

Amendment No. 5
Contract No. 10PB-12175

AMENDMENT
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. 5 (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) December 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 October 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) December 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) December 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 until October 1, 2012 at which time the amount of Firm Power BPA shall sell and Alcoa shall purchase shall be reduced to 300 aMW.

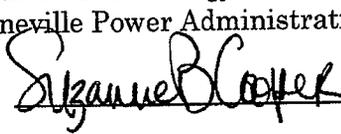
3. SIGNATURES

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 

By 

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 9/25/2012

Date 9/25/2012