

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name California Resources Corporation

2. All other names debtor used in the last 8 years _____

 Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) 4 6 - 5 6 7 0 9 4 7

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>27200 Tourney Road</u>	_____
	<small>Number Street</small>	<small>Number Street</small>
	<u>Suite 200</u>	_____
	<small>P.O. Box</small>	_____
	<u>Santa Clarita CA 91355</u>	_____
	<small>City State ZIP Code</small>	<small>City State ZIP Code</small>
	<u>Los Angeles</u>	Location of principal assets, if different from principal place of business
	<small>County</small>	_____
		<small>Number Street</small>

		<small>City State ZIP Code</small>

5. Debtor's website (URL) https://crc.com

Debtor California Resources Corporation
Name

Case number (if known) _____

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .

5 5 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

Debtor California Resources Corporation
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor See Annex 1 Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?

- Check all that apply:
- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

- Check one:
- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors¹

- 1-49 1,000-5,000 25,001-50,000
- 50-99 5,001-10,000 50,001-100,000
- 100-199 10,001-25,000 More than 100,000
- 200-999

¹ The estimated number of creditors is provided on a consolidated basis for all debtors.

Debtor California Resources Corporation Case number (if known) _____
Name

15. Estimated assets²
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities²
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07 / 15 / 2020
MM / DD / YYYY

X /s/ Todd A. Stevens
 Signature of authorized representative of debtor
 Title President and Chief Executive Officer

Todd A. Stevens
 Printed name

18. Signature of attorney

X /s/ Paul E. Heath
 Signature of attorney for debtor

Date 07 / 15 / 2020
MM / DD / YYYY

Paul E. Heath
 Printed name

Vinson & Elkins LLP
 Firm name

1001 Fannin Street, Suite 2500
 Number Street

Houston TX 77002-6760
 City State ZIP Code

(713) 758-2222 pheath@velaw.com
 Contact phone Email address

09355050 TX
 Bar number State

² The estimated assets and estimated liabilities are provided on a consolidated basis for all debtors.

ANNEX 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in this Court for relief under Chapter 11 of Title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the Chapter 11 case of California Resources Corporation.

1. California Resources Corporation
2. California Heavy Oil, Inc.
3. California Resources Coles Levee, L.P.
4. California Resources Coles Levee, LLC
5. California Resources Elk Hills, LLC
6. California Resources Long Beach, Inc.
7. California Resources Mineral Holdings LLC
8. California Resources Petroleum Corporation
9. California Resources Production Corporation
10. California Resources Production Mineral Holdings, LLC
11. California Resources Real Estate Ventures, LLC
12. California Resources Royalty Holdings, LLC
13. California Resources Tidelands, Inc.
14. California Resources Wilmington, LLC
15. CRC Construction Services, LLC
16. CRC Marketing, Inc.
17. CRC Services, LLC
18. Monument Production, Inc.
19. Oso Verde Farms, LLC
20. Social Holding, LLC
21. Southern San Joaquin Production, Inc.
22. Thums Long Beach Company
23. Tidelands Oil Production Company LLC

Official Form 201A (12/15)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

	x	Chapter 11
In re	:	
	:	Case No. (20-____) ()
CALIFORNIA RESOURCES CORPORATION,	:	
et al.,	:	Joint Administration Pending
	:	
Debtors.	:	
	x	

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-36478.

2. The following financial data is the latest available information and refers to the debtor's condition on 03/31/2020.

a. Total assets	\$ <u>4,068,000,000</u>
b. Total debts (including debts listed in 2.c., below)	\$ <u>6,116,000,000</u>
c. Debt securities held by more than 500 holders	

	Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____	_____

d. Number of shares of preferred stock	0
e. Number of shares common stock	<u>49,453,297</u>

Comments, if any: _____

3. Brief description of debtor's business: Independent oil and natural gas exploration and production company

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
The Vanguard Group and BlackRock, Inc.

