

BHP BILLITON PLC
Form 6-K
July 28, 2005

**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

July 28, 2005

BHP Billiton Plc

(Translation of registrant's name into English)

Neathouse Place London SW1V 1BH United Kingdom

(Address of principal executive office)

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

28 July 2005
Number: 30/05

BHP BILLITON PRODUCTION REPORT
FOR THE QUARTER ENDED 30 JUNE 2005

BHP Billiton today released its production report for the quarter ended 30 June 2005. BHP Billiton acquired WMC Resources Ltd (WMC), effective 3 June 2005

(1). This report therefore, includes production from the recently acquired assets of Olympic Dam, Nickel West and Queensland Fertilizer Operations (all Australia), for the month of June 2005. Throughout this report, unless otherwise stated, production volumes refer to BHP Billiton share.

- Annual production records were achieved in iron ore, metallurgical coal, natural gas, aluminium, nickel, silver, lead, manganese ore and manganese alloy in a strong demand environment.
- Increased year on year production of energy coal and copper.
- Continued ramp up of oil and condensate production from the recently commissioned Petroleum projects, ROD (Algeria), Mad Dog (USA), and Angostura (Trinidad & Tobago).
- First metallurgical coal production from the newly commissioned Dendrobium mine (Australia) and first diamond production from the Panda Underground project (Canada).
- First reported production from WMC operations.

(1) BHP Billiton took control of WMC on 3 June 2005 achieving a 76.25 per cent interest in WMC's shares. This was increased to 93.27 per cent on 17 June 2005 and subsequently BHP Billiton moved to compulsorily acquire the remaining WMC shares. This process is continuing. BHP Billiton is reporting 100 per cent production from Olympic Dam, Nickel West and Queensland Fertilizer Operations for the month of June 2005.

• Total Petroleum Products -

Total production for the June 2005 financial year was 119.0 million barrels of oil equivalent, three per cent lower than the June 2004 financial year. June 2005 quarter production was 33.1 million barrels of oil equivalent, nine per cent higher than the June 2004 quarter and 16 per cent higher than the March 2005 quarter.

- Oil and Condensate - Production for the June 2005 quarter was 13.9 million barrels, five per cent higher than the 13.3 million barrels produced in the June 2004 quarter. This primarily reflects new production from ROD, Angostura and Mad Dog, and successful infill drilling at North West Shelf (Australia). This was partially offset by natural field decline at Typhoon/Boris (USA), Bass Strait (Australia), Liverpool Bay (UK) and Griffin (Australia), and the divestment of Laminaria (Australia) in January 2005.

Production for the June 2005 quarter was 13 per cent higher than the 12.3 million barrels produced in the March 2005 quarter, this is mainly due to the ramp up of production from ROD, Mad Dog and Angostura, and reduced downtime at Liverpool Bay. This was partially offset by natural field decline and scheduled downtime at Typhoon/Boris.

- ◆ Natural Gas - Production for the June 2005 quarter was a record 98.8 billion cubic feet, 16 per cent higher than the 85.1 billion cubic feet produced in the June 2004 quarter. This reflects the commissioning of Minerva (Australia) in January 2005 and higher production from North West Shelf LNG following the commissioning of the 4th LNG Train in September 2004. This was partially offset by lower demand for Bass Strait gas and natural field decline at Bruce (UK) and Typhoon/Boris.

Production for the June 2005 quarter was 20 per cent higher than the 82.4 billion

cubic feet produced in the March 2005 quarter reflecting seasonal conditions driving higher demand for Bass Strait gas, the ramp up of production from Minerva and lower downtime at Liverpool Bay and North West Shelf LNG. This was partially offset by seasonal conditions driving reduced demand for Zamzama (Pakistan) gas.

- **Alumina**

- Production for the June 2005 financial year of 4.2 million tonnes was in line with the June 2004 financial year.

Production for the June 2005 quarter of 1.1 million tonnes was in line with the June 2004 quarter. Production was three per cent lower than the March 2005 quarter due to processing of stockpiled hydrate at Worsley (Australia) in the prior quarter. Production was also impacted by commissioning difficulties at the Suriname refinery expansion.

- **Aluminium**

- Production for the June 2005 financial year was a record 1.33 million tonnes, six per cent higher than the previous year. This primarily reflects the first full year of production from the Mozal 2 (Mozambique) and Hillside 3 (South Africa) expansions, which reached full commissioning in August 2003 and December 2003 respectively.

Production for the June 2005 quarter of 321,000 tonnes was four per cent lower than the June 2004 quarter and three per cent lower than the March 2005 quarter, reflecting lower production at Bayside (South Africa) following a potline outage in April 2005.

- **Copper** - Production for the June 2005 financial year was 1.03 million tonnes, eight per cent higher than the June 2004 financial year. This mainly reflects record annual production at Escondida (Chile) following the restoration of full capacity and the August 2003 restart of sulphide operations at Tintaya (Peru). The increase also reflects record annual production at Antamina (Peru) following the return to their normal mine plan after the removal of lakebed sediments, and the inclusion of production for June 2005 from Olympic Dam. These increases were partly offset by the sale of the Group's interest in Highland Valley Copper (Canada) in January 2004.

Production for the June 2005 quarter was 269,800 tonnes, in line with the June 2004 quarter. Increased production following the acquisition of Olympic Dam was offset by the temporary suspension of production at both Cerro Colorado (Chile) due to an earthquake, and Tintaya following regional unrest. Production was eight per cent higher than the March 2005 quarter reflecting increased production from Escondida as a result of higher head grades and mill throughput, and the inclusion of Olympic Dam production. This was partially offset by the temporarily suspended production at Cerro Colorado and Tintaya.

- **Silver** -

- Production for the June 2005 financial year was a record 50.0 million ounces, 15 per cent higher than the June 2004 financial year. This mainly reflects increased mill throughput at Cannington (Australia) resulting from a debottlenecking program.

Production for the June 2005 quarter was 11.9 million ounces, seven per cent higher than the June 2004 quarter reflecting increased mill throughput at Cannington. Production was 15 per cent lower than the March 2005 quarter mainly as a result of lower head grades and reduced mill throughput at Cannington.

