

Bryan W. Shaw, Ph.D., *Chairman*
 Buddy Garcia, *Commissioner*
 Carlos Rubinstein, *Commissioner*
 Mark R. Vickery, P.G., *Executive Director*



AIR PA/RN 102609104

Acct # HN0462M/PA 37617

TEXAS COMMISSION ON ENVIRONMENTAL QUALITY
Protecting Texas by Reducing and Preventing Pollution

May 10, 2011

MR G TRENT ADCOCK
 SOUTH TEXAS HES&S MANAGER
 OXY USA INC
 5 GREENWAY PLZ STE 110
 HOUSTON TX 77046-0526

Re: Transfer of Ownership
 Customer Number: CN600268296
 Regulated Entity Number: Listed Below
 Previous Owner: SWEPI LP

RECEIVED

OCT 03 2011

TCEQ
CENTRAL FILE ROOM

Dear Mr. Adcock:

Thank you for the letter dated April 20, 2011, notifying us of the ownership change. Your letter states that Oxy USA Inc., is now the Owner and Operator of the facilities listed below. The following air authorizations have been updated to reflect the transfers.

| Regulated Entity Number | Permit/Reg. Numbers: | Permit/Reg. Expiration Dates: | County: |
|--------------------------------|-----------------------------|--------------------------------------|----------------|
| RN100841618 | 42474 | N/A | Hidalgo |
| RN100840040 | 33882 | N/A | Hidalgo |
| RN102609104 | 37617 | N/A | Hidalgo |
| RN105148597 | 80898 | N/A | Starr |
| RN100840933 | Non Permitted Site | | |
| RN104859673 | 42921 | N/A | Hidalgo |
| RN104148333 | Non Permitted Site | | |
| RN104859640 | 43598 – Voided 8/30/2007 | | |
| RN102570595 | 44879 | N/A | Hidalgo |
| RN100841097 | 43050 | 05/11/2019 | Starr |
| | 33887 | N/A | Starr |
| | 49780 | N/A | Starr |
| RN100841162 | 23710 | N/A | Starr |
| RN102957123 | 48693 | N/A | Starr |
| RN102570231 | 44998 | N/A | Hidalgo |
| RN105568216 | 85496 | N/A | Hidalgo |
| RN104148358 | Non Permitted Site | | |
| RN104147327 | 84656 | N/A | Hidalgo |
| RN102599560 | 77376 | N/A | Hidalgo |
| | 92435 | N/A | Hidalgo |
| RN102560943 | 28088 | N/A | Starr |
| RN104949383 | 78910 | N/A | Starr |
| RN105784789 | Non Permitted Facility | | |

Mr. G. Trent Adcock
Page 2
May 10, 2011

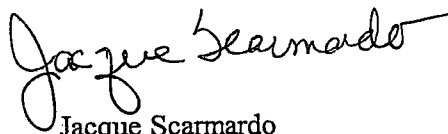
Re: Transfer of Ownership

| Regulated Entity Number | Permit/Reg. Numbers: | Permit/Reg. Expiration Dates: | County: |
|-------------------------|-----------------------------|-------------------------------|---------|
| RN104155650 | Non Permitted Facility | | |
| RN104146147 | Non Permitted Facility | | |
| RN104147277 | 84065 | N/A | Hidalgo |
| RN102947546 | 53500 – Voided on 9/22/2009 | | |
| RN105866966 | 91687 – Voided on 2/5/2010 | | |
| RN102573987 | 50555 – Voided on 8/23/2007 | | |
| RN102170206 | 44878 | N/A | Starr |
| | 31449 | N/A | Starr |
| RN104195912 | Non Permitted Facility | | |
| RN104195938 | Non Permitted Facility | | |
| RN104155585 | Non Permitted Facility | | |
| RN101982882 | 48138 | N/A | Starr |
| RN102583770 | 25820 | N/A | Hidalgo |
| RN102957255 | 48694 | N/A | Hidalgo |
| RN102516978 | 89370 | N/A | Hidalgo |
| RN100842574 | 44859 | N/A | Hidalgo |
| RN104148341 | Non Permitted Facility | | |

We understand that there will be no change in the type of pollutants emitted and no increase in the quantity of emissions. As the new permittee of the facility, you have committed to maintain compliance with all air quality regulations of the Texas Commission on Environmental Quality (TCEQ) and the requirements of this permit at all times.

Thank you for informing us of this ownership change. If you have any questions regarding this letter, please feel free to contact me at (512) 239-1084.

Sincerely,



Jacquie Scarmardo
Air Permits Initial Review Team (MC-161)
Air Permits Division
Texas Commission on Environmental Quality

cc: Air Section Manager, Region 15 - Harlingen
Mr. Mark Chambers, Industrial Emissions Assessment Section (MC-164), Austin
TCEQ Central Records (MC-198)



✓ Reg 37617

TCEQ Use Only

TCEQ Core Data Form

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

SECTION I: General Information

| | | | |
|--|--|---|--|
| 1. Reason for Submission (If other is checked please describe in space provided) | | | |
| <input type="checkbox"/> New Permit, Registration or Authorization (Core Data Form should be submitted with the program application) | | | |
| <input type="checkbox"/> Renewal (Core Data Form should be submitted with the renewal form) | | <input checked="" type="checkbox"/> Other Ownership change | |
| 2. Attachments Describe Any Attachments: (ex. Title V Application, Waste Transporter Application, etc.) | | | |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| 3. Customer Reference Number (if issued) | | 4. Regulated Entity Reference Number (if issued) | |
| CN 600268296 | | RN 102609104 | |
| Follow this link to search for CN or RN numbers in Central Registry** | | | |

