

2002-000568-0

Recording Dist: 413 - Barrow
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AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE ENDICOTT PIPELINE
ADL 410562

RECORD THIS DOCUMENT IN THE BARROW RECORDING DISTRICT

RETURN THIS DOCUMENT TO: Guess & Rudd P.C.
 Attn: L. R. Veerman
 510 L Street, Suite 700
 Anchorage, AK

Grantor: State of Alaska, Department of Natural Resources
Grantee: Endicott Pipeline Company

Prior Document: Endicott Pipeline Right-of-Way Lease recorded on August 28, 1986, at
 Book 47, Pages 28-97, Barrow Recording District

Legal Description: Alaska State Land Survey #84-114 filed in the records of the Barrow
 Recording District as Instrument No. 85-5 on July 2, 1985.

Amended Alaska State Land Survey #84-114 filed in the records of the
Barrow Recording District as Instrument No. 86-2 on January 22, 1986.

The Survey affected lands generally are located within the following
sections:

- UM, T. 11 N., R. 11 E.: Sections 5, 8
- UM, T. 12 N., R. 11 E.: Sections 6, 7, 8, 17, 19, 20, 30, 31, 32
- UM, T. 13 N., R. 10 E.: Sections 24, 25, 36

**AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE ENDICOTT PIPELINE
ADL 410562**

This AMENDMENT is made, entered into, and becomes effective the 28th day of June, 2002 by and between the State of Alaska acting through the Commissioner of Natural Resources or designee, whose mailing address is 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501-2343, and Endicott Pipeline Company (hereinafter referred to as COMPANY), whose mailing address is P.O. Box 190848, Anchorage, Alaska 99519.

This agreement, hereinafter referred to as AMENDMENT, amends the ENDICOTT PIPELINE RIGHT-OF-WAY LEASE as recorded in the Barrow Recording District on August 28, 1986 in Book 47, Pages 28-97.

WHEREAS, the COMPANY has requested that Section 2.c. of the existing ENDICOTT PIPELINE RIGHT-OF-WAY LEASE with an effective date of August 5, 1986 be amended to reflect a renewal term for up to thirty (30) years in conformance with AS 38.35.110(a), as amended, pursuant to Section 5, Ch. 18, SLA 2001; and

WHEREAS, Section 2.c. of the existing ENDICOTT PIPELINE RIGHT-OF-WAY LEASE reads as follows:

- 2.c. The COMMISSIONER will upon request of the LESSEE renew the lease for additional periods up to ten years each, so long as the PIPELINE is in commercial operation and the LESSEE is in full compliance with State, Federal and local laws, including but not limited to State law pertaining to regulation and taxation of the PIPELINE SYSTEM.

NOW, therefore, the parties agree that the ENDICOTT PIPELINE RIGHT-OF-WAY LEASE is amended as follows:

Section 2.c. is hereby amended to read as follows:

- 2.c. The COMMISSIONER will upon request of the LESSEE renew the lease for additional periods up to thirty (30) years each, so long as the PIPELINE is in commercial operation and the LESSEE is in full compliance with State, Federal and local laws, including but not limited to State law pertaining to regulation and taxation of the PIPELINE SYSTEM.



Except as expressly amended hereby all terms, covenants and conditions of the ENDICOTT PIPELINE RIGHT-OF-WAY LEASE shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this AMENDMENT as of the date first above written.

STATE OF ALASKA

ENDICOTT PIPELINE COMPANY

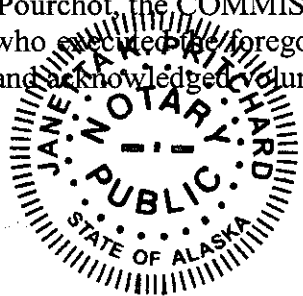
Pat Pourchot
Pat Pourchot
Commissioner
Department of Natural Resources

By: [Signature]
Name: Vice President
Title: BP Transportation
(Alaska) Inc.

ACKNOWLEDGEMENT

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

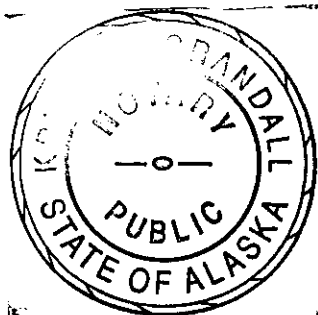
THIS IS TO CERTIFY that on this 28th day of June, 2002, before me appeared Pat Pourchot, the COMMISSIONER of the Department of Natural Resources of the State of Alaska, who executed the foregoing ENDICOTT PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same.



[Signature]
Notary Public in and for the State of Alaska
My Commission Expires 12/11/2004

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on this 27th day of JUNE, 2002, before me appeared KEVIN BROWN, the VICE-PRESIDENT OF BP TRANSPORTATION (ALASKA) INC. AND MANAGER of Endicott Pipeline Company, who executed the foregoing ENDICOTT PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.



[Signature]
Notary Public in and for the State of ALASKA
My Commission Expires 5/12/04