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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 13)\*

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**CALIFORNIA RESOURCES CORPORATION**

(Name of Issuer)

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**Common Stock, \$0.01 par value**

(Title of Class of Securities)

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**13057Q305**

(CUSIP Number)

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**Naseem Sagati Aghili  
Ares Management Corporation  
2000 Avenue of the Stars, 12th Floor,  
Los Angeles, California 90067  
(310) 201-4165**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

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**August 11, 2022**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>AF V Energy IV AIV 1A, L.P.                                                     |                                                              |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                              |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                     |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                          |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                              |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                              |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                              |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                              |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                       |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>64,083 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                  |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>64,083 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>64,083 (See Items 3, 4, 5 and 6)              |                                                              |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                              |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>0.1%* (See Items 3, 4, 5 and 6)                         |                                                              |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>PN                                                             |                                                              |

\*The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 4, 2022 ("10-Q").

|                                                                                     |                                                                                                               |                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>AF V Energy IV AIV 1B, L.P.                                                     |                                                               |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                               |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                      |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                           |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                               |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                               |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                               |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                               |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                        |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>234,469 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                   |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>234,469 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>234,469 (See Items 3, 4, 5 and 6)             |                                                               |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                               |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>0.3%* (See Items 3, 4, 5 and 6)                         |                                                               |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>PN                                                             |                                                               |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                                               |                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>AF V Energy IV AIV 2, L.P.                                                      |                                                               |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                               |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                      |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                           |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                               |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                               |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                               |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                               |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                        |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>238,858 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                   |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>238,858 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>238,858 (See Items 3, 4, 5 and 6)             |                                                               |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                               |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>0.3%* (See Items 3, 4, 5 and 6)                         |                                                               |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>PN                                                             |                                                               |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                                               |                                                                 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>AEOF ECR AIV A-B, L.P.                                                          |                                                                 |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                                 |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                        |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                             |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                                 |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                                 |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                                 |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                          |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>1,894,861 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                     |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>1,894,861 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,894,861 (See Items 3, 4, 5 and 6)           |                                                                 |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                                 |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>2.5%* (See Items 3, 4, 5 and 6)                         |                                                                 |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>PN                                                             |                                                                 |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                                               |                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>AEOF ECR AIV C, L.P.                                                            |                                                               |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                               |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                      |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                           |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                               |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                               |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                               |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                               |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                        |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>804,524 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                   |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>804,524 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>804,524 (See Items 3, 4, 5 and 6)             |                                                               |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                               |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>1.1%* (See Items 3, 4, 5 and 6)                         |                                                               |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>PN                                                             |                                                               |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                      |                                                               |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons                                                           | AF Energy Feeder, L.P.                                        |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                  |                                                               |
|                                                                                     | (a)                                                                                  | <input type="checkbox"/>                                      |
|                                                                                     | (b)                                                                                  | <input checked="" type="checkbox"/>                           |
| 3.                                                                                  | SEC Use Only                                                                         |                                                               |
| 4.                                                                                  | Source of Funds (See Instructions)                                                   | OO                                                            |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  | <input type="checkbox"/>                                      |
| 6.                                                                                  | Citizenship or Place of Organization                                                 | Delaware                                                      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                   | Sole Voting Power<br>0                                        |
|                                                                                     | 8.                                                                                   | Shared Voting Power<br>279,121 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                   | Sole Dispositive Power<br>0                                   |
|                                                                                     | 10.                                                                                  | Shared Dispositive Power<br>279,121 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person                         | 279,121 (See Items 3, 4, 5 and 6)                             |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="checkbox"/>                                      |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)                                   | 0.4%* (See Items 3, 4, 5 and 6)                               |
| 14.                                                                                 | Type of Reporting Person (See Instructions)                                          | PN                                                            |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                                               |                                                                 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>ACOF Investment Management LLC                                                  |                                                                 |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                                 |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                        |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                             |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                                 |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                                 |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                                 |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                          |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>3,515,916 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                     |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>3,515,916 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,515,916 (See Items 3, 4, 5 and 6)           |                                                                 |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                                 |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>4.7%* (See Items 3, 4, 5 and 6)                         |                                                                 |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>OO                                                             |                                                                 |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.



|                                                                                     |                                                                                                               |                                                                 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>Ares Management LLC                                                             |                                                                 |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                                 |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                        |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                             |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                                 |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                                 |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                                 |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                          |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>3,515,916 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                     |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>3,515,916 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,515,916 (See Items 3, 4, 5 and 6)           |                                                                 |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                                 |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>4.7%* (See Items 3, 4, 5 and 6)                         |                                                                 |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>OO                                                             |                                                                 |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                                               |                                                                 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>Ares Management Holdings L.P.                                                   |                                                                 |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                                 |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                        |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                             |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                                 |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                                 |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                                 |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                          |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>3,515,916 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                     |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>3,515,916 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,515,916 (See Items 3, 4, 5 and 6)           |                                                                 |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                                 |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>4.7%* (See Items 3, 4, 5 and 6)                         |                                                                 |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>PN                                                             |                                                                 |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                                               |                                                                 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>Ares Holdco LLC                                                                 |                                                                 |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                                 |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                        |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                             |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                                 |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                                 |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                                 |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                          |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>3,515,916 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                     |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>3,515,916 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,515,916 (See Items 3, 4, 5 and 6)           |                                                                 |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                                 |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>4.7%* (See Items 3, 4, 5 and 6)                         |                                                                 |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>OO                                                             |                                                                 |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                                               |                                                                 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>Ares Management Corporation                                                     |                                                                 |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                                 |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                        |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                             |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                                 |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                                 |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                                 |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                          |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>3,515,916 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                     |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>3,515,916 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,515,916 (See Items 3, 4, 5 and 6)           |                                                                 |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                                 |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>4.7%* (See Items 3, 4, 5 and 6)                         |                                                                 |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>CO                                                             |                                                                 |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

|                                                                                     |                                                                                      |                                                                 |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons                                                           | Ares Voting LLC                                                 |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                  |                                                                 |
|                                                                                     | (a)                                                                                  | <input type="checkbox"/>                                        |
|                                                                                     | (b)                                                                                  | <input checked="" type="checkbox"/>                             |
| 3.                                                                                  | SEC Use Only                                                                         |                                                                 |
| 4.                                                                                  | Source of Funds (See Instructions)                                                   | OO                                                              |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  | <input type="checkbox"/>                                        |
| 6.                                                                                  | Citizenship or Place of Organization                                                 | Delaware                                                        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                   | Sole Voting Power<br>0                                          |
|                                                                                     | 8.                                                                                   | Shared Voting Power<br>3,515,916 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                   | Sole Dispositive Power<br>0                                     |
|                                                                                     | 10.                                                                                  | Shared Dispositive Power<br>3,515,916 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person                         | 3,515,916 (See Items 3, 4, 5 and 6)                             |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="checkbox"/>                                        |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)                                   | 4.7%* (See Items 3, 4, 5 and 6)                                 |
| 14.                                                                                 | Type of Reporting Person (See Instructions)                                          | OO                                                              |

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\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

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1. Names of Reporting Persons

Ares Management GP LLC

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐(b) ☒

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)

OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

---

6. Citizenship or Place of Organization

Delaware

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power

0

---

8. Shared Voting Power

3,515,916 (See Items 3, 4, 5 and 6)

---

9. Sole Dispositive Power

0

---

10. Shared Dispositive Power

3,515,916 (See Items 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,515,916 (See Items 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

---

13. Percent of Class Represented by Amount in Row (11)

4.7%\* (See Items 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)

