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Recording Dist: 413 - Barrow

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RECORD THIS AMENDMENT OF THE RIGHT-OF-WAY LEASE FOR THE
KUPARUK PIPELINE EXTENSION ADL 409027 IN THE BARROW
RECORDING DISTRICT

UPON RECORDING, RETURN TO:

Kuparuk Transportation Company
P.O. Box 100360
Anchorage, Alaska 99510-0360
Attention: Pamela L. Barkeley

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
KUPARUK PIPELINE EXTENSION
ADL 409027**

This Amendment of the RIGHT-OF-WAY LEASE FOR THE KUPARUK PIPELINE EXTENSION, ADL 409027, which was originally recorded in the Barrow Recording District on May 4, 1983, in Book 36, Pages 70-123, is hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 8th day of January, 2008, 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 Kuparuk Transportation Company whose mailing address is P.O. Box 100360, Anchorage, Alaska 99510-0360, hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease, ADL 409027, pursuant to the provisions of the Right-of-Way Leasing Act (Alaska Statutes 38.35), to replace the existing 12-inch diameter pipeline with an 18-inch diameter pipeline between Central Processing Facility (CPF) No. 2 (CPF-2) and Drill Site 2Z; and to construct pig launcher and receiver facilities on state lands adjacent to the existing Kuparuk Pipeline Extension Right-of-Way Lease and Alaska State Land Survey No. 87-15 (ASLS 870015).

WHEREAS, the pipeline replacement project with 18-inch diameter pipe will be conducted within the existing Kuparuk Pipeline Extension Right-of-Way for approximately 4.15 miles, within Sections 11, 14, 15, 16, and 21, within Township 11 North, Range 9 East, Umiat Meridian. The pipeline replacement project will not require permanent additional acreage. By standardizing the pipe diameter and constructing the pig launcher and receiver, the Kuparuk Pipeline Extension will have maintenance and smart pigging capability over the entire pipeline (approximately 9 miles).

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE KUPARUK PIPELINE EXTENSION, ADL 409027, to include the lands within the Barrow Recording District described below:

The pig launcher area is proposed at CPF-2 and will extend west approximately 19 feet beyond the existing Kuparuk Pipeline Extension Right-of-Way, within Section 21, Township 11 North, Range 9 East, Umiat Meridian, encompassing 0.016 acres, more or less. The pig receiver area is proposed at CPF-1 and will extend north approximately 41 feet beyond the existing Kuparuk Pipeline Extension Right-of-Way within Section 9,



Township 11 North, Range 10 East, Umiat Meridian, encompassing 0.0275 acres, more or less. The total acreage proposed for the pig launcher and receiver sites encompasses 0.0435 acres, more or less.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE KUPARUK PIPELINE EXTENSION, ADL 409027. Following construction activities, as described in Section 1.e. of the RIGHT-OF-WAY LEASE FOR THE KUPARUK PIPELINE EXTENSION, ADL 409027, Kuparuk Transportation Company is required to submit surveys for the Commissioner's approval. The surveys will describe the lands added to the Kuparuk Pipeline Extension Right-of-Way where the pig launcher and receiver modules are located. Upon the Commissioner's approval of the surveys, the final legal description of the RIGHT-OF-WAY LEASE FOR THE KUPARUK PIPELINE EXTENSION, ADL 409027, as amended, will be depicted in the surveys.

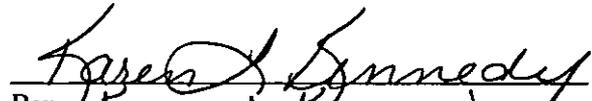
IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signatures to duplicate originals of this AMENDMENT on or before the date first above written.

STATE OF ALASKA

LESSEE



Thomas E. Irwin
Commissioner
Department of Natural Resources


By: Karen Kennedy
Title: Manager, Eng. Ops
Kuparuk Transportation Company

STATE OF ALASKA)
) SS.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 7th day of January, 2008, before me, personally appeared Karen L. Kennedy, who stated that he/she executed the foregoing document as an authorized representative of the Kuparuk Transportation Company.

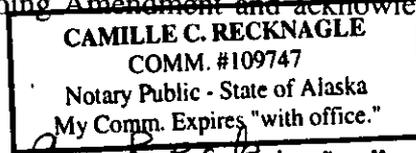
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Karen D. Foster
Notary Public in and for the State of Alaska
My Commission expires August 9, 2012

STATE OF ALASKA)
) SS.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 8th day of January, 2008, 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.



Camille C. Recknagle
Notary Public in and for the State of Alaska
My Commission expires "with office"

