

MOSS ADAMS LLP
999 THIRD AVENUE, SUITE 2800
SEATTLE, WA 98104

ALYESKA PIPELINE SERVICE COMPANY
3700 CENTERPOINT DRIVE
ANCHORAGE, AK 99519-6660



Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to page size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "PageScaling" selection box in the Adobe "Print" dialog.

CLIENT'S COPY



T (206) 302-6500
F (206) 622-9975

999 Third Avenue
Suite 2800
Seattle, WA 98104

August 10, 2018

Alyeska Pipeline Service Company
3700 Centerpoint Drive
Anchorage, AK 99519-6660

Alyeska Pipeline Service Company,

Enclosed is 2017 Form 5500 for Alyeska Pipeline Service Company Retiree Group Medical and Dental Plan for, Plan Number 519.

This return has qualified for electronic filing. After you have reviewed the return for completeness and accuracy, please sign, date and retain an original of the signed return for the plan's records. Please return a signed and dated copy of the return to our office. We will then submit your return electronically. Do NOT mail a paper copy of the return to EFAST2.

Also enclosed is the Summary Annual Report for the plan. The Employee Retirement and Income Security Act of 1974 (ERISA) and Department of Labor regulations require the information enclosed herein to be given to each participant and beneficiary receiving benefits after the close of the plan year. This information should be delivered by hand or first class mail.

We prepared the returns from information you provided to us without verification in accordance with the terms of the Master Services Agreement (MSA) and Addendum that we have in place with you. In addition, we have relied on you to alert us if you participated in a listed transaction or a transaction of interest as described on the following IRS websites:

- Listed transactions: <http://www.irs.gov/Businesses/Corporations/Listed-Transactions>
- Transactions of interest: <https://www.irs.gov/businesses/corporations/transactions-of-interest>

Please contact us if you have engaged in a transaction substantially similar to one of the transactions described on either of these websites, or as identified as a listed transaction on any state website.

Upon examination of the returns by taxing authorities, requests may be made for underlying data. We therefore recommend that you preserve all records which you may be called upon to produce in connection with such possible examinations.

We appreciate the opportunity to serve you. Please contact us if you have any questions concerning the tax returns or if we may be of further assistance.

Sincerely,

Susan Mehlman
for Moss Adams LLP

2017 ANNUAL RETURN/REPORT OF EMPLOYEE BENEFIT PLAN FILING INSTRUCTIONS

Alyeska Pipeline Service Company Retiree
Group Medical and Dental Plan for
Operating Company Employees

FOR THE PLAN YEAR ENDING
December 31, 2017

Prepared For:

Alyeska Pipeline Service Company
3700 Centerpoint Drive
Anchorage, AK 99519-6660

Prepared By:

Moss Adams LLP
999 Third Avenue, Suite 2800
Seattle, WA 98104

Mail Tax Return To:

Not applicable

Return Must be Mailed On or Before:

This return has been prepared for electronic filing. Do not mail the paper copy of your return to EFAST2.

Special Instructions:

Also enclosed is the Summary Annual Report for the plan. The Employee Retirement and Income Security Act of 1974 (ERISA) and Department of Labor regulations require the information enclosed herein to be given to each participant and beneficiary receiving benefits after the close of the plan year. This information should be delivered by hand or first class mail.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210 - 0110
1210 - 0089**2017****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2017 or fiscal plan year beginning **01/01/2017** and ending **12/31/2017**

- A** This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instr.)
- B** This return/report is: a single-employer plan a DFE (specify) _____
 the first return/report the final return/report
 an amended return/report a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here ▶
- D** Check box if filing under: Form 5558 automatic extension the DFVC program
 special extension (enter description)

Part II Basic Plan Information - enter all requested information

1a Name of plan ALYESKA PIPELINE SERVICE COMPANY RETIREE GROUP MEDICAL AND DENTAL PLAN FOR OPERATING COMPANY EMPLOYEES	1b Three-digit plan number (PN) ▶ 519
	1c Effective date of plan 03/01/2015
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) ALYESKA PIPELINE SERVICE COMPANY 3700 CENTERPOINT DRIVE P.O. BOX 196660 MS 536 ANCHORAGE AK 99519-6660	2b Employer Identification Number (EIN) 92-0039154 2c Plan Sponsor's telephone number 907-787-8457 2d Business code (see instructions) 486000