- **Lead -**

Production for the June 2005 financial year was a record 281,970 tonnes, 13 per cent higher than the June 2004 financial year. This mainly reflects increased mill throughput at Cannington resulting from a debottlenecking program.

Production for the June 2005 quarter was 64,652 tonnes, in line with the June 2004 quarter. Production was 20 per cent lower than the March 2005 quarter mainly as a result of lower head grades and reduced mill throughput at Cannington.

- **Uranium Oxide -**

Production of 415 tonnes of uranium oxide concentrate for the June 2005 quarter reflects the inclusion of one month of production from Olympic Dam.

- **Iron Ore**

- Production for the June 2005 financial year was a record 96.7 million tonnes, 15 per cent higher than the June 2004 financial year. This primarily reflects increased production following the completion of several expansion projects at Western Australia Iron Ore underpinned by continuing strong customer demand.

Production for the June 2005 quarter was 25.3 million tonnes, 23 per cent higher than the June 2004 quarter and five per cent higher than the March 2005 quarter. The increase reflects the successful ramp up of production following the completion of the Accelerated Expansion Project and Rapid Growth Project 1 in June 2004 and December 2004 respectively. Western Australia Iron Ore production for the quarter was 27.3 million tonnes (100 per cent basis) which represents an annualised rate of 109.2 million tonnes per annum (100 per cent basis).

- **Metallurgical Coal**

- Production for the June 2005 financial year was a record 37.3 million tonnes, five per cent higher than the June 2004 financial year. This is mainly due to increased production at Queensland Coal (Australia) reflecting continuing growth initiatives, and higher production at Illawarra Coal (Australia) resulting from improved operating performance and the commissioning of Dendrobium in April 2005.

Production for the June 2005 quarter was 9.6 million tonnes, three per cent higher than the June 2004 quarter. This primarily reflects the commissioning of Dendrobium in April 2005. Production was eight per cent higher than the March 2005 quarter reflecting increased production at Queensland Coal. Higher production at Illawarra Coal following the commissioning of Dendrobium was offset by a longwall changeout at West Cliff and scheduled maintenance at the West Cliff coal preparation plant.

- **Manganese ore**

- Production for the June 2005 financial year was a record 5.5 million tonnes, 10 per cent higher than the June 2004 financial year. Production from latent capacity was increased to meet strong customer demand in all markets, particularly China, Japan and Europe.

Production for the June 2005 quarter was a record 1.4 million tonnes, six per cent higher than the June 2004 quarter reflecting strong customer demand. Production was nine per cent higher than the March 2005 quarter reflecting scheduled maintenance shutdowns at the South African operations and seasonal conditions impacting production at Gemco (Australia) in the prior quarter.

• **Manganese alloys -**

Production for the June 2005 financial year was a record 755,000 tonnes, six per cent higher than the June 2004 financial year. This primarily reflects improved operating performance at Metalloys (South Africa) and increased production at Temco (Australia) in response to strong customer demand.

Production for the June 2005 quarter was 156,000 tonnes, 23 per cent lower than the June 2004 quarter and 21 per cent lower than the March 2005 quarter. This primarily reflects scheduled maintenance at Metalloys and changes to product mix at Temco.

• **Diamonds**

- Production of 3.6 million carats at Ekati (Canada) was 34 per cent lower than the June 2004 financial year. This decrease primarily reflects the processing of lower grade ore after mining of a high grade zone in the Koala pipe was completed in the June 2004 quarter.

Production for the June 2005 quarter was 957,000 carats, 21 per cent lower than the June 2004 quarter reflecting the processing of lower grade ore. While diamond grades were low in the June quarter, they were higher than in the March 2005 quarter, causing carat production to increase by 19 per cent over the prior quarter.

• **Fertilizer -**

Production of 73,902 tonnes of fertilizer for the June 2005 quarter reflects the inclusion of one month of production from Queensland Fertilizer Operations.

• **Energy Coal -**

Production for the June 2005 financial year was 87.4 million tonnes, four per cent higher than the June 2004 financial year. This primarily reflects the continued ramp up of production at Mt Arthur Coal (Australia) and increased production from New Mexico Coal (USA) following improved dragline availability at Navajo Coal (USA).

Production for the June 2005 quarter was 22.7 million tonnes, six per cent higher than the June 2004 quarter, primarily reflecting inventory building in preparation for a dragline outage at Navajo Coal, and lower production in the June 2004 quarter at San Juan Coal (USA) following a longwall move. Production was 13 per cent higher than the March 2005 quarter reflecting higher production at Ingwe (South Africa) in response to increased domestic demand, a longwall move at San Juan Coal in the March 2005 quarter and the ramp up of production at Mt Arthur Coal.

- **Nickel -** Production for the June 2005 financial year was a record 91,900 tonnes, 12 per cent higher than the June 2004 financial year. This primarily reflects the inclusion of production for June 2005 from Nickel West and the benefits of processing enhancements arising from operating excellence initiatives at Cerro Matoso (Colombia).

Production for the June 2005 quarter was a record 31,800 tonnes, 60 per cent higher than the June 2004 quarter and 53 per cent higher than the March 2005 quarter. This is mainly due to the inclusion of one month of production from Nickel West. Increased production also reflects record quarterly production at both Yabulu (Australia) and Cerro Matoso arising from the conversion of work in process inventories to finished goods at Yabulu following scheduled maintenance in the March 2005 quarter and improved operating efficiencies at Cerro Matoso.

• **Ferrochrome -**

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Production for the June 2005 financial year was 954,000 tonnes, seven per cent lower than the June 2004 financial year. This primarily reflects the sale of Samancor Chrome (South Africa), effective 1 June 2005.

Production for the June 2005 quarter was 178,000 tonnes, 33 per cent lower than the June 2004 quarter and 26 per cent lower than the March 2005 quarter reflecting the sale of Samancor Chrome.

