

Exhibit A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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	:		
In re	:		Chapter 11
	:		
BASIC ENERGY	:		Case No. 16-_____ (___)
SERVICES, INC., et al.,¹	:		
	:		Joint Administration Requested
Debtors.	:		
	:		
	:		
	X		

**APPLICATION OF DEBTORS
FOR ORDER AUTHORIZING RETENTION AND
EMPLOYMENT OF WEIL, GOTSHAL & MANGES LLP AS
ATTORNEYS FOR THE DEBTORS *NUNC PRO TUNC* TO THE
PETITION DATE PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1**

Basic Energy Services, Inc. (“*Basic Parent*”) and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), respectfully represent as follows in support of this application (this “*Application*”):

Relief Requested

1. Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (“*Bankruptcy Code*”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Basic Energy Services, Inc. (1194); Basic Energy Services GP, LLC (1197); Basic Energy Services LP, LLC (1195); Basic Energy Services, L.P. (1819); Basic ESA, Inc. (2279); Chaparral Service, Inc. (6424); SCH Disposal, L.L.C. (8335); Sledge Drilling Corp. (3140); Admiral Well Service, Inc. (4899); Basic Marine Services, Inc. (4888); JS Acquisition LLC (9500); Permian Plaza, LLC (3425); Maverick Coil Tubing Services, LLC (3281); First Energy Services Company (4993); JetStar Holdings, Inc. (4248); Xterra Fishing & Rental Tools Co. (7818); Maverick Solutions, LLC (2876); LeBus Oil Field Service Co. (3125); Acid Services, LLC (0455); Taylor Industries, LLC (7037); Maverick Stimulation Company, LLC (4572); Globe Well Service, Inc. (4275); JetStar Energy Services, Inc. (5237); Platinum Pressure Services, Inc. (8379); Maverick Thru-Tubing Services, LLC (1902); MCM Holdings, LLC (0949); MSM Leasing, LLC (9182); The Maverick Companies, LLC (4170). The Debtors’ mailing address is 801 Cherry Street, Suite 2100, Fort Worth, Texas 76102.

Rules”), the Debtors request authority to retain and employ Weil, Gotshal & Manges LLP (“*Weil*” or the “*Firm*”) as attorneys for the Debtors *nunc pro tunc* to the Petition Date (as defined herein).

2. The Debtors request that the Court approve the retention of Weil as their attorneys to perform the extensive legal services that will be required during these chapter 11 cases in accordance with Weil’s normal hourly rates in effect when services are rendered and Weil’s normal reimbursement policies. A proposed form of order approving the retention and employment of Weil is annexed hereto as **Exhibit A**. In support of this Application, the Debtors submit the declaration of Ray C. Schrock, P.C., a member of Weil, which is annexed hereto as **Exhibit B** (the “*Schrock Declaration*”), and the declaration of David C. Johnston, Chief Restructuring Officer of Basic Parent, which is annexed hereto as **Exhibit C** (the “*Johnston Declaration*”).

Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and, pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. On the date hereof (the “**Petition Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

6. Before the Petition Date, the Debtors began the solicitation of votes on their *Joint Prepackaged Chapter 11 Plan of Basic Energy Services, Inc. and Its Affiliated Debtors* (the “**Prepackaged Plan**”), through their *Disclosure Statement for Joint Prepackaged Chapter 11 Plan of Basic Energy Services, Inc. and Its Affiliated Debtors* pursuant to sections 1125 and 1126(b) of the Bankruptcy Code. The Debtors expect that the Prepackaged Plan will be accepted by all classes entitled to vote in excess of the statutory thresholds specified in section 1126(c) of the Bankruptcy Code.

7. Additional information regarding the circumstances leading to the commencement of these chapter 11 cases and regarding the Debtors’ businesses and capital structure is set forth in the *Declaration of David C. Johnston in Support of the Debtors’ Chapter 11 Petitions and Related Requests for Relief*, filed contemporaneously herewith.

Basis for Relief Requested

8. Section 327(a) of the Bankruptcy Code provides that “the trustee, with the court’s approval, may employ one or more attorneys . . . that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee’s duties under [the Bankruptcy Code].” Section 328(a) of the Bankruptcy Code provides that professionals employed pursuant to section 327(a) may be

employed “on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis.”

Weil’s Qualifications

9. In March 2016, Weil began advising the Debtors on various alternatives for restructuring their financial obligations. Weil was extensively involved in prepetition negotiations with the Debtors’ major creditor constituencies that resulted in the negotiation, preparation and solicitation of the Prepackaged Plan filed on the Petition Date. The Prepackaged Plan will, among other things, reduce the Debtors’ existing debt by approximately \$650 million, leave general unsecured creditors unimpaired, provide recoveries to the Debtors’ senior unsecured noteholders, and provide for an ongoing interest for current common equity holders.

10. As a result of the prepetition representation of the Debtors, Weil acquired an in-depth knowledge of the Debtors’ capital structure and has gained additional insight into the current condition of the Debtors’ business operations. Accordingly, Weil possesses the necessary background to address the potential legal issues that may arise in the context of the Debtors’ chapter 11 cases.

11. The Debtors also selected Weil as their attorneys because of the Firm’s extensive general experience and knowledge, including Weil’s recognized expertise in the field of debtors’ protections, creditors’ rights, and the administration of cases under chapter 11 of the Bankruptcy Code. For example, Weil currently represents or has represented, among others, the following debtors and their affiliates: Halcón Resources Corp.; Offshore Group Investment Limited; CHC Group Ltd.; Aéropostale, Inc.; Fairway Group Holdings Corp.; Paragon Offshore plc; Offshore Group Investment Limited; The Great Atlantic and Pacific Tea Co.; Chassix, Inc.; Endeavour Operating Corp.; SIGA Technologies, Inc.; RDA Holdings, Inc.; LodgeNet Interactive Corp.; Southern Air Holdings, Inc.; Daffy’s Inc.; AMR Corp.; Lehman Brothers

Holdings Inc.; General Motors Corp. n/k/a Motors Liquidation Co.; General Growth Properties, Inc.; Global Crossing Ltd.; WorldCom, Inc.; Enron Corp.; Aleris International, Inc.; Washington Mutual, Inc.; Pilgrim's Pride Corp.; BearingPoint, Inc.; SemCrude, L.P.; Vertis Holdings, Inc.; LandSource Communities Development, LLC; Silicon Graphics, Inc.; Atkins Nutritionals, Inc.; Footstar, Inc.; Parmalat USA Corp.; Loral Space & Communications Ltd.; Armstrong Worldwide Industries; Adelphia Business Solutions, Inc.; APW Ltd.; Regal Cinemas, Inc.; Sunbeam Corp.; Bethlehem Steel Corp.; Genesis Health Services Corp; and Grand Union Corp.

