

2003-002931-0

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, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 15th 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 228.9. The revetment will enhance the integrity of the pipeline by preventing further encroachment of the Middle Fork Koyukuk River on the workpad and buried 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 30 North, Range 12 West, Fairbanks Meridian, Alaska.

Section 36, SW 1/4, 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 westerly Trans-Alaska Pipeline System (TAPS) boundary line opposite pipeline station 12073+50, thence westerly at right angle to the bearing of the TAPS right-of-way a distance of approximately 550 feet to a point, thence southerly at right angle to the preceding bearing described a distance of approximately 1200 feet to a point, thence easterly at right angle to the preceding bearing described herein a distance of approximately 550 feet to a point on the westerly boundary line of the TAPS right-of-way, thence northerly along the westerly boundary line of the TAPS right-of-way approximately 1200 feet to the point of beginning. Containing approximately 7.50 acres.

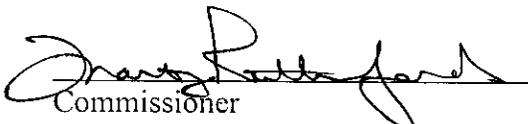
The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the revetment structure after construction are substantially less than those described above. Alyeska Pipeline Service Company has submitted an as-built drawing for the Commissioner's approval, which ties 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


Commissioner
Department of Natural Resources

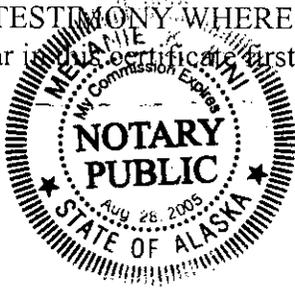

Peter C. Nagel / Sr. Landowner Relations Specialist
Alyeska Pipeline Service Company, Agent for
Amerada Hess Pipeline Corporation, BP Pipelines
(Alaska) Inc., ExxonMobil Pipeline Company, Phillips
Transportation Alaska, Inc., Unocal Pipeline Company,
and Williams Alaska Pipeline Company, L.L.C



STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 18th day of December, 2002, 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.

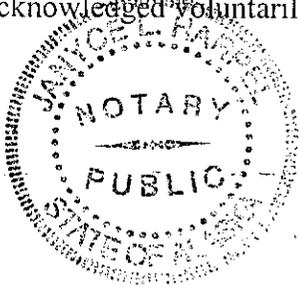
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in the certificate first above written.



Melame K. Kiani
Notary Public in and for the State of Alaska
My Commission expires 08-28-05

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 15 day of January, 200³, before me, personally appeared Marty Rutherford, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Janyce L. Harpel
Notary Public in and for the State of Alaska
My Commission expires 5-12-2006

After Recording, Return to:

Alyeska pipeline
ENERGY COMPANY

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

