

RTA HOLDCO 4 LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009

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

DIRECTORS' REPORT

The Directors present their report and the financial statements of RTA Holdco 4 Limited (registered number 6404791) for the year ended 31 December 2009. Where applicable comparative amounts shown in these financial statements are for the 63 week period from 19 October 2007 to 31 December 2008.

ACTIVITY, REVIEW OF BUSINESS AND FUTURE PROSPECTS

The Company's principal business is that of an intermediate holding company.

The results for the year ended 31 December 2009 are set out on page 5. A tax credit accounted for in the prior period is no longer considered recoverable and so has been written back in the current year. This is the Company's only transaction for the year.

The Directors have taken advantage of the exemption from producing consolidated financial statements for its group under Section 401 of the Companies Act 2006. Thus these financial statements are for the Company only. The results of the Company and its group are included in the consolidated financial statements of Rio Tinto plc.

DIVIDENDS

No dividend was proposed or paid during the year on the ordinary shares leaving a loss of \$959,000 (loss of \$470,375,000 for the 63 weeks ended 31 December 2008) 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 Rio Tinto group. The Company has some exposure to liquidity and credit risk on inter-company balances but this is actively managed by the directors.

DIRECTORS AND SECRETARY

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

D S Larsen
B J S Mathews
U Quellmann

Mr Roger Dowding resigned as Secretary of the Company on 31 March 2010 and Ms Gemma Aldridge was appointed Secretary on 19 July 2010.

CHARITABLE AND POLITICAL CONTRIBUTIONS

No political or charitable donations were made in the year (2008 63 week period) covered by these accounts.

EMPLOYEES

The Company has no employees (2008 nil).

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under Company law the directors must not approve the 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 financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements 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,
- prepare the 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 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.

DISCLOSURE OF INFORMATION TO AUDITORS

With regard to each director in office at the time this report is approved, the following applies:

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

AUDITORS

In accordance with section 485 of the Companies Act 2006 the directors will propose that during the period for appointing auditors the shareholders pass an ordinary resolution to appoint Grant Thornton LLP as auditors of the Company.

By order of the Board



G J C Aldridge
Secretary

24 September 2010

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

We have audited the financial statements of RTA Holdco 4 Limited for the year ended 31 December 2009 which comprise of the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

As explained more fully in the Statement of Directors' Responsibilities set out on page 3 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and 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.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

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.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2009 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.


OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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, or
- certain disclosures or directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



A J Hemus (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol

24 September 2010

RTA HOLDCO 4 LIMITED**PROFIT AND LOSS ACCOUNT For the year ended 31 December 2009**

		2009	63 weeks ended 31 December 2008
	NOTE	US\$'000	US\$'000
Impairment provision against investment value	6	-	(468,000)
Interest payable and similar charges	4	-	(3,334)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	-	(471,334)
TAX ON LOSS ON ORDINARY ACTIVITIES	5	(959)	959
RETAINED LOSS FOR THE PERIOD	10	(959)	(470,375)

The notes on pages 7 to 10 form part of these financial statements

The Company has no recognised gains or losses other than the loss for the year (2008 63 week 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 year (2008 63 week period) above and its historical cost equivalent

All items relate to continuing operations

RTA HOLDCO 4 LIMITED**BALANCE SHEET as at 31 December 2009**

	NOTE	2009 US\$'000	2008 US\$'000
FIXED ASSETS			
Investments	6	-	-
DEBTORS			
Amounts falling due within one year	7	-	959
NET CURRENT ASSETS		-	959
CREDITORS			
Amounts falling due after more than one year	8	(471,334)	(471,334)
NET LIABILITIES		(471,334)	(470,375)
CAPITAL AND RESERVES			
Called-up share capital	9	-	-
Profit and loss account	10	(471,334)	(470,375)
EQUITY SHAREHOLDERS' FUNDS	10	(471,334)	(470,375)

The notes on pages 7 to 10 form part of these financial statements

The financial statements on pages 5 to 10 were approved by the Board of Directors on 24 September 2010 and signed on its behalf by



D S Larsen
Director

Registered number 6386661

NOTES TO THE ACCOUNTS

1 STATEMENT OF 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 2006

The Company has 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\$1.6071 £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 a group headed by Rio Tinto plc, whose accounts are publicly available.

e) TAXATION

Payment / receipt for group relief claims / surrenders is accounted for except where the amount falls below the de-minimis threshold adopted.

