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

Stipulation 3.2.1.1

This is an Amendment to Stipulation 3.2.1.1 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 107 on July 16, 1979; Chitina Recording District in Book 7, Pages 845 through 950A, on June 11, 1979; Fairbanks Recording District in Book 149, Pages 0799 through 0905 on July 16, 1979; Rampart Recording District in Book 4, Pages 0237 through 0343 on July 16, 1979; and Valdez Recording District in Book 86, Pages 0802 through 0908, 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 Barrow Recording District as Document No. 2002-001065-0, Pages 1 through 30 on December 6, 2002; Chitina Recording District as Document No. 2002-000976-0, in Book 64, Pages 596 through 625 on December 16, 2002; Fairbanks Recording District as Document No. 2002-025712-0, Pages 1 through 30 on December 6, 2002; Ft. Gibbon Recording District as Document No. 2003-000012-0, Pages 1 through 31 on February 26, 2003; Rampart Recording District as Document No. 2002-000050-0, Pages 1 through 30 on December 6, 2002; and Valdez Recording District as Document No. 2002-001280-0, in Book 152, Pages 750 through 779 on December 17, 2002.

This AMENDMENT is made and entered into and becomes effective this 16 day of June, 2009 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 as agent for the Trans-Alaska Pipeline System owner companies, whose mailing address is P.O. Box 196660, MS 569, Anchorage, Alaska 99519-6660, hereinafter referred to as "LESSEE".

WHEREAS, the LESSEE applied to amend the existing Right-of-Way Lease, ADL 63574, to modify Stipulation 3.2.1.1 to clarify the use of the Underwriter Laboratories (UL) 142 tanks along TAPS.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574, to change the existing language of Stipulation 3.2.1.1 to add the following:

"(8) UL-142 Steel Aboveground Tanks for Flammable and Combustible Liquids".

The language above is incorporated into Stipulation 3.2.1.1 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.

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

STATE OF ALASKA

Thomas E. Irwin
Commissioner
Department of Natural Resources

LESSEE

Kevin M. Hostler
President and CEO
Alyeska Pipeline Service Company

ACKNOWLEDGEMENTS

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 20th day of May, 2009, before me, appeared Kevin M. Hostler, the President and CEO of Alyeska Pipeline Service Company, as agent the Owner Companies of the Trans-Alaska Pipeline System, who executed the foregoing Amendment and acknowledged voluntarily signing the same on behalf of said company.

MELANIE K. WAGG
My Commission Expires
NOTARY PUBLIC
Aug 28, 2009
STATE OF ALASKA

Melanie K Wagg
Notary Public in and for the State of Alaska
My Commission expires 08-28-09

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 16 day of June, 2009, before me, appeared Thomas E. Irwin, the COMMISSIONER of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same on behalf of the State of Alaska.

MARY KAY RYCKMAN
COMM. #113030
Notary Public - State of Alaska
My Comm. Expires "with office"

Mary Kay Ryckman
Notary Public in and for the State of Alaska
My Commission expires with office.