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COMPANIES FORM No. 88(2) (Rev 1988)**Return of allotments of shares****88(2)**

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)
This form replaces forms
PUC2, PUC3 and 88(2)To the Registrar of Companies (address on page 2)
(see note 1)

Company Number

245487

1. Name of company

insert full name
of company**RIO TINTO PACIFIC HOLDINGS LIMITED**

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

Description of shares †		7.5% 'C' Cumulative Preference Shares	
A Number allotted		309,000,000	
B Nominal value of each	£	A\$1.000	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£	A\$1.000	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on **28 July 1999**] §, or

(b) [from to] §

The names and addresses of the allottees and the number of shares allotted to
each should be given on page 23. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage	%	%	%
E Consideration for which the shares were allotted			

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No. 88(3)).
3. Details of bonus issues should be included only in section 2.

**BLUEPRINT**
Company SecretaryPresentor's name, address, telephone
number and reference (if any):**Miss J E Mead
Rio Tinto London Limited
6 St. James's Square
LONDON
SW1Y 4LD**

For official use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
ORLINPOINT LIMITED			
6 St James's Square, LONDON, SW1Y 4LD,		309,000,000	
Total	0	309,000,000	0

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

0

§ Insert Director Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed [Signature] Designation § Director Date 28.7.99

Companies registered in England and Wales or Wales should deliver this form to:-
The Registrar of Companies
Companies House
Crown Way
Cardiff CF4 3UZ

Companies registered in Scotland should deliver this form to:-
The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB