

BHP BILLITON PLC  
Form 6-K  
October 25, 2006

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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

October 24, 2006

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**BHP BILLITON LIMITED**

(ABN 49 004 028 077)

(Exact name of Registrant as specified in its charter)

VICTORIA, AUSTRALIA

(Jurisdiction of incorporation or organisation)

180 LONSDALE STREET, MELBOURNE, VICTORIA

3000 AUSTRALIA

(Address of principal executive offices)

**BHP BILLITON PLC**

(REG. NO. 3196209)

(Exact name of Registrant as specified in its charter)

ENGLAND AND WALES

(Jurisdiction of incorporation or organisation)

NEATHOUSE PLACE, VICTORIA, LONDON,

UNITED KINGDOM

(Address of principal executive offices)

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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

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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  [x] No

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

24 October 2006  
Number 27/06

**BHP BILLITON PRODUCTION REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2006**

BHP Billiton today released its production report for the quarter ended 30 September 2006. Throughout this report, unless otherwise stated, production volumes refer to BHP Billiton share.

- Record quarterly production of aluminium from continuing operations.
- Iron ore production in line with the record production in the June 2006 quarter (excluding the Goldsworthy (Australia) suspension).
- Record quarterly production of manganese ore in response to stronger customer demand.
- Record quarterly production was achieved at Mozal (Mozambique), GEMCO (Australia), Zamzama (Pakistan), Paranam (Suriname) and Bayside (South Africa).
- Copper production negatively impacted by an industrial stoppage at Escondida (Chile).

	SEPT	SEPT Q06	SEPT Q06
	2006	vs	vs
PETROLEUM	QTR	SEPT Q05	JUNE Q06
Crude Oil & Condensate and Natural Gas Liquid ('000 bbl)	15,216	-2%	4%
Natural Gas (bcf)	91.83	-6%	-7%
Total Petroleum Products (million boe)	30.52	-4%	-2%

Total Petroleum Production

- Production was in line with both comparative periods.

## Crude Oil, Condensate and Natural Gas Liquid

- Production from continuing operations was higher than the previous quarter. Successful infill drilling at North West Shelf (Australia) and Bass Strait (Australia) and reduced downtime at North West Shelf increased production during the quarter. This was partly offset by planned maintenance at Liverpool Bay (UK) and cessation of production from Typhoon / Boris (USA) in September 2005.

## Natural Gas

- Scheduled and unscheduled maintenance in the UK and lower customer demand in Australia contributed to reduced production for the period. Record quarterly production was achieved at Zamzama in response to strong demand. Typhoon / Boris and the Moranbah Coal Bed Methane (Australia) operations have been sold and consequently production will be impacted in future periods.

	SEPT	SEPT Q06	SEPT Q06
	2006	vs	vs
ALUMINIUM	QTR	SEPT Q05	JUNE Q06
Alumina ('000 tonnes)	1,078	5%	1%
Aluminium ('000 tonnes)	337	1%	-2%

## Alumina -

Production for the quarter ended September 2006 was higher than the September 2005 quarter. Ramp up of the Worsley Development Capital Project (Australia) and record production at Paranam contributed to the increased result. Stockpiled hydrate from the calciner outages at Alumar (Brazil) and Worsley decreased the current quarter's production.

## Aluminium

- Quarterly production from continuing operations (excluding Valesul (Brazil)) was an all time record. Mozal, Bayside and Hillside (South Africa) continued to deliver strong production. Mozal and Bayside achieved quarterly production records and Hillside production equalled the previous record results in the December 2005 and June 2006 quarters.

	SEPT	SEPT Q06	SEPT Q06
	2006	vs	vs
BASE METALS	QTR	SEPT Q05	JUNE Q06
Copper ('000 tonnes)	249.9	-19%	-20%
Silver ('000 ounces)	7,349	-35%	-23%
Lead (tonnes)	48,977	-25%	-12%
Zinc (tonnes)	24,011	-18%	-13%

Uranium Oxide Concentrate (Uranium) (tonnes)	793	-27%	-8%
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## Copper

- Production during the quarter was positively impacted by the successful commencement of the Sulphide Leach Project at Escondida (Chile) and strong production at Cerro Colorado (Chile). Production for the quarter was impacted by scheduled maintenance at Olympic Dam (Australia), strike action at Escondida and the sale of Tintaya (Peru) in June 2006.

## Silver / Lead

- Production was in line with expectations, as we continue to progress the rehabilitation of ground support at Cannington (Australia).

## Zinc

- In addition to the temporary partial closure at Cannington, production for the quarter was impacted by lower head grades at Cannington and Antamina (Peru).

## Uranium

- Planned maintenance at the Olympic Dam smelter also impacted uranium production for the quarter.

	SEPT	SEPT Q06	SEPT Q06
	2006	vs	vs
CARBON STEEL MATERIALS	QTR	SEPT Q05	JUNE Q06
Iron ore ('000 tonnes)	25,003	5%	-4%
Metallurgical Coal ('000 tonnes)	9,247	3%	0%
Manganese Ore ('000 tonnes)	1,509	9%	9%
Manganese Alloy ('000 tonnes)	153	10%	-13%

## Iron Ore

- September 2006 quarterly production was in line with the record June 2006 quarter (excluding Goldsworthy). The ramp up of the Rapid Growth Project 2 (Australia), completed in June 2006, contributed to this strong result. Tie-in activity for Rapid Growth Project 3 (Australia), including the Goldsworthy suspension, contributed to lower overall production. Tie-in activity is expected to continue for the remainder of the year.

## Metallurgical Coal

- Metallurgical coal production was in line with previous periods reflecting increased product differentiation in the market.

## Manganese Ore

- Record quarterly production was achieved at GEMCO in response to stronger customer demand.

## Manganese Alloy

- Production for the quarter was impacted by scheduled maintenance.

