JUL 25 2013

Brent Winn
Aera Energy, LLC
P.O. Box 11164
Bakerfield, CA 93389-1164

RE: Notice of Final Action – Emission Reduction Credits
Facility Number: S-1547
Project Number: S-1130189

Dear Mr. Winn:

The Air Pollution Control Officer has issued Emission Reduction Credits (ERCs) to Aera Energy, LLC for emission reduction generated by the shutdown of steam generators listed on permits S-1547-78 and S-146, at Aera's generator setting 2972 in the Belridge Oilfield. The quantity of ERCs to be issued is 4,372 lb-NOx/yr, 3,218 lb-PM2.5/yr, and 1,194 lb-VOC/yr.

Enclosed are copies of the ERC Certificates and a copy of the notice of final action to be published approximately three days from the date of this letter.

Notice of the District's preliminary decision to issue the ERC Certificates was published on May 6, 2013. The District's analysis of the proposal was also sent to CARB and US EPA Region IX on May 1, 2013. All comments received following the District's preliminary decision on this project were considered.

Comments received by the District during the public notice period resulted in the removal of emission reduction credits from the steam generator listed on permit S-1547-123 due to Aera Energy's revision of the application and individual certificates issued for the shutdown of each generator as opposed to the whole project. These changes were minor and did not affect the basis for issuance of the above referenced ERCs.

Seyed Sadredin
Executive Director/Air Pollution Control Officer

Northern Region
4980 Enterprise Way
Modesto, CA 95356-8718
Tel: (209) 557-6400 FAX: (209) 557-6475

Central Region (Main Office)
1990 E. Gettysburg Avenue
Fresno, CA 93726-0244
Tel: (559) 230-6000 FAX: (559) 230-6061

Southern Region
34946 Flyover Court
Bakersfield, CA 93308-9725
Tel: 661-362-5500 FAX: 661-362-5585

www.valleyair.org www.healthyairliving.com
Thank you for your cooperation in this matter. If you have any questions, please contact Mr. Leonard Scandura at (661) 392-5500.

Sincerely,

[Signature]

David Warner
Director of Permit Services

DW:KTR/st

Enclosures

cc: Mike Tollstrup, CARB (w/enclosure) via email
cc: Gerardo C. Rios, EPA (w/enclosure) via email
NOTICE OF FINAL ACTION
FOR THE ISSUANCE OF
EMISSION REDUCTION CREDITS

NOTICE IS HEREBY GIVEN that the Air Pollution Control Officer has issued Emission Reduction Credits (ERCs) to Aera Energy, LLC for emission reduction generated by the shutdown of steam generators listed on permits S-1547-78 and 4'-146, at Aera’s generator setting 2972 in the Belridge Oilfield. The quantity of ERCs to be issued is 4,372 lb-NOx/yr, 3,218 lb-PM2.5/yr, and 1,194 lb-VOC/yr.

All comments received following the District’s preliminary decision on this project were considered.

Comments received by the District during the public notice period resulted in the removal of emission reduction credits from the steam generator listed on permit S-1547-123 due to Aera Energy’s revision of the application and individual certificates issued for the shutdown of each generator as opposed to the whole project. These changes were minor and did not affect the basis for issuance of the above referenced ERCs.

The application review for Project #S-1130189 is available for public inspection at http://www.valleyair.org/notices/public_notices_idx.htm, the SAN JOAQUIN VALLEY UNIFIED AIR POLLUTION CONTROL DISTRICT, 34946 FLYOVER COURT, BAKERSFIELD, CA 93308, and at any other District office. For additional information, please contact the District at (661) 392-5500.
Emission Reduction Credit Certificate
S-4063-1

ISSUED TO: AERA ENERGY LLC
ISSUED DATE: July 16, 2013
LOCATION OF REDUCTION: HEAVY OIL WESTERN STATIONARY SOURCE KERN COUNTY, CA
SECTION: NE29 TOWNSHIP: 28S RANGE: 21E

For VOC Reduction In The Amount Of:

<table>
<thead>
<tr>
<th>Quarter 1</th>
<th>Quarter 2</th>
<th>Quarter 3</th>
<th>Quarter 4</th>
</tr>
</thead>
<tbody>
<tr>
<td>157 lbs</td>
<td>140 lbs</td>
<td>120 lbs</td>
<td>181 lbs</td>
</tr>
</tbody>
</table>

[ ] Conditions Attached

Method Of Reduction
[ ] Shutdown of Entire Stationary Source
[X] Shutdown of Emissions Units
[ ] Other

Shutdown of steam generator S-1547-78

Use of these credits outside the San Joaquin Valley Unified Air Pollution Control District (SJVUAPCD) is not allowed without express written authorization by the SJVUAPCD.

Seyed Sadredin, Executive Director / APCO

David Warner, Director of Permit Services
Emission Reduction Credit Certificate
S-4063-2

ISSUED TO: AERA ENERGY LLC
ISSUED DATE: July 16, 2013
LOCATION OF REDUCTION: HEAVY OIL WESTERN STATIONARY SOURCE
KERN COUNTY, CA
SECTION: NE29 TOWNSHIP: 28S RANGE: 21E

For NOx Reduction In The Amount Of:

<table>
<thead>
<tr>
<th>Quarter 1</th>
<th>Quarter 2</th>
<th>Quarter 3</th>
<th>Quarter 4</th>
</tr>
</thead>
<tbody>
<tr>
<td>573 lbs</td>
<td>515 lbs</td>
<td>438 lbs</td>
<td>663 lbs</td>
</tr>
</tbody>
</table>

[ ] Conditions Attached

Method Of Reduction
[ ] Shutdown of Entire Stationary Source
[ ] Shutdown of Emissions Units
[ ] Other

Shutdown of steam generator S-1547-78

Use of these credits outside the San Joaquin Valley Unified Air Pollution Control District (SJUAPCD) is not allowed without express written authorization by the SJUAPCD.

Seyed Sadrelin, Executive Director / APCO

[Signature]

David Warner, Director of Permit Services
Emission Reduction Credit Certificate
S-4063-22

ISSUED TO: AERA ENERGY LLC
ISSUED DATE: July 16, 2013
LOCATION OF REDUCTION: HEAVY OIL WESTERN STATIONARY SOURCE KERN COUNTY, CA
SECTION: NE29 TOWNSHIP: 28S RANGE: 21E

For PM2.5 Reduction In The Amount Of:

<table>
<thead>
<tr>
<th>Quarter 1</th>
<th>Quarter 2</th>
<th>Quarter 3</th>
<th>Quarter 4</th>
</tr>
</thead>
<tbody>
<tr>
<td>453 lbs</td>
<td>406 lbs</td>
<td>346 lbs</td>
<td>523 lbs</td>
</tr>
</tbody>
</table>

[ ] Conditions Attached

Method Of Reduction
[ ] Shutdown of Entire Stationary Source
[ X] Shutdown of Emissions Units
[ ] Other

Shutdown of steam generator S-1547-78

Use of these credits outside the San Joaquin Valley Unified Air Pollution Control District (SJVUAPCD) is not allowed without express written authorization by the SJVUAPCD.

Seyed Sadredin, Executive Director / APCO

David Warner, Director of Permit Services
Emission Reduction Credit Certificate
S-4064-1

ISSUED TO: AERA ENERGY LLC
ISSUED DATE: July 16, 2013
LOCATION OF REDUCTION: HEAVY OIL WESTERN STATIONARY SOURCE KERN COUNTY, CA
SECTION: NE29 TOWNSHIP: 28S RANGE: 21E

For VOC Reduction In The Amount Of:

<table>
<thead>
<tr>
<th>Quarter 1</th>
<th>Quarter 2</th>
<th>Quarter 3</th>
<th>Quarter 4</th>
</tr>
</thead>
<tbody>
<tr>
<td>98 lbs</td>
<td>154 lbs</td>
<td>184 lbs</td>
<td>160 lbs</td>
</tr>
</tbody>
</table>

[ ] Conditions Attached

Method Of Reduction
[ ] Shutdown of Entire Stationary Source
[X] Shutdown of Emissions Units
[ ] Other

Shutdown of steam generator S-1547-146

Use of these credits outside the San Joaquin Valley Unified Air Pollution Control District (SJVUAPCD) is not allowed without express written authorization by the SJVUAPCD.

Seyed Sadredin, Executive Director / APCO

David Warner, Director of Permit Services
Emission Reduction Credit Certificate
S-4064-2

ISSUED TO: AERA ENERGY LLC
ISSUED DATE: July 16, 2013
LOCATION OF REDUCTION: HEAVY OIL WESTERN STATIONARY SOURCE KERN COUNTY, CA
SECTION: NE29 TOWNSHIP: 28S RANGE: 21E

For NOx Reduction In The Amount Of:

<table>
<thead>
<tr>
<th>Quarter</th>
<th>Quarter 2</th>
<th>Quarter 3</th>
<th>Quarter 4</th>
</tr>
</thead>
<tbody>
<tr>
<td>359 lbs</td>
<td>564 lbs</td>
<td>674 lbs</td>
<td>586 lbs</td>
</tr>
</tbody>
</table>

[ ] Conditions Attached

Method Of Reduction
[ ] Shutdown of Entire Stationary Source
[ X ] Shutdown of Emissions Units
[ ] Other

Shutdown of steam generator S-1547-146

Use of these credits outside the San Joaquin Valley Unified Air Pollution Control District (SJYUAPCD) is not allowed without express written authorization by the SJYUAPCD.

Seyed Sadredin, Executive Director / APCO

David Warner, Director of Permit Services
Emission Reduction Credit Certificate
S-4064-22

ISSUED TO: AERA ENERGY LLC
ISSUED DATE: July 16, 2013
LOCATION OF REDUCTION: HEAVY OIL WESTERN STATIONARY SOURCE
KERN COUNTY, CA
SECTION: NE29 TOWNSHIP: 28S RANGE: 21E

For PM2.5 Reduction In The Amount Of:

<table>
<thead>
<tr>
<th>Quarter 1</th>
<th>Quarter 2</th>
<th>Quarter 3</th>
<th>Quarter 4</th>
</tr>
</thead>
<tbody>
<tr>
<td>283 lbs</td>
<td>445 lbs</td>
<td>533 lbs</td>
<td>229 lbs</td>
</tr>
</tbody>
</table>

[ ] Conditions Attached

Method Of Reduction

[ ] Shutdown of Entire Stationary Source
[X] Shutdown of Emissions Units
[ ] Other

Shutdown of steam generator S-1547-146

Use of these credits outside the San Joaquin Valley Unified Air Pollution Control District (SJUAPCD) is not allowed without express written authorization by the SJUAPCD.

Seyed Sadredin, Executive Director / APCO

David Warner, Director of Permit Services