STATE OF NEW MEXICO DEPARTMENT OF ENERGY, MINERALS AND NATURAL RESOURCES OIL CONSERVATION DIVISION

APPLICATION OF OXY USA INC. FOR APPROVAL OF SURFACE POOL-LEASE COMMINGLING, OFF-LEASE STORAGE, AND OFF-LEASE MEASUREMENT EDDY COUNTY, NEW MEXICO.

CASE NO. 15540

AMENDED APPLICATION

OXY USA Inc., ("OXY") through its undersigned attorneys, hereby submits this amended application to the Oil Conservation Division for an order authorizing 1) lease commingling *from all existing and future wells* drilled on leases and associated spacing units in Sections 22, 23, and 24 of Township 24 South, Range 29 East, N.M.P.M., Eddy County, New Mexico; 2) off-lease storage; and 3) off-lease measurement. In support of this application, OXY states:

1. OXY (OGRID No. 16696) is the operator of the following Divisiondesignated spacing units and associated wells:

(a) 160-acre spacing unit comprised of S/2 N/2 of Section 22, currently dedicated to the Cedar Canyon 22 Federal No. 21H (30-015-43642) well and producing from the Pierce Crossing; Bone Spring East Pool (96473);

(b) 160-acre spacing unit comprised of N/2 S/2 of Section 22, currently dedicated to the Cedar Canyon 22 Fed Com No. 4H (30-015-43708) well and producing from the Pierce Crossing; Bone Spring East Pool (96473);

(c) 240-acre spacing unit comprised of S/2 N/2 of Section 23 and the S/2 NW/4 of Section 24, currently dedicated to the Cedar Canyon 23 Federal No. 3H (30-015-43920) and the Cedar Canyon 23 Federal No. 4H (30-015-43281). Both wells are producing from the Pierce Crossing; Bone Spring East Pool (96473).

(d) 240-acre spacing unit comprised of N/2 N/2 of Section 23 and the N/2 NW/4 of Section 24, currently dedicated to the Cedar Canyon 23 Federal No. 5H (30-015-43282) well and producing from the Pierce Crossing; Bone Spring East Pool (96473).

(e) 240-acre spacing unit comprised of N/2 S/2 of Section 23 and the N/2 SW/4 of Section 24, currently dedicated to the Cedar Canyon 23 Fed Com No. 6H (API No. pending) well, and the Cedar Canyon 23 Fed Com No. 33H (API No. pending) well. The Cedar Canyon 23 Fed Com No. 6H and Cedar Canyon 23 Fed Com No. 33H wells are expected to produce from the Pierce Crossing; Bone Spring East Pool (96473).

(f) Any future spacing unit located in the S/2 S/2 of Section 23 or the SW/4 of Section 24.

2. For surface lease commingling purposes, a spacing and proration unit is considered a "lease" and authorization to surface lease commingle is regulated and implemented on a "lease" basis rather than a well by well basis. *See* 19.15.12.7 NMAC.

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3. The spacing units identified above have diverse ownership, as identified in Exhibit A, and therefore constitute separate "leases" under 19.15.12.7 NMAC.

4. Pursuant to NMAC 19.15.12.10.C.4(g), OXY seeks authority to commingle production from the Pierce Crossing; Bone Spring East Pool (96473) from all existing and future wells in the spacing units identified above.

5. Oxy intends to meter and store production from these spacing units at the Cedar Canyon 23-3H satellite facility, located at the Cedar Canyon 23 Federal No 3H well pad. This will be an off-lease location for all spacing units, excluding leases in the N/2 S/2 of Section 22. Oxy intends to allocate production to the spacing units using the well test method. A detailed description of OXY's oil and gas metering, storage and allocation plan is included in the revised C-107B, attached as Exhibit A to this application.

6. Approval of this application will result in efficient production, storage, and measurement operations for the subject leases; lessen the impact on the surface estate; and is otherwise in the best interest of conservation, the prevention of waste, and the protection of correlative rights.

WHEREFORE, OXY USA, Inc. requests that this amended application be set for hearing before an Examiner of the Oil Conservation Division on January 5, 2017, and, after notice and hearing as required by law, the Division approve this application.

Respectfully submitted,

HOLLAND & HART LLP

By:

Michael H. Feldewert Jordan L. Kessler Post Office Box 2208 Santa Fe, New Mexico 87504-2208 (505) 988-4421 (505) 983-6043 Facsimile mfeldewert@hollandhart.com jlkessler@hollandhart.com

ATTORNEYS FOR OXY USA, INC.

CASE 15540:

Amended application OXY USA Inc. For Approval of Surface Lease Commingling, Off-Lease Storage, and Off-Lease Measurement, Eddy County, New Mexico. Applicant seeks an order authorizing 1) lease commingling from all existing and future wells drilled on leases and associated spacing units in Sections 22, 23, and 24 of Township 24 South, Range 29 East, N.M.P.M., Eddy County, New Mexico; 2) off-lease storage; and 3) off-lease measurement. OXY seeks to commingle production from the Pierce Crossing: Bone Spring East Pool (96473) from all existing and future wells and leases located in Sections 22, 23, and 24 at the Cedar Canyon 23-3H satellite facility, located at the Cedar Canyon 23 Federal No 3H well pad. This will be an off-lease location for all spacing units, excluding leases in the N/2 S/2 of Section 22. Oxy intends to allocate production to the spacing units using the well test method. Said area is approximately six miles east of Malaga, New Mexico.

District I 1625 N. French Drive, Hobbs, NM 88240 District II 811 S. First St., Artesia, NM 88210 District III 1000 Rio Brazos Road, Aztec, NM 87410 District IV 1220 S. St Francis Dr, Santa Fe, NM 87505

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State of New Mexico Energy, Minerals and Natural Resources Department Form C-107-B Revised August 1, 2011

OIL CONSERVATION DIVISION 1220 S. St Francis Drive

Santa Fe, New Mexico 87505

Submit the original application to the Santa Fe office with one copy to the appropriate District Office.

APPLICATION	FOR SURFACE	COMMINGLING	G (DIVERSE	OWNERSHIP)							
OPERATOR NAME: OXY US	A Inc.										
	1294, Houston, TX 772	210									
APPLICATION TYPE:											
Pool Commingling ELease Commingling	g Pool and Lease Cor	mmingling Off-Lease	Storage and Measur	rement (Only if not Surface	e Commingled)						
LEASE TYPE: Fee	State Grede										
Is this an Amendment to existing Order Have the Bureau of Land Management Yes No					ingling						
		DL COMMINGLIN s with the following in									
(1) Pool Names and Codes	Gravities / BTU of Non-Commingled Production	Calculated Gravities / BTU of Commingled Production		Calculated Value of Commingled Production	Volumes						
		-									
		4									
(2) Are any wells producing at top allowal	las?										
 (2) Are any wells producing at top allowal (3) Has all interest owners been notified b 		posed commingling?	∐Yes □No.								
(4) Measurement type: Metering	Other (Specify)										
(5) Will commingling decrease the value of											
(B) LEASE COMMINGLING Please attach sheets with the following information											
(1) Pool Name and Code. Pierce Crossing; Bone Spring East Pool (96473)											
(2) Is all production from same source of s(3) Has all interest owners been notified by				_							
(4) Measurement type: Metering		osed comminging?	🛛 Yes 🔲 N	0							
Weil test method											
		LEASE COMMIN s with the following in									
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(D	,	ORAGE and MEA									
(1) Is all production from same source of s		ts with the following i	information		EXHIBIT						
 Is all production from same source of s Include proof of notice to all interest or 		U									
				B	1						
(E) AD		RMATION (for all		pes)							
(1) A aphamatic discusses of facility instead		s with the following in	formation								
 A schematic diagram of facility, includ A plat with lease boundaries showing a Lease Names, Lease and Well Number 	Il well and facility location	ons. Include lease numbe	rs if Federal or Sta	te lands are involved.							
I hereby certify that the information above is	true and complete to the	best of my knowledge and	d belief.		l						
signature Jolanda R		TLE: <u>REGULATOR</u> Y	Advocac	у DATE: Z	16/16						
				EPHONE NO.: 7/ 3-	497-2069						
E-MAIL ADDRESS: Yolanda - P	ereze oxy.	com									

APPLICATION FOR POOL LEASE COMMINGLE, OFF-LEASE MEASUREMENT, SALES, & STORAGE, Comminging proposal for Cedar Canyon 23-3H Satellite

OXY USA INC is requesting approval for Pool Lease Commingle, and Off-lease Measurement, Storage & Sales for wells located on the attached spreadsheet. A map showing surface hole locations and laterals for each of the wells is also attached.

Oil & Gas metering:

Incoming wells will be routed to the 3 phase production separator at the satellite facility located at Cedar Canyon 23-3H well pad at 32.202503,-103.963914. The production separator will be equipped with a gas orifice meter (S/N^*) , oil turbine meter with prover loops (S/N^*) and water turbine (S/N^*) meters. There will also be a test separator at the satellite facility equipped with a gas orifice meter (S/N^*) , oil turbine meter (S/N^*) and water turbine (S/N^*) meters.

Oxy proposes to allocate production by well test. The wells are located on multiple Federal leases and CA's that are all 12.5% royalty. There is diverse WI & ORRI amongst some of the wells as outlined on the attached ownership list spreadsheet. Notice will be provided to all affected parties as per attached notice list. Wells are expected to decline below their top allowable within the first 4 months of production. Furthermore, the estimated percent of decline after 6 months is between 54-65%.

Gas meter on production separator S/N* & on test separator S/N*located at the satellite facility will serve as custody transfer point (Facility Measurement Point) for the purposes of royalty payment. Gas production from the 23-3H satellite facility will then be routed to Enterprise sales meter (S/N: 68841), located at 32.222, -103.974.

Oil production from the 23-3H satellite facility will be further metered off-lease, through a Coriolis meter (S/N*), located at the Cedar Canyon 22 central satellite facility. This Coriolis meter will serve as custody transfer point (FMP) for the purposes of Federal royalty payment.

Water production will be routed to the Cedar Canyon 22 CTB and then sent to the Cedar Canyon Salt Water Disposal Distribution system, where it will flow to the nearest SWD which has capacity to accept water. Salt Water Disposals tied to this SWD include the Cedar Canyon 28 Federal 4 SWD, Cedar Canyon 15 SWD. Riverbend Federal 8 SWD, Harroun 15-3 SWD and Cedar Canyon 16-3.

Meters will be proved and calibrated according to current API, NMOCD and BLM standards.

Process and Flow Descriptions:

The flow of production is shown in detail on the enclosed facility diagram. Also enclosed is a map detailing the lease boundaries, well surface hole locations and laterals. Commingling this production is the most effective means of producing the reserves and will not result in reduced royalty or improper measurement of production.

OXY USA INC understands the requested approval will not constitute the granting of any right-of-way or construction rights not granted by the lease instrument. These applications will be submitted separately for approval per NMOCD and BLM regulations.

The working interest, royalty interest and overriding royalty interest owners have been notified of this proposal by certified mail (see attached).

Signed: <u>Taylor</u> Hillman Printed Name: Paylor Stillman

Printed Name: Paylor Stilling Title: Production Engineer Date: 06/30/2016

Cedar Canyon 23-3H Satellite Well List

All Federal wells have 12.5% royalty rate

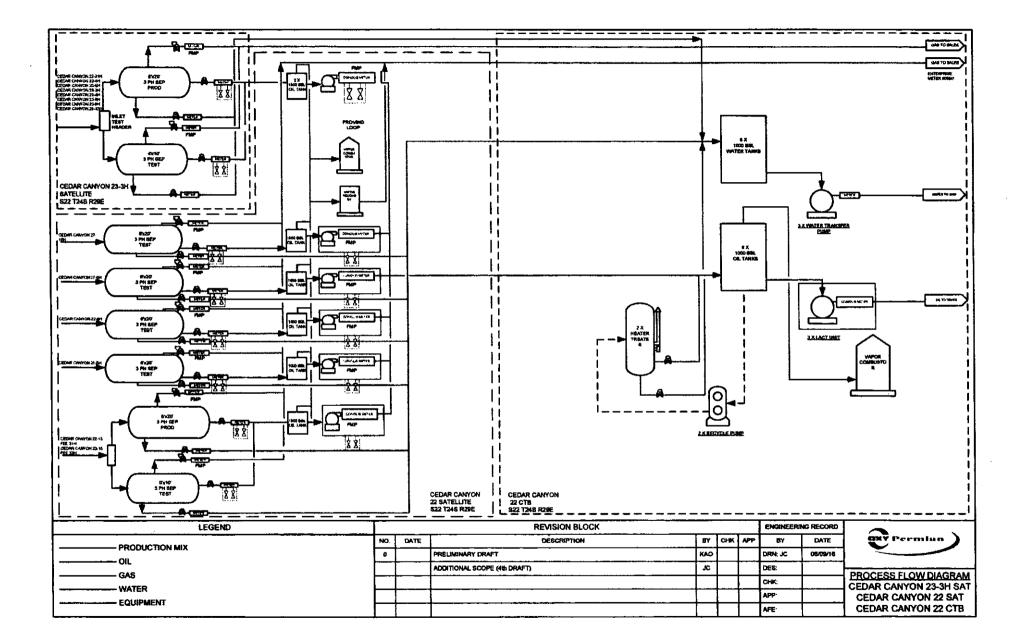
Lease Number	CA#	Well Name	API	Surface Location	Pool	Oil (bpd)	Gravity	Gas (MSCFD)	BTU/cf	Water (bpd)
NMNM 081586		Cedar Canyon 22 Fed 21H	30-015-43642	Sec 22, T 24S, R 29 E	Pierce Crossing; Bone Spring E	1327*	41	1991*	1000	796*
NMNM 013996 NMNM081586	Pending	Cedar Canyon 22 Fed Com 4H	30-015-43708	Sec 22, T 24S, R 29 E	Pierce Crossing; Bone Spring E	1327*	41	1991*	1000	796*
NMNM 081586		Cedar Canyon 23 Fed 3H	30-015-43290	Sec 22, T 24S, R 29 E	Pierce Crossing; Bone Spring E	1503*	41	2792*	1000	902*
NMNM 081586		Cedar Canyon 23 Fed 4H	30-015-43281	Sec 22, T 245, R 29 E	Pierce Crossing; Bone Spring E	762	42.2	1898	1000	875
NMNM 081586		Cedar Canyon 23 Fed 5H	30-015-43282	Sec 22, T 24S, R 29 E	Pierce Crossing; Bone Spring E	664	43.3	1555	1000	728
NMNM 081586 NMNM093477 NMNM 088138	Pending	Cedar Canyon 23 Fed Com 6H	Not yet filed	Sec 23, T 24S, R 29 E	Pierce Crossing; Bone Spring E	1503*	41	2792*	1000	902*
NMNM 081586 NMNM093477 NMNM 088138	Pending	Cedar Canyon 23 Fed Com 33H	Not yet filed	Sec 23, T 24S, R 29 E	Pierce Crossing; Bone Spring E	807*	46.5	1776*	1000	2422*

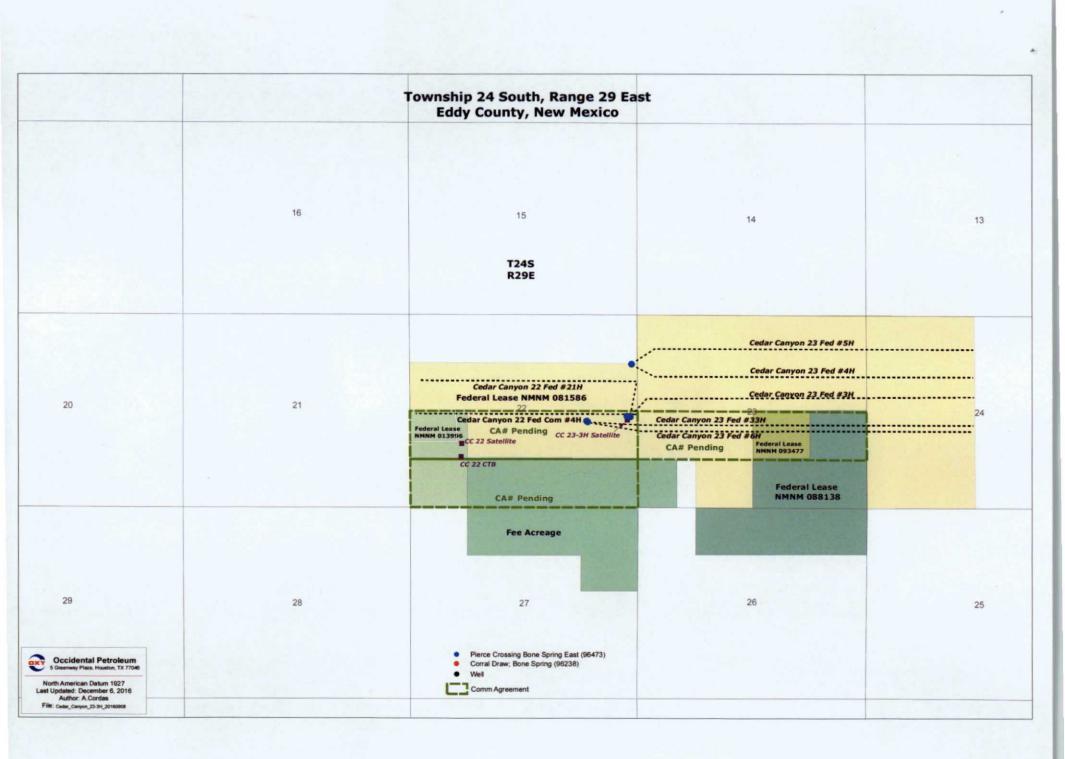
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*Represents wells not yet drilled, values are esimated

Entity Name	Address	СПТҮ	STATE	ZIP
ANDERSON AND, CURTIS A	9314 CHERRY BROOK LANE	FRISCO	TX	75033
B. Jack Reed	506 CHARISMATIC	MIDLAND	ТХ	79705
Ben J. Fortson, III, Children's Trust	P O BOX 29	FORT WORTH	тх	76101
Beryl Oil & Gas, LP	6707 PEBBLE COURT	MIDLAND	ΤХ	79707
Bill Burton*	301 COMMERCE ST SUITE 2900	FORT WORTH	ХТ	76102
CCB 1998 Trust	301 COMMERCE STREET	FORT WORTH	тх	761 <u>02</u>
Curtis A. Anderson & Edna I. Anderson	9314 CHERRY BROOK LANE	FRISCO	ТХ	75033
DCB 1998 Trust	301 COMMERCE STREET	FORT WORTH	тх	76102
DRW Energy, LLC	4107 TANFORAN	MIDLAND	ТХ	79707
Fina Oil and Chemical Company	PO BOX 301105	DALLAS	ТХ	75303
GD McKinney INVESTMENTS LP	300 N MARIENFELD SUITE 1100	MIDLAND	ТХ	79701
Gerald A. Hancock	4200 FAIRWOOD	MIDLAND	тх	79707
John S. Tittl	7304 VALENCIA GROVE COURT	FORT WORTH	ТХ	76132
Kimbell Art Foundation	301 COMMERCE ST SUITE 2300	FORT WORTH	ТХ	76102
LEOPARD PETROLEUM LP	4200 FAIRWOOD PL	MIDLAND	тх	79707
MAP000+NET	P.O. BOX 268946	OKLAHOMA CITY	ок	73126
Michael A. Kulenguski	279 JONES MT ROAD	MADISON	VA	22727
M'Lissa L. McKinney Schoening	300 N MARIENFELD SUITE 1100	MIDLAND	тх	79701
Mobil Producing Texas & New Mexico	PO BOX 951027	DALLAS	ТХ	77252
MWB 1998 Trust	301 COMMERCE ST STE 2900	FORT WORTH	тх	76102
Robert C. Grable	201 MAIN STREET	FORT WORTH	ТХ	76102
Rutter Wilbanks Corp.	PO BOX 3186	MIDLAND	ТХ	79701
Sharbro Oil Ltd. Co.	PO BOX 840	ARTESIA	NM	88211
Sundance Minerals I	P O BOX 17744	FORT WORTH	ХТ	76102
The Roach Foundation	777 TAYLOR ST PII-J	FORT WORTH	тх	76102
Wayne/Linda Newkumet	PO BOX 11330	MIDLAND	ТХ	79702
Collins & Ware Inc	950 THIRD AVE 23RD FLOOR	NEW YORK	NY	10022
C Mark Wheeler	24 SMITH ROAD SUTIE 405	MIDLAND	тх	79705
John Thoma	P O BOX 17656	GOLDEN	со	80402
Sandra Thoma	8530 MILL RUN ROAD	ATHENS	хт	75751
Paul R Barwis	P O BOX 230	MIDLAND	ТХ	79702
Jareed Partners	P O BOX 51451	MIDLAND	ТХ	79710
Penwell Employee Royalty Pool	200 N LORAINE ST SUITE 1550	MIDLAND	тх	79701
George Scott Cranford	2009 Hubbard Court	Villa Rica	GA	30180
Britt P. and Cydney Medford	2111 Paisano Road	Austin	ТХ	78746
Jack Scott and Sandra McDonald	1110 College Avenue	Snyder	тх	79549

