

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

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 dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th day of February, 1997 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for the purpose of constructing and maintaining two new diversion dikes that extend from the pipeline right-of-way at pipeline mileposts (PLMP) 242.8 and 243.8 into the Middle Fork Koyukuk River floodplain. The purpose of the diversion dikes is to control river bank erosion and protect the Trans-Alaska Pipeline System (TAPS) by preventing the development of an active river channel over the buried pipeline at these locations. The diversion dikes will be situated within Sections 6 and 12, Township 27 North, Range 13 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the dikes consists of approximately 6 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 27 North, Range 12 West, Fairbanks Meridian, Alaska.

Section 6, NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12813+07, the point of beginning; thence northwesterly at right angle to the bearing of the pipeline a distance of approximately 300 feet to a point; thence southwesterly parallel to the bearing of the pipeline a distance of approximately 600 feet to a point; thence southeasterly a distance of approximately 300 feet to a point on the westerly boundary line of the TAP right-of-way; thence northerly along the westerly boundary line of the TAP right-of-way approximately 600 feet to the point of beginning, containing approximately 2 acres.

Township 27 North, Range 13 West, Fairbanks Meridian, Alaska.

Section 12, NW4, those lands below the ordinary high water mark of the Middle Fork Koyukuk River within the following described area:

Beginning at a point on the westerly TAP right-of-way boundary line opposite pipeline station 12869+07, the point of beginning; thence northwesterly at right angle to the bearing of the pipeline a distance of approximately 300 feet to a point; thence southwesterly parallel to the bearing of the pipeline a distance of approximately 600 feet to a point; thence southeasterly a distance of approximately 300 feet to a point on the westerly boundary line of the TAP right-of-way; thence northerly along the westerly boundary line of the TAP right-of-way approximately 600 feet to the point of beginning, containing approximately 4 acres.

Located within the Fairbanks Recording District.

The land 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. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of as-built surveys for the diversion dikes, said as-builts to be tied to the pipeline centerline.

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


~~John Shively~~
Commissioner
Department of Natural Resources


Dennis E. Prendeville, Land & Permit Lead
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA

SS

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 19th day of February, 1997, before me, ^{Mary Rutherford Deputy} personally appeared ~~John Shively~~, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Myetta V. Jeffery
Notary Public in and for the State of Alaska
My Commission expires 6-22-99

STATE OF ALASKA

SS

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 11th day of February, 1997, before me, personally appeared Jennis E. Frenderille, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced 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.

D. A. Osborne
Notary Public in and for the State of Alaska
My Commission expires August 23, 2000
Case # 78480