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

Dietrich River Guidebank Extension
PLMP 200.8

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, 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 Fairbanks Recording District in Book 149, Pages 0799 through 0905, 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. 2002-025712-0, Pages 001 through 030 on December 6, 2002, in the Fairbanks Recording District.

This AMENDMENT is made and entered into and becomes effective this 8th day of September, 2009, 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 to construct and maintain a guidebank extension. The additional land is located below the ordinary high water mark of the Dietrich River, 38 miles north of Coldfoot, Alaska, and 50 miles south of Pump Station 4 at pipeline milepost 200.8. This structure will protect the Trans-Alaska Pipeline System by preventing further erosion at 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 Fairbanks Recording District described as:

Township 33 North, Range 10 West, Fairbanks Meridian, Alaska.

Section 2, SW4SE4, those lands below the ordinary high water mark of the Dietrich River within the following described area;

A rectangular parcel of land approximately 134.49 feet wide by 300 feet long situated adjacent and attached to the existing, northerly TAPS right-of-way boundary line at pipeline station 10599+57, extending 300 feet upstream, containing approximately 0.4 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 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 guidebank extension 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 guidebank extension 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 /Sr. 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 4th day of Sept., 2009, 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.

APRIL M. ANDREWS
My Commission Expires
NOTARY PUBLIC
With office
STATE OF ALASKA

April Andrews
Notary Public in and for the State of Alaska
My Commission expires With Office

MARY KAY RYCKMAN
COMM. #113030
Notary Public - State of Alaska
My Comm. Expires "with office"

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 8th day of September, 2009, 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.

Mary Kay Ryckman
Notary Public in and for the State of Alaska
My Commission expires With office