Further information on BHP Billiton can be found on our Internet site: <http://www.bhpbilliton.com>

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BHP BILLITON PRODUCTION SUMMARY			QUARTER ENDED			YEAR ENDED		% CHANGE		
			JUNE 2004	MARCH 2005	JUNE 2005	JUNE 2005	JUNE 2004	JUN Q05 vs JUN Q04	JUN Q05 vs MAR Q05	YTD 05 vs YTD 04
PETROLEUM										
Crude oil & condensate	('000 bbl)		13,297	12,345	13,939	50,840	58,027	5%	13%	-12%
Natural gas	(bcf)		85.11	82.35	98.79	345.68	324.34	16%	20%	7%
LPG	('000 tonnes)		235.86	199.29	213.71	860.10	853.53	-9%	7%	1%
Ethane	('000 tonnes)		25.14	23.61	22.97	101.53	94.30	-9%	-3%	8%
			30.32	28.49	33.13	119.03	122.47	9%	16%	-3%

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Total Petroleum Products	(million boe)									
ALUMINIUM										
Alumina	('000 tonnes)	1,059	1,092	1,054	4,182	4,224	0%	-3%	-1%	
Aluminium	('000 tonnes)	333	332	321	1,330	1,256	-4%	-3%	6%	
BASE METALS										
Copper	('000 tonnes)	272.6	249.6	269.8	1,034.0	954.4	-1%	8%	8%	
Lead	(tonnes)	64,472	80,899	64,652	281,970	249,885	0%	-20%	13%	
Zinc	(tonnes)	29,038	32,388	28,204	105,361	159,238	-3%	-13%	-34%	
Gold	(ounces)	31,145	32,152	31,882	125,413	125,764	2%	-1%	0%	
Silver	('000 ounces)	11,053	14,044	11,881	50,046	43,692	7%	-15%	15%	
Uranium oxide concentrate	(tonnes)	-	-	415	415	-	-	-	-	
Molybdenum	(tonnes)	240	431	492	1,806	936	105%	14%	93%	
CARBON STEEL MATERIALS										
Iron ore	('000 tonnes)	20,537	23,988	25,296	96,745	84,220	23%	5%	15%	
Metallurgical coal	('000 tonnes)	9,284	8,883	9,570	37,303	35,360	3%	8%	5%	
Manganese ores	('000 tonnes)	1,337	1,297	1,418	5,455	4,953	6%	9%	10%	
Manganese alloys	('000 tonnes)	203	197	156	755	712	-23%	-21%	6%	
Hot briquetted iron	('000 tonnes)	294	-	-	-	1,716	-100%	0%	-100%	
DIAMONDS AND SPECIALTY PRODUCTS										
Diamonds	('000 carats)	1,211	802	957	3,617	5,482	-21%	19%	-34%	
Fertilizer	('000 tonnes)	-	-	73.9	73.9	-	-	-	-	
ENERGY COAL										
Energy coal		21,494	20,079	22,703	87,416	83,885	6%	13%	4%	

		('000 tonnes)								
STAINLESS STEEL MATERIALS										
	Nickel	('000 tonnes)	19.9	20.8	31.8	91.9	81.7	60%	53%	12%
	Ferrochrome	('000 tonnes)	264	240	178	954	1,026	-33%	-26%	-7%
Throughout this report figures in italics indicate that this figure has been adjusted since it was previously reported.										
BHP BILLITON ATTRIBUTABLE PRODUCTION										
								YEAR ENDED		
		BHP Billiton	JUNE	SEPT	DEC	MARCH	JUNE	JUNE	JUNE	
		Interest	2004	2004	2004	2005	2005	2005	2004	
PETROLEUM										
Production										
	Crude oil & condensate	(000 bbl)	13,297	12,366	12,190	12,345	13,939	50,840	58,027	
	Natural gas	(bcf)	85.11	77.19	87.35	82.35	98.79	345.68	324.34	
	LPG	('000 tonnes)	235.86	231.03	216.07	199.29	213.71	860.10	853.53	
	Ethane	('000 tonnes)	25.14	27.75	27.20	23.61	22.97	101.53	94.30	
	Total Petroleum Products	(million boe)	30.32	28.03	29.38	28.49	33.13	119.03	122.47	
ALUMINIUM										
ALUMINA										
Production ('000 tonnes)										
	Worsley	86%	696	663	686	746	718	2,813	2,799	
	Suriname	45%	233	223	222	220	209	874	918	
	Alumar	36%	130	114	128	126	127	495	507	
	Total		1,059	1,000	1,036	1,092	1,054	4,182	4,224	
ALUMINIUM										

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Production ('000 tonnes)									
	Hillside	100%	167	173	171	169	172	685	622
	Bayside	100%	46	46	46	45	29	166	184
	Alumar	46.3%	45	44	45	43	44	176	156
	Valesul	45.5%	11	11	11	10	11	43	44
	Mozal	47%	64	65	65	65	65	260	250
	Total		333	339	338	332	321	1,330	1,256
BASE METALS (a)									
COPPER									
Payable metal in concentrate ('000 tonnes)									
	Escondida	57.5%	159.1	142.5	146.3	135.4	154.0	578.2	514.9
	Antamina	33.8%	29.9	29.9	33.4	29.9	29.9	123.1	91.9
	Tintaya (b)	100%	19.6	14.6	22.1	20.7	15.3	72.7	57.5
	Highland Valley Copper (c)	33.6%	-	-	-	-	-	-	28.3
	Selbaie (d)	100%	-	-	-	-	-	-	4.1
	Total		208.6	187.0	201.8	186.0	199.2	774.0	696.7
Cathode ('000 tonnes)									
	Escondida	57.5%	21.8	21.9	22.2	21.8	21.4	87.3	86.7
	Cerro Colorado (e)	100%	31.3	28.3	30.4	29.8	24.6	113.1	125.5
	Tintaya (b)	100%	8.7	9.3	9.1	9.6	6.4	34.4	36.0
	Pinto Valley	100%	2.2	2.3	2.3	2.4	2.1	9.1	9.5
	Olympic Dam (f)	100%	-	-	-	-	16.1	16.1	-
	Total		64.0	61.8	64.0	63.6	70.6	260.0	257.7
LEAD									
Payable metal in concentrate (tonnes)									
	Cannington	100%	64,472	64,910	71,509	80,899	64,652	281,970	249,885
	Total		64,472	64,910	71,509	80,899	64,652	281,970	249,885
ZINC									

