full -21422

Remarks

The costs of the liquidation will be borne by BHP Billiton Jersey Ltd