Jan Alice Herrstrom	810 Forest Oaks Circle	Woodway	тх и	76712
Twin Oaks Petroleum, LLC	4010 Lazybrook Drive	Nolanville	ТX	76559
Robert and Brenda K. Patton	1007 Hidalgo Road	Carlsbad	ŃM	88220
Margaret and Raymond H. McDonald, JR	1379 County Road 3566	Dike	TX.	75437
Lonny, Ray, McDonald	5505 Sioux Road	, Carlsbad	, NM	88220
Glen E. and Barbara McDonald	P. O. Box 367	Loving	NM	88256
David H. and Vicki McDonald	P. O. Bóx 308	Loving	NM .	88256-0308
Enrich Henry McDonald a/k/a Henry E. McDonald	P. O. Box 597	Loving	ŃМ	88256
Rebecca G. Hooks	P. O. Box 111	Waring	TX	78074
Micaella Gaines Klapuch	P. O. Box 227	Wimberly	TX	78676
Robert E. Gaines, Jr.	P. O. Box 105	Waring	TX	78074
Mary Martha Gaines England	P. O. Box 541661	Grand Prairie	ΤХ	75054





Cedar Canyon 23-3H Satellite Ownership

All Federal wells have 12.5% royalty rate

Lease Number	CA#	Well Name	API	Surface Location	Pool	Oil (bpd)	Gravity	Gas (MSCFD)	BTU/đ	Water (bpd)	Ownership
NMNM 081586		Cetlar Canyon 22 Fed 21H	30-015-43642	Sec 22, T 24S, R 29 E	Pierce Crossing; Bone Spring E	1327*	41	1991*	1000	796*	Identical
NMNM 013996 NMNM081586	Pending	Cedar Canyon 22 Fed Com 4H	30-015-43708	Sec 22, T 245, R 29 E	Pierce Crossing; Bone Spring E	1327*	41	1991*	1000	796*	Identical
NMNM 081586		Cedar Canyon 23 Fed 3H	30-015-43290	Sec 22, T 24S, R 29 E	Pierce Crossing; Bone Spring E	1503*	41	2792*	1000	902*	
NMNM 081586		Cedar Canyon 23 Fed 4H	30-015-43281	Sec 22, T 24S, R 29 E	Pierce Crossing; Bone Spring E	762	42.2	1898	1000	875	Identical
NMNM 081586		Cedar Canyon 23 Fed 5H	30-015-43282	Sec 22, T 24S, R 29 E	Pierce Crossing; Bone Spring E	664	43.3	1555	1000	728	
NMNM 081586 NMNM093477 NMNM 088138	Pending	Cedar Canyon 23 Fed Com 6H	Not yet filed	Sec 23, T 245, R 29 E	Pierce Crossing; Bone Spring E	1503*	41	2792*	1000	902*	Identical
NMNM 081586 NMNM093477 NMNM 088138	Pending	Cedar Canyon 23 Fed Com 33H	Not yet filed	Sec 23, † 245, R 29 E	Pierce Crossing; Bone Spring E	807*	46.5	1776*	1000	2422*	

