

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

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 dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 1 through 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 9th day of May, 1995 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 Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional land adjacent and contiguous to Pump Station 2 and Pump Station 3. The additional land adjacent and contiguous to Pump Station 2 is located at approximately PLMP 57.7 and Dalton Highway milepost 360, within Section 7, Township 1 North, Range 15 East, Umiat Meridian, Alaska. The additional land adjacent and contiguous to Pump Station 3 is located at approximately PLMP 104.2 and Dalton Highway milepost 312.7, within Sections 16 and 17, Township 7 South, Range 14 East, Umiat Meridian, Alaska. The additional land at each pump station is for storage and other operation and maintenance support activities.

AND WHEREAS, the Commissioner's Decision of October 4, 1994, found the addition of these lands to be in the best interest of the state pursuant to AS 38.35.015.

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

Beginning at Corner 2 of the survey plat for Pump Station No. 2, located within Sec. 12, T1N, R14E; & Sec. 7, T1N, R15E, U.M., Alaska and recorded in the Barrow Recording District on February 23, 1995 as plat 95-1, the true point of beginning; thence S 0°25'48" W a distance of 243.23' to Corner 3; thence N 64°20'47" W a distance of 103.64' to Corner 4; thence S 25°39'05" W a distance of 1062.88' to Corner 5; thence N 64°21'09" W a distance of 411.94' to Corner 6; thence N 10°41'48" E for a distance of 1133.17' to Corner 7; thence S 79°18'13" E for a distance of 728.97' back to the true point of beginning.

Containing 15.81 acres, more or less.

According to the survey plat for Pump Station No. 2, located within Sec. 12, T1N, R14E; & Sec. 7, T1N, R15E, U.M., Alaska and recorded in the Barrow Recording District on February 23, 1995 as plat 95-1.

Beginning at Corner 2 of the survey plat for Pump Station No. 3, located within Sec. 8, 9, 16, 17, T7S, R14E, U.M., Alaska and recorded in the Barrow Recording District on February 23, 1995 as plat 95-2; thence S 89°44'24" W a distance of 313.06' to Corner 3, the true point of beginning; thence S 00°15'38" E a distance of 545.10' to Corner 4; thence S 89°44'19" W a distance of 255.99' to the TAPS pipeline centerline; thence S 89°44'14" W a distance of 159.66' to Corner 5; thence S 00°15'46" E a distance of 830.27' to Corner 6; thence S 89°44'11" W a distance of 665.75' to Corner 7; thence N 00°24'42" E for a distance of 1375.47' to Corner 8; thence N 89°44'13" E for a distance of 1065.09' back to the true point of beginning.

Containing 25.97 acres, more or less.

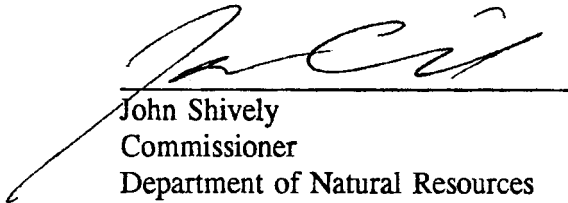
According to the survey plat for Pump Station No. 3, located within Sec. 8, 9, 16, 17, T7S, R14E, U.M., Alaska and recorded in the Barrow Recording District on February 23, 1995 as plat 95-2.


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.

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


John Shively
Commissioner
Department of Natural Resources


Alyska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 9th day of May, 1995, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

Sharon Lemming
Notary Public in and for the State of Alaska
My Commission expires 5-24-95

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 26th day of April, 1995, before me, personally appeared DENNIS E. PRENDEVILLE, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced 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.

Kyle D. Gauthier
Notary Public in and for the State of Alaska
My Commission expires 11-25-97

Kyle D. Gauthier, Notary Public
State of Alaska
My Commission Expires 11/25/97