

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

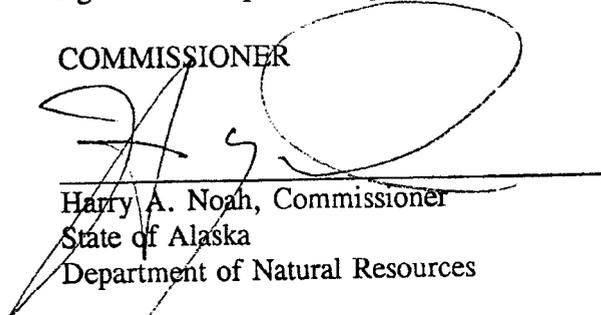
This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Barrow Recording District in Book 24 Pages 1 through 107 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 21<sup>st</sup> day of October, 1994 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 Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional land within the Barrow Recording District for a laydown area for storage of materials in the vicinity of pipeline milepost (PLMP) 76.7 The laydown area is located adjacent to the pipeline right-of-way between pipeline stations 4057+35 and 4053+77 within Section 4, Township 3 South, Range 14 East, Umiat Meridian, Alaska. This site consists of approximately 9.23 acres as depicted on the drawing entitled ALIGNMENT SHEET 15, STATION 4053+77 dated March 23, 1994, Exhibit A, attached and made a part hereof.

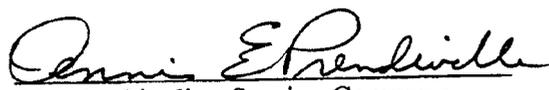
NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, dated May 3, 1974 ADL 63574 to include the lands depicted on the drawing dated March 23 1994, Exhibit A, attached and made a part hereof. The lands are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

COMMISSIONER

  
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Harry A. Noah, Commissioner  
State of Alaska  
Department of Natural Resources

LESSEE

  
\_\_\_\_\_  
Alyeska Pipeline Service Company  
Agent for  
Amerada Hess Pipeline Corporation  
ARCO Transportation Alaska, Inc.  
BP Pipelines (Alaska) Inc.  
Exxon Pipeline Company  
Mobil Alaska Pipeline Company  
Phillips Alaska Pipeline Corporation  
Unocal Pipeline Company