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Payable metal in concentrate (tonnes)									
	Cannington	100%	13,493	10,968	13,956	15,241	12,676	52,841	53,624
	Antamina	33.8%	15,545	12,883	6,962	17,147	15,528	52,520	89,603
	Selbaie (d)	100%	-	-	-	-	-	-	16,011
	Total		29,038	23,851	20,918	32,388	28,204	105,361	159,238
	Refer footnotes on page 4.								
BASE METALS									
(continued)									
GOLD									
Payable metal in concentrate (ounces)									
	Escondida	57.5%	26,044	25,370	24,475	25,987	20,774	96,606	103,835
	Tintaya (b)	100%	5,101	4,762	6,772	6,165	4,066	21,765	11,768
	Highland Valley Copper (c)	33.6%	-	-	-	-	-	-	2,191
	Selbaie (d)	100%	-	-	-	-	-	-	7,970
	Olympic Dam (f)	100%	-	-	-	-	7,042	7,042	-
	Total		31,145	30,132	31,247	32,152	31,882	125,413	125,764
SILVER									
Payable metal in concentrate ('000 ounces)									
	Escondida	57.5%	720	604	639	650	658	2,551	2,445
	Antamina	33.8%	662	692	503	830	749	2,774	2,179
	Tintaya (b)	100%	200	134	186	181	129	629	608
	Highland Valley Copper (c)	33.6%	-	-	-	-	-	-	323
	Selbaie (d)	100%	-	-	-	-	-	-	717
	Cannington	100%	9,471	10,339	11,025	12,383	10,283	44,030	37,420
	Olympic Dam (f)	100%	-	-	-	-	62	62	-
	Total		11,053	11,769	12,353	14,044	11,881	50,046	43,692
URANIUM OXIDE CONCENTRATE									

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Payable metal in concentrate (tonnes)									
	Olympic Dam (f)	100%	-	-	-	-	415	415	-
	Total		-	-	-	-	415	415	-
MOLYBDENUM									
Payable metal in concentrate (tonnes)									
	Antamina	33.8%	240	323	560	431	492	1,806	366
	Highland Valley Copper (c)	33.6%	-	-	-	-	-	-	570
	Total		240	323	560	431	492	1,806	936
CARBON STEEL MATERIALS									
IRON ORE (g)									
Production ('000 tonnes)									
	Mt Newman Joint Venture	85%	5,084	6,157	6,611	6,475	6,493	25,736	24,461
	Goldsworthy Joint Venture	85%	1,386	1,038	1,037	1,017	1,593	4,685	5,844
	Area C Joint Venture	85%	2,519	2,990	4,358	4,451	4,813	16,612	5,676
	Yandi Joint Venture	85%	8,046	8,767	9,238	8,713	8,943	35,661	34,159
	Jimblebar	100%	1,566	1,675	1,622	1,509	1,558	6,364	6,355
	Samarco	50%	1,936	1,918	2,050	1,823	1,896	7,687	7,725
	Total		20,537	22,545	24,916	23,988	25,296	96,745	84,220
METALLURGICAL COAL (h)									
Production ('000 tonnes)									
	BMA	50%	6,285	6,231	6,184	5,959	7,021	25,395	22,534
	BHP Mitsui Coal (i)	80%	1,653	1,748	1,822	1,205	882	5,657	6,981
	Illawarra	100%	1,346	1,262	1,603	1,719	1,667	6,251	5,845
	Total		9,284	9,241	9,609	8,883	9,570	37,303	35,360

MANGANESE ORES									
Saleable production ('000 tonnes)									
	South Africa (j)	60%	647	632	639	606	631	2,508	2,502
	Australia (j)	60%	690	747	722	691	787	2,947	2,451
	Total		1,337	1,379	1,361	1,297	1,418	5,455	4,953
	Refer footnotes on page 4.								
CARBON STEEL MATERIALS (cont'd)									
MANGANESE ALLOYS									
Saleable production ('000 tonnes)									
	South Africa (j)	60%	131	121	136	137	98	492	462
	Australia (j)	60%	72	74	71	60	58	263	250
	Total		203	195	207	197	156	755	712
HOT BRIQUETTED IRON									
Production ('000 tonnes)									
	Boodarie™ Iron (k)	100%	294	-	-	-	-	-	1,716
DIAMONDS AND SPECIALTY PRODUCTS									
DIAMONDS									
Production ('000 carats)									
	Ekati™	80%	1,211	986	872	802	957	3,617	5,482
FERTILIZER									
Production ('000 tonnes)									
	Queensland Fertilizer Operation (l)	100%	-	-	-	-	73.9	73.9	-

ENERGY COAL									
Production ('000 tonnes)									
	South Africa	100%	13,768	14,588	13,745	12,769	13,548	54,650	54,253
	USA	100%	3,154	3,899	3,731	3,169	4,128	14,927	13,230
	Australia	100%	2,590	2,595	2,189	2,258	2,823	9,865	8,718
	Colombia	33%	1,982	2,163	1,724	1,883	2,204	7,974	7,684
	Total		21,494	23,245	21,389	20,079	22,703	87,416	83,885
STAINLESS STEEL MATERIALS									
NICKEL									
Production ('000 tonnes)									
	CMSA	99.8%	12.0	11.9	12.4	13.3	13.7	51.3	49.1
	Yabulu	100%	7.9	7.7	7.3	7.5	8.9	31.4	32.6
	Nickel West (m)	100%	-	-	-	-	9.2	9.2	-
	Total		19.9	19.6	19.7	20.8	31.8	91.9	81.7
FERROCHROME									
Saleable production ('000 tonnes)									
	South Africa (j) (n)	60%	264	265	271	240	178	954	1,026
(a) Metal production is reported on the basis of payable metal.									
(b) Production at Tintaya was temporarily suspended on May 25, 2005 following civil unrest in the Espinar region.									
Production recommenced on June 20, 2005.									
(c) BHP Billiton sold its interest in Highland Valley Copper with effect from January 3, 2004.									
(d) Production at Selbaie ceased in February 2004, in accordance with mine plan. Shipments ceased in May 2004.									
(e) Production at Cerro Colorado was temporarily suspended on June 14, 2005 following an earthquake.									
Production recommenced at half capacity on June 30, 2005.									
(f) BHP Billiton acquired Olympic Dam with the acquisition of WMC.									

