

**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 Barrow Recording District in Book 24 Pages 0001 through 0107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 14th day of October, 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 State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of a semi-deep well anode cathodic protection system on the west bank of the Sagavanirktok River in the vicinity of pipeline milepost (PLMP) 76.0. The anode system is designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection of the buried Trans-Alaska Pipeline System between PLMPs 73 and 84.5.

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

Townships 2 & 3 South, Range 14 East, Umiat Meridian, Alaska.

Those lands lying within the SE4SE4 of Section 32 and the SW4SW4 of Section 33, Township 2 South, Range 14 East, Umiat Meridian and the NW4NW4 of Section 4, Township 3 South, Range 14 East, Umiat Meridian near PLMP 76.0 as depicted on the drawing submitted with the application labeled COOPERATIVE CORROSION PROJECT X08045X, T2S, R14E. U.M., SEC. 32 & 33, T.3S, R14E, U.M., SEC. 4, PLMP 76.0"

Containing 16.0 acres, more or less.

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.

The lands needed to accommodate the cathodic protection system after construction will be

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substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the system to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, 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 will be amended to reflect the final, amended legal description.

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
ARCO Transportation Alaska,
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline
Unocal Pipeline Company

AFTER RECORDING, RETURN TO:

Alyeska Pipeline Service Co.,
1835 S. Bragaw Str, MS 596
Anchorage, AK 99512

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

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THIS IS TO CERTIFY that on the 8th day of October 1999, before me, personally appeared Peter C. Nagel, 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.



Nail Shuford
Notary Public in and for the State of Alaska
My Commission expires June 30, 2003

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 14th day of October, 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.



Mayetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission expires 6-22-03

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BARROW RECORDING DISTRICT 25cc REQUESTED BY
Alyeska pipeline