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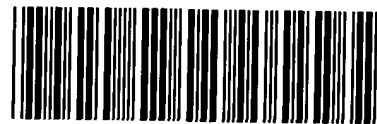
**RIO TINTO WESTERN HOLDINGS LIMITED**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2015**

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**COMPANY INFORMATION**

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<b>DIRECTORS</b>	M D Andrewes P L Cunningham
<b>COMPANY SECRETARY</b>	H C Day
<b>REGISTERED NUMBER</b>	00007132
<b>REGISTERED OFFICE</b>	6 St James's Square London United Kingdom SW1Y 4AD
<b>INDEPENDENT AUDITORS</b>	PricewaterhouseCoopers LLP Statutory Auditors 1 Embankment Place London United Kingdom WC2N 6RH

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## **RIO TINTO WESTERN HOLDINGS LIMITED**

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## RIO TINTO WESTERN HOLDINGS LIMITED

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### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

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The directors present their Strategic report on Rio Tinto Western Holdings Limited (the "Company") for the year ended 31 December 2015.

#### INTRODUCTION

Rio Tinto Western Holdings Limited is a wholly owned subsidiary of Rio Tinto European Holdings Limited and a member of the Rio Tinto Group (the "Group"). The Company is an investment holding company for the Group. The Company is incorporated and domiciled in the United Kingdom and is a company limited by shares.

#### BUSINESS REVIEW

The Company's results from year to year are highly sensitive to the timing of dividend flows and of movements in provisions for impairment, and do not necessarily reflect the performance of its group undertakings.

On 18 June 2015, the Company increased its investment in Rio Tinto Peru Limited by making a cash injection of \$85 million in return for ordinary shares issued. The investment was immediately impaired due to the uncertainty of future economic benefits as a result of the Company's involvement in exploration activities.

#### PRINCIPAL RISKS AND UNCERTAINTIES

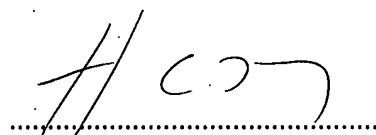
The Company's principal risks and uncertainties, such as Financial, Operational and Compliance risks, are integrated with those of the Group and are not managed separately.

Assessment of the potential economic and non-economic consequences of risks is undertaken by the Group's business units and functions using the framework defined by the Group's Risk policy and standard. Once identified, each principal risk and uncertainty is reviewed and monitored by the relevant internal experts and by the Risk Management Committee, the relevant board committees and the board. Full details of the Group's risk factors and policies for financial risk management are discussed in its 2015 Annual Report which does not form part of this report.

#### FINANCIAL KEY PERFORMANCE INDICATORS

The Company's directors are of the opinion that there are no meaningful financial or non financial key performance indicators that would be necessary or appropriate for an understanding of the development, performance or position of the Company's activities.

This report was approved by the board and signed on its behalf.

  
.....  
**H C Day**  
Secretary

Date: 28 September 2016

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## **RIO TINTO WESTERN HOLDINGS LIMITED**

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### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015**

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The directors present their report and the audited financial statements for the year ended 31 December 2015.

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Strategic report, the Directors' report and the audited financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare audited financial statements for each financial year. Under that law the directors have elected to prepare the audited financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the audited financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these audited financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the audited financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the audited financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **RESULTS AND DIVIDENDS**

The loss for the year, amounted to \$88 million (2014 - loss \$339 million).

No interim dividends were paid during the year (2014 - nil). The directors do not recommend the payment of a final dividend (2014 - nil).

#### **DIRECTORS**

The directors who served during the year and to the date of this report were:

M D Andrewes  
P L Cunningham  
U Quellmann (resigned 22 August 2016)  
E B Evans (resigned 19 August 2016)

No director had a material interest in any contract or arrangement during the year to which the Company or any subsidiary is or was a party.

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## RIO TINTO WESTERN HOLDINGS LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

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#### INDEMNITIES AND INSURANCE

The Articles of Association of the Company's ultimate parent, Rio Tinto plc, provides for it to indemnify, to the extent permitted by law, its officers and officers of wholly owned subsidiaries against liabilities arising from the conduct of the Rio Tinto Group's business. The directors and the company secretary of Rio Tinto plc and certain employees serving as directors of certain subsidiaries, at the Group's request, have been indemnified in accordance with these provisions. Ms Evans was indemnified by Rio Tinto plc in September 2013 by virtue of her office as Secretary. The other current directors of the Company were indemnified by Rio Tinto plc in June 2014 by virtue of their directorships of the finance companies wholly owned by Rio Tinto plc. No amount has been paid under any of these indemnities during the year.

The Group has purchased directors' and officers' insurance during the year to indemnify individual directors' and officers' personal legal liability and costs for claims arising out of actions taken in connection with the Group's business.

#### FUTURE DEVELOPMENTS

The Company's future developments are integrated with those of the Rio Tinto Group which are discussed in the Group's 2015 Annual Report, which does not form part of this report.

#### DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

#### POST BALANCE SHEET EVENTS

In September 2016 the Company reduced its share premium by \$6,000 million.

#### INDEPENDENT AUDITORS

Following the resignation of Grant Thornton UK LLP as auditor on 17 November 2015, PricewaterhouseCoopers LLP were appointed as auditors to the Company. PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



H C Day  
Secretary

Date: 28 September 2016

6 St James's Square  
London  
United Kingdom  
SW1Y 4AD

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# ***Independent auditors' report to the members of Rio Tinto Western Holdings Limited***

## **Report on the financial statements**

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### **Our opinion**

In our opinion, Rio Tinto Western Holdings Limited's ("the Company") financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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### **What we have audited**

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the balance sheet as at 31 December 2015;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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### **Opinion on other matter prescribed by the Companies Act 2006**

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In our opinion, the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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### **Other matters on which we are required to report by exception**

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#### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

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#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

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## **Responsibilities for the financial statements and the audit**

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### **Our responsibilities and those of the directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Nigel Comello (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

28 September 2016



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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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	Note	2015 \$M	2014 \$M
Dividend income	3	-	400
Administrative expenses		(3)	(3)
Impairment charge		(85)	(737)
		<hr/>	<hr/>
<b>Operating loss</b>	4	(88)	(340)
Interest receivable and similar income	6	-	1
		<hr/>	<hr/>
<b>Loss on ordinary activities before tax</b>		(88)	(339)
Tax on loss on ordinary activities	7	-	-
		<hr/>	<hr/>
<b>Loss for the financial year</b>		(88)	(339)
		<hr/>	<hr/>
<b>Other comprehensive income</b>		-	-
		<hr/>	<hr/>
<b>Total comprehensive expense for the year</b>		<hr/> (88) <hr/>	<hr/> (339) <hr/>


The notes on pages 9 to 19 form part of these financial statements.

**RIO TINTO WESTERN HOLDINGS LIMITED**  
**REGISTERED NUMBER:00007132**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2015**

	Note	2015 \$M	2014 \$M
<b>Fixed assets</b>			
Investments	8	7,764	7,764
		<u>7,764</u>	<u>7,764</u>
<b>Current assets</b>			
Debtors	9	125	211
		<u>125</u>	<u>211</u>
<b>Creditors: Amounts falling due within one year</b>	10	(4)	(2)
		<u>121</u>	<u>209</u>
<b>Net current assets</b>			
		<u>7,885</u>	<u>7,973</u>
<b>Net assets</b>			
<b>Capital and reserves</b>			
Called up share capital	11	45	45
Share premium account		7,359	7,359
Capital reserve		1,108	1,108
Other reserves		132	132
Profit and loss account		(759)	(671)
		<u>7,885</u>	<u>7,973</u>
<b>Total shareholders' funds</b>			
		<u>7,885</u>	<u>7,973</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

  
.....  
**P L Cunningham**  
Director

Date: 28 September 2016

The notes on pages 9 to 19 form part of these financial statements.

**RIO TINTO WESTERN HOLDINGS LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR YEAR ENDED 31 DECEMBER 2015**

	Called up share capital \$M	Share premium account \$M	Capital reserve \$M	Other reserves \$M	Profit and loss account \$M	Total shareholders' funds \$M
At 1 January 2015	45	7,359	1,108	132	(671)	7,973
<b>Comprehensive expense for the year</b>						
Loss for the financial year					(88)	(88)
<b>Total comprehensive expense for the year</b>					(88)	(88)
<b>At 31 December 2015</b>	<b>45</b>	<b>7,359</b>	<b>1,108</b>	<b>132</b>	<b>(759)</b>	<b>7,885</b>

**STATEMENT OF CHANGES IN EQUITY  
FOR YEAR ENDED 31 DECEMBER 2014**

	Called up share capital \$M	Share premium account \$M	Capital reserve \$M	Other reserves \$M	Profit and loss account \$M	Total shareholders' funds \$M
At 1 January 2014	44	6,959	1,108	132	(332)	7,911
<b>Comprehensive expense for the year</b>						
Loss for the financial year					(339)	(339)
<b>Total comprehensive expense for the year</b>					(339)	(339)
Shares issued during the year	1	400	-	-	-	401
<b>At 31 December 2014</b>	<b>45</b>	<b>7,359</b>	<b>1,108</b>	<b>132</b>	<b>(671)</b>	<b>7,973</b>

The notes on pages 9 to 19 form part of these financial statements.

