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**AMENDMENT OF RIGHT-OF-WAY LEASE  
FOR THE KUPARUK PIPELINE  
ADL 402294**

This AMENDMENT is made, entered into, and becomes effective the 28<sup>th</sup> day of June, 2002 by and between the State of Alaska acting through the Commissioner of Natural Resources or designee, whose mailing address is 411 West 4<sup>th</sup> Avenue, Suite 2C, Anchorage, Alaska 99501-2343, and Kuparuk Pipeline Company (hereinafter referred to as COMPANY), whose mailing address is P.O. Box 100360, Anchorage, Alaska 99510.

This agreement, hereinafter referred to as AMENDMENT, amends the KUPARUK PIPELINE RIGHT-OF-WAY LEASE as recorded in the Barrow Recording District on May 10, 2000 in Book 115, Pages 25-81.

WHEREAS, the COMPANY has requested that Section 2.c. of the existing KUPARUK PIPELINE RIGHT-OF-WAY LEASE with an effective date of August 26, 1980 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 KUPARUK PIPELINE RIGHT-OF-WAY LEASE reads as follows:

- 2.c. The COMMISSIONER OR HIS DESIGNEE shall upon request of the LESSEE renew the Lease for additional periods up to ten (10) years each, so long as the PIPELINE is in commercial operation and the LESSEE is in full compliance with State, Federal and local laws, including but not limited to State law pertaining to regulation and taxation of the PIPELINE SYSTEM.

NOW, therefore, the parties agree that the KUPARUK PIPELINE RIGHT-OF-WAY LEASE is amended as follows:

Section 2.c. is hereby amended to read as follows:

- 2.c. The COMMISSIONER OR HIS DESIGNEE shall upon request of the LESSEE renew the Lease for additional periods up to thirty (30) years each, so long as the PIPELINE is in commercial operation and the LESSEE is in full compliance with State, Federal and local laws, including but not limited to State law pertaining to regulation and taxation of the PIPELINE SYSTEM.



Please return recorded documents to:

Janet Sheldon

MWH

4100 Spenard Road

Anchorage, AK 99517

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