

FIRST AMENDED NON-FIRM QUALIFYING FACILITY POWER PURCHASE
AGREEMENT

SMELTER

BETWEEN

KENNECOTT UTAH COPPER LLC

AND

PACIFICORP

THIS FIRST AMENDED AGREEMENT (“Amendment”), entered into this 15th day of November 2012, is by and between Kennecott Utah Copper LLC, and PacifiCorp (each a “Party” and collectively, the “Parties”).

RECITALS

The Parties entered into a Non-Firm Qualifying Facility Power Purchase Agreement (the “PPA”) 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 10, 2012, which was subsequently filed for approval with the Public Service Commission of Utah on September 10, 2012. After making the filing, it has come to the attention of the Parties that Exhibit E “Pricing” contained incorrect definitions for High Load Hours (“HLH”) and Low Load Hours (“LLH”) and incorrect pricing information.

NOW, THEREFORE, the Parties mutually agree as follows:

The Parties hereby agree to modify the PPA, by replacing the original Exhibit E with the First Amended Exhibit E attached hereto. This Amendment is entered into subject to the terms of the PPA and all other terms of the PPA remain in effect and unmodified.

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

PACIFICORP

By: _____
Name: _____
Title: _____

KENNECOTT UTAH COPPER LLC

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 LLH.

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

Month in 2013	HLH	LLH
January	\$31.17	\$26.14
February	\$31.17	\$26.14
March	\$31.17	\$26.14
April	\$31.17	\$26.14
May	\$41.24	\$26.14
June	\$41.24	\$26.14
July	\$41.24	\$26.14
August	\$41.24	\$26.14
September	\$41.24	\$26.14
October	\$31.17	\$26.14
November	\$31.17	\$26.14
December	\$31.17	\$26.14