

FIRST AMENDED NON-FIRM QUALIFYING FACILITY POWER PURCHASE
AGREEMENT

SMELTER

BETWEEN

KENNECOTT UTAH COPPER LLC

AND

PACIFICORP

THIS FIRST AMENDED AGREEMENT, entered into this ___th day of November 2013, is by and between Kennecott Utah Copper L.L.C. ("Seller") and PacifiCorp (each a "Party" and collectively, the "Parties").

RECITALS

The Parties entered into a Non-Firm Qualifying Facility Power Purchase Agreement for up to 31.8 megawatts from a waste heat-fired cogeneration facility constructed by Kennecott (the "Smelter") and located in Salt Lake City, Utah on September 11, 2013 (the "PPA"), which was subsequently filed for approval with the Public Service Commission of Utah on September 13, 2013. After making the filing, the Utah Division of Public Utilities recommended in comments filed October 24, 2013 that certain changes be made to Exhibit E "Pricing", and the Parties have agreed to make such changes.

NOW, THEREFORE, the Parties mutually agree as follows:

The Parties hereby agree to modify the PPA, by replacing following:

1. In Section 5, the number 1.0397 with the number 1.0402.
2. The original Exhibit E with the First Amended Exhibit E attached hereto.

This First Amended Agreement is entered into subject to the terms of the PPA. All other terms of the PPA remain in effect and unmodified, and neither the PPA nor this First Amended Agreement creates any precedent that such terms will be binding in any subsequent contract.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed in their respective names as of the date first above written.

PACIFICORP

By: _____
Name: _____
Title: _____

KENNECOTT UTAH COPPER L.L.C.

By: _____
Name: _____
Title: _____

**FIRST AMENDED EXHIBIT E
PRICING (\$/MWh)**

“HLH” means the following:

October through April inclusive
7:00 a.m. to 11:00 p.m., Monday thru Friday, except holidays.
May through September inclusive
1:00 p.m. to 9:00 p.m., Monday thru Friday, except holidays.

Holidays include only New Year's Day, President's Day, Memorial Day, Independence Day, Pioneer Day, Labor Day, Thanksgiving Day, and Christmas Day. When a holiday falls on a Saturday or Sunday, the Friday before the holiday (if the holiday falls on a Saturday) or the Monday following the holiday (if the holiday falls on a Sunday) will be considered a holiday and consequently Off-Peak.

“LLH” means those hours that are not HLH hours.

Month in 2014	HLH	LLH
January	\$36.67	\$31.33
February	\$36.67	\$31.33
March	\$36.67	\$31.33
April	\$36.67	\$31.33
May	\$47.35	\$31.33
June	\$47.35	\$31.33
July	\$47.35	\$31.33
August	\$47.35	\$31.33
September	\$47.35	\$31.33
October	\$36.67	\$31.33
November	\$36.67	\$31.33
December	\$36.67	\$31.33