

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

**Tazlina River Bank Repairs
PLMP 686.5**

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, 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 Chitina Recording District in Book 7, Pages 0845 through 0951 on July 16, 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 as Document No. 2002-000976-0, Book 64, Pages 596 through 625 on December 16, 2002 in the Chitina Recording District.

This AMENDMENT is made and entered into and becomes effective this 3rd day of June, 2005 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 located at P.O. Box 196660, MS 569, 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 repair, extension, and maintenance of an existing revetment structure on the north bank of the Tazlina River at the pipeline crossing. Land is being added to the south bank as well, though no work will be conducted at this time. This will enhance the integrity of the Trans-Alaska Pipeline System by stabilizing the north shore at the pipeline crossing and preventing further erosion.

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 Chitina Recording District described as:

North Bank -

Township 4 North, Range 1 West, Copper River Meridian, Alaska.

Section 31, those lands below the ordinary high water mark of the Tazlina River, as depicted on the attached aerial photo labeled "ATTACHMENT A, ADL 63574 Tazlina River Bank Repairs, North Bank" and

South Bank -

Township 3 North, Range 1 West, Copper River Meridian, Alaska.

Section 6, Lots 2 and 3, those lands below and above the ordinary high water mark of the Tazlina River as depicted on the attached aerial photo labeled "ATTACHMENT B, ADL 63574 Tazlina River Bank Repairs, South Bank".

Containing 1.18 acres, more or less.

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 the 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 these guidebank repairs after construction will be 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 guidebank repairs to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D, 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.

