

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

09/04/2013  
 900265344

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Pioneer Drilling Company		07/27/2012	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
Name:	Pioneer Energy Services Corp.		
Street Address:	1250 NE Loop 410, Suite 1000		
City:	San Antonio		
State/Country:	TEXAS		
Postal Code:	78209		
Entity Type:	CORPORATION: TEXAS		
<b>PROPERTY NUMBERS Total: 12</b>			
Property Type	Number	Word Mark	
Serial Number:	76711933	PIONEER	
Registration Number:	4156096	PIONEER	
Registration Number:	4162716	PIONEER	
Registration Number:	4257864	PIONEER ENERGY SERVICES	
Registration Number:	4358225	PIONEER ENERGY SERVICES	
Registration Number:	4257865	PIONEER ENERGY SERVICES	
Serial Number:	76711930	PIONEER PENKOTA	
Serial Number:	76711931	PIONEER PENKOTA	
Serial Number:	76711934	PIONEER ENERGY SERVICES	
Serial Number:	76711935	PIONEER ENERGY SERVICES	
Serial Number:	76711932	PIONEER	
Serial Number:	76713010	LIVESAFE	
<b>CORRESPONDENCE DATA</b>			

CH \$315.00 76711933

Fax Number: 2102242035

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2102817000

Email: sa\_ipdocketing@akingump.com

Correspondent Name: Daniel L. Moffett

Address Line 1: 300 Convent Street, Suite 1600

Address Line 4: San Antonio, TEXAS 78205

ATTORNEY DOCKET NUMBER:	689952.0002
NAME OF SUBMITTER:	Daniel L. Moffett
Signature:	/Daniel L. Moffett/
Date:	09/04/2013

**Total Attachments: 14**

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Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

July 27, 2012

Capitol Services Inc  
P O Box 1831  
Austin, TX 78767 USA

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RE: Pioneer Energy Services Corp.  
File Number: 49751200

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

Phone: (512) 463-5555  
Prepared by: Lisa Jones

*Come visit us on the internet at <http://www.sos.state.tx.us/>*  
Fax: (512) 463-5709  
TID: 10323

Dial: 7-1-1 for Relay Services  
Document: 432807180002

**TRADEMARK**  
**REEL: 005106 FRAME: 0953**



## Office of the Secretary of State

### CERTIFICATE OF FILING OF

Pioneer Energy Services Corp.  
49751200

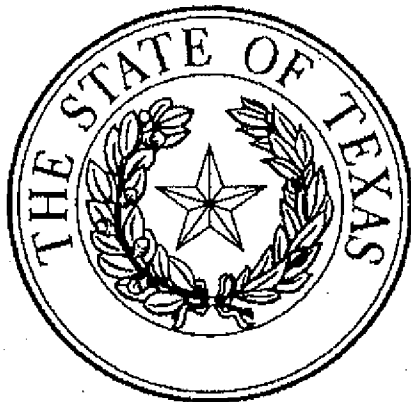
[formerly: Pioneer Drilling Company]

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic for-profit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 07/26/2012

Effective: 07/30/2012



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas  
JUL 26 2012

RESTATED ARTICLES OF INCORPORATION  
WITH NEW AMENDMENTS  
OF  
PIONEER DRILLING COMPANY

Corporations Section

Pursuant to the provisions of Sections 3.051 and 3.057 of the Texas Business Organizations Code (the "TBOC"), Pioneer Drilling Company, a corporation organized and existing under the laws of the State of Texas (the "Corporation"), hereby adopts the following Restated Articles of Incorporation with New Amendments.

ARTICLE ONE

Entity Information

The name of the Corporation is Pioneer Drilling Company. The Corporation is a for-profit corporation. The Corporation filed its original Articles of Incorporation with the Secretary of State of the State of Texas on November 19, 1979. The filing number issued to the Corporation by the Secretary of State is 49751200.

ARTICLE TWO

Amendments to Articles of Incorporation

These Restated Articles of Incorporation make new amendments to the Articles of Incorporation. Provided below is an identification by reference or description of each added, altered, or deleted provision:

1. The Corporation's name has been amended by deleting ARTICLE ONE in its entirety and substituting in place thereof the following:

ARTICLE ONE

Name

The name of the Corporation is Pioneer Energy Services Corp.

2. References to the "Texas Business Corporation Act," or the "Act," and the "Texas Miscellaneous Corporation Laws Act" have been replaced with references to the "Texas Business Organizations Code," or "TBOC," in (i) Section (c) of ARTICLE THREE, (ii) Section 1 of ARTICLE SEVEN, (iii) ARTICLE EIGHT, and (iv) ARTICLE TEN.

ARTICLE THREE

Statement of Approval

Each new amendment has been made in accordance with the provisions of the TBOC. The amendments to the Articles of Incorporation and the Restated Articles of Incorporation have been approved in the manner required by the TBOC and by the governing documents of the Corporation.

ARTICLE FOUR

Required Statements

The Restated Articles of Incorporation, which are attached hereto as Annex A, accurately state the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation being restated that is in effect, and as further amended by these Restated Articles of Incorporation with New Amendments. The attached Restated Articles of Incorporation do not contain any other change in the Articles of Incorporation, except for the information permitted to be omitted by the provisions of the TBOC applicable to the Corporation.

ARTICLE FIVE


Effectiveness of Filing

This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is July 30, 2012.

The undersigned affirms that the person designated as registered agent in the Restated Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

July 25, 2012

PIONEER DRILLING COMPANY

  
\_\_\_\_\_  
Wm. Stacy Locke, President and CEO

RESTATED ARTICLES OF INCORPORATION  
OF  
PIONEER DRILLING COMPANY

ARTICLE ONE

Name

The name of the Corporation is Pioneer Energy Services Corp.

ARTICLE TWO

Duration

The period of the duration of the Corporation is perpetual.

ARTICLE THREE

Purposes

The purposes for which the Corporation is organized are:

- (a) To explore, prospect, drill for, produce, market, sell and deal in and with petroleum, mineral, animal, vegetable, and other oils, asphaltum, natural gas, gasoline, naphthene, hydrocarbons, oil shales, sulphur, salt, clay, coal, minerals, mineral substances, metals, ores of every kind or other mineral or nonmineral, liquid, solid, or volatile substances and products, by-products, combinations, and derivatives thereof, and to buy, lease, hire, contract for, invest in, and otherwise acquire, and to own, hold, maintain, equip, operate, manage, mortgage, create security interests in, deal in and with, and to sell, lease, exchange, and otherwise dispose of oil, gas, mineral, and mining lands, wells, mines, quarries, rights, royalties, overriding royalties, oil payments, and other oil, gas, and mineral interests, claims, locations, patents, concessions, franchises, real and personal property, and all interests therein, vehicles, crafts, and machinery for use on land, water, or air, for prospecting, exploring, and drilling for, producing, gathering, purchasing, leasing, exchanging, or otherwise acquiring, selling, exchanging, trading for, or otherwise disposing of such mineral and non mineral substances; and to do engineering and contracting and to design, construct, drill, bore, sink, develop, improve, extend, maintain, operate, and repair wells, mines, plants, works, machinery, appliances, rigging, casing, and tools, for this Corporation and other persons, associations, or corporations.

- (b) To establish and maintain a drilling business with authority to own and operate drilling rigs, machinery, tools, or apparatus necessary in the boring or otherwise sinking of wells for the production of oil, gas, or water; to manufacture, buy, sell, lease, let, and hire machines and machinery, equipment, tools, implements, and appliances, and all other property, real and personal, useful or available in prospecting for and in producing, petroleum and natural gas and all other volatile and mineral substances and their products and by-products and of all articles and materials in any way resulting from or connected therewith; to purchase, lease, construct, or otherwise acquire, exchange, sell, let, or otherwise dispose of, own, maintain, develop, and improve any and all property, real or personal, plants, refineries, factories, warehouses, stores, and buildings of all kinds useful in connection with the business of the Corporation including the drilling for oil and gas wells or mining in any manner or by any method permitted by law on such real property.
- (c) To conduct and engage in any lawful business or activity for which corporations may be organized under the Texas Business Organizations Code (the "TBOC").

#### ARTICLE FOUR

##### Capital Stock

The aggregate number of shares that the Corporation shall have the authority to issue, is 110,000,000 shares, consisting of 100,000,000 shares of common stock, par value \$0.10 per share ("Common Stock"), and 10,000,000 shares of preferred stock, par value \$1.00 per share ("Preferred Stock").

The descriptions of the different classes of capital stock of the Corporation and the preferences, designations, relative rights, privileges and powers, and the restrictions, limitations and qualifications thereof, of said classes of stock are as follows:

##### Division A

The shares of Preferred Stock may be divided into and issued in one or more series, the relative rights and preferences of which series may vary in any and all respects. The Board of Directors of the Corporation is hereby vested with the authority to establish series of Preferred Stock by fixing and determining all the preferences, limitations and relative rights of the shares of any series so established, to the extent not provided for in these Restated Articles of Incorporation or any amendment hereto, and with the authority to increase or decrease the number of shares within each such series; provided, however, that the Board of Directors may not decrease the number of shares within a series



below the number of shares within such series that is then issued. The authority of the Board of Directors with respect to each such series shall include, but not be limited to, determination of the following:

- (1) the distinctive designation and number of shares of that series;
- (2) the rate of dividend (or the method of calculation thereof) payable with respect to shares of that series, the dates, terms and other conditions upon which such dividends shall be payable, and the relative rights of priority of such dividends to dividends payable on any other class or series of capital stock of the Corporation;
- (3) the nature of the dividend payable with respect to shares of that series as cumulative, noncumulative or partially cumulative, and if cumulative or partially cumulative, from which date or dates and under what circumstances;
- (4) whether shares of that series shall be subject to redemption, and, if made subject to redemption, the times, prices, rates, adjustments and other terms and conditions of such redemption (including the manner of selecting shares of that series for redemption if fewer than all shares of such series are to be redeemed);
- (5) the rights of the holders of shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation (which rights may be different if such action is voluntary than if it is involuntary), including the relative rights of priority in that event as to the rights of the holders of any other class or series of capital stock of the Corporation;
- (6) the terms, amounts and other conditions of any sinking or similar purchase or other fund provided for the purchase or redemption of shares of that series;
- (7) whether shares of that series shall be convertible into or exchangeable for shares of capital stock or other securities of the Corporation or of any other corporation or entity, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;
- (8) the extent, if any, to which the holders of shares of that series shall be entitled (in addition to any voting rights provided by law) to vote as a class or otherwise with respect to the election of directors of the Corporation or otherwise;

(9) the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to shares of that series as to dividends or upon liquidation, dissolution or winding up;

(10) any other repurchase obligations of the Corporation, subject to any limitations of applicable law; and

(11) notwithstanding their failure to be included in (1) through (10) above, any other designations, preferences, limitations or relative rights of shares of that series.

Any of the designations, preferences, limitations or relative rights (including the voting rights) of any series of Preferred Stock may be dependent on facts ascertainable outside these Restated Articles of Incorporation.

Shares of any series of Preferred Stock shall have no voting rights except as required by law or as provided in the preferences, limitations and relative rights of that series.

#### Division B

(1) Dividends. Dividends may be paid on the Common Stock out of any assets of the Corporation available for such dividends, subject to the rights of all outstanding shares of capital stock ranking senior to the Common Stock in respect of dividends.

(2) Distribution of Assets. In the event of any liquidation, dissolution or winding up of the Corporation, after there shall have been paid to or set aside for the holders of capital stock ranking senior to the Common Stock in respect of rights upon liquidation, dissolution or winding up the full preferential amounts to which they are respectively entitled, the holders of the Common Stock shall be entitled to receive, pro rata, all the remaining assets of the Corporation available for distribution to its shareholders.

(3) Voting Rights. The holders of the Common Stock shall be entitled to one vote per share for all purposes upon which such holders are entitled to vote.

#### Division C

(1) No Preemptive Rights. No shareholder of the Corporation shall, by reason of his holding shares of any class or series of capital stock of the Corporation, have any preemptive or preferential right to acquire or subscribe for any additional, unissued or treasury shares of any class or series of capital stock of the Corporation now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying any right, option or warrant to subscribe to or acquire

shares of any class or series of capital stock of the Corporation now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividends or voting or other rights of such shareholder, and the Board of Directors may issue or authorize the issuance of shares of any class or series of capital stock of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying rights, options or warrants to subscribe to or acquire shares of any class or series of capital stock of the Corporation, without offering any such shares, either in whole or in part, to the existing shareholders of any class or series of capital stock of the Corporation.

(2) Share Dividends. Subject to any restrictions in favor of any series of Preferred Stock provided in the relative rights and preferences of such series, the Corporation may pay a share dividend in shares of any class or series of capital stock of the Corporation to the holders of shares of any class or series of capital stock of the Corporation.

(3) No Cumulative Voting. Cumulative voting for the election of directors is expressly prohibited as to all shares of any class or series of capital stock of the Corporation.

#### ARTICLE FIVE

##### Initial Consideration for Issuance of Shares

The Corporation will not commence business until it has received for the issuance of shares consideration of One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done or property received.

#### ARTICLE SIX

##### Registered Office and Agent

The address of the current registered office of the Corporation is 350 North St. Paul Street, Ste. 2900, Dallas, Texas 78201-4234, and the name of the current registered agent of the Corporation at such address is CT Corporation System.

#### ARTICLE SEVEN

##### Data Respecting Directors

Section 1. Number, Election and Terms of Directors. The number of directors which will constitute the whole Board of Directors shall be fixed from time to time by a majority of the directors then in office, subject to an increase in the number of directors by reason of any provisions contained in or established pursuant to Article Four, but in any event will not be less than three. The

directors, other than those who may be elected by the holders of any series of Preferred Stock, will be divided into three classes (with each class to be as nearly equal in number as possible): Class I, Class II and Class III. Each director will serve for a term ending on the third annual meeting of the Corporation's shareholders following the annual meeting at which that director was elected; provided, however, that the directors first designated as Class I directors will serve for a term expiring at the annual meeting of the Corporation's shareholders next following March 31, 2002, the directors first designated as Class II directors will serve for a term expiring at the annual meeting of the Corporation's shareholders next following March 31, 2003, and the directors first designated as Class III directors will serve for a term expiring at the annual meeting of the Corporation's shareholders next following March 31, 2004. Each director will hold office until the annual meeting of the Corporation's shareholders at which that director's term expires and, the foregoing notwithstanding, will serve until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal.

At each annual meeting of the Corporation's shareholders, the directors elected to succeed those whose terms then expire will be of the same class as the directors they succeed, unless, by reason of any intervening changes in the authorized number of directors, the Board of Directors shall have designated one or more directorships whose term then expires as directorships of another class in order more nearly to achieve equality of number of directors among the classes.

In the event of any change in the authorized number of directors, each director then continuing to serve as such will nevertheless continue as a director of the class of which he is a member until the expiration of his current term, or his prior death, resignation or removal. Subject to the applicable provisions of the TBOC, as amended, the Board of Directors will specify the class to which a newly created directorship will be allocated.

Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

Section 2. Names and Addresses. The number of directors constituting the Board of Directors as of the date of these Restated Articles of Incorporation is five, and the names and addresses of the persons who are elected to serve as directors until the next annual meeting of the shareholders, and until their successors shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Wm. Stacy Locke	1250 N.E. Loop 410, Suite 1000 San Antonio, Texas 78209
Dean A. Burkhardt	1250 N.E. Loop 410, Suite 1000 San Antonio, Texas 78209

C. John Thompson

1250 N.E. Loop 410, Suite 1000  
San Antonio, Texas 78209

John M. Rauh

1250 N.E. Loop 410, Suite 1000  
San Antonio, Texas 78209

Scott D. Urban

1250 N.E. Loop 410, Suite 1000  
San Antonio, Texas 78209

Section 3. Removal of Directors. No director of the Corporation may be removed from office as a director by vote or other action of the shareholders or otherwise except for cause, and then only by the affirmative vote of the holders of at least a majority of the votes of all outstanding shares of capital stock of the Corporation generally entitled to vote in the election of directors, voting together as a single class, at a meeting of shareholders called expressly for that purpose. Except as applicable law otherwise provides, cause for the removal of a director will be deemed to exist only if the director whose removal is proposed: (i) has been convicted, or has been granted immunity to testify in any proceeding in which another has been convicted, of a felony by a court of competent jurisdiction and that conviction is no longer subject to direct appeal; (ii) has been found to have been grossly negligent or guilty of misconduct in the performance of his duties to the Corporation in any matter of substantial importance to the Corporation by (A) the affirmative vote of a majority of the Directors then in office at any meeting of the Board of Directors called for that purpose or (B) a court of competent jurisdiction; or (iii) has been adjudicated by a court of competent jurisdiction to be mentally incompetent and such mental incompetency directly affects his ability to serve as a director of the Corporation. Notwithstanding the foregoing, whenever holders of outstanding shares of one or more series of Preferred Stock are entitled to elect members of the Board of Directors pursuant to the provisions applicable in the case of arrearages in the payment of dividends or other defaults established by the Board of Directors with respect to any series of Preferred Stock pursuant to the provisions of Article Four, any such director of the Corporation so elected may be removed in accordance with the provisions established by the Board of Directors with respect to that series.

## ARTICLE EIGHT

### Indemnification

The Corporation shall have the power to (and the Board of Directors shall have the authority to cause the Corporation to) indemnify each of its directors, officers, employees and agents, and each person who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, an employee benefit plan or any other enterprise or other entity, to the fullest extent permitted by applicable law. Any repeal or modification of any

provision of the bylaws of the Corporation providing for indemnification of any of such persons shall not adversely affect any right or protection of such person existing pursuant to those bylaws with respect to any act or omission occurring prior to the time of such repeal or modification. The Corporation shall also have the power to (and the Board of Directors shall have the authority to cause the Corporation to) purchase and maintain insurance on behalf of any such person, whether or not such person is then serving, against any liability asserted against such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the TBOC, as amended.

## ARTICLE NINE

### Transactions with the Corporation

Any contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other domestic or foreign corporation or other entity in which one or more of its directors or officers are directors or officers or have a financial interest, shall be valid notwithstanding whether the director or officer is present at or participates in the meeting of the Board of Directors of the Corporation or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if anyone of the following is satisfied:

- (1) the material facts as to his or their relationships or interests and as to the contract or transaction are disclosed or are known to the Board of Directors of Corporation or a committee thereof, and the Board of Directors or such committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- (2) the material facts as to his or their relationships or interests and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders of the Corporation; or
- (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors of the Corporation, a committee thereof or the shareholders of the Corporation.

No director or officer of the Corporation shall be liable to account to the Corporation for any profits realized by, from or through any contract or transaction by reason of any interest therein when that contract or transaction has been authorized or ratified in accordance with the foregoing provisions of this Article Nine. This Article Nine shall not be construed to invalidate any contract or transaction which would otherwise be valid in the absence of the provisions hereof.

## ARTICLE TEN


### Limitation of Liability

No director of the Corporation shall have any liability to the Corporation or any of its shareholders for monetary damages for any act or omission in the director's capacity as a director of the Corporation, except that nothing in this Article Ten shall eliminate or limit the liability of a director to the extent the director is found liable for: (1) a breach of the director's duty of loyalty to the Corporation or its shareholders; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or any act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided by an applicable statute. If the TBOC is hereafter amended so as to authorize action further eliminating or limited the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. The provisions of this Article Ten shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated or limited by the provisions of this Article Ten. Any repeal or modification of this Article Ten shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE ELEVEN

### Special Meetings of Shareholders

Special meetings of shareholders of the Corporation may be called by the Corporation's chairman of the board or president or the Board of Directors. Subject to the provisions of the Corporation's bylaws governing special meetings, holders of not less than 50% of the outstanding shares of capital stock of the Corporation entitled to vote at the proposed special meeting may also call a special meeting of shareholders of the Corporation by furnishing the Corporation a written request which states the purpose or purposes of the proposed meeting in the manner set forth in the bylaws.

<p>Form 509 (Revised 12/10)</p> <p>Submit with relevant filing instrument.</p> <p>Filing Fee: None</p>	 <p>Consent to Use of Similar Name</p>	
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(1) Pioneer Energy Resources, LLC  
*Name of the entity or individual who holds the existing name on file with the secretary of state*

consents to the use of

(2) Pionner Energy Services Corp.  
*Proposed name*

as the name of a filing entity or foreign filing entity in Texas for the purpose of submitting a filing instrument to the secretary of state. This consent does not authorize the use of the similar name in violation of a right of another under the Trademark Act of 1946, as amended (15 U.S.C. Section 1051 et seq.); Chapter 16 or 71, Business & Commerce Code; or common law.

(3) The undersigned certifies to being authorized by the holder of the existing name to give this consent. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 1/9/2012

By: Pioneer Energy Resources, LLC  
 Name of existing entity, if any (type or print)

0801209783  
 File number of existing entity, if any

*Philip Lopez*  
 Signature of Authorized Person

Philip Lopez  
 Name of Authorized Person (type or print)

Director of Finance  
 Title of Authorized Person, if any (type or print)