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Mary L. Schapiro, Chairman
Securities and Exchange Commission

RE: Dodd-Frank Wall Street Reform Act, Section 1503(a) and (b)

Dear Chairman Schapiro:

These comments are being submitted to the Securities and Exchange Commission (the "**Commission**"), in advance of the promulgation of proposed rules relating to the Dodd-Frank Wall Street Reform Act (the "**Act**"), pursuant to the Commission's request for comments dated July 27, 2010. These comments are being submitted with respect to Section 1503(a) and (b) of the Act, which contain certain reporting requirements applicable to an issuer that is an operator, or has a subsidiary that is an operator, of a coal or other mine.

I am the General Counsel, US & South America for Rio Tinto and am submitting these comments on its behalf. Rio Tinto is a leading international mining group, with a dual-listed company structure comprised of Rio Tinto plc, a London listed public company headquartered in the UK, and Rio Tinto Limited, which is listed on the Australian Stock Exchange, with executive offices in Melbourne ("**Rio Tinto**"). Rio Tinto's major extractive products include aluminum, copper, diamonds, energy products, gold, industrial minerals (borates, titanium dioxide, salt and talc), and iron ore. Rio Tinto's world-wide activities include significant activities and operations in the United States. Rio Tinto is a foreign private issuer and uses the forms and rules designated for foreign private issuers when reporting to the Commission.

Rio Tinto is submitting these comments to seek clarification (i) of certain reporting requirements under Section 1503(a) and (ii) as to the applicability of Section 1503(b) of the Act to foreign private issuers. We would welcome the Commission's rulemaking and/or interpretative guidance on each of these issues.

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1. Section 1503(a) Issues. Section 1503(a) requires that the issuer or any subsidiary of an issuer that is an operator of a mine include certain information pertaining to violation notices issued by the Mine Safety & Health Administration ("**MSHA**") in periodic reports filed with the Commission. Because foreign private issuers file annual reports on Form 20-F, we acknowledge that the disclosure requirements as to filing in periodic reporting in Section 1503(a) apply to foreign private issuers such as Rio Tinto. The Section 1503(a) requirements in the Act, however, pose other issues that we believe require further clarity as addressed below.

A. We believe the Commission should adopt a materiality standard for reporting the MSHA citation matters covered by Section 1503 where an issuer has numerous operations. Despite the recognized seriousness of certain of these citations with respect to an individual operation, we think that a citation issued to an individual mine that is a member of a large consolidated group may not be material to the group as a whole and thus be rather confusing to the investor as to the rationale for reporting the same. We believe that the threshold should be whether the reportable matters are likely to be material to the reporting group as a whole, rather than the individual operation.

B. MSHA has strict rules and regulations to operators of mines and empowers the MSHA inspectors with broad policing powers and discretion when implementing those rules and regulations. A mine operator may disagree with the discretion applied by the MSHA inspector or positions taken by the applicable MSHA inspector that issues citations at the mine site and may contest those citations through the formal administrative process. Those challenges may result in the citations being either dismissed or the severity reduced below the level that is required for reporting purposes. We believe it should not be necessary to report citations that, prior to the periodic filing, have been resolved such that they fall below the reportable level. Alternatively, the reporting obligation should at least be clarified to enable the issuer to elaborate its position with respect to the citations, including noting that the citations have been challenged and where appropriate, that the issuer believes the severity of the citation is unwarranted. Finally, if it is mandatory in the periodic reports to list all the reportable Section 1503(a) citations, even those that have been resolved prior to such filing in a manner that they are not otherwise reportable under Section 1503(a), the issuer should be entitled to further elaborate that those have been resolved in a manner that they would not be otherwise reportable. Otherwise, we believe that simply reporting numbers of citations that have been resolved in a manner that would not otherwise be reportable or without the Company's view of the citations would be misleading to investors.

C. Similarly for those MSHA citations that have been issued but unresolved prior to the date of the filing of the periodic report, we believe that it is appropriate to include a statement that the issuer disagrees with the citation as issued and will lodge a challenge to the same. We believe, similar to other legal proceedings, that the issuer's explanatory statements are relevant to the investor.

D. Within the permit boundary of any particular mine site, there may be several MSHA operators located or working within such boundary, such as contractors that have their own MSHA identification number. Where an MSHA citation is issued to the contractor operating at the mine site, but is not also issued to the mine site operator, we believe that those citations are not appropriate to be disclosed in the issuer's periodic reports. We believe that the Commission should clarify through rule making or interpretative guidance whether the issuer should be required to report citations that are not issued to the actual issuer or its subsidiaries, even though the citation may be issued to a contractor operating on the issuer's or its subsidiaries' mine site.