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## RIO TINTO WESTERN HOLDINGS LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

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#### 1. ACCOUNTING POLICIES

##### 1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Company has transitioned from the previously extant UK Generally Accepted Accounting Practice ("UK GAAP") to Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS 101"), for all periods presented. There were no measurement or recognition adjustments for the Company on the adoption of FRS 101.

The financial statements have been prepared using the historical cost convention, and in accordance with the Companies Act 2006, as applicable to companies using FRS 101. The financial statements have been prepared on a going concern basis.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

The Company is a subsidiary company and is exempt from the requirement to prepare consolidated financial statements by virtue of section 400 of the Companies Act 2006. These financial statements are therefore separate financial statements.

The financial statements are presented in US Dollars and all amounts are rounded to the nearest million (\$M) unless otherwise stated.

##### 1.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

Where required, equivalent disclosures are given in the consolidated financial statements which can be obtained as set out in Note 14.

##### 1.3 GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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**1. ACCOUNTING POLICIES (continued)**

**1.4 VALUATION OF INVESTMENTS**

Investments in subsidiaries are measured at cost less accumulated impairment.

**1.5 DEBTORS**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**1.6 CREDITORS**

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

**1.7 FOREIGN CURRENCY TRANSLATION**

**Functional and presentation currency**

The Company's functional and presentational currency is US dollar.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are translated using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income

**1.8 FINANCE COSTS**

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

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## RIO TINTO WESTERN HOLDINGS LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

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#### 1. ACCOUNTING POLICIES (continued)

##### 1.9 INTEREST INCOME

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

##### 1.10 TAXATION

Current tax, including UK corporation tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Except as otherwise required by IAS12 "Income Taxes", deferred tax is provided in full on temporary differences at the balance sheet date.

#### 2. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. These judgements and assumptions are based on management's best knowledge of its facts and circumstances, but actual results may differ materially from the amount included in the financial statements. The key area of judgement that has the most significant effect on the amounts recognised in the financial statements is the review for impairment of investment carrying values.

#### 3. DIVIDEND INCOME

	2015 \$M	2014 \$M
Dividend income	-	400
	<u>          </u>	<u>          </u>
		400

During the year the Company received dividends of \$498,000 from Rio Tinto America Holdings Inc. All dividend income arose from America (2014 - America).

#### 4. OPERATING LOSS

The operating loss is stated after charging:

	2015 \$M	2014 \$M
Impairment charge	85	737
	<u>          </u>	<u>          </u>

The Company has no employees (2014 - nil). During the year, none of the directors received any emoluments in respect of their services to the Company (2014 - nil).

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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**5. AUDITORS' REMUNERATION**

The audit fee of \$8,909 (2014 - \$7,138) is borne by a fellow Group undertaking.

**6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2015 \$M	2014 \$M
Interest receivable from group companies	-	1
	<u>-</u>	<u>1</u>
	<u>-</u>	<u>1</u>

**7. TAXATION**

	2015 \$M	2014 \$M
Current tax on loss for the year	-	-
<b>Total current tax</b>	<u>-</u>	<u>-</u>
<b>Tax on loss on ordinary activities</b>	<u>-</u>	<u>-</u>

**FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

The tax assessed for the year is higher than (2014 - higher than) the standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%). The differences are explained below:

	2015 \$M	2014 \$M
Loss on ordinary activities before tax	(88)	(339)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%)	(18)	(73)
<b>Effects of:</b>		
Non-tax deductible impairment	17	158
Non-taxable income	-	(86)
Group relief	1	1
<b>Total tax charge for the year</b>	<u>-</u>	<u>-</u>

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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**7. TAXATION (continued)**

**FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

The UK corporation tax rate was reduced from 21% to 20% with effect from 1 April 2015. In the 2015 Summer Finance Bill, the government announced a reduction in the rate to 19% from 1 April 2017, and a further reduction to 18% from 1 April 2020. These rates were substantively enacted on 26 October 2015.