OO

---

---

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

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|                                                                                     |                                                                                                               |                                                                 |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1.                                                                                  | Names of Reporting Persons<br>Ares Partners Holdco LLC                                                        |                                                                 |
| 2.                                                                                  | Check the Appropriate Box if a Member of a Group (See Instructions)                                           |                                                                 |
|                                                                                     | (a)                                                                                                           | <input type="checkbox"/>                                        |
|                                                                                     | (b)                                                                                                           | <input checked="" type="checkbox"/>                             |
| 3.                                                                                  | SEC Use Only                                                                                                  |                                                                 |
| 4.                                                                                  | Source of Funds (See Instructions)<br>OO                                                                      |                                                                 |
| 5.                                                                                  | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>  |                                                                 |
| 6.                                                                                  | Citizenship or Place of Organization<br>Delaware                                                              |                                                                 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.                                                                                                            | Sole Voting Power<br>0                                          |
|                                                                                     | 8.                                                                                                            | Shared Voting Power<br>3,515,916 (See Items 3, 4, 5 and 6)      |
|                                                                                     | 9.                                                                                                            | Sole Dispositive Power<br>0                                     |
|                                                                                     | 10.                                                                                                           | Shared Dispositive Power<br>3,515,916 (See Items 3, 4, 5 and 6) |
| 11.                                                                                 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>3,515,916 (See Items 3, 4, 5 and 6)           |                                                                 |
| 12.                                                                                 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                                                 |
| 13.                                                                                 | Percent of Class Represented by Amount in Row (11)<br>4.7%* (See Items 3, 4, 5 and 6)                         |                                                                 |
| 14.                                                                                 | Type of Reporting Person (See Instructions)<br>OO                                                             |                                                                 |

\* The calculation of the percentage of outstanding shares is based on 75,375,633 shares of Common Stock outstanding as of June 30, 2022 as disclosed by the Issuer in its 10-Q.

This Amendment No. 13 (this “Amendment No. 13”) to the statement on Schedule 13D amends and supplements the statement on Schedule 13D filed by the Reporting Persons on November 6, 2020 (the “Original Schedule 13D”), as amended by Amendment No. 1 to the Original Schedule 13D filed by the Reporting Persons on May 25, 2021, Amendment No. 2 to the Original Schedule 13D filed by the Reporting Persons on June 9, 2021, Amendment No. 3 to the Original Schedule 13D filed by the Reporting Persons on June 16, 2021, Amendment No. 4 to the Original Schedule 13D filed by the Reporting Persons on June 24, 2021, Amendment No. 5 to the Original Schedule 13D filed by the Reporting Persons on September 23, 2021, Amendment No. 6 to the Original Schedule 13D filed by the Reporting Persons on January 10, 2022, Amendment No. 7 to the Original Schedule 13D filed by the Reporting Persons on January 24, 2022, Amendment No. 8 to the Original Schedule 13D filed by the Reporting Persons on March 9, 2022, Amendment No. 9 to the Original Schedule 13D filed by the Reporting Persons on March 23, 2022, Amendment No. 10 to the Original Schedule 13D filed by the Reporting Persons on April 14, 2022, Amendment No. 11 to the Original Schedule 13D filed by the Reporting Persons on June 7, 2022 and Amendment No. 12 to the Original Schedule 13D filed by the Reporting Persons on June 17, 2022 (as so amended, the “13D Filing,” and, together with this Amendment No. 13, this “Schedule 13D”). Except as amended in this Amendment No. 13, the 13D Filing remains in full force and effect. Terms defined in the 13D Filing are used in this Amendment No. 13 as so defined, unless otherwise defined in this Amendment No. 13.

## **Item 2. Identity and Background**

The last sentence of Item 2(a) of the 13D Filing is hereby amended and restated as follows:

The Reporting Persons have entered into a joint filing agreement, dated as of August 15, 2022, a copy of which is attached to this Schedule 13D as Exhibit 99.1.

## **Item 5. Interest in Securities of the Issuer**

Items 5(a), 5(c) and 5(e) of the 13D Filing are hereby amended and restated in its entirety as follows:

(a) **Aggregate Number and Percentage of Securities.** As of the date that this Schedule 13D is filed, (i) ACOF AIV 1A directly holds 64,083 shares of Common Stock, (ii) ACOF AIV 1B directly holds 234,469 shares of Common Stock, (iii) ACOF AIV 2 directly holds 238,858 shares of Common Stock, (iv) AEOF AIV A-B directly holds 1,894,861 shares of Common Stock, (v) AEOF AIV C directly holds 804,524 shares of Common Stock and (vi) AF Energy Feeder, L.P. directly holds 279,121 shares of Common Stock. The Reporting Persons, as a result of the relationships described in Item 2, may be deemed to directly or indirectly beneficially own the shares of Common Stock directly held by the ACOF AIVs, the AEOF AIVs and AF Energy Feeder, L.P. (as applicable). See Items 11 and 13 of the cover pages to, and Item 2 of, this Schedule 13D for the aggregate number of Common Stock and the percentage of Common Stock beneficially owned by each of the Reporting Persons.

### **(c) Transactions within the past 60 days.**

Since the filing of the Amendment No. 12 to the Original Schedule 13D, the ACOF AIVs and AF Energy Feeder, L.P. sold Common Stock in the transactions set forth in Exhibit 1 attached to this Schedule 13D, which is incorporated by reference into this Item 5(c) in its entirety. Except as set forth in this Item 5(c) and Exhibit 1 attached to this Schedule 13D, none of the Reporting Persons has effected any transaction in Common Stock during the past 60 days.

### **(e) Cease to be a Beneficial Owner.**

As a result of the transactions reported in Item 5(c), the Reporting Persons ceased to be the beneficial owner of more than five percent of the class of securities of the Issuer on August 11, 2022. The filing of this Amendment represents the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Persons.

## **Item 7. Material to be Filed as Exhibits**

|              |                                                                                          |
|--------------|------------------------------------------------------------------------------------------|
| Exhibit 1    | Trading Data                                                                             |
| Exhibit 99.1 | Joint Filing Agreement, dated as of August 15, 2022, by and among the Reporting Persons. |

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## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 15, 2022

### **AF V ENERGY IV AIV 1A, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

### **AF V ENERGY IV AIV 1B, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

### **AF V ENERGY IV AIV 2, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

### **AEOF ECR AIV A-B, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

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**AEOF ECR AIV C, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**AF ENERGY FEEDER, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ACOF INVESTMENT MANAGEMENT LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT HOLDINGS L.P.**

By: ARES HOLDCO LLC  
Its: General Partner

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES HOLDCO LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT CORPORATION**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

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**ARES MANAGEMENT GP LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

**ARES VOTING LLC**

By: ARES PARTNERS HOLDCO LLC

Its: Sole Member

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

**ARES PARTNERS HOLDCO LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

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## EXHIBIT INDEX

|                                     |                                                                                                                 |
|-------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| <a href="#"><u>Exhibit 1</u></a>    | <a href="#"><u>Trading Data</u></a>                                                                             |
| <a href="#"><u>Exhibit 99.1</u></a> | <a href="#"><u>Joint Filing Agreement, dated as of August 15, 2022, by and among the Reporting Persons.</u></a> |

