

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

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 Amerada Hess Pipeline Corporation, BP Pipelines (Alaska) Inc., ExxonMobil Pipeline Company, Phillips Transportation Alaska, Inc., Unocal Pipeline Company and Williams Alaska Pipeline Company, L.L.C. (hereinafter referred to as COMPANIES), whose mailing address is The TAPS Right-of-Way Team, 1835 South Bragaw Street, MS 568, Anchorage, Alaska 99512.

This agreement, hereinafter referred to as AMENDMENT, amends the TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE as recorded in the Valdez Recording District on May 15, 1979 in Book 86, Pages 802-908; the Chitina Recording District on June 11, 1979 in Book 7, Pages 845-950A; the Barrow Recording District on July 16, 1979 in Book 24, Pages 1-107; the Fairbanks Recording District on July 16, 1979 in Book 149, Pages 799-905; and the Rampart Recording District on July 16, 1979 in Book 4, Pages 237-343.

WHEREAS, the COMPANIES have requested that Section 2.c. of the existing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE with an effective date of May 3, 1974 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 TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE reads as follows:

- 2.c. The Commissioner shall renew the Lease for additional periods up to ten (10) years each, so long as the Pipeline is in commercial operation and the Lessees are in full compliance with State law, including but not limited to State law pertaining to regulation and taxation of the Pipeline.

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

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

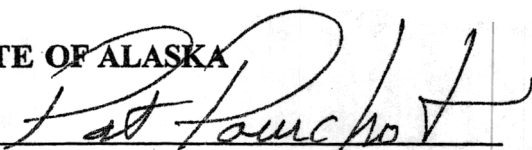
2.c. The Commissioner shall renew the Lease for additional periods up to thirty (30) years each, so long as the Pipeline is in commercial operation and the Lessees are in full compliance with State law, including but not limited to State law pertaining to regulation and taxation of the Pipeline.

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

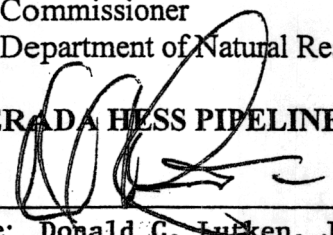
This AMENDMENT may be signed in counterpart. All such executed counterparts shall be considered an original, and the original signature pages and notary attestations may be attached to a single counterpart for purposes of recordation.

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

STATE OF ALASKA

By: 
Pat Pourchot
Commissioner
Department of Natural Resources

AMERADA HESS PIPELINE CORPORATION

By: 
Name: Donald C. Lucken, Jr. *DCS*
Title: President

BP PIPELINES (ALASKA) INC.

By: _____
Name: _____
Title: _____

EXXONMOBIL PIPELINE COMPANY

By: _____
Name: _____
Title: _____

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

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STATE OF ALASKA

By: _____
Pat Pourchot
Commissioner
Department of Natural Resources

AMERADA HESS PIPELINE CORPORATION

By: _____
Name: _____
Title: _____

BP PIPELINES (ALASKA) INC.

By: _____
Name: Albert W. Bolea
Title: President

EXXONMOBIL PIPELINE COMPANY

By: _____
Name: _____
Title: _____

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

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

This AMENDMENT may be signed in counterpart. All such executed counterparts shall be considered an original, and the original signature pages and notary attestations may be attached to a single counterpart for purposes of recordation.

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STATE OF ALASKA

By: _____
Pat Pourchot
Commissioner
Department of Natural Resources

AMERADA HESS PIPELINE CORPORATION

By: _____
Name: _____
Title: _____

BP PIPELINES (ALASKA) INC.

By: _____
Name: _____
Title: _____

EXXONMOBIL PIPELINE COMPANY

By: M. P. Tudor
Name: M. P. Tudor
Title: PRESIDENT

PHILLIPS TRANSPORTATION ALASKA, INC.

By: Margaret Yaege
Name: MARGARET YAEGE
Title: PRESIDENT

ROB

UNOCAL PIPELINE COMPANY

By: _____
Name: _____
Title: _____

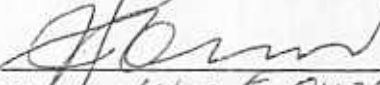
WILLIAMS ALASKA PIPELINE COMPANY, L.L.C.

By: _____
Name: _____
Title: _____

PHILLIPS TRANSPORTION ALASKA, INC.

By: _____
Name: _____
Title: _____

UNOCAL PIPELINE COMPANY

By:  _____
Name: John F. Oveson
Title: Vice President

WILLIAMS ALASKA PIPELINE COMPANY, L.L.C.

By: _____
Name: _____
Title: _____

PHILLIPS TRANSPORTION ALASKA, INC.

By: _____
Name: _____
Title: _____

UNOCAL PIPELINE COMPANY

By: _____
Name: _____
Title: _____

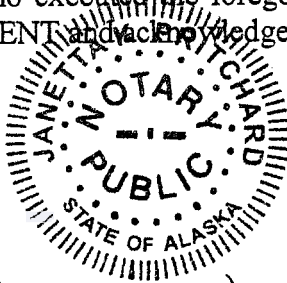
WILLIAMS ALASKA PIPELINE COMPANY, L.L.C.

By: Michael Mears
Name: Michael Mears
Title: Vice President

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 TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same.



Janet K. Putchard
Notary Public in and for the State of Alaska
My Commission Expires 12/11/2004

STATE OF TEXAS)
) ss.
Harris County)

THIS IS TO CERTIFY that on this 18th day of June, 2002, before me appeared Donald C. Lutken, Jr., the President of Amerada Hess Pipeline Corporation who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.



Mary Lou Fehr
Notary Public in and for the State of TEXAS
My Commission Expires 04-20-04

STATE OF _____)
) ss.
)

THIS IS TO CERTIFY that on this _____ day of _____, 2002, before me appeared _____, the _____ of BP Pipelines (Alaska) Inc. who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

Notary Public in and for the State of _____
My Commission Expires _____

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT

Notary Public in and for the State of Alaska
My Commission Expires _____

STATE OF _____)
) ss.
)
 _____)

Notary Public in and for the State of _____
My Commission Expires _____

STATE OF Alaska)
) ss.
Third Judicial District)

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STATE OF Texas)
) ss.
)

THIS IS TO CERTIFY that on this 26 day of June, 2002, before me appeared MICHAEL P. TUDOR, the PRESIDENT of ExxonMobil Pipeline Company who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.



Laverne M. Ford
Notary Public in and for the State of Texas
My Commission Expires 10/28/2004

STATE OF _____)
) ss.
)

THIS IS TO CERTIFY that on this _____ day of _____, 2002, before me appeared _____, the _____ of Phillips Transportation Alaska, Inc. who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

Notary Public in and for the State of _____
My Commission Expires _____

STATE OF _____)
) ss.
)

THIS IS TO CERTIFY that on this _____ day of _____, 2002, before me appeared _____, the _____ of Unocal Pipeline Company who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

Notary Public in and for the State of _____
My Commission Expires _____

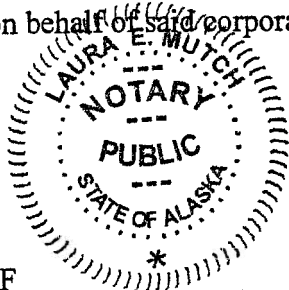
STATE OF _____)
) ss.

THIS IS TO CERTIFY that on this _____ day of _____, 2002, before me appeared _____, the _____ of ExxonMobil Pipeline Company who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

Notary Public in and for the State of _____
My Commission Expires _____

STATE OF Alaska)
) ss.
)

THIS IS TO CERTIFY that on this 19th day of June, 2002, before me appeared Margaret A. Vaage, the President of Phillips Transportation Alaska, Inc. who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.



Laura E. Mutch
Notary Public in and for the State of Alaska
My Commission Expires April 9, 2003

STATE OF _____)
) ss.

THIS IS TO CERTIFY that on this _____ day of _____, 2002, before me appeared _____, the _____ of Unocal Pipeline Company who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

Notary Public in and for the State of _____
My Commission Expires _____

STATE OF _____)
) ss.
)

THIS IS TO CERTIFY that on this _____ day of _____, 2002, before me appeared _____, the _____ of ExxonMobil Pipeline Company who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

Notary Public in and for the State of _____
My Commission Expires _____

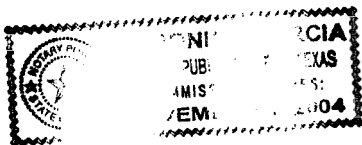
STATE OF _____)
) ss.
)

THIS IS TO CERTIFY that on this _____ day of _____, 2002, before me appeared _____, the _____ of Phillips Transportation Alaska, Inc. who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

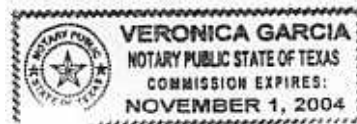
Notary Public in and for the State of _____
My Commission Expires _____

STATE OF Texas)
) ss.
)

THIS IS TO CERTIFY that on this 19th day of June, 2002, before me appeared John F. Dveson, the Vice President of Unocal Pipeline Company who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.



Veronica Garcia
Notary Public in and for the State of Texas
My Commission Expires 11-01-2004



STATE OF Oklahoma)
) ss.
County of Tulsa)

THIS IS TO CERTIFY that on this 21 day of June, 2002, before me appeared Michael Mears, the Vice President of Williams Alaska Pipeline Company, L.L.C. who executed the foregoing TRANS-ALASKA PIPELINE RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.



Elaine Puryear
Notary Public in and for the State of Oklahoma
My Commission Expires 9-6-04
Com. # 00014344