	SEPT	SEPT Q06	SEPT Q06
	2006	vs	vs
DIAMONDS & SPECIALTY PRODUCTS	QTR	SEPT Q05	JUNE Q06
Diamonds ('000 carats)	487	-43%	-16%
Fertiliser ('000 tonnes)	84.3	-66%	-40%

## Diamonds

- The volume of ore processed at Ekati (Canada) was four percent higher than the September 2005 quarter. As Ekati transitions from open pit mining to predominantly underground mining the mix of ore processed will change from time to time. This has led to a reduced number of higher value carats recovered during the quarter.

## Fertiliser -

The fertiliser business was sold effective 1 August 2006.

	SEPT	SEPT Q06	SEPT Q06
	2006	vs	vs
ENERGY COAL	QTR	SEPT Q05	JUNE Q06
Energy Coal ('000 tonnes)	21,782	-9%	0%

## Energy Coal

- Production for the September 2006 quarter was in line with the June 2006 quarter. Production at Ingwe (South Africa) was two percent higher than the previous quarter despite unfavourable geological conditions and higher strip ratios. The Australian operations had their highest quarterly production since the record quarter in June 2005. Scheduled maintenance and challenging geological conditions at New Mexico Coal (USA) had a negative impact on production.

	SEPT	SEPT Q06	SEPT Q06
	2006	vs	vs
STAINLESS STEEL MATERIALS	QTR	SEPT Q05	JUNE Q06
Nickel ('000 tonnes)	44.5	1%	7%

## Nickel

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- Production for the September 2006 quarter was higher than the June 2006 quarter. The previous quarter was impacted by tie-in activity related to the expansion at Yabulu (Australia).

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

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BHP BILLITON PRODUCTION SUMMARY		QUARTER ENDED			QUARTER ENDED		% CHANGE			
		SEPT	JUNE	SEPT	SEPT	SEPT	SEPT	SEPT	SEPT	
		2005	2006	2006	2006	2005	SEPT	JUNE	Q05	Q06
<b>PETROLEUM</b>										
Crude oil & condensate	('000 bbl)	12,234	11,551	<b>12,091</b>	<b>12,091</b>	12,234	-1%	5%		
Natural gas	(bcf)	97.65	98.59	<b>91.83</b>	<b>91.83</b>	97.65	-6%	-7%		
Natural gas liquid	('000 bbl)	3,245	3,063	<b>3,125</b>	<b>3,125</b>	3,245	-4%	2%		
Total Petroleum Products	(million boe)	31.75	31.04	<b>30.52</b>	<b>30.52</b>	31.75	-4%	-2%		
<b>ALUMINIUM</b>										
Alumina	('000 tonnes)	1,028	1,072	<b>1,078</b>	<b>1,078</b>	1,028	5%	1%		
Aluminium	('000 tonnes)	334	344	<b>337</b>	<b>337</b>	334	1%	-2%		
<b>BASE METALS</b>										

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Copper	('000 tonnes)	308.9	311.7	<b>249.9</b>		<b>249.9</b>	308.9		-19%	-20%
Lead	(tonnes)	64,873	55,507	<b>48,977</b>		<b>48,977</b>	64,873		-25%	-12%
Zinc	(tonnes)	29,147	27,564	<b>24,011</b>		<b>24,011</b>	29,147		-18%	-13%
Gold	(ounces)	53,666	56,161	<b>41,160</b>		<b>41,160</b>	53,666		-23%	-27%
Silver	('000 ounces)	11,362	9,593	<b>7,349</b>		<b>7,349</b>	11,362		-35%	-23%
Uranium oxide concentrate	(tonnes)	1,088	865	<b>793</b>		<b>793</b>	1,088		-27%	-8%
Molybdenum	(tonnes)	573	538	<b>719</b>		<b>719</b>	573		25%	34%
<b>CARBON STEEL MATERIALS</b>										
Iron ore	('000 tonnes)	23,848	26,115	<b>25,003</b>		<b>25,003</b>	23,848		5%	-4%
Metallurgical coal	('000 tonnes)	8,986	9,224	<b>9,247</b>		<b>9,247</b>	8,986		3%	0%
Manganese ore	('000 tonnes)	1,387	1,389	<b>1,509</b>		<b>1,509</b>	1,387		9%	9%
Manganese alloy	('000 tonnes)	139	175	<b>153</b>		<b>153</b>	139		10%	-13%
<b>DIAMONDS AND SPECIALTY PRODUCTS</b>										
Diamonds	('000 carats)	852	583	<b>487</b>		<b>487</b>	852		-43%	-16%
Fertiliser	('000 tonnes)	244.9	141.3	<b>84.3</b>		<b>84.3</b>	244.9		-66%	-40%
<b>ENERGY COAL</b>										
Energy coal	('000 tonnes)	24,010	21,787	<b>21,782</b>		<b>21,782</b>	24,010		-9%	0%
<b>STAINLESS STEEL MATERIALS</b>										
Nickel	('000 tonnes)	44.1	41.6	<b>44.5</b>		<b>44.5</b>	44.1		1%	7%
Throughout this report figures in italics indicate that this figure has been adjusted since it was previously reported.										

BHP BILLITON ATTRIBUTABLE PRODUCTION											
										QUARTER ENDED	
			BHP Billiton	SEPT	DEC	MARCH	JUNE	SEPT		SEPT	SEPT
			Interest	2005	2005	2006	2006	2006		2006	2005
<b>PETROLEUM</b>											

