

BK 0970PG442

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 Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 30th day of August, 1996 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 State of Alaska land within the Fairbanks Recording District for the purpose of accommodating construction and operation of a new drag reducing agent (DRA) injection facility at the below described location.

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

Township 28 North, Range 12 West, Fairbanks Meridian, Alaska.
Section 16: SE4NE4, those lands within the following described area:

Beginning at a point on the westerly Trans-Alaska Pipeline System (TAPS) right-of-way boundary line opposite pipeline station 12566+60, thence southwesterly along the westerly TAPS right-of-way boundary line a distance of approximately 344 feet to a point, thence N 38° 49' 43" W a distance of approximately 148 feet to a point, thence N 51° 10' 17" E a distance of approximately 342 feet to a point, thence S 38° 49' 43" E a distance of approximately 159 feet to the point of beginning, containing approximately 1.14 acres.

The land 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. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and

ADL 63574

Page 1 of 3

Coldfoot DRA Facility

RETURN TO LESSEE:

Alyeska Pipeline Service Company
Attn: Land and Permits
1835 South Bragaw, MS 596
Anchorage, Alaska 99512

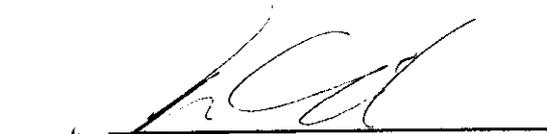
BK 0970PG443

review/acceptance of the as-built survey for the drag reducing agent injection facility, said as-built to be tied to the TAPS pipeline centerline.

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



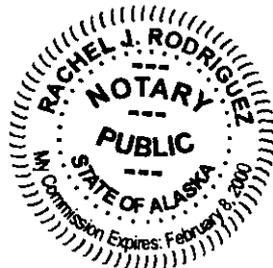
John Shively
Commissioner
Department of Natural Resources

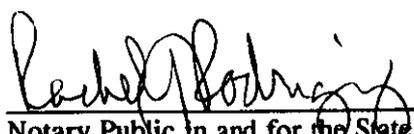


Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 30th day of August, 1996, 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.





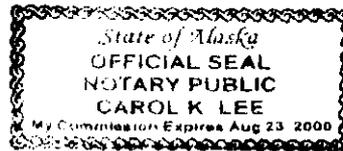
Notary Public in and for the State of Alaska
My Commission expires 2-8-2000

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 29th day of August, 1996, before me, personally appeared Dennis 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.

Carol K. Lee
Notary Public in and for the State of Alaska
My Commission expires 8/23/2000



96-18216

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CC

FAIRBANKS REC. DISTRICT
RECORDED Alyeska
Pipeline

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