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

**Sagavanirktok River Channel Plug Reconfiguration**
**PLMP 24.7**

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 December16, 2002 in the Barrow Recording District.

This AMENDMENT is made and entered into and becomes effective this 18 day of July, 2007 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 (APSC) 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 channel plug reconfiguration on the floodplain of the Sagavanirktok River near pipeline milepost (PLMP) 24.7. This will enhance the integrity of the Trans-Alaska Pipeline System by protecting the below ground pipe in this area from future flood events. The channel plug reconfiguration will prevent future flooding from eroding the existing channel plug which would allow the main channel of the Sag River to flow into the overflow channel which could increase the depth of scour adjacent to the buried pipe in this area.

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

Section 31, E2, those lands within an area approximately 700 feet long by 200 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 map submitted after the application labeled: "PLMP 24.7 SAGAVANIRKTOK RIVER CHANNEL PLUG RECONFIGURATION, GENERAL WORK PLAN, PLATE 2, Date 02/07"

Aggregating 3.2 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 grade control structure after construction will be less than those described above. After construction, APSC will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the structure to the pipeline centerline. Upon APSC'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

Thomas E. Irwin
Commissioner
Department of Natural Resources

LESSEE

Peter C. Nagel, Land Manager
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 17th day of July, 2007, 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.

CASEY L. REEVES NOTARY PUBLIC STATE OF ALASKA

Notary Public in and for the State of Alaska
My Commission expires End of office.

STATE OF ALASKA )
) ss.
THIRD JUDICIAL DISTRICT )

THIS IS TO CERTIFY that on the 18 day of July, 2007, 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.

TINA BOSELA NOTARY PUBLIC STATE OF ALASKA

Notary Public in and for the State of Alaska
My Commission expires Ending with Service