

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 74998 / May 20, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16546

In the Matter of

**BHP Billiton Ltd. and BHP
Billiton Plc,**

Respondents.

**ORDER INSTITUTING CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTION 21C OF THE SECURITIES
EXCHANGE ACT OF 1934, MAKING
FINDINGS, AND IMPOSING A CEASE-
AND-DESIST ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), against BHP Billiton Ltd. and BHP Billiton Plc (collectively, “BHPB” or “Respondents”).

II.

In anticipation of the institution of these proceedings, Respondents have submitted Offers of Settlement (the “Offers”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over them and the subject matter of these proceedings, which are admitted, Respondents consent to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondents’ Offers, the Commission finds¹ that:

¹ The findings herein are made pursuant to Respondents’ Offers of Settlement and are not binding on any other person or entity in this or any other proceeding.

Summary

1. This matter concerns BHPB's failure to devise and maintain sufficient internal controls over a global hospitality program that the company hosted in connection with its sponsorship of the 2008 Beijing Summer Olympic Games. BHPB invited approximately 176 government officials and employees of state-owned enterprises (collectively, "government officials") to attend the Olympics at BHPB's expense. The majority of these invitations were extended to government officials from countries in Africa and Asia that had well-known histories of corruption. The three to four day hospitality packages included event tickets, luxury hotel accommodations, meals, other hospitality, and, in many instances, offers of business-class airfare for government officials and their guests. BHPB informed its employees that "[o]ne of the core objectives [of the Olympic sponsorship] is to maximize the commercial investment made in the Games through assisting [BHPB] to strengthen relationships with key local and global stakeholders, e.g.: Government Ministers, Suppliers and Customers," and that the hospitality program was "a primary vehicle to ensure this goal is achieved."

2. BHPB recognized that inviting government officials to the Olympics created a heightened risk of violating anti-corruption laws and the company's own Guide to Business Conduct, but the internal controls it developed and relied upon in an effort to address this risk were insufficient. As a result, BHPB invited government officials who were directly involved in, or in a position to influence, pending contract negotiations, efforts to obtain access rights, regulatory actions, or business dealings affecting BHPB in multiple countries. In addition, BHPB's books and records, namely certain internal forms that employees prepared in order to invite a government official to the Olympics, did not, in reasonable detail, accurately and fairly reflect BHPB's pending negotiations or business dealings with the government official at the time of the invitation.

3. As a result of this conduct, BHPB violated the internal controls and books and records provisions of the Foreign Corrupt Practices Act ("FCPA").

Respondent

4. **BHP Billiton ("BHPB")** is a combination of two companies: BHP Billiton Limited, which is headquartered in Melbourne, Australia, and BHP Billiton Plc, which is headquartered in London, England. Since 2001, BHPB has operated under a Dual Listed Company structure, under which BHP Billiton Limited and BHP Billiton Plc operate as a single economic entity, run by a unified Board of Directors and management team. BHP Billiton Limited American Depositary Shares ("ADSs") and BHP Billiton Plc ADSs are registered with the Commission pursuant to Section 12(b) of the Exchange Act and listed on the New York Stock Exchange under the tickers "BHP" and "BBL" respectively.

Background

5. BHPB is a global resources company that is among the world's leading producers of major commodities, including iron ore, coal, oil and gas, copper, aluminum, manganese, uranium, nickel, and silver. As of June 30, 2014, the end of its most recently completed fiscal year, BHPB had a market capitalization of approximately \$190 billion, with over 140 locations, operations in 25 countries, and a workforce of more than 128,000 employees and contractors.

6. During the relevant period, BHPB operated through different business divisions, called Customer Sector Groups ("CSGs"). These CSGs included Iron Ore, Aluminium, Petroleum, Base Metals, Diamonds and Specialty Products, Stainless Steel Materials, Manganese,

Metallurgical Coal, and Energy Coal. Each CSG had its own president, which reported to a member of BHPB's Group Management Committee.² BHPB also had a Minerals Exploration Group ("MinEx") that assisted the CSGs with exploration activities.

7. Under BHPB's operating model during the relevant period, each CSG President was responsible for ensuring their businesses' compliance with the company's Guide to Business Conduct. Every CSG President also was required to certify annually that they had read and understood the Guide, confirmed that their direct reports had done the same, and discussed it with their direct reports. BHPB had a centralized legal department. In addition, it had an advisory body with internal and external membership called the Global Ethics Panel ("Ethics Panel"), which advised business leaders on compliance with the Guide to Business Conduct and other business ethics issues. BHPB did not have an independent, centralized compliance group within its legal department, or otherwise.

BHPB's Hospitality Program for the 2008 Beijing Summer Olympic Games

A. The Scope and Goals of BHPB's Olympic Hospitality Program

8. In December 2005, BHPB and the Beijing Organizing Committee announced their agreement for BHPB to become an official sponsor of the 2008 Beijing Olympic Games. Under this agreement, BHPB paid a sponsorship fee and supplied the raw materials used to make the Olympic medals. In exchange, BHPB received the rights to use the Olympic trademark and other intellectual property in public announcements and advertisements, as well as priority access to tickets, hospitality suites, and accommodations in Beijing during the August 2008 Games.

9. BHPB established an Olympic Sponsorship Steering Committee ("OSSC") to plan, oversee, and implement its sponsorship program, which involved multiple different branding, promotion, and relationship-building initiatives. The chair of the OSSC, who also was the chair of the Ethics Panel, reported directly to BHPB's CEO.

10. One of BHPB's objectives for the sponsorship was "to reinforce and develop relationships with key stakeholders" in China and in "product and investor markets, and regions where we have or would like to have operations." BHPB's strategy for accomplishing its objectives included "[u]tiliz[ing] Olympic hospitality to motivate China-based stakeholders, including customers, suppliers, government and media, to enhance business opportunities for BHP Billiton in China" and "[u]tiliz[ing] Olympic hospitality to build relationships with stakeholders from product and investor markets, and regions where we have or would like to have operations."

11. One of the company's sponsorship-related initiatives was a global hospitality program under which BHPB invited guests from around the world, including foreign government officials and representatives of state-owned enterprises, to attend the Beijing Olympics on three to four day hospitality packages. The hospitality packages included luxury hotel accommodations, meals, event tickets, and sightseeing excursions, at a cost of approximately \$12,000 to \$16,000 per package. In addition, BHPB executives approved the offer of round trip business class airfare to approximately 51 foreign government officials, as well as the airfares for 35 of these government

² In 2012 and 2013, BHPB re-organized to consolidate the CSGs into five business units: Petroleum and Potash; Copper; Iron Ore; Coal; and Aluminium, Manganese and Nickel.

officials' spouses or guests. Apart from BHPB's desire to enhance business opportunities by strengthening relationships with its guests, these trips had no other business purpose.

12. An internal e-mail to CSG presidents and other senior BHPB business managers emphasized the importance of the hospitality program to the success of BHPB's sponsorship, stating, "[a]s you know we have made a commitment to support the Beijing Olympic Games in 2008. One of the core objectives is to maximise the commercial investment made in the Games through assisting [BHPB] to strengthen relationships with key local and global stakeholders, e.g.: Government Ministers, Suppliers and Customers. The BHP Billiton Hospitality Program is a primary vehicle to ensure this goal is achieved."

13. In early 2007, BHPB employees prepared country-specific Olympic Leverage Plans, which summarized BHPB's business and Olympic-related objectives. In a number of instances, these plans discussed inviting key stakeholders, including government officials, to help BHPB develop relationships with a view to increasing or maintaining its business opportunities. For example, the Olympic Leverage Plan prepared for one country stated that BHPB's business objectives in that country included "gaining access to regions that will provide growth for [BHPB's] business" and "gaining port access." The plan further stated that the hospitality program would "provide useful relationship building opportunity for . . . stakeholders" and that the invitees would include the country's Minister of Mines and Minister of Transport. The Olympic Leverage Plan for another country, while not specifically addressing the hospitality program, stated that one of the goals for the sponsorship was "us[ing] Olympics program to strengthen and build the govt's confidence and relationship with [BHPB], to help facilitate approvals for future projects."

14. After Olympic Leverage Plans were prepared for each country, BHPB business managers submitted lists of potential invitees and were instructed to rank them in order of importance, with "Category A" being those "most critical to the business." Internal BHPB presentations discussed the need to establish "the business benefit" of an Olympic invitation.

15. Eventually, BHPB invited approximately 650 people to attend the Beijing Olympics, including 176 government officials, 98 of whom were representatives of state-owned enterprises that were BHPB customers or suppliers. BHPB also invited the spouses of 102 of these government officials. Most of the invited government officials were from countries in Africa and Asia where there was a known risk of corruption. Sixty of these government officials ultimately attended, 24 of them with their spouses or guests. A number of other invited government officials accepted their invitations, but then cancelled before the Olympics began.

B. BHPB's Insufficient Internal Controls over the Olympic Hospitality Program

16. Early in its planning for the Olympics, BHPB identified the risk that inviting government officials to the Olympics could potentially violate anti-corruption laws and the company's own Guide to Business Conduct. The company relied on its existing operating model and an Olympic-specific internal approval process to address this risk. However, these internal controls, and BHPB's implementation of them, were insufficient.

17. BHPB developed a hospitality application which business managers were required to complete for any individuals, including government officials, whom they wished to invite. These applications included the following questions:

9. What business obligation exists or is expected to develop between the proposed invitee and BHP Billiton?

10. Is BHP Billiton negotiating or considering any contract, license agreement or seeking access rights with a third party where the proposed invitee is in a position to influence the outcome of that negotiation?

11. Do you believe that the offer of the proposed hospitality would be likely to create an impression that there is an improper connection between the provision of the hospitality and the business that is being negotiated, considered or conducted, or in any way might be perceived as breaching the Company's Guide to Business Conduct?

If yes, please provide details.

12. Are there other matters relating to the relationship between BHP Billiton and the proposed invitee that you believe should be considered in relation to the provision of hospitality having regard to BHP Billiton's *Guide to Business Conduct*?

18. BHPB required each such application to be filled out and signed by an employee with knowledge of the invitee's relationship with the company, and approved in writing by the president of the relevant CSG or the BHPB country president.³ A cover sheet that accompanied the blank forms included a short description of anti-bribery provisions in the Guide to Business Conduct and urged employees to re-read the section of the Guide concerning travel, entertainment, and gifts before completing the form. However, the controls did not adequately address the anti-bribery risks associated with offering expensive travel and entertainment packages to government officials.

19. First, BHPB did not require independent legal or compliance review of hospitality applications by someone outside the CSG that was submitting the application, and did not clearly communicate to its employees the fact that the Ethics Panel was not reviewing and approving each invitation to a government official. On the one hand, BHPB's internal website stated that the hospitality applications were subject to "scrutiny by the Ethics Panel [steering committee]," and the hospitality applications themselves stated that, "[r]equests for travel and accompanying spouses will be approved by the Olympic Sponsorship Steering Committee and the Global Ethics Panel Sub-Committee." E-mails sent to some BHPB business managers by a member of the OSSC staff stated that the Ethics Panel had "approved" their applications.

20. However, other than reviewing approximately 10 hospitality applications for government officials in mid-2007 in order to assess the invitation process, the OSSC and the Ethics Panel subcommittee did not review the appropriateness of individual hospitality applications or airfare requests. The Ethics Panel's charter stated that its role simply was to provide advice on ethical and compliance matters, and that "accountability rest[ed] with business leaders." Members of the Ethics Panel understood that, consistent with their charter, their role with respect to implementation of the hospitality program was purely advisory. As a result, business managers had sole responsibility for reconciling the competing goals of inviting guests – including

³ In countries where multiple CSGs operated, BHPB had employees designated as "country presidents" or "country managers" to coordinate the activities of the various business units.

government officials – who would “maximize [BHPB’s] commercial investment made in the Olympic Games” without violating anti-bribery laws.

21. Second, some hospitality applications were not accurate or complete. Many applications identified an employee of a state-owned enterprise as a “Customer,” but failed to identify the invitee as a “Representative of Government.” In addition, a number of applications contained “No” responses to Question 10, even when BHPB had pending negotiations, efforts to obtain access rights, regulatory actions, or other business dealings in which the government official was directly involved or in a position to influence. Furthermore, in a number of instances, BHPB business people were provided with examples of language that had been used by other employees when responding to Questions 10 and 11 in order to explain why an invitation was appropriate, even when there was a “Yes” response to Questions 10-12. As a result, many hospitality applications contained the exact same statements in response to Questions 10 and 11, rather than a description of the specific facts and circumstances relating to that government official.⁴

22. Third, while BHPB had an annual Guide to Business Conduct review and certification process, and generalized training, it did not provide its employees and executives with any specific training on how to fill out the hospitality forms or how to evaluate whether an invitation to a government official complied with the Guide. During the relevant period, this portion of the Guide included a case example concerning a negotiation between BHPB and a Ministry for Planning in a particular country, in which the Minister indicated that it would help his consideration of the company’s application if the Minister and his wife could visit BHPB’s operations in Australia. The example stated that “this kind of situation requires the utmost caution and you must consult senior management. You must not offer to provide anything that could be reasonably regarded as an attempt to unduly influence the Minister’s decision. This means that you must not pay for travel by the Minister’s wife.” However, BHPB did not provide any guidance to its senior managers on how they should apply this portion of the Guide when determining whether to approve invitations and airfares for government officials’ spouses.

23. Fourth, although the form asked whether any business was “expected to develop” with the invitee, BHPB did not institute a process for updating hospitality applications or reassessing the appropriateness of invitations to government officials if conditions changed. Almost all of the hospitality applications relating to government officials were approved and submitted in mid-2007. However, BHPB did not require hospitality forms to be updated, or invitations to be reconsidered, in those situations when government officials subsequently became involved in negotiations, attempts by BHPB to obtain access rights, or other pending matters.

24. Fifth, hospitality applications were submitted by individual CSGs, and generally only reflected negotiations between the government official and that CSG. While lists of invitees were circulated among senior BHPB business managers, BHPB had no process in place to

⁴ For example, a number of hospitality forms included the following response to Question 10: “Yes, the invitee is in a position to influence the outcome of the pending contract, however, this is an organization that we have been conducting business with for over five years. Negotiations and contract outcomes are a regular occurrence but due to the lengthy relationship with BHP Billiton there is evidence [of] a long term commitment that would not necessarily be influenced by this gesture. It is a way of rewarding the business that has previously been conducted with BHP Billiton.”

determine whether the invited government official also was involved in other CSGs' negotiations, efforts to obtain access rights, or other business dealings.

C. As a Result of its Insufficient Internal Controls, BHPB Invited Government Officials who were Directly Involved in, or in a Position to Influence, Pending Negotiations, Regulatory Actions, or Business Dealings with BHPB

25. As a result of its failure to design and maintain sufficient internal controls over the Olympic global hospitality program, BHPB invited a number of government officials who were directly involved with, or in a position to influence, pending negotiations, efforts by BHPB to obtain access rights, or other pending matters.

Republic of Burundi

26. In mid-2007, BHPB's MinEx group submitted a hospitality application form to invite the as-yet-unidentified Burundi Minister of Mines and spouse to the Olympics, with airfare included. Because BHPB was not currently in negotiations with the Minister of Mines at the time, the hospitality application form contained a "No" response to Question 10. However, BHPB had a joint venture ("JV") in Burundi with an entity that was in danger of losing a nickel exploration permit unless it made a substantial near-term financial investment in the project or negotiated a renewal or amendment of the permit. Under Burundi law, the Minister of Mines was responsible for reviewing an application to renew or amend a mining permit and presenting the application to the country's Council of Ministers for final approval.

27. In late 2007 and early 2008, BHPB began to negotiate directly with the newly-appointed Minister of Mines to extend and modify the JV's nickel exploration permit. However, BHPB employees did not update the hospitality application or take steps to re-review the appropriateness of the invitation after these negotiations began. As noted above, no such re-review was required by the internal controls that BHPB relied upon for the Olympic hospitality program. The Minister of Mines and his wife attended the Olympics as BHPB's guests for four days.

Republic of the Philippines

28. In July 2007, BHPB became embroiled in a dispute with a local JV partner concerning a prospective nickel mining operation in the Philippines. The JV partner sued BHPB in local court and filed requests with the country's Secretary of Department of Environment and Resources ("DENR"), requesting reversion of the mining rights that the JV partner had assigned to the JV.

29. In October 2007, a BHPB employee from the Stainless Steel Materials CSG submitted a hospitality application to invite the Secretary and his spouse to attend the Olympics, with airfare included. The completed application contained a "Yes" response to Question 10, but only described a technical services agreement that BHPB was considering submitting to the DENR for the Secretary's approval. Question 10 of the hospitality form did not explicitly require, and the employee's response did not provide, any information about the Secretary's role in reviewing the JV partner's reversion request or the fact that the President of the Philippines had designated the Secretary to mediate the dispute between BHPB and its JV partner. The form included a "No" response to Question 11.

