



2003-001192-0

Recording Dist: 413 - Barrow

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**AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE ALPINE OIL PIPELINE
ADL 415701**

This AMENDMENT is made, entered into, and becomes effective this 5th day of September, 2003 by and between the State of Alaska acting through the Commissioner of Natural Resources or designee, whose mailing address is 411 West 4th Avenue, Suite 2C, Anchorage, AK 99501-2343, and ConocoPhillips Company (hereinafter referred to as COMPANY), whose mailing address is ConocoPhillips Company, PO Box 100360, Anchorage, Alaska 99510-0360.

This agreement, hereinafter referred to as AMENDMENT, amends the ALPINE OIL PIPELINE RIGHT-OF-WAY LEASE as recorded in the Barrow Recording District on January 28, 1999 in Book 104, Pages 813-877.

WHEREAS, the COMPANY has requested that Section 2.c. of the existing ALPINE OIL PIPELINE RIGHT-OF-WAY LEASE with an effective date of December 15, 1998 be amended to reflect a renewal term for up to thirty years in conformance with AS 38.35.110(a), as amended pursuant to Section 5, Ch. 18, SLA 2001; and

WHEREAS, Section 2.c. of the existing ALPINE OIL PIPELINE RIGHT-OF-WAY LEASE reads as follows:

- 2.c. The Commissioner shall, upon request of the Lessee, renew this lease for additional periods of up to ten years each, so long as the Lessee is in commercial operation and the Lessee is in full compliance with all the terms of this lease and all state, federal, and local laws including but not limited to state law pertaining to regulation and taxation of the Pipeline System. The Lessee shall give notice of its intent to seek renewal of this lease no later than six months before expiration.

NOW, therefore, the parties agree that the ALPINE OIL PIPELINE RIGHT-OF-WAY LEASE is amended as follows:

Section 2.c. is hereby amended to read as follows:

- 2.c. The Commissioner shall, upon request of the Lessee, renew this lease for additional periods of up to thirty years each, so long as the Lessee is in commercial operation and the Lessee is in full compliance with all the terms of this lease and all state, federal, and local laws including but not

limited to state law pertaining to regulation and taxation of the Pipeline System. The Lessee shall give notice of its intent to seek renewal of this lease no later than six months before expiration.

Except as expressly amended hereby all terms, covenants and conditions of the ALPINE OIL PIPELINE RIGHT-OF-WAY LEASE shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this AMENDMENT as of the date first above written.

STATE OF ALASKA

CONOCOPHILLIPS COMPANY

[Signature]

Thomas E. Irwin
Commissioner
Department of Natural Resources

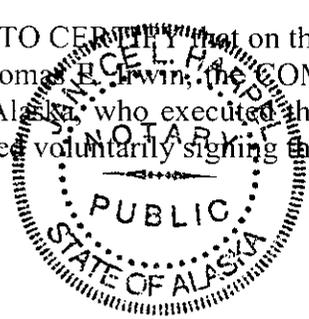
Kevin O. Meyers

By: Kevin O. Meyers
Title: Vice President
ConocoPhillips Company

RM

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

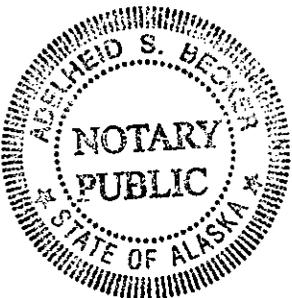
THIS IS TO CERTIFY that on this 5 day of Sept, 2003, before me appeared Thomas E. Irwin, the COMMISSIONER of the Department of Natural Resources of the State of Alaska, who executed the foregoing RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same.



Janyce L. Barpel
Notary Public in and for the State of Alaska
My Commission Expires 5.12.2006

STATE OF Alaska)
3rd Judicial District) ss.
)

THIS IS TO CERTIFY that on this 4th day of August, 2003, before me appeared Kevin O. Meyers the Vice President of ConocoPhillips Company, who executed the foregoing RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.



Adelheid S. Becker
Notary Public in and for the State of _____
My Commission Expires _____
Adelheid S. Becker, Notary Public
State of Alaska
My Commission Expires 7/17/2004



Please record these documents and return them to:

Ms. Sherry Timmerman
Regulatory Compliance Coordinator
Phillips Alaska Pipelines
P. O. Box 100360, ATO-902
Anchorage, Alaska 99510-0360



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