

**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 Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th 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 buried Trans-Alaska Pipeline System by constructing and maintaining a 900 foot long river bank revetment structure along the east bank of the Dietrich River at pipeline milepost (PLMP) 185.8. The revetment will enhance the integrity of the pipeline by preventing further river bank erosion at this location. The construction of this revetment will also reclaim a buffer up to 75 feet wide between the Dietrich River and the buried pipe and RGV 34 facility.

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

Township 36 North. Range 10 West. Fairbanks Meridian. Alaska.

Section 28, NE 1/4, those lands below the ordinary high water mark of the east bank of the Dietrich River near PLMP 185.8 within the following described area:

Beginning at a point on the centerline of the Trans-Alaska Pipeline at AP-264, the point of beginning, thence N11°02'43"W a distance of approximately 230 feet to a point, thence S84°54'05"W a distance of approximately 356.2 feet to a point, thence S05°05'55"E a distance of approximately 798.8 feet to a point, thence N84°54'05"E a distance of approximately 380 feet to a point, thence N05°05'55"W a distance of approximately 570 feet to a point on the centerline of the Trans-Alaska Pipeline at AP-264 and the point of beginning.

Containing approximately 4.50 acres.

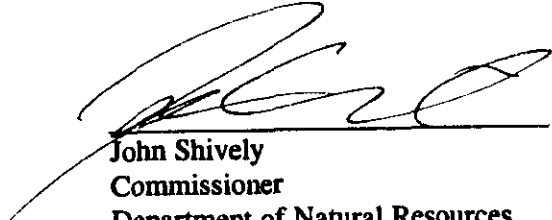
The lands described above are incorporated into and made a part of Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed; construction of the revetment structure; the Commissioner's approval of the as-built drawing which ties the revetment to the pipeline centerline; and Alyeska's acceptance of the Commissioner's approval of the as-built.


The final approved and accepted as-built drawing will replace and supercede this land description and will become the permanent amended 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

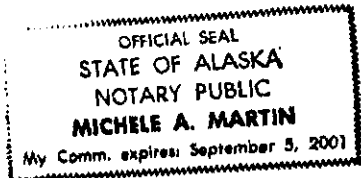
After Recording, return to:
Alyeska Pipeline Service Company
1835 S. Bragaw Street, MS 596
Anchorage, Alaska 99512

BK 1144 PG 482

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 15th day of April, 1999, before me, personally appeared Dennis E. Prendergast, 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.



Michele A. Martin
Notary Public in and for the State of Alaska
My Commission expires 9-5-01

STATE OF ALASKA)
) ss.
FIRST JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 17th 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.

Sharon Fremming
Notary Public in and for the State of Alaska
My Commission expires 5/24/99



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FAIRBANKS
RECORDING DISTRICT

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REQUESTED BY
P. Nage