



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

**Cathodic Protection System
TAPS Access Road 7 APL-2
PLMP 766.6**

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, ADL 63574, hereinafter referred to as AMENDMENT.

The RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, was recorded in the Valdez Recording District in Book 86, Pages 0802 through 0908, on May 15, 1979. The RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, which became effective May 2, 2004, was recorded as Document No. 2002-001280-0, Book 152, Pages 750 through 779 on December 17, 2002, in the Valdez Recording District.

This AMENDMENT is made and entered into and becomes effective this 26th day of August, 2010, 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 the Trans-Alaska Pipeline System owner companies located at P.O. Box 196660, MS 569, Anchorage, Alaska 99519-6660, hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease, ADL 63574, to include additional State of Alaska land to construct and maintain a Cathodic Protection (CP) system. The additional land is located approximately 33 miles north of Valdez, Alaska, between the Trans-Alaska Pipeline System (TAPS) pipeline and the Tsaina River, within the existing right-of-way for TAPS Access Road 7 APL-2. This system will protect the TAPS by improving cathodic protection and reducing corrosion from PLMP 758 to PLMP 766.

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

Township 8 South, Range 2 West, Copper River Meridian, Alaska.

Section 9, N2, those lands within TAPS Access Road 7 APL-2 between the Access Road bridge over the Tsaina River and the below-ground pipe, as depicted on the maps submitted with the application labeled "F658 - 2010 CP CAPITAL IMPROVEMENT PROJECT TAPS MP 766.6 ACCESS ROAD 7-APL-2" containing 6.0 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, and the RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, effective May 2, 2004.

The lands needed to accommodate the CP system after construction will be 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 show the CP system in relation to the boundaries of the existing TAPS right-of-way. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D, Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE, 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



Thomas E. Irwin
Commissioner
Department of Natural Resources



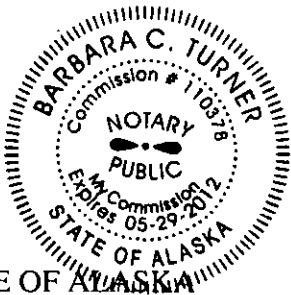
Peter C. Nagel /Sr. Land Manager
Alyeska Pipeline Service Company, Agent
for the Trans-Alaska Pipeline System owner
companies



STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 16 day of August, 2010, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for the Trans-Alaska Pipeline System 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.



Barbara C. Turner

Notary Public in and for the State of Alaska
My Commission expires 5-29-12

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 25th day of August, 2010, before me, personally appeared Thomas E. Irwin, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

Mary Kay Ryckman

Notary Public in and for the State of Alaska
My Commission expires with office

MARY KAY RYCKMAN
COMM. #113030
Notary Public - State of Alaska
My Comm. Expires "with office"

Cathodic Protection System
TAPS Access Road 7 APL-2
PLMP 766.6

Return To: Alyeska Pipeline Service Company
Peter C. Nagel, MS 569
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