	Production data is shown from June 1, 2005.									
	(g) Iron ore production is reported on a wet tonnes basis.									
	(h) Metallurgical coal production is reported on the basis of saleable product. Production figures include some thermal coal.									
	(i) Shown on 100% basis. BHP Billiton interest in saleable production is 80%.									
	(j) Shown on 100% basis. BHP Billiton interest in saleable production is 60%.									
	(k) Production was suspended at Boodarie Iron following an incident in May 2004 and the plant was placed									
	on care and maintenance in November 2004.									
	(l) BHP Billiton acquired Queensland Fertilizer Operation with the acquisition of WMC.									
	Production data is shown from June 1, 2005.									
	(m) BHP Billiton acquired Nickel West with the acquisition of WMC.									
	Production data is shown from June 1, 2005.									
	(n) BHP Billiton sold its interest in Samancor Chrome with effect from June 1, 2005.									
PRODUCTION AND SHIPMENT REPORT										
									YEAR ENDED	
			JUNE	SEPT	DEC	MARCH	JUNE		JUNE	
			2004	2004	2004	2005	2005		2005	
									2004	
PETROLEUM										
BHP Billiton attributable production unless otherwise stated.										
CRUDE OIL & CONDENSATE ('000 barrels)										
	Bass Strait		4,641	4,835	4,226	3,754	3,921		16,736	21,020
	Minerva (a)		-	-	-	21	33		54	-
	North West Shelf - condensate		1,367	1,330	1,274	1,305	1,431		5,340	5,414
	North West Shelf - Wanaea/Cossack		1,357	1,475	1,272	1,535	1,571		5,853	6,155
	Laminaria (b)		803	597	472	84	-		1,153	3,848
	Griffin		585	414	473	403	453		1,743	2,270
	Pakistan		49	50	54	58	49		211	205
	Typhoon/Boris		1,462	1,461	1,290	907	672		4,330	5,738
	Mad Dog (a)		-	-	-	251	562		813	-

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	Other Americas		213	181	180	160	145		666	1,739
	Angostura (a)		-	-	-	799	997		1,796	-
	Liverpool Bay		1,788	1,344	1,858	1,289	1,625		6,116	8,099
	Bruce/Keith		388	121	321	290	279		1,011	1,651
	Ohanet		644	558	432	589	461		2,040	1,888
	ROD (c)		-	-	338	900	1,740		2,978	-
	Total		13,297	12,366	12,190	12,345	13,939		50,840	58,027
NATURAL GAS (billion cubic feet)										
	Bass Strait		34.62	35.61	27.44	20.71	31.98		115.74	116.47
	Minerva (a)		-	-	-	6.63	9.79		16.42	-
	North West Shelf - Domestic		3.76	3.50	3.51	3.64	3.98		14.63	15.61
	North West Shelf - LNG		15.43	17.78	22.36	20.81	22.14		83.09	60.84
	Griffin		0.67	0.68	0.71	0.54	0.70		2.63	2.97
	Moranbah Coal Bed Methane (d)		-	-	0.53	1.07	1.64		3.24	-
	Illawarra Coal Bed Methane (e)		-	1.34	1.65	1.39	1.10		5.48	-
	Pakistan		7.10	7.69	7.87	8.88	7.25		31.69	30.30
	Typhoon/Boris		2.13	2.32	2.53	1.32	0.95		7.12	8.26
	Mad Dog (a)		-	-	-	0.03	0.18		0.21	-
	Other Americas		2.75	1.99	2.05	1.76	1.88		7.68	12.33
	Bruce/Keith		8.49	2.26	7.39	7.22	6.90		23.77	35.41
	Liverpool Bay		10.16	4.02	11.31	8.35	10.30		33.98	42.15
	Total		85.11	77.19	87.35	82.35	98.79		345.68	324.34
LPG ('000 tonnes)										
	Bass Strait		136.52	145.85	127.70	108.56	128.50		510.61	527.99
	North West Shelf		32.95	34.66	29.43	32.28	33.15		129.52	124.86
	Bruce/Keith		19.27	6.93	18.65	17.85	16.53		59.96	71.44
	Ohanet		47.12	43.59	40.29	40.60	35.53		160.01	129.24
	Total		235.86	231.03	216.07	199.29	213.71		860.10	853.53
ETHANE ('000 tonnes)										
			25.14	27.75	27.20	23.61	22.97		101.53	94.30
TOTAL PETROLEUM PRODUCTS										
			30.32	28.03	29.38	28.49	33.13		119.03	122.47

(million barrels of oil equivalent) (f)									
	(a) Minerva, Mad Dog and Angostura commenced production in January 2005.								
	(b) BHP Billiton sold its interest in Laminaria with effect from January 14, 2005.								
	(c) ROD commenced production in October 2004.								
	(d) Moranbah Coal Bed Methane commenced production in September 2004 and was first reported in December 2004.								
	(e) Illawarra Coal Bed Methane production was first reported in December 2004.								
	(f) Total barrels of oil equivalent (boe) conversions are based on the following:								
	6000 scf of natural gas equals 1 boe; 1 tonne of LPG equals 11.6 boe; 1 tonne of ethane equals 4.4667 boe.								

PRODUCTION AND SHIPMENT REPORT

							YEAR ENDED		
			JUNE	SEPT	DEC	MARCH	JUNE	JUNE	JUNE
			2004	2004	2004	2005	2005	2005	2004

ALUMINIUM

BHP Billiton attributable production and sales unless otherwise stated.

('000 tonnes)										
ALUMINA										
Production										
	Worsley, Australia		696	663	686	746	718		2,813	2,799
	Paranam, Suriname		233	223	222	220	209		874	918
	Alumar, Brazil		130	114	128	126	127		495	507
	Total		1,059	1,000	1,036	1,092	1,054		4,182	4,224
Sales										
	Worsley, Australia		732	667	681	734	774		2,856	2,821
	Paranam, Suriname		214	239	221	210	221		891	918
	Alumar, Brazil		111	129	131	118	146		524	503
	Total		1,057	1,035	1,033	1,062	1,141		4,271	4,242
ALUMINIUM										
Production										

