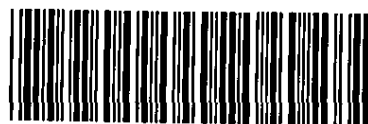


RTA HOLDCO 4 LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2008

Registered Number: 6404791

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RTA HOLDCO 4 LIMITED

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RTA HOLDCO 4 LIMITED

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Registered Number: 6404791

RTA HOLDCO 4 LIMITED

DIRECTORS' REPORT

The Directors present their first report and financial statements for the period ended 31 December 2008.

BUSINESS REVIEW

The Company was incorporated on 19 October 2007. The Company's principal business is that of an intermediate holding company for the Rio Tinto Group (the "Group").

On 30 November 2007 the Company agreed to be the initial shareholder of three newly formed Australian companies as part of a group reconstruction following the takeover of Alcan Inc. by the Group on 23 October 2007.

As a continuation of the group restructuring, on 19 December 2007, the Company acquired 80,000,000 ordinary shares in RTA Holdco Australia 1 Pty Limited for a consideration of US\$468 million which has been satisfied with the issue of a Promissory Note. The directors conducted an impairment review at 31 December 2008 and considered it prudent to fully provide against this investment value.

The results for the period ended 31 December 2008 are set out on page 5.

The Directors have taken advantage of the exemption from producing consolidated financial statements for its group under Section 228A of the 1985 Companies Act. Thus these financial statements are for the Company only. The results of the Company and its group are included in the Group's consolidated financial statements.

DIVIDENDS

No dividend was proposed or paid during the period on the ordinary shares leaving a loss of \$470,375,000 to be deducted from reserves.

FINANCIAL RISK MANAGEMENT

Due to the nature of the Company's activities, its exposure to financial risks is limited. The Company has no trade debtors external to the Group. The Company has some exposure to liquidity and credit risk on inter-Company balances but this is actively managed by the directors.

DIRECTORS

The directors who served during the period and to the date of this report were as follows: -

Instant Companies Limited	appointed 19 October 2007	resigned 19 October 2007
T L Kilbride	appointed 19 October 2007	resigned 29 November 2007
K F Anthony Wilkinson	appointed 19 October 2007	resigned 29 November 2007
R Millington	appointed 19 October 2007	resigned 29 November 2007
C Lenon	appointed 29 November 2007	resigned 8 December 2008
I C Ratnage	appointed 29 November 2007	resigned 25 April 2008
D S Larsen	appointed 29 November 2007	
B J S Mathews	appointed 29 November 2007	
U Quellmann	appointed 25 April 2008	

CHARITABLE AND POLITICAL CONTRIBUTIONS

No political donations were made in the period. No charitable donations were made in the period.

EMPLOYEES

The Company has no employees.

DIRECTORS' REPORT Continued

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements. The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

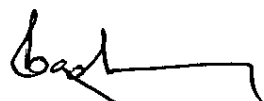
AUDITORS

PricewaterhouseCoopers LLP have expressed their willingness to continue in office. Resolutions concerning their re-appointment and the authorisation of the directors to determine their remuneration will be submitted to the forthcoming Annual General Meeting of the Company.

With regard to the provision of information to auditors:

- a) So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- b) The directors have taken all the steps that ought to have been taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board



R P Dowding
Secretary

27 October 2009

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RTA HOLDCO 4 LIMITED

We have audited the financial statements of RTA Holdco 4 Limited for the period ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

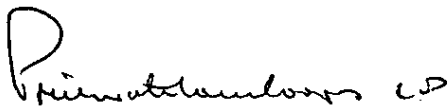
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2008 and of its loss for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Bristol

28 October 2009

RTA HOLDCO 4 LIMITED**PROFIT AND LOSS ACCOUNT For the period ended 31 December 2008**

	NOTE	Period ended 31 December 2008 US\$'000
Impairment provision against investment value	6	(468,000)
Interest payable and similar charges	3	(3,334)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(471,334)
TAX ON LOSS ON ORDINARY ACTIVITIES	5	959
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(470,375)
LOSS FOR THE PERIOD	10	(470,375)

The notes on pages 7 to 11 form part of these financial statements.

The Company has no recognised gains or losses other than the loss for the period as stated above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the retained loss for the period above and its historical cost equivalent.

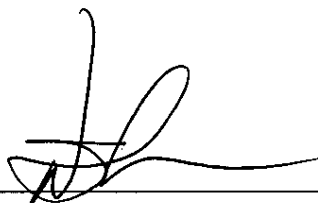
All items relate to continuing operations.

RTA HOLDCO 4 LIMITED**BALANCE SHEET as at 31 December 2008**

	NOTE	2008 US\$'000
FIXED ASSETS		
Investments	6	-
DEBTORS		
Amounts falling due within one year	7	959
NET CURRENT ASSETS		959
TOTAL ASSETS LESS CURRENT LIABILITIES		959
CREDITORS		
Amounts falling due after one year	8	(471,334)
NET LIABILITIES		(470,375)
CAPITAL AND RESERVES		
Called-up share capital	9	-
Profit and loss account	10	(470,375)
EQUITY SHAREHOLDERS' DEFICIT	10	(470,375)

The notes on pages 7 to 11 form part of these financial statements.

The financial statements on pages 5 to 11 were approved by the Board of Directors on 27 October 2009 and signed on its behalf by:



D S Larsen
Director

NOTES TO THE FINANCIAL STATEMENTS

1. PRINCIPAL ACCOUNTING POLICIES

a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared on a going concern basis, in accordance with the historical cost convention and in accordance with applicable accounting standards in the United Kingdom and the Companies Act 1985.

The Company has also taken advantage of the exemption granted by FRS 1(Revised 1996) and has not provided a cash flow statement.

b) FOREIGN CURRENCIES

Transactions denominated in foreign currencies are translated at the rate ruling on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Differences on exchange are accounted for in the profit and loss account.

The financial statements have been presented in US Dollars as the directors are of the opinion that this is the functional currency of the Company. The period end exchange rate was US\$1.44 : £1.

c) INVESTMENTS

Investments in subsidiary undertakings are stated at cost less any provisions for a permanent diminution in value.

d) RELATED PARTIES

The Company has taken advantage of the exemption under paragraph 3(c) from the provision of Financial Reporting Statement 8 "Related Party Disclosures," on the grounds that it is a wholly owned subsidiary of the Group whose financial statements are publicly available.

e) DEFERRED TAXATION

Provision is made for deferred tax liabilities and assets, using full provision accounting, when an event has taken place by the balance sheet date which gives rise to an increased or reduced tax liability in the future in accordance with FRS 19. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

Period ended
31 December 2008
US\$'000

Loss on ordinary activities before taxation is stated after charging:
Audit fees

-

The cost of the Company's audit is being borne by another group company.

NOTES TO THE FINANCIAL STATEMENTS Continued

3. INTEREST PAYABLE AND SIMILAR CHARGES

Period ended
31 December 2008
US\$'000

Interest payable on: Promissory Note (see note 8)	(3,334)
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4. DIRECTORS' EMOLUMENTS

No director of the Company received any emoluments for their services to the Company in the period.

5. TAX ON LOSS ON ORDINARY ACTIVITIES

Period ended
31 December 2008
US\$'000

Current tax UK corporation tax receivable	959
Tax credit on loss on ordinary activities	959

UK corporation tax has been provided, where applicable, at a rate of 28.76% .This rate is a weighted average reflecting the change in the standard rate from 30% to 28% with effect from 1 April 2008. The tax charge for the period is higher than the standard rate of corporation tax. The differences are explained below:

Period ended
31 December 2008
US\$'000

Loss on ordinary activities before tax	(471,334)
Loss on ordinary activities multiplied by standard rate in the UK 28.76%	135,556
Impairment provision not deductible for UK tax purposes	(134,597)
Corporation tax credit	959

RTA HOLDCO 4 LIMITED**NOTES TO THE FINANCIAL STATEMENTS Continued****6. INVESTMENTS**

	2008 US\$ '000
Shares in group undertakings	
Cost:	
At 19 October 2007	-
Additions in the period	468,000
At 31 December 2008	468,000
Impairment provision:	
At 19 October 2007	-
Charged in the period	(468,000)
At 31 December 2008	(468,000)
Net Book Value at 19 October 2007 and 31 December 2008	-

On 30 November 2007 the Company agreed to be the initial shareholder of three newly formed Australian companies as part of a group reconstruction in anticipation of the takeover of Alcan Inc. The consideration for the initial share capital of these companies of AUD\$ 10 remains due to the companies.

As a continuation of the group restructuring, on 19 December 2007, the Company acquired 80,000,000 ordinary shares in RTA Holdco Australia 1 Pty Limited for a consideration of \$468 million. The consideration was satisfied by the issue of a Promissory Note by the Company with a face value of \$468 million. Following an impairment review the directors consider it prudent to fully provide against this investment value and an impairment charge of \$468 million has been charged in the period.

The direct subsidiary undertakings owned by the Company at 31 December 2008 are as follows:

Subsidiary Undertaking	Country of Incorporation & Registration	Holding	Proportion Held	Nature of Business
RTA Holdco 1 Australia PTY Limited	Australia	Ordinary Shares	100%	Holding Company
RTA Holdco 2 Australia PTY Limited	Australia	Ordinary Shares	100%	Dormant
RTA Holdco 4 Australia PTY Limited	Australia	Ordinary Shares	100%	Dormant
RTA Holdco 5 Australia PTY Limited	Australia	Ordinary Shares	100%	Dormant

In the opinion of the directors the aggregate value of the Company's investments is not less than the total amount at which they are included in the Company's balance sheet.

NOTES TO THE FINANCIAL STATEMENTS Continued

7. DEBTORS

	2008 US\$'000
Amounts due within one year:	
Corporation tax receivable	959

8. CREDITORS

	2008 US\$'000
Amounts due after more than one year:	
Promissory Note	468,000
Interest payable	3,334
	471,334

The company issued a Promissory Note with a face value of \$468 million on 19 December 2007 as consideration for its acquisition of shares in another Group company. The Promissory Note is repayable on demand and had an initial interest rate of 5.965%.

Effective 1 February 2008 the holder of the Promissory Note agreed that the interest rate should be set at zero. They have further confirmed that they do not intend to demand payment of the Note and accrued interest for the foreseeable future.

9. SHARE CAPITAL

	2008 US\$
Authorised:	
1 Ordinary Share at \$1	1
Allotted, called up and fully paid:	
Initial share capital issued 19 October 2007 – 1 Ordinary Share of \$1	1
At 31 December 2008 - 1 Ordinary Share of \$1	1

The initial share was issued for cash at par value.

NOTES TO THE FINANCIAL STATEMENTS Continued

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	SHARE CAPITAL US\$'000	PROFIT & LOSS US\$'000	TOTAL US\$'000
Opening shareholders' funds on incorporation at 19 October 2007	-	-	-
Share capital issued in the period (see note 9)	-	-	-
Loss for the period	-	(470,375)	(470,375)
Closing shareholders' deficit at 31 December 2008	-	(470,375)	(470,375)

11. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING

The Company is a subsidiary undertaking of Rio Tinto International Holdings Limited, a company incorporated in England and Wales.

The Company's ultimate parent undertaking and ultimate controlling party is Rio Tinto plc, incorporated in England and Wales. Rio Tinto plc is the parent undertaking of the largest and the smallest group to consolidate these financial statements. The Group's consolidated financial statements may be obtained from the Company's registered office or from the Rio Tinto website at www.riotinto.com.