

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

FUEL GAS LINE MANUAL GATE VALVE No. 3 REPLACEMENT

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 Barrow Recording District as Document No. 1979-000309-0 Book 24, Pages 1 through 107, 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 Barrow Recording District as Document No. 2002-001065-0, Pages 1 through 30 on December 6, 2002.

This AMENDMENT is made and entered into and becomes effective this 21 day of June, 2016, 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 upon which to replace and relocate existing below-ground Fuel Gas Line Manual Gate Valve No. 3 to an above-ground location on a new gravel workpad. The additional land is necessary for protecting the integrity of the Fuel Gas Line, which provides fuel gas to two Pump Stations north of the Brooks Range.

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 Barrow Recording District described as:



TAPS Fuel Gas Line Manual Gate Valve No. 3

SE4 Section 4, Township 4 North, Range 14 East, Umiat Meridian, at Fuel Gas Line milepost 38.8, lands immediately adjacent to Dalton Highway milepost 378.3, containing approximately 0.61 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.

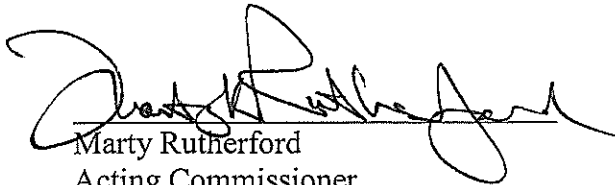
The lands needed to relocate Fuel Gas Line Manual Gate Valve No. 3 may be less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built survey for the Commissioner's approval. The as-built survey will show the right-of-way addition in relation to the boundaries 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



Marty Rutherford
Acting Commissioner
Department of Natural Resources



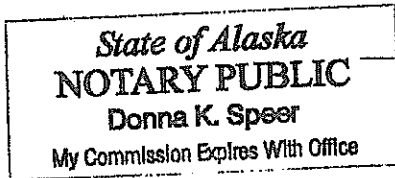
LAURE MANAGER
Alyeska Pipeline Service Company, agent
for the Trans-Alaska Pipeline System owner
companies



STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 21 day of June, 2016, before me, personally appeared Pete Nuegel, 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.



Donna K. Speer
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 21 day of June, 2016, before me, personally appeared Marty Rutherford, the Acting 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

