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AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE MILNE POINT PIPELINE
ADL 410221

RECORD THIS DOCUMENT IN THE BARROW RECORDING DISTRICT

RETURN THIS DOCUMENT TO: Guess & Rudd P.C.
 Attn: L. R. Veerman
 510 L Street, Suite 700
 Anchorage, AK

Grantor: State of Alaska, Department of Natural Resources
Grantee: Milne Point Pipeline, LLC

Prior Document: Milne Point Pipeline Right-of-Way Lease recorded on February 8, 1985,
 at Book 43, Pages 675-740, Barrow Recording District

Legal Description: Alaska State Land Survey #84-96 (Tracts A, B, C1, C2, D, E1, E2, F, G,
 H, I, J, K, L, M) filed in the records of the Barrow Recording District as
 Instrument No. 86-4 on January 30, 1986.

The Survey affected lands generally are located within the following
sections:

- UM, T. 12 N., R. 16 E.: Section 36
- UM, T. 11 N., R. 16 E.: Sections 1, 24, 25, 26, 35
- UM, T. 11 N., R. 17 E.: Sections 6, 7, 8, 17, 18, 19, 20
- UM, T. 10 N., R. 16 E.: Sections 2, 3, 4, 5, 7, 8
- UM, T. 10 N., R. 15 E.: Sections 2, 3, 6, 11, 12
- UM, T. 11 N., R. 15 E.: Sections 31, 32, 33, 34
- UM, T. 11 N., R. 14 E.: Sections 33, 36
- UM, T. 10 N., R. 14 E.: Sections 1, 2, 3, 4

**AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE MILNE POINT PIPELINE
ADL 410221**

This AMENDMENT is made, entered into, and becomes effective the 28th 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 4th Avenue, Suite 2C, Anchorage, Alaska 99501-2343, and Milne Point Pipeline, LLC (hereinafter referred to as COMPANY), whose mailing address is P.O. Box 190848, Anchorage, Alaska 99519.

This agreement, hereinafter referred to as AMENDMENT, amends the MILNE POINT PIPELINE RIGHT-OF-WAY LEASE as recorded in the Barrow Recording District on February 8, 1985 in Book 43, Pages 675-740.

WHEREAS, the COMPANY has requested that Section 2.c. of the existing MILNE POINT PIPELINE RIGHT-OF-WAY LEASE with an effective date of January 15, 1985 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 MILNE POINT PIPELINE RIGHT-OF-WAY LEASE reads as follows:

- 2.c. The COMMISSIONER will upon request of the LESSEE renew the lease for additional periods up to ten 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 MILNE POINT PIPELINE RIGHT-OF-WAY LEASE is amended as follows:

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

- 2.c. The COMMISSIONER will 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.



