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

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,) / 1	
STATE OF ALASKA	1
By: fat fourchot	,
Pat Pourchot	
Commissioner	
Department of Natural Resources	
Department of Valuar Resources	
AMERADA HESS PIPELINE CORPORA	TION
AVIENADA ILESS I IVELINE CONI ORA	11011
By:	
Name: Donald C. Lucken, Jr.	KS
Title: President	
BP PIPELINES (ALASKA) INC.	
Ву:	
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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IN WITNESS WHEREOF, the parties have executed this AMENDMENT as of the date first above written.

By: ___ Pat Pourchot Commissioner Department of Natural Resources AMERADA HESS PIPELINE CORPORATION By: _____ Name: Title: BP PIPELINES (ADASKA) INC. By: Name: Albart W. Title: Wasidaut EXXONMOBIL PIPELINE COMPANY By: _____ Name: Title:

STATE OF ALASKA

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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.

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By:
Pat Pourchot
Commissioner
Department of Natural Resources
AMERADA HESS PIPELINE CORPORATION
Ву:
Name:
Name: Title:
BP PIPELINES (ALASKA) INC.
Ву:
Name:
Title:
EXXONMOBIL PIPELINE COMPANY
By: M. / Sudar
Name: 4.7. 7/4/201
Title: PLE CI KENT

STATE OF ALASKA

${\bf PHILLIPS\ TRANSPORTTION\ ALASKA,\ INC.}$

By:	
Name:	
Title:	
UNOCAL PIPELINE COMPA	NY
By: Honn	
Name: 1 John t. Oves	on
Title: Vice presides	1/
WILLIAMS ALASKA PIPELII	NE COMPANY, L.L.C
Ву:	
Name:	
Title:	

Title: Vice President

ACKNOWLEDGEMENT

STATE OF ALASKA)					
THIRD JUDICIAL DISTRICT) ss.)					
THIS IS TO CERTIFY that me appeared Pat Pourchot, the CON State of Alaska, who executed the LEASE AMENDMENT and acting OTAS OF ALEST OF TEXAS	MMISSION foregoing wedged vo	NER of the TRANS coluntarily lane.	e Departments -ALASKA signing the	ent of Natura PIPELINE e same. Sutchar for the State	al Resources of the RIGHT-OF-WAY	;
Harris County) ss.)					
THIS IS TO CERTIFY that me appeared Donald C. Lutken of Amerada Hess Pipeline CorpiPELINE RIGHT-OF-WAY LE. the same on behalf of said corporate MARY LOU FEHR Notary Public State of Texas My Commission Expires April 20, 2004	y Jr. poration v ASE AME ion.	, the who exection exection exection execution exe	President cuted the T and acknowledge to the transfer of the t	nt foregoing	TRANS-ALASKA voluntarily signing	Ī
STATE OF)) ss.)					
THIS IS TO CERTIFY that me appeared of BP Pipelines (Alaska) Inc. vRIGHT-OF-WAY LEASE AMEN behalf of said corporation.	who execu	, the _ ited the	foregoing	TRANS-AI	LASKA PIPELIN	Ē
					e of	

ACKNOWLEDGEMENT

STATE OF ALASKA)) ss.			
THIRD JUDICIAL DISTRICT	<i>)</i> 33.			
THIS IS TO CERTIFY that me appeared Pat Pourchot, the CO State of Alaska, who executed the LEASE AMENDMENT and ackno	MMISSIONE foregoing 7	ER of the Depar RANS-ALASK	tment of Natural R CA PIPELINE RIC	esources of the
			nd for the State of A	
STATE OF)) ss.)			
THIS IS TO CERTIFY that me appeared	t on this	day of		_, 2002, before
me appeared	rporation will ASE AMEN	io executed ti	ne foregoing inc	ANO-ALASKA
	No M	otary Public in a y Commission I	and for the State of Expires	
STATE OF Alaska Third Judicial District)) ss.)			
THIS IS TO CERTIFY that me appeared Albert N. Book of BP Pipelines (Alaska) Inc. RIGHT-OF-WAY LEAST ME behalf of said corporation P. BRE	at on this 2 blea who execute NDMENT ar	the <u>Pres</u> ed the foregoin d acknowledge	ng TRANS-ALAS	KA PIPELINE ing the same on
NOTAR PUBLI	$C:_{N}$ \overline{N}	otary Public in	and for the State of Expires	Alaska

Amendment of ROW Lease ADL 63574

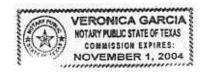
Page 4 of 6

STATE OF Jeyas)		
) ss.		
THIS IS TO CERTIFY that on this me appeared MICHAEL P. JUDO R. of ExxonMobil Pipeline Company who exRIGHT-OF-WAY LEASE AMENDMENT behalf of said corporation.	xecuted the foregoing TRANS.	ALASKA PIPELINE
LAVERNE M. FORD Notary Public, State of Teams My Commission Expires 1049-804	Notary Public in and for the St My Commission Expires 20	
STATE OF		
THIS IS TO CERTIFY that on this me appeared of Phillips Transportation Alaska, Inc. PIPELINE RIGHT-OF-WAY LEASE AN the same on behalf of said corporation.	who executed the foregoin	g TRANS-ALASKA
	Notary Public in and for the St My Commission Expires	
STATE OF		
THIS IS TO CERTIFY that on this	day of	, 2002, before
me appeared	the the true the foregoing TRANS-	ALASKA PIPELINE
	Notary Public in and for the St My Commission Expires	

STATE OF)) ss.		
THIS IS TO CERTIFY that on this me appeared of ExxonMobil Pipeline Company who ex	day of , the	, 2002, before
of ExxonMobil Pipeline Company who exRIGHT-OF-WAY LEASE AMENDMENT behalf of said corporation.	kecuted the foregoing TRANS-A and acknowledged voluntarily	ALASKA PIPELINE signing the same on
	Notary Public in and for the Sta My Commission Expires	
STATE OF Alaska) ss.		
THIS IS TO CERTIFY that on this me appeared Marcaret A Vaeue. of Phillips Transportation Alaska, Inc. PIPELINE RIGHT-OF-WAY LEASE AN	who executed the foregoing	g IKANS-ALASKA
the same on behalf of said corporation.	Notary Public in and for the St My Commission Expires	tate of <u>Alanka</u> 1019, 2003
STATE OF		
THIS IS TO CERTIFY that on this me appeared of Unocal Pipeline Company who exe	day of	, 2002, before
of Unocal Pipeline Company who exer RIGHT-OF-WAY LEASE AMENDMEN behalf of said corporation.	ecuted the foregoing TRANS- T and acknowledged voluntarily	ALASKA PIPELINE y signing the same on
	Notary Public in and for the S My Commission Expires	state of

STATE OF)) ss.		
THIS IS TO CERTIFY that me appeared of ExxonMobil Pipeline Compan	t on this _	day of	, 2002, before
of ExxonMobil Pipeline Compan RIGHT-OF-WAY LEASE AMEN behalf of said corporation.	y who ex NDMENT	recuted the foregoing TRANS- and acknowledged voluntarily	ALASKA PIPELINE signing the same on
		Notary Public in and for the St My Commission Expires	
STATE OF)) ss.)		
THIS IS TO CERTIFY that me appeared of Phillips Transportation Alas PIPELINE RIGHT-OF-WAY LE the same on behalf of said corporation.	EASE AN	day of, the who executed the foregoin MENDMENT and acknowledge	g TRANS-ALASKA ed voluntarily signing
		Notary Public in and for the S My Commission Expires	tate of
STATE OF TEXAS)) ss.)		
THIS IS TO CERTIFY the me appeared John F. DV of Unocal Pipeline Company RIGHT-OF-WAY LEASE AME behalf of said corporation.	<u>eson</u> who exe	the <u>Vice treesion</u> the the foregoing TRANS-	, 2002, before ALASKA PIPELINE y signing the same on
PUB: CXAS AMIS SS: AM		Notary Public in and for the S My Commission Expires 1	State of Toxas

Amendment of ROW Lease ADL 63574



STATE OF <u>OKlahoma</u>	
County of Tulsa) ss.	
THIS IS TO CERTIFY that on this	21 day of June, 2002, before the Vice President I. C. who executed the foregoing TRANS-ALASKA
of Williams Alaska Pineline Company. L.	L.C. who executed the foregoing TRANS-ALASKA
PIPELINE RIGHT-OF-WAY LEASE AN	MENDMENT and acknowledged voluntarily signing
the same on behalf of said corporation.	\mathcal{L}
Security.	Haine Turyear
STATE POR	Notary Public in and for the State of OKlahome
EN PUBLISHED	My Commission Expires 9-6-04
CONN EXP.	Com. # 00014344
A Social States	