12. The Debtors have been informed that Ray C. Schrock, P.C. and Ronit J. Berkovich, members of Weil, as well as other members of, counsel to, and associates of Weil who will be employed in these chapter 11 cases, are members in good standing of, among others, the Bar of the State of New York and the United States District Court for the Southern District of New York.

13. Accordingly, Weil is both well qualified and uniquely able to represent the Debtors in their chapter 11 cases in an efficient and timely manner.

Scope of Services

14. The services to be performed by Weil are appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession and to prosecute their chapter 11 cases. Subject to further order of this Court, it is proposed that Weil be employed to render the following professional services:

- a. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
- b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;

- c. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- d. take all necessary action to protect and preserve the value of the Debtors' estates, including advising with respect to the Debtors' affiliates and all related matters; and
- e. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases; provided, however, that to the extent Weil determines such services fall outside the scope of services historically or generally performed by Weil as lead Debtors' counsel in a bankruptcy case, Weil will file a supplemental declaration.

15. It is necessary for the Debtors to employ attorneys to render the foregoing professional services. Weil has stated its desire and willingness to act in these cases and render the necessary professional services as attorneys for the Debtors.

16. In addition to this Application, the Debtors have filed, or expect to file shortly, applications to employ: (i) Richards, Layton & Finger, P.A. ("**RLF**"), as co-counsel; (ii) Epiq Bankruptcy Solutions, LLC as claims and noticing agent and as administrative agent; (ii) Moelis & Company, as investment bankers and advisors; (iii) AP Services, LLC, as crisis managers; The Debtors may also file applications to employ additional professionals. Rather than resulting in any extra expense to the Debtors' estates, it is anticipated that the efficient coordination of efforts of the Debtors' attorneys and other professionals will add to the progress and effective administration of these chapter 11 cases.

No Duplication of Services

17. As described in the Schrock Declaration, Weil will work with RLF to ensure a clear delineation of the firms' respective roles in connection with representation of the Debtors in these chapter 11 cases to prevent duplication of services and ensure the case is administered in the most efficient possible fashion. In that regard, Weil and RLF have informed

the Debtors that Weil will take the lead on, among other tasks: (i) taking all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates; (ii) preparing on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates; (iii) taking all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates; (iv) taking all necessary action to protect and preserve the value of the estates of the Debtors, including advising with respect to the Debtors' affiliates, and all related matters; and (v) performing all other necessary legal services in connection with the prosecution of these chapter 11 cases. RLF's duties will include, among other tasks: (i) providing Delaware law expertise, including advising the Debtors and Weil on issues of local practice and the Local Rules; (ii) communicating with the Court and the U.S. Trustee with respect to the Debtors' filings and the chapter 11 cases; (iii) reviewing, commenting on, and coordinating the filing of various pleadings; (iv) appearing in court on behalf of the Debtors; and (v) serving as lead counsel to the Debtors with respect to matters or parties as to which Weil has a conflict and determines that it cannot (or should not) represent the Debtors (assuming RLF does not similarly have a conflict).

Weil's Disinterestedness

18. To the best of the Debtors' knowledge, the members of, counsel to, and associates of Weil do not have any connection with or any interest adverse to the Debtors, their

creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth in the Schrock Declaration.

19. Based upon the Schrock Declaration, Weil is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that Weil will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. If any new relevant facts or relationships are discovered, Weil will supplement its disclosure to the Court accordingly.

Professional Compensation

20. As set forth in the Schrock Declaration, prior to the Petition Date, Weil received payments and advances in the aggregate amount of approximately \$6,569,508.55 for professional services performed and to be performed, including the commencement and prosecution of these chapter 11 cases. Weil has a remaining credit balance in favor of the Debtors for future professional services to be performed, and expenses to be incurred, in connection with these chapter 11 cases in the approximate amount of \$1.25 million (the “*Fee Advance*”). Weil intends to apply the Fee Advance to any outstanding amounts relating to the period before the Petition Date that were not processed through Weil’s billing system as of the Petition Date. Weil intends to retain the balance on account of services rendered and expenses incurred subsequent to the Petition Date.

21. The Debtors understand that Weil hereafter intends to apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee Guidelines*”), and any further orders of the Court (the “*Orders*”) for all professional services performed and expenses incurred after the Petition Date.

22. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and the Orders, the Debtors propose to compensate Weil for services rendered at Weil's customary hourly rates and to reimburse Weil according to its customary reimbursement policies. The Debtors respectfully submit that Weil's rates and policies, as set forth in the Schrock Declaration, are reasonable.

Evergreen Retainer

23. As set forth above and in the Schrock Declaration, Weil has a current balance of approximately \$1.25million on its Fee Advance. The Debtors propose that the remainder of the Fee Advance paid to Weil and not expended for prepetition services and disbursements be treated as an evergreen retainer to be held by Weil as security throughout these chapter 11 cases until Weil's fees and expenses are awarded by final order of this Court and payable to Weil.

