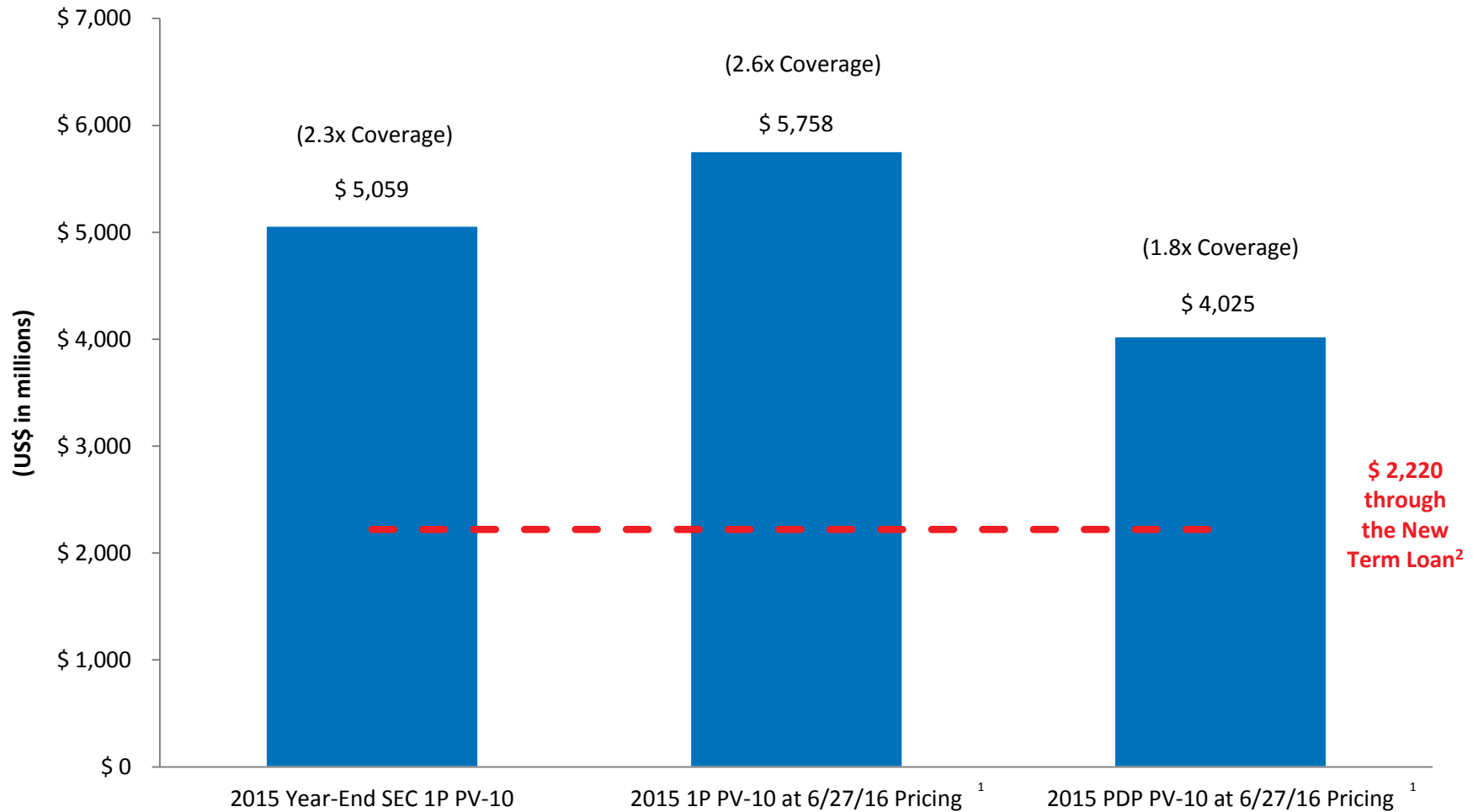


# PV-10 Collateral Coverage through the New Term Loan Debt



Source: CRC Management

Note: In addition, non-Borrowing Base Collateral is also pledged to the new First Lien Second Out Term Loan.

<sup>1</sup> YE2015 reserves adjusted to reflect February LOE levels less production YTD July 1, 2016, run at June 27, 2016 strip pricing.

<sup>2</sup> Includes pro forma debt amounts: \$720 million Revolver drawn, \$800 million Term Loan Facility and \$700 million New Term Loan.

# ● Active Hedging Program Further Protects Cash Flow<sup>1</sup>

- Current hedge program targeting 50% of production
- Strategy focuses on protecting cash flow for capital investments and covenant compliance

	Q2 2016	Q3 2016	Q4 2016	2017	2018
<b>Calls</b>					
Barrels per Day	40,500	19,000	25,000	11,250	23,287
Wtd Avg Ceiling Price per Barrel	\$64.25	\$55.08	\$53.62	\$56.01	\$57.99
<b>Puts</b>					
Barrels per Day	55,500	28,000	3,000	4,275	–
Wtd Avg Floor Price per Barrel	\$50.14	\$50.65	\$50.00	\$50.00	–
<b>Swap</b>					
Barrels per Day	–	1,000	29,000	–	–
Wtd Avg Price per Barrel	–	\$61.25	\$49.43	–	–

<sup>1</sup> As of July 6, 2016.

# Summary of Key Operating Metrics<sup>1</sup>

Operating Metrics <sup>1</sup>	
Metric	Value
1Q16 Production (Mboe/ d)	148
2015 1P Reserves at 6/27/16 Pricing (MMBoe)	691
2015 1P PV-10 at 6/27/16 Pricing (\$mm)	\$5,758

Source: CRC Management

<sup>1</sup> YE2015 reserves adjusted to reflect February LOE levels less production YTD July 1, 2016, run at June 27, 2016 strip pricing.

# Summary of 5<sup>th</sup> Proposed Amendment to the Credit Agreement

	Description
<b>New Second Out Indebtedness</b>	<ul style="list-style-type: none"> <li>Permit \$1bn of first lien, 2nd / 3rd out debt, subject to acceptable intercreditor agreement                             <ul style="list-style-type: none"> <li>— To be documented under separate Credit Agreements</li> </ul> </li> </ul>
<b>Use of Proceeds</b>	<ul style="list-style-type: none"> <li>25% of gross proceeds required to immediately prepay the Term Loan (not less than \$106.25mm)</li> <li>Remaining 75% of proceeds to pay-down outstanding Revolver borrowings                             <ul style="list-style-type: none"> <li>— Minimum reduction of Senior Notes: \$500mm</li> </ul> </li> </ul>
<b>Additional Collateral Requirement</b>	<ul style="list-style-type: none"> <li>Provide additional collateral on a first lien basis on all other unencumbered, non-borrowing base assets of the Company including the Elk Hills power plant                             <ul style="list-style-type: none"> <li>— New Second Out Indebtedness would be secured by the same collateral on a first lien second out basis</li> </ul> </li> </ul>
<b>Non-Borrowing Base Asset Sale Proceeds</b>	<ul style="list-style-type: none"> <li>To be treated similar to the existing credit facility, subject to the following:                             <ul style="list-style-type: none"> <li>— Total Debt / EBITDAX &gt; 4.0x: 40% of net cash proceeds may be used to repurchase Senior Notes or receive up to 40% of total proceeds in the form of Senior Notes</li> <li>— Total Debt / EBITDAX ≤ 4.0x: 60% of net proceeds may be used to repurchase Senior Notes or receive up to 60% of total proceeds in the form of Senior Notes</li> </ul> </li> </ul>
<b>Revolver Commitment Reduction</b>	<ul style="list-style-type: none"> <li>\$200mm (can increase commitments later with new or existing lenders up to the lesser of \$250mm or excess of Borrowing Base over total term loan and revolving commitments, if they agree to participate in the increased commitment)</li> </ul>
<b>Financial Covenants</b>	<ul style="list-style-type: none"> <li>First Lien First Out Leverage Ratio<sup>1</sup>:                             <ul style="list-style-type: none"> <li>— 6/30/16 – 6/30/17: 3.5x</li> <li>— 6/30/2017 – 12/31/2017: 3.25x</li> </ul> </li> <li>First Lien Senior Secured Leverage Ratio beginning Q1 2018: 2.25x</li> <li>Minimum Interest Coverage Ratio through year-end 2017: 1.20x (and thereafter, 2.0x)</li> <li>PV-10 Ratio (PV-10 to 1.0 and Second Out Indebtedness): 1.20x</li> <li>Maximum capital expenditures: \$125mm in 2016 / \$200mm in 2017 (may carry-over unused amounts) subject to maximum \$50mm increase in certain circumstances</li> </ul>
<b>Maximum Increase in PF Cash Interest</b>	<ul style="list-style-type: none"> <li>\$40mm multiplied by the ratio of New Second Out Indebtedness incurred to \$1bn</li> </ul>

<sup>1</sup> Defined as First Lien First Out Debt to LTM Consolidated EBITDAX.