SECTION II: Customer Information

| | | | |
|--|---------|--|---|
| 5. Effective Date for Customer Information Updates (mm/dd/yyyy) | | 5/1/2011 | |
| 6. Customer Role (Proposed or Actual) - as it relates to the Regulated Entity listed on this form. Please check only one of the following: | | | |
| <input type="checkbox"/> Owner | | <input type="checkbox"/> Operator | |
| <input type="checkbox"/> Occupational Licensee | | <input type="checkbox"/> Responsible Party | |
| <input checked="" type="checkbox"/> Owner & Operator | | <input type="checkbox"/> Voluntary Cleanup Applicant | |
| <input type="checkbox"/> Other: _____ | | | |
| 7. General Customer Information | | | |
| <input type="checkbox"/> New Customer | | <input type="checkbox"/> Update to Customer Information | |
| <input type="checkbox"/> Change in Legal Name (Verifiable with the Texas Secretary of State) | | <input checked="" type="checkbox"/> Change in Regulated Entity Ownership | |
| | | <input type="checkbox"/> No Change** | |
| **If "No Change" and Section I is complete, skip to Section III - Regulated Entity Information. | | | |
| 8. Type of Customer: | | <input checked="" type="checkbox"/> Corporation | |
| | | <input type="checkbox"/> Individual | |
| | | <input type="checkbox"/> Sole Proprietorship- D.B.A | |
| <input type="checkbox"/> City Government | | <input type="checkbox"/> County Government | |
| | | <input type="checkbox"/> Federal Government | |
| | | <input type="checkbox"/> State Government | |
| <input type="checkbox"/> Other Government | | <input type="checkbox"/> General Partnership | |
| | | <input type="checkbox"/> Limited Partnership | |
| | | <input type="checkbox"/> Other: _____ | |
| 9. Customer Legal Name (If an individual, print last name first: ex: Doe, John) | | | End Date: |
| OXY USA Inc. | | | 4/30/2011 |
| If new Customer, enter previous Customer below | | | |
| SWEPI LP | | | |
| 10. Mailing Address: | | | |
| OXY USA Inc. | | | |
| 5 Greenway Plaza, Suite 110 | | | |
| City | Houston | State | TX |
| ZIP | 77046 | ZIP + 4 | 0521 |
| 11. Country Mailing Information (if outside USA) | | 12. E-Mail Address (if applicable) | |
| | | trent_adcock@oxy.com | |
| 13. Telephone Number | | 14. Extension or Code | |
| (713) 366-5327 | | | |
| | | 15. Fax Number (if applicable) | |
| | | (713) 985-1499 | |
| 16. Federal Tax ID (9 digits) | | 17. TX State Franchise Tax ID (11 digits) | |
| | | | |
| | | 18. DUNS Number (if applicable) | |
| | | | |
| | | 19. TX SOS Filing Number (if applicable) | |
| | | | |
| 20. Number of Employees | | | 21. Independently Owned and Operated? |
| <input type="checkbox"/> 0-20 <input type="checkbox"/> 21-100 <input type="checkbox"/> 101-250 <input type="checkbox"/> 251-500 <input checked="" type="checkbox"/> 501 and higher | | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

SECTION III: Regulated Entity Information

| | | | |
|--|--|--|--|
| 22. General Regulated Entity Information (If 'New Regulated Entity' is selected below this form should be accompanied by a permit application) | | | |
| <input type="checkbox"/> New Regulated Entity <input type="checkbox"/> Update to Regulated Entity Name <input checked="" type="checkbox"/> Update to Regulated Entity Information <input type="checkbox"/> No Change** (See below) | | | |
| **If "NO CHANGE" is checked and Section I is complete, skip to Section IV, Preparer Information. | | | |
| 23. Regulated Entity Name (name of the site where the regulated action is taking place) | | | |
| Belle Ferguson Facility | | | |

| | | | | | | | | |
|---|--------------------------------------|---------|--|--------------------------------|--|-------|---------|------|
| 24. Street Address of the Regulated Entity: (No P.O. Boxes) | See description of physical location | | | | | | | |
| | City | Pharr | State | TX | ZIP | 78577 | ZIP + 4 | |
| 25. Mailing Address: | OXY USA Inc. | | | | | | | |
| | 5 Greenway Plaza, Suite 110 | | | | | | | |
| | City | Houston | State | TX | ZIP | 77046 | ZIP + 4 | 0521 |
| 26. E-Mail Address: | trent_adcock@oxy.com | | | | | | | |
| 27. Telephone Number | 28. Extension or Code | | | 29. Fax Number (if applicable) | | | | |
| (713) 366-5327 | | | | (713) 985-1499 | | | | |
| 30. Primary SIC Code (4 digits) | 31. Secondary SIC Code (4 digits) | | 32. Primary NAICS Code (5 or 6 digits) | | 33. Secondary NAICS Code (5 or 6 digits) | | | |
| 1311 | | | 211111 | | | | | |
| 34. What is the Primary Business of this entity? (Please do not repeat the SIC or NAICS description.) | | | | | | | | |
| Oil and Gas Production Facility | | | | | | | | |

Questions 34 – 37 address geographic location. Please refer to the instructions for applicability.

| | | | | | | | | |
|---------------------------------------|---|---------|---------|-------------------------------|------------------|--|--|--|
| 35. Description to Physical Location: | Go south on Hwy. 281 from Pharr, TX. Take a right on El Rancho Blanco Road. The central site, Belle Ferguson Facility is located one mile down the road on the right. | | | | | | | |
| 36. Nearest City | County | | State | | Nearest ZIP Code | | | |
| Pharr | Hidalgo | | TX | | 78577 | | | |
| 37. Latitude (N) In Decimal: | 26.160833 | | | 38. Longitude (W) In Decimal: | 98.202444 | | | |
| Degrees | Minutes | Seconds | Degrees | Minutes | Seconds | | | |
| 26 | 9 | 39 | 98 | 12 | 8.8 | | | |

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form or the updates may not be made. If your Program is not listed, check other and write it in. See the Core Data Form instructions for additional guidance.

| | | | | |
|---|--|---|---|--|
| <input type="checkbox"/> Dam Safety | <input type="checkbox"/> Districts | <input type="checkbox"/> Edwards Aquifer | <input type="checkbox"/> Industrial Hazardous Waste | <input type="checkbox"/> Municipal Solid Waste |
| <input checked="" type="checkbox"/> New Source Review – Air | <input type="checkbox"/> OSSF | <input type="checkbox"/> Petroleum Storage Tank | <input type="checkbox"/> PWS | <input type="checkbox"/> Sludge |
| <input type="checkbox"/> Stormwater | <input type="checkbox"/> Title V – Air | <input type="checkbox"/> Tires | <input type="checkbox"/> Used Oil | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Voluntary Cleanup | <input type="checkbox"/> Waste Water | <input type="checkbox"/> Wastewater Agriculture | <input type="checkbox"/> Water Rights | <input type="checkbox"/> Other: |

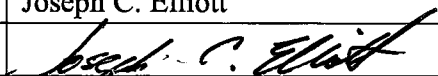
SECTION IV: Preparer Information

| | | | |
|----------------------|-----------------|------------------|---------------------------|
| 40. Name: | G. Trent Adcock | 41. Title: | South Texas HES&S Manager |
| 42. Telephone Number | 43. Ext./Code | 44. Fax Number | 45. E-Mail Address |
| (713) 366-5327 | | (713) 985-1499 | trent_adcock@oxy.com |

SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 9 and/or as required for the updates to the ID numbers identified in field 39.

(See the Core Data Form instructions for more information on who should sign this form.)

| | | | |
|------------------|---|------------|--------------------------------|
| Company: | OXY USA Inc. | Job Title: | Operations Manager South Texas |
| Name (In Print): | Joseph C. Elliott | Phone: | (713) 215-7000 |
| Signature: |  | Date: | 4-18-11 |

Bryan W. Shaw, Ph.D., *Chairman*
Buddy Garcia, *Commissioner*
Carlos Rubinstein, *Commissioner*
Mark R. Vickery, P.G., *Executive Director*



Acct # _____ /PA 37617

TEXAS COMMISSION ON ENVIRONMENTAL QUALITY
Protecting Texas by Reducing and Preventing Pollution

May 10, 2011

MR G TRENT ADCOCK
SOUTH TEXAS HES&S MANAGER
OXY USA INC
5 GREENWAY PLZ STE 110
HOUSTON TX 77046-0526

RECEIVED
JUN 13 2011
TCEQ
CENTRAL FILE ROOM

Re: Transfer of Ownership
Customer Number: CN600268296
Regulated Entity Number: Listed Below
Previous Owner: SWEPI LP

Dear Mr. Adcock:

Thank you for the letter dated April 20, 2011, notifying us of the ownership change. Your letter states that Oxy USA Inc., is now the Owner and Operator of the facilities listed below. The following air authorizations have been updated to reflect the transfers.

| Regulated Entity Number | Permit/Reg. Numbers: | Permit/Reg. Expiration Dates: | County: |
|-------------------------|--------------------------|-------------------------------|---------|
| RN100841618 | 42474 | N/A | Hidalgo |
| RN100840040 | 33882 | N/A | Hidalgo |
| RN102609104 | 37617 | N/A | Hidalgo |
| RN105148597 | 80898 | N/A | Starr |
| RN100840933 | Non Permitted Site | | |
| RN104859673 | 42921 | N/A | Hidalgo |
| RN104148333 | Non Permitted Site | | |
| RN104859640 | 43598 – Voided 8/30/2007 | | |
| RN102570595 | 44879 | N/A | Hidalgo |
| RN100841097 | 43050 | 05/11/2019 | Starr |
| | 33887 | N/A | Starr |
| | 49780 | N/A | Starr |
| RN100841162 | 23710 | N/A | Starr |
| RN102957123 | 48693 | N/A | Starr |
| RN102570231 | 44998 | N/A | Hidalgo |
| RN105568216 | 85496 | N/A | Hidalgo |
| RN104148358 | Non Permitted Site | | |
| RN104147327 | 84656 | N/A | Hidalgo |
| RN102599560 | 77376 | N/A | Hidalgo |
| | 92435 | N/A | Hidalgo |
| RN102560943 | 28088 | N/A | Starr |
| RN104949383 | 78910 | N/A | Starr |
| RN105784789 | Non Permitted Facility | | |

Mr. G. Trent Adcock

Page 2

May 10, 2011

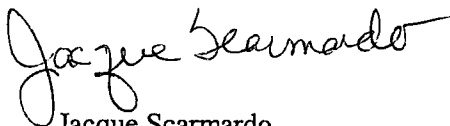
Re: Transfer of Ownership

| Regulated Entity Number | Permit/Reg. Numbers: | Permit/Reg. Expiration Dates: | County: |
|--------------------------------|-----------------------------|--------------------------------------|----------------|
| RN104155650 | Non Permitted Facility | | |
| RN104146147 | Non Permitted Facility | | |
| RN104147277 | 84065 | N/A | Hidalgo |
| RN102947546 | 53500 – Voided on 9/22/2009 | | |
| RN105866966 | 91687 – Voided on 2/5/2010 | | |
| RN102573987 | 50555 – Voided on 8/23/2007 | | |
| RN102170206 | 44878 | N/A | Starr |
| | 31449 | N/A | Starr |
| RN104195912 | Non Permitted Facility | | |
| RN104195938 | Non Permitted Facility | | |
| RN104155585 | Non Permitted Facility | | |
| RN101982882 | 48138 | N/A | Starr |
| RN102583770 | 25820 | N/A | Hidalgo |
| RN102957255 | 48694 | N/A | Hidalgo |
| RN102516978 | 89370 | N/A | Hidalgo |
| RN100842574 | 44859 | N/A | Hidalgo |
| RN104148341 | Non Permitted Facility | | |

We understand that there will be no change in the type of pollutants emitted and no increase in the quantity of emissions. As the new permittee of the facility, you have committed to maintain compliance with all air quality regulations of the Texas Commission on Environmental Quality (TCEQ) and the requirements of this permit at all times.

Thank you for informing us of this ownership change. If you have any questions regarding this letter, please feel free to contact me at (512) 239-1084.

Sincerely,



Jacquie Scarmardo
Air Permits Initial Review Team (MC-161)
Air Permits Division
Texas Commission on Environmental Quality

cc: Air Section Manager, Region 15 - Harlingen
Mr. Mark Chambers, Industrial Emissions Assessment Section (MC-164), Austin
TCEQ Central Records (MC-198)



OXY USA Inc.
A subsidiary of Occidental Petroleum Corporation

5 Greenway, Suite 110, Houston, Texas 77046-0521
P.O. Box 27500, Houston, Texas 77227-7570
Telephone 713.215.7000

April 19, 2011

Texas Commission on Environmental Quality (TCEQ)
Air Quality Division, MC-170
PO Box 13087
Austin, Texas 78711
Attn: Jacque Scarmardo

AIR PERMITS DIVISION

APR 20 2011

RECEIVED

Subject: Transfer of Ownership/Operatorship in Hidalgo and Starr Counties from SWEPI LP
(CN 6007880249) to OXY USA Inc. (CN-600268296)

Dear Ms. Scarmardo:

SWEPI LP, Shell Gulf of Mexico Inc., Shell Onshore Ventures Inc. ("Shell") and OXY USA Inc. ("Oxy") entered into a Purchase and Sale Agreement on November 23, 2010 ("PSA") under which Shell agreed to sell and Oxy agreed to purchase Shell's interest in certain oil and gas assets (the "Assets") and related interests, effective on January 1, 2011. The Assets include the surface estate of certain acreage located in Hidalgo and Starr Counties, Texas, ("Property").

SWEPI LP ("SWEPI", CN 6007880249) currently operates all Assets (including the Property) on behalf of Oxy and will continue to operate all Assets (including the Property) until April 30, 2011, pursuant to a Transition Services Agreement dated January 31, 2011.

Texas Commission of Environmental Quality ("TCEQ") has issued all permits required in order for SWEPI to operate the Property. Due to the fact that SWEPI will transfer operatorship to Oxy at midnight on April 30th, 2011, Oxy requests that the following permits described in Exhibit A to this letter be transferred to OXY USA Inc. (CN-600268296). Please find attached a change of ownership/operatorship worksheet and a Core Data form for each site of the Property as Exhibit A.

We are formally requesting expedited handling of this matter so that the Central Registry and STEERS databases can be updated in a timely manner.

If you have any questions regarding this request, please contact Trent Adcock, our South Texas Health, Environment and Safety Manager, at trent_adcock@oxy.com or 713-366-5327.

Thank you for your assistance in this matter.

Regards,

Joseph C. Elliott
Operations Manager, South Texas
OXY USA Inc.

cc. Mr. David Ramirez
Texas Commission on Environmental Quality
Region 15 Office
1804 West Jefferson
Harlingen, Texas 78559

Cc: Roger Zygmunt
Shell Safety Environmental and Sustainable Development
200 N. Dairy Ashford
Houston, TX 77079



**Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form**

| | | | | | | | | |
|---|--|-----------------|-----------------|--|----|----|--|-------|
| V. Site Information (continued) | | | | | | | | |
| D. If action is transfer of ownership, is the change for the entire site? | | | | | | | <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO <input type="checkbox"/> N/A | |
| E. If action is transfer of ownership for a portion of the existing site, will the new site be a major source? | | | | | | | <input type="checkbox"/> YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> N/A | |
| F. Indicate all pollutants for which the site is a major source based on the site's potential to emit. | | | | | | | | |
| Pollutant: | VOC | NO _x | SO ₂ | PM ₁₀ | CO | PB | HAPs | Other |
| Major at the Site (YES/NO): | NO | NO | NO | NO | NO | NO | NO | NO |
| VI. Air Authorizations That Are Affected By This Action | | | | | | | | |
| A. List all NSR authorizations (including PBR, SE, and standard permit registrations, and NSR permits), as applicable: | | | | | | | | |
| 1. | A.A. McAllen Ranch Facility | | | PBR #42474 | | | | |
| 2. | Atkinson Facility | | | PBR #33882 | | | | |
| 3. | Belle Ferguson Facility | | | PBR #37617 | | | | |
| 4. | Bentsen Brother State 12 Production Facility | | | PBR #80898 | | | | |
| 5. | C.F. Urschel Facility | | | N/A | | | | |
| 6. | Card Yard Facility | | | PBR #42921 | | | | |
| 7. | Cook Dehy Facility | | | N/A | | | | |
| 8. | Cook No. 1 Facility | | | N/A | | | | |
| 9. | East McCook Central Production Facility | | | PBR #44879 | | | | |
| 10. | El Ebanito Facility | | | PBR #33887, PBR #49780, Standard Permit #43050 | | | | |
| 11. | Frost Facility | | | PBR #23710 | | | | |
| 12. | Garza Tank Battery | | | PBR #48693 | | | | |
| 13. | Javelina Central Production Facility | | | PBR #44998 | | | | |
| 14. | McAllen Fieldwide Unit No. 103 Facility | | | PBR #85496 | | | | |
| 15. | McAllen Fieldwide Unit No. 25 Facility | | | N/A | | | | |
| 16. | McAllen Fieldwide Unit No. 55 Facility | | | PBR #84656 | | | | |
| 17. | McAllen Ranch Central Production Facility Sandblasting | | | PBR #92435, Standard Permit #77376 | | | | |
| 18. | McAllen Ranch Manifold 5 Production Facility | | | PBR #25820 | | | | |
| 19. | North LaCopita Production Facility | | | PBR #28088 | | | | |
| 20. | Pena 1 Production Facility | | | PBR #78910 | | | | |
| 21. | PFWU No. 42 | | | N/A | | | | |
| 22. | Pharr Facility | | | N/A | | | | |
| 23. | Pharr Fieldwide Unit No. 36 Production Facility | | | N/A | | | | |
| 24. | Pharr No. 26 | | | PBR #84065 | | | | |

| | |
|---|------------------------|
| 25. Pharr No. 27 & No. 32 Dehy Facility | N/A |
| 26. Pipeline No. 255 Sand-blasting | N/A |
| 27. Pipeline Road Facility | N/A |
| 28. Rincon Central Production Facility | PBR #31449, PBR #44878 |
| 29. Shell Western E&P Pipeline Hidalgo County | N/A |
| 30. Shell Western E&P Pipeline Starr County | N/A |
| 31. Slick Booster Facility | N/A |
| 32. South LaCopita Production Facility | PBR #48135 |
| 33. Tijerina Central Production Facility | PBR #48694 |
| 34. Ward Production Facility | PBR #89370 |
| 35. Wilson Blue Facility | PBR #44859 |
| 36. Woods Christian Facility | N/A |

B. List all FOPs (including SOPs and ATOs under GOPs), as applicable:
N/A

VII. NSR Conditions for Change of Ownership under 30 TAC § 116.110(e)

- The new owner agrees to be bound by all the permit conditions and all representations made in the permit and any amendments and alterations.
- The new owner asserts there will be no change in the type of pollutants emitted.
- The new owner asserts there will be no increase in the quantity emitted.

VIII. FOP Conditions for Change of Ownership

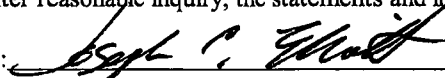
- For SOP holders:
Pursuant to 30 TAC § 122.210 and § 122.211, the permit holder (new owner) is required to submit a permit revision application for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.
- For GOP holders:
Pursuant to 30 TAC § 122.503, the permit holder (new owner) is required to submit (before the change is operated) an application for a new authorization to operate for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.

A. Are any other changes needed for the FOP?
(If YES, submit the information as explained in the instructions.) YES NO

B. Is there an Acid Rain permit or Clean Air Interstate Rule (CAIR) permit included in the SOP?
(If YES, submit the information as explained in the instructions.) YES NO

IX. Authorization

I, Joseph C. Elliott, certify that I am the responsible official for this application and that, based on information and belief formed after reasonable inquiry, the statements and information on this form are true, accurate, and complete.

Signature:  Signature Date: 4-18-11

Title: Operations Manager - South Texas

4. Bentsen Brother State 12 Production Facility
5. C. F. Urschel Facility
6. Card Yard Facility
7. Cook Dehy Facility
8. Cook No. 1 Facility
9. East McCook Central Production Facility
10. El Ebanito Facility
11. Frost Facility
12. Garza Tank Battery
13. Javelina Central Production Facility
14. McAllen Fieldwide Unit No. 103 Facility
15. McAllen Fieldwide Unit No. 25 Facility
16. McAllen Fieldwide Unit No. 55 Facility
17. McAllen Ranch Central Production Facility Sand-blasting
18. McAllen Ranch Manifold 5 Production Facility
19. North LaCopita Production Facility
20. Pena 1 Production Facility
21. PFWU No. 42
22. Pharr Facility
23. Pharr Fieldwide Unit No. 36 Facility
24. Pharr No. 26 Production Facility
25. Pharr No. 27 & No. 32 Dehy Facility
26. Pipeline No. 255 Sand-blasting
27. Pipeline Road Facility
28. Rincon Central Production Facility
29. Shell Western E&P Pipeline Hidalgo County
30. Shell Western E&P Pipeline Starr County
31. Slick Booster Facility
32. South LaCopita Production Facility
33. Tijerina Central Production Facility
34. Ward Production Facility
35. Wilson Blue Facility
36. Woods Christian Facility