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE		07/30/2018	TIMOTHY ADAMCZAK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2017)
v. 170203

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
--	--

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
--	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	189
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a (1) Total number of active participants at the beginning of the plan year	6a(1)	
a (2) Total number of active participants at the end of the plan year	6a(2)	
b Retired or separated participants receiving benefits	6b	151
c Other retired or separated participants entitled to future benefits	6c	
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d	151
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f Total. Add lines 6d and 6e	6f	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4A 4D 4E

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
---	--

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information - Small Plan) (3) <input checked="" type="checkbox"/> <u>1</u> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
---	--

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) Yes No
If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) Yes No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
--	---	---

For calendar plan year 2017 or fiscal plan year beginning **01/01/2017** and ending **12/31/2017**

A Name of plan ALYESKA PIPELINE SERVICE COMPANY RETIREE	B Three-digit plan number (PN) ▶	519
--	---	------------

C Plan sponsor's name as shown on line 2a of Form 5500 ALYESKA PIPELINE SERVICE COMPANY	D Employer Identification Number (EIN) 92-0039154
--	--

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
LIFEWISE ASSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
91-1161450	94188	AK 400052-9999	151	01/01/2017	12/31/2017

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ►

b Premiums paid to carrier

c Premiums due but unpaid at the end of the year

d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount

Specify nature of costs ►

e Type of contract: (1) individual policies (2) group deferred annuity (3) other (specify) ►

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here

6b	
6c	
6d	

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) deposit administration (2) immediate participation guarantee (3) guaranteed investment (4) other ►

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
►		
(6) Total additions	7c(6)	0
d Total of balance and additions (add lines 7b and 7c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
►		
(5) Total deductions	7e(5)	0
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- | | | | |
|--|--|---|--|
| a <input type="checkbox"/> Health (other than dental or vision) | b <input type="checkbox"/> Dental | c <input type="checkbox"/> Vision | d <input type="checkbox"/> Life insurance |
| e <input type="checkbox"/> Temporary disability (accident and sickness) | f <input type="checkbox"/> Long-term disability | g <input type="checkbox"/> Supplemental unemployment | h <input type="checkbox"/> Prescription drug |
| i <input checked="" type="checkbox"/> Stop loss (large deductible) | j <input type="checkbox"/> HMO contract | k <input type="checkbox"/> PPO contract | l <input type="checkbox"/> Indemnity contract |
| m <input type="checkbox"/> Other (specify) ▶ | | | |

9 Experience-rated contracts:

a	Premiums: (1) Amount received	9a(1)		
	(2) Increase (decrease) in amount due but unpaid	9a(2)		
	(3) Increase (decrease) in unearned premium reserve	9a(3)		
	(4) Earned ((1) + (2) - (3))		9a(4)	
b	Benefit charges: (1) Claims paid	9b(1)		
	(2) Increase (decrease) in claim reserves	9b(2)		
	(3) Incurred claims (add (1) and (2))		9b(3)	
	(4) Claims charged		9b(4)	
c	Remainder of premium: (1) Retention charges (on an accrual basis) --			
	(A) Commissions	9c(1)(A)		
	(B) Administrative service or other fees	9c(1)(B)		
	(C) Other specific acquisition costs	9c(1)(C)		
	(D) Other expenses	9c(1)(D)		
	(E) Taxes	9c(1)(E)		
	(F) Charges for risks or other contingencies	9c(1)(F)		
	(G) Other retention charges	9c(1)(G)		
	(H) Total retention		9c(1)(H)	
	(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)		9c(2)	
d	Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
	(2) Claim reserves		9d(2)	
	(3) Other reserves		9d(3)	
e	Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2) .)		9e	

10 Nonexperience-rated contracts:

a	Total premiums or subscription charges paid to carrier	10a	246766
b	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount	10b	

Specify nature of costs

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? Yes No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2017
		This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning **01/01/2017** and ending **12/31/2017**

A Name of plan ALYESKA PIPELINE SERVICE COMPANY RETIREE	B Three-digit plan number (PN) ► 519
C Plan sponsor's name as shown on line 2a of Form 5500 ALYESKA PIPELINE SERVICE COMPANY	D Employer Identification Number (EIN) 92-0039154

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions) ... Yes No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule C (Form 5500) 2017
v. 170203

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a on page 1, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)						
PREMERA BLUECROSS BLUE SHIELD OF AK 91-0499247						
(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50 65	N/A	92119.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)						
PEAK1 ADMINISTRATION LLC 37-1668953						
(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50	N/A	37647.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)						
FIDELITY MGMT TRUST CO 04-6568107						
(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	N/A	37215.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a on page 1, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)						
MOSS ADAMS LLP 91-0189318						
(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	N/A	27207.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)						
MELLON GSS 13-5160382						
(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 21 50	N/A	17580.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)						
LABYRINTH HEALTHCARE GROUP 72-1492391						
(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
50 65	N/A	7109.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2017 or fiscal plan year beginning **01/01/2017** and ending **12/31/2017**

A Name of plan ALYESKA PIPELINE SERVICE COMPANY RETIREE	B Three-digit plan number (PN) ►	519
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ALYESKA PIPELINE SERVICE COMPANY	D Employer Identification Number (EIN) 92-0039154	

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
 (Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: **ALYESKA PIPELINE SERVICE CO MSTR TR**

b Name of sponsor of entity listed in (a): **ALYESKA PIPELINE SERVICE COMPANY**

c EIN-PN 92-0039154 003	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 333937.
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

For Paperwork Reduction Act Notice, see the Instructions for Form 5500. **Schedule D (Form 5500) 2017 v. 170203**

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

Part II	Information on Participating Plans (to be completed by DFEs) (Complete as many entries as needed to report all participating plans)
----------------	---

a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN
a	Plan name	
b	Name of plan sponsor	c EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2017 or fiscal plan year beginning **01/01/2017** and ending **12/31/2017**

A Name of plan	B Three-digit plan number (PN) ►	519
ALYESKA PIPELINE SERVICE COMPANY RETIREE		
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
ALYESKA PIPELINE SERVICE COMPANY	92-0039154	

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (incl. money market accounts & certificates of deposit) ...	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	101315	333937
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance co. general account (unallocated contracts) ...	1c(14)		
(15) Other	1c(15)		

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule H (Form 5500) 2017
v. 170203

		(a) Beginning of Year	(b) End of Year
1 d	Employer-related investments:		
	(1) Employer securities	1d(1)	
	(2) Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	101315 333937
Liabilities			
g	Benefit claims payable	1g	395306 251460
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	395306 251460
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	-293991 82477

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
Income			
a	Contributions:		
	(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1870000
	(B) Participants	2a(1)(B)	876869
	(C) Others (including rollovers)	2a(1)(C)	
	(2) Noncash contributions	2a(2)	
	(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)	2746869
b	Earnings on investments:		
	(1) Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	
	(2) Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	
	(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)	
	(3) Rents	2b(3)	
	(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds ...	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result ...	2b(4)(C)	
	(5) Unrealized appreciation (depreciation) of assets: (A) Real estate ...	2b(5)(A)	
	(B) Other	2b(5)(B)	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	

	(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)	
(7) Net investment gain (loss) from pooled separate accounts	2b(7)	
(8) Net investment gain (loss) from master trust investment accounts	2b(8)	3181
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)	
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)	
c Other income SEE STATEMENT 1	2c	84620
d Total income. Add all income amounts in column (b) and enter total	2d	2834670

Expenses

e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1992559
(2) To insurance carriers for the provision of benefits	2e(2)	246766
(3) Other	2e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)	2239325
f Corrective distributions (see instructions)	2f	
g Certain deemed distributions of participant loans (see instructions)	2g	
h Interest expense	2h	
i Administrative expenses: (1) Professional fees	2i(1)	82002
(2) Contract administrator fees	2i(2)	129766
(3) Investment advisory and management fees	2i(3)	
(4) Other SEE STATEMENT 2	2i(4)	7109
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)	218877
j Total expenses. Add all expense amounts in column (b) and enter total	2j	2458202

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k	376468
l Transfers of assets:		
(1) To this plan	2l(1)	
(2) From this plan	2l(2)	

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):
 (1) Unqualified (2) Qualified (3) Disclaimer (4) Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? Yes No

c Enter the name and EIN of the accountant (or accounting firm) below:
 (1) Name: **MOSS ADAMS LLP** (2) EIN: **91-0189318**

d The opinion of an independent qualified public accountant is **not attached** because:
 (1) This form is filed for a CCT, PSA, or MTIA. (2) It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
e Was this plan covered by a fidelity bond?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
l Has the plan failed to provide any benefit when due under the plan?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	<input type="checkbox"/>	<input type="checkbox"/>	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	<input type="checkbox"/>	<input type="checkbox"/>	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? Yes No
 If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? Yes No Not determined
 If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____ . (See instr.)