30. The Secretary accepted BHPB's invitation in December 2007. In March 2008, he issued a decision denying the JV partner's reversion request and continued during the ensuing months to mediate the parties' dispute. In late July, BHPB became concerned that the company's

JV partner had learned about the Olympics invitation. As a result, BHPB withdrew the invitation shortly before the Olympics began.

Democratic Republic of the Congo

31. In mid-2007, MinEx submitted a hospitality application form to invite the Governor of the Katanga Province in the Democratic Republic of the Congo (the “DRC”) and his spouse, with airfare included. Following its June 2007 review of 10 invitations to government officials, the Ethics Panel subcommittee advised MinEx to provide more detail about whether the invitation involved Gecamines, a state-owned entity with which BHPB was attempting to negotiate a copper exploration deal. In response, MinEx submitted a revised application that contained a “No” response to Question 10, stating, “[t]he issuing and management of mineral titles and negotiations with third parties in DRC have nothing to do with the Governor’s roles and responsibilities. Although [BHPB] are currently engaged in negotiations with State copper company, Gecamines, the Governor of Katanga will have no influence in these dealings.”

32. Later in 2007, however, BHPB employees held several meetings with the Governor. Internal summaries of these meetings noted that the Governor was “a close ally of [the DRC] President” and that having the Governor as BHPB’s ally “could be the key to unlock a successful entry in a deal with Gecamines.” In spite of obtaining this information after making the initial decision to invite the Governor of Katanga and his wife to the Olympics, BHPB employees did not update the hospitality application form or take steps to re-review the appropriateness of the invitation. No such re-review was required under the internal controls that BHPB relied upon for the Olympic hospitality program. The Governor accepted the invitation, but then cancelled before the Olympics.

Republic of Guinea

33. In May 2007, MinEx submitted a hospitality application to invite the Guinea Minister of Mines and his spouse to the Olympics, with airfare included. The application contained a “No” response to Question 10, and in response to Question 11 it stated, “No. A sound professional relationship with the Guinea Ministry of Mines is key for the success of the [BHPB] exploration and mining business in this country.” Following its June 2007 review of 10 invitations to government officials, the Ethics Panel subcommittee advised MinEx to provide additional information concerning this invitation. The MinEx employee who had prepared the original form asked BHPB’s Guinea country president to respond to the request for information concerning any pending negotiations with the Minister. The country president replied that “of course” there would be “further negotiations” regarding the upcoming renewal of a bauxite mining concession held by BHPB and the government’s intention to review all existing mining concessions, but that the response to Question 11 was “key in that regard.”

34. This information was not passed along to the Ethics Panel subcommittee, however, and the form was not updated to accurately reflect the pending negotiations across all of the CSGs operating in Guinea. Because they received no response to the Guinea country president’s email, MinEx officials mistakenly understood that the Ethics Panel had approved the invitation. The Minister accepted the invitation on behalf of himself and his wife in January 2008, but cancelled shortly before the Olympics began.

Legal Standards and FCPA Violations

35. Under Section 21C(a) of the Exchange Act, the Commission may impose a cease-and-desist order upon any person who is violating, has violated, or is about to violate any provision of the Exchange Act or any rule or regulation thereunder, and upon any other person that is, was, or would be a cause of the violation, due to an act or omission the person knew or should have known would contribute to such violation.

36. Under Section 13(b)(2)(A) of the Exchange Act, issuers are required to make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the issuer.

37. Under Section 13(b)(2)(B) of the Exchange Act, issuers are required to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that (i) transactions are executed in accordance with management's general or specific authorization; (ii) transactions are recorded as necessary (I) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (II) to maintain accountability for assets; (iii) access to assets is permitted only in accordance with management's general or specific authorization; and (iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

38. As a result of the conduct described above, BHPB violated Section 13(b)(2)(A) because its books and records, namely certain Olympic hospitality applications, did not, in reasonable detail, accurately and fairly reflect pending negotiations or business dealings between BHPB and government officials invited to the Olympics. BHPB violated Section 13(b)(2)(B) because it did not devise and maintain internal accounting controls over the Olympic hospitality program that were sufficient to provide reasonable assurances that access to assets and transactions were in executed in accordance with management's authorization.

BHPB's Cooperation and Remedial Efforts

39. In response to the Commission's investigation, BHPB retained outside counsel to assist it with conducting an extensive internal investigation into potential improper conduct in the jurisdictions that were the subject of the staff's inquiry. BHPB provided significant cooperation with the Commission's investigation by voluntarily producing large volumes of business, financial, and accounting documents from around the world in response to the staff's requests, and by voluntarily producing translations of key documents. BHPB's counsel conducted scores of interviews and provided the staff with regular reports on the findings of its internal investigation.

40. BHPB also has undertaken significant remedial actions. BHPB has created a compliance group within its legal department that is independent from the business units. This compliance group is responsible for FCPA compliance, among other things, and reports directly to BHPB's general counsel and Audit Committee. In addition, it has reviewed its existing anti-corruption compliance program and implemented other changes. These include embedding independent anti-corruption managers into its businesses and further enhancing its policies and procedures concerning hospitality, gift giving, use of third party agents, business partners, and other high-risk compliance areas. BHPB also has enhanced its financial and auditing controls, including policies to specifically address conducting business in high-risk markets. BHPB has

conducted extensive employee training on anti-corruption issues and overhauled its processes for conducting internal investigations of potential violations of anti-corruption laws.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondents BHP Billiton Ltd.'s and BHP Billiton Plc's Offers.

Accordingly, it is hereby ORDERED that:

A. Pursuant to Section 21C of the Exchange Act, Respondents cease and desist from committing or causing any violations and any future violations of Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act.

B. Respondents shall, within 10 days of the entry of this Order, pay a civil money penalty totaling \$25,000,000 to the Securities and Exchange Commission for remission to the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717. Payment must be made in one of the following ways:

- (1) Respondents may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondents may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondents may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying BHP Billiton Ltd. and BHP Billiton Plc as Respondents in these proceedings, and the file number of these proceedings. A copy of the cover letter and check or money order must be sent to Antonia Chion, Associate Director, Division of Enforcement, Securities and Exchange Commission, 100 F St., NE, Washington, DC 20549.

C. During a one-year term as set forth below, Respondents shall report to the Commission staff on the operation of BHPB's FCPA and anti-corruption compliance program. If Respondents discover credible evidence, not already reported to the Commission staff, that: (1) questionable or corrupt payments or questionable or corrupt transfers of property or interests may have been offered, promised, paid, or authorized by Respondents, or any entity or person while working directly for Respondents, to any government official; (2) that related false books and records have been maintained; or (3) that Respondents' internal controls failed to detect and prevent such conduct, Respondents shall promptly report such conduct to the Commission staff. During this one-year period:

- (1) Respondents shall submit to the Commission staff a written report within 180 calendar days of the entry of this Order on the operation of BHPB's FCPA and anti-corruption compliance program (the "Initial Report"). The Initial Report shall be transmitted to Alexander Koch, Assistant Director, Division of Enforcement, Securities and Exchange Commission, 100 F St., NE, Washington, DC 20549-5041. Respondents may extend the time period for issuance of the Initial Report with prior written approval of the Commission staff.
- (2) Respondents shall undertake one follow-up review, incorporating any comments provided by the Commission staff on the Initial Report, to further monitor and assess the operation of its FCPA and anti-corruption compliance program and whether Respondents' policies and procedures are reasonably designed to detect and prevent violations of the FCPA and other applicable anti-corruption laws (the "Final Report").
- (3) The Final Report shall be completed by no later than 180 days after the Initial Report, and shall be transmitted to Alexander Koch, Assistant Director, Division of Enforcement, Securities and Exchange Commission, 100 F St., NE, Washington, DC 20549-5041. Respondents may extend the time period for issuance of the Final Report with prior written approval of the Commission staff.
- (4) The reports submitted by Respondents will likely include proprietary, financial, confidential, and competitive business information. Public disclosure of the reports could discourage cooperation, impede pending or potential government investigations or undermine the objectives of the reporting requirement. For these reasons, among others, the reports and the contents thereof are intended to remain and shall remain non-public, except (a) pursuant to court order, (b) as agreed by the parties in writing, (c) to the extent that the Commission staff determines in its sole discretion that disclosure would be in furtherance of the Commission's discharge of its duties and responsibilities, or (d) is otherwise required by law.

By the Commission.

Brent J. Fields
Secretary