AMENDMENT OF RIGHT-OF-WAY LEASE
FOR THE KUPARUK PIPELINE EXTENSION
ADL 409027

This AMENDMENT is made, entered into, and becomes effective the 25th day of June, 2002 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, Alaska 99501-2343, and Kuparuk Pipeline Company (hereinafter referred to as COMPANY), whose mailing address is P.O. Box 100360, Anchorage, Alaska 99510.

This agreement, hereinafter referred to as AMENDMENT, amends the KUPARUK PIPELINE EXTENSION RIGHT-OF-WAY LEASE as recorded in the Barrow Recording District on May 4, 1983 in Book 36, Pages 70-123.

WHEREAS, the COMPANY has requested that Section 2.c. of the existing KUPARUK PIPELINE EXTENSION RIGHT-OF-WAY LEASE with an effective date of April 18, 1983 be amended to reflect a renewal term for up to thirty (30) 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 KUPARUK PIPELINE EXTENSION RIGHT-OF-WAY LEASE reads as follows:

2.c. The Commissioner will upon request of the lessee renew the lease for additional periods up to ten years each, so long as the pipeline is in commercial operation and the lessee is in full compliance with State, Federal and local laws, including but not limited to State law pertaining to regulation and taxation of the pipeline system.

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

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

2.c. The Commissioner will upon request of the lessee renew the lease for additional periods up to thirty (30) years each, so long as the pipeline is in commercial operation and the lessee is in full compliance with State, Federal and local laws, including but not limited to State law pertaining to regulation and taxation of the pipeline system.
Except as expressly amended hereby all terms, covenants and conditions of the KUPARUK PIPELINE EXTENSION 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

Pat Pourchoff
Commissioner
Department of Natural Resources

KUPARUK PIPELINE COMPANY

By: Margaret A. Yaege
Name: Margaret A. Yaege
Title: President

ACKNOWLEDGEMENT

STATE OF ALASKA )
) ss.
THIRD JUDICIAL DISTRICT )

THIS IS TO CERTIFY that on this 26th day of June, 2002, before me appeared Pat Pourchoff, the COMMISSIONER of the Department of Natural Resources of the State of Alaska, who executed the foregoing KUPARUK PIPELINE EXTENSION RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same.

JANET K. Fitchett
Notary Public in and for the State of Alaska

STATE OF ALASKA )
) ss.
THIRD JUDICIAL DISTRICT )

THIS IS TO CERTIFY that on this 26th day of June, 2002, before me appeared Margaret A. Yaege, the President of Kuparuk Pipeline Company, who executed the foregoing KUPARUK PIPELINE EXTENSION RIGHT-OF-WAY LEASE AMENDMENT and acknowledged voluntarily signing the same on behalf of said corporation.

CAROL KELLY
Notary Public in and for the State of Alaska
My Commission Expires Aug. 16, 2004

Amendment of ROW Lease ADL 409027
Please return recorded documents to:

Janet Sheldon
MWH
4100 Spenard Road
Anchorage, AK 99517