

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 1 through 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 4th day of October, 1994 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-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

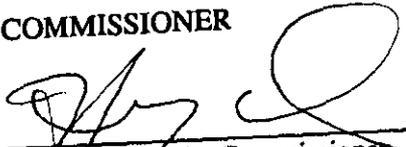
WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional land within the Barrow Recording District for Spur Dike 3A in the Sagavanirktok River in the vicinity of pipeline milepost (PLMP) 22 and milepost 396 of the Dalton Highway. Spur Dike 3A is located at approximately pipeline station 1143+00 within Sections 17 and 18, Township 7 North, Range 14 East, Umiat Meridian, Alaska. The land requested for construction of the new Spur Dike 3A consists of approximately 10.1 acres as depicted on the drawing entitled Plan - Limits of Construction dated March 8, 1994, Exhibit A, attached and made a part hereof.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, dated May 3, 1974 ADL 63574 to include the land identified as Spur Dike 3A (NEW) as depicted on the drawing dated March 8, 1994, Exhibit A. The land is incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for Spur Dike 3A.

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

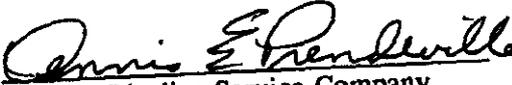
Return to Lessee
Alyeska Pipeline Service Company
1835 South Bragaw Street, MS 569
Anchorage, AK 99512

COMMISSIONER



Harry A. Noah, Commissioner
State of Alaska
Department of Natural Resources

LESSEE

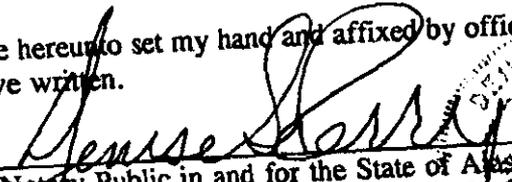


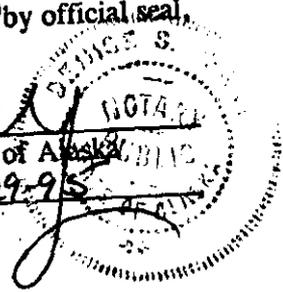
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 4TH day of OCTOBER, 1994, before me, personally appeared Harry A. Noah, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

