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WMC RESOURCES LTD
Form CB
May 31, 2005

OMB APPROVAL

OMB NUMBER: 3235-0518

EXPIRES: MARCH 31, 2005

ESTIMATED AVERAGE BURDEN

HOURS PER RESPONSE..... 0.13

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM CB

TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM
(AMENDMENT NO. _____)

Please place an X in the box(es) to designate the appropriate rule provision(s)
relied upon to file this Form:

Securities Act Rule 801 (Rights Offering) []

Securities Act Rule 802 (Exchange Offer) []

Exchange Act Rule 13e-4(h) (8) (Issuer Tender Offer) []

Exchange Act Rule 14d-1(c) (Third Party Tender Offer) [X]

Exchange Act Rule 14e-2(d) (Subject Company Response) []

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b) (8) []

Note: Regulation S-T Rule 101(b) (8) only permits the filing or submission of a
Form CB in paper by a party that is not subject to the reporting requirements of
Section 13 or 15(d) of the Exchange Act.

WMC Resources Limited
(Name of Subject Company)

Not Applicable
(Translation of Subject Company's Name into English (if applicable))

Commonwealth of Australia
(Jurisdiction of Subject Company's Incorporation or Organization)

BHP Billiton Limited and BHP Billiton Plc
(Name of Person(s) Furnishing Form)

ordinary shares and shares underlying American depository shares
(Title of Class of Subject Securities)

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(CUSIP Number of Class of Securities (if applicable))

John Fast
Chief Legal Counsel
BHP Billiton
180 Lonsdale St.
Melbourne, 3000
Australia
Tel: +61 3 9609 3333
Fax: + 61 3 9609 3015

(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

Copies to:

David A. Katz, Esq.
Partner
Wachtell, Lipton, Rosen &
Katz
51 West 52nd Street
New York, NY 10019-6150
U.S.A.
Tel: + 212 403 1000
Fax: + 212 403 2000

David Williamson
Blake Dawson Waldron
Level 39
101 Collins Street
Melbourne, Victoria 3000
Australia
Tel: + 61 3 9679 3000
Fax: + 61 3 9679 3111

March 29, 2005 (Date Tender Offer/Rights Offering Commenced)

* AN AGENCY MAY NOT CONDUCT OR SPONSOR, AND A PERSON IS NOT REQUIRED TO RESPOND TO, A COLLECTION OF INFORMATION UNLESS IT DISPLAYS A CURRENTLY VALID CONTROL NUMBER. ANY MEMBER OF THE PUBLIC MAY DIRECT TO THE COMMISSION ANY COMMENTS CONCERNING THE ACCURACY OF THIS BURDEN ESTIMATE AND ANY SUGGESTIONS FOR REDUCING THIS BURDEN. THIS COLLECTION OF INFORMATION HAS BEEN REVIEWED BY OMB IN ACCORDANCE WITH THE CLEARANCE REQUIREMENTS OF 44 U.S.C. 3507.

SEC 2560 PERSONS WHO RESPOND TO THE COLLECTION
(10-03) OF INFORMATION CONTAINED IN THIS FORM
ARE NOT REQUIRED TO RESPOND UNLESS THE
FORM DISPLAYS A CURRENTLY VALID OMB
CONTROL NUMBER.

PART I - INFORMATION SENT TO SECURITY HOLDERS

Item 1. Home Jurisdiction Documents

(a) Not applicable.

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(b) Not applicable.

Item 2. Informational Legends

Not applicable.

PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

(1) In accordance with Chapter 6C of the Australian Corporations Act of 2001, BHP Billiton lodged a notice of change in substantial holder (Exhibit 1) with the Australian Stock Exchange on May 27, 2005.

(2) Not applicable.

(3) Not applicable.

PART III - CONSENT TO SERVICE OF PROCESS

On March 11, 2005, BHP Billiton filed with the Securities and Exchange Commission an Irrevocable Consent and Power of Attorney on Form F-X.

PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Karen Wood

(Signature)

Name: KAREN WOOD, SECRETARY

(Name and Title)

Date: May 31, 2005