

POTASH CORP OF SASKATCHEWAN INC  
Form SC TO-C  
August 18, 2010

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**POTASH CORPORATION OF SASKATCHEWAN INC.**

(Name of Subject Company)

**BHP BILLITON LIMITED,**

**BHP BILLITON PLC**

**and**

**BHP BILLITON DEVELOPMENT 2 (CANADA) LIMITED**

(Name of Filing Persons (Offerors))

Common Shares

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(Title of Class of Securities)

73755L107

(CUSIP Numbers of Class of Securities)

**Kirsten K. Gray**

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**New York, NY 10006**

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(Name, Address and Telephone Numbers of Persons

Authorized to Receive Notices and Communications on Behalf of Filing Persons)

**Calculation of Filing Fee**

**Transaction Valuation\***  
**Not applicable\***

**Amount of Filing Fee\***  
**Not applicable\***

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\* Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.



**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | Press release issued by BHP Billiton Development 2 (Canada) Limited, BHP Billiton Limited and BHP Billiton Plc dated August 18, 2010 |
| 99.2                  | Investor Presentation dated August 18, 2010  |