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

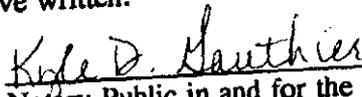


Notary Public in and for the State of Alaska
My Commission expires 8-29-95


STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

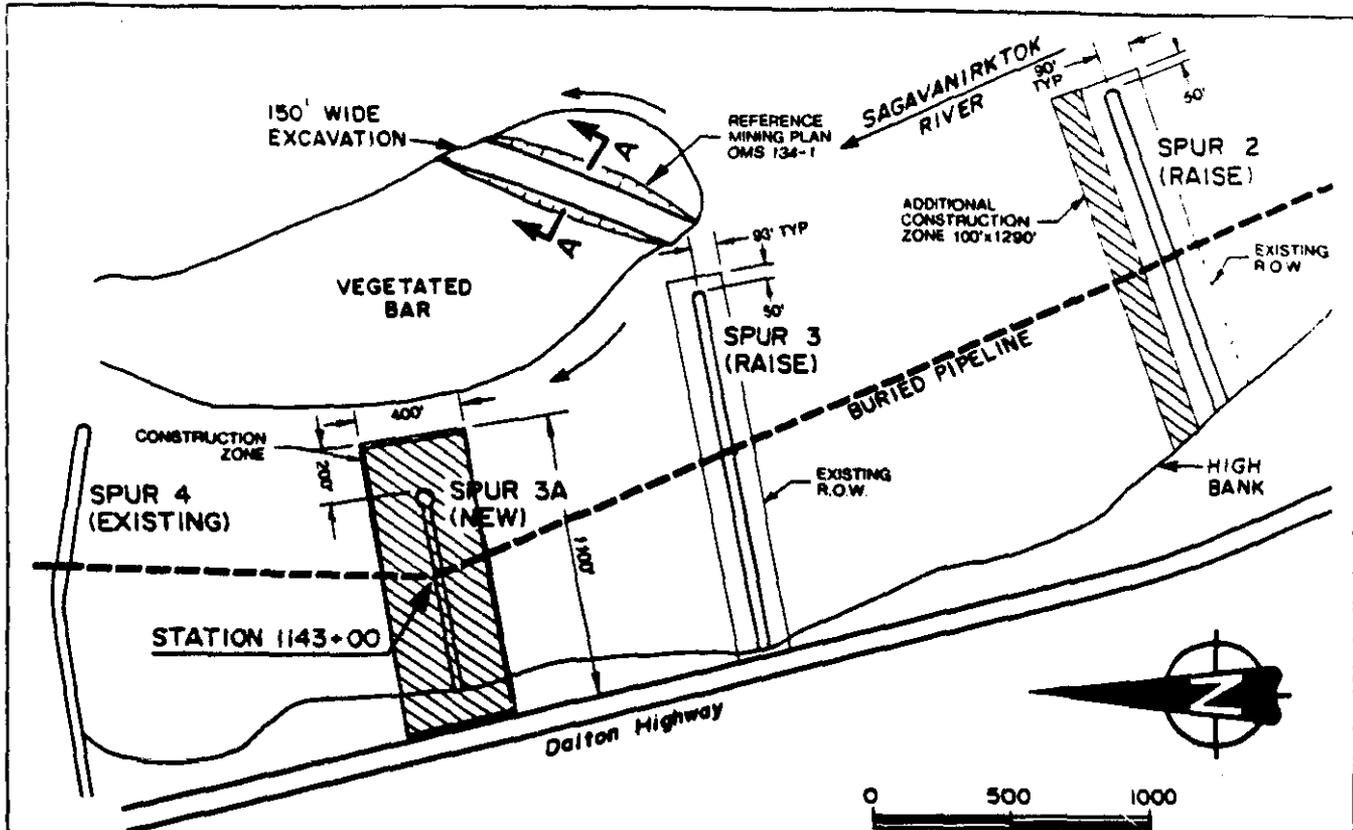
THIS IS TO CERTIFY that on the 27 day of September, 1994, before me, personally appeared Dennis E. Prendeville, who stated that he/she executed the foregoing document as an authorized representative of Alyeska Pipeline Service Company as agent for its above-referenced owner companies and voluntarily on behalf of said corporation.

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



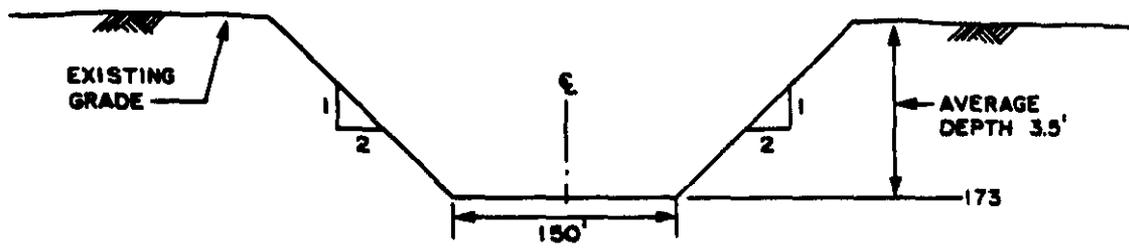
Notary Public in and for the State of Alaska
My Commission expires 11-25-97

Kyle D. Gauthier, Notary Public
State of Alaska
My Commission Expires 11/25/97



NOTE: Excavation in vegetated bar to be down to the average water level at the time of construction

PLAN



SECTION A-A

PIPELINE MP: 22 DATUM: MSL ADJACENT PROPERTY OWNER: STATE OF ALASKA	APPLICATION BY: Alyeska pipeline 1835 SOUTH BRAGAW STREET ANCHORAGE, ALASKA 99512 PLAN LIMITS OF CONSTRUCTION	PROPOSED: SPUR DIKE CONSTRUCTION AND RAISING SAGAVANIRK TOK RIVER AT: SEC. 17 & 18, T7N-R14E UMIAT MERIDIAN 2 of 2 DATE 8MAR94
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EXHIBIT A

BOOK 77 PAGE 32
Barrow Recording District

95-10

RECORDED - FILED	25
BARROW REC. DIST.	25
DATE	JAN 6 19 95
TIME	11:54 AM
Requested by	ALYESKA
Address	PIPELINE SERVICE CD