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RIO TINTO PLC
Form 425
June 11, 2008

Filed by: BHP Billiton Plc

and BHP Billiton Limited

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Rio Tinto plc

Commission File No.: 001-10533

The following are slides comprising a presentation that was given by Alex Vanselow, Chief Financial Officer, BHP Billiton and Karen Wood, Chief People Officer, BHP Billiton on June 11, 2008.

Citi Smith Barney -
Special Company Presentation
Alex Vanselow, Chief Financial Officer
Karen Wood, Chief People Officer
June 2008
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BHP Billiton

Strength, Stability and Growth

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in

connection

with,

any

contract
or
investment
decision,
nor
does
it
constitute
a
proposal
to
make
a
takeover
bid
or
the
solicitation
of
any
vote
or
approval
in
any
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by
law
and
persons
into
whose
possession
this
document
comes
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inform
themselves
about,
and
observe,

any
such
restrictions.
Information
about
Rio
Tinto
is
based
on
public
information
which
has
not
been
independently
verified.

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There
are
a
number
of
factors
that
could
cause
actual
results
or
performance
to
differ
materially
from
those
expressed
or
implied
in

the
forward-looking
statements.

Factors
that
could
cause

actual results or performance to differ materially from those described in the forward-looking statements include, but are not limited to, the operations of our

businesses
of
BHP

Billiton
and

Rio
Tinto

and
to

realise
expected
synergies

from
that
combination,

the
presence
of

a
competitive

proposal
in
relation

to
Rio

Tinto,
satisfaction

of
any
conditions

to
any proposed transaction, including the receipt of required regulatory and anti-trust approvals, Rio Tinto's willingness to enter into a

transaction, as well as additional factors such as changes in global, political, economic, business, competitive, market or regulatory conditions, exchange

rates, future business combinations or dispositions and the outcome of litigation and government actions. Additional risks and uncertainties

from those described in the forward-looking statements can be found in BHP Billiton's filings with the US Securities and Exchange Commission, including our

Report on Form 20-F for the fiscal year-ended June 30, 2007, and Rio Tinto's filings with the SEC, including Rio Tinto's Annual Report on Form 10-K for the

2007, which are available at the SEC's website (<http://www.sec.gov>). Other unknown or unpredictable factors could cause actual results to differ from our forward-looking

statements. The information and opinions expressed in this presentation are subject to change without notice and BHP Billiton is not providing any assurance that the information will be accurate as of the date of this presentation or that the information will not be superseded or made obsolete by new information or developments. The information is not intended to constitute an offer or a solicitation of an offer, and it is not intended to be relied upon in connection with any investment decision. The information is provided for informational purposes only and is not intended to be used for any other purpose. The information is not intended to be used for any other purpose. The information is provided for informational purposes only and is not intended to be used for any other purpose.

the
rules
of
the

UK
Listing
Authority
and
the
London
Stock
Exchange,
the
UK
Takeover
Panel,
or
the
listing
rules
of
ASX
Limited)
or
undertaking
to
disseminate
any
updates
or
revisions
to
any
forward-looking
statements
contained
herein
to
reflect
any
change
in
BHP
Billiton's
expectations
with
regard
thereto
or
any
change
in
events,
conditions

or
circumstances
on
which
any
such
statement is based.

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Disclaimer

(continued)

No
statements
concerning
expected
cost
savings,
revenue
benefits
(and
resulting
incremental
EBITDA)

and
EPS
accretion
in
this
presentation
should
be
interpreted
to
mean
that
the
future

earnings per share of the enlarged BHP Billiton group for current and future financial years will necessarily match or exceed the

the
actual
estimated
cost
savings
and
revenue
benefits
(and
resulting
EBITDA
enhancement)

may
be
materially
greater
or
less

than
estimated.

Information Relating to the US Offer for Rio Tinto plc

BHP Billiton plans to register the offer and sale of securities it would issue to Rio Tinto plc US shareholders and Rio Tinto plc

Registration Statement), which will contain a prospectus (the Prospectus), as well as other relevant materials. No such materials

substitute

for

any

Registration

Statement

or

Prospectus

that

BHP

Billiton

may

file

with

the

SEC.

U.S. INVESTORS AND U.S. HOLDERS OF RIO TINTO PLC SECURITIES AND ALL HOLDERS OF RIO TINTO PLC A

PROSPECTUS

AND

ANY

OTHER

DOCUMENTS

MADE

AVAILABLE

TO

THEM

AND/OR

FILED

WITH

THE

SEC

REGARDING

THE

POTENTIAL

TRANSACTION,

AS

WELL

AS

ANY

AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, WHEN THEY BECOME AVAILABLE BECAUSE T

Investors and security holders will be able to obtain a free copy of the Registration Statement and the Prospectus as well as oth

(<http://www.sec.gov>), once such documents are filed with the SEC. Copies of such documents may also be obtained from BHP

Information for US Holders of Rio Tinto Limited Shares

BHP

Billiton

Limited

is
not
required
to,
and
does
not
plan
to,
prepare
and
file
with
the
SEC
a
registration
statement
in
respect
of
the
Rio
Tinto
Limited
Offer.
Accordingly,
Rio
Tinto
Limited

shareholders should carefully consider the following:

The Rio Tinto Limited Offer will be an exchange offer made for the securities of a foreign company. Such offer is subject to d

those
of
the
United
States.
Financial
statements
included
in
the
document
will
be
prepared
in
accordance
with
foreign

accounting
standards
that
may
not
be
comparable
to
the
financial
statements of United States companies.

Information
Relating
to
the
US
Offer
for
Rio
Tinto
plc
and
the
Rio
Tinto
Limited
Offer
for
Rio
Tinto
shareholders
located
in
the
US

It
may
be
difficult
for
you
to
enforce
your
rights
and
any
claim
you
may

have
arising
under
the
U.S.
federal
securities
laws,
since
the
issuers
are
located
in
a
foreign
country,
and
some

or
all
of their officers and directors may be residents of foreign countries. You may not be able to sue a foreign company or its officers
securities
laws.

It
may
be
difficult
to
compel
a
foreign
company
and
its
affiliates
to
subject
themselves
to
a
U.S.
court's
judgment.
You
should
be
aware
that
BHP

Billiton
may
purchase
securities
of
either
Rio
Tinto
plc
or
Rio
Tinto
Limited
otherwise
than
under
the
exchange
offer,
such
as
in
open
market
or
privately
negotiated purchases.
References
in
this
presentation
to
\$
are
to
United
States
dollars
unless
otherwise
specified.

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BHP Billiton: Strength, Stability and Growth

Today: The world's leading diversified mining company

Our past: A proven track record

Our future: The outlook is exciting

The offer for Rio Tinto

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Today: The world's leading diversified mining company

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With a global portfolio diversified by geography and commodity

Aluminium

Base Metals

Diamonds & Specialty Products

Energy Coal

Iron Ore

Manganese

Metallurgical Coal

Petroleum

Stainless Steel Materials

Offices

Note: Location of dots indicative only

Stainless Steel Materials

#3 global nickel producer

Iron Ore

#3 global supplier

of seaborne iron ore

Manganese

#1 global supplier of seaborne manganese ore

Metallurgical Coal

#1 global supplier of seaborne traded metallurgical coal

Base Metals

#3 global producer of copper, silver and lead

Aluminium

#4 global producer of bauxite and #4 aluminium company based on net third party sales

Energy Coal

#4 global supplier of seaborne export thermal coal

Petroleum

A significant oil and gas exploration and production business

Diamonds & Specialty Products

EKATI Diamond Mine is one of the world's largest gem quality diamond producers.

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Creating the world's largest diversified natural resources company

Sources: Bloomberg, Datastream.

a)

Rio Tinto undisturbed market cap as at 31-Oct-2007.

Top 10 metals and mining companies

(Market capitalisation as at 30-May-2008, US\$bn)

Vale

Rio Tinto (a)

Anglo

American

Xstrata

Norilsk

Nickel

Freeport

McMoRan

Anglo

Platinum

Barrick

Gold

China

Shenhua

BHP Billiton

0

60

120

180

240

Australian head office

Non-Australian head office

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To deliver our strategy at scale we need a simple,
accountable organisation

Corporate centre focuses on the strategic direction of
the company and minimising corporate risks

Ensures delivery of key directives including Zero
Harm, reputation & ethics

Monitors and measures business performance
Corporate Centre
(Board and GMC)

Responsible for managing operations and delivering
efficiency

Delivers key directives

Plans and delivers down to EBIT level
Business Units
(Customer Sector Groups)

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led by an experienced management team

Notes:

a)

Andrew Mackenzie's appointment to BHP Billiton was announced on 20-Nov-2007, he has not yet commenced his new role as

Diamonds and Industrial Minerals.

Chairman and Chief Executive Officer

Group Management Committee

Don Argus

Chairman

Chairman of BHP Billiton

Group since June 2001

Chairman of BHP Limited

since April 1999

Marius Kloppers

Chief Executive Officer

15 years resources

experience

15 years at BHP Billiton

Marcus Randolph

Chief Executive Ferrous and Coal

31 years resources experience

9 years at BHP Billiton

Previously worked at Rio Tinto

Alex Vanselow

Chief Financial Officer

19 years resources experience

19 years at BHP Billiton

Karen Wood

Chief People Officer

7 years resources experience

7 years at BHP Billiton

Michael Yeager

Chief Executive Petroleum

27 years resources experience

2 years at BHP Billiton
Alberto Calderon
Chief Commercial Officer

9 years resources experience

2 years at BHP Billiton
Andrew Mackenzie
(a)
Chief Executive Non Ferrous

30 years resources experience

Yet to start at BHP Billiton

Previously worked at Rio Tinto

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maintaining our commitment to our core strategy

Focus on Tier 1 assets that are large, low-cost and expandable

Focus on the extraction of upstream natural resources

Portfolio diversified by commodity, customer and geography
reducing the volatility of cash flows

Maintenance of a deep diversified inventory of growth options

Focus on export orientated products

Overriding commitment to ethics, safety, environmental
practice and community engagement

Employer of choice, and a preferred partner for countries and
customers

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With an overriding commitment to ethics, safety,
environmental practice and community engagement

Sustainable development is fundamental to our success

Our licence to operate depends on responsibly operating our
business:

A track record of being valued by our communities will
contribute

to

us

being

considered

a

company

of

choice

by

governments, business partners and communities

Improves the ability to attract and retain a skilled and
motivated workforce

Our reputation as an ethical, responsible business will assist
in our ability to attract capital

2007 sustainability report available on our website
www.bhpbilliton.com/bb/sustainableDevelopment.jsp
We aim to be a business that creates a positive legacy

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Our past: A proven track record

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Our business today a unique diversified portfolio balanced
across high margin commodities

Underlying EBITDA

(CY2007, 12 months, US\$bn)

Underlying EBITDA Margin

(a)

(CY2007, 12 months)

Note: Historical financial information has been restated for comparative purposes per note 1 of BHP Billiton's half-year financial statements ending 31-Dec-2007. FY2002 EBITDA number are presented in accordance with UK GAAP whereas CY2007 is based on IFRS

a)

EBITDA margin excludes third party sales.

52%

40%

36%

70%

52%

43%

75%

23%

34%

Iron Ore

Manganese

Metallurgical Coal

Base Metals

Stainless Steel

Materials

Aluminium

Petroleum

Energy Coal

Diamond &

Specialty Products

0

6,000

12,000

18,000

24,000

FY2002

CY2007

4,677

23,623

Iron Ore

Manganese

Metallurgical Coal

Petroleum

Energy Coal

Aluminium

Base Metals

Stainless Steel

Materials

Diamond & Specialty Products

Non

Ferrous

(56%)

Energy

(21%)

Carbon

Steel

Materials

(22%)

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A track record of investing early to meet demand

Completed projects

(US\$bn)

Source: BHP Billiton and Rio Tinto annual and half-yearly reports.

Note: Total represents capital expenditure on completed projects.

1.0
2.1
3.9
13.1
14.6
16.0
22.7
7.2
FY2002
FY2003
FY2004
FY2005
FY2006
FY2007
FY2008YTD
Historical completed projects
WMC acquisition
Completed projects in financial year
Rio Tinto cumulative completed projects
FY2002
Antamina
Typhoon
Tintaya Oxide
FY2003
Escondida Phase IV
San Juan UG
Bream Gas Pipeline
Mozal 2
Zamzama
FY2004
WAIO - Area C
Mt Arthur North
Hillside 3
Ohanet
Cerrejon Zona Norte
WAIO - Prod & Cap Exp
WAIO Acc Exp
FY2005
NWS Train 4
ROD
GOM
WAIO RGP1
Mad Dog
Minerva
Angostura
Panda UG
Dendrobium
BMA Phase 1
FY2006
Escondida Norte

Paranam
Worsley DCP
Escondida Sulphide
WAIO RGP2
FY2007
Spence
BMA Phase 2
Blackwater Coal
FY2008
Genghis Khan
Atlantis South
Pinto Valley
Stybarrow
Koala UG
WAIO RGP3
Ravensthorpe
Yabulu

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Most developments have been executed to expectations,
wherever on the globe they are located

Notes:

a)

Selected
projects
>US\$100m
and
managed
by
BHP
Billiton.
Excludes
petroleum
projects.
Performance
relative
to
initial
announced
US\$
budget.

b)

BHP Billiton provided the latest update for the status of the Ravensthorpe project at the announcement of its full year 2007 pre
initial announced US\$ budget and 136% of the initial target schedule.

Major minerals development projects
commissioned

since

July

2001

(a)

(b)

0%

20%

40%

60%

80%

100%

120%

Mozal 2

Hillside 3

Escondida

Phase IV

Escondida

Norte
Escondida
Sulphide
Spence
Mount Arthur
North
MAC
& PACE
WAIO
RGP1
WAIO
RGP2
WAIO
RGP3
Ravensthorpe
Time
Over Budget
Behind
Schedule
Under
Budget
Ahead of
Schedule
Budget

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Delivering superior EPS growth for shareholders

Earnings per share

(US\$ per share)

Note:

BHP Billiton's EPS represents reported underlying EPS for the financial year ending 30-June. EPS in FY2002 excludes the re

US\$ 0.31

US\$ 0.31

US\$ 0.56

US\$ 1.06

US\$ 2.34

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

50% CAGR

US\$ 1.68

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and dividend growth, with 12 consecutive ordinary dividend increases

Ordinary dividends per share
(US cents per share)

Note: Two interim dividends were paid in FY2004

45%

increase in
interim
dividend

13.0

14.5

26.0

28.0

36.0

47.0

6.5

7.0

16.5

13.5

17.5

20.0

29.0

0

5

10

15

20

25

30

35

40

45

50

FY2002

FY2003

FY2004

FY2005

FY2006

FY2007

FY2008

Full year dividend

Interim dividend

29% CAGR

0
10,000
20,000
30,000
40,000
50,000
60,000

Jun-01

Dec-01

Jun-02

Dec-02

Jun-03

Dec-03

Jun-04

Dec-04

Jun-05

Dec-05

Jun-06

Dec-06

Jun-07

Dec-07

Dividends/Distributions Reinvested(a)

Value of BHP Billiton Ltd Shares

Value at

28 June 2001

A\$10,372

Value at

30 June 2003

A\$9,098

Value at

30 June 2005

A\$19,848

Value at

30 June 2007

A\$39,727

Value at

30 June 2002

A\$10,561

Value at

30 June 2004

A\$13,445

Value at

30 June 2006

A\$32,318

Value a

30 May 200

A\$50,17

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Creating considerable wealth for our shareholders

BHP Billiton Ltd

(a)

(A\$)

Source:

Bloomberg,

Iress

as

at

30-May-2008.

a)

Dividends/distributions assumes that the dividends are reinvested in BHP Billiton Ltd. Includes the value of shares distributed

A holder of 1,000 BHP Billiton Ltd shares on 28 June 2001 would have seen the value of

their total holding increase by 384%

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Our future: The outlook is exciting

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Chinese growth is driving global materials demand

China

USA

Other

Notes:

Seaborne

iron

ore

demand

based

on

import

statistics

-

CRU

data

for

2007,

IISI

data

for

1997.

Energy

consumption

is

all

uses

of

coal,

gas,

oil

and

nuclear,

expressed

as

millions

tonnes

of

oil

equivalent,

2007

data

not yet available.

Source: CRU, Brook Hunt, BP Statistical Review of World Energy (2007), IISI.

a)

Consumption growth calculated based on the change in annual consumption between years ended 1997 and 2007, expect for E

Change in global consumption

(%, 1997-2007

(a)

)

7 %

(2)%

(4)%

(14)%

57 %

7 %

16 %

50 %

36 %

96 %

88 %

64 %

Copper

Nickel

Seaborne Iron Ore

Energy

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0
200