



January 10, 2012

United Steel, Paper and Forestry,
Rubber, Manufacturing, Energy,
Allied Industrial and Service Workers'
International Union, AFL-CIO, CLC
ATTN: Mr. Bill Locke
Staff Representative
927 South Village Oaks Dr. Suite #100
Covina, CA 91724

Gentlemen,

SUBJECT: Shutdown Scheduling

This will confirm our agreement regarding scheduling immediately prior to, during, and after planned or unplanned shutdowns (i.e. curtailed or disrupted operations) for employees you represent at Aera Energy Services Company.

In these situations, the company will pay as outlined below:

1. On a day where an employee is requested by management to end his/her normal work schedule early in preparation for shutdown/restart activities, the employee will receive straight time pay for the duration of the employee's normal daily work schedule. Any overtime will be paid in accordance with Article 7, based on actual hours worked.
2. If an employee is required to begin work in advance of the employee's normal start time due to shutdown/restart activities, the employee will receive time and one-half (1.5) for the hours worked up to 12 consecutive hours in a workday and paid two (2.0) time in excess of 12 consecutive hours in a workday during the shutdown.
3. If the employee works his/her normal schedule, the employee will receive straight time pay for the normal work schedule. The employee will be eligible for overtime as provided in Article 7 of the Agreement for any hours worked beyond the employee's normal work schedule.
4. If an employee is instructed by management to delay reporting to work due to shut down/restart activities until after his/her normally scheduled start time, the employee will receive straight time pay from their normal starting time until they report to work. Any overtime will be paid based on actual hours worked, if any, in accordance with Article 7.

If the foregoing is in accordance with your understanding, please indicate your agreement in the space provided below and return one signed original of this letter to me.

Regards,

Charles F. Ratliff
Vice President, Human Resources
Aera Energy Services Company

ACCEPTED AND AGREED TO THIS 27 DAY OF JANUARY, 2012.

United Steelworkers International Union