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

Pump Station 02 Gravel Pad Expansion
In Support of the Mainline Reroute
PLMP 57.7

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 0001 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 6, 2002 in the Barrow Recording District.

This AMENDMENT is made and entered into and becomes effective this 23rd day of April, 2008 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 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 adjacent to the northern edge of Pump Station 02 to install and maintain an expanded gravel pad. This expanded gravel pad will accommodate the installation of approximately 275 feet of new, 48-inch diameter crude oil pipeline on four new vertical support members as part of a larger project to replace the existing below-ground PS 02 mainline piping with approximately 1700 linear feet of above-ground pipe. This will enhance the integrity of the Trans-Alaska Pipeline System by providing continued efficient oil movement.

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 North, Range 15 East, Umiat Meridian, Alaska.

Section 07, NW4NW4, those lands within an area approximately 300 feet long by 160 feet wide situated adjacent to and east of the existing Trans-Alaska Pipeline System right-of-way as depicted on the map submitted with the application labeled "PUMP STATION 02 MAINLINE REROUTE, Date 10/07"

Containing approximately 1.0 acre.

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 the expanded gravel pad 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 show the gravel pad in relation to the boundaries of the existing TAPS right-of-way. 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

Thomas E. Irwin
Commissioner
Department of Natural Resources

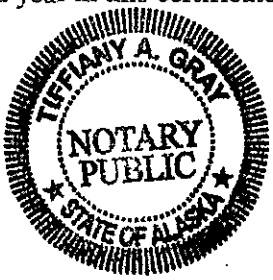
LESSEE

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 18 day of April, 2008, 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.

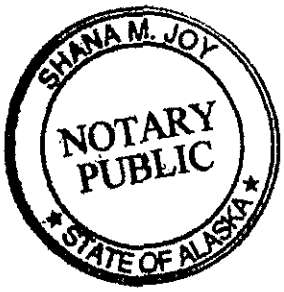
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.



Tiffiany A. Gray
Notary Public in and for the State of Alaska
My Commission expires N/A with office

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 23rd day of April, 2008, 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.



Shana M. Joy
Notary Public in and for the State of Alaska
My Commission expires with office.