

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

**Sagavanirktok River Buried Channel Weir
PLMP 39.3**

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 Barrow Recording District in Book 24, Pages 001 through 0107 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. 2002-001065-0, Pages 1 through 30 on December 16, 2002 in the Barrow Recording District.

This AMENDMENT is made and entered into and becomes effective this 15 day of MARCH, 2006 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 construction and maintenance of a buried channel weir structure on the western floodplain of the Sagavanirktok River near pipeline milepost 39.3. This will enhance the integrity of the Trans-Alaska Pipeline System in this area by protecting the shallow-buried pipe from future channel shifts and scour.

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 4 North, Range 14 East, Umiat Meridian, Alaska.

Section 10, SE4NW4, those lands within an area approximately 750 feet long by 1000 feet wide situated adjacent to and north of the existing Trans-Alaska Pipeline System right-of-way for a channel plug, as depicted on the attached aerial photo submitted with the application labeled "PLMP 39.3 SAG RIVER HIGH WATER CHANNEL WEIR, PLATE 1 – REV 0, AT: N1/2 SEC.10, T4N, R14E, UMIAT MERIDIAN, ALASKA.

Containing 17.0 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 this buried channel weir 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 the channel weir 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.

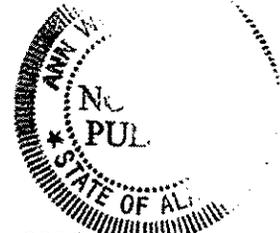
STATE OF ALASKA

LESSEE

Michael L. Menge
Michael L. Menge
Commissioner
Department of Natural Resources

Peter C. Nagel
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)



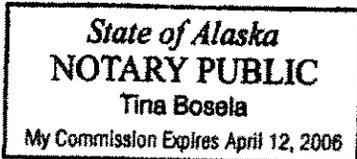
THIS IS TO CERTIFY that on the 14th day of March, 2006, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for the Trans-Alaska Pipeline System owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

Anna W. Nagel
Notary Public in and for the State of Alaska
My Commission expires 11/18/2008

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 15 day of March, 2006, before me, personally appeared Michael L. Menge, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Tina Bosela
Notary Public in and for the State of Alaska
My Commission expires 4-12-06