

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

**POINT SOURCE HEAT PROJECT – NEAR REMOTE GATE VALVE 65,
PIPELINE MILEPOST 397.5**

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 Fairbanks Recording District in Book 149, Pages 0799 through 0905, on July 16, 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 in the Fairbanks Recording District as Document No. 2002-025712-0, Pages 001 through 030 on December 6, 2002.

This AMENDMENT is made and entered into and becomes effective this 24th day of August, 2015, by and between the STATE OF ALASKA located at 3651 Penland Parkway, Anchorage, Alaska 99508, 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 (TAPS) owner companies located at P.O. Box 196660, MS 502 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 for the installation of a new heater module, three fuel storage tanks and a fuel truck off-loading area at Remote Gate Valve 65, near Pipeline Milepost 397.5. The additional infrastructure is integral to maintaining the flow of oil by providing additional heat to increase the crude oil temperatures.

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 Fairbanks Recording District described as:



SW4NE4 Section 31, Township 8 North, Range 5 West, Fairbanks Meridian,
that portion immediately adjacent to the TAPS Right-of-Way, containing
approximately 2.14 acres.

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.

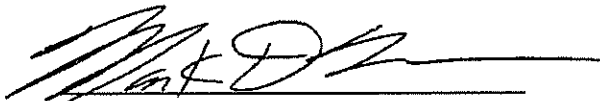
The lands needed to accommodate the new heater module, three fuel storage tanks and a fuel
truck off-loading area after construction may be less than those described above. After
construction, Alyeska Pipeline Service Company will submit an as-built survey for the
Commissioner's approval. The as-built survey will show the right-of-way addition in relation to
the boundaries of the existing TAPS right-of-way.

Pursuant to Section 1.d.(ii) of the TAPS Lease, approval by the Commissioner and
acceptance of such approval by APSC of the final as-built survey of the project area shall operate
as a release of all interests of APSC in lands not included in the final as-built survey. 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 as-built survey.

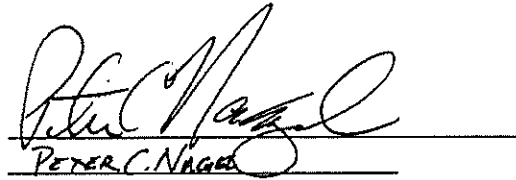
IN WITNESS WHEREOF, the COMMISSIONER and LESSEE have affixed their signatures
to duplicate originals of this AMENDMENT.

STATE OF ALASKA

LESSEE



Mark Myers
Commissioner
Department of Natural Resources



PETER C. NAGEL
Alyeska Pipeline Service Company, Agent
for the Trans-Alaska Pipeline System owner
companies

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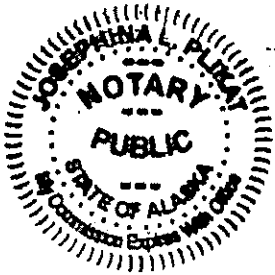


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STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 27th day of August, 2015, before me, personally appeared Peter C Nagel, who stated that he executed the foregoing document as an authorized representative of 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.



Joseph P. Riebt
Notary Public in and for the State of Alaska
My Commission expires with office

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 26 day of August, 2015, before me, personally appeared Mark Myers, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

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

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

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