B. Regulated Entity Number (RN) (if issued):

| | | |
|---|-------------|----------------|
| 1. A.A. McAllen Ranch Facility | RN100841618 | Hidalgo County |
| 2. Atkinson Facility | RN100840040 | Hidalgo County |
| 3. Belle Ferguson Facility | RN102609104 | Hidalgo County |
| 4. Bentsen Brother State 12 Production Facility | RN105148597 | Starr County |
| 5. C.F. Urschel Facility | RN100840933 | Starr County |
| 6. Card Yard Facility | RN104859673 | Hidalgo County |
| 7. Cook Dehy Facility | RN104148333 | Hidalgo County |
| 8. Cook No. 1 Facility | RN104859640 | Hidalgo County |
| 9. East McCook Central Production Facility | RN102570595 | Hidalgo County |
| 10. El Ebanito Facility | RN100841097 | Starr County |
| 11. Frost Facility | RN100841162 | Starr County |
| 12. Garza Tank Battery | RN102957123 | Starr County |
| 13. Javelina Central Production Facility | RN102570231 | Hidalgo County |
| 14. McAllen Fieldwide Unit No. 103 Facility | RN105568216 | Hidalgo County |

| | | |
|--|-------------|----------------|
| 15. McAllen Fieldwide Unit No. 25 Facility | RN104148358 | Hidalgo County |
| 16. McAllen Fieldwide Unit No. 55 Facility | RN104147327 | Hidalgo County |
| 17. McAllen Ranch Central Production Facility Sandblasting | RN102599560 | Hidalgo County |
| 18. McAllen Ranch Manifold 5 Production Facility | RN102583770 | Hidalgo County |
| 19. North LaCopita Production Facility | RN102560943 | Starr County |
| 20. Pena 1 Production Facility | RN104949383 | Starr County |
| 21. PFWU No. 42 | RN105784789 | Hidalgo County |
| 22. Pharr Facility | RN104155650 | Hidalgo County |
| 23. Pharr Fieldwide Unit No. 36 Production Facility | RN104146147 | Hidalgo County |
| 24. Pharr No. 26 | RN104147277 | Hidalgo County |
| 25. Pharr No. 27 & No. 32 Dehy Facility | RN102947546 | Hidalgo County |
| 26. Pipeline No. 255 Sand-blasting | RN105866966 | Hidalgo County |
| 27. Pipeline Road Facility | RN102573987 | Starr County |
| 28. Rincon Central Production Facility | RN102170206 | Starr County |
| 29. Shell Western E&P Pipeline Hidalgo County | RN104195912 | Hidalgo County |
| 30. Shell Western E&P Pipeline Starr County | RN104195938 | Starr County |
| 31. Slick Booster Facility | RN104155585 | Starr County |
| 32. South LaCopita Production Facility | RN101982882 | Starr County |
| 33. Tijerina Central Production Facility | RN102957255 | Hidalgo County |
| 34. Ward Production Facility | RN102516978 | Hidalgo County |
| 35. Wilson Blue Facility | RN100842574 | Hidalgo County |
| 36. Woods Christian Facility | RN104148341 | Hidalgo County |

C. Account Number (if issued): N/A



Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

| | | |
|--|-------------------------|---|
| I. Application Type | | |
| <input checked="" type="checkbox"/> Change in Ownership <input type="checkbox"/> Change in Company Name | | |
| II. Name of the New Owner or Operator of the Facilities or Equipment (Legal Entity Name of the new permittee) | | |
| A. Customer Name: OXY USA Inc. | | |
| B. Customer Reference Number (CN) (if issued): CN600268296 | | |
| C. Submittal Date: 4/20/2011 | | |
| D. Effective Date of Change: 5/1/2011 | | |
| E. Is the new owner an affiliate of the previous owner? | | <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO |
| III. Responsible Official (RO) Contact Information | | |
| Name (<input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.): G. Trent Adcock | | |
| Title: South Texas HES&S Manager | | |
| Company Name: OXY USA Inc. | | |
| Mailing Address: 5 Greenway Plaza, Suite 110 | | |
| City: Houston | State: TX | Zip Code: 77046-0521 |
| Territory: | Country: USA | |
| Foreign Postal Code: | Internal Mail Code: | |
| Telephone No.: (713) 366-5327 | Fax No.: (713) 985-1499 | |
| E-mail Address: trent_adcock@oxy.com | | |
| IV. Technical Contact Information | | |
| Name (<input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.): G. Trent Adcock | | |
| Title: South Texas HES&S Manager | | |
| Company Name: OXY USA Inc. | | |
| Mailing Address: 5 Greenway Plaza, Suite 110 | | |
| City: Houston | State: TX | Zip Code: 77046-0521 |
| Territory: | Country: USA | |
| Foreign Postal Code: | Internal Mail Code: | |
| Telephone No.: (713) 366-5327 | Fax No.: (713) 985-1499 | |
| E-mail Address: trent_adcock@oxy.com | | |
| V. Site Information | | |
| A. Site Names: See Attachment A for Core Data Form for Each Facility. | | |
| 1. A. A. McAllen Ranch Facility | | |
| 2. Atkinson Facility | | |
| 3. Belle Ferguson Facility | | |

05/06/2011 -----NSR IMS - PROJECT RECORD -----

PROJECT#: 165549 PERMIT#: 37617 STATUS: COMPLETE DISP CODE: _____
 RECEIVED: 04/20/2011 PROJTYPE: AUTHTYPE: PBR ISSUED DT: 05/06/2011
 OWNCHANGE

