

**AMENDMENT No. 1
TO AIRCRAFT SALE AND PURCHASE AGREEMENT**

This **AMENDMENT No. 1 to AIRCRAFT SALE AND PURCHASE AGREEMENT** ("**Amendment**") dated as of 27 March 2017 (the "**Effective Date**") is made by and between **CHEVRON U.S.A. INC.**, a Pennsylvania corporation, with its principal offices at 6001 Bollinger Canyon Road, San Ramon, CA 94583-2324 ("**Seller**") and **PLAN D, LLC**, a U.S. Virgin Islands limited liability company, with its offices at 6100 Red Hook Quarter, B3, St. Thomas, U.S. Virgin Islands 00802 ("**Buyer**").

RECITALS

- A. Seller and Buyer have previously entered into that certain Aircraft Sale and Purchase Agreement dated 24 February 2017 ("**Agreement**").
- B. Seller and Buyer desire to amend the Agreement as set out in this Amendment.
- C. In consideration of the mutual promises set out in the Agreement, and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Seller and Buyer agree to be bound by the terms of this Amendment.

AGREEMENT

1. PURCHASE PRICE

Section 2.2 of the Agreement is deleted and replaced with the following Section 2.2:

"**Purchase Price.** Upon, subject to and in accordance with the provisions of this Agreement, Buyer shall pay to Seller on or before the Delivery of the Aircraft the amount of US\$15,750,000 (the "**Purchase Price**") as consideration for the sale of the Aircraft, plus any applicable Transfer Taxes and Transaction Taxes."

2. ACCEPTANCE CERTIFICATE

As a condition to Seller executing this Amendment, Buyer will concurrently deliver the Acceptance Certificate in the form of Exhibit C of the Agreement.

3. FULL FORCE AND EFFECT

The Agreement, as amended by this Amendment, remains in full force and effect.

The Parties have executed this Amendment in duplicate as evidenced by the following signatures of authorized representatives of the Parties:

COMPANY:

CHEVRON U.S.A. INC.,
a Pennsylvania corporation

Signature:

Name:

Title:

CONTRACTOR:

PLAN D, LLC,
a U.S. Virgin Islands limited liability company

Signature:

Name:

Title: