

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Basic Energy Services L.P. Trademark Security Agreement Supplement, dated 2/15/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Basic Energy Services, L.P.		02/15/2011	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, National Association		
Street Address:	901 Main Street		
Internal Address:	14th Floor		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3422810	BASIC	
CORRESPONDENCE DATA			
Fax Number:	(713)222-3291		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	7132213306		
Email:	constance.rhebergen@bgllp.com		
Correspondent Name:	Constance G. Rhebergen		
Address Line 1:	P.O. Box 61389		
Address Line 4:	Houston, TEXAS 77208-1389		
ATTORNEY DOCKET NUMBER:	060877.091222		
NAME OF SUBMITTER:	Constance G. Rhebergen		
Signature:	/Constance G. Rhebergen/		

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TRADEMARK
 REEL: 004479 FRAME: 0865

Date:

02/16/2011

Total Attachments: 3

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TRADEMARK SECURITY AGREEMENT SUPPLEMENT

WHEREAS, Basic Energy Services, L.P., a Delaware limited partnership (herein referred to as the "Debtor"), having an address at 500 W. Illinois, Midland, Texas 79701, (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, Basic Energy Services, Inc., a Delaware corporation (the "Borrower"), has entered into a Credit Agreement dated as of February 15, 2011 (as amended, restated or otherwise modified from time to time, the "Credit Agreement") with the financial institutions from time to time party thereto (the "Lenders"), and Bank of America, N.A., in its capacity as administrative agent (in such capacity, the "Administrative Agent").

WHEREAS, in connection with the Credit Agreement, the Borrower, the Debtor, and certain other subsidiaries of the Borrower have entered into a Security Agreement (as amended or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent, pursuant to which the Debtor has granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations (as defined in the Security Agreement), a security interest in all right, title and interest of the Debtor in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by Debtor, and all reissues, extensions or renewals thereof, all Trademark Licenses (as defined in the Security Agreement) and all proceeds thereof, including, without limitation, any claims by the Debtor against third parties for infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Debtor does hereby further confirm, and put on the public record, its grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Debtor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the grant of, security interest in and mortgage on the Collateral made hereby are more fully set forth in the Security Agreement; the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

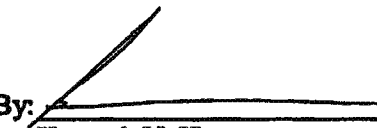
The Administrative Agent's address is 901 Main Street, 14th Floor, Dallas, Texas 75202.

IN WITNESS WHEREOF, Basic Energy Services, L.P. has duly executed or caused this Supplement to the Security Agreement to be duly executed as of February __, 2011.

BASIC ENERGY SERVICES, L.P.

By: **BASIC ENERGY SERVICES GP,
LLC, its General Partner**

By: **BASIC ENERGY SERVICES,
INC., its Sole Member**

By: 

Kenneth V. Huseman
President

SCHEDULE 1-A TO THE TRADEMARK SECURITY AGREEMENT SUPPLEMENT

Trademark	Application or Registration Date	Application Serial No. or Registration No.
BASIC	October 1, 2004	Serial No.78493425 Registration No. 3422810