RENEWAL:

PROJECT ADMIN NAME: BELLE FERGUSON FACILITY
 PROJECT TECH NAME: BELLE FERGUSON FACILITY

STAFF ASSIGNED TO PROJECT:

SCARMARDO , JACQUE - REVIEWR1_2 - AP INITIAL REVIEW

CUSTOMER INFORMATION (OWNER/OPERATOR DATA)

ISSUED TO: OXY USA INC
 COMPANY NAME: Oxy USA Inc.
 CUSTOMER REFERENCE NUMBER: CN600268296

REGULATED ENTITY/SITE INFORMATION

REGULATED ENTITY NUMBER: RN102609104 ACCOUNT: HN0402M
 PERMIT NAME: BELLE FERGUSON FACILITY

REGULATED ENTITY LOCATION: GO S ON 281 FROM PHARR. TAKE RIGHT ON EL RANCHO BLANCO RD. THE FACILITY IS LOCATED 1 M DOWN THE RD ON THE RIGHT

REGION 15 - HARLINGEN NEAR CITY: PHARR COUNTY: HIDALGO

CONTACT DATA

CONTACT NAME: MR G TRENT ADCOCK CONTACT ROLE: RESPONSIBLE OFFICIAL
 JOB TITLE: SOUTH TEXAS HES&S MANAGER ORGANIZATION: OXY USA INC
 MAILING ADDRESS: 5 GREENWAY PLZ , STE 100, HOUSTON, TX, 77046-0526
 PHONE: (713) 366-5327 Ext: 0
 FAX: (713) 985-1499 Ext: 0
 EMAIL:TRENT_ADCOCK@OXY.COM

PROJECT NOTES:

05/06/2011 CHANGE OF OWNERSHIP EFFECTIVE 05/01/2011; PREVIOUS PERMITTEE WAS SWEPI LP

PERMIT NOTES:

01/05/2009 PI-8 CERT SUBMITTED TO CERTIFY EMISSIONS ARE IN ACCORDANCE WITH 106.6. CERT ATTACHED TO ABOVE PERMIT FILE AND SENT TO FILE ROOM ON 1/5/2009.

TRACKING ELEMENTS:

| TE Name | Start Date | Complete Date |
|-------------------------------|------------|---------------|
| APIRT RECEIVED PROJECT (DATE) | 05/01/2011 | |
| CENTRAL REGISTRY UPDATED | 05/06/2011 | 05/06/2011 |

PROJECT RULES:



✓ Reg 37617

TCEQ Use Only

TCEQ Core Data Form

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

SECTION I: General Information

| | | | |
|--|---|---|--|
| 1. Reason for Submission (If other is checked please describe in space provided) | | | |
| <input type="checkbox"/> New Permit, Registration or Authorization (Core Data Form should be submitted with the program application) | | | |
| <input type="checkbox"/> Renewal (Core Data Form should be submitted with the renewal form) | <input checked="" type="checkbox"/> Other | Ownership change | |
| 2. Attachments Describe Any Attachments: (ex. Title V Application, Waste Transporter Application, etc.) | | | |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| 3. Customer Reference Number (if issued) | | Follow this link to search for CN or RN numbers in Central Registry** | 4. Regulated Entity Reference Number (if issued) |
| CN 600268296 | | | RN 102609104 |

SECTION II: Customer Information

| | | | |
|--|--|---|--|
| 5. Effective Date for Customer Information Updates (mm/dd/yyyy) | | 5/1/2011 | |
| 6. Customer Role (Proposed or Actual) - as it relates to the Regulated Entity listed on this form. Please check only one of the following: | | | |
| <input type="checkbox"/> Owner | <input type="checkbox"/> Operator | <input checked="" type="checkbox"/> Owner & Operator | |
| <input type="checkbox"/> Occupational Licensee | <input type="checkbox"/> Responsible Party | <input type="checkbox"/> Voluntary Cleanup Applicant | <input type="checkbox"/> Other: _____ |
| 7. General Customer Information | | | |
| <input type="checkbox"/> New Customer | | <input type="checkbox"/> Update to Customer Information | <input checked="" type="checkbox"/> Change in Regulated Entity Ownership |
| <input type="checkbox"/> Change in Legal Name (Verifiable with the Texas Secretary of State) | | <input type="checkbox"/> No Change** | |
| **If "No Change" and Section I is complete, skip to Section III - Regulated Entity Information. | | | |
| 8. Type of Customer: | | <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Individual |
| | | <input type="checkbox"/> Sole Proprietorship- D.B.A | |
| <input type="checkbox"/> City Government | <input type="checkbox"/> County Government | <input type="checkbox"/> Federal Government | <input type="checkbox"/> State Government |
| <input type="checkbox"/> Other Government | <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Other: _____ |
| 9. Customer Legal Name (If an individual, print last name first: ex: Doe, John) | | if new Customer, enter previous Customer below: | |
| OXY USA Inc. | | SWEPI LP | End Date: 4/30/2011 |
| 10. Mailing Address: | OXY USA Inc. | | |
| | 5 Greenway Plaza, Suite 110 | | |
| | City | Houston | State TX ZIP 77046 ZIP + 4 0521 |
| 11. Country Mailing Information (if outside USA) | | 12. E-Mail Address (if applicable) | |
| | | trent_adcock@oxy.com | |
| 13. Telephone Number (713) 366-5327 | | 14. Extension or Code | |
| | | 15. Fax Number (if applicable) (713) 985-1499 | |
| 16. Federal Tax ID (9 digits) | | 17. TX State Franchise Tax ID (11 digits) | |
| | | 18. DUNS Number (if applicable) | |
| | | 19. TX SOS Filing Number (if applicable) | |
| 20. Number of Employees | | 21. Independently Owned and Operated? | |
| <input type="checkbox"/> 0-20 <input type="checkbox"/> 21-100 <input type="checkbox"/> 101-250 <input type="checkbox"/> 251-500 <input checked="" type="checkbox"/> 501 and higher | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