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<b>Production</b>									
	Crude oil & condensate	('000 bbl)	12,234	11,202	10,886	11,551	<b>12,091</b>	<b>12,091</b>	12,234
	Natural gas	(bcf)	97.65	86.35	77.85	98.59	<b>91.83</b>	<b>91.83</b>	97.65
	NGL (a)	('000 bbl)	3,245	2,672	2,448	3,063	<b>3,125</b>	<b>3,125</b>	3,245
	Total Petroleum Products	(million boe)	31.75	28.26	26.31	31.04	<b>30.52</b>	<b>30.52</b>	31.75
<b>ALUMINIUM</b>									
<b>ALUMINA</b>									
<b>Production ('000 tonnes)</b>									
	Worsley	86%	689	663	717	694	<b>704</b>	<b>704</b>	689
	Suriname	45%	227	219	228	247	<b>253</b>	<b>253</b>	227
	Alumar	36%	112	130	130	131	<b>121</b>	<b>121</b>	112
	Total		1,028	1,012	1,075	1,072	<b>1,078</b>	<b>1,078</b>	1,028
<b>ALUMINIUM</b>									
<b>Production ('000 tonnes)</b>									
	Hillside	100%	172	177	174	177	<b>177</b>	<b>177</b>	172
	Bayside	100%	41	46	46	46	<b>49</b>	<b>49</b>	41
	Alumar	46.3%	45	45	44	44	<b>44</b>	<b>44</b>	45
	Valesul (b)	45.5%	11	10	11	11	-	-	11
	Mozal	47%	65	66	65	66	<b>67</b>	<b>67</b>	65
	Total		334	344	340	344	<b>337</b>	<b>337</b>	334
<b>BASE METALS (c)</b>									
<b>COPPER</b>									
<b>Payable metal in concentrate ('000 tonnes)</b>									
	Escondida	57.5%	168.6	169.0	168.2	165.2	<b>129.7</b>	<b>129.7</b>	168.6
	Antamina	33.8%	27.9	34.3	32.9	29.1	<b>29.0</b>	<b>29.0</b>	27.9
	Tintaya (d)	100%	17.3	18.1	16.2	12.9	-	-	17.3
	Total		213.8	221.4	217.3	207.2	<b>158.7</b>	<b>158.7</b>	213.8
<b>Cathode ('000 tonnes)</b>									
	Escondida	57.5%	19.6	20.0	15.4	11.7	<b>17.5</b>	<b>17.5</b>	19.6
	Cerro Colorado	100%	14.5	21.5	28.1	30.0	<b>30.0</b>	<b>30.0</b>	14.5
	Tintaya (d)	100%	9.7	9.9	9.1	6.1	-	-	9.7
	Pinto Valley	100%	2.2	2.1	2.1	2.1	<b>2.1</b>	<b>2.1</b>	2.2
	Olympic Dam	100%	49.1	53.5	47.1	54.6	<b>41.6</b>	<b>41.6</b>	49.1
	Total		95.1	107.0	101.8	104.5	<b>91.2</b>	<b>91.2</b>	95.1



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<b>LEAD</b>										
<b>Payable metal in concentrate (tonnes)</b>										
	Cannington	100%	64,873	77,187	68,754	55,507	<b>48,977</b>		<b>48,977</b>	64,873
	Total		64,873	77,187	68,754	55,507	<b>48,977</b>		<b>48,977</b>	64,873
<b>ZINC</b>										
<b>Payable metal in concentrate (tonnes)</b>										
	Cannington	100%	14,188	18,780	20,885	14,926	<b>10,426</b>		<b>10,426</b>	14,188
	Antamina	33.8%	14,959	5,148	7,534	12,638	<b>13,585</b>		<b>13,585</b>	14,959
	Total		29,147	23,928	28,419	27,564	<b>24,011</b>		<b>24,011</b>	29,147
	Refer footnotes on page 4.									
<b>BASE METALS (continued)</b>										
<b>GOLD</b>										
<b>Payable metal in concentrate (ounces)</b>										
	Escondida	57.5%	19,194	19,200	17,877	23,567	<b>17,049</b>		<b>17,049</b>	19,194
	Tintaya (d)	100%	8,048	8,200	8,032	4,958	-		-	8,048
	Olympic Dam (refined gold)	100%	26,424	27,300	26,186	27,636	<b>24,111</b>		<b>24,111</b>	26,424
	Total		53,666	54,700	52,095	56,161	<b>41,160</b>		<b>41,160</b>	53,666
<b>SILVER</b>										
<b>Payable metal in concentrate ('000 ounces)</b>										
	Escondida	57.5%	795	945	714	925	<b>724</b>		<b>724</b>	795
	Antamina	33.8%	642	859	865	808	<b>713</b>		<b>713</b>	642
	Tintaya (d)	100%	167	168	138	119	-		-	167
	Cannington	100%	9,579	11,672	9,693	7,503	<b>5,714</b>		<b>5,714</b>	9,579
	Olympic Dam (refined silver)	100%	179	222	245	238	<b>198</b>		<b>198</b>	179
	Total		11,362	13,866	11,655	9,593	<b>7,349</b>		<b>7,349</b>	11,362
<b>URANIUM OXIDE CONCENTRATE</b>										
<b>Payable metal in concentrate (tonnes)</b>										
	Olympic Dam	100%	1,088	1,070	913	865	<b>793</b>		<b>793</b>	1,088

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	Total		1,088	1,070	913	865	793		793	1,088
<b>MOLYBDENUM</b>										
<b>Payable metal in concentrate (tonnes)</b>										
	Antamina	33.8%	573	772	632	538	719		719	573
	Total		573	772	632	538	719		719	573
<b>CARBON STEEL MATERIALS</b>										
<b>IRON ORE (e)</b>										
<b>Production ('000 tonnes)</b>										
	Mt Newman Joint Venture	85%	6,234	6,166	5,884	6,490	7,394		7,394	6,234
	Goldsworthy Joint Venture	85%	1,393	1,669	1,371	1,808	806		806	1,393
	Area C Joint Venture	85%	4,286	4,969	3,332	5,401	4,821		4,821	4,286
	Yandi Joint Venture	85%	8,409	8,372	8,561	8,854	8,504		8,504	8,409
	Jimblebar (f)	85%	1,645	1,569	1,549	1,607	1,490		1,490	1,645
	Samarco	50%	1,881	1,865	1,802	1,955	1,988		1,988	1,881
	Total		23,848	24,610	22,499	26,115	25,003		25,003	23,848
<b>METALLURGICAL COAL (g)</b>										
<b>Production ('000 tonnes)</b>										
	BMA	50%	6,693	6,441	5,972	6,474	6,657		6,657	6,693
	BHP Mitsui Coal (h)	80%	726	710	763	850	873		873	726
	Illawarra	100%	1,567	1,822	1,725	1,900	1,717		1,717	1,567
	Total		8,986	8,973	8,460	9,224	9,247		9,247	8,986
<b>MANGANESE ORES</b>										
<b>Saleable production ('000 tonnes)</b>										
	South Africa (i)	60%	566	529	532	673	644		644	566
	Australia (i)	60%	821	749	694	716	865		865	821
	Total		1,387	1,278	1,226	1,389	1,509		1,509	1,387
	Refer footnotes on page 4.									
<b>CARBON STEEL MATERIALS (cont'd)</b>										
<b>MANGANESE ALLOYS</b>										
<b>Saleable production ('000 tonnes)</b>										