**8. INVESTMENTS**

	Investments in subsidiary undertakings \$M
<b>Cost or valuation</b>	
At 1 January 2015	8,857
Additions	85
	<hr/>
<b>At 31 December 2015</b>	<b>8,942</b>
	<hr/>
<b>Impairment</b>	
At 1 January 2015	1,093
Charge for the year	85
	<hr/>
<b>At 31 December 2015</b>	<b>1,178</b>
	<hr/>
<b>Net book value</b>	
<b>At 31 December 2015</b>	<b>7,764</b>
	<hr/>
At 31 December 2014	7,764
	<hr/>

On 18 June 2015, the Company subscribed for 85 million shares of \$1 each in Rio Tinto Peru Limited, a company which provides funding for a pre-feasibility stage exploration project. The investment was immediately impaired as a result of the uncertainty of future economic benefits arising from exploration projects at this stage.

The principal subsidiaries are shown in note 15.



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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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**9. DEBTORS**

	2015 \$M	2014 \$M
<b>Due within one year</b>		
Amounts owed by group undertakings	125	211
	<u>125</u>	<u>211</u>

Amounts owed by group undertakings bear interest based on USD LIBOR and are repayable on demand.

**10. CREDITORS: Amounts falling due within one year**

	2015 \$M	2014 \$M
Amounts owed to group undertakings	4	2
	<u>4</u>	<u>2</u>

Amounts owed to group undertakings bear no interest and are payable on demand.

**11. CALLED UP SHARE CAPITAL**

	2015 \$M	2014 \$M
<b>Allotted, called up and fully paid</b>		
30,000,000 (2014: 30,000,000) Ordinary shares of £1 each	43	43
1,841,644 (2014: 1,841,644) Ordinary shares of \$1 each	2	2
	<u>45</u>	<u>45</u>

**12. RELATED PARTY TRANSACTIONS**

The Company has taken advantage of the exemption contained within paragraph 8(k) of FRS 101, and has not disclosed transactions entered into with wholly-owned group companies.

**13. POST BALANCE SHEET EVENTS**

In September 2016 the Company reduced its share premium by \$6,000 million.

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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**14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The immediate parent undertaking is Rio Tinto European Holdings Limited. The ultimate parent undertaking and controlling party is Rio Tinto plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Rio Tinto plc consolidated financial statements can be obtained from 6 St James's Square, London, SW1Y 4AD, or from the Rio Tinto website at [www.riotinto.com](http://www.riotinto.com).

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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**15. RELATED UNDERTAKINGS**

<b>Name</b>	<b>Country of incorporation</b>	<b>Share class</b>	<b>2014</b>
<b>a. Principal subsidiaries</b>			
Rio Tinto America Holdings Inc.	United States	US\$0.01 Common shares	56.3%
Rio Tinto America Holdings Inc.	United States	US\$100.00 Series A Preferred Stock	43.7%
Rio Tinto Escondida Limited	Bermuda	US\$1.00 Ordinary shares	100%
Rio Tinto Peru Limited	United Kingdom	US\$1.00 Ordinary shares	100%
<b>b. Indirect subsidiaries</b>			
Alcan Corporation	United States	US\$0.01 Ordinary shares	100%
Alcan International Network U.S.A. Inc.	United States	US\$ Ordinary shares	92.9%
Alcan Primary Products Company LLC	United States	US\$ Units	100%
Alcan Primary Products Corporation	United States	US\$0.01 Ordinary shares	100%
CIA. Inmobiliaria e Inversiones Cosmos S.A.C.	Peru	PEN 1,000.00 Ordinary shares	100%
Compania de Transmision Sierraoriente S.A.C.	Peru	PEN1,000.00 Ordinary shares	100%
Daybreak Development LLC	United States	US\$0.01 Common shares	100%
Daybreak Secondary Water Distribution Company	United States	US\$0.01 Common shares	51%
Daybreak Water Company	United States	US\$0.01 Class A & B Common shares	100%
Daybreak Water Holding LLC	United States	US\$0.01 Common shares	100%
DB Medical I LLC	United States	US\$ Units	100%
DBVC1 LLC	United States	Common shares	100%