SECTION III: Regulated Entity Information

| | | | |
|--|--|--|--|
| 22. General Regulated Entity Information (If "New Regulated Entity" is selected below this form should be accompanied by a permit application) | | | |
| <input type="checkbox"/> New Regulated Entity | <input type="checkbox"/> Update to Regulated Entity Name | <input checked="" type="checkbox"/> Update to Regulated Entity Information | <input type="checkbox"/> No Change** (See below) |
| **If "NO CHANGE" is checked and Section I is complete, skip to Section IV, Preparer Information. | | | |
| 23. Regulated Entity Name (name of the site where the regulated action is taking place) | | | |
| Belle Ferguson Facility | | | |

| | | | | | | | |
|--|--------------------------------------|---------|--|---------------------------------------|--|-------|--------------|
| 24. Street Address of the Regulated Entity: <i>(No P.O. Boxes)</i> | See description of physical location | | | | | | |
| | City | Pharr | State | TX | ZIP | 78577 | ZIP + 4 |
| 25. Mailing Address: | OXY USA Inc. | | | | | | |
| | 5 Greenway Plaza, Suite 110 | | | | | | |
| | City | Houston | State | TX | ZIP | 77046 | ZIP + 4 0521 |
| 26. E-Mail Address: | trent_adcock@oxy.com | | | | | | |
| 27. Telephone Number | 28. Extension or Code | | | 29. Fax Number <i>(if applicable)</i> | | | |
| (713) 366-5327 | | | | (713) 985-1499 | | | |
| 30. Primary SIC Code (4 digits) | 31. Secondary SIC Code (4 digits) | | 32. Primary NAICS Code (5 or 6 digits) | | 33. Secondary NAICS Code (5 or 6 digits) | | |
| 1311 | | | 211111 | | | | |
| 34. What is the Primary Business of this entity? <i>(Please do not repeat the SIC or NAICS description.)</i> | | | | | | | |
| Oil and Gas Production Facility | | | | | | | |

Questions 34 - 37 address geographic location. Please refer to the instructions for applicability.

| | | | | | |
|---------------------------------------|---|---------|-------------------------------|-----------|------------------|
| 35. Description to Physical Location: | Go south on Hwy. 281 from Pharr, TX. Take a right on El Rancho Blanco Road. The central site, Belle Ferguson Facility is located one mile down the road on the right. | | | | |
| 36. Nearest City | County | | State | | Nearest ZIP Code |
| Pharr | Hidalgo | | TX | | 78577 |
| 37. Latitude (N) In Decimal: | 26.160833 | | 38. Longitude (W) In Decimal: | 98.202444 | |
| Degrees | Minutes | Seconds | Degrees | Minutes | Seconds |
| 26 | 9 | 39 | 98 | 12 | 8.8 |

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form or the updates may not be made. If your Program is not listed, check other and write it in. See the Core Data Form instructions for additional guidance.

| | | | | |
|---|--|---|---|--|
| <input type="checkbox"/> Dam Safety | <input type="checkbox"/> Districts | <input type="checkbox"/> Edwards Aquifer | <input type="checkbox"/> Industrial Hazardous Waste | <input type="checkbox"/> Municipal Solid Waste |
| <input checked="" type="checkbox"/> New Source Review - Air | <input type="checkbox"/> OSSF | <input type="checkbox"/> Petroleum Storage Tank | <input type="checkbox"/> PWS | <input type="checkbox"/> Sludge |
| <input type="checkbox"/> Stormwater | <input type="checkbox"/> Title V - Air | <input type="checkbox"/> Tires | <input type="checkbox"/> Used Oil | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Voluntary Cleanup | <input type="checkbox"/> Waste Water | <input type="checkbox"/> Wastewater Agriculture | <input type="checkbox"/> Water Rights | <input type="checkbox"/> Other: |

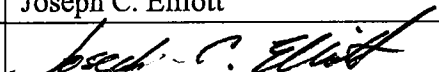
SECTION IV: Preparer Information

| | | | | | |
|----------------------|-----------------|------------------|----------------------|---------------------------|--|
| 40. Name: | G. Trent Adcock | | 41. Title: | South Texas HES&S Manager | |
| 42. Telephone Number | 43. Ext./Code | 44. Fax Number | 45. E-Mail Address | | |
| (713) 366-5327 | | (713) 985-1499 | trent_adcock@oxy.com | | |

SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 9 and/or as required for the updates to the ID numbers identified in field 39.

(See the Core Data Form instructions for more information on who should sign this form.)

| | | | | | |
|--------------------------|---|------------|--------------------------------|--|--|
| Company: | OXY USA Inc. | Job Title: | Operations Manager South Texas | | |
| Name <i>(In Print)</i> : | Joseph C. Elliott | Phone: | (713) 215-7000 | | |
| Signature: |  | Date: | 4-18-11 | | |