

2003-029436-0

Recording Dist: 401 - Fairbanks

11/03/2003 12:41 PM Pages: 1 of 3

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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, hereinafter referred to as AMENDMENT.

The RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 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, was recorded as Document No. 2002-025712-0, pages 1 through 30 on December 6, 2002 in the Fairbanks Recording District.

This AMENDMENT is made and entered into and becomes effective this 14th day of February, 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 to accommodate the installation and maintenance of a new revetment structure on the east bank of the Middle Fork Koyukuk River at pipeline milepost 219.5. 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 31 North, Range 11 West, Fairbanks Meridian, Alaska.

Section 35, N2, those lands lying below the ordinary high water mark of the Middle Fork Koyukuk River within a 500' x 1,100' area, adjacent to the Trans-Alaska Pipeline System (TAPS) right-of-way, as depicted on the drawing submitted with the application labeled "PLMP 219.5 KOYUKUK RIVER REVETMENT, PLATE 1, AT: SEC. 35, T31N., R11W., FAIRBANKS MERIDIAN ALASKA.

Containing approximately 12.6 acres.

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



Thomas E. Irwin
Commissioner
Department of Natural Resources



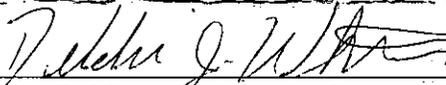
Peter C. Nagel
Sr. Landowner Relations Specialist
Alyeska Pipeline Service Company, Agent for
Amerada Hess Pipeline Corporation,
BP Pipelines (Alaska) Inc., ExxonMobil Pipeline
Company, Phillips Transportation Alaska, Inc.,
Unocal Pipeline Company, and Williams Alaska
Pipeline Company, L.L.C

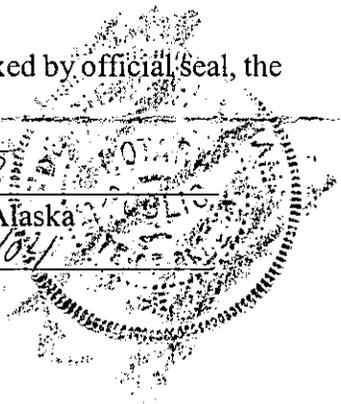


STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 10th day of February, 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.

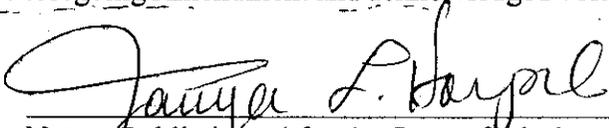
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

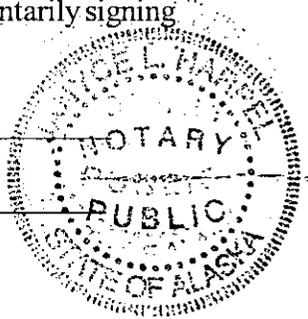

Notary Public in and for the State of Alaska
My Commission expires 9/29/04



STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 10th day of February, 2003, before me, personally appeared Thomas E. Irwin, 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 5-12-2006



Revetment MP 219.5
Middle Fork Koyukuk River

Return to:
Alyeska Pipeline Service Company
Peter C. Nagel, MS 569
P.O. Box 196660
Anchorage, Alaska 99510-6660

3 of 3
2003-029436-0