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## EXHIBIT 1

## TRADING DATA

| Reporting Person            | Buy/Sell | Date of Transaction | No. of Shares (Common Stock) | Price Per Share \$ | Where/How Effected |
|-----------------------------|----------|---------------------|------------------------------|--------------------|--------------------|
| AF V Energy IV AIV 1A, L.P. | Sell     | 7/28/2022           | 1,083                        | 45.0016            | Open Market/Broker |
| AF V Energy IV AIV 1A, L.P. | Sell     | 7/29/2022           | 6,747                        | 45.1720            | Open Market/Broker |
| AF V Energy IV AIV 1A, L.P. | Sell     | 8/5/2022            | 229                          | 45.0066            | Open Market/Broker |
| AF V Energy IV AIV 1A, L.P. | Sell     | 8/8/2022            | 1,333                        | 45.2498            | Open Market/Broker |
| AF V Energy IV AIV 1A, L.P. | Sell     | 8/9/2022            | 3,013                        | 45.3111            | Open Market/Broker |
| AF V Energy IV AIV 1A, L.P. | Sell     | 8/10/2022           | 624                          | 45.0000            | Open Market/Broker |
| AF V Energy IV AIV 1A, L.P. | Sell     | 8/11/2022           | 15,695                       | 45.2850            | Open Market/Broker |
| AF V Energy IV AIV 1A, L.P. | Sell     | 8/12/2022           | 15,696                       | 45.9751            | Open Market/Broker |
| AF V Energy IV AIV 1B, L.P. | Sell     | 7/28/2022           | 3,963                        | 45.0016            | Open Market/Broker |
| AF V Energy IV AIV 1B, L.P. | Sell     | 7/29/2022           | 24,685                       | 45.1720            | Open Market/Broker |
| AF V Energy IV AIV 1B, L.P. | Sell     | 8/5/2022            | 838                          | 45.0066            | Open Market/Broker |
| AF V Energy IV AIV 1B, L.P. | Sell     | 8/8/2022            | 4,880                        | 45.2498            | Open Market/Broker |
| AF V Energy IV AIV 1B, L.P. | Sell     | 8/9/2022            | 11,027                       | 45.3111            | Open Market/Broker |
| AF V Energy IV AIV 1B, L.P. | Sell     | 8/10/2022           | 2,282                        | 45.0000            | Open Market/Broker |
| AF V Energy IV AIV 1B, L.P. | Sell     | 8/11/2022           | 57,431                       | 45.2850            | Open Market/Broker |
| AF V Energy IV AIV 1B, L.P. | Sell     | 8/12/2022           | 57,431                       | 45.9751            | Open Market/Broker |
| AF V Energy IV AIV 2, L.P.  | Sell     | 7/28/2022           | 4,037                        | 45.0016            | Open Market/Broker |
| AF V Energy IV AIV 2, L.P.  | Sell     | 7/29/2022           | 25,148                       | 45.1720            | Open Market/Broker |
| AF V Energy IV AIV 2, L.P.  | Sell     | 8/5/2022            | 853                          | 45.0066            | Open Market/Broker |
| AF V Energy IV AIV 2, L.P.  | Sell     | 8/8/2022            | 4,972                        | 45.2498            | Open Market/Broker |
| AF V Energy IV AIV 2, L.P.  | Sell     | 8/9/2022            | 11,233                       | 45.3111            | Open Market/Broker |
| AF V Energy IV AIV 2, L.P.  | Sell     | 8/10/2022           | 2,325                        | 45.0000            | Open Market/Broker |
| AF V Energy IV AIV 2, L.P.  | Sell     | 8/11/2022           | 58,506                       | 45.2850            | Open Market/Broker |
| AF V Energy IV AIV 2, L.P.  | Sell     | 8/12/2022           | 58,506                       | 45.9751            | Open Market/Broker |
| AF Energy Feeder, L.P.      | Sell     | 7/28/2022           | 4,717                        | 45.0016            | Open Market/Broker |
| AF Energy Feeder, L.P.      | Sell     | 7/29/2022           | 29,386                       | 45.1720            | Open Market/Broker |
| AF Energy Feeder, L.P.      | Sell     | 8/5/2022            | 997                          | 45.0066            | Open Market/Broker |
| AF Energy Feeder, L.P.      | Sell     | 8/8/2022            | 5,810                        | 45.2498            | Open Market/Broker |
| AF Energy Feeder, L.P.      | Sell     | 8/9/2022            | 13,127                       | 45.3111            | Open Market/Broker |
| AF Energy Feeder, L.P.      | Sell     | 8/10/2022           | 2,717                        | 45.0000            | Open Market/Broker |
| AF Energy Feeder, L.P.      | Sell     | 8/11/2022           | 68,368                       | 45.2850            | Open Market/Broker |
| AF Energy Feeder, L.P.      | Sell     | 8/12/2022           | 68,367                       | 45.9751            | Open Market/Broker |

**EXHIBIT 99.1**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each of the Reporting Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the common stock, par value \$0.01 per share, of California Resources Corporation, a Delaware corporation, and that this agreement may be included as an exhibit to such joint filing.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement as of August 15, 2022.

**AF V ENERGY IV AIV 1A, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**AF V ENERGY IV AIV 1B, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**AF V ENERGY IV AIV 2, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**AEOF ECR AIV A-B, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

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**AEOF ECR AIV C, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**AF ENERGY FEEDER, L.P.**

By: ACOF INVESTMENT MANAGEMENT LLC  
Its: Manager

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ACOF INVESTMENT MANAGEMENT LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT HOLDINGS L.P.**

By: ARES HOLDCO LLC  
Its: General Partner

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES HOLDCO LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT CORPORATION**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili  
Its: Authorized Signatory

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**ARES MANAGEMENT GP LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

**ARES VOTING LLC**

By: ARES PARTNERS HOLDCO LLC

Its: Sole Member

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

**ARES PARTNERS HOLDCO LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

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