

Section 89⁽³⁾ The Insolvency Act 1986**MEMBERS' VOLUNTARY WINDING UP****S.89(3)****Declaration of Solvency embodying
a Statement of Assets and Liabilities**

Pursuant to section 89(3) of the Insolvency Act 1986

For official use

To the Registrar of Companies**Company Number****05422543****NAME OF COMPANY****(1) BHP BILLITON PADDINGTON LIMITED**(1) Insert full name
of Company(2) Insert full names
and address(es)**I/We⁽²⁾**

Peter Bright of Neathouse Place, London SW1V 1LH

Charlotte Gillan of Neathouse Place, London SW1V 1LH

**attach a declaration of solvency embodying a statement of assets and
liabilities.****Signed**

Peter Bright

Date

19/05/2014.

Signed

Charlotte Gillan

Date

19/5/14

(3) Insert
presenter's
and reference
(if any)(3) PricewaterhouseCoopers LLP
7 More London Riverside, London SE1 2RT

For official use

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COMPANIES HOUSE

The Insolvency Act 1986
Members' Voluntary Winding Up
Declaration of Solvency
Embodying a Statement of
Assets and Liabilities

Form 4.70 cont'd

Company Number 05422543

Name of Company BHP Billiton Paddington Limited

Presented by PricewaterhouseCoopers LLP
7 More London Riverside, London SE1 2RT

Declaration of Solvency

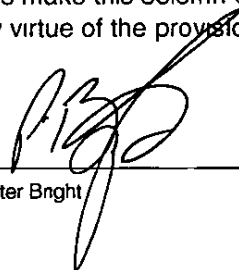
We

(a) Insert names and addresses Peter Bright of Neathouse Place, London SW1V 1LH
Charlotte Gillan of Neathouse Place, London SW1V 1LH

(b) Delete as applicable being (b) the majority of the directors of (c) BHP Billiton Paddington Limited
(c) Insert name of company do solemnly and sincerely declare that we have made a full inquiry 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
(d) Insert a period of interest at the official rate within a period of 12 months, from the
months not exceeding 12 commencement of the winding-up

(e) Insert date We append a statement of the Company's assets and liabilities as at (e) 19
May 2014, 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


Peter Bright


Charlotte Gillan

Declared at

this 19th day of May 2014

Before me,


Notary Public acting as a
commissioner of Oaths

Company Name: BHP BILLITON PADDINGTON LIMITED

Registered No: 05422543
Form 4.70 (cont.)

Statement as at 19 May 2014 showing assets at estimated
realisable values and liabilities expected to rank

Assets and liabilities	Estimated to realise or to rank for payment to nearest £
Assets <div> <div>Balance at bank</div> <div>Cash in hand</div> <div>Marketable securities</div> <div>Bills receivable</div> <div>Inter-company debtor</div> <div>Trade debtors</div> <div>Loans and advances</div> <div>Unpaid calls</div> <div>Stock in trade</div> <div>Work in progress</div> <div>Freehold property</div> <div>Leasehold property</div> <div>Plant and machinery</div> <div>Furniture, fittings, utensils etc</div> <div>Patents, trade marks etc</div> <div>Investments other than marketable securities</div> <div>Other property, viz</div> <div>Estimated realisable value of assets £</div> </div>	<div>£</div> <div>22 44</div> <div>22.44</div>
Liabilities <div> <div>Secured on specific assets, viz</div> <div>Secured by floating charge(s)</div> <div>Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full</div> <div>Unsecured creditors (amounts estimated to rank for payment)</div> <div> <div>£</div> <div>£</div> <div>Inter-company creditor</div> <div>Bills payable</div> <div>Accrued expenses</div> <div>Other liabilities</div> <div>Contingent liabilities</div> </div> </div>	<div>£</div>
<div>Estimated surplus after paying debts in full</div> <div>£</div>	<div>22.44</div>

Remarks

The functional currency of the company is US Dollars and the company's net
asset of US\$37 73 has been converted to sterling for the purpose of the declaration
of solvency The conversion rate is US\$ 1.681 as at 19 May 2014

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