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	Production								
	Payable copper	('000 tonnes)	159.1	142.5	146.3	135.4	154.0	578.2	514.9
	Payable gold concentrate	(fine ounces)	26,044	25,370	24,475	25,987	20,774	96,606	103,835
	Copper cathode (EW)	('000 tonnes)	21.8	21.9	22.2	21.8	21.4	87.3	86.7
	Payable silver concentrate	('000 ounces)	720	604	639	650	658	2,551	2,445
	Sales								
	Payable copper	('000 tonnes)	150.4	140.0	148.3	137.1	145.9	571.3	508.7
	Payable gold concentrate	(fine ounces)	24,874	24,732	25,462	27,882	19,816	97,892	105,738
	Copper cathode (EW)	('000 tonnes)	21.3	22.7	22.7	18.6	26.8	90.8	89.4
	Payable silver concentrate	('000 ounces)	683	582	690	712	631	2,615	2,503
	<u>Tintaya, Peru (a)</u>								
	Material mined	('000 tonnes)	17,944	18,676	17,486	17,575	12,385	66,122	56,751
	Sulphide Ore milled	('000 tonnes)	1,616	1,621	1,564	1,560	1,086	5,831	4,633
	Average copper grade	(%)	1.45%	1.14%	1.64%	1.56%	1.67%	1.49%	1.48%
	Production								
	Payable copper	('000 tonnes)	19.6	14.6	22.1	20.7	15.3	72.7	57.5
	Payable gold concentrate	(fine ounces)	5,101	4,762	6,772	6,165	4,066	21,765	11,768
	Copper cathode (EW)	('000 tonnes)	8.7	9.3	9.1	9.6	6.4	34.4	36.0
	Payable silver concentrate	('000 ounces)	200	134	186	181	129	629	608
	Sales								
	Payable copper	('000 tonnes)	20.6	5.7	25.9	23.3	17.2	72.1	54.3
			4,100	1,219	8,491	7,593	7,073	24,376	11,558

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	Payable gold concentrate	(fine ounces)							
	Copper cathode (EW)	('000 tonnes)	8.4	10.4	8.1	9.2	8.2	35.9	34.2
	Payable silver concentrate	('000 ounces)	226	64	234	193	160	651	566
(a) Production at Tintaya was temporarily suspended on May 25, 2005 following civil unrest in the Espinar region.									
Production recommenced on June 20, 2005.									
<u>Cerro Colorado, Chile</u>									
(a)									
	Material mined	('000 tonnes)	16,697	17,554	16,378	16,856	14,805	65,593	73,083
	Ore milled	('000 tonnes)	4,330	4,232	4,362	3,865	3,144	15,603	16,781
	Average copper grade	(%)	0.90%	0.87%	0.91%	1.00%	0.83%	0.91%	0.95%
Production									
	Copper cathode (EW)	('000 tonnes)	31.3	28.3	30.4	29.8	24.6	113.1	125.5
Sales									
	Copper cathode (EW)	('000 tonnes)	35.5	28.9	28.2	32.5	24.8	114.4	127.4
(a) Production at Cerro Colorado was temporarily suspended on June 14, 2005 following an earthquake.									
Production recommenced at half capacity on June 30, 2005.									
<u>Antamina, Peru</u>									
	Material mined (100%)	('000 tonnes)	36,035	33,177	33,201	30,808	31,802	128,988	123,271
	Sulphide ore milled (100%)	('000 tonnes)	8,205	8,069	8,027	7,072	7,557	30,725	28,450
	Average head grades								
	- Copper	(%)	1.37%	1.26%	1.45%	1.41%	1.35%	1.37%	1.25%
	- Zinc	(%)	0.97%	1.02%	0.47%	1.16%	1.09%	0.93%	1.55%

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	Production								
	Payable copper	('000 tonnes)	29.9	29.9	33.4	29.9	29.9	123.1	91.9
	Payable zinc	(tonnes)	15,545	12,883	6,962	17,147	15,528	52,520	89,603
	Payable silver	('000 ounces)	662	692	503	830	749	2,774	2,179
	Payable molybdenum	(tonnes)	240	323	560	431	492	1,806	366
	Sales								
	Payable copper	('000 tonnes)	26.4	32.1	32.2	30.0	28.7	123.0	87.8
	Payable zinc	(tonnes)	19,931	13,617	4,185	18,293	15,066	51,161	87,859
	Payable silver	('000 ounces)	655	624	632	718	769	2,743	1,989
	Payable molybdenum	(tonnes)	110	160	300	592	587	1,639	197
	<u>Cannington, Australia</u>								
	Material mined	('000 tonnes)	681	828	844	885	880	3,437	2,746
	Ore milled	('000 tonnes)	724	730	825	788	746	3,089	2,609
	Average head grades								
	- Silver	(g/t)	486	504	500	571	482	515	520
	- Lead	(%)	10.8%	10.3%	10.0%	11.9%	9.8%	10.5%	11.1%
	- Zinc	(%)	3.4%	3.1%	3.0%	3.5%	3.0%	3.2%	3.6%
	Production								
	Payable silver	('000 ounces)	9,471	10,339	11,025	12,383	10,283	44,030	37,420
	Payable lead	(tonnes)	64,472	64,910	71,509	80,899	64,652	281,970	249,885
	Payable zinc	(tonnes)	13,493	10,968	13,956	15,241	12,676	52,841	53,624
	Sales								
	Payable silver	('000 ounces)	12,583	9,266	9,006	13,514	12,265	44,051	38,633
	Payable lead	(tonnes)	84,315	62,774	57,286	88,237	76,680	284,977	253,974
	Payable zinc	(tonnes)	13,410	12,170	9,146	18,628	13,415	53,359	57,866

<u>Olympic Dam,</u> <u>Australia (a)</u>									
Material mined (b)	('000 tonnes)	-	-	-	-	855	855	-	
Ore milled	('000 tonnes)	-	-	-	-	933	933	-	
Average copper grade	(%)	-	-	-	-	2.15%	2.15%	-	
Average uranium grade	(%)	-	-	-	-	0.60%	0.60%	-	
Production									
Copper cathode (ER)	('000 tonnes)	-	-	-	-	14.5	14.5	-	
Copper cathode (EW)	('000 tonnes)	-	-	-	-	1.6	1.6	-	
Uranium oxide concentrate	(tonnes)	-	-	-	-	415	415	-	
Refined gold	(fine ounces)	-	-	-	-	7,042	7,042	-	
Refined silver	('000 ounces)	-	-	-	-	62	62	-	
Sales									
Copper cathode (ER)	('000 tonnes)	-	-	-	-	16.2	16.2	-	
Copper cathode (EW)	('000 tonnes)	-	-	-	-	1.1	1.1	-	
Uranium oxide concentrate	(tonnes)	-	-	-	-	391	391	-	
Refined gold	(fine ounces)	-	-	-	-	10,555	10,555	-	
Refined silver	('000 ounces)	-	-	-	-	68	68	-	

(a) BHP Billiton acquired Olympic Dam with the acquisition of WMC. Production data is shown from June 1, 2005. For reference, June 2005 quarter copper cathode production decreased by four per cent compared with the June 2004 quarter and by eight per cent compared with the March 2005 quarter, reflecting lower head grades. Uranium oxide concentrate production for the June 2005 quarter increased by 10 per cent compared with June 2004 quarter, reflecting higher recoveries and throughput, partially offset by lower grades. Uranium oxide concentrate production for the June 2005 quarter increased by four per cent compared with the March 2005 quarter reflecting higher recoveries.

June 2005 quarter copper cathode sales increased by ten per cent compared with the June 2004 quarter and by one per cent compared with the March 2005 quarter, reflecting timing of shipments. Uranium oxide concentrate sales for the June 2005 quarter decreased by 25 per cent compared with the June 2004 quarter and by 37 per cent compared with the March 2005 quarter, reflecting timing of customer deliveries.									
(b) Material mined refers to run of mine ore mined and hoisted.									
Pinto Valley, USA									
Production									
Copper cathode (EW)	('000 tonnes)	2.2	2.3	2.3	2.4	2.1	9.1	9.5	
Sales									
Copper cathode (EW)	('000 tonnes)	2.3	1.5	1.8	2.8	2.3	8.4	9.5	
PRODUCTION AND SHIPMENT REPORT									
YEAR ENDED									
JUNE SEPT DEC MARCH JUNE JUNE JUNE									
2004 2004 2004 2005 2005 2005 2004									
CARBON STEEL MATERIALS									
BHP Billiton attributable production and sales unless otherwise stated.									
('000 tonnes)									
IRON ORE (a)									
Pilbara, Australia									
Production									
Mt Newman Joint Venture		5,084	6,157	6,611	6,475	6,493	25,736	24,461	
Goldsworthy Joint Venture		1,386	1,038	1,037	1,017	1,593	4,685	5,844	
Area C Joint Venture		2,519	2,990	4,358	4,451	4,813	16,612	5,676	
Yandi Joint Venture		8,046	8,767	9,238	8,713	8,943	35,661	34,159	
Jimblebar		1,566	1,675	1,622	1,509	1,558	6,364	6,355	
Total (BHP Billiton share)		18,601	20,627	22,866	22,165	23,400	89,058	76,495	
Total production (100%)		21,608	23,971	26,615	25,810	27,254	103,651	88,874	

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	Shipments								
	Lump	5,064	5,530	6,084	5,784	6,849		24,247	20,533
	Fines	14,067	14,544	16,052	16,086	17,052		63,734	54,550
	Total (BHP Billiton share)	19,131	20,074	22,136	21,870	23,901		87,981	75,083
	Total shipments (100%)	22,507	23,617	26,042	25,729	28,119		103,508	88,334
	(a) Iron ore production and shipments are reported on a wet tonnes basis.								
	<u>Samarco, Brazil</u>								
	Production	1,936	1,918	2,050	1,823	1,896		7,687	7,725
	Shipments	1,823	1,976	2,142	1,768	1,728		7,614	7,640
	METALLURGICAL COAL (a)								
	<u>Queensland, Australia</u>								
	Production								
	<u>BMA</u>								
	Blackwater	1,864	1,638	1,709	1,615	1,603		6,565	6,531
	Goonyella	935	1,112	1,254	1,355	1,740		5,461	3,777
	Peak Downs	1,223	1,198	1,164	842	1,322		4,526	4,112
	Saraji	806	809	812	752	878		3,251	2,911
	Norwich Park	682	700	680	664	836		2,880	2,344
	Gregory Joint Venture	775	774	565	731	642		2,712	2,859
	BMA total	6,285	6,231	6,184	5,959	7,021		25,395	22,534
	<u>BHP Mitsui Coal (b)</u>								
	Riverside	575	910	951	480	43		2,384	3,323
	South Walker Creek	1,078	838	871	725	839		3,273	3,658
	BHP Mitsui Coal total	1,653	1,748	1,822	1,205	882		5,657	6,981
	<u>Queensland total</u>	7,938	7,979	8,006	7,164	7,903		31,052	29,515
	Shipments								

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	Coking coal		4,777	5,188	5,801	5,440	5,705		22,134	19,989
	Weak coking coal		1,569	1,665	1,722	1,609	1,619		6,615	6,420
	Thermal coal		756	743	527	632	815		2,717	3,347
	Total		7,102	7,596	8,050	7,681	8,139		31,466	29,756
	(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%.									
	<u>Illawarra, Australia</u>									
	Production		1,346	1,262	1,603	1,719	1,667		6,251	5,845
	Shipments									
	Coking coal		1,215	1,097	1,610	1,447	1,500		5,654	5,380
	Thermal coal		114	82	144	93	27		346	386
	Total		1,329	1,179	1,754	1,540	1,527		6,000	5,766
	MANGANESE ORES									
	<u>South Africa</u>									
	Saleable production (a)		647	632	639	606	631		2,508	2,502
	<u>Australia</u>									
	Saleable production (a)		690	747	722	691	787		2,947	2,451
	MANGANESE ALLOYS									
	<u>South Africa</u>									
	Saleable production (a)		131	121	136	137	98		492	462
	<u>Australia</u>									
	Saleable production (a)		72	74	71	60	58		263	250

