

AMENDMENT OF THE RIGHT-OF-WAY LEASE  
FOR THE  
TRANS-ALASKA PIPELINE  
ADL 63574

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Chitina Recording District in Book 7 Pages 0845 through 0952 on June 11, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 1st day of April, 1999 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shore land for the purpose of enhancing the protection of the above ground Trans-Alaska Pipeline System by constructing and maintaining a 700 foot long river bank revetment structure along the north bank of the Tazlina River at pipeline milepost (PLMP) 686.7 where a suspension bridge carries the mainline pipe across the Tazlina River. The revetment will stabilize the bank, prevent further erosion, and enhance the integrity of the pipeline by protecting the mainline above ground bridge in this area.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands within the Chitina Recording District described as:

The lands proposed for addition to the lease are generally described as:

Township 3 North, Range 1 West, Copper River Meridian, Alaska.

Section 6, NE4, those lands below the ordinary high water mark on the north bank of the Tazlina River within the following described area;

Township 4 North, Range 1 West, Copper River Meridian, Alaska.

Section 31, SE4, those lands below the ordinary high water mark on the north bank of the Tazlina River within the following described area;

Beginning at a point on the westerly TAPS right-of-way boundary line opposite pipeline

station 36255+60.9 (VSM-003), the point of beginning; thence westerly at a right angle to the bearing of the pipeline a distance of approximately 510 feet to a point; thence southerly a distance of approximately 550 feet to a point below the ordinary high water mark of the Tazlina River; thence easterly a distance of approximately 950 feet to a point below the ordinary high water mark of the Tazlina River; thence northerly a distance of approximately 550 feet to a point; thence westerly a distance of approximately 440 feet to a point on the westerly boundary line of the TAPS right-of-way and the point of beginning.

Containing 6.50 acres, more or less.

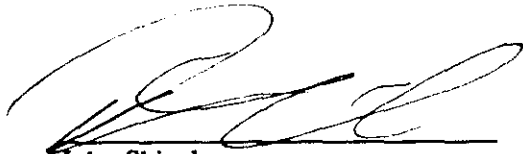
The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the revetment after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the revetment structure to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

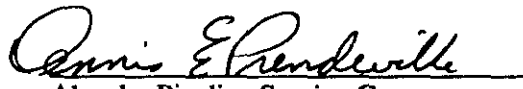
IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE



John Shively  
Commissioner  
Department of Natural Resources



Alyeska Pipeline Service Company  
Agent for  
Amerada Hess Pipeline  
Corporation  
ARCO Transportation Alaska,  
Inc.  
BP Pipelines (Alaska) Inc.  
Exxon Pipeline Company  
Mobil Alaska Pipeline Company  
Phillips Alaska Pipeline  
Corporation  
Unocal Pipeline Company

After Recording, Return to:

Alyeska Pipeline Service Co.,  
1835 S. Bragaw, MS 596  
Anchorage, AK 99512

000797

1999 SEP 23 P 1:45

BOOK SS PAGE 326

CHITINA  
RECORDING DISTRICT

REQUESTED BY  
APSC

# 28 CC

STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

THIS IS TO CERTIFY that on the 1st day of April, 1999, before me, personally appeared Dennis S. Henderson, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.



Mary C. Cookson  
Notary Public in and for the State of Alaska  
My Commission expires 8/14/2002

STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

THIS IS TO CERTIFY that on the 1st day of April, 1999, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Mayetta V. Jeffery  
Notary Public in and for the State of Alaska  
My Commission expires 6-22-99