

**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 Valdez Recording District in Book 86 Pages 0802 through 0908 on May 15, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 10th day of September, 1998 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-596, 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 State land for the purpose of installing and maintaining an underground cathodic protection system at the old Sheep Creek Camp at pipeline milepost (PLMP) 778.7 near Richardson Highway milepost 180. The purpose of the cathodic protection system is to in provide cathodic protection of the Trans-Alaska Pipeline System (TAPS) from PLMP 772 and 782. This underground cathodic protection system will be situated within the W1/2 of Section 7, Township 9 South, Range 3 West, Copper River Meridian, Alaska. The State land requested for construction of this system consists of approximately 3.0 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the State lands within the Valdez Recording District described as:

Township 9 South, Range 3 West, Copper River Meridian, Alaska.

Section 7, W2, the lands within the following described area;

Beginning at a point on the easterly Trans Alaska Pipeline (TAP) right-of-way boundary line opposite pipeline station 41118+00, the point of beginning; thence southeasterly at right angle to the bearing of the pipeline along the powerline access road a distance of approximately 1000 feet to a point near the southwest corner of the old Sheep Creek Camp; thence northeasterly along the edge of and within the old Sheep Creek Camp pad a distance of approximately 1600 feet to a point parallel to pipeline station 41102+00; thence

northwesterly a distance of approximately 50 feet to a point; thence southwesterly parallel to the edge of and within the old Sheep Creek Camp pad a distance of approximately 1550 feet to a point near the southwest corner of the old Sheep Creek Camp; thence northwesterly a distance of approximately 1000 feet to a point on the easterly boundary line of the TAP right-of-way; thence southwesterly along the easterly boundary line of the TAP right-of-way approximately 50 feet to the point of beginning, containing approximately 3.00 acres.

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. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed; construction of the revetment structure; the Commissioner's approval of the as-built drawing which will be tied to the pipeline centerline; and Alyeska's acceptance of the Commissioner's approval of the as-built.

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



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 9th day of Sept., 1998, before me, personally appeared Dennis Prindle, 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.

Neil S. Davis

Notary Public in and for the State of Alaska

My Commission expires June 22, 1999

STATE OF ALASKA

ss

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 10th day of September, 1998, before me, 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.



Mayetta V. Jeffery

Notary Public in and for the State of Alaska

My Commission expires 10/22/99