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	South Africa (i)	60%	79	105	119	131	<b>93</b>		<b>93</b>	79
	Australia (i)	60%	60	60	54	44	<b>60</b>		<b>60</b>	60
	Total		139	165	173	175	<b>153</b>		<b>153</b>	139
<b>DIAMONDS AND SPECIALTY PRODUCTS</b>										
<b>DIAMONDS</b>										
<b>Production ('000 carats)</b>										
	Ekati™	80%	852	614	512	583	<b>487</b>		<b>487</b>	852
<b>FERTILISER</b>										
<b>Production ('000 tonnes)</b>										
	Southern Cross Fertiliser Operations (j)	100%	244.9	252.6	222.5	141.3	<b>84.3</b>		<b>84.3</b>	244.9
<b>ENERGY COAL</b>										
<b>Production ('000 tonnes)</b>										
	South Africa	100%	14,549	12,940	11,605	12,854	<b>13,151</b>		<b>13,151</b>	14,549
	USA	100%	4,561	4,065	2,829	3,891	<b>3,467</b>		<b>3,467</b>	4,561
	Australia	100%	2,568	2,045	1,897	2,636	<b>2,766</b>		<b>2,766</b>	2,568
	Colombia	33%	2,332	2,237	2,341	2,406	<b>2,398</b>		<b>2,398</b>	2,332
	Total		24,010	21,287	18,672	21,787	<b>21,782</b>		<b>21,782</b>	24,010
<b>STAINLESS STEEL MATERIALS</b>										
<b>NICKEL</b>										
<b>Production ('000 tonnes)</b>										
	CMSA	99.8%	12.8	13.0	12.9	12.8	<b>12.7</b>		<b>12.7</b>	12.8
	Yabulu	100%	6.1	5.9	7.0	4.3	<b>7.3</b>		<b>7.3</b>	6.1
	Nickel West	100%	25.2	30.1	20.3	24.5	<b>24.5</b>		<b>24.5</b>	25.2
	Total		44.1	49.0	40.2	41.6	<b>44.5</b>		<b>44.5</b>	44.1
	(a) LPG and Ethane are now reported as Natural Gas Liquids (NGL), consistent with petroleum industry practice. Product-specific conversions will be made and NGL will be reported in barrels of oil equivalent (boe). Comparative period information has been restated.									
	(b) BHP Billiton completed the sale of Valesul on 1 July 2006.									
	(c) Metal production is reported on the basis of payable metal.									
	(d) BHP Billiton sold Tintaya effective from June 1, 2006.									
	(e) Iron ore production is reported on a wet tonnes basis.									
	(f) From October 1, 2005 Jimblebar production is disclosed on an 85% saleable production basis, prior production is disclosed at 100%.									
	(g) Metallurgical coal production is reported on the basis of saleable product. Production figures include some thermal coal.									
	(h) Shown on 100% basis. BHP Billiton interest in saleable production is 80%.									

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	(i)	Shown on 100% basis. BHP Billiton interest in saleable production is 60%.									
	(j)	BHP Billiton completed the sale of Southern Cross Fertiliser operations on 1 August 2006.									
<b>PRODUCTION AND SHIPMENT REPORT</b>											
										QUARTER ENDED	
				SEPT	DEC	MAR	JUNE	SEPT		SEPT	SEPT
				2005	2005	2006	2006	2006		2006	2005
<b>PETROLEUM</b>											
BHP Billiton attributable production unless otherwise stated.											
<b>CRUDE OIL &amp; CONDENSATE ('000 barrels)</b>											
	Bass Strait			3,720	3,584	3,414	3,964	<b>3,847</b>		<b>3,847</b>	3,720
	Minerva			34	26	18	20	<b>23</b>		<b>23</b>	34
	North West Shelf - condensate			1,370	1,405	1,263	1,091	<b>1,350</b>		<b>1,350</b>	1,370
	North West Shelf - Wanaea/Cossack			1,149	979	751	1,111	<b>1,634</b>		<b>1,634</b>	1,149
	Griffin			436	344	204	296	<b>323</b>		<b>323</b>	436
	Pakistan			49	54	59	60	<b>61</b>		<b>61</b>	49
	Typhoon/Boris (a)			306	23	-	-	<b>-</b>		<b>-</b>	306
	Mad Dog			440	604	549	698	<b>528</b>		<b>528</b>	440
	Other Americas (b)			123	161	68	68	<b>78</b>		<b>78</b>	123
	Angostura			998	1,018	1,080	1,191	<b>1,174</b>		<b>1,174</b>	998
	Liverpool Bay			1,160	1,161	1,278	1,199	<b>931</b>		<b>931</b>	1,160
	Bruce/Keith			254	256	209	182	<b>178</b>		<b>178</b>	254
	Ohanet			483	353	389	426	<b>357</b>		<b>357</b>	483
	ROD			1,712	1,234	1,604	1,245	<b>1,607</b>		<b>1,607</b>	1,712
	Total			12,234	11,202	10,886	11,551	<b>12,091</b>		<b>12,091</b>	12,234
<b>NATURAL GAS (billion cubic feet)</b>											
	Bass Strait			35.93	21.12	18.26	34.43	<b>33.54</b>		<b>33.54</b>	35.93
	Minerva			10.30	8.14	5.78	6.36	<b>7.73</b>		<b>7.73</b>	10.30
	North West Shelf - Domestic			3.97	3.81	3.55	4.63	<b>3.54</b>		<b>3.54</b>	3.97
	North West Shelf - LNG			21.19	23.16	21.15	22.70	<b>21.68</b>		<b>21.68</b>	21.19
	Griffin			0.56	0.41	0.12	0.19	<b>0.49</b>		<b>0.49</b>	0.56
	Moranbah Coal Bed Methane (c)			1.65	1.73	1.75	1.86	<b>1.12</b>		<b>1.12</b>	1.65
	Illawarra Coal Bed Methane			1.12	1.60	1.50	1.35	<b>1.50</b>		<b>1.50</b>	1.12
	Pakistan			7.32	8.40	8.52	9.02	<b>9.14</b>		<b>9.14</b>	7.32
	Typhoon/Boris (a)			0.46	0.01	-	-	<b>-</b>		<b>-</b>	0.46
	Mad Dog			0.08	0.12	0.11	0.25	<b>0.17</b>		<b>0.17</b>	0.08
	Other Americas (b)			1.89	1.00	1.78	2.34	<b>2.55</b>		<b>2.55</b>	1.89
	Bruce/Keith			5.81	6.28	6.52	5.40	<b>4.21</b>		<b>4.21</b>	5.81

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	Liverpool Bay		7.37	10.57	8.81	10.06	6.16		6.16	7.37
	Total		97.65	86.35	77.85	98.59	91.83		91.83	97.65
<b>NGL ('000 barrels) (d)</b>										
	Bass Strait		2,193	1,719	1,574	2,254	2,224		2,224	2,193
	North West Shelf		460	465	410	349	444		444	460
	Bruce/Keith		159	176	94	59	138		138	159
	Ohanet		433	312	370	401	319		319	433
	Total		3,245	2,672	2,448	3,063	3,125		3,125	3,245
<b>TOTAL PETROLEUM PRODUCTS</b>										
<b>(million barrels of oil equivalent) (e)</b>										
<p>(a) Typhoon/ Boris production was suspended in September 2005 following severe hurricane damage sustained to the Typhoon platform. The sale of Typhoon/ Boris, including the Littleburn field, is pending US Minerals Management Service approval.</p>										
<p>(b) BHP Billiton sold its interests in the Green Canyon 18 and 60 fields with effect from January 16, 2006.</p>										
<p>(c) BHP Billiton completed the sale of its interest in Moranbah Coal Bed Methane in September 2006 quarter.</p>										
<p>(d) LPG and Ethane are now reported as Natural Gas Liquids (NGL), consistent with petroleum industry practice. Product-specific conversions will be made and NGL will be reported in barrels of oil equivalent (boe). Comparative period information has been restated.</p>										
<p>(e) Total barrels of oil equivalent (boe) conversions are based on 6000 cf of natural gas equals 1 boe.</p>										
<b>PRODUCTION AND SHIPMENT REPORT</b>										
										QUARTER ENDED
			SEPT	DEC	MAR	JUNE	SEPT			SEPT
			2005	2005	2006	2006	2006			2006
<b>ALUMINIUM</b>										
BHP Billiton attributable production and sales unless otherwise stated.										
('000 tonnes)										
<b>ALUMINA</b>										
<b>Production</b>										
	Worsley, Australia		689	663	717	694	704		704	689
	Paranam, Suriname		227	219	228	247	253		253	227
	Alumar, Brazil		112	130	130	131	121		121	112
	Total		1,028	1,012	1,075	1,072	1,078		1,078	1,028
<b>Sales</b>										
	Worsley, Australia		584	710	709	672	666		666	584
	Paranam, Suriname		203	249	213	244	236		236	203
	Alumar, Brazil		107	121	130	147	108		108	107

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	Total (a)		894	1,080	1,052	1,063	1,010		1,010	894
<b>ALUMINIUM</b>										
<b>Production</b>										
	Hillside, South Africa		172	177	174	177	177		177	172
	Bayside, South Africa		41	46	46	46	49		49	41
	Alumar, Brazil		45	45	44	44	44		44	45
	Valesul, Brazil (b)		11	10	11	11	-		-	11
	Mozal, Mozambique		65	66	65	66	67		67	65
	Total		334	344	340	344	337		337	334
<b>Sales</b>										
	Hillside, South Africa		168	175	162	186	170		170	168
	Bayside, South Africa		34	43	40	48	44		44	34
	Alumar, Brazil		42	44	48	44	44		44	42
	Valesul, Brazil (b)		11	12	10	11	-		-	11
	Mozal, Mozambique		54	79	58	68	60		60	54
	Total		309	353	318	357	318		318	309
	Tolling Agreement (a)		23	22	22	38	24		24	23
			332	375	340	395	342		342	332
(a)	Equity Alumina is converted into Aluminium under a third party tolling agreement. These tonnages are allocated to equity sales.									
(b)	BHP Billiton completed the sale of Valesul on 1 July 2006.									
<b>PRODUCTION AND SHIPMENT REPORT</b>										
QUARTER ENDED										
			SEPT	DEC	MAR	JUNE	SEPT	SEPT		
			2005	2005	2006	2006	2006	2006		
<b>BASE METALS</b>										
BHP Billiton attributable production and sales unless otherwise stated. Metals production is payable metal unless otherwise stated.										
<b>Escondida, Chile</b>										
	Material mined (100%)	('000 tonnes)	90,919	92,155	90,781	94,429	59,601		59,601	90,919
	Sulphide ore milled (100%)	('000 tonnes)	22,255	22,161	21,843	21,473	18,257		18,257	22,255
	Average copper grade	(%)	1.60%	1.58%	1.62%	1.63%	1.55%		1.55%	1.60%
	Production ex Mill (100%)	('000 tonnes)	304.4	304.0	302.8	295.9	234.0		234.0	304.4
<b>Production</b>										