E. We are concerned about the scope of the 'mining-related' fatality reporting obligation of Section 1503(a)(G) and believe the interpretation of 'mining-related' fatality should coincide with the MSHA criteria which are already well-documented and understood. We thus believe the appropriate scope should be those fatalities occurring within the actual permit boundary of the mine. Otherwise, fatalities occurring outside of the permit boundary of the mine, such as highway accidents of mine employees and other off-site causes, would potentially be subject to reporting, which are not directly related to mine health and safety or within the control of the issuer. For similar reasons, we also do not believe that fatalities arising from indirect causes, such as occupational illness, should be included under Section 1503(a)(G), due to the length of time over which such diseases develop, the difficulty of identification of the affected person, and the almost impossible burden on the issuer to identify causality and responsibility for such illness.

F. We believe that in the case of joint ventures or similar operations, the definition of 'operator' under the Act should be limited to the entity responsible for the day to day operation of the applicable mine. Thus, we do not believe that, in the case of an issuer or its subsidiary that has a minority interest in a mine where such person is not the day to day operator, even if such person has either a directorship or is part of the management committee, that issuer should not be deemed to be the operator or required to report under Section 1503(a) those citations that issued with

respect to such operation. Otherwise, there is a real potential for duplicative and incorrect reporting.

2. Section 1503(b) Issues. Section 1503(b) requires an issuer that is an operator or that has a subsidiary that is the operator of a coal or other mine to file a current report on Form 8-K on its receipt of certain orders and notices. Section 1503(b) poses many of the same issues as noted under Section 1503(a) above. In addition, however, and for the reasons discussed below, we believe that the Section 1503(b) requirements are not intended to apply to foreign private issuers.

Foreign private issuers are not subject to current reporting on Form 8-K. Instead, foreign private issuers furnish certain information under cover of Form 6-K. We note specifically that Section 1503(b) as written only refers to Form 8-K and does not refer to Form 6-K. Moreover, as described below, the requirements of Section 1503(b) fit in the structure of the existing current reporting obligations of domestic issuers but not with the existing reporting regime for foreign private issuers.

Under the current reporting regime for domestic issuers, a reporting obligation is triggered by substantive triggering events specified in the various items of Form 8-K. Unlike a domestic issuer, a foreign private issuer is already subject to reporting obligations in a different home jurisdiction, which obligations may differ substantially in form and substance to reporting on Form 8-K. For example, Rio Tinto is subject to reporting obligations in the United Kingdom and Australia, each of which has a regime for the reporting of material events. In recognition of this fact, the reporting regime for foreign private issuers is based on an approach fundamentally different from the Form 8-K reporting requirements. Instead of requiring specific substantive disclosures, Form 6-K defers to the reporting obligations of the home jurisdiction by requiring a foreign private issuer to furnish only information that it (i) makes or is required to make public pursuant to the law of the jurisdiction of its domicile or in which it is incorporated or organized; or (ii) files or is required to file with a stock exchange on which its securities are traded and which was made public by that exchange; or (iii) distributes or is required to distribute to its security holders; and in each case only if that information is material with respect to an issuer and its subsidiaries.

Section 1503(b) of the Act requires the filing of a current report on Form 8-K upon the occurrence of certain specified substantive events, regardless of whether the event is otherwise required to be disclosed. This is consistent with the existing reporting structure for domestic issuers, but contrary to the reporting structure applicable to foreign private issuers. Because Section 1503(b) does not expressly address foreign private issuers, by referring to Form 6-K or otherwise, it seems unlikely that the provision was intended to impose an individual reporting obligation on foreign private issuers that is separate from, and contrary to, the existing reporting regime for foreign private issuers.

Rio Tinto therefore believes that the annual reporting requirements under Section 1503(a) of the Act for foreign private issuers, subject to the clarification of the issues posed above, should be sufficient to advise investors adequately of the safety citations and orders received at individual operations and that the Section 1503(b) reporting requirements should not be applicable to a foreign private issuer.

Alternatively, if the Commission believes that Section 1503(b) of the Act was intended to be applicable to foreign private issuers, Rio Tinto asks that the Commission clarify that these issuers would only be required to make such disclosure if the disclosure is material to the foreign private issuer as a whole and it had otherwise been required by the issuer's home jurisdiction. These disclosure items specified in Section 1503(b) would in this alternative be added to the litany of types of events that are currently mentioned on the Form 6-K. Currently that list includes: acquisitions, disposals, bankruptcy, material legal proceedings and many other significant events.

For the reasons set out above, Rio Tinto respectfully requests that the Commission by rulemaking or interpretative guidance confirm that, while foreign private issuers are subject to the reporting requirements under Section 1503(a) of the Act, they are not subject to the reporting requirements under Section 1503(b) or alternatively that the disclosure obligations are comparably treated as other significant corporate events under Form 6-K for foreign private issuers.

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Finally, we appreciate the opportunity to furnish early comments in anticipation of the rulemaking process of the Commission and we are further open to meet with the SEC staff to discuss any of these matters in greater detail.

Very truly yours,

R. Craig Johnson
General Counsel, US & South America
Rio Tinto