SCHEDULE H		OTHER INCOME	STATEMENT 1
DESCRIPTION			AMOUNT
PRESCRIPTION DRUG REBATE			84620.
TOTAL TO SCHEDULE H, LINE 2C			84620.

SCHEDULE H		OTHER ADMINISTRATIVE EXPENSES	STATEMENT 2
DESCRIPTION			AMOUNT
ADMINISTRATIVE EXPENSES			7109.
TOTAL TO SCHEDULE H, LINE 2I(4)			7109.

Summary Annual Report
for

Alyeska Pipeline Service Company Retiree
Group Medical and Dental Plan for
Operating Company Employees

This is a summary of the annual report for the Alyeska Pipeline Service Company Retiree Group Medical and Dental Plan for, (Employer Identification No. 92-0039154, Plan No. 519) for the period January 1, 2017 to December 31, 2017. The annual report has been filed with the Employee Benefits Security Administration, as required under the Employee Retirement Income Security Act of 1974 (ERISA).

INSURANCE INFORMATION

The plan has a contract with LEVISED ASSURANCE COMPANY to pay the following types of claims incurred under the terms of the plan.

All MEDICAL; DENTAL claims

The total premiums paid for the plan year beginning January 1, 2017 and ending December 31, 2017 were \$246766.

The value of plan assets, after subtracting liabilities of the plan, was \$82477 as of December 31, 2017 compare to \$-293991 as of January 1, 2017. During the plan year the plan experienced an increase in its assets of \$376468. This increase include unrealized appreciation or depreciation in the value of plan assets; that is, the difference between the value of the plan's assets at the end of the year and the value of the assets at the beginning of the year, or the cost of assets acquired during the year. During the plan year, the plan had total income of \$2834670. This income included employer contributions of \$1870000, employee contributions of \$876869 and earnings from investments of \$3181. Plan expenses were \$2458202. These expenses included \$218877 in administrative expenses and \$2239325 in benefits paid to participants and beneficiaries.

YOUR RIGHTS TO ADDITIONAL INFORMATION

You have the right to receive a copy of the full annual report, or any part thereof, on request. The items listed below are included in that report:

1. An accountant's report; and
2. Insurance information including sales commissions paid by insurance carriers.
3. Information regarding any common or collective trust, pooled separate accounts, master trusts or 103-12 investment entities in which the plan participates

To obtain a copy of the full annual report, or any part thereof, write or call the office of

Alyeska Pipeline Service Company
P.O. Box 196660, MS 536
Anchorage, AK 99519-6660
92-0039154 (Employer Identification Number)
907-787-8457

You also have the right to receive from the plan administrator, on request and at no charge, a statement of the assets and liabilities of the plan and accompanying notes, or a statement of income and expenses of the plan and accompanying notes, or both. If you request a copy of the full annual report from the plan administrator, these two statements and accompanying notes will be included as part of that report. These portions of the report are furnished without charge.

You also have the legally protected right to examine the annual report at the main office of the plan:

Alyeska Pipeline Service Company
P.O. Box 196660, MS 536
Anchorage, AK 99519-6660

and at the U.S. Department of Labor in Washington, D.C., or to obtain a copy from the U.S. Department of Labor upon payment of copying costs. Requests to the Department should be addressed to: U.S. Department of Labor, Employee Benefits Security Administration, Public Disclosure Room, 200 Constitution Avenue, NW, Suite N-1513, Washington, D.C. 20210.

Electronic Filing PDF Attachment



REPORT OF INDEPENDENT AUDITORS AND
FINANCIAL STATEMENTS

**ALYESKA PIPELINE SERVICE COMPANY
RETIREE GROUP MEDICAL AND DENTAL PLAN
FOR OPERATING COMPANY EMPLOYEES**

December 31, 2017 and 2016

Report of Independent Auditors

To the Plan Administrator
Alyeska Pipeline Service Company Retiree Group
Medical and Dental Plan for Operating Company Employees

Report on the Financial Statements

We have audited the accompanying financial statements of Alyeska Pipeline Service Company Retiree Group Medical and Dental Plan for Operating Company Employees (the Plan) which comprise the statements of net assets available for benefits and statement of benefit obligations as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits and statements of changes in benefit obligations for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2017 and 2016, and the changes in its financial status for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Mess Adams LLP

Seattle, Washington
July 30, 2018

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Statements of Net Assets Available for Benefits**

	December 31,	
	<u>2017</u>	<u>2016</u>
ASSETS		
Plan interest in Master Trust	<u>\$ 333,937</u>	<u>\$ 101,315</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 333,937</u>	<u>\$ 101,315</u>

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Statements of Changes in Net Assets Available for Benefits**

	Year Ended December 31,	
	2017	2016
ADDITIONS		
Contributions		
Employer	\$ 1,870,000	\$ 3,395,000
Participants	876,869	895,258
Total contributions	2,746,869	4,290,258
Plan interest in Master Trust investment income	3,181	536
Prescription drug rebates	84,620	59,011
Total additions	2,834,670	4,349,805
DEDUCTIONS		
Claims paid	2,136,405	3,668,708
Insurance premiums	246,766	184,000
Transfer to Retiree Medicare Eligible Plan	-	176,140
Administrative expenses	218,877	259,175
Total deductions	2,602,048	4,288,023
CHANGE IN NET ASSETS	232,622	61,782
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of period	101,315	39,533
End of period	\$ 333,937	\$ 101,315

**Alyeska Pipeline Service Company
 Retiree Group Medical and Dental Plan
 for Operating Company Employees
 Statements of Benefit Obligations**

	December 31,	
	<u>2017</u>	<u>2016</u>
Health claims currently payable to or for participants, beneficiaries, and dependents	\$ 45,884	\$ 68,046
Estimated claims incurred but not reported	<u>205,576</u>	<u>327,260</u>
Total obligations for current benefit coverage	251,460	395,306
Postretirement benefit obligations		
Current retirees and beneficiaries	<u>9,580,511</u>	<u>8,071,243</u>
Total benefit obligations	<u>\$ 9,831,971</u>	<u>\$ 8,466,549</u>

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Statements of Changes in Benefit Obligations**

	Year Ended December 31,	
	2017	2016
OBLIGATIONS FOR CURRENT BENEFIT COVERAGE		
Health claims currently payable to or for participants, beneficiaries, and dependents:		
Balance at beginning of period	\$ 68,046	\$ 58,180
Claims reported and approved for payment, including benefits reclassified from benefit obligations	2,114,243	3,678,574
Claims paid, including amounts reclassified	<u>(2,136,405)</u>	<u>(3,668,708)</u>
Balance at end of period	<u>45,884</u>	<u>68,046</u>
Present value of obligations for claims incurred but not reported:		
Balance at beginning of period	327,306	478,071
Net change	<u>(121,730)</u>	<u>(150,811)</u>
Balance at end of period	<u>205,576</u>	<u>327,260</u>
Total obligations for current benefits coverage	<u>251,460</u>	<u>395,306</u>
POSTRETIREMENT BENEFIT OBLIGATIONS, net of amounts currently payable		
Balance at beginning of period	8,071,243	10,082,488
Increase (decrease) during the period attributable to:		
Interest cost	435,023	376,022
Experience losses (gains), including assumptions changes	2,786,555	(127,322)
Benefits reclassified to amounts currently payable	(1,712,310)	(1,844,154)
Plan amendments	-	(415,791)
Balance at end of period	<u>9,580,511</u>	<u>8,071,243</u>
Total benefit obligations at end of period	<u>\$ 9,831,971</u>	<u>\$ 8,466,549</u>

Alyeska Pipeline Service Company Retiree Group Medical and Dental Plan for Operating Company Employees Notes to Financial Statements

Note 1 – Description of Plan

The following description of Alyeska Pipeline Service Company Retiree Group Medical and Dental Plan for Operating Company Employees (the Plan) provides only general information. Participants should refer to the plan document for a complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Enrollment in the Plan is voluntary.

The Plan has a stop-loss contract with an insurance company. The stop-loss contract requires the insurance company to pay benefits when the claims exceed certain specific stop-loss limits. For specific stop-loss, there was a \$300,000 individual specific stop-loss annual deductible per person and reimbursement of eligible expenses in excess of the deductible up to a \$1,700,000 annual maximum.

The Plan's trustee and custodian is Bank of New York Mellon, N.A. (the Trustee). The Plan is administered by Premera Blue Cross/Blue Shield of Alaska (the Administrator). The Administrator is responsible for determining eligibility of claimants, determining whether claimed benefits are provided for by the Plan, processing claim payments, ensuring the claim payments are correct and within the payment limits stipulated by the Plan, and maintaining all documentation in support of claim payments and eligibility.

Benefits

The Plan provides health benefits (medical, hospital, surgical, prescription, vision, and dental) on an elective basis covering eligible retirees and their beneficiaries and covered dependents. Employees are eligible to participate in the Plan upon reaching age 60 with 15 years of service. Employees who are age 55 with 10 years of service prior to January 1, 2017, are eligible to participate in the Plan under the eligibility rules prior to January 1, 2017. Prior to January 1, 2017, a retiree could enroll in the Plan within 60 days of the date after the retiree terminates from employment with the Alyeska. If a retiree does not enroll within this period, the retiree shall not be permitted to enroll in the Plan at any time thereafter.

Retirees and their dependents who become eligible for Medicare due to turning age 65 cease to be eligible to receive benefits from the Plan.

Alyeska makes an annual maximum contribution of up to \$3,000 to a Health Reimbursement Account (HRA) established for each eligible retiree. The amount contributed for each eligible participant is based on whether they are enrolled in the Plan for individual coverage or include one or two or more dependents. HRA balances are available to pay eligible medical and vision expenses.

Coverage, other than accumulated HRA balances, terminates when the retiree fails to make required contributions, the retiree ceases to be a retiree, the retiree's death, or the Plan's termination. Under the Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA), a participant is eligible to continue coverage in the Plan in certain circumstances which would otherwise result in loss of coverage, as defined by the Plan. For COBRA benefits, the participant pays 102% of the cost of the Plan.

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Notes to Financial Statements**

Note 1 – Description of Plan (continued)

Contributions

The medical and dental portions for retirees, who are age 65 and under, and surviving spouses, is funded 75% by the Employer and 25% by the retiree.

Plan Termination

In the event the Plan terminates, any and all assets remaining in the Plan (after the payment of all expenses) shall be used for the continuance of one or more benefits of the type provided by the Plan until all assets have been expended.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America, using the accrual basis of accounting.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that may affect certain amounts and disclosures. Actual results could differ from these estimates.

Investment Valuation

Investments are stated at fair value as certified by the Trustee. Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Plan interest in Master Trust investment income is recorded on the accrual basis.

Benefits

Participants' benefits are deducted from plan assets when the claims are paid. Claims incurred but not reported included in the accompanying financial statements are estimated by using historical experience and run-out information. Obligations for health claims incurred by active participants but not reported at period end are reported in the accompanying statements of accumulated plan benefits at an amount that approximates their present value. Present value for medical claims is based on reserve factors of 10% and 11% as of December 31, 2017 and 2016, respectively.

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Notes to Financial Statements**

Note 2 – Summary of Significant Accounting Policies (continued)

Post-Retirement Benefits

The post-retirement benefit obligation represents the actuarial present value of those estimated future benefits attributed to employee service rendered to December 31. Post-retirement benefits include future benefits expected to be paid to or for (1) currently retired employees and their beneficiaries and dependents, and (2) active employees and their beneficiaries and dependents after retirement from service with Alyeska. Prior to an active employee's full eligibility date, the post-retirement benefit obligation is the portion of the expected postretirement benefit obligation that is attributed to that employee's service rendered to the valuation date.

The actuarial present value of the expected post-retirement benefit obligation is determined by an actuary and is the amount that results from applying actuarial assumptions to historical claims cost data to estimate future annual incurred claims costs per participant and to adjust such estimates for the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as those for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

Actuarial assumptions reflect expectations of future events that will affect the ultimate cost for the retiree medical and dental program.

For 2017 measurement purposes, assumptions were made in the annual rate of increase in the per capita cost of covered medical and dental benefits and the HRA subsidy.

Calendar Year	Pre-65 Annual Trend	Dental
2017	7.00%	4.75%
2018	6.50%	4.50%
2019	6.00%	4.25%
2020	5.50%	4.00%
2021	5.25%	4.00%
2022 and later	5.00%	4.00%

Calendar Year	Post-65 HRA Subsidy Trend
2017-2024	-
2025	2.50%
2026 and later	5.00%

For 2016 measurement purposes, assumptions were made in the annual rate of increase in the per capita cost of covered medical and dental benefits and the HRA subsidy.

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Notes to Financial Statements**

Note 2 – Summary of Significant Accounting Policies (continued)

Calendar Year	Annual Trend	Dental
2016	7.50%	5.00%
2017	7.00%	4.75%
2018	6.50%	4.50%
2019	6.00%	4.25%
2020	5.50%	4.00%
2021	5.25%	4.00%
2020 and later	5.00%	4.00%

Calendar Year	Post-65 HRA Subsidy Trend
2016-2024	-
2025	2.50%
2026 and later	5.00%

The weighted-average health care cost-trend rate assumption has a significant effect on the amounts reported in the accompanying financial statements. The following presents the effect of a 1%-point increase or decrease in the assumed cost-trend rates on the Plan's post-retirement benefit obligation as of December 31, 2017 and 2016:

	1% Point	
	Decrease	Increase
December 31, 2017	\$ (1,165,966)	\$ 1,438,396
December 31, 2016	\$ (976,375)	\$ 1,203,603

Other significant assumptions used in the measurement of benefit obligations as of December 31, 2017 and 2016, as rolled forward from the Plan's actuarial valuations at January 1, 2017 and 2016, respectively, were as follows:

Discount rate	2017: 4.30% 2016: 4.40%
Mortality	2017: MP-2016 Mortality Improvement Scale 2016: MP-2015 Mortality Improvement Scale
Retirement age	Varying rates between 55 and 70 years

Alyeska Pipeline Service Company Retiree Group Medical and Dental Plan for Operating Company Employees Notes to Financial Statements

Note 2 – Summary of Significant Accounting Policies (continued)

The foregoing assumptions are based on the presumption the Plan will continue. Should the Plan terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of the post-retirement benefit obligation.

New Accounting Standard

In February 2017, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2017-06, *Employee Benefit Plan Master Trust Reporting*. ASU 2017-06 requires that a Plan:

- Present its interest in the master trust and the change in its interest in the master trust in separate line items in the statement of net assets available for benefits and the statement of changes in net assets available for benefits, respectively.
- Disclose the master trust's other assets and liabilities and the dollar amount of the Plan's interest in each of those other assets and liabilities.
- Disclose the net appreciation (depreciation) in the fair value of investments in the master trust and investment income for each period that a statement of changes in net assets available for benefits is presented.
- Describe the basis used to allocate net assets and total investment income to the Plan.
- Disclose its percentage interest in the master trust for each period that a statement of net assets available for benefits is presented.

ASU 2017-06 will be effective for the year ended December 31, 2018. The Plan Sponsor is currently evaluating the impact the adoption this new standard will have on the Plan's financial statements.

Subsequent Events

The Plan has evaluated subsequent events through July 30, 2018, which is the date the financial statements were available to be issued.

Note 3 – Benefit Obligations

The Plan's deficiency of net assets under benefit obligations as of December 31, 2017 and 2016 relates primarily to the postretirement benefit obligation, the funding of which is not covered by the current contribution rate. It is expected that the deficiency will be funded through future increases in the contribution rates.

During the year ended December 31, 2017 and 2016, the Plan reported net experience losses and assumption changes of \$2,786,555 and \$127,322, respectively, due primarily to changes in actuarial assumptions.

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Notes to Financial Statements**

Note 4 – Tax Status

The trust established under the Plan to hold the Plan's net assets is qualified pursuant to Section 501(a) of the Internal Revenue Code of 1986 (the Code) as a Voluntary Employee Beneficiary Association (VEBA) as described in Section 501(c)(9) of the Code and, accordingly, the trust is exempt from federal income taxes. However, under certain provisions of the Deficit Reduction Act, income generated after January 1, 1986 on certain trust investments is subject to taxation. There was no income tax expense for the years ended December 31, 2017 and 2016.

