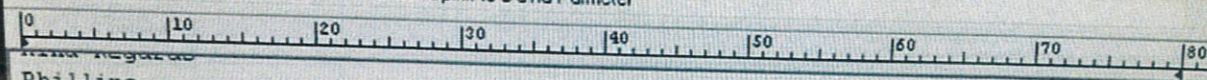


Address: From: Alexander Spirit - MASTER at 01-Jul-2015 11:26 PM
 To: A8 - Chief Steward Joe & Brett at 01-Jul-2015 11:47 PM

A19625-
InBox
Everyone

Subject: Fw: Request from crew on Alexander Spirit to David Parmeter



Phillipe

From: Alexander Spirit - A8
Date: Wed, 1 Jul 2015 12:20 +0000 Msg: A19625-208184
Subject: Request from crew on Alexander Spirit to David Parmeter
To: Alexander Spirit - MASTER

Hi Captain

Would you please forward this request to David Parmeter.

Good Evening David

We the crew aboard the Alexander would like to request out of courtesy, that confirmation be given to us in writing that we will be returning from Singapore after the hull clean with the vessel and resuming our Australian trade.

Would you please provide this confirmation by 9am tomorrow morning prior to our expected departure 2nd July 2015.

Would you please also forward this confirmation to Paul Garrett, our Sydney Branch Official.

Thanks very much

Best regards

Alexander Crew

Ready





CALTEX

Caltex Australia

Level 24
2 Market Street
Sydney NSW 2000
Tel: (02) 9250 5000
Fax: (02) 9250 5742

GPO Box 3916
Sydney NSW 2001
www.caltex.com.au

2 July 2015

Mr Edie Robinson
Teekay Corporation
Suite No. 1778
48 Par-la-Ville Road
Hamilton, HM 11
Bermuda

Fax: +1 441 292 3931
Email: Edie.robinson@teekay.com

Dear Sir / Madam

Subject: Charterparty for the Alexander Spirit between Alexander Spirit LLC, Caltex Australia Petroleum Pty Ltd and Teekay Corporation dated 28 August 2009 ("Charterparty")

In accordance with Rider Clause 3.22 of the Charterparty, Caltex requests a change to the crewing nationality matrix of the *Alexander Spirit*. Specifically, Caltex requests that the current crew of the *Alexander Spirit* be replaced by an international crew.

Following the closure of the BP Bulwer Island Refinery, production from the Caltex Lytton Refinery is now fully placed in the South East Queensland market, and hence there is no longer a need for Caltex to have a dedicated vessel to perform coastal voyages to other ports around Australia.

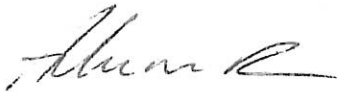
Caltex has carefully assessed a number of options with regard to the future use of the *Alexander Spirit* for the remaining term of the Charterparty, and determined that the most cost effective option is to deploy the *Alexander Spirit* on international routes (subject to Shelltime 4 clause 4(a) and Rider clause 2.3 of the Charterparty), with an international crew.

Caltex requests that the above change be implemented as soon as is reasonably practicable. Please advise us of the proposed timing and process of implementing this change. Subject to any agreed amendments to the Charterparty as a result of this change, Caltex expects that all existing terms of the Charterparty will continue to be complied with.

Caltex would like to acknowledge the dedication and commitment of the crew of the Alexander Spirit and I wish to stress that this is purely a commercial decision.

Please let me know if you require further detail on any of these matters.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Adam Ritchie', with a stylized flourish at the end.

Adam Ritchie
General Manager Supply

cc. Mr David Parmeter, Managing Director
Teekay Shipping (Australia) Pty Ltd
Email: david.parmeter@teekay.com