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	Payable copper	('000 tonnes)	168.6	169.0	168.2	165.2	<b>129.7</b>		<b>129.7</b>	168.6
	Payable gold concentrate	(fine ounces)	19,194	19,200	17,877	23,567	<b>17,049</b>		<b>17,049</b>	19,194
	Copper cathode (EW)	('000 tonnes)	19.6	20.0	15.4	11.7	<b>17.5</b>		<b>17.5</b>	19.6
	Payable silver concentrate	('000 ounces)	795	945	714	925	<b>724</b>		<b>724</b>	795
	<b>Sales</b>									
	Payable copper	('000 tonnes)	169.4	160.7	184.4	158.6	<b>133.8</b>		<b>133.8</b>	169.4
	Payable gold concentrate	(fine ounces)	19,294	18,145	20,159	22,627	<b>17,778</b>		<b>17,778</b>	19,294
	Copper cathode (EW)	('000 tonnes)	19.3	19.4	16.7	11.5	<b>14.2</b>		<b>14.2</b>	19.3
	Payable silver concentrate	('000 ounces)	803	892	802	891	<b>752</b>		<b>752</b>	803
	<b>Tintaya, Peru (a)</b>									
	Material mined	('000 tonnes)	17,228	17,107	15,960	11,539	-		-	17,228
	Sulphide Ore milled	('000 tonnes)	1,546	1,734	1,523	1,123	-		-	1,546
	Average copper grade	(%)	1.33%	1.26%	1.26%	1.33%	-		-	1.33%
	<b>Production</b>									
	Payable copper	('000 tonnes)	17.3	18.1	16.2	12.9	-		-	17.3
	Payable gold concentrate	(fine ounces)	8,048	8,200	8,032	4,958	-		-	8,048
	Copper cathode (EW)	('000 tonnes)	9.7	9.9	9.1	6.1	-		-	9.7
	Payable silver concentrate	('000 ounces)	167	168	138	119	-		-	167
	<b>Sales</b>									
	Payable copper	('000 tonnes)	17.0	19.4	15.1	12.0	-		-	17.0
	Payable gold concentrate	(fine ounces)	6,783	8,376	8,016	5,079	-		-	6,783
	Copper cathode (EW)	('000 tonnes)	10.3	9.8	8.3	7.1	-		-	10.3
	Payable silver concentrate	('000 ounces)	161	207	127	109	-		-	161
	(a) BHP Billiton sold Tintaya effective from June 1, 2006.									
	<b>Cerro Colorado, Chile</b>									

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	Material mined	('000 tonnes)	16,696	17,107	17,926	18,258	<b>16,334</b>	<b>16,334</b>	16,696
	Ore milled	('000 tonnes)	3,344	4,348	4,266	4,490	<b>4,508</b>	<b>4,508</b>	3,344
	Average copper grade	(%)	0.79%	0.90%	0.94%	0.83%	<b>0.80%</b>	<b>0.80%</b>	0.79%
	<b>Production</b>								
	Copper cathode (EW)	('000 tonnes)	14.5	21.5	28.1	30.0	<b>30.0</b>	<b>30.0</b>	14.5
	<b>Sales</b>								
	Copper cathode (EW)	('000 tonnes)	15.0	19.7	24.4	34.5	<b>27.9</b>	<b>27.9</b>	15.0
	<b>Antamina, Peru</b>								
	Material mined (100%)	('000 tonnes)	32,839	32,598	28,982	29,740	<b>29,917</b>	<b>29,917</b>	32,839
	Sulphide ore milled (100%)	('000 tonnes)	7,367	8,349	7,549	7,196	<b>7,581</b>	<b>7,581</b>	7,367
	Average head grades								
	- Copper	(%)	1.30%	1.36%	1.48%	1.45%	<b>1.22%</b>	<b>1.22%</b>	1.30%
	- Zinc	(%)	1.04%	0.51%	0.62%	0.88%	<b>0.87%</b>	<b>0.87%</b>	1.04%
	<b>Production</b>								
	Payable copper	('000 tonnes)	27.9	34.3	32.9	29.1	<b>29.0</b>	<b>29.0</b>	27.9
	Payable zinc	(tonnes)	14,959	5,148	7,534	12,638	<b>13,585</b>	<b>13,585</b>	14,959
	Payable silver	('000 ounces)	642	859	865	808	<b>713</b>	<b>713</b>	642
	Payable molybdenum	(tonnes)	573	772	632	538	<b>719</b>	<b>719</b>	573
	<b>Sales</b>								
	Payable copper	('000 tonnes)	30.7	35.5	30.5	25.6	<b>33.9</b>	<b>33.9</b>	30.7
	Payable zinc	(tonnes)	13,203	7,894	9,634	7,638	<b>14,224</b>	<b>14,224</b>	13,203
	Payable silver	('000 ounces)	669	813	750	505	<b>713</b>	<b>713</b>	669
	Payable molybdenum	(tonnes)	538	751	697	627	<b>719</b>	<b>719</b>	538
	<b>Cannington, Australia</b>								
	Material mined	('000 tonnes)	910	887	799	496	<b>428</b>	<b>428</b>	910
	Ore milled	('000 tonnes)	772	850	809	589	<b>478</b>	<b>478</b>	772
	Average head grades								
	- Silver	(g/t)	453	493	431	469	<b>385</b>	<b>385</b>	453
	- Lead	(%)	9.9%	10.8%	9.8%	10.9%	<b>10.7%</b>	<b>10.7%</b>	9.9%