24. In this district, evergreen retainers are normal business practice. *See, e.g., In re Insilco Tech., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (noting that "it is not disputed that the taking of evergreen retainers is a practice now common in the market place" and that such fee arrangements have been used in this district since the early 1990s.). Section 328(a) of the Bankruptcy Code expressly permits the employment of attorneys on a retainer. In addition, the approval of an evergreen retainer in these chapter 11 cases satisfies the five-part test articulated by this court in *Insilco*. First, the proposed terms of Weil's engagement reflect normal business terms in the marketplace. Second, both Weil and the Debtors are sophisticated business entities that have negotiated the Fee Advance as part of an arm's-length agreement. Third, it is in the best interest of the Debtors' estates to provide Weil with an evergreen retainer because it ensures that the Debtors have immediate and uninterrupted access to highly skilled and experienced counsel to prosecute the Debtors' chapter 11 cases. Fourth, the Debtors are not

aware of any creditor opposition to approval of the remainder of the Fee Advance as an evergreen retainer. Finally, in light of the size, scope, and posture of the Debtors' chapter 11 cases, approval of the remainder of the Fee Advance as an evergreen retainer provides Weil with an appropriate level of risk minimization in connection with the payment of its prospective fees and costs in these chapter 11 cases and allows them to focus their efforts on providing the best possible advice without concern over payment of fees, which is in the best interest of the Debtors and all parties in interest.

Notice

25. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases. Notice of this Application will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) each of the Debtors' thirty (30) largest unsecured creditors on a consolidated basis; (iii) U.S. Bank National Association, as administrative agent (the "***Term Loan Administrative Agent***") under that certain Term Loan Credit Agreement, dated as of February 26, 2016, as amended (the "***Term Loan***"); (iv) Lowenstein Sandler LLP as counsel to the Term Loan Administrative Agent; (v) Bank of America, N.A., as administrative agent (the "***ABL Administrative Agent***") under that certain Amended and Restated Credit Agreement, dated as of November 26, 2014, as amended; (vi) Vinson & Elkins LLP as counsel to the ABL Administrative Agent; (vii) Wilmington Trust, National Association, as the indenture trustee for (a) the 7.75% Senior Notes due 2019, and (b) the 7.75% Senior Notes due 2022; (viii) Fried, Frank, Harris, Shriver & Jacobson LLP as counsel to the ad hoc committee of note holders; (ix) Davis Polk & Wardwell LLP and Potter Anderson & Corroon LLP as counsel to the Lenders (as that term is defined in the Term Loan), and certain lenders under the Debtors' proposed debtor in possession financing facility; (x) the Securities and Exchange Commission; (xi) the Internal Revenue Service; (xii) the United States

Attorney's Office for the District of Delaware; and (xiii) any other party who has requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that no further notice is required.

No Previous Request

26. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: October 25, 2016
Fort Worth, Texas

BASIC ENERGY SERVICES, INC.
(and each of its affiliated debtors as Debtors and
Debtors in Possession)

By: /s/ David C. Johnston
David C. Johnston
Chief Restructuring Officer

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re	:		Chapter 11
	:		
BASIC ENERGY	:		Case No. 16-_____ (___)
SERVICES, INC., et al.,¹	:		
	:		Joint Administration Requested
Debtors.	:		
	:		
	X		

**ORDER AUTHORIZING RETENTION AND
EMPLOYMENT OF WEIL GOTSHAL & MANGES LLP AS
ATTORNEYS FOR THE DEBTORS NUNC PRO TUNC TO THE
PETITION DATE PURSUANT TO SECTIONS 327(a) AND 328(a) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1**

Upon the application (the “*Application*”),² dated October 25, 2016, of Basic Energy Services, Inc. (“*Basic Parent*”) and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), for authority to retain and employ of Weil, Gotshal & Manges LLP (“*Weil*”) as attorneys for the Debtors, effective as of October 25, 2016 (the “*Petition Date*”), under an evergreen retainer pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “*Bankruptcy Code*”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rule 2014-1 of the Local Rules of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Basic Energy Services, Inc. (1194); Basic Energy Services GP, LLC (1197); Basic Energy Services LP, LLC (1195); Basic Energy Services, L.P. (1819); Basic ESA, Inc. (2279); Chaparral Service, Inc. (6424); SCH Disposal, L.L.C. (8335); Sledge Drilling Corp. (3140); Admiral Well Service, Inc. (4899); Basic Marine Services, Inc. (4888); JS Acquisition LLC (9500); Permian Plaza, LLC (3425); Maverick Coil Tubing Services, LLC (3281); First Energy Services Company (4993); JetStar Holdings, Inc. (4248); Xterra Fishing & Rental Tools Co. (7818); Maverick Solutions, LLC (2876); LeBus Oil Field Service Co. (3125); Acid Services, LLC (0455); Taylor Industries, LLC (7037); Maverick Stimulation Company, LLC (4572); Globe Well Service, Inc. (4275); JetStar Energy Services, Inc. (5237); Platinum Pressure Services, Inc. (8379); Maverick Thru-Tubing Services, LLC (1902); MCM Holdings, LLC (0949); MSM Leasing, LLC (9182); The Maverick Companies, LLC (4170). The Debtors’ mailing address is 801 Cherry Street, Suite 2100, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), as more fully set forth in the Application; and upon the declaration of Ray C. Schrock, P.C., a member of Weil, annexed to the Application as **Exhibit B** (the “**Schrock Declaration**”) and the declaration of David C. Johnston, Chief Restructuring Officer of Basic Parent, annexed to the Application as **Exhibit C** (the “**Johnston Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Schrock Declaration, that Weil is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Weil represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated February 29, 2012; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application; and the Court having held a hearing on the Application, if necessary; and all objections to the Application, if any, having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and it appearing that the relief requested in the Application is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The Debtors are authorized, pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, to employ and retain Weil as attorneys to the Debtors on the terms and conditions set forth in the Application and the Schrock Declaration, *nunc pro tunc* to the Petition Date.
3. Weil is authorized to render the following professional services:
 - a. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
 - b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;
 - c. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
 - d. take all necessary action to protect and preserve the value of the Debtors' estates, including advising with respect to the Debtors' affiliates and all related matters; and
 - e. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases.
4. Weil shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Weil will make reasonable effort to comply with the U.S. Trustee's request for information and additional disclosures as set

forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (“**U.S. Trustee Guidelines**”), in connection with the Application and any interim and/or final fee application(s) to be filed by Weil in these chapter 11 cases.

5. Weil shall be reimbursed for reasonable and necessary expenses as provided by the U.S. Trustee Guidelines.

6. The balance of the Fee Advance shall be treated as an evergreen retainer and shall be held by Weil as security throughout the Debtors’ chapter 11 cases until Weil’s fees and expenses are awarded and payable to Weil on a final basis.

7. Weil shall provide reasonable notice to the Debtors, the U.S. Trustee, and any statutory committee appointed in these chapter 11 cases in connection with any increase of the hourly rates listed in the Schrock Declaration.

8. Notwithstanding any applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. To the extent there is any inconsistency between this Order and the Application, the provisions of this Order shall govern.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2016
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Schrock Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re : **Chapter 11**
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BASIC ENERGY : **Case No. 16-**_____**()**
SERVICES, INC., et al.,¹ :
:
: **Joint Administration Requested**
Debtors. :
:
-----X

**DECLARATION OF RAY C. SCHROCK, P.C.
IN SUPPORT OF APPLICATION OF DEBTORS FOR ORDER
AUTHORIZING RETENTION AND EMPLOYMENT OF WEIL,
GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE DEBTORS *NUNC PRO
TUNC* TO THE PETITION DATE PURSUANT TO SECTIONS 327(a) AND 328(a) OF
THE BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1**

I, Ray C. Schrock, P.C., pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“*Weil*” or the “*Firm*”), an international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153 and regional offices in Washington, D.C.; Dallas and Houston, Texas; Miami, Florida; Boston, Massachusetts; Princeton, New Jersey; and Redwood Shores, California; and foreign offices in London, United Kingdom; Paris, France; Budapest, Hungary; Warsaw, Poland;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Basic Energy Services, Inc. (1194); Basic Energy Services GP, LLC (1197); Basic Energy Services LP, LLC (1195); Basic Energy Services, L.P. (1819); Basic ESA, Inc. (2279); Chaparral Service, Inc. (6424); SCH Disposal, L.L.C. (8335); Sledge Drilling Corp. (3140); Admiral Well Service, Inc. (4899); Basic Marine Services, Inc. (4888); JS Acquisition LLC (9500); Permian Plaza, LLC (3425); Maverick Coil Tubing Services, LLC (3281); First Energy Services Company (4993); JetStar Holdings, Inc. (4248); Xterra Fishing & Rental Tools Co. (7818); Maverick Solutions, LLC (2876); LeBus Oil Field Service Co. (3125); Acid Services, LLC (0455); Taylor Industries, LLC (7037); Maverick Stimulation Company, LLC (4572); Globe Well Service, Inc. (4275); JetStar Energy Services, Inc. (5237); Platinum Pressure Services, Inc. (8379); Maverick Thru-Tubing Services, LLC (1902); MCM Holdings, LLC (0949); MSM Leasing, LLC (9182); The Maverick Companies, LLC (4170). The Debtors’ mailing address is 801 Cherry Street, Suite 2100, Fort Worth, Texas 76102.

Frankfurt and Munich, Germany; Prague, Czech Republic; Dubai, United Arab Emirates, as well as Beijing, Hong Kong, and Shanghai, China.

2. I submit this Declaration to provide the disclosures required under section 329(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rules 2014–1 and 2016–1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”) in connection with the application, dated October 25, 2016 (the “**Application**”)², of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), for authority to employ and retain Weil as attorneys for the Debtors *nunc pro tunc* to the Petition Date pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014–1. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Weil’s completion of further review or as additional party in interest information becomes available to it, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

3. Neither I, Weil, nor any member, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with these chapter 11 cases. In addition, to the best of my knowledge, after due inquiry, neither I, Weil, nor any member, counsel to, or associate of the Firm represents any party in interest in these chapter 11 cases in matters related to these chapter 11 cases. Weil previously provided services to the Debtors in

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

connection with matters unrelated to these chapter 11 cases, including, without limitation, analysis of out-of-court strategic alternatives to restructure the Debtors' balance sheet.

Weil's Disclosure Procedures

4. Weil has in the past represented, currently represents, and may in the future represent entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors' pending chapter 11 cases. Weil, which employs approximately 1,100 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Some of those entities are, or may consider themselves to be, creditors or parties in interest in the pending chapter 11 cases or to otherwise have interests in these cases.

5. In preparing this Declaration, I used a set of procedures developed by Weil to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the "***Firm Disclosure Procedures***"). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Weil's connection to such parties:

- a. A comprehensive list of the types of entities that may have contacts with the Debtors was developed through discussions with the Weil attorneys who have provided services to the Debtors and in consultation with the advisors to and employees of the Debtors (the "***Retention Checklist***"). A copy of the Retention Checklist is annexed hereto as **Annex 1**.
- b. Weil obtained information responsive to the Retention Checklist through several inquiries of the Debtors' advisors and employees and review of documents provided by the Debtors to Weil. Weil then used that information, together with other information identified by Weil, to compile a list of the names of entities that may be parties in interest in these chapter 11 cases (the "***Potential Parties in Interest***").
- c. Weil maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the

entities for which any attorney time charges have been billed since the database was first created (the “*Client Database*”). The Client Database includes the name of each current and former client, the names of the parties who are or were related or adverse to such current or former client, and the names of the Weil personnel who are or were responsible for current or former matters for such client. It is the policy of Weil that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties, and, in some cases, parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter undertaken by Weil. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- d. Weil compared the names of each of the Potential Parties in Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison.³ Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective Weil personnel responsible for the identified client matters (the “*Client Match List*”).
- e. A Weil attorney then reviewed the Client Match List and deleted obvious name coincidences and individuals or entities that were adverse to Weil’s clients in both this matter and the matter referenced on the Client Match List.
- f. Using information in the Client Database concerning entities on the Client Match List, and making general and, if applicable, specific inquiries of Weil personnel, Weil verified that it does not represent and has not represented any entity on the Client Match List in connection with the Debtors or these chapter 11 cases.
- g. In addition, a general inquiry to all Weil personnel (attorneys and staff) was sent by electronic mail before the filing of these chapter 11 cases to determine whether any such individual or any member of his or her household (i) owns any debt or equity securities of any of the Debtors or their non-Debtor affiliates; (ii) holds a claim against or interest adverse to any of the Debtors or their non-Debtor affiliates; (iii) is or was an officer, director, or employee of any of the Debtors or any of their non-Debtor affiliates; (iv) is related to or has any connections to Bankruptcy Judges in

³ For purposes of the Firm Disclosure Procedures, Weil considers an entity a “former client” if all matters for such client have been closed, but professional time was recorded within the past two years. Because the Firm Disclosure Procedures only reflect client activity during the past two years, matches to client matters outside that timeframe are not reflected in this Declaration.

the District of Delaware; or (v) is related to or has any connections to anyone working in the Office of the United States Trustee for the District of Delaware (the “*U.S. Trustee*”).

Weil’s Connections with the Debtors

6. Weil compiled responses to the foregoing inquiries for the purposes of preparing this Declaration. Responses to the inquiry described in paragraph 5(g) hereof indicate that, as of the Petition Date, no Weil lawyers and/or support staff and/or their family members:

- (i) own any debt or equity securities of any of the Debtors or their non-Debtor affiliates;⁴
- (ii) holds a claim against or interest adverse to any of the Debtors or their non-Debtor affiliates;
- (iii) is or was an officer, director, or employee of any of the Debtors or any of their non-Debtor affiliates; (iv) is related to or has any connections to Bankruptcy Judges in the District of Delaware; or (v) is related to or has any connections to anyone working in the Office of the U.S. Trustee.

7. Weil has rendered, among other services, refinancing and restructuring-related legal services to the Debtors since March 2016. Since that time, Weil has advised the Debtors concerning their affairs, debt obligations, and restructuring alternatives. Weil also has performed services necessary to enable the Debtors to file for protection under chapter 11. Weil, working together with Richards, Layton & Finger, P.A. (“*RLF*”), was primarily responsible for the preparation of the chapter 11 petitions, initial motions, and applications relating to these chapter 11 cases and their commencement.

⁴ Certain Weil personnel or members of the household of Weil personnel may unknowingly hold stock or other interests in the Debtors in blind or discretionary accounts.

**Weil's Connections with Parties in Interest in
Matters Unrelated to These Chapter 11 Cases**

8. Either I, or an attorney working under my supervision, reviewed the connections between Weil and the clients identified on the Client Match List and the connections between those entities and the Debtors and determined, in each case, that Weil does not hold or represent an interest that is adverse to the Debtors' estates and that Weil is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

9. Weil previously has represented, currently represents, and may represent in the future the entities described below (or their affiliates) in matters unrelated to the Debtors. The disclosure list, attached as **Annex 2** hereto, is the product of implementing the Firm Disclosure Procedures. An entity is listed as a "***Current Client***" in **Annex 2** if Weil has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two years. An entity is listed as a "***Former Client***" in **Annex 2** if Weil represented such entity or a known affiliate of such entity within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed. Weil has not represented, does not represent, and will not represent any of such entities in matters directly related to the Debtors or these chapter 11 cases.

10. To the best of my knowledge and information, the annual fees for each of the last two years paid to Weil by any entity listed on **Annex 2** or its affiliates, did not exceed 1% of the Firm's annual gross revenue, except for Ascribe Capital LLC ("***Ascribe***"), which is an affiliate of American Securities LLC ("***American Securities***").

11. Ascribe is a bondholder of the Debtors' 7.75% Senior Unsecured Notes due 2019 and 7.75% Senior Unsecured Notes due 2022 (the "**Notes**"), and is also a member of the ad hoc group of certain holders of the Notes (the "**Ad Hoc Group**"). As a member of the Ad Hoc Group, Ascribe has participated in negotiations with the Debtors and is a party to the Debtors' Restructuring Support Agreement dated October 23, 2016. Weil has represented and continues to represent American Securities in a variety of matters, all of which are unrelated to these chapter 11 cases. Weil's representation of Ascribe involves a single fund formation matter, which remains open. Fees for the period of the last twenty-four (24) months paid to the Firm by American Securities (and its affiliates) exceeded 1% of the Firm's gross revenue for that period, but did not exceed 2% of the Firm's gross revenue. For that same period, fees paid to the Firm by Ascribe individually were less than one-one hundredth of 1% of the Firm's revenue. In the event there is a dispute between the Debtors and Ascribe individually, Weil will not represent the Debtors in such matter. Any and all such matters will be handled by RLF or a separate conflicts counsel.

12. In addition, Weil recently represented Wells Fargo Securities, LLC and OMERS Private Equity Inc. ("**OMERS**") in connection with OMERS' proposed acquisition of Epiq Bankruptcy Solutions, LLC, the Debtors' claims and noticing agent and proposed administrative agent. OMERS has not been identified as a party in interest. Wells Fargo Securities, LLC ("**Wells Fargo**") has been identified as a holder of Basic Parent's Notes. Affiliates of Wells Fargo have also been identified as holders of the Debtors' secured debt and participants in the Debtors' capital lease arrangements. Weil is disclosing this information out of an abundance of caution and confirms that it has not represented, does not represent, and will not

represent OMERS, Wells Fargo, or affiliates of Wells Fargo, in matters directly related to the Debtors or these chapter 11 cases.

13. Also listed on **Annex 2** are entities that either (i) have a name similar to a client identified on the Client Match List or (ii) are or may be related to such a client (collectively, the “*Potential Clients*”). After a diligent effort, Weil was unable to determine whether the similarity of names was in fact a name coincidence or whether, and to what extent, the Potential Client is related to a client identified on the Client Match List. Out of an abundance of caution, however, Weil has confirmed that, similar to the clients identified above, Weil has not represented, does not represent, and will not represent any of the Potential Clients in matters directly related to the Debtors or these chapter 11 cases.

14. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b), and Bankruptcy Rule 2014(a), between Weil and (i) the U.S. Trustee or any person employed thereby, (ii) any attorneys, accountants, or financial consultants in these chapter 11 cases, or (iii) any investment bankers that represent or may represent the Debtors or claimants or other parties in interest in these chapter 11 cases, except as set forth herein. As part of its practice, Weil appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and other parties in interest in these cases. Weil has not represented, and will not represent, any of such parties in relation to the Debtors or their chapter 11 cases. Weil does not have any relationship with any such attorneys, accountants, financial consultants, or investment bankers that would be adverse to the Debtors or their estates.

15. Additionally, Weil has represented, and may currently represent, entities that hold, or may in the future hold, certain of the Debtor's debt in beneficial accounts on behalf of unidentified parties. Because distressed debt is actively traded in the commercial markets, Weil may be unaware of the actual holder of such debt at any given moment. Weil also represents numerous entities in unrelated matters that may buy and/or sell distressed debt of chapter 11 debtors. Moreover, from time to time, Weil is engaged by various entities that buy and/or sell distressed debt to analyze the capital structure of a distressed company based on a review of publicly available information. The Firm does not undertake such reviews after it has been engaged to represent any such company, including the Debtors, and does not view any public debt review as an adverse representation to a debtor.

16. Despite the efforts described herein to identify and disclose Weil's connections with the parties in interest in these chapter 11 cases, because the Debtors' businesses include transactions with overseas entities, Weil is unable to state with certainty that every client relationship or other connection has been disclosed. Weil will continue to apply the Firm Disclosure Procedures, and if any new material relevant facts or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court.

17. Finally, the industry in which the Debtors operate is currently experiencing considerable restructuring and bankruptcy activity. As a consequence of this recent restructuring activity and the interconnectedness of the industry as a whole, Weil presently advises various companies within the industry that may have connections to the Debtors as vendors, customers, competitors, or lenders. In this regard, Weil is not aware of any matter that is or is likely to become adversarial to the Debtors. In the event that any dispute with the

Debtors does arise from an existing engagement, Weil will not represent the Debtors in that dispute. Any and all such matters will be handled by RLF or separate conflicts counsel.

Weil Is Disinterested

18. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe Weil does not hold or represent an interest adverse to the Debtors' estates in the matters upon which Weil is to be employed, and Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

Weil's Rates and Billing Practices

19. Weil is not a creditor of the Debtors. During the approximate one year period prior to the commencement of these cases, Weil received payments and advances totaling approximately \$6,569,508.55 million for professional services performed and to be performed, including the commencement and prosecution of these chapter 11 cases. Weil has applied the payments and advances received to credit the Debtors' account for Weil's estimated charges for professional services performed and expenses incurred up to the time of the commencement of these chapter 11 cases and has reduced the balance of the credit available to the Debtors by the amount of such charges. Weil has a remaining credit balance in favor of the Debtors for future professional services to be performed, and expenses to be incurred, in connection with these chapter 11 cases in the approximate amount of \$1.25 million (the "***Fee Advance***"). Weil intends to apply the Fee Advance to any outstanding amounts relating to the period prior to the Petition Date that were not processed through Weil's billing system as of the Petition Date. Upon Court approval, the balance of the Fee Advance will be held by Weil as an evergreen retainer during the pendency of these chapter 11 cases and Weil will apply the balance of the Fee Advance to amounts billed in connection with Weil's final fee application. An accounting summary of

payments invoiced or to be invoiced and received by Weil in the ninety (90) days prior to the Petition Date is set forth on **Annex 3** annexed hereto. As of the Petition Date, the Debtors do not owe Weil any fees for professional services performed or expenses incurred.

20. Weil intends to charge the Debtors for services rendered in these chapter 11 cases at Weil's normal hourly rates in effect at the time the services are rendered. Weil's current customary hourly rates, subject to change from time to time, are \$950.00 to \$1,400.00 for members and counsel, \$510.00 to \$930.00 for associates, and \$220.00 to \$375.00 for paraprofessionals.

21. Weil also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with Weil's normal reimbursement policies, subject to any modifications to such policies that Weil may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the guidelines promulgated by the U.S. Trustee (the "***U.S. Trustee Guidelines***"). Weil's disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil will charge \$0.10 per page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole, although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in house or through a third-party vendor) include, but are not limited to, facsimiles, toll calls, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel, and clerk fees.

22. No promises have been received by Weil, or any member, counsel, or associate thereof, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the U.S. Trustee Guidelines. Weil has no agreement with any other entity to share with such entity any compensation received by Weil or by such entity.

23. Consistent with the U.S. Trustee Guidelines, I submit the following information:

- a. Weil did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement;
- b. None of Weil's professionals included in this engagement have varied their rate based on the geographic location for these chapter 11 cases;
- c. Weil has represented the Debtors since March 2016. The billing rates and material financial terms of Weil's engagement have not changed postpetition from the prepetition arrangements; and
- d. Weil, in conjunction with the Debtors, is developing a prospective budget and staffing plan for these chapter 11 cases for the period beginning October 25, 2016 and ending December 31, 2016. Weil and the Debtors will review such budget following the close of the budget period to determine a budget for the following period.

Coordination with Other Professionals for the Debtors

24. Weil is aware that the Debtors have submitted, or intend to submit, applications to retain (i) RLF, as co-counsel to the Debtors; (ii) Epiq Bankruptcy Solutions, LLC as claims and noticing agent and as administrative agent to the Debtors; (iii) Moelis & Company, and (iv) AP Services, LLC, as crisis managers. The Debtors may seek to retain additional professionals in the near term. Weil intends to carefully monitor and coordinate efforts of all professionals retained by the Debtors in the chapter 11 cases and will clearly delineate their respective duties so as to prevent duplication of effort, whenever possible.

25. Weil will work with RLF to ensure a clear delineation of each firm's respective roles in connection with representation of the Debtors in these chapter 11 cases to prevent duplication of services and ensure the case is administered in the most efficient possible fashion. Weil will take the lead on, among other tasks:

- a. taking all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
- b. preparing on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;
- c. taking all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- d. taking all necessary action to protect and preserve the value of the estates of the Debtors, including advising with respect to the Debtors' affiliates and all related matters; and
- e. performing all other necessary legal services in connection with the prosecution of these chapter 11 cases; *provided, however*, that to the extent Weil determines that such services fall outside of the scope of services historically or generally performed by Weil as lead Debtors' counsel in a bankruptcy case, Weil will file a supplemental declaration.

RLF will take the lead on, among other tasks:

- a. providing Delaware law expertise, including advising the Debtors and Weil on issues of local practice and the Local Rules;
- b. communicating with the Court and the U.S. Trustee with respect to the Debtors' filings and the chapter 11 cases;
- c. reviewing, commenting on, and coordinating the filing of various pleadings;
- d. appearing in court on behalf of the Debtors; and

- e. serving as lead counsel to the Debtors with respect to matters or parties as to which Weil has a conflict and determines that it cannot (or should not) represent the Debtors (assuming RLF does not similarly have a conflict).

Conclusion

26. The Application requests, pursuant to section 328(a) of the Bankruptcy Code, approval of the Debtors' retention of Weil at Weil's normal hourly rates in effect at the time the services are rendered and in accordance with Weil's normal reimbursement policies, subject to any modifications to such policies that Weil may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the U.S. Trustee Guidelines. Subject to these terms and conditions, Weil intends to apply, pursuant to section 330 of the Bankruptcy Code, for allowances of compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the U.S. Trustee Guidelines.

27. The foregoing constitutes the statement of Weil pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

Dated: October 25, 2016
New York, New York

/s/ Ray C. Schrock, P.C.
Ray C. Schrock, P.C.
Member, Weil, Gotshal & Manges LLP

Annex 1
Retention Checklist

Debtors

Basic Energy Services, Inc.
Basic Energy Services G.P., LLC
Basic Energy Services L.P., LLC
Basic Energy Services, L.P.
Basic ESA, Inc.
Chaparral Service, Inc.
SCH Disposal, LLC
Sledge Drilling Corp.
Admiral Well Service, Inc.
Basic Marine Services, Inc.
JS Acquisition, LLC
Permian Plaza, LLC
Maverick Coil Tubing Services, LLC
First Energy Services Company
JetStar Holding, Inc.
Xterra Fishing & Rental Tools Co
Maverick Solutions, LLC
LeBus Oil Field Service Co.
Acid Services, LLC
Taylor Industries, LLC
Maverick Stimulation Company, LLC
Globe Well Service, Inc.
JetStar Energy Services, Inc.
Platinum Pressure Services, Inc.
Maverick Thru-Tubing Services, LLC
MCM Holdings, LLC
MSM Leasing, LLC
The Maverick Companies, LLC

Trade Names & Aliases (Last 8 years)

BES Holding Co
Wildhorse Services, Inc.
Oilwell Fracturing Services, Inc.
Hennessey Rental Tools, Inc.
Basic Energy Services dba Basic Oil & Gas Well Sv
Platinum Admiral Well Service, Inc.
Platinum Pressure Services, Inc.
Taylor Rig, LLC

Non-debtor affiliates

Basic Energy Services International, LLC
ESA de Mexico S.A. de C.v
Robota Energy Equipment, LLC
P & S Brine Sales, Limited Partnership
Michael Anthony Collom

Officer & Directors

Alan Krenek
Antonio O. Garza, Jr.
Barbara S. Wood
Brandon McGuire
Brett J. Taylor
Cheryl Majors
Daniel Klaus
Douglas B. Rogers
Eric Lannen
James F. Newman
James S. D'Agostino
Jerry Tufly
John Cody Bisset
John Underwood
Kenneth V. Huseman
Kevin Northcutt
Lanny T. Poldrack
Lynn Wigington
Mike Dye
Mohit Punj
Richard Robertson
Robert F. Fulton
Robert Sepanski
Roger Massey
Ron Scandolari
Ronnie Lackey
Steve Wild
Steven A. Webster
Sylvester (Chip) Johnson, IV
T.M. "Roe" Patterson
Thomas P. Moore Jr.
William E. Chiles
William T. Dame
Tim Dame
Richard Wegner

Officer & Directors

Steve Newman
David Johnston
Charles Braley
Brian Huffman

Debtors' Restructuring Professionals

Alix Partners
Epiq Bankruptcy Solutions, LLC
Moelis & Company
Richards Layton & Finger, PA
Weil Gotshal & Manges LLP
AP Services, LLC

Other Restructuring Professionals

Andrew Kurth LLP
Davis Polk & Wardwell LLP
Fried, Frank, Harris, Shriver & Jacobson LLP
GLC Advisors
Lowenstein Sandler LLP
PJT Partners
Vinson & Elkins

Banks

Amegy Bank
Bank of America
Bank of Texas
Bank of Texas (BOKF, NA)
BOKF, NPA
Capital One
Capital One, National Association
Comerica Bank Federated
Merril Lynch, Pierce, Fenner & Smith
Incorporated
U.S. Bank National Association
Wells Fargo Securities LLC
West Street Energy Partners, L.P.

ABL_TL Admin Collateral Agt

Bank of America, N.A.

ABL_TL Admin Collateral Agt

U.S. Bank Corporate Trust Services
U.S. Bank National Association

Indenture Trustee

Wilmington Trust, National Association
Wells Fargo, National Bank

Known Noteholders

Wells Fargo Bank, N.
Ascribe Capital LLC
Brigade Capital Management, LP
Silver Point Capital, L.P.
Aristeia
Covalent Partners
Phoenix
JWEST LLC
Blackgold Capital
Goldman Sachs SSG
Susquehanna Growth Equity
Whitebox Advisors
Silver Point Capital, L.P. (U.S.)
Heights Capital Management, Inc.
Phoenix Investment Adviser, LLC
Blackgold Capital Management, L.P.
J.P. Morgan Investment Management, Inc.
JWEST LLC
Whitebox Advisors, LLC
Covalent Partners, LLC
Wells Fargo Securities LLC
MacKay Shields, LLC
Solus Alternative Asset Management, L.P.
K2 & Associates Investment Management, Inc.
Loomis Sayles & Company, L.P.
Morgan Stanley & Company, LLC
Aristeia Capital, LLC
Scoggin Management, L.P.
PENN Capital Management Company, Inc.

Known Noteholders

Pioneer Investment Management, Inc.
 J.P. Morgan Securities, LLC
 APG Asset Management US, Inc.
 State Street Global Advisors (SSgA)
 Adirondack Research & Management, Inc.
 American Century Investment Management, Inc.
 Bank Leumi USA
 Bank of America Merrill Lynch Proprietary Trading
 Barclays Capital, Inc.
 BlackRock Advisors, LLC
 Brownstone Investment Group, LLC
 Columbia Management Investment Advisers, LLC
 DuPont Capital Management Corporation
 ED&F Man Capital Markets, Inc.
 First Eagle Investment Management, LLC
 Guggenheim Funds Investment Advisors, LLC
 Huntleigh Securities Corporation
 Invesco PowerShares Capital Management, LLC
 Ironman Capital Management, LLC
 J.V.B. Financial Group, LLC
 Mellon Capital Management Corporation
 Messner & Smith Investment Management, LTD
 Millennium Advisors, LLC
 Morgan Stanley Wealth Management
 Palmer Square Capital Management, LLC
 PFA Kapitalforvaltning
 Fondsmæglerselskab A/S
 Silvercreek Management, Inc.
 SKY Harbor Capital Management, LLC
 Stoeber, Glass & Company Inc.
 Susquehanna Securities
 Tightline Capital, LLC
 USAA Asset Management Company

Landlords

Behringer Harvard Burnett Plaza LP

Lessors (including Equipment)

ARI Fleet LT
 Automotive Rentals, Inc.
 Banc of America Leasing & Capital, LLC
 Bank of America
 Wells Fargo Equipment Finance, Inc.
 Bridge Funding Group Inc.
 Mb Equipment Finance LLC
 Scottrade Bank

TL Lenders

Broad Street Energy Advisors, L.L.C.
 Riverstone Energy Partners VI, L.P.
 Riverstone Energy GP VI, LLC
 Riverstone VI Basic Holdings L.P.
 Goldman Sachs
 Goldman Sachs Funds
 Balias Cayman L.P.
 West Street Energy Partners, L.P.
 Balias Cayman L.P.
 Riverstone VI Basic Holdings, L.P.

Significant Competitors

FTS International (formerly FracTech)
 Baker Hughes Incorporated
 Schlumberger Limited
 The Halliburton Company
 C&J Energy Services, Ltd.
 Key Energy Services, Inc.
 Nabors Industries Ltd
 Pioneer Energy Services Corp
 Superior Energy Services, Inc.
 Forbes Energy Services Ltd.

Affiliations of Officers & Directors

Appalachian Midstream Partners, LLC
 aPriori Capital Partners L.P.
 Avista Capital Holdings, L.P.
 Avista Capital Partners III, L.P.

Affiliations of Officers & Directors

Bristow Gorup, Inc.
 Bristow Norway AS
 Camden Property Trust
 Cap Rock Energy Solutions
 Carrizo (Utica) LLC
 Carrizo Oil & Gas Inc.
 Chaparral Services, Inc. (Prior)
 Chiles Offshore Inc. (Prior)
 CLLR, Inc.
 Community Investors Bancorp, Inc.
 Compass Bank
 Copano Energy LLC (Prior)
 Crown Resources Corp. (Prior)
 Cudd Energy Services
 Delta Tucker Holdings, Inc.
 Digital Commerce Corporation
 Emerald Isle Bancorp Inc.
 Encore Bancshares, Inc.
 Encore Bank, National Association
 Ensco plc (prior)
 Ensource Energy Income Fund LP
 ERA Group Inc.
 ETI Holdings LLC
 Frontier Drilling ASA
 Geokinetics Inc.
 Global Energy Partners, LLC
 Goodrich Petroleum Corp.
 Goodwill Industries, Inc.
 Gulf Island Fabrication Inc.
 Hercules Offshore, Inc.
 Hi-Crush GP LLC
 Hi-Crush Partners LP
 Hondo Pipeline, Inc.
 Houston Trust Company
 IBM
 Kansas City Southern
 Kansas City Southern de México S.A. de C.V.
 KPMG LLP
 Laredo Energy IV, LP
 LeBus Oil Field Service Co., Inc.
 Linscomb & Williams Inc.
 McDermott International

Affiliations of Officers & Directors

MedServe, Inc.
 Mescalero Pipeline, LLC
 Michael Petroleum Corp (Prior)
 Moneygram International Inc.
 MSW Energy Holdings II LLC
 MSW Energy Holdings LLC
 Natural Gas Services Group Inc. (Prior)
 NetNearU Corp. (Prior)
 NuPhysicia, Inc
 Oceaneering International, Inc.
 Origin Bank
 Pelican Energy Partners LP
 Peregrine Management, LLC
 Ponder Industries, Inc.
 Precision Drilling (US) Corporation
 R&B Falcon Holdings, Inc.
 RBF Finance Co.
 Royal Offshore, LLC
 RSP Permian, Inc.
 Seabulk International, Inc.
 SEACOR Holdings Inc.
 Solitario Exploration & Royalty Corp.
 Somerset Gas Transmission Company, LLC
 Summit Gas Resources, Inc.
 TODCO (Prior)
 TPH Asset Management, LLC
 Transocean Ltd. (Prior)
 Triple N Services

Trademarks

Maverick Stimulation Company, LLC
 MAVTRACK
 Maverick Coil Tubing Services, LLC
 MAV
 Basic

Insurance Providers

ACE American Insurance Company
 AGCS Marine Insurance Company
 AIG

Insurance Providers

Alesco Risk Management
 Allianz Global Risk US Insurance Company
 Allied World National Assurance Company
 American Alternative Insurance Corp
 Aspen Specialty Insurance Co
 Chubb (f/k/a ACE Insurance)
 Federal Insurance Company
 Hanover Insurance Company
 Hiscox Insurