

**AUTHENTICATED**

Amendment No. 3  
Contract No. 10PB-12175

**AMENDMENT 3**  
**executed by the**  
**BONNEVILLE POWER ADMINISTRATION**  
**and**  
**ALCOA INC.**

This AMENDMENT to the Power Sales Agreement (Agreement) is executed by the UNITED STATES OF AMERICA, Department of Energy, acting by and through the BONNEVILLE POWER ADMINISTRATION (BPA) and Alcoa Inc. (Alcoa), a corporation organized under the laws of the State of Pennsylvania.

This Amendment No. 3 (Amendment) between BPA and Alcoa amends the Initial Period of the Agreement to begin on December 22, 2009, and continue through the earlier of (i) August 31, 2012; or (ii) the date deliveries begin pursuant to a new power sales contract between Alcoa and BPA.

BPA and Alcoa agree:

**1. EFFECTIVE DATE**

This Amendment takes effect on August 1, 2012.

**2. AMENDMENT OF AGREEMENT**

BPA and Alcoa agree to amend the Agreement as follows:

- (a) Section 2.14 ("Initial Period") of the Agreement shall be deleted and replaced by the following:

"2.14 "Initial Period" means the period December 22, 2009, through the earlier of (i) August 31, 2012; or (ii) the date deliveries begin pursuant to a new power sales contract between Alcoa and BPA."

- (b) Section 5.1 ("Firm Power Sale by BPA for Initial Period") of the Agreement shall be deleted and replaced by the following:

**"5.1 Firm Power Sale by BPA for Initial Period**

During the period that begins on December 22, 2009, and continues through the earlier of (i) August 31, 2012; or (ii) the date deliveries begin pursuant to a new power sales contract between Alcoa and BPA, BPA shall sell and Alcoa shall purchase 320 aMW of Firm Power.

**3. SIGNATURES**

The Parties have executed this Agreement as of the last date indicated below.

ALCOA INC.

UNITED STATES OF AMERICA  
Department of Energy  
Bonneville Power Administration

By   /S/ ROBERT G. WILT  

By   /S/ SUZANNE B COOPER  

Name   Robert G. Wilt    
*(Print/Type)*

Name   Suzanne B. Cooper    
*(Print/Type)*

Title   President, Global Primary  
Products – U.S.A.  

Title   Vice President, Bulk Marketing  

Date   7/30/2012  

Date   7/23/2012