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<b>Pinto Valley, USA</b>										
<b>Production</b>										
	Copper cathode (EW)	('000 tonnes)	2.2	2.1	2.1	2.1	2.1	2.1	2.1	2.2
<b>Sales</b>										
	Copper cathode (EW)	('000 tonnes)	2.3	2.6	2.6	2.6	2.6	2.6	2.6	2.3
<b>PRODUCTION AND SHIPMENT REPORT</b>										
										QUARTER ENDED
			SEPT	DEC	MAR	JUNE	SEPT	SEPT	SEPT	
			2005	2005	2006	2006	2006	2006	2006	2005
<b>CARBON STEEL MATERIALS</b>										
BHP Billiton attributable production and sales unless otherwise stated.										
('000 tonnes)										
<b>IRON ORE (a)</b>										
<b>Pilbara, Australia</b>										
<b>Production</b>										
	Mt Newman Joint Venture		6,234	6,166	5,884	6,490	7,394	7,394	7,394	6,234
	Goldsworthy Joint Venture		1,393	1,669	1,371	1,808	806	806	806	1,393
	Area C Joint Venture		4,286	4,969	3,332	5,401	4,821	4,821	4,821	4,286
	Yandi Joint Venture		8,409	8,372	8,561	8,854	8,504	8,504	8,504	8,409
	Jimblebar (b)		1,645	1,569	1,549	1,607	1,490	1,490	1,490	1,645
	Total (BHP Billiton share)		21,967	22,745	20,697	24,160	23,015	23,015	23,015	21,967
	Total production (100%)		25,553	26,760	24,350	28,423	27,076	27,076	27,076	25,553
<b>Sales</b>										
	Lump		5,991	6,483	5,276	6,092	6,429	6,429	6,429	5,991
	Fines		15,837	16,357	15,547	18,481	16,337	16,337	16,337	15,837
	Total (BHP Billiton share)		21,828	22,840	20,823	24,573	22,766	22,766	22,766	21,828
	Total sales (100%)		25,389	26,871	24,498	28,909	26,784	26,784	26,784	25,389
(a)	Iron ore production and shipments are reported on a wet tonnes basis.									
(b)	From October 1, 2005 Jimblebar production is disclosed on an 85% saleable production basis, prior production is disclosed at 100%.									
<b>Samarco, Brazil</b>										
<b>Production</b>										
			1,881	1,865	1,802	1,955	1,988	1,988	1,988	1,881
<b>Shipments</b>										
			1,900	2,155	1,532	2,022	1,872	1,872	1,872	1,900

<b>METALLURGICAL COAL (a)</b>									
<b>Queensland, Australia</b>									
<b>Production</b>									
<b>BMA</b>									
	Blackwater		1,627	1,409	1,533	1,449	<b>1,536</b>	<b>1,536</b>	1,627
	Goonyella		1,609	1,921	1,751	1,986	<b>1,892</b>	<b>1,892</b>	1,609
	Peak Downs		1,250	1,186	1,095	858	<b>1,202</b>	<b>1,202</b>	1,250
	Saraji		675	602	563	794	<b>682</b>	<b>682</b>	675
	Norwich Park		759	678	550	675	<b>631</b>	<b>631</b>	759
	Gregory Joint Venture		773	645	480	712	<b>714</b>	<b>714</b>	773
	<b>BMA total</b>		<b>6,693</b>	<b>6,441</b>	<b>5,972</b>	<b>6,474</b>	<b>6,657</b>	<b>6,657</b>	6,693
<b>BHP Mitsui Coal (b)</b>									
	South Walker Creek		726	710	763	850	<b>873</b>	<b>873</b>	726
	<b>BHP Mitsui Coal total</b>		<b>726</b>	<b>710</b>	<b>763</b>	<b>850</b>	<b>873</b>	<b>873</b>	726
	<b>Queensland total</b>		<b>7,419</b>	<b>7,151</b>	<b>6,735</b>	<b>7,324</b>	<b>7,530</b>	<b>7,530</b>	7,419
<b>Shipments</b>									
	Coking coal		4,869	4,987	5,032	5,798	<b>5,190</b>	<b>5,190</b>	4,869
	Weak coking coal		1,207	1,366	1,342	1,444	<b>1,600</b>	<b>1,600</b>	1,207
	Thermal coal		579	403	482	581	<b>344</b>	<b>344</b>	579
	<b>Total</b>		<b>6,655</b>	<b>6,756</b>	<b>6,856</b>	<b>7,823</b>	<b>7,134</b>	<b>7,134</b>	6,655
(a)	Metallurgical coal production is reported on the basis of saleable product. Production figures include some thermal coal.								
(b)	Shown on 100% basis. BHP Billiton interest in saleable production is 80%.								
<b>Illawarra, Australia</b>									
<b>Production</b>									
			1,567	1,822	1,725	1,900	<b>1,717</b>	<b>1,717</b>	1,567
<b>Shipments</b>									
	Coking coal		1,190	1,457	1,508	1,292	<b>1,366</b>	<b>1,366</b>	1,190
	Thermal coal		383	103	313	136	<b>188</b>	<b>188</b>	383
	<b>Total</b>		<b>1,573</b>	<b>1,560</b>	<b>1,821</b>	<b>1,428</b>	<b>1,554</b>	<b>1,554</b>	1,573
<b>MANGANESE ORE</b>									
<b>South Africa</b>									
	<b>Saleable production (a)</b>		<b>566</b>	<b>529</b>	<b>532</b>	<b>673</b>	<b>644</b>	<b>644</b>	566
<b>Australia</b>									
	<b>Saleable production (a)</b>		<b>821</b>	<b>749</b>	<b>694</b>	<b>716</b>	<b>865</b>	<b>865</b>	821

MANGANESE ALLOY										
<b>South Africa</b>										
	Saleable production (a)		79	105	119	131	93		93	79
<b>Australia</b>										
	Saleable production (a)		60	60	54	44	60		60	60
(a)	Shown on 100% basis. BHP Billiton interest in saleable production is 60%.									
<b>PRODUCTION AND SHIPMENT REPORT</b>										
										QUARTER ENDED
			SEPT	DEC	MAR	JUNE	SEPT		SEPT	SEPT
			2005	2005	2006	2006	2006		2006	2005
<b>DIAMONDS AND SPECIALTY PRODUCTS</b>										
BHP Billiton attributable production and sales unless otherwise stated.										
<b>DIAMONDS</b>										
<b>Ekati™, Canada</b>										
	Ore Processed (100%)	('000 tonnes)	1,158	962	995	1,181	1,199		1,199	1,158
	Production	('000 carats)	852	614	512	583	487		487	852
<b>FERTILISER</b>										
<b>Southern Cross Fertiliser Operations, Australia (a)</b>										
	Production (b)	('000 tonnes)	244.9	252.6	222.5	141.3	84.3		84.3	244.9
	Sales (b)	('000 tonnes)	175.5	221.2	200.4	304.4	41.6		41.6	175.5
(a)	BHP Billiton completed the sale of Southern Cross Fertiliser operations on 1 August 2006.									
(b)	Includes diammonium phosphate and monoammonium phosphate.									
<b>PRODUCTION AND SHIPMENT REPORT</b>										
										QUARTER ENDED
			SEPT	DEC	MAR	JUNE	SEPT		SEPT	SEPT
			2005	2005	2006	2006	2006		2006	2005
<b>ENERGY COAL</b>										
BHP Billiton attributable production and sales unless otherwise stated.										
('000 tonnes)										

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<b>Ingwe, South Africa</b>									
	<b>Production</b>		14,549	12,940	11,605	12,854	<b>13,151</b>	<b>13,151</b>	14,549
	<b>Sales</b>								
	Export		5,436	6,273	5,658	4,271	<b>5,168</b>	<b>5,168</b>	5,436
	Local utility		8,013	7,250	7,328	7,365	<b>7,552</b>	<b>7,552</b>	8,013
	Inland		309	268	203	253	<b>255</b>	<b>255</b>	309
	Total		13,758	13,791	13,189	11,889	<b>12,975</b>	<b>12,975</b>	13,758
<b>New Mexico, USA</b>									
	<b>Production</b>								
	Navajo Coal		2,238	2,252	2,305	1,471	<b>1,778</b>	<b>1,778</b>	2,238
	San Juan Coal		2,323	1,813	524	2,420	<b>1,689</b>	<b>1,689</b>	2,323
	Total		4,561	4,065	2,829	3,891	<b>3,467</b>	<b>3,467</b>	4,561
	<b>Sales - local utility</b>		3,769	3,628	3,553	3,556	<b>3,822</b>	<b>3,822</b>	3,769
<b>Hunter Valley, Australia</b>									
	<b>Production</b>		2,568	2,045	1,897	2,636	<b>2,766</b>	<b>2,766</b>	2,568
	<b>Sales</b>								
	Export		1,570	1,312	1,267	1,048	<b>1,245</b>	<b>1,245</b>	1,570
	Inland		983	793	643	1,475	<b>1,031</b>	<b>1,031</b>	983
	Total		2,553	2,105	1,910	2,523	<b>2,276</b>	<b>2,276</b>	2,553
<b>Cerrejon Coal, Colombia</b>									
	<b>Production</b>		2,332	2,237	2,341	2,406	<b>2,398</b>	<b>2,398</b>	2,332
	<b>Sales - export</b>		2,170	2,087	2,116	2,387	<b>2,336</b>	<b>2,336</b>	2,170
<b>PRODUCTION AND SHIPMENT REPORT</b>									
									QUARTER ENDED
			SEPT	DEC	MAR	JUNE	SEPT		SEPT
			2005	2005	2006	2006	2006		2005
<b>STAINLESS STEEL MATERIALS</b>									
BHP Billiton attributable production and sales unless otherwise stated.									
('000 tonnes)									
<b>NICKEL</b>									
<b>CMSA, Colombia</b>									
	<b>Production</b>		12.8	13.0	12.9	12.8	<b>12.7</b>	<b>12.7</b>	12.8
	<b>Sales</b>		11.1	14.2	12.4	13.6	<b>11.7</b>	<b>11.7</b>	11.1

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<b>Yabulu, Australia</b>									
	<b>Production</b>								
	Nickel metal		6.1	5.9	7.0	4.3	<b>7.3</b>	<b>7.3</b>	6.1
	Cobalt		0.3	0.2	0.3	0.2	<b>0.3</b>	<b>0.3</b>	0.3
	<b>Sales</b>								
	Nickel metal		6.3	6.6	6.9	4.9	<b>6.0</b>	<b>6.0</b>	6.3
	Cobalt		0.4	0.3	0.4	0.3	<b>0.4</b>	<b>0.4</b>	0.4
<b>Nickel West, Australia</b>									
	<b>Production</b>								
	Nickel contained in finished matte		9.7	13.9	5.2	9.6	<b>11.1</b>	<b>11.1</b>	9.7
	Nickel metal		15.5	16.2	15.1	14.9	<b>13.4</b>	<b>13.4</b>	15.5
	Nickel production (a)		25.2	30.1	20.3	24.5	<b>24.5</b>	<b>24.5</b>	25.2
	<b>Sales</b>								
	Nickel contained in finished matte		7.6	14.3	8.8	7.9	<b>9.3</b>	<b>9.3</b>	7.6
	Nickel metal (b)		15.9	14.9	15.7	15.8	<b>12.9</b>	<b>12.9</b>	15.9
	Nickel sales (a) (b)		23.5	29.2	24.5	23.7	<b>22.2</b>	<b>22.2</b>	23.5
	(a)	In addition to the production and sales reported above, Nickel West also produced and sold 1.2 kt nickel in concentrate during the							
		quarter ended 30 June 2006. There has been no production or sales of nickel in concentrate in the September 2006 quarter.							
	(b)	Comparative has been restated to exclude third party trading sales							

**BHP Billiton Limited ABN 49 004 028 077**

Registered in Australia

Registered Office: Level 27, 180 Lonsdale Street Melbourne  
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**BHP Billiton Plc Registration number 3196209**

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**The BHP Billiton Group is headquartered in Australia**







## 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: 24 October 2006

By: Karen Wood

Name: Karen Wood

Title: Group Company Secretary