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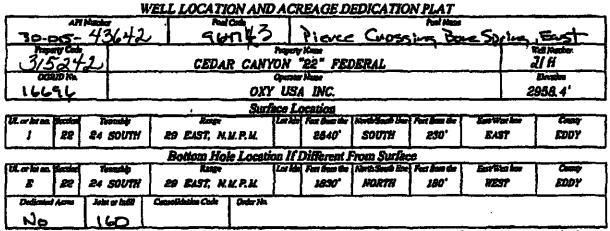
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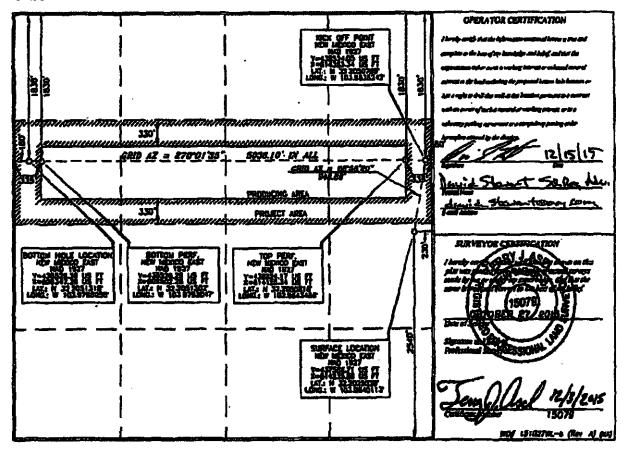
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State of New Mexico Energy, Minerals & Natural Resources Department OIL CONSER VATION DIVISION 1220 South St. Francis Dr. Santa Fe, NM 87505 Form C-102 Revised August 1, 2011 Submit one copy to appropriate District Office

AMENDED REPORT



No allowable will be assigned to this completion until all interests have been consolidated or a non-standard unit has been approved by the division.



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AMENDED REPORT

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l'L or lot po.	Section	To	mehip	. Reg	90	Lot Ida Fe	et from the	North/South line	Fast from the	East/West line	County
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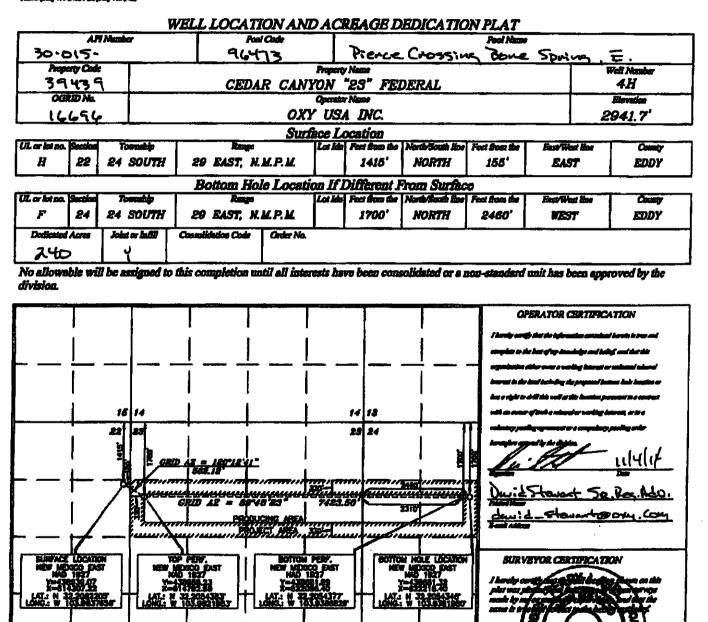
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State of New Mexico Energy, Minerals & Natural Resources Department OIL CONSERVATION DIVISION 1220 South St. Francis Dr. Santa Fe, NM 87505

Form C-102 Revised August 1, 2011 Submit ane copy to appropriate District Office

AMENDED REPORT



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AMENDED REPORT

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State of New Mexico Energy, Minerals & Natural Resources Department OIL CONSER VATION DIVISION 1220 South St. Francis Dr. Santa Fe, NM 87505

Form C-102 Revised August 1, 2011 Submit one copy to appropriate District Office

AMENDED REPORT

API Number Pool Code Pool Nume Progenty Code Progenty Name Well Number OCRED No. CEDAR CANYON "23" FEDERAL COM 6H OCRED No. Operator Name Elevation OCRED No. OXY USA INC. 2948.7' UL or lot no. Surface Location 2948.7' UL or lot no. Surface Location Feet from the East/West line County I 22 24 SOUTH 29 EAST. N.M.P.M. 23289' SOUTH 1173' EAST EDDY Bottom Hole Location If Different From Surface UL or lot no. Social Feet from the East/West line County K 24 24 SOUTH 29 EAST. N.M.P.M. 2100' SOUTH 2460' WEST EDDY Dedicated Arrs Joint or Infill Consolidation Code Order No. County No allowable will be assigned to this completion until all interests have been consolidated or a non-standard unit has been approved by the division. 16 14 14 13 If Mather area and area area area area area area area are
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State of New Mexico Energy, Minerals & Natural Resources Department OIL CONSERVATION DIVISION 1220 South St. Francis Dr. Santa Fe, NM 87505

WELL LOCATION AND ACREAGE DEDICATION PLAT

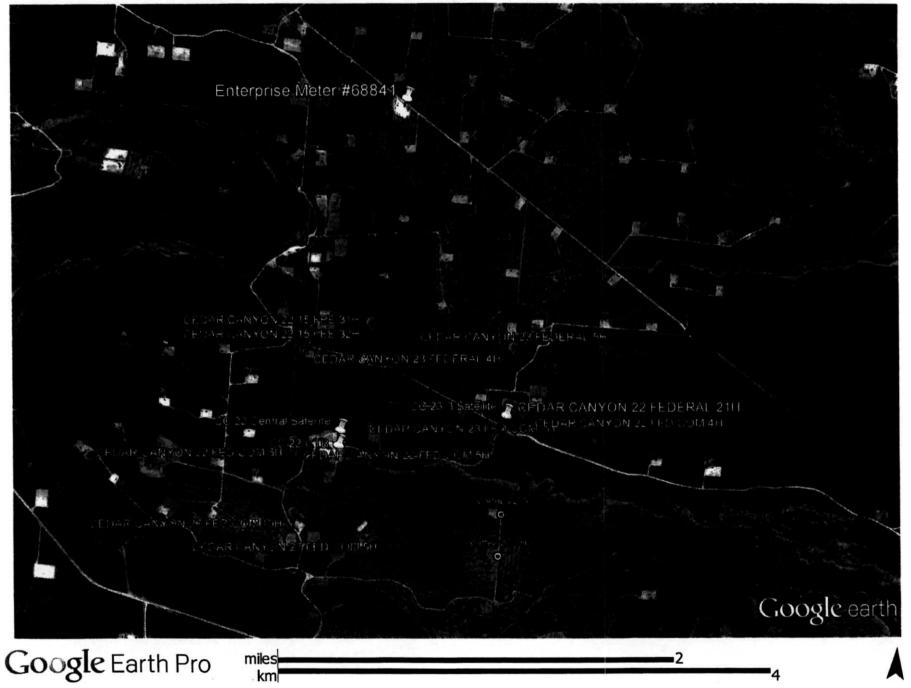
Form C-102 Revised August 1, 2011 Submit one copy to appropriate District Office

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AMENDED REPORT

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GAS SALES & FLOWLINE MAP



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Jordan L. Kessler Phone (505) 988-4421 Fax (505) 983-6043

JLKessler@hollandhart.com

December 6, 2016

VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

TO: AFFECTED PARTIES

4

Re: Amended Application OXY USA Inc. For Approval of Surface Lease Commingling, Off-Lease Storage, and Off-Lease Measurement, Eddy County, New Mexico.

This letter is to advise you that OXY USA Inc. has filed the enclosed application with the New Mexico Oil Conservation Division. This application has been set for hearing before a Division Examiner at 8:15 a.m. on January 5, 2017. The hearing will be held in Porter Hall in the Oil Conservation Division's Santa Fe Offices located at 1220 South Saint Francis Drive, Santa Fe, New Mexico 87505. You are not required to attend this hearing, but as an owner of an interest that may be affected by this application, you may appear and present testimony. Failure to appear at that time and become a party of record will preclude you from challenging the matter at a later date.

Parties appearing in cases are required to file a Pre-hearing Statement four business days in advance of a scheduled hearing. This statement must be filed at the Division's Santa Fe office at the above specified address and should include: the names of the parties and their attorneys; a concise statement of the case; the names of all witnesses the party will call to testify at the hearing; the approximate time the party will need to present its case; and identification of any procedural matters that are to be resolved prior to the hearing.

Questions concerning this application should be directed to Yolanda Perez at OXY USA Inc. (713) 497-2069 or Yolanda_perez@oxy.com.

Sincerely,

Jordan L. Kessler ATTORNEY FOR OXY USA INC.