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BHP BILLITON LTD  
Form 8-K  
March 10, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
March 10, 2005 (March 3, 2005)

BHP USA RETIREMENT SAVINGS PLAN

(Exact name of registrant as specified in its charter)

Australia	001-09526	000000000
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(State or other jurisdiction of Incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)
Level 27 180 Lonsdale Street Melbourne, Victoria 3000 Australia		3000
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(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (011-61-1300554757)

None

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of  
the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act ----  
(17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act ----  
(17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the ----  
Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the ----  
Exchange Act (17 CFR 240.13e-4(c))

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Item 4.01 Changes in Certifying Accountant of Registrant Employee Benefit Plan.

On March 3, 2005, KPMG LLP ("KPMG") was dismissed as the independent registered public accountants ("auditors") of the BHP USA Retirement Savings Plan (the "Plan"). The dismissal of KPMG was approved by an authorized officer with respect to the Plan. The Plan does not have a separate board of directors. On March 3, 2005, an authorized officer with respect to the Plan engaged Kraft CPAs PLLC ("Kraft CPAs") as the auditors of the the Plan for the fiscal year ending December 31, 2004 to replace KPMG. The decision to dismiss KPMG and to retain Kraft CPAs was based primarily on cost considerations.

KPMG's reports on the Plan's financial statements for the fiscal years ended December 31, 2002 and 2003 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the Plan's two most recent fiscal years and through March 3, 2005, there were no disagreements with KPMG on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the matter in its reports. During the two most recent fiscal years and through March 3, 2005, there have been no "reportable events" (as defined in Regulation S-K, Item 304(a)(1)(v)). The Plan has requested KPMG to furnish it with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements.

SIGNATURE

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 hereunto duly authorized.

BHP USA RETIREMENT SAVINGS PLAN

By: /s/ Howard Spiegel

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Name: Howard Spiegel

Title: Plan Administrator

DATE: March 10, 2005