Fill in this information to identify the case:
 Debtor name CALIFORNIA RESOURCES CORPORATION, et al.
 United States Bankruptcy Court for the: Southern District of Texas Houston Division
 Case number (If known):

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	WILMINGTON TRUST, N.A., AS ADMINISTRATIVE AGENT ATTN: HALLIE E. FIELD VICE PRESIDENT 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402 UNITED STATES	HALLIE E. FIELD EMAIL - HFIELD@WILMINGTONTRUST.COM PHONE - 612-217-5644 FAX - 612-217-5651	Unsecured Notes				\$144,279,000
2	KERN COUNTY ATTN: KATHLEEN FRAUSE CLERK OF THE BOARD 1115 TRUXTUN AVENUE, 5TH FLOOR BAKERSFIELD, CA 93301 UNITED STATES	KATHLEEN FRAUSE EMAIL - CAOMAILBOX@KERNCOUNTY.COM PHONE - 661-868-3140 FAX - 661-868-3100	Tax Claim				\$25,491,014
3	SOUTHERN CALIFORNIA EDISON CO ATTN: CHUCK WILSON SCE ACCOUNT EXECUTIVE 6 POINTE DR 4TH FLR AJAYKUMAR BHAVSAR BREA, CA 92821 UNITED STATES	CHUCK WILSON EMAIL - CHARLES.L.WILSON@SCE.COM PHONE - 805-654-7103	Trade Claim	Unliquidated			Undetermined
4	MACPHERSON OIL COMPANY LLC ATTN: DON MACPHERSON CHAIRMAN AND CEO 100 WILSHIRE, SUITE 800 SANTA MONICA, CA 90401 UNITED STATES	DON MACPHERSON EMAIL - RKIM@MACPHERSONENERGY.COM (RUBIN KIM, VP OF FINANCE) PHONE - 310-452-3880 FAX - 310-452-0058	Trade Claim	Unliquidated			Undetermined
5	CRIMSON RESOURCES MANAGEMENT ATTN: GARY BUNTSMANN CEO & PRESIDENT 410 17TH ST STE 1010 DENVER, CO 80202 UNITED STATES	GARY BUNTSMANN EMAIL - AMARION@CRIMSONRM; GBUNTSMANN@CRIMSONRM.COM PHONE - 303-892-9333 FAX - 303-825-1035 303-327-7660	Trade Claim	Unliquidated			Undetermined
6	ENSIGN UNITED STATES DRILLING CALIFORNIA INC ATTN: R.H. (BOB) GEDDES PRESIDENT & COO 7001 CHARITY AVE BAKERSFIELD, CA 93308-5824 UNITED STATES	R.H. (BOB) GEDDES EMAIL - INFO@ENSIGNENERGY.COM PHONE - 403-262-1361 FAX - 403-262-8215	Trade Claim				\$2,712,656
7	PACIFIC GAS & ELECTRIC CO ATTN: DENISE NEWTON PGE ACCOUNT MANAGER 4101 WIBLE RD BAKERSFIELD, CA 93313 UNITED STATES	DENISE NEWTON EMAIL - DAN8@PGE.COM PHONE - 661-398-5950 or 661-754-4000	Trade Claim	Unliquidated			Undetermined
8	ARB INC ATTN: SCOTT SUMMERS PRESIDENT 26000 COMMERCENTRE DR LAKE FOREST, CA 92630-8816 UNITED STATES	SCOTT SUMMERS EMAIL - SSUMMERS@ARBINC.COM PHONE - 949-598-9242 FAX - 949-595-5526	Trade Claim				\$1,996,959
9	VENTURA COUNTY ATTN: STEVEN HINTZ TAX COLLECTOR 800 S. VICTORIA AVE. VENTURA, CA 93009 UNITED STATES	STEVEN HINTZ EMAIL - STEVEN.HINTZ@VENTURA.ORG PHONE - 805-654-5000 FAX - 805-388 5318	Tax Claim				\$1,915,147

Debtor name CALIFORNIA RESOURCES CORPORATION, et al.