HOT BRIQUETTED IRON									
<u>Boodarie™ Iron, Australia</u>									
	Production (b)		294	-	-	-	-	-	1,716
	Shipments		318	-	-	-	-	-	1,759
(a) Shown on 100% basis. BHP Billiton interest in saleable production is 60%.									
(b) Production was suspended at Boodarie Iron following an incident in May 2004 and the plant was placed on care and maintenance in November 2004.									
PRODUCTION AND SHIPMENT REPORT									
									YEAR ENDED
			JUNE	SEPT	DEC	MARCH	JUNE		JUNE
			2004	2004	2004	2005	2005		2005
									2004
DIAMONDS AND SPECIALTY PRODUCTS									
BHP Billiton attributable production and sales unless otherwise stated.									
DIAMONDS									
<u>Ekati™, Canada</u>									
	Ore Processed (100%)	('000 tonnes)	1,207	1,184	1,094	1,101	1,216		4,595
	Production	('000 carats)	1,211	986	872	802	957		3,617
									5,482
FERTILIZER									
<u>Queensland Fertilizer Operation, Australia (a)</u>									
	Production (b)	('000 tonnes)	-	-	-	-	73.9		73.9
	Sales (b)	('000 tonnes)	-	-	-	-	105.9		105.9
(a) BHP Billiton acquired Queensland Fertilizer Operation with the acquisition of WMC. Production data is shown from June 1, 2005. For reference, total June 2005 quarter fertilizer production increased by seven per cent compared with the June 2004 quarter, reflecting higher plant availability. Total fertilizer production decreased by 19 per cent compared with the March 2005 quarter, reflecting the impact of the reactor failure in									

the Phosphoric Acid Plant.									
June 2005 quarter total fertilizer sales increased 175 per cent compared with the June 2004 quarter and 15 per cent compared with the March 2005 quarter, reflecting more favourable weather conditions.									
(b) Includes diammonium phosphate and monoammonium phosphate.									
PRODUCTION AND SHIPMENT REPORT									
								YEAR ENDED	
			JUNE	SEPT	DEC	MARCH	JUNE	JUNE	JUNE
			2004	2004	2004	2005	2005	2005	2004
ENERGY COAL									
BHP Billiton attributable production and sales unless otherwise stated.									
('000 tonnes)									
<u>Ingwe, South Africa</u>									
Production			13,768	14,588	13,745	12,769	13,548	54,650	54,253
Sales									
Export			4,830	5,551	4,750	5,082	5,094	20,477	20,958
Local utility			8,426	8,546	8,106	7,069	7,560	31,281	31,921
Inland			361	383	308	353	186	1,230	1,355
Total			13,617	14,480	13,164	12,504	12,840	52,988	54,234
<u>New Mexico, USA</u>									
Production									
Navajo Coal			1,714	2,083	1,765	2,008	2,389	8,245	7,216
San Juan Coal			1,440	1,816	1,966	1,161	1,739	6,682	6,014
Total			3,154	3,899	3,731	3,169	4,128	14,927	13,230
Sales - local utility			3,353	3,897	3,739	3,447	3,319	14,402	13,606
<u>Hunter Valley, Australia</u>									
Production			2,590	2,595	2,189	2,258	2,823	9,865	8,718
Sales									
Export			1,734	1,440	1,201	1,866	1,746	6,253	5,276
Inland			958	1,220	595	872	1,186	3,873	3,508
Total			2,692	2,660	1,796	2,738	2,932	10,126	8,784

<u>Cerrejon Coal, Colombia</u>									
	Production		1,982	2,163	1,724	1,883	2,204	7,974	7,684
	Sales - export		2,283	2,166	1,954	1,927	2,338	8,385	8,076
PRODUCTION AND SHIPMENT REPORT									
								YEAR ENDED	
			JUNE	SEPT	DEC	MARCH	JUNE	JUNE	JUNE
			2004	2004	2004	2005	2005	2005	2004
STAINLESS STEEL MATERIALS									
BHP Billiton attributable production and sales unless otherwise stated.									
('000 tonnes)									
NICKEL									
<u>CMSA, Colombia</u>									
	Production		12.0	11.9	12.4	13.3	13.7	51.3	49.1
	Sales		12.8	10.6	13.3	13.4	12.8	50.1	48.2
<u>Yabulu, Australia</u>									
	Production								
	Nickel metal		7.9	7.7	7.3	7.5	8.9	31.4	32.6
	Cobalt		0.5	0.5	0.4	0.5	0.4	1.8	1.9
	Sales								
	Nickel metal		7.9	7.7	7.8	7.7	8.3	31.5	32.1
	Cobalt		0.4	0.4	0.5	0.3	0.4	1.6	1.8
<u>Nickel West, Australia (a)</u>									
	Nickel contained in finished matte		-	-	-	-	3.3	3.3	-
	Nickel metal		-	-	-	-	5.9	5.9	-
	Nickel production		-	-	-	-	9.2	9.2	-
	Nickel contained in finished matte		-	-	-	-	3.5	3.5	-
	Nickel metal		-	-	-	-	4.7	4.7	-
	Nickel sales		-	-	-	-	8.2	8.2	-

	(a) BHP Billiton acquired Nickel West with the acquisition of WMC. Production data is shown from June 1, 2005. For reference, June 2005 quarter nickel production (nickel contained in finished matte and nickel metal) increased by nine per cent compared with the June 2004 quarter, mainly reflecting a planned shutdown at the Kalgoorlie nickel smelter during the comparative period. Nickel production (nickel contained in finished matte and nickel metal) decreased by four per cent compared with the March 2005 quarter, mainly due to variations in the overall mix of matte products produced.									
	June 2005 quarter nickel metal sales from the Kwinana nickel refinery decreased by four per cent compared with the June 2004 quarter and 10 per cent compared with the March 2005 quarter, mainly reflecting timing of shipments. Finished nickel matte sales from the Kalgoorlie nickel smelter for the June 2005 quarter decreased by two per cent compared with the June 2004 quarter and 12 per cent compared with the March 2005 quarter, mainly due to timing of shipments.									
FERROCHROME										
South Africa (a)										
	Saleable production (b)		264	265	271	240	178		954	1,026
	(a) BHP Billiton sold its interest in Samancor Chrome with effect from June 1, 2005.									
	(b) Shown on 100% basis. BHP Billiton interest in saleable production is 60%.									

BHP Billiton Limited ABN 49 004 028 077

BHP Billiton Plc Registration number 3196209

Registered in Australia
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Registered in England and Wales
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 Kingdom
 Telephone +44 20 7802 4000 Facsimile +44 20 7802 4111

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 Plc

Date: 28 July 2005

By: **Karen Wood**

Name: Karen Wood
Title: Company Secretary