In accordance with guidance on accounting for uncertainty in income taxes, management has evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 5 – Alyeska Pipeline Service Company Master Trust

The Alyeska Pipeline Service Company Master Trust (the Master Trust) holds the assets of the Plan and the Active Employee Plan. The assets of the Master Trust are held by the Trustee.

The accompanying statements of net assets available for benefits as of December 31, 2017 and 2016 reflects the Plan's apportioned share of the underlying plan assets and liabilities of the Master Trust. Allocations of net income from the Master Trust are based on the Plan's net assets at the beginning of the year with adjustments for contributions and claim payments made during the year.

The following table presents the net assets of the Master Trust:

	December 31,	
	2017	2016
Net assets held by Master Trust		
Investments, at fair value		
Mutual fund	\$ 1,419,923	\$ 217,662
Interest receivable	1,931	260
	<u>\$ 1,421,854</u>	<u>\$ 217,922</u>
Plan interest in Master Trust		
23.49% and 46.49%, respectively	<u>\$ 333,937</u>	<u>\$ 101,315</u>

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Notes to Financial Statements**

Note 5 – Alyeska Pipeline Service Company Master Trust (continued)

The following table summarizes Master Trust investment income:

	Year Ended December 31,	
	2017	2016
Changes in net assets held by Master Trust		
Master Trust investment income		
Interest	\$ 12,156	\$ 2,882
Other	(339)	11
	<u>11,817</u>	<u>2,893</u>
Net transfers	<u>1,192,115</u>	<u>(1,221,188)</u>
Increase (decrease) in net assets held by Master Trust	1,203,932	(1,218,295)
Net assets held by Master Trust		
Beginning of year	<u>217,922</u>	<u>1,436,217</u>
End of year	<u>\$ 1,421,854</u>	<u>\$ 217,922</u>
Plan interest in Master Trust investment income		
26.92% and 18.53%, respectively	<u>\$ 3,181</u>	<u>\$ 536</u>

Note 6 – Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

- Level 1** Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Master Trust has the ability to access.
- Level 2** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3** Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

**Alyeska Pipeline Service Company
Retiree Group Medical and Dental Plan
for Operating Company Employees
Notes to Financial Statements**

Note 6 – Fair Value Measurements (continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. Following is a description of the valuation methodologies used for the Master Trust's assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Mutual funds: Shares of registered investment company funds (mutual funds) are valued at the daily closing price as reported by the fund. The mutual fund held by the Master Trust is an open-end mutual fund that is registered with the U.S. Securities and Exchange Commission. This fund is required to publish its daily net asset value and to transact at that price. The mutual fund held by the Master Trust is deemed to be actively traded.

The following tables presents the balances of assets for the Master Trust measured at fair value:

	Fair Value Measurements at December 31, 2017			
	Level 1	Level 2	Level 3	Total
Mutual fund	\$ 1,419,923	\$ -	\$ -	\$ 1,419,923

	Fair Value Measurements at December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual fund	\$ 217,662	\$ -	\$ -	\$ 217,662

Note 7 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2017	2016
Net assets available for benefits per the financial statements	\$ 333,937	\$ 101,315
Health claims currently payable	(45,884)	(68,046)
Estimated claims incurred but not reported	(205,576)	(327,260)
Liabilities in excess of net assets available for benefits per the Form 5500	\$ 82,477	\$ (293,991)

Alyeska Pipeline Service Company Retiree Group Medical and Dental Plan for Operating Company Employees Notes to Financial Statements

Note 7 – Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2017:

Claims paid per the financial statements	\$ 2,136,405
Add claims payable at December 31, 2017	45,884
Less claims payable at December 31, 2016	(68,046)
Add estimated claims incurred but not reported at December 31, 2017	205,576
Less estimated claims incurred but not reported at December 31, 2016	<u>(327,260)</u>
Benefits paid per the Form 5500	<u>\$ 1,992,559</u>

Note 8 – Risks and Uncertainties

Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risks associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits.

The actuarial present value of benefit obligations is reported based on certain assumptions pertaining to interest rates, health care inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the accompanying financial statements.