



cc

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

**Sagavanirktok River Revetment Extension
PLMP 72.4**

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 Barrow Recording District in Book 24, Pages 001 through 0107 on July 16, 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 as Document No. 2002-001065-0, Pages 1 through 30 on December 16, 2002 in the Barrow Recording District.

This AMENDMENT is made and entered into and becomes effective this 5th day of July, 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 Alyeska Pipeline Service Company (APSC) as agent for the Trans-Alaska Pipeline System owner companies located at P.O. Box 196660, MS 569, 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 a temporary construction zone to accommodate the construction and maintenance of an extension to an existing revetment on the west bank of the Sagavanirktok River near pipeline milepost (PLMP) 72.4. This will enhance the integrity of the Trans-Alaska Pipeline System by protecting the below ground pipe in this area from future flood events. The river is only 150 feet away from the work pad. A major flood could reduce the remaining buffer and threaten the 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 Barrow Recording District described as:

Township 2 South, Range 14 East, Umiat Meridian, Alaska.

Section 16, SW4NE4, those lands within an area approximately 800 feet long by 225 feet wide situated adjacent to and east of the existing Trans-Alaska Pipeline System right-of-way as depicted on the attached plan view drawing submitted after the application labeled "PLMP 72.4 SAG RIVER REVETMENT EXTENSION, PROPOSED ROW ACQUISITION, PLATE 1, REV 1 - APR 06", AT: SEC. 16, T2S, R14E, UMIAT MERIDIAN, ALASKA.

Aggregating 4.10 acres, more or less.

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 this revetment extension after construction will be less than those described above. After construction, APSC will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the revetment extension to the pipeline centerline. Upon APSC's acceptance of the Commissioner's approval of the as-built, 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, 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

[Handwritten Signature]

Michael L. Menge
Commissioner
Department of Natural Resources

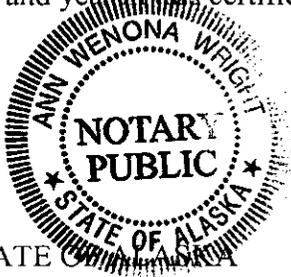
[Handwritten Signature]

Peter C. Nagel, Land Manager
Alyeska Pipeline Service Company, Agent
for the Trans-Alaska Pipeline System owner
companies

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 30th day of June, 2006, 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.

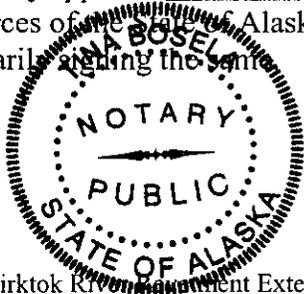


[Handwritten Signature]

Notary Public in and for the State of Alaska
My Commission expires November 18, 2008

STATE)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 5 day of July, 2006, before me, personally 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.



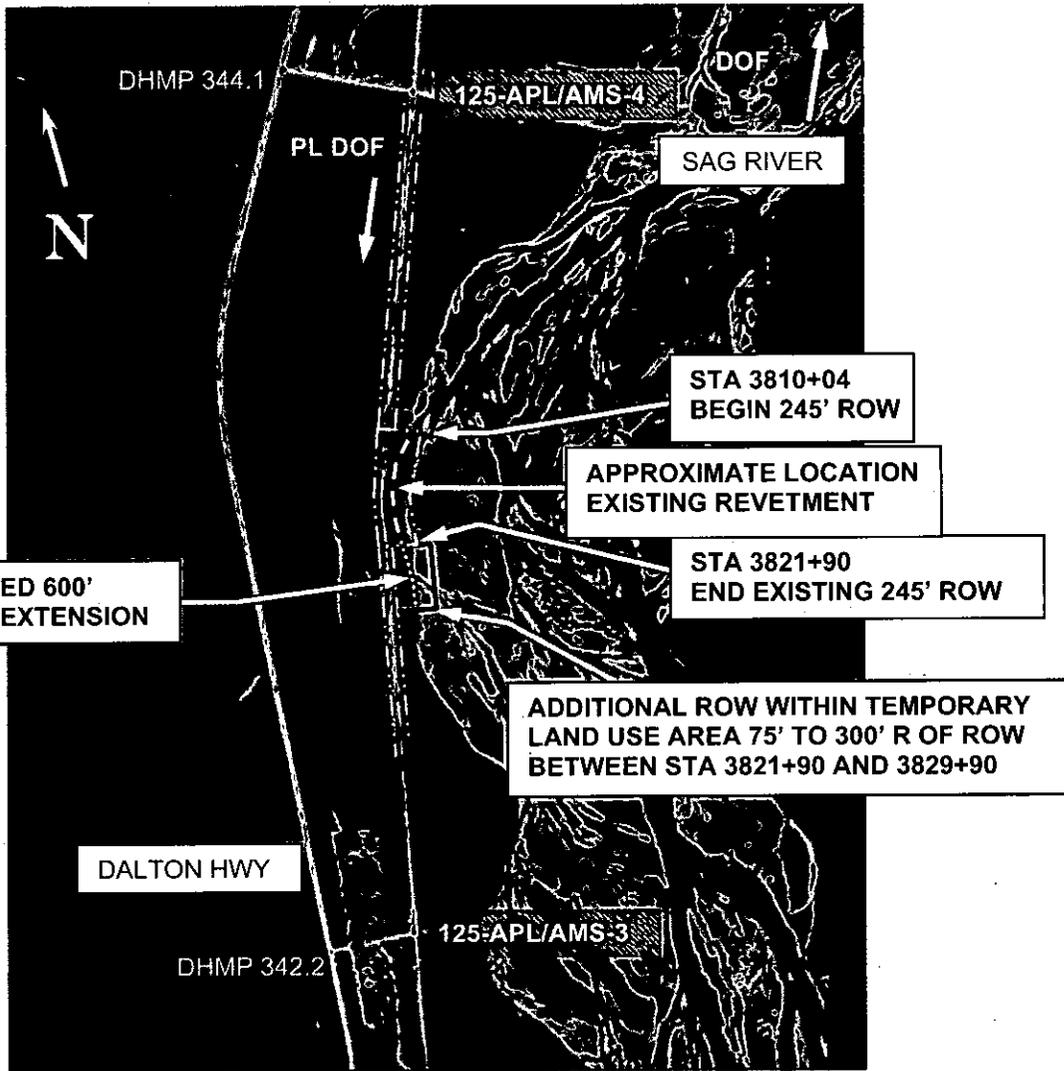
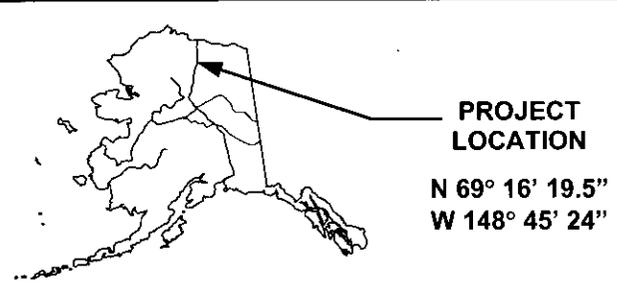
[Handwritten Signature]

Notary Public in and for the State of Alaska
My Commission expires End of Service

Sagavanirktok River Amendment Extension
PLMP 72.4

Return To: Alyeska Pipeline Service Company
Peter C. Nagel, MS 569
P. O. Box 196660
Anchorage, Alaska 99519





ADJACENT PROPERTY OWNERS: STATE OF ALASKA
 APPROXIMATE TLUP AREA: 4.1 ACRES
 REFERENCE: AL-00-G100 SHEET 14



PLMP 72.4 SAG RIVER REVETMENT EXTENSION
PROPOSED ROW ACQUISITION
PLATE 1 REV 1 - APR 06

AT: SEC. 16, T 2S, R 14E
 UMIAT MERIDIAN, ALASKA