

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

**PLMP 67.8**

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, 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 0001 through 0107 on July 16, 1979, and the RENEWAL AND AMENDMENT OF RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE AND ASSOCIATED RIGHTS, ADL 63574, was recorded as Document No. 2002-01065-0, on December 6, 2002 in the Barrow Recording District.

This AMENDMENT is made and entered into and becomes effective this 29<sup>th</sup> day of April, 2004 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 the Trans-Alaska Pipeline System owner companies located at P.O. Box 196660, MS 596, 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 installation and maintenance of revetment structure on the west bank of the Sagavniirktok River at Pipeline Milepost (PLMP) 67.8. The revetment will enhance the integrity of the pipeline by preventing further encroachment of the Sagavanirktok River on a shunt box for a cathodic protection system and the buried pipeline in this location

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 1 South, Range 14 East, Umiat Meridian, Alaska.

Section 22, SE4, and Section 27, NE4, those lands adjacent to the easterly boundary of the Trans-Alaska Pipeline System (TAPS) right-of-way, as depicted on the drawing labeled "PLMP 67.8 SAGAVANIRKTOK R. PROPOSED REVETMENT, PLATE 1 – REV 1, AT: SE 1/4 SEC. 22 & NE 1/4 SEC. 27, T 1 S, R 14 E, UMIAT MERIDIAN ALASKA.

Containing approximately 6.0 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 and 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 the revetment structure after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the structures to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the 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.

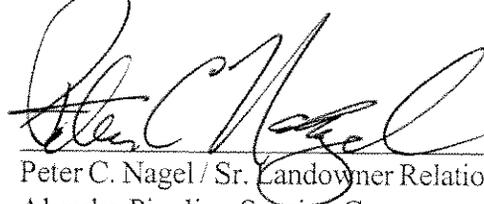
IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE



Thomas E. Irwin  
Commissioner  
Department of Natural Resources

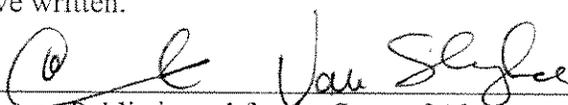


Peter C. Nagel / Sr. Landowner Relations Specialist  
Alyeska Pipeline Service Company, Agent  
for the Trans-Alaska Pipeline System owner  
companies

STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

THIS IS TO CERTIFY that on the 16 day of April, 2004, 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.

  
\_\_\_\_\_  
Notary Public in and for the State of Alaska  
My Commission expires 6/23/07

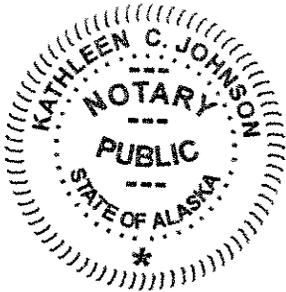
STATE OF ALASKA )  
 ) ss.  
THIRD JUDICIAL DISTRICT )

THIS IS TO CERTIFY that on the \_\_\_\_\_ day of \_\_\_\_\_, 2004, before me, personally 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.

\_\_\_\_\_  
Notary Public in and for the State of Alaska  
My Commission expires \_\_\_\_\_

*See Page 4 of 3*

THIS IS TO CERTIFY that on the 29th day of April, 2004, before me, personally appeared Marty K. Rutherford, Acting Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Kathleen C. Johnson  
Notary Public in and for the State of Alaska  
My Commission expires 10-31-2006