

**AMENDMENT OF THE RIGHT-OF-WAY LEASE  
FOR THE  
TRANS-ALASKA PIPELINE  
ADL 63574**

**Stipulation 3.4.1.1**

This is an Amendment to Stipulation 3.4.1.1 of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE, 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: Barrow Recording District in Book 24, Pages 001 through 107 on July 16, 1979; Chitina Recording District in Book 7, Pages 845 through 950A, on June 11, 1979; Fairbanks Recording District in Book 149, Pages 0799 through 0905 on July 16, 1979; Rampart Recording District in Book 4, Pages 0237 through 0343 on July 16, 1979; and Valdez Recording District in Book 86, Pages 0802 through 0908, on May 15, 1979.

The RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, which became effective May 2, 2004, was recorded in the: Barrow Recording District as Document No. 2002-001065-0, Pages 1 through 30 on December 6, 2002; Chitina Recording District as Document No. 2002-000976-0, in Book 64, Pages 596 through 625 on December 16, 2002; Fairbanks Recording District as Document No. 2002-025712-0, Pages 1 through 30 on December 6, 2002; Ft. Gibbon Recording District as Document No. 2003-000012-0, Pages 1 through 31 on February 26, 2003; Rampart Recording District as Document No. 2002-000050-0, Pages 1 through 30 on December 6, 2002; and Valdez Recording District as Document No. 2002-001280-0, in Book 152, Pages 750 through 779 on December 17, 2002.

This AMENDMENT is made and entered into and becomes effective this 5 day of January, 2006 by and between the State of Alaska located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 by the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and BP Pipelines (Alaska) Inc., ExxonMobil Pipeline Company, ConocoPhillips Transportation Alaska, Inc., Unocal Pipeline Company and Koch Alaska Pipeline Company, LLC (herein collectively referred to as "LESSEES") whose mailing address is Alyeska Pipeline Service Company, P.O. Box 196660, MS 569, Anchorage, Alaska 99519-6660.

WHEREAS, the LESSEES applied to amend the existing Right-of-Way Lease, ADL 63574, to modify Stipulation 3.4.1.1 to replace the seismic zones with the seismic ground motion maps, found in the International Building Code (IBC), for TAPS design.

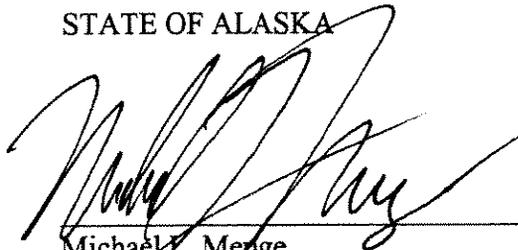
NOW THEREFORE, the COMMISSIONER and LESSEES agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574, to replace the existing language of Stipulation 3.4.1.1 with the following language:

*“The pipeline shall be seismically designed, where technically feasible, by appropriate application of the best practicable technology available, to prevent any Oil leakage from the effects of earthquakes, including seismic shaking, ground deformation and earthquake-induced mass movements. The seismic design criteria shall conform to the USGS seismic hazard maps for Alaska, which are based on maximum considered earthquake ground motions. These maps serve as ground motion input criteria for seismic design in accordance with the International Building Code (IBC). The edition of the maps utilized shall be in conformance with that required by applicable federal and state law at the time of design. The seismic design criteria are subject to possible modification by site specific probabilistic seismic assessment. The adaptation of these criteria does not preclude possible additional performance related requirements for various operation equipment, control and communication systems as required by the Pipeline Coordinator.”*

The language above is incorporated into Stipulation 3.4.1.1 and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, and the RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, effective May 2, 2004.

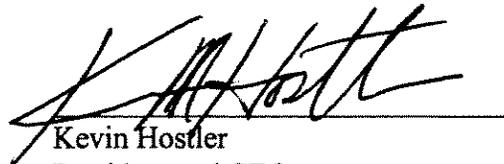
IN WITNESS WHEREOF, the parties have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA



Michael L. Mergo  
Commissioner  
Department of Natural Resources

LESSEES

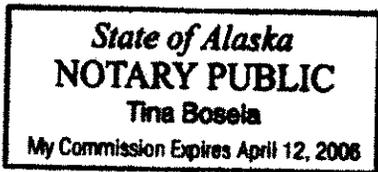


Kevin Hostler  
President and CEO  
Alyeska Pipeline Service Company

ACKNOWLEDGEMENTS

STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

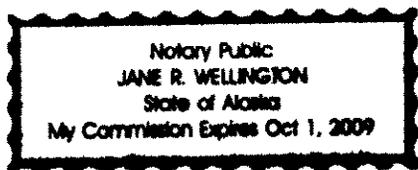
THIS IS TO CERTIFY that on the 5 day of January, 2006, before me, appeared Michael L. Menge, the COMMISSIONER of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same on behalf of the State of Alaska.



Tina Bosela  
Notary Public in and for the State of Alaska  
My Commission expires 4-12-06

STATE OF Alaska )  
3rd Judicial District ) ss.  
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THIS IS TO CERTIFY that on the 21 day of December, 2005, before me, appeared Kevin Hostler, the President and CEO of Alyeska Pipeline Service Company, as agent for Lessees, the Owner Companies of the Trans-Alaska Pipeline System, who executed the foregoing Amendment and acknowledged voluntarily signing the same on behalf of said corporation.



Jane R. Wellington  
Notary Public in and for the State of Alaska  
My Commission expires October 1, 2009