Withholding taxes incurred on the receipt of interest and dividends from overseas group companies are presented as part of the taxation charge in the profit and loss account.

f) 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

	2009 US\$'000	63 weeks 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 ACCOUNTS Continued

3 INTEREST PAYABLE AND SIMILAR CHARGES

	2009 US\$'000	63 weeks ended 31 December 2008 US\$'000
Interest payable on Promissory Note (see note 8)	-	(3,334)

4 DIRECTORS' EMOLUMENTS

No director of the Company received any emoluments for their services to the Company during the year

5 TAX ON LOSS ON ORDINARY ACTIVITIES

	2009 US\$'000	63 weeks ended 31 December 2008 US\$'000
Current tax		
UK corporation tax credit on loss on ordinary activities	-	959
Adjustment in respect of prior period	(959)	-
Tax credit on loss on ordinary activities	(959)	959

UK corporation tax has been provided, where applicable, at a rate of 28% (2008 28.8%). The 2008 rate is a weighted average reflecting the reduction in the standard rate from 30% to 28% with effect from 1 April 2008.

The tax charge for the year is higher than (2008 higher than) the standard rate of corporation tax in the UK. The differences are explained below.

	2009 US\$'000	63 weeks 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% (2008 28.8%)	-	135,556
Effects of		
Impairment provision not deductible for tax purposes	-	(134,597)
Adjustment in respect of prior period	(959)	-
Corporation tax (charge) / credit	(959)	959

Legislation was enacted in 2009 which exempts dividends received on ordinary shares from controlled subsidiaries from charge to UK corporation tax, effective 1 July 2009.

The June 2010 Budget Statement announced reductions to the UK statutory corporation tax rate from the current rate of 28%. The new rates are 27% effective 1 April 2011, 26% effective 1 April 2012, 25% effective 1 April 2013 and 24% effective 1 April 2014. These changes will have no impact on the financial statements prepared for the year ended 31 December 2009.

RTA HOLDCO 4 LIMITED**NOTES TO THE ACCOUNTS Continued****6 INVESTMENTS**

Shares in group undertakings	US\$ '000
Cost	
At 1 January 2009 and 31 December 2009	468,000
Impairment provision	
At 1 January 2009 and 31 December 2009	(468,000)
Net book value at 31 December 2009 and 31 December 2008	-

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

7 DEBTORS

	2009 US\$'000	2008 US\$'000
Amounts due within one year		
Corporation tax receivable	-	959

RTA HOLDCO 4 LIMITED

NOTES TO THE ACCOUNTS Continued

8 CREDITORS

	2009 US\$'000	2008 US\$'000
Amounts due after more than one year		
Promissory Note payable to another group undertaking	468,000	468,000
Interest payable	3,334	3,334
	471,334	471,334

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

	2009 US\$	2008 US\$
Authorised		
1 Ordinary Shares at \$1 each	1	1
Allotted, called up and fully paid		
At start of the year (2008: 63 week period)	1	-
Initial share capital issued 19 October 2007 – 1 Ordinary Share of \$1	-	1
At 31 December 2009 and 2008 - 1 Ordinary Shares of \$1	1	1

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	SHARE CAPITAL US\$'000	PROFIT & LOSS US\$'000	TOTAL US\$'000
At 1 January 2009	-	(470,375)	(470,375)
Loss for the financial year	-	(959)	(959)
At 31 December 2009	-	(471,334)	(471,334)

11 IMMEDIATE AND ULTIMATE PARENT UNDERTAKING

The Company's immediate parent company is Rio Tinto International Holdings Limited and its ultimate parent undertaking and ultimate controlling party is Rio Tinto plc, both companies incorporated in England and Wales. Rio Tinto plc heads both the largest and the smallest group for which consolidated financial statements are prepared. Copies of the immediate and ultimate parent undertakings' accounts may be obtained from the Company's registered office.