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COORDINATOR'S OFFICE

Document Title: CATHODIC PROTECTION UPGRADES
PIPELINE MILEPOSTS 774.16 AND 775.95

Document Executed Date: 7/24/13

District Recorded in: VALDOZ

Date Recorded: 8/19/13



DOCUMENT TITLE: AMENDMENT OF
THE RIGHT-OF-WAY LEASE FOR THE
TRANS-ALASKA PIPELINE, ADL 63574
CATHODIC PROTECTION UPGRADES,
PIPELINE MILEPOSTS 774.16 AND
775.95

RECORDING DISTRICT: VALDEZ

ASSOCIATED DOCUMENTS: Document Numbers 1979-000574-0
and 2002-001280-0

GRANTOR: STATE OF ALASKA

GRANTEE: ALYESKA PIPELINE SERVICE COMPANY

AFTER RECORDING RETURN TO:

State Pipeline Coordinator's Office
411 West 4th Avenue
Anchorage, Alaska 99501

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

**CATHODIC PROTECTION UPGRADES
PIPELINE MILEPOSTS 774.16 and 775.95**

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, 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 Valdez Recording District in Book 86, Pages 802 through 908, 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 Valdez Recording District as Document No. 2002-001280-0, Book 152, Pages 750 through 779 on December 17, 2002.

This AMENDMENT is made and entered into and becomes effective this 24th day of July, 2013, by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2, 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 (TAPS) owner companies located at P.O. Box 196660, MS 502 Anchorage, Alaska 99519-6660, 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 the construction and maintenance of cathodic protection improvements along the TAPS mainline pipe at two sites near Thompson Pass. The cathodic protection upgrades are designed to protect the buried pipeline from corrosion.

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 Valdez Recording District described as:

Site 1, Pipeline Milepost 774.16: SW4 Section 27, Township 8 South, Range 3 West, Copper River Meridian, those lands within and adjacent to TAPS access road 6 APL-1A



(ADL 206963) and extending from the TAPS right-of-way to a location within the ADOT&PF maintenance station (ADL 200032), containing approximately 0.6 acres.

Site 2, Pipeline Milepost 775.95: NE4 Section 4, Township 9 South, Range 3 West, Copper River Meridian, those lands adjacent to the TAPS right-of-way (ADL 63574) and the Richardson Highway right-of-way, containing approximately 0.11 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, and the RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, effective May 2, 2004.

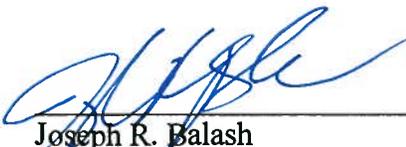
The lands needed to accommodate the cathodic protection upgrades will be less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built survey for the Commissioner's approval. The as-built survey will show the right-of-way addition in relation to the boundaries of the existing TAPS right-of-way.

Pursuant to Section 1.d.(ii) of the TAPS Lease, approval by the Commissioner and acceptance of such approval by APSC of the final as-built survey of the cathodic protection upgrades shall operate as a release of all interests of APSC in lands not included in the final as-built survey. Exhibit D, Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE, ADL 63574, will be amended to reflect the final as-built survey.

IN WITNESS WHEREOF, the COMMISSIONER and LESSEE have affixed their signatures to duplicate originals of this AMENDMENT.

STATE OF ALASKA

LESSEE



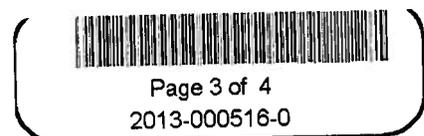
Joseph R. Balash
Acting Commissioner
Department of Natural Resources



Alyeska Pipeline Service Company, Agent
for the Trans-Alaska Pipeline System owner
companies

Amendment of the Right-of-Way Lease for
the Trans-Alaska Pipeline, ADL 63574
Cathodic Protection Upgrades
Pipeline Mileposts 774.16 and 775.95

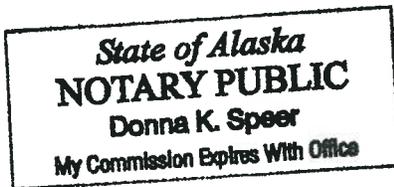
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STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 29 day of July, 2013, 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 the Trans-Alaska Pipeline System 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.



Donna K. Speer
Notary Public in and for the State of Alaska
My Commission expires with office

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 24th day of July, 2013, before me, personally appeared Joseph Balash, 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.



Jennifer Dufresne
Notary Public in and for the State of Alaska
My Commission expires with office

Amendment of the Right-of-Way Lease for
the Trans-Alaska Pipeline, ADL 63574
Cathodic Protection Upgrades
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