

**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 19th day of March, 1999 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-596, 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 shore land for the purpose of enhancing the protection of the above ground Trans-Alaska Pipeline System by constructing and maintaining a 900 foot long river bank revetment structure along the east bank of the Middle Fork Koyukuk River at pipeline milepost (PLMP) 218.5. The revetment will enhance the integrity of the pipeline by preventing further river bank erosion at this location by control of the meandering Middle Fork Koyukuk River. The construction of this revetment will increase the buffer to the above ground pipe approximately 250 feet at the upstream end and 200 feet at the downstream end.

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

Township 31 North, Range 11 West, Fairbanks Meridian, Alaska.

Section 25, SW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area;

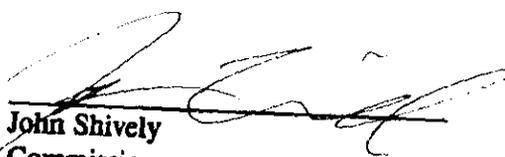
Beginning at a point on the centerline of the Trans-Alaska Pipeline at AP-325-1, the point of beginning, thence N37°11'05"W a distance of approximately 800 feet to a point, thence S52°48'16"W a distance of approximately 1300 feet to a point, thence S37°11'44"E a distance of approximately 900 feet to a point, thence N52°48'16"E a distance of approximately 1300 feet to a point, thence N37°11'05"W a distance of approximately 100 feet to the point of beginning, containing approximately 15.0 acres.

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. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed; construction of the revetment structure; the Commissioner's approval of the as-built drawing which will be tied to the pipeline centerline; and Alyeska's acceptance of the Commissioner's approval of the as-built.

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

After Recording, return to:

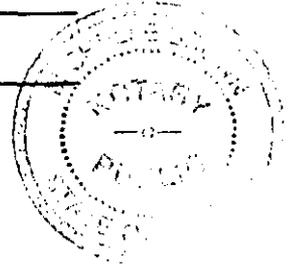
Alyeska Pipeline Service Company
1835 S. Bragaw Stree, MS 596
Anchorage, Alaska 99512

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 17th day of March, 1999, 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.

Michelle Brown
Notary Public in and for the State of Alaska
My Commission expires 5/26/2002



STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of March, 1999, 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.

Maryetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission expires 6-22-99



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FAIRBANKS
RECORDING DISTRICT
1999 JN-9 AM11:58
REQUESTED BY
P. Nagel