

2003-002617-0

Recording Dist: 401 - Fairbanks
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**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, and the RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, which was recorded in the Fairbanks Recording District as Document No. 2002-025712-0, pages 1 through 30 on December 6, 2002, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 13th day of JANUARY, 2003 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 the Trans Alaska Pipeline System owner companies 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 revetment structure on the east bank of the Middle Fork Koyukuk River at pipeline milepost 230. The revetment will enhance the integrity of the pipeline by preventing further encroachment of the Middle Fork Koyukuk River on the workpad and above ground pipeline.

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 Fairbanks-Recording-District described as:

Township 29 North, Range 12 West, Fairbanks Meridian, Alaska.

Section 1, SW4,
Section 2, S2SE4,
Section 11, N2NE4, and
Section 12, NW4NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River, as depicted on the drawing submitted with the Issued For Construction package labeled:
"PLMP 230 MIDDLE FORK KOYUKUK RIVER REVETMENT PLAN,
DWG.NO. D-00-F316H-C1". Containing approximately 40.0 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.

The lands needed to accommodate the revetment structure after construction will be 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 structures 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.

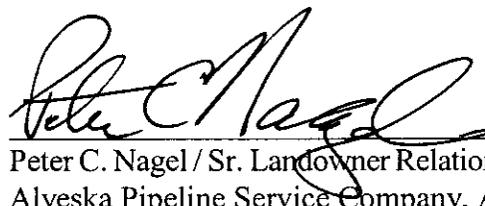
IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE



Marty Rutherford
Acting Commissioner
Department of Natural Resources



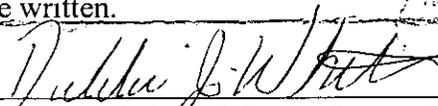
Peter C. Nagel / Sr. Landowner Relations Specialist
Alyeska Pipeline Service Company, Agent for
Amerada Hess Pipeline Corporation, BP Pipelines
(Alaska) Inc., ExxonMobil Pipeline Company, Phillips
Transportation Alaska, Inc., Unocal Pipeline Company,
and Williams Alaska Pipeline Company, L.L.C



STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 8th day of January, 2003, 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.

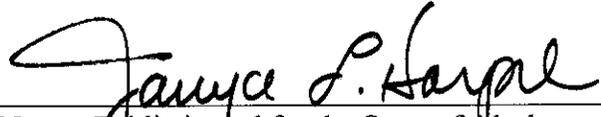
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal; the day and year in this certificate first above written.

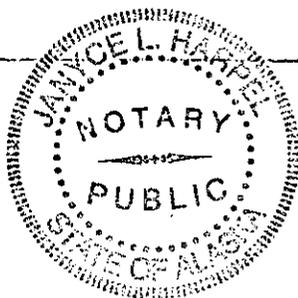

Notary Public in and for the State of Alaska
My Commission expires 9/29/04



STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 13 day of January, 2003, before me, personally appeared Marty Rutherford, the Acting 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 5.12.2006



Revetment MP 230
Middle Fork Koyukuk River

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After Recording, Return to:



1835 South Bragaw St., MS 596
Anchorage, Alaska 99512



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