Case number (if known): _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	SCHULTZ MECHANICAL CONTRACTORS INC ATTN: MIKE TEAGUE LABOR RELATIONS MANAGER 3323 LIME AVE SIGNAL HILL, CA 90755 UNITED STATES	MIKE TEAGUE EMAIL - MTEAGUE@SCHULTZINDUSTRIAL.COM PHONE - 562-595-8596 FAX - 562-426-3037	Trade Claim				\$1,839,318
11	ORANGE COUNTY CA ATTN: SHARI L. FRIEDENRICH TAX COLLECTOR 601 NORTH ROSS ST., SECOND FLOOR SANTA ANA, CA 92702-4515 UNITED STATES	SHARI L. FRIEDENRICH EMAIL - TREASURER@TTC.OCGOV.COM PHONE - 714-834-7625 FAX - 714-834-2912	Tax Claim				\$1,710,448
12	KENAI DRILLING LTD ATTN: DONNA MARIER ACCOUNTING MANAGER 6430 CAT CANYON RD. SANTA MARIA, CA 93454 UNITED STATES	DONNA MARIER EMAIL - DMARIER@KENAIDRILLING.COM PHONE - 805-937-7871 FAX - 805-937-4768	Trade Claim				\$1,518,000
13	KVS TRANSPORTATION INC ATTN: DANNY SHAFFER PRESIDENT 3752 ALLEN RD BAKERSFIELD, CA 93314 UNITED STATES	DANNY SHAFFER EMAIL - AR SUPERVISOR: ANH.NGO@CJES.COM PHONE - 661-589-5220 FAX - 661-589-7143	Trade Claim				\$1,421,776
14	GARTNER INC ATTN: EUGENE HALL CEO 56 TOP GALLANT ROAD STAMFORD, CT 06902 UNITED STATES	EUGENE HALL EMAIL - EUGENE.HALL@GARTNER.COM; PRIVACY@GARTNER.COM PHONE - 203-964-0096 FAX - 203-234-7901	Trade Claim				\$1,061,678
15	LIBERTY LIFT SOLUTIONS LLC ATTN: BOBBY EVANS PRESIDENT & CEO 16420 PARK TEN PL, STE 300 HOUSTON, TX 77084 UNITED STATES	BOBBY EVANS EMAIL - BOBBY.EVANS@LIBERTYLIFT.COM PHONE - 713-575-2300 FAX - 713-396-5493	Trade Claim				\$935,772
16	BRINDERSON LP ATTN: RUSSELL CONDASAIID PRESIDENT 19000 MACARTHUR BLVD STE 800 IRVINE, CA 92612 UNITED STATES	RUSSELL CONDASAIID EMAIL - JPRICE@BRINDERSON.COM PHONE - 714-465-0523 FAX - 714-466-7320	Trade Claim				\$903,032
17	UNIVERSAL PLANT SERVICES OF CALIFORNIA INC ATTN: BRADLEY JONES PRESIDENT 20545 A BELSHAW AVE CARSON, CA 90746 UNITED STATES	BRADLEY JONES EMAIL - UPSOURCING@UNIVERSALPLANT.COM PHONE - 310-618-1600 FAX - 310-618-1300	Trade Claim				\$875,329
18	CONTRA COSTA ELECTRIC INC ATTN: MICHAEL DIAS CEO 825 HOWE RD MARTINEZ, CA 94553 UNITED STATES	MICHAEL DIAS EMAIL - DBRAWNER@CCELECTRIC.COM PHONE - 925-229-4250 FAX - 925-228-3265	Trade Claim				\$827,540
19	SPEC SERVICES INC ATTN: KIM HENRY CEO, PRESIDENT 10540 TALBERT AVE STE 100 E FOUNTAIN VALLEY, CA 92708 UNITED STATES	KIM HENRY EMAIL - INFO@SPECSEVICES.COM PHONE - 714-963-8077 FAX - 714-963-0364	Trade Claim				\$812,985
20	BASIC ENERGY SERVICES LP ATTN: KEITH SCHILLING CEO, PRESIDENT 801 CHERRY STREET SUITE 2100 FORT WORTH, TX 76102 UNITED STATES	KEITH SCHILLING EMAIL - BASICENERGYSERVICES.ETHICSPPOINT.COM PHONE - 817-334-4100 FAX - 432-570-0437	Trade Claim				\$596,840
21	NAME ON FILE ATTN: EMPLOYEE 1 ADDRESS ON FILE	EMPLOYEE 1 EMAIL - PHONE - FAX -	Employee Claim				Undetermined

Debtor name CALIFORNIA RESOURCES CORPORATION, et al.

Case number (if known): _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
22	NAME ON FILE ATTN: EMPLOYEE 2 ADDRESS ON FILE	EMPLOYEE 2 EMAIL - PHONE - FAX -	Employee Claim				Undetermined
23	NAME ON FILE ATTN: EMPLOYEE 3 ADDRESS ON FILE	EMPLOYEE 3 EMAIL - PHONE - FAX -	Employee Claim				Undetermined
24	NAME ON FILE ATTN: EMPLOYEE 4 ADDRESS ON FILE	EMPLOYEE 4 EMAIL - PHONE - FAX -	Employee Claim				Undetermined
25	NAME ON FILE ATTN: EMPLOYEE 5 ADDRESS ON FILE	EMPLOYEE 5 EMAIL - PHONE - FAX -	Employee Claim				Undetermined
26	NAME ON FILE ATTN: EMPLOYEE 6 ADDRESS ON FILE	EMPLOYEE 6 EMAIL - PHONE - FAX -	Employee Claim				Undetermined
27	NAME ON FILE ATTN: EMPLOYEE 7 ADDRESS ON FILE	EMPLOYEE 7 EMAIL - PHONE - FAX -	Employee Claim				Undetermined
28	NAME ON FILE ATTN: EMPLOYEE 8 ADDRESS ON FILE	EMPLOYEE 8 EMAIL - PHONE - FAX -	Employee Claim				Undetermined
29	NAME ON FILE ATTN: EMPLOYEE 9 ADDRESS ON FILE	EMPLOYEE 9 EMAIL - PHONE - FAX -	Employee Claim				Undetermined
30	NAME ON FILE ATTN: EMPLOYEE 10 ADDRESS ON FILE	EMPLOYEE 10 EMAIL - PHONE - FAX -	Employee Claim				Undetermined

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

	X	
In re	:	Chapter 11
	:	
CALIFORNIA RESOURCES CORPORATION, <i>et al.</i> , ¹	:	Case No. (20-____) (___)
	:	
Debtors.	:	Joint Administration Pending
	:	
	X	

**CORPORATE OWNERSHIP STATEMENT AND
LIST OF EQUITY SECURITY HOLDERS²**

Pursuant to rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, California Resources Corporation (“CRC”), on behalf of itself and certain of its affiliates as debtors and debtors-in-possession (collectively, the “Debtors”), respectfully represents:

1. 7.47% of CRC is owned by The Vanguard Group, 100 Vanguard

¹ The Debtors in these chapter 11 cases and the last four digits of their U.S. taxpayer identification numbers are: California Resources Corporation (0947); California Heavy Oil, Inc. (4630); California Resources Coles Levee, L.P. (2995); California Resources Coles Levee, LLC (2087); California Resources Elk Hills, LLC (7310); California Resources Long Beach, Inc. (6046); California Resources Mineral Holdings LLC (4443); California Resources Petroleum Corporation (9218); California Resources Production Corporation (5342); California Resources Production Mineral Holdings, LLC (9071); California Resources Real Estate Ventures, LLC (6931); California Resources Royalty Holdings, LLC (6393); California Resources Tidelands, Inc. (0192); California Resources Wilmington, LLC (0263); CRC Construction Services, LLC (7030); CRC Marketing, Inc. (0941); CRC Services, LLC (6989); Monument Production, Inc. (0782); Oso Verde Farms, LLC (7436); Social Holding, LLC (3524); Southern San Joaquin Production, Inc. (4423); Thums Long Beach Company (1774); Tidelands Oil Production Company LLC (5764). The Debtors’ corporate headquarters is located at 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

² This list reflects holders of five percent or more of CRC’s common stock. This list serves as the disclosure required to be made by the Debtors pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. Pursuant to the *Debtors’ Emergency Motion for an Order (I) Extending the Time to File (A) Schedules of Assets And Liabilities, (B) Schedules of Current Income and Expenditures, (C) Schedules of Executory Contracts and Unexpired Leases, (D) Statements of Financial Affairs, and (E) Rule 2015.3 Financial Reports; (II) Waiving the Requirement to File a List of Equity Security Holders; and (III) Granting Related Relief* filed contemporaneously herewith, is the Debtors are requesting a waiver of the requirement under rule 1007 to file a list of all of CRC’s equity security holders.

Boulevard, Malvern, PA 19355; and 6.30% of CRC is owned by Blackrock Inc. 55 East 52nd Street, New York, NY 10055.

2. 100% of California Heavy Oil, Inc. is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

3. 100% of California Resources Elk Hills, LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

4. 100% of California Resources Coles Levee, LLC is owned by California Resources Elk Hills, LLC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

5. 100% of California Resources Long Beach, Inc. is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

6. 100% of Thums Long Beach Company is owned by California Resources Long Beach, Inc., 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

7. 100% of California Resources Tidelands, Inc. is owned by California Resources Long Beach, Inc., 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

8. 100% of California Resources Wilmington, LLC is owned by California Resources Tidelands, Inc., 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

9. 75% of Tidelands Oil Production Company LLC is owned by California Resources Tidelands, Inc., 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355; and 25% of Tidelands Oil Production Company LLC is owned by California Resources Wilmington, LLC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

10. 100% of California Resources Mineral Holdings LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

11. 100% of California Resources Petroleum Corporation is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

12. 100% of the limited partnership interest in California Resources Coles Levee, L.P. is owned by California Resources Petroleum Corporation, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355. The general partner of California Resources Coles Levee, L.P. is California Resources Coles Levee, LLC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

13. 100% of California Resources Production Corporation is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

14. 100% of Monument Production, Inc. is owned by California Resources Production Corporation, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

15. 100% of California Resources Production Mineral Holdings, LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

16. 100% of California Resources Real Estate Ventures, LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

17. 100% of California Resources Royalty Holdings, LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

18. 100% of CRC Construction Services, LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

19. 100% of CRC Marketing, Inc. is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

20. 100% of CRC Services, LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

21. 100% of Oso Verde Farms, LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

22. 100% of Socal Holding, LLC is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

23. 100% of Southern San Joaquin Production, Inc. is owned by CRC, 27200 Tourney Road, Suite 200, Santa Clarita, CA 91355.

Fill in this information to identify the case and this filing:

Debtor Name California Resources Corporation
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. **Bankruptcy Rules 1008 and 9011.**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/15/2020
MM / DD / YYYY

X /s/ Todd A. Stevens
Signature of individual signing on behalf of debtor

Todd A. Stevens
Printed name

President and Chief Executive Officer
Position or relationship to debtor

CALIFORNIA RESOURCES CORPORATION

SECRETARY'S CERTIFICATE

July 15, 2020

This Secretary's Certificate (this "**Certificate**") is delivered by Michael L. Preston, in his capacity as the duly elected or appointed Senior Executive Vice President, Chief Administrative Officer, General Counsel and Corporate Secretary of California Resources Corporation (the "**Company**"). The undersigned hereby certifies, in such capacity (and not in his individual capacity), that attached hereto as Exhibit A are true, correct and complete copies of the resolutions adopted by the Board of Directors of the Company, authorizing the filing of the Petition (as defined therein) and any documents related thereto. The aforementioned resolutions have not been amended, rescinded or modified since their adoption and execution, and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first above written.

DocuSigned by:
Michael Preston
54501219903A4FD...

Name: Michael L. Preston
Title: Senior Executive Vice President, Chief
Administrative Officer, General Counsel
and Corporate Secretary

Signature Page to Secretary's Certificate of California Resources Corporation

Exhibit A

Resolutions

[See attached]

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
CALIFORNIA RESOURCES CORPORATION**

Voluntary Petition and Bankruptcy Case

WHEREAS, the Board has reviewed and discussed the financial and operational condition of the Company and the Company's business on the date hereof, including the current and historical performance of the Company, the assets and liquidity of the Company, the current and long-term liabilities of the Company, credit and energy market conditions and commodity prices;

