

**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 Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 9th day of May, 1995 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 shoreland within the Fairbanks Recording District for construction of a riprap revetment structure in the Middle Fork Koyukuk River in the vicinity of pipeline milepost 231.5 and milepost 181.75 of the Dalton Highway. The revetment structure will begin approximately at pipeline station 12215+55 and extend for about 900 feet along the bank of the river; it is situated within the NE1/4 of Section 14, of Township 29 North, Range 12 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the revetment consists of approximately 7.6 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 29 North, Range 12 West, Fairbanks Meridian, Alaska.

Those shorelands lying below the ordinary high water mark of the Middle Fork Koyukuk River within the NE1/4 of Section 14 within the following described area;

Beginning at a point on the westerly Trans-Alaska Pipeline right-of-way boundary line opposite pipeline station 12215+55, thence due west a distance of approximately 400 feet to a point, thence due south a distance of approximately 1200 feet to a point, thence due east a distance of approximately 400 feet to a point on the westerly boundary line of the TAPS right-of-way, thence northerly along the westerly boundary line of the TAPS right-of-way approximately 1200 feet to the point of beginning, containing approximately 7.6 acres, more or less.

Located within the Fairbanks Recording District.

The land 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. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the revetment, said as-built to be tied to the pipeline centerline.

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



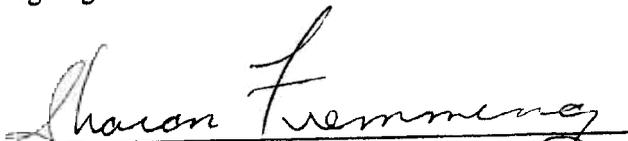
John Shively
Commissioner
Department of Natural Resources



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

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 9th day of May, 1995, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Notary Public in and for the State of Alaska
My Commission expires 5-24-95

STATE OF ALASKA

SS.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 26th day of April, 1995, before me, personally appeared DENNIS E. PRENDEVILLE, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced 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.

Kyle D. Gauthier
Notary Public in and for the State of Alaska
My Commission expires 11-25-97

Kyle D. Gauthier, Notary Public
State of Alaska
My Commission Expires 11/25/97