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

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<b>b. Indirect subsidiaries</b>	<b>Country of incorporation</b>	<b>Share class</b>	<b>Holding %</b>
Eastland Management Inc.	United States	US\$1.00 Common shares	100%
Flambeau Mining Company	United States	US\$0.01 Common shares	100%
Henlopen Manufacturing Co Inc.	United States	US\$100.00 Ordinary shares	100%
High Purity Iron Inc.	United States	US\$1.00 Common Shares	100%
Howmet Insurance Company Inc.	United States	US\$1.00 Ordinary shares	100%
Integrity Land and Cattle LLC	United States		100%
Kennecott Barneys Canyon Mining Company	United States	US\$0.01 Common shares	100%
Kennecott Exploration Company	United States	US\$0.01 Common shares	100%
Kennecott Holdings Corporation	United States	US\$0.01 Common shares	100%
Kennecott Land Company	United States	US\$0.01 Common shares	100%
Kennecott Land Investment Company LLC	United States	Common shares	100%
Kennecott Management Services Company	United States	US\$0.01 Common shares	100%
Kennecott Molybdenum Company	United States	US\$0.01 Common shares	100%
Kennecott Nevada Copper Company	United States	US\$0.01 Common shares	100%
Kennecott Ridgeway Mining Company	United States	US\$1.00 Common shares	100%
Kennecott Royalty Company	United States	US\$100.00 Common shares	100%
Kennecott Services Company	United States	US\$0.01 Common shares	100%
Kennecott Uranium Company	United States	US\$0.01 Common shares	100%

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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<b>b. Indirect subsidiaries</b>	<b>Country of incorporation</b>	<b>Share class</b>	<b>Holding %</b>
Kennecott Utah Copper LLC	United States	US\$ Units	100%
Kennecott Water Distribution LLC	United States	US\$ Ordinary shares	100%
Magma Arizona Railroad Company	United States	US\$100.00 Common shares	55%
Minera Kennecott, S.A. de C.V.	Mexico	MXN1.00 Series "B" shares	100%
Pacific Coast Mines Inc.	United States	US\$1.00 Common shares	100%
Pechiney Bécancour Inc.	United States	US\$1.00 Ordinary shares	100%
Pechiney Cast Plate Inc.	United States	US\$1.00 Ordinary shares	100%
Pechiney Holdings Inc.	United States	US\$1.00 Ordinary shares	100%
Pechiney Plastic Packaging Inc.	United States	US\$ Ordinary shares	100%
Pechiney Metals LLC	United States	US Ordinary shares	100%
Pechiney Sales Corporation	United States	US\$1.00 Ordinary shares	100%
Resolution Copper Company	United States	US\$0.01 Common shares	100%
Resolution Copper Mining LLC	United States	US\$ Common shares	55%
Rio Tinto America Inc.	United States	US\$100.00 Common shares	100%
Rio Tinto AuM Company	United States	US\$0.01 Common shares	100%
Rio Tinto Desenvolimentos Minerais Ltda	Brazil	BRL Quotas shares	100%
Rio Tinto Energy America Inc.	United States	US\$0.01 Common shares	100%
Rio Tinto Hydrogen Energy LLC	United States		100%
Rio Tinto Minera Peru Limitada SAC	Peru	PEN100.00 Ordinary shares	100%
Rio Tinto Minerals Inc.	United States	US\$0.01 Common shares	100%

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**RIO TINTO WESTERN HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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<b>b. Indirect subsidiaries</b>	<b>Country of incorporation</b>	<b>Share class</b>	<b>Holding %</b>
Rio Tinto Mining and Exploration Inc.	United States	US\$1.00 Common shares	100%
Rio Tinto Nickel Company	United States	US\$0.01 Common shares	100%
Rio Tinto Services Inc.	United States	US\$0.01 Common shares	100%
Rio Tinto Technological Resources Inc.	United States	US\$0.01 Common shares	100%
Skymont Corporation	United States	US\$ Common shares	100%
Sohio Western Mining Company	United States	US\$100.00 common shares	100%
The Pyrites Company Inc.	United States	US\$1.00 Common shares	100%
Swift Current Land & Cattle LLC	United States		100%
Three Crowns Insurance Company Limited	Bermuda	£1.00 common shares	100%
U.S. Borax Inc.	United States	US\$0.10 Common shares	100%
Waste Solutions and Recycling LLC	United States	US\$ Unit shares	100%
Union Creek Ranch LLC	United States		100%
Wyoming Coal Resources Company	United States	US\$0.01 Common shares	100%