WHEREAS, the Board has received, reviewed, and discussed the recommendations of management of the Company and the Company's legal, financial, and other advisors as to the relative risks and benefits of the strategic alternatives available to the Company, including a bankruptcy proceeding (the "**Bankruptcy Case**") under the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "**Bankruptcy Code**"), and has discussed forms or descriptions of the key "first day" and "second day" filings that would be proposed to be made by the Company in connection with the Bankruptcy Case (the "**Initial Filings**");

WHEREAS, after review and discussion and due consideration of all of the information presented to the Board, the Board deems it advisable and in the best interests of the Company, its shareholders, its creditors, its subsidiaries, stakeholders, and other interested parties, for the Company to commence the Bankruptcy Case by filing a voluntary petition for relief under the provisions of the Bankruptcy Code (the "**Petition**");

WHEREAS, the Board deems it advisable and in the best interests of the Company, its shareholders, its creditors, its subsidiaries, stakeholders, and other interested parties for the Company to make the Initial Filings and to conduct the business of the Company as contemplated thereby;

NOW, THEREFORE BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its shareholders, its creditors, its subsidiaries, stakeholders, and other interested parties that the Petition and the Initial Filings be filed by the Company in the United States Bankruptcy Court for the Southern District of Texas (the "**Bankruptcy Court**"); and be it further

RESOLVED, that the Company shall be, and hereby is, authorized, directed and empowered (i) to file the Petition and the Initial Filings and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing; and be it further

RESOLVED, that any director or officer of the Company (each, a "**Designated Person**" and collectively, the "**Designated Persons**") be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute and verify the Petition and the Initial Filings as well as all other ancillary documents and to cause the Petition and the Initial Filings to be filed with the Bankruptcy Court, and to make or cause to be made prior to the execution thereof any modifications to the Petition, the Initial Filings, or any ancillary documents, and to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents, agreements, deeds, letters, instruments or certificates necessary or desirable in connection with any of the foregoing; and be it further

RESOLVED, that the law firm of Sullivan & Cromwell LLP (“**S&C**”) be, and hereby is, authorized, empowered and directed to represent the Company as its general bankruptcy counsel in connection with the Bankruptcy Case, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of S&C; and be it further

RESOLVED, that the law firm of Vinson & Elkins LLP (“**V&E**”) be, and hereby is, authorized, empowered and directed to represent the Company as bankruptcy co-counsel in connection with the Bankruptcy Case, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of V&E; and be it further

RESOLVED, that the investment bank of Perella Weinberg Partners (“**Perella**”) be, and hereby is, engaged to provide investment banking and other related services to the Company in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Perella; and be it further

RESOLVED, that the firm of Alvarez & Marsal North America, LLC (“**A&M**”) be, and hereby is, engaged to provide restructuring advice and other related services to the Company in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of A&M; and be it further

RESOLVED, that the firm of Epiq Corporate Restructuring, LLC (“**Epiq**”) be, and hereby is, engaged to act as notice, claims and balloting agent and to provide other related services to the Company in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Epiq; and be it further

RESOLVED, that in addition to the existing signatories of the Company, any Designated Person, acting alone or in any combination, be, and hereby is, authorized to cause the Company to employ other special counsel, financial advisors, investment bankers, accountants, restructuring

advisors, notice, balloting and claims agents and other professionals as appropriate in connection with the Bankruptcy Case and all related matters.

General Authorizations

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Persons, and in addition to the existing signatories of the Company, any of the Designated Persons, acting alone or in any combination, be, and hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and things, including the payment of all fees, expenses, appropriate retainers and other amounts payable by the Company with respect to the foregoing, and to execute, file (or cause to be filed) and deliver all such other instruments, certificates, agreements and documents as he or she may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purposes of the foregoing resolutions and perform the obligations of the Company under the Bankruptcy Code; and be it further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to adopt resolutions and otherwise exercise the rights and powers of the Company as such Designated Person may deem necessary, appropriate or desirable; and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Company; and be it further

RESOLVED, that all actions heretofore taken by any officer or director of the Company in connection with the foregoing resolutions, the Petition and related matters be, and they hereby are, confirmed, ratified and approved in all respects.