



Companies House

for the record

Company Name

RIO TINTO PLC

John

HSBC

100332

645x3

363s Annual Return

- > Please check the details printed in blue on this statement.
- > If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Company Type

Public Limited Company

Company Number

719885

Information extracted from Companies House records on 9th May 2000

Section 1: Company details



Ref: 719885/09/28

	Current details	Amended details																												
> Registered Office Address <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	6 St. James Sq London SW1Y 4LN	Address <u>6 St. James's Square</u> <u>LONDON</u> UK Postcode <u>SW1Y 4LD</u>																												
> Register of Members <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Address where the Register is held 1 Redcliffe Street Bristol BS1 6NT	Address <u>1 Redcliff Street</u> UK Postcode <u> </u>																												
> Register of Debenture Holders <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	Registered Office	Address <u>N/A</u> UK Postcode <u> </u>																												
> Principal Business Activities <i>If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.</i>	<table border="1"> <thead> <tr> <th>SIC Code</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td>7415</td> <td>Management activities holding comps</td> </tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </tbody> </table>	SIC Code	Description	7415	Management activities holding comps											<table border="1"> <thead> <tr> <th>SIC CODE</th> <th>Description</th> </tr> </thead> <tbody> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </tbody> </table>	SIC CODE	Description												
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7415	Management activities holding comps																													
SIC CODE	Description																													
> <i>If no entries are shown, please enter principal activity code(s) in "Amended details" column. See notes for guidance for list of activity codes.</i>																														

Section 2: Details of Officers of the Company

	Current details	Amended details
<p>> Company Secretary If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Company Secretary must be notified on form 288.</i></p>	<p>Name Anette Vendelbo LAWLESS</p> <p>Address 64 Vallance Road Muswell Hill London N22 7UB</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode L L L L L L L L</p> <p>Date of change L L / L L / L L L L</p> <p>Date Anette Vendelbo LAWLESS ceased to be secretary (if applicable) L L / L L / L L L L</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Robert ADAMS</p> <p>Address 26 Marlborough Place St Johns Wood London NW8 0PD</p> <p>Date of birth 13/10/1945</p> <p>Nationality British</p> <p>Occupation Planning & Dev Director</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode L L L L L L L L</p> <p>Date of birth L L / L L / L L L L</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change L L / L L / L L L L</p> <p>Date Robert ADAMS ceased to be director (if applicable) L L / L L / L L L L</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Christopher Robert Howard BULL MA FCA</p> <p>Address 26C Thorney Crescent Morgans Walk London SW11 3TT</p> <p>Date of birth 14/05/1942</p> <p>Nationality British</p> <p>Occupation Finance Director</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode L L L L L L L L</p> <p>Date of birth L L / L L / L L L L</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change L L / L L / L L L L</p> <p>Date Christopher Robert Howard BULL MA FCA ceased to be director (if applicable) L L / L L / L L L L</p>

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Richard Leigh CLIFFORD</p> <p>Address 6 Saint James Square London SW1Y 4LD</p> <p>Date of birth 08/09/1947</p> <p>Nationality Australian</p> <p>Occupation Mining Director</p>	<p>Name</p> <p>Address 6 St. James's Square</p> <p>UK Postcode _____</p> <p>Date of birth ____/____/____</p> <p>Nationality _____</p> <p>Occupation <u>Chief Executive</u></p> <p>Date of change ____/____/____</p> <p>Date Richard Leigh CLIFFORD ceased to be director (if applicable) ____/____/____</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Leonard Andrew DAVIS</p> <p>Address 6 St James Square London SW1Y 4LD</p> <p>Date of birth 03/04/1939</p> <p>Nationality Australian</p> <p>Occupation Chief Executive</p>	<p>Name</p> <p>Address 6 St. James's Square</p> <p>UK Postcode _____</p> <p>Date of birth ____/____/____</p> <p>Nationality _____</p> <p>Occupation <u>Deputy Chairman</u></p> <p>Date of change ____/____/____</p> <p>Date Leonard Andrew DAVIS ceased to be director (if applicable) ____/____/____</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Richard Vincent GIORDANO KBE</p> <p>Address Fiat 3 69 Eaton Place London SW1X 8DL</p> <p>Date of birth 24/03/1934</p> <p>Nationality American</p> <p>Occupation Non-Executive Director</p>	<p>Name</p> <p>Address</p> <p>UK Postcode <u>SW1X 8DF</u></p> <p>Date of birth ____/____/____</p> <p>Nationality _____</p> <p>Occupation <u>Deputy Chairman</u></p> <p>Date of change ____/____/____</p> <p>Date Richard Vincent GIORDANO KBE ceased to be director (if applicable) ____/____/____</p>

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Oscar Leonard GROENEVELD</p> <p>Address 27 Bloomfield Terrace London SW1W 8PQ</p> <p>Date of birth 25/10/1953</p> <p>Nationality Australian</p> <p>Occupation Mining Engineer</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Oscar Leonard GROENEVELD ceased to be director (if applicable) _____ / _____ / _____</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Sir Martin Wakefield JACOMB</p> <p>Address 5 Laurence Pountney Hill London EC4R 0EU</p> <p>Date of birth 11/11/1929</p> <p>Nationality British</p> <p>Occupation Non Executive Director</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Sir Martin Wakefield JACOMB ceased to be director (if applicable) 10, 05, 2000</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Jonathan Charles Alexander LESLIE</p> <p>Address 4 Cheyne Gardens London SW3 5QU</p> <p>Date of birth 13/12/1950</p> <p>Nationality British</p> <p>Occupation Mining Director</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Jonathan Charles Alexander LESLIE ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name David Lionel MAYHEW</p> <p>Address 7 Stanhope Mews East London SW7 5QU</p> <p>Date of birth 20/05/1940</p> <p>Nationality British</p> <p>Occupation Stockbroker</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode </p> <p>Date of birth . . / . . /</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change . . / . . /</p> <p>Date David Lionel MAYHEW ceased to be director (if applicable) _____ / _____ / _____</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name John Powell MORSCHEL</p> <p>Address 11 Valleyview Crescent Greenwich New South Wales 2065 Australia</p> <p>Date of birth 18/06/1943</p> <p>Nationality Australian</p> <p>Occupation Company Director</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode </p> <p>Date of birth . . / . . /</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change . . / . . /</p> <p>Date John Powell MORSCHEL ceased to be director (if applicable) _____ / _____ / _____</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Gary Milton PEMBERTON BSC</p> <p>Address 203 Coward Street Mascot New South Wales Australia 2020</p> <p>Date of birth 09/01/1940</p> <p>Nationality British</p> <p>Occupation Non Executive Director</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode </p> <p>Date of birth . . / . . /</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change . . / . . /</p> <p>Date Gary Milton PEMBERTON BSC ceased to be director (if applicable) _____ / _____ / _____</p>

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Gordon Holden SAGE</p> <p>Address 18 Reynolds Close London NW11 7EA</p> <p>Date of birth 21/04/1947</p> <p>Nationality British</p> <p>Occupation Industrial Minerals Director</p>	<p>Name</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _ _ _ _ _</p> <p>Occupation _ _ _ _ _</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Gordon Holden SAGE ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name The Honourable Ambassador Raymond George Hardenbergh SEITZ</p> <p>Address 10 Pembridge Place London W2 4XB</p> <p>Date of birth 08/12/1940</p> <p>Nationality British</p> <p>Occupation Non Executive Director</p>	<p>Name</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _ _ _ _ _</p> <p>Occupation _ _ _ _ _</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date The Honourable Ambassador Raymond George Hardenbergh SEITZ ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Sir Richard Brook SYKES DSC FRS</p> <p>Address 34 Berkeley Square London W1X 6JT</p> <p>Date of birth 07/08/1942</p> <p>Nationality British</p> <p>Occupation Company Director</p>	<p>Name</p> <p>Address</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _ _ _ _ _</p> <p>Occupation _ _ _ _ _</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Sir Richard Brook SYKES DSC FRS ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>

	Current details	Amended details
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Lord Christopher Samuel TUGENDHAT</p> <p>Address 35 Westbourne Park Road London W2 5QD</p> <p>Date of birth 23/02/1937</p> <p>Nationality British</p> <p>Occupation Chairman Abbey National Plc</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation _____</p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Lord Christopher Samuel TUGENDHAT ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>
<p>> Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.</p> <p><i>Particulars of a new Director must be notified on form 288.</i></p>	<p>Name Robert Peter WILSON BA CBIM HONDSC</p> <p>Address 6 St. James S Square London SW1Y 4LD</p> <p>Date of birth 02/09/1943</p> <p>Nationality British</p> <p>Occupation Director The British Petroleum Executive Chairman Rio Tinto plc</p>	<p>Name _____</p> <p>Address _____ _____ _____</p> <p>UK Postcode _ _ _ _ _</p> <p>Date of birth _ _ / _ _ / _ _ _ _</p> <p>Nationality _____</p> <p>Occupation <u>Executive Chairman</u></p> <p>Date of change _ _ / _ _ / _ _ _ _</p> <p>Date Robert Peter WILSON BA CBIM HONDSC ceased to be director (if applicable) _ _ / _ _ / _ _ _ _</p>

Issued share capital details

> Please fill in the details of total share capital by class (eg. ordinary, preference etc) that has been issued to the company's shareholders.

