

RIO TINTO PLC  
Form FWP  
June 25, 2008

*Filed pursuant to Rule 433  
Registration Statement No. 333-151839  
June 24, 2008*

Rio Tinto Finance (USA) Limited  
Pricing Term Sheet

**2013 Notes**

Issuer:	Rio Tinto Finance (USA) Limited
Guarantors:	Rio Tinto plc and Rio Tinto Limited
Size:	\$2,500,000,000
Maturity:	July 15, 2013
Coupon:	5.875%
Price:	99.625%
Yield to maturity:	5.961%
Spread to Benchmark Treasury:	2.400%
Benchmark Treasury:	3.500% 05/31/2013
Benchmark Treasury Price and Yield:	99-23 <sup>1/4</sup> / 3.561%
Interest Payment Dates:	January 15 and July 15, commencing January 15, 2009
Change of Control put:	101%
Make-whole call	At any time at a discount rate of Treasury plus 40 basis points
Settlement:	T+3; June 27, 2008
CUSIP / ISIN:	767201AE6 / US767201AE62
Ratings:	A3/BBB+
Bookrunners:	Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Greenwich Capital Markets, Inc. J.P. Morgan Securities Inc. Morgan Stanley & Co. Incorporated SG Americas Securities LLC
Joint-Lead Managers:	ANZ Securities, Inc. Banco Bilbao Vizcaya Argentaria, S.A. Calyon Securities (USA) Inc. Daiwa Securities America Inc. Mitsubishi UFJ Securities International plc Mizuho International plc
Co-managers:	

**The issuer has filed a registration statement (including a prospectus) with the Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the Commission for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the Commission Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037; calling Deutsche Bank Securities Inc. toll-free at 1-800-503-4611; calling Greenwich Capital Markets, Inc. toll-free at 1-866-884-2071; calling J.P. Morgan Securities Inc. at 1-212-834-4533; or calling Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1879.**

**2018 Notes**

Issuer:	Rio Tinto Finance (USA) Limited
Guarantors:	Rio Tinto plc and Rio Tinto Limited
Size:	\$1,750,000,000
Maturity:	July 15, 2018
Coupon:	6.500%
Price:	99.131%
Yield to maturity:	6.619%
Spread to Benchmark Treasury:	2.500%
Benchmark Treasury:	3.875% 05/15/2018
Benchmark Treasury Price and Yield:	98-1 / 4.119%
Interest Payment Dates:	January 15 and July 15, commencing January 15, 2009
Change of Control put:	101%
Make-whole call	At any time at a discount rate of Treasury plus 40 basis points
Settlement:	T+3; June 27, 2008
CUSIP / ISIN:	767201AC0 / US767201AC07
Ratings:	A3/BBB+
Bookrunners:	Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Greenwich Capital Markets, Inc. J.P. Morgan Securities Inc. Morgan Stanley & Co. Incorporated SG Americas Securities LLC
Joint-Lead Managers:	ANZ Securities, Inc. Banco Bilbao Vizcaya Argentaria, S.A. Calyon Securities (USA) Inc. Daiwa Securities America Inc. Mitsubishi UFJ Securities International plc Mizuho International plc
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**2028 Notes**

Issuer:	Rio Tinto Finance (USA) Limited
Guarantors:	Rio Tinto plc and Rio Tinto Limited
Size:	\$750,000,000
Maturity:	July 15, 2028
Coupon:	7.125%
Price:	99.319%
Yield to maturity:	7.189%
Spread to Benchmark Treasury:	2.520%
Benchmark Treasury:	5.000% 05/15/2037
Benchmark Treasury Price and Yield:	105-7 / 4.669%
Interest Payment Dates:	January 15 and July 15, commencing January 15, 2009
Change of Control put:	101%
Make-whole call	At any time at a discount rate of Treasury plus 40 basis points
Settlement:	T+3; June 27, 2008
CUSIP / ISIN:	767201AD8 / US767201AD89
Ratings:	A3/BBB+
Bookrunners:	Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Greenwich Capital Markets, Inc. J.P. Morgan Securities Inc. Morgan Stanley & Co. Incorporated SG Americas Securities LLC
Joint-Lead Managers:	ANZ Securities, Inc. Banco Bilbao Vizcaya Argentaria, S.A. Calyon Securities (USA) Inc. Daiwa Securities America Inc. Mitsubishi UFJ Securities International plc Mizuho International plc
Co-managers:	

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