Class of Share	Number of shares issued
<u>ORDINARY SHARES OF 10p each</u>	<u>1,061,360,805</u>
	Aggregate Nominal Value of issued shares
	<u>£106,136,080.50p</u>

Class of Share	Number of shares issued
<u>SPECIAL VOTING SHARE OF 10p</u>	<u>1</u>
	Aggregate Nominal Value of issued shares
	<u>£0.10p</u>

Class of Share	Number of shares issued
_____	_____
	Aggregate Nominal Value of issued shares

Class of Share	Number of shares issued
_____	_____
	Aggregate Nominal Value of issued shares

> Please fill in the total number of issued shares and their total nominal value.

Number of shares issued
<u>1,061,360,806</u>
Aggregate Nominal Value of issued shares
<u>£106,136,080.60p</u>

List of past and present members (Tick appropriate box)

> Please complete the required information on the attached schedules or in another format agreed by Companies House.

- There were no changes during the period
- A list of changes is enclosed
- A full list of members is enclosed

The last full list of members was received on: 23/05/1999

> **REMEMBER:**

Changes to shareholder particulars or details of shares transferred to be **completed each year**
 A full list of shareholders is required with the first and every third Annual Return thereafter
 List shareholders in alphabetical order or provide an index
 List joint shareholders consecutively

Rio Tinto plc**Bearer warrants in issue as at 23 May 2000**

Ordinary shares		
Denomination	Warrants	Shares
50	1,703	86,500
250	3,796	949,000
500	1,599	799,500
		1,835,000

Section 4B: Details of Former Shareholders

- > Please fill in details of any persons or corporate bodies who have ceased to be shareholders at the date of this return. Also, please give the dates that their shares were transferred.
- > Please copy this page if there is not enough space to enter all the company's former shareholders.

Former shareholders details	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name <hr/> Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _		
Name <hr/> Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _		
Name <hr/> Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _		
Name <hr/> Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _		
Name <hr/> Address <hr/> <hr/> <hr/> UK Postcode _ _ _ _ _		

Section 4: Details of New Shareholders and Transfers (A) (ii)

- > Please fill in details of any persons or corporate bodies who have become shareholders since the last annual return.
- > Please fill in details of any persons or corporate bodies that have transferred shares since the last annual return.
- > Please use Section 4B to give details of any persons or corporate bodies who have ceased to be shareholders since the last annual return or, in the case of a first return, since the incorporation of the company.
- > Please copy this page if there is not enough space to enter all the company's current shareholders.

Shareholders details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred (If appropriate)	Date of registration of transfer (If appropriate)
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			
Name _____ Address _____ _____ _____ UK Postcode _ _ _ _ _			



Companies House
— for the record —

363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and tick and sign the declaration below.
- > If you want to change the made up date of this annual return, please complete 2 below.

1. Declaration

- I confirm that the details in this annual return are correct as at the made-up-date (shown at 2 below). I enclose the filing fee of £15.

Signature

Arlette Shewless
(Director/ Secretary)

Date

19, 06, 2000

This date must not be earlier than the return date at 2 below

What to do now

Please detach and retain the covering letter, complete this page then send the whole of the Annual Return and the declaration to the address shown at 4 below.

2. Date of this return

- This AR is made up to 23/5/2000 If you are making this return up to an earlier date, please give the date here

__ / __ / ____

Note: The form must be delivered to CH within 28 days of this date

3. Date of next return

- If you wish to change your next return to a date earlier than **23rd May 2001** please give the new date here:

__ / __ / ____

4. Where to send this form

- Please return this form to:
Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

Have you enclosed the filing fee with the company number written on the reverse of the cheque?

Cheque Postal Order

Cheque / Postal Order

Number 100 332

(Please complete as appropriate)

Contact Address

Please give the name and address of the person who should be contacted if there are any queries about this form.

Contact Name

MISS JE MEAD

Telephone number *inc code*

020 7 753 2116

Address

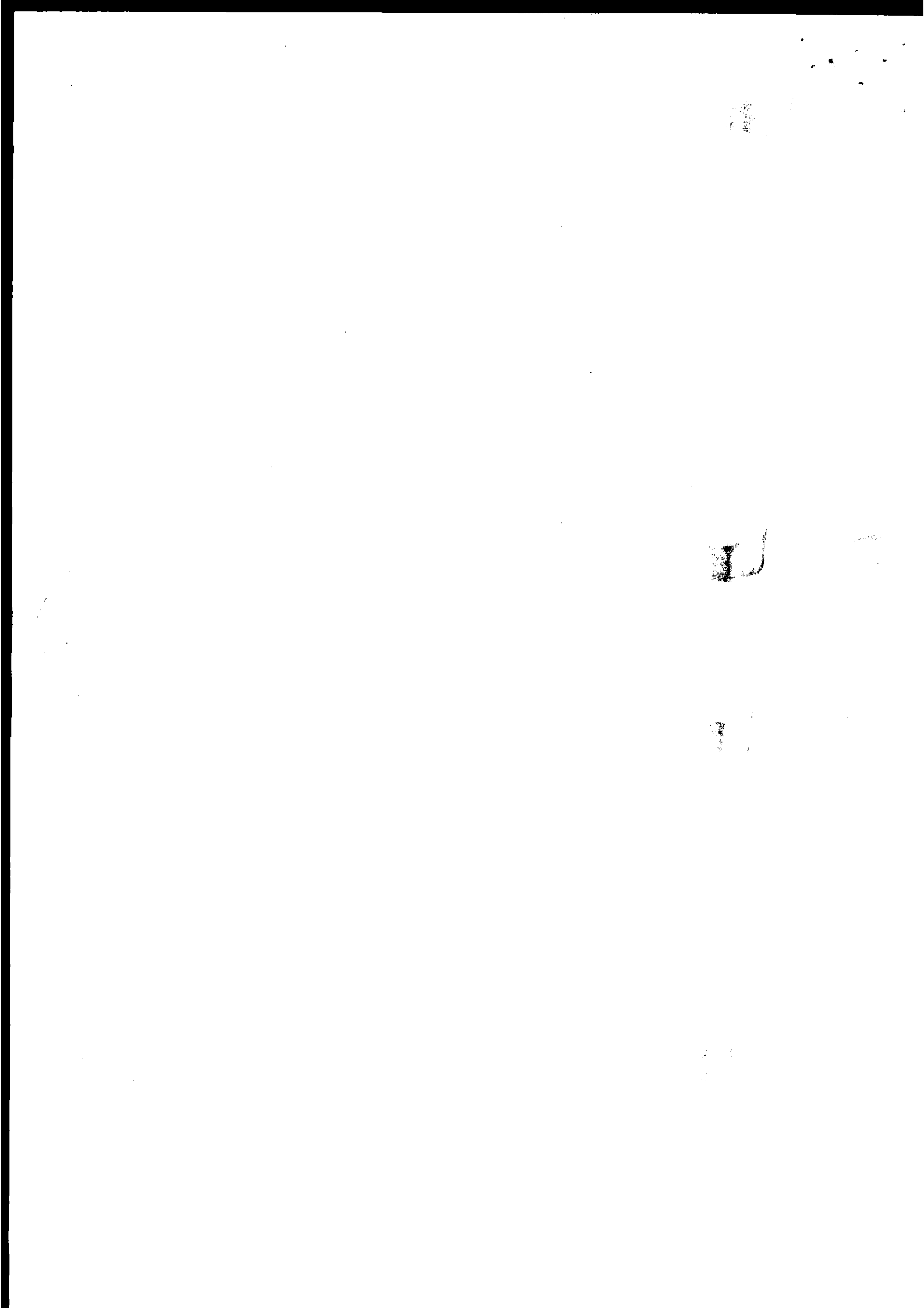
RIO TINTO LONDON LIMITED
6 ST. JAMES'S SQUARE
LONDON

DX number *if applicable*

DX exchange

Postcode

SW1Y 4LD



FORM ML8

FICHE

A

BULK LIST OF SHAREHOLDERS OR MEMBERS

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS ANNUAL RETURN MICROFICHE.

IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE SEARCH CONTROL COUNTER.

COMPANY NUMBER

719885

RIO TINTO plc ("Rio Tinto")

31.12.99

Key to Headings

1. Name of Company
2. Country of Incorporation
3. Class of Shares
4. Percentage of each class of shares held by Rio Tinto or its Nominees
5. Percentage of each class of shares held by Subsidiaries and Associates of Rio Tinto or their Nominees.

Notes

Investments in companies amounting to less than 10% of the class of share concerned are not listed.

RIO TINTO plc

31.12.99

1	2	3	4	5
Rio Tinto International Holdings Limited	England	Ord Shrs of £1	100	
Rio Tinto Medical Plan Trustees Limited	England	Ord Shrs of £1	100	
Rio Tinto Pension Fund Trustees Limited	England	Ord Shrs of £1	100	
Rio Tinto Pension Investments Limited	England	Ord Shrs of £1	100	
..Rio Tinto Pension Property Trust Limited	England	Ord Shrs of £1	100	
Rio Tinto European Holdings Limited	England	Ord Shrs of £1	100	
The Copper Image Campaign Limited	England	Co. limited by guarantee	50	

RIO TINTO INTERNATIONAL HOLDINGS LIMITED

31.12.99

1.	2.	3.	5.
South Pacific Holdings Limited (in liquidation)	England	Def/Ord shrs of £1	100
Rio Tinto Pacific Holdings Limited	England	Ord shrs of £1	100
Rio Tinto South East Asia Limited	England	Ord shrs £1	100
..Rio Tinto Australian Holdings Limited	England	Ord shrs of £1	100
..Globalrecord Services Limited	England	Ord shrs of £1	100
..Judgecash Services Limited	England	Ord shrs of £1	100
..Tinto Holdings Jersey Limited	Jersey	Ord shrs £1	100
...International Iron Company Inc.	Panama	Shrs. US\$ 10,000	100
...Three Crowns Insurance Company Limited	Bermuda	Shrs of £1	100
...Rio Tinto Jersey Investments One Limited	Jersey	Ord shrs £1	100
...Rio Tinto Jersey Investments Two Limited	Jersey	Ord shrs £1	100
...Rio Tinto Jersey Nominees Limited	Jersey	Ord shrs £1	100
...Streetscape Company Limited	Hong Kong	Shrs HK\$1	100
...Transbarga Navegacion Srl	Paraguay	Shares	100
...Tinto Jersey Limited	Jersey	Ord shrs £1	100
..Tinto Channel Islands Limited	Jersey	Ord shrs £1	100
....Tinto Holdings Australia Pty. Limited	Australia	Shares	100
.....Rio Tinto Limited	Australia	Ord shares	49
.....Bougainville Copper Limited	PNG	Ord shares	53.6
.....Pacific Aluminium Pty Limited	Australia	Ord shrs	100
.....Dampier Salt Limited	Australia	Ord shrs	65
.....Lake Macleod Salt Company Limited	Australia	Ord shrs	51
.....Greensalt Corporation Pty. Limited	Australia	Ord shrs	51
.....Dampier Salt (Japan) K.K.	Japan	Yen 1000	100
...Comalco Limited	Australia	Ord shrs	72.4
.....Ballandonia Investments Pty Limited	Australia	Ord shrs	100
.....Comalco Australia New Zealand Pty. Limited	Australia	Ord shrs	100
.....Comalco Smelter Development Pty Limited	Australia	Ord shrs	100
.....Comalco Aluminium Limited	Australia	Ord shrs	100
.....Alumil Pty Limited	Australia	Ord shrs	100
.....Aluminium Powder and Paste Pty Limited	Australia	Ord shrs	100
.....Boyne Smelters Limited	Australia	ABCDEFGH shrs	54.3
.....Queensland Alumina Limited	Australia	ABC shrs	30.3
.....Comalco Extrusions Pty Limited	Australia	A & B shrs	100
.....Pacific Boyne Limited	Australia	Ord shrs	100
.....Southern Aluminium Pty Limited	Australia	Ord shrs	100
.....Eurallumina SpA	Italy	Shrs L3000	56.2
.....Comalco Estudios Limitada	Chile	Shrs US\$10	100
.....Comalco Fabricators Pty. Limited	Australia	Ord shrs	100
.....Comalco Fabricators (Installations) Pty Limited	Australia	Ord shrs	100
.....Comalco Finance Limited	Australia	Ord shrs	100
.....Comalco Finance (Australia) Limited	Cayman Is.	Shrs US\$1	100
.....Comalco Finance (New Zealand) Limited	Cayman Is.	Shrs US\$1	100
.....Comalco Enterprises Pty. Limited	Australia	Ord shrs	100
.....Comalco Japan Kabushiki Kaisha	Japan	Shrs Y1000	100
.....Comalco Pacific Pty Limited	Australia	Ord shrs	100
.....Comalco Pacific (NZ) Limited	New Zealand	Shrs NZ\$1	100

RIO TINTO INTERNATIONAL HOLDINGS LIMITED

31.12.99

1.	2.	3.	5
.....Comalco New Zealand Limited	New Zealand	Shrs NZ\$2	100
.....Aluminium New Zealand Limited	New Zealand	Shrs Nz\$1	100
.....Comalco Power (NZ) Limited	New Zealand	Shrs NZ\$1	100
.....Comalco Resources Pty Limited	Australia	Ord shrs	100
.....Comalco (Tasman) Limited	Cayman Islands	Shrs US\$1	100
.....Commonwealth Aluminium Corporation Pty Limited	Australia	Ord shrs	100
.....Comalco Lightalloys Holdings, Inc.	USA	Shrs US\$1	100
.....GPS Nominee Pty Limited	Australia	Ord shrs	100
.....GPS Energy Pty Limited	Australia	Ord shrs	100
.....GPS Power Pty Limited	Australia	Ord shrs	100
.....Comalco Malaysia Pty. Limited	Australia	Ord shrs	100
.....Indalex Pty Limited	Australia	Ord shrs	100
.....Informaciones Comalco Limitada	Chile	Shrs US\$15000	100
.....Inversiones Comalco Chile Limitada	Chile	Shrs US\$4000	100
.....Itallumina S.r.l	Italy	Shrs L 1000	100
.....Mitchell Plateau Bauxite Co. Pty Limited	Australia	Ord shrs	100
.....Mitchell River Pastoral Pty Limited	Australia	Ord shrs	100
.....Northern Alumina Pty Limited	Australia	Ord shrs	100
.....Comalco Aluminium (Bell Bay) Limited	Australia	Ord shrs	100
		Cum Pref Shrs	
.....New Zealand Aluminium Smelters Limited	New Zealand	A,B,C shrs NZ\$1	79.4
.....New Zealand Construction Co. Limited	New Zealand	Shrs NZ\$1, 10c paid	100
.....Smelter Development Limited	New Zealand	Shrs NZ\$1	100
.....Rio Tinto Shipping Pty Limited	Australia	Ord Shrs	100
.....Australian Coal Holdings Pty Limited	Australia	Ord Shrs	100
.....Coal & Allied Industries Limited	Australia	Ord Shrs	70.9
		Pref Shrs	
.....Coal & Allied Superannuation Pty Limited	Australia	Ord shrs	100
.....Coal & Allied Operations Pty Limited	Australia	Ord shrs	100
.....Coal & Allied Sales Pty Limited	Australia	Ord shrs	100
.....Hexham Engineering Pty Limited	Australia	Ord shrs	100
		Pref shrs	
.....Bargo Collieries Pty. Limited	Australia	Ord shrs	33.3
.....Australian Coal Resources Limited	Australia	Ord shrs	100
		Red pref shrs	
.....R.W. Miller (Holdings) Limited	Australia	Ord shrs	100
.....Miller Pohang Coal Company Pty Limited	Australia	Ord shrs/Pref	80
.....Hunter Valley Coal Pty Limited	Australia	Ord shrs	100
.....Millfield Coal Mining Co Pty Limited	Australia	Ord shrs	100
.....Northern (Rhondda) Collieries Pty Limited	Australia	Ord shrs	100
.....Mt. Thorley Operations Pty. Limited	Australia	Ord shrs	100
.....Port Hunter Coal Management Pty. Limited	Australia	Ord shrs	100
.....Port Waratah Coal Services Pty. Limited	Australia	Ord shrs	33.3
.....Newcastle Coal Shippers Pty Limited	Australia	Ord shrs	33.3
.....Rio Tinto Coal (NSW) Pty. Limited	Australia	Ord Shrs	100

RIO TINTO INTERNATIONAL HOLDINGS LIMITED

31.12.99

1.	2.	3.	5
.....Kestrel Coal Pty Limited	Australia	Ord Shrs	80
.....Kestrel Coal Sales Pty. Limited	Australia	Ord Shrs	100
.....Cattamarra Coal Pty Limited (in liquidation)	Australia	A & B Ord shrs	100
.....Queensland Coal Pty Limited	Australia	Ord shrs	100
.....Hail Creek Coal Pty Limited	Australia	Ord shrs	100
.....Hail Creek Marketing Pty. Limited	Australia	Ord shrs	100
.....Blair Athol Coal Pty Limited	Australia	A,B,C,D shrs	92
.....Dalrymple Bay Coal Terminal Pty. Limited	Australia	Ord Shrs	27.18
.....Pacific Coal Pty Limited	Australia	Ord shrs	100
.....Clermont Coal Mines Limited	Australia	Ord shrs	55
.....Namoi Valley Coal Pty Limited	Australia	Ord shrs	100
.....Novacoal Australia Pty Limited	Australia	Ord shrs	100
.....Howick Coal Sales Pty Limited	Australia	Ord shrs	100
.....Novacoal Australia Pensions Pty Limited	Australia	Ord shrs	100
.....Western Main Collieries Pty Limited	Australia	Ord shrs	100
.....Novacoal Australia Nominees Pty Limited	Australia	Ord shrs	100
.....Oaklands Coal Pty Limited	Australia	Ord shrs	100
.....Kembla Coal & Coke Pty Limited	Australia	Ord shrs	100
.....Winchester South Development Company Pty Limited	Australia	Ord shrs	100
.....Vale Engineering Pty Limited	Australia	Ord shrs	100
.....Australian Mining and Smelting Pty. Limited	Australia	Ord shrs	100
.....Cobar South Pty Limited	Australia	Ord shrs	100
.....Peak Gold Mines Pty Limited	Australia	Ord shrs	100
.....Southern Copper Limited	Australia	A&B shrs	100
.....The Zinc Corporation Limited	Australia	Ord shrs	100
.....Australian United Steel Industries Limited	Australia	Ord shrs	100
.....Barrafin Limited	Australia	Ord shrs	100
.....The Barrier Corporation (Vic) Pty Limited	Australia	Ord shrs	100
.....Engineering & Construction Holdings Limited	N Zealand	Ord shrs NZ\$1	100
.....Basic Resources Australia Pty Limited	Australia	Ord shrs	100
.....Baume Pty Limited	Australia	Ord shrs	100
.....Canning Resources Pty Limited	Australia	Ord shrs	100
.....Capricorn Diamonds Limited	Australia	A&B shrs	100
.....Argyle Diamond Mines Pty Limited	Australia	Ord shrs	100
.....Argyle Diamond Sales Limited	Australia	A&B shrs	59.7
.....Argyle Diamonds N.V.	Belgium	Shrs BF1000	100
.....Argyle House Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Diamonds Limited	Australia	Ord shrs	100
.....Consolidated Zinc Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Asia Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Asia Hong Kong Limited	Hong Kong	Ord shrs HK\$1, 10c paid	100
.....Rio Tinto Thailand Limited	Thailand	Shrs Baht100, 25c paid	100
.....CAH Galvanizing Investments Limited	Australia	Ord shrs	100
.....Rio Tinto Asia (Korea) Limited	Korea	Shrs 10,000 Won	100
.....Rio Tinto Asia Philippines, Inc.	Philippines	Pref shrs P100	100
.....Rio Tinto Asia (Malaysia) Sdn. Bhd.	Malaysia	Ord shrs M\$1 Red Pref Shrs M\$1	100
.....Kris Arang (Malaysia) Sdn Bhd.	Malaysia	Ord Shrs	100
.....Immarang (Malaysia) Sdn Bhd	Malaysia	Ord shrs	30

RIO TINTO INTERNATIONAL HOLDINGS LIMITED

31.12.99

1.	2.	3.	5
CP Singapore Pte Limited	Singapore	Ord shrs S\$1	100
.....Industrial Alloy Company Pte. Limited	Singapore	Ord shrs S\$1	100
.....Lysams Private Limited	Singapore	Ord shrs S\$1	100
.....Precision Casting Pte Limited	Singapore	Ord shrs S\$1	100
		Red Pref shrs S\$1	
.....Rio Tinto Asia Limited	Hong Kong	Ord shrs HK\$10	100
.....CRA Pty. Limited	Australia	A shrs	100
		B shrs	
.....Conzinc Oil Pty Limited	Australia	Ord shrs.	100
.....Copper Resources (Fiji) Limited	Fiji	Shrs F\$1	100
.....Rio Tinto Energy Limited	Australia	Ord shrs.	100
.....Rio Tinto Base Metals Pty Limited	Australia	Ord shrs.	100
.....Rio Tinto (Commercial Paper) Limited	Australia	Ord shrs.	100
.....Rio Tinto Engineering Pty Limited	Australia	Ord shrs.	100
.....Conzinc Mining Pty Limited	Australia	Ord shrs.	100
.....Rio Tinto Exploration Argentina S.A.	Argentina	Shrs US\$1	100
.....CRA Exploration (India) Pvt. Limited	India	Shrs	100
.....CRA Exploration (China) Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Exploration Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Exploration (PNG) Pty Limited	PNG	Ord shrs	100
.....Rio Tinto Finance Limited	Australia	Ord shrs	100
.....CRA Finance N.V.	Netherlands	Ord shrs US\$1	100
	Antilles		
.....CRA Finance International Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Finance (USA) Limited	Australia	Ord shrs	100
.....Rio Tinto Investments Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Japan Limited	Japan	Shrs Y50,000	22.25
.....Rio Tinto Minerals (PNG) Pty Limited	PNG	Shrs	100
.....Pacific Minerals Pty Limited	PNG	Shrs	100
.....Mt Kare Alluvial Mining Pty Limited	PNG	Shrs	100
.....Hidden Valley Gold Limited	PNG	Shrs	100
.....Mt Kare Holdings Limited	PNG	Shrs	100
.....Mt Kare Mining Limited	PNG	Shrs 1	100
.....Wafi Mining (PNG) Limited	PNG	Shrs	100
.....Rio Tinto Rawas Holdings Limited	Hong Kong	Shrs HK\$1	100
.....Kapuas Limited	Hong Kong	Shrs HK\$1	100
.....West Kapuas Limited	Hong Kong	Shrs HK\$1	100
.....Rio Tinto Services Limited	Australia	Ord shrs	100
.....The Barrier Corporation Pty Limited	Australia	Ord shrs	100
.....CRA Financial Services Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Thailand Holdings Pty Limited (in liquidation)	Australia	Ord shrs	100
.....Thai Potash Company Limited (in liquidation)	Thailand	Shrs 100 Baht	57.2
.....East Kalimantan Coal Pte Limited	Singapore	Shrs US\$1	100
.....PT Rikat Alas Minerals	Indonesia	Shrs US\$	90
.....PT Danum Bukit Minerals	Indonesia	Shrs US\$	100
.....PT Mitra Sumbawa Minerals	Indonesia	Shrs US\$	90

RIO TINTO INTERNATIONAL HOLDINGS LIMITED

31.12.99

1.	2.	3.	5
.....PT Citra Palu Minerals	Indonesia	Shrs US\$	90
.....PT Mandar Uli Minerals	Indonesia	Shrs US\$	100
.....Electric Power Generation Limited	New Zealand	Ord shrs NZ\$1	100
		Red Pref shrs NZ\$1	
.....Land Resources (FP) Limited	New Zealand	Ord shrs NZ\$1	100
.....Land Resources (J) Limited	New Zealand	Ord shrs NZ\$1	100
.....Enterprise Exploration Limited	Canada	Shrs Can \$1	100
.....Rio Tinto Exploration (China) Pty Limited	Australia	Ord shrs	100
.....Fundsprops Pty Limited	Australia	Ord shrs	100
.....Kalimantan Gold NL	Australia	Ord shrs	100
.....Hismelt Corporation Pty Limited	Australia	A shrs	100
.....Indonesian Mining & Minerals Pte Limited	Singapore	Ord Shrs S\$1	100
.....Kalteng Pty Limited	Australia	Ord shrs	100
.....P.T. Rio Tinto Exploration Indonesia	Indonesia	Shrs US\$100	100
.....Kelian Pty Limited	Australia	Ord shrs	100
.....P.T. Kelian Equatorial Mining	Indonesia	Shrs US\$1	90
.....Kembla Goa Holdings Limited	Mauritius	Shrs US\$1	100
.....Metals Investigations Pty Limited	Australia	Ord shrs	100
.....Metals and Minerals Insurance Pte Limited	Singapore	Ord shrs S\$1	100
		Red pref shrs S\$1	
.....PT Kelian Minerals Pte Limited	Singapore	Ord shrs S\$1	100
.....PT Danum Kelian Minerals	Indonesia	Shrs US\$	100
.....Rio Tinto Tinambac Minerals Limited	Philippines	Shrs	100
.....Rio Tinto Exploration Philippines Corporation	Philippines	Shrs	100
.....Oakden Pty Limited	Australia	Ord shrs	100
.....York Town Corporation Pty Limited	Australia	Ord shrs	100
.....Minera Darwin S.A.	Argentina	Ord shrs US\$1	100
.....Tropical Exploration Philippines, Inc.	Philippines	Shrs 10 pesos	100
.....North Western Resources Pty Limited	Australia	Ord shrs	100
.....Hamersley Iron – Yandi Pty. Limited	Australia	Ord shrs	100
.....Hamersley Holdings Limited	Australia	Shrs	100
.....Auspray Trading Pte Limited	Singapore	Shrs S\$1	100
.....Auspray Investments Pte Limited	Singapore	Shrs S\$1	100
.....Channar Mining Pty Limited	Australia	Ord shrs	100
.....Channar Finance Limited	Australia	Ord shrs	50
.....Hamersley Associated Investments Pty Limited	Australia	Ord shrs	100
.....Channar Management Services Pty Limited	Australia	Ord shrs	100
.....Hamersely Exploration Pty Limited	Australia	Shrs	100
.....Hamersley Iron Pty Limited	Australia	Ord shrs	100
.....Gumula Investments Pty. Limited	Australia	Ord shrs	51
.....Hamersley Europe Pty Limited	Australia	Ord shrs	100
.....Juna Station Pty Limited	Australia	Ord shrs	100
		A shrs	
.....Rocklea Station Pty Limited	Australia	Ord shrs	100
.....Hamersley China Pty Limited	Australia	Ord shrs	100
.....Hamersley Pacific Pty Limited	Australia	Ord shrs	100
.....Hamersley Resources Limited	Australia	Ord shrs	100
		Z shrs	
.....AM&S Exploration Pty Limited	Australia	Ord shrs	100
		Z shrs	

RIO TINTO. INTERNATIONAL HOLDINGS LIMITED

31.12.99

1.	2.	3.	5
.....Zanaby Pty Limited	Australia	A shrs B shrs Z shrs	100
.....Himet Corporation Limited	Australia	Shrs	100
.....Metallised Ores Limited	Australia	Shrs	100
.....Mount Bruce Mining Pty Limited	Australia	Shrs	100
.....Pilbara Bus Services Pty Ltd	Australia	Ord shrs	100
.....Pacific Exploration and Services Pty Limited (in liquidation)	Australia	Ord shrs	100
.....Pacific Exploration Limited	Thailand	Shrs 100 Baht	100
.....Pacific Mining Limited	Cayman Islands	Shrs US\$1	100
.....Pacific Oil and Gas Pty Limited	Australia	Ord shrs	100
.....Pacific Resource Investments Limited	Cayman I slands	Shrs US\$1	100
.....Rio Tinto Bayog Minerals Limited	Cayman Islands	Shrs US\$1	100
.....Bayak Investments Limited	Cayman Islands	Shrs US\$1	100
.....Beutah Limited (in liquidation)	Cayman Islands	Shrs US\$1	100
.....Rio Tinto Exploration (Laos) Limited	Cayman Islands	Shrs US\$1	100
.....Lane Xang Minerals Limited	Laos	Shrs US\$1	100
.....Sangatta Holdings Limited	Cayman Islands	Shrs US\$1	100
.....P.T. Kaltim Prima Coal	Indonesia	Shrs US\$100	50
.....Rio Tinto Kabasian Minerals Limited	Cayman Islands	Shrs US\$	100
.....Rio Tinto Lakewood Corporation (in liquidation)	Philippines	Shrs	100
.....Rio Tinto Exploration Silangan Corporation (in liquidation)	Philippines	Shrs	100
.....Rio Tinto Seres Minerals Limited	Cayman Islands	Shrs US\$	100
.....Rio Tinto Exploration Divan Corporation (in liquidation)	Philippines	Shrs	100
.....Rio Tinto Catanduanes Minerals Limited	Cayman Islands	Shrs US\$	100
.....Rio Tinto Exploration Menduan Corporation (in liquidation)	Philippines	Shrs	100
.....Petroleum Resources (Thailand) Pty Limited	Australia	Ord shrs	100
.....Project Generation Services Pty Limited	Australia	Ord shrs	100
.....Riomin Australia Gold Pty Limited (in liquidation)	Australia	Ord shrs	100
.....Rio Tinto Collieries Pty Limited	Australia	Ord shrs	100
.....Rio Tinto Energy Limited	Australia	Ord shrs	100
.....Rio Tinto Mauritius Pty. Limited	Mauritius	Shrs	23
.....Rio Tinto Staff Fund Pty Limited	Australia	Ord shrs	100
.....Technological Resources Pty. Limited	Australia	A shrs B shrs	100
.....Thai Potash Investments Limited (in liquidation)	Hong Kong	Shrs HK\$1	100
.....Victoria Technology Inc.	USA	Comm Stock US\$1	100
.....Capitol Castings Inc.	USA	Shrs US\$0.01c	100
.....Vostin Pty Limited	Australia	Ord shrs	100
.....Wimmera Industrial Minerals Pty Limited	Australia	Ord shrs	100
.....Whiteclouds Pty. Limited	Australia	Ord shrs	100
.....Rio Tinto Waigeo Pte. Limited	Singapore	Ord shrs	100

RIO TINTO. INTERNATIONAL HOLDINGS LIMITED

31.12.99

1.	2.	3.	5
South American Holdings Limited (in liquidation)	England	Ord shrs £1	100
Rio Tinto Escondida Investments Limited	England	Ord shrs £1	100
.Rio Tinto Escondida Limited	Bermuda	Comm shrs US\$1	100
...Minera Escondida Ltda.	Chile	Shares	30
...Sociedad Contractual Minera Escondida	Chile	Shares	30
Rio Tinto Canadian Holdings Limited	England	Ord shrs £1	100
Simfer S.A.	Guinea	Shrs	100
Rio Tinto Exploraciones SA	Chile	Comm shrs US\$1	100
Rio Tinto Finance plc	England	Ord shrs of £1	100
Rio Tinto Indonesia Limited	England	Ord shrs £1	100
.Freeport McMoRan Copper & Gold Inc.	USA	Common Stock	14.64
.Rio Tinto Overseas Holdings Limited	England	Ord Shrs £1	100
..Rio Tinto Talc Limited	England	Ord Shrs £1	100
...Luzenac Borax et Mineraux S.A.	France	Shrs FF 250	100
....Borax Francais S.A.	France	Ord shrs FF 100	100
....Compagnie Internationale de Talcs	France	Shrs of FF 100	100
....Nomlatt S.A.	France	Shrs FF 100	100
....Luzenac S.E.T. S.A.	Spain	Shrs Ptas. 18,500	100
...Ibetasa SA	Spain	Shrs Pesetas 1000	100
....Talc de Luzenac S.A.	France	Shrs FF 100	99.93
.....Luzenac Benelux SA	Belgium	Shrs of FF 1000	100
.....Luzenac Deutschland GmbH	Germany	Ord. shrs. 1000 DM	100
.....Luzenac Iberica S.A.	Spain	Shrs Ptas 15000	100
.....Luzenac Italia Srl	Italy	Shrs It L 1000	100
.....Luzenac NV	Belgium	Shrs BFr 1000	100
.....Luzenac Naintsch GmbH	Austria	Shrs A sch 1000	100
...Luzenac UK Limited	England	Ord. Shrs. £1	100
...Luzenac Val Chisone SpA	Italy	Shrs Lire 15,000	99.5
...Azemuth Bergbau GmbH	Germany	Shrs DM 100	100
...Luzenac de Mexico SA de CV	Mexico	Shrs 1 peso	100
..Micro Milling Limited	England	Ord shrs of £1	100
..Rio Holdings S.A. (in liquidation)	Luxembourg	Founder shrs	100
		Pref shrs of SF100	
...Artezia S.A.	Luxembourg	Redeemable shrs	100
		"A" Pref shrs	100
		"B" Pref shrs	100

RIO TINTO. INTERNATIONAL HOLDINGS LIMITED

31.12.99

1.	2.	3.	5
...Tinto Minor S.A.	Luxembourg	Ord shrs of C\$10	100
..Rio Tinto Namibian Holdings Limited	England	Ord Shrs £1	100
..Skeleton Coast Diamonds (Pty) Limited	Namibia	Shrs of N\$2	100
...Rio Tinto Namibia (Proprietary) Limited			
...Rossing Uranium Limited	Namibia	"B" shrs N\$1	71.16
		"C" shrs of 10c	70.59
....Rossing Air (Pty) Limited	Namibia	Ord shrs N\$1	100
..Rio Tinto Indonesian Finance Limited	England	Ord Shrs £1	100
..Rio Tinto Indonesian Holdings Limited	England	Ord Shrs £1	100
...PT Rio Tinto Indonesia			
..Rio Tinto Indonesian Investments Limited	England	Ord Shrs £1	100
..Rio Tinto Lihir Holdings Limited	England	Ord Shrs £1	100
...Southern Gold (Bahamas) Limited (in liquidation)	Bahamas	Comm Shrs US\$1	75
...Southern Gold Pty. Limited	Papua New Guinea	Ord Shrs of 1 Kina	100
..Tinto Investments Europe Limited	England	Ord shrs of £1	100
...Sociedade Mineira de Neves-Corvo S.A.	Portugal	Ord Shrs. 1000 Esc. Pref shrs. 1000 Esc.	49 49
..Rio Tinto Zimbabwean Holdings Limited	Zimbabwe	Ord shrs £1	100
..Tinto Holdings Zimbabwe Limited	Zimbabwe	Shrs of Z\$1	100
....Sengwa Colliery (Pvt) Limited	Zimbabwe	Ord shrs of Z\$2	50
...Rio Zimbabwe Holdings Limited	Zimbabwe	Shrs of Z\$2	100
....Mandalay Investments (Pvt) Limited	Zimbabwe	Ord shrs of Z\$2	100
....Rio Tinto Zimbabwe Limited	Zimbabwe	Ord shrs 40Z¢	56.04
....Brompton Mines Limited	Zimbabwe	Ord shrs of Z\$2	100
.....R.M. Enterprises (Pvt) Limited	Zimbabwe	Ord shrs of Z\$2	100
.....Rutala Mines (Pvt) Limited	Zimbabwe	Ord shrs of Z\$2	100
....Cam Housing (Private) Limited	Zimbabwe	Ord shrs of Z\$1	100
....Empress Nickel Refinery Limited	Zimbabwe	Ord shrs of 50c	100
....Patchgol (Pvt) Limited	Zimbabwe	Ord shrs of Z\$1	50
....CB Methane (Pvt) Limited	Zimbabwe	Ord shrs of Z\$1	50
....Rio Tinto Properties Limited	Zimbabwe	Ord shrs of Z\$1	100
.....Tamkin Limited	Zimbabwe	Ord shrs of Z\$2	52
....Rio Tinto Foundation Company (Pvt) Limited	Zimbabwe	Ord shrs of Z\$1	100
....Riozim Development Limited	Zimbabwe	Ord shrs of Z\$1	100
....Rio Tinto Management Services (Central Africa) (Pvt) Limited	Zimbabwe	Shrs of Z\$2	100
....Silicon & Base Metals Company (Pvt) Limited	Zimbabwe	Ord shrs of Z\$2	100
....Skilled Engineering Contractors (Pvt) Limited	Zimbabwe	Ord shrs of Z\$1	100

RIO TINTO EUROPEAN HOLDINGS LIMITED

31.12.99.

1.	2.	3.	5.
ICF Group Ltd.	England	'B' shrs of £1	47.5
Rio Tinto Finance & Exploration plc	England	Ord shrs of £1	100
...Sociedade Mineira Rio Artesia Limitada	Portugal	Quota Esc 2700000	90
Rio Tinto London Limited	England	Ord shrs of £1	100
..Archital Luxfer Limited (in liquidation)	England	Ord shrs of £1	100
..Central Registration Limited	England	Ord shrs of £1	100
...CR Nominees Limited	England	Ord shrs of £1	100
...Market Software Limited	England	ABCD Ord shrs £1	27
..Kennecott Limited	England	Ord shrs of £1	100
..Rio Tinto Iron & Titanium Far East K.K.	Japan	Ord shrs of £1	100
..Rio Tinto Japan Limited	Japan	Shrs of Y500	57.75
..Rio Tinto Nominees Limited	England	Ord shrs of £1	100
..Rio Tinto Overseas Services Limited	England	Ord shrs of £1	100
..Rio Tinto Trustees Limited	England	Ord shrs of £1	100
.Rio Tinto Marketing Services Limited	England	Ord shrs £1	100
Rio Tinto Metals Limited	England	Ord shrs of £1	100
.Celtic Minerals Limited	Eire	Ord shrs IR£1	100
.Exploration Ventures Limited	England	Ord shrs of £1	50
.Exven Limited	England	Ord shrs of £1	30
..Fortlee Investments Limited	British Virgin Islands	Shares	100
.Indal Building Services Limited	England	Ord Shrs of £1	100
.Industrial Investments Limited (in liquidation).	Bahamas	Shrs B\$2.86	100
...Lihir Gold Pty. Limited	Papua New Guinea	Ordinary shares	17
.Mellowes Metfab Limited	England	Ord shrs of £1	100
.Metallurgical Processes Limited	Bahamas	Ord shrs B\$2.86	100
..Brevets Metallurgiques S.A.	Switzer-	Shrs of SF100	100
.Milford Haven Dock & Railway Company Ltd	England	Ord shrs of £20	100
.Mineracao Serra da Fortaleza Ltda	Brazil	Quotas R\$ 1	98.78
.Minven Minerals Limited	England	Ord shrs of £1	70
.Orlinpoint Limited	England	Ord shrs of £1	100
.QMP Metal Powders Limited	England	Ord shrs of £1	100
.Riofinex Limited	England	Ord shrs of £1	100
.Riofinex North Limited	England	Ord shrs of £1	100
..Riomin Exploraciones SA	Spain	Ordinary 10000 Ptas	100
..Rio Minas Lda	Portugal	Shrs 1000 Esc.	100
.Rio Tinto Aluminium Holdings Limited	England	Ord shrs of £1	100

RIO TINTO EUROPEAN HOLDINGS LIMITED

31.12.99.

1.	2.	3.	5.
..Anglesey Aluminium Limited	England	Ord shrs of £1	51
...Anglesey Aluminium Construction Limited	England	Ord shrs of £1	100
...Anglesey Aluminium Metal Limited	England	Ord shrs of £1	100
..Rio Tinto Commercial Services Limited	England	Ord shrs of £1	100
..Rio Tinto Aluminium Limited	England	Ord shrs of £1	100
..Rio Tinto Cement Limited	England	Ord shrs of £1	100
..Rio Tinto Deep Sea Mining Enterprises Limited (in liquidation)	England	Ord shrs of £1	100
..Rio Tinto Exploration Limited	Eire	Ord shrs of IR£1	100
..Rio Tinto Mining and Exploration Limited	England	Ord shrs of £1	100
..Kennecott Sales Europe Limited	England	Ord shrs £1	100
..Rio Tinto Technical Services Limited	England	Ord shrs of £1	100
..Rio Tinto Technology Development Limited	England	Ord shrs of 50p	100
...Delabole Slate Limited	England	Ord shrs of £1	100
...Rio Tinto Technology Chile Ltda	Chile	Shrs	50
..Rio Tinto Consultants Limited	England	Ord shrs of £1	100
...Rio Tinto Technology Chile Ltda	Chile	Shrs	50
..The RTZ Company Limited	England	Ord shrs of £1	100
..Town Woodhouse Limited	England	Ord shrs of £1	100
Rio Tinto Mineral Services Limited	England	Ord Shrs of £1	100
R.T.Z. Mineral Services Limited (in liquidation)	Switzerland	Ord shrs SF1000	100
Rio Tinto Resources Limited	England	Ord Shrs £1	100.
Thos. W. Ward Limited	England	Ord shrs of 25p	100
Rio Tinto Estates Limited	England	Ord shrs of £1	100
Packgate Limited (in liquidation)	England	Ord shrs of £1	100
Severn Gate Limited	England	Ord shrs of £1	100
Western Properties Limited	England	Ord shrs of £1	100
..Rio Holdings Norway A/S	Norway	Ord Shrs. NKr 100	100
Rio Tinto Two Limited	England	Ordinary £1	100
..Rio Tinto Minerals Development Ltd	England	Ordinary 25p	100
..ACC Rio Tinto Exploration Limited	India	Ord Shrs Rup10	50
..Compania Minera Atena S.A.	Peru	Shrs	33.3
..Compania Minera Sierra Gorda SA (in liquidation)	Chile	Ordinary US\$1	100
..Consolidated Tinto Africa Limited	England	Ordinary 25p	100
..Deutsche Rio Tinto Mineralien GmbH (in liquidation)	Germany	Ord DM50000	100
..Hexamines S.A.	France	Ordinary FF100	100
..Knox II S.r.o. (in liquidation)	Czech Republic	Shares	100
Rio Tinto Engineering Limited	England	Ord shrs £1	100

RIO TINTO EUROPEAN HOLDINGS LIMITED

31.12.99.

1.	2.	3.	5.
..Mindev EOOD	Bulgaria	Shares BGN 1	100
..Mindev Kft	Hungary	Quotas HF10	100
..Mindev Slovakia s.r.o. (in liquidation)	Slovakia	Shares	100
..Mindev Spol s.r.o. (in liquidation)	Czech Republic	Shares	100
..Norzink AS	Norway	Ordinary Kr100	50
..PT Rio Tinto Irja	Indonesia	Shrs US\$	100
..Rio Tinto Exploration Limited	S.Africa	Shrs of R1	100
..Rio Tinto Investments Limited	England	Ordinary £1	100
...Rio Tinto Holdings B.V.	Netherlands	DG 1000	100
....Rio Tinto Brasil Limitada	Brazil	Quotas R\$ 50.00	100
....Mineracao Corumbacense Reunida S.A.	Brazil	Quotas R\$50.00	99.99
.....Mineracao Manati Ltda	Brazil	Quotas of R\$0.06	99
....Mineracao Serra da Fortaleza Ltda	Brazil	Quotas R\$ 1	5
....Mineracao Zarzuela Ltda. (in liquidation)	Brazil	Shrs of R\$0.00000085	91
....Rio Paracatu Mineracao S.A.	Brazil	Ord Shrs npv	51.00
....Rio Paranoa Participacoes Ltda.	Brazil	Quotas R\$ 0.00019	99
.....Empresa de Mineracao Progressiva Ltda.	Brazil	Quotas R\$ 0.000003	100
....Santana Empreendimentos Comerciais Ltda.	Brazil	Quotas R\$ 0.0000003	100
...Rio Tinto Five Limited	England	Ord shares £1	100
...Rio Tinto Investment Holdings BV	Netherlands	DG 1000	100
...Kennecott Mexico Holding Company SA de CV	Mexico	Shrs	100
.....Kennecott Mexico SA de CV	Mexico	Shrs	100
...Rio Tinto South Africa Limited	S.Africa	Shrs of R2	100
...Rio Tinto Management Services South Africa (Pty) Limited	S.Africa	Shrs of R2	100
....Rio Tinto Insurance Brokers (Pty) Limited	S.Africa	Shrs of R1	100
...Palabora Mining Company Limited	S.Africa	Shrs of R1	10.78
....Palabora Holdings Limited	S.Africa	Shrs of R1	57.73
.....Palabora Mining Company Limited	S.Africa	Shrs of R1	61.41
....Hans Merensky Country Club Pty. Limited	S.Africa	Shrs of R1	64.89

RIO TINTO EUROPEAN HOLDINGS LIMITED

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1.	2.	3.	5
.....Mandoval Limited	England	Ord shrs of £1	100
.....Mandoval Coatings Limited	England	Ord Shrs £1	100
.....Zirconia Sales (UK) Limited	England	Ord Shrs £1	100
.....Zirconia Sales (America) Inc.	U.S.A.	Shrs. of US\$1	100
....Palfos Aviation (Pty) Limited	S.Africa	Shrs of R2	100
...Palabora Singapore (Pty) Ltd	Swaziland	Shrs of E1	100
...Rio Tinto Eastern Investments BV	Netherlands	Shrs D Gu	100
....Rio Tinto Iron & Titanium Holdings BV	Netherlands	Shrs D Gu	100
.....Rio Tinto Iron & Titanium GmbH	Germany	Shrs DM	100
.....QMP Metal Powders GmbH	Germany	Shrs DM	100
...Rio Tinto Canada Inc.	Canada	B C and D shares	100
....The Consolidated Zinc Corporation of Canada Limited	Canada	Shrs of n.p.v.	100
.....Waite Lake Mines Inc. (N.P.L.)	Canada	Shrs of C\$1	52.5
....Luzenac Inc.	Canada	A B and C shares	100
....Rio Tinto Iron & Titanium Inc.	Canada	Common shares npv	100
....QIT-Fer et Titane Inc.	Canada	Common Shrs NPV	100
.....1043802 Ontario Limited	Canada	Common shrs NPV	100
.....Indal Wall Systems Ltd.	Canada	Common shrs C\$1	100
.....Belka Holdings Pty Ltd	Australia	Shares A\$1	100
.....Diavik Diamond Mines Inc	Canada	"A", "B", "C" shrs NPV	100
.....Kennecott Canada Exploration Limited	Canada	"A", "B", "C" shrs NPV	100
.....SouthernEra Resources Inc.	Canada	Shrs	19
.....Stikine Copper Limited	Canada	Common Shares C\$1	55
.....Quebec Columbian Ltd.	Canada	Pref Shrs C\$100	48.6
		Common Shrs NPV	45.9
.....Quebec Metal Powders Limited	Canada	Pref Shrs C\$1000	100
		A Shrs NPV	100
		B Shrs NPV	100
		C Shrs NPV	100
.....QIT Madagascar Minerals Ltd.	Bermuda	Common Shrs US\$1	100
.....QIT Madagascar Minerals Ltd. et Compagnie	Madagascar		100
.....Rio Tinto Iron & Titanium Pte Ltd	Singapore	Shares S\$1	100
.....Recherche Magnetique Canada Inc	Canada	Common shrs npv	100
.....Rio Tinto North American Services Ltd.	Canada	Common shrs npv	100
.....Romaine River Railway Company	Canada	Shares C\$100	100
.....RTZ Canada Inc. (in liquidation)	Canada	A B and C shares	100
.....Tirbit Holdings B.V.	Netherlands	DG 1000	100
.....Kennwest B.V.	Netherlands	Ordinary Dfl1000	100
.....TIRBIT v.o.f.	Netherlands	"B" Dfl10000	100
.....Richards Bay Iron and Titanium (Pty) Ltd	S.Africa	"A" Ordinary R1	50.55
.....Tisand (Pty) Limited	S.Africa	"A" Ordinary R1	49

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1.	2.	3.	5.
..Rio Tinto (Mauritius) Pty. Limited	Mauritius	Shrs US\$	77
...Rio Tinto India Pvt. Limited	India	Shrs	100
..Riomin Iberica SA	Spain	Ordinary shrs 1Ptas	100
..Riomin Holdings Canada Inc.	Canada	NPV	100
..Riotur Madencilik AS	Turkey	US\$1 Common	100
..Rio Tinto India Limited	England	Ord Shrs £1	100
..Rio Tinto Orissa Mining Pvt. Limited	India	Ord Shrs	50
..ACC Rio Tinto Exploration Limited	India	Equity Shares Rupee 10/-	50
..Rio Tinto Russia Limited	England	Ord Shrs of £1	100
Rio Tinto Western Holdings Limited	England	Ord shrs of £1	100
..Lihir Management Co. Pty. Limited	Papua New Guinea	Ord shrs of 1 Kina	100
..Lihir Superannuation Pty. Limited	Papua New Guinea	Ord shrs of 1 Kina	100
..Lihir Business Development Pty. Limited	Papua New Guinea	Ord shrs of 1 Kina	100
..R.T.Z. Borax Limited (in liquidation)	England	Ord shrs of £1	100
..Rio Tinto Borax Limited	England	Ord shrs of £1	100
..Borax Europe Limited	England	Ord stock units of 25p	100
..Borax Asia (Pte) Limited	Singapore	Shrs of S\$1	100
..Borax Argentina SA	Argentina	Ord shrs A1	100
..Boroquimica S.A.M.I.C.A.F.	Argentina	Ord Nominative Endorsable shrs of ASPI	100
..Borax Benelux S.A.	Belgium	Shr warrants to Bearer of Npv	100
..Borax South America Com. Rhp. Ltda.	Brazil	Ord shrs CR\$ 10,000	100
..Borax Espana S.A.	Spain	Ord Shrs 24000 Ptas	100
..Borax Consolidated Limited	England	Ord Shrs £1	100
..Borax Holdings Limited	England	Ord Shrs £1	100
..Borax Italia S.r.l.	Italy	Shrs. It. L 1000	100
..Borax Japan KK	Japan	Ordinary shares	100
..Borax International Limited	England	Ord shrs of £1	100
..Borax Rotterdam N.V.	Netherlands	Shrs of DFl.1000	100
..Borax Research Limited	England	Ord shrs of £1	100
...Burton Baker & Co. Limited	England	Ord shrs of £1 bearer of npv	100
..Deutsche Borax G.m.b.H.	Germany		100
..Karteil A.G.	Switzerland	Shrs of SFr 1000	100

RIO TINTO EUROPEAN HOLDINGS LIMITED

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1.	2.	3.	5.
..Rio Tinto America Holdings Inc.	USA	Common shrs US\$0.01	100
...Luzenac NV	Belgium	Shrs BFr 1000	100
...Rio Tinto Desenvolvidimentos Minerais Ltda.	Brazil	Quotas R\$ 0.01	100
...Mineracao Tabuleiro Ltda.	Brazil	Quotas R\$ 0.000002	100
.....Empresa de Mineracao Finesa Ltda.	Brazil	Quotas R\$ 0.000003	49
...Rio Tinto America Inc.	USA	Com Stock US\$0.01	100
....Luzenac America Inc.	USA	Common shrs US\$1	100
.....US Talc Company	USA	Common shrs US\$1	100
....Luzenac Canfield Inc.	USA	Common shares	100
.....Montana Talc Company, Inc.	USA	Common Shrs US\$1	100
.....Nihon Mistron	Japan	Common Shrs Y500	20
.....Windsor Minerals, Inc.	USA	Common Shrs US\$1	100
.....Luzenac Western Source Corporation	USA	US\$1	100
..US Borax Inc.	USA	Com Stock US\$0.01	100
..Amargosa Mining Company	USA	Com shrs US\$0.10	100
...Eastland Management Inc.	USA	Com stock US\$500	100
....Glass-S, Inc.	U.S.A.	Common Shrs US\$1	100
....Glass-W, Inc.	U.S.A.	"A" & "B" Ord US\$1	100
....Indal Wall Systems Inc.	U.S.A.	Common Shrs US\$1	100
....S-All, Inc.	U.S.A.	Common Shrs US\$ 0.10	100
....TG, Inc.	U.S.A.	"A" and "B" Ord US\$1	100
....TGE, Inc.	U.S.A.	Common Shrs US\$1	100
..Pacific Coast Borax Company	USA	Com stock US\$10	100
..Pacific Coast Mines, Inc.	USA	Common stock US\$1	100
...Ryan Exploration Company	Canada	Shrs of npv	100
..Floridin Company	USA	Com shrs US\$25	100
..The Pyrites Company Inc.	USA		
	100...US Foreign Sales Corp		USA
	Shares	100	
..High Purity Iron Inc.	U.S.A.	Common Shrs US\$1	100
..Kennecott Energy and Coal Company	USA	Common Shrs US\$0.01	100
..Caballo Rojo, Inc.	USA	Common Shrs US\$100	100
...ROJO, LLC	USA	Limited Liability Co.	100
...Cordero Mining Co.	USA	Common Shrs US\$1	100
...Jacobs Ranch Coal Company	USA	Com Shrs US\$1	100
...Jacobs Land & Livestock Co.,	USA	Com Shrs US\$100	100
...Kennecott Alternative Fuels Inc.	USA	Com Shrs US\$0.01	100
....K-Fuel, L.L.C.	USA	Limited Liability Co.	49
...Kennecott Colorado Coal Company	USA	Common Shrs US\$0.01	100
....Colowyo Coal Company L.P.	USA	Limited Partnership	General Partner
.....Colowyo Coal Funding Corp.	U.S.A.	Common Shrs US\$0.01	100
....Mountainview Insurance Company	U.S.A.	Common Shrs US\$100	100
...Kennecott Uranium Company	U.S.A.	Com Shrs US\$0.01	100
...NERCO, Inc.	U.S.A.	Com Shrs US\$0.01	100
....NERCO Advanced Materials, Inc.	U.S.A.	Com Shrs NPV	100

RIO TINTO EUROPEAN HOLDINGS LIMITED

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1.	2.	3.	5.
..Rio Tinto America Holdings Inc.	USA	Common shrs US\$0.01	100
...Luzenac NV	Belgium	Shrs BFr 1000	100
...Rio Tinto Desenvolvidimentos Minerais Ltda.	Brazil	Quotas R\$ 0.01	100
...Mineracao Tabuleiro Ltda.	Brazil	Quotas R\$ 0.000002	100
.....Empresa de Mineracao Finesa Ltda.	Brazil	Quotas R\$ 0.000003	49
...Rio Tinto America Inc.	USA	Com Stock US\$0.01	100
....Luzenac America Inc.	USA	Common shrs US\$1	100
.....US Talc Company	USA	Common shrs US\$1	100
.....Luzenac Canfield Inc.	USA	Common shares	100
.....Montana Talc Company, Inc.	USA	Common Shrs US\$1	100
.....Nihon Mistron	Japan	Common Shrs Y500	20
.....Windsor Minerals, Inc.	USA	Common Shrs US\$1	100
.....Luzenac Western Source Corporation	USA	US\$1	100
..US Borax Inc.	USA	Com Stock US\$0.01	100
..Amargosa Mining Company	USA	Com shrs US\$0.10	100
..Eastland Management Inc.	USA	Com stock US\$500	100
...Eastland Management Inc.	U.S.A.	Common Shrs US\$1	100
....Glass-S, Inc.	U.S.A.	Common Shrs US\$1	100
....Glass-W, Inc.	U.S.A.	"A" & "B" Ord US\$1	100
....Indal Wall Systems Inc.	U.S.A.	Common Shrs US\$1	100
....S-All, Inc.	U.S.A.	Common Shrs US\$ 0.10	100
....TG, Inc.	U.S.A.	"A" and "B" Ord US\$1	100
....TGE, Inc.	U.S.A.	Common Shrs US\$1	100
..Pacific Coast Borax Company	USA	Com stock US\$10	100
..Pacific Coast Mines, Inc.	USA	Common stock US\$1	100
..Ryan Exploration Company	Canada	Shrs of npv	100
..Floridin Company	USA	Com shrs US\$25	100
..The Pyrites Company Inc.	USA		
	100...US Foreign Sales Corp		USA
	Shares	100	
..High Purity Iron Inc.	U.S.A.	Common Shrs US\$1	100
..Kennecott Energy and Coal Company	USA	Common Shrs US\$0.01	100
..Caballo Rojo, Inc.	USA	Common Shrs US\$100	100
...ROJO, LLC	USA	Limited Liability Co.	100
...Cordero Mining Co.	USA	Common Shrs US\$1	100
..Jacobs Ranch Coal Company	USA	Com Shrs US\$1	100
...Jacobs Land & Livestock Co.,	USA	Com Shrs US\$100	100
...Kennecott Alternative Fuels Inc.	USA	Com Shrs US\$0.01	100
....K-Fuel, L.L.C.	USA	Limited Liability Co.	49
...Kennecott Colorado Coal Company	USA	Common Shrs US\$0.01	100
....Colowyo Coal Company L.P.	USA	Limited Partnership	General Partner
.....Colowyo Coal Funding Corp.	U.S.A.	Common Shrs US\$0.01	100
....Mountainview Insurance Company	U.S.A.	Common Shrs US\$100	100
..Kennecott Uranium Company	U.S.A.	Com Shrs US\$0.01	100
..NERCO, Inc.	U.S.A.	Com Shrs US\$0.01	100
....NERCO Advanced Materials, Inc.	U.S.A.	Com Shrs NPV	100

RIO TINTO EUROPEAN HOLDINGS LIMITED

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1.	2.	3.	5.
Kennecott Utah Copper Corporation	U.S.A.	Common Shrs US\$1	100
...Bingham Consolidation Company Limited	U.S.A.	Com Shrs US\$0.01	100
...Kennecott Foreign Sales Corp.	Barbados	Com Shrs	100
...Minerales Kennecott de Honduras, S.A.	Honduras	Com Shrs Lps\$10	100
...Solhio Western Mining Company	U.S.A.	Com Shrs US\$100	100
..Kennecott Management Services Company	U.S.A.	Com Shrs US\$0.01	100
...Kennecott Services Company	U.S.A.	Com Shrs US\$0.01	100
...Kennecott Energy Company	U.S.A.	Com Shrs US\$0.01	100
...Kennecott Power Marketing Inc.	U.S.A.	Com Shrs US\$0.01	100
...Kennecott Minerals Company	U.S.A.	Com Shrs US\$0.01	100
..Rio Tinto Mineral Services Inc.	U.S.A.		100
..Rio Tinto Services Inc.	U.S.A.	Shrs US\$0.1	100
..Rio Tinto America Industrial Minerals Inc	U.S.A.	Shrs US\$0.01	100
....Minera San Fernando S.A. de CV	Mexico	Com Shrs Npv	100
.....Minera Santa Margarita S.A. de CV	Mexico	Com Shrs Npv	100
..Rio Tinto Mining and Exploration Inc.	U.S.A.	Com Shrs US\$1.00	100
..Rio Tinto Technical Services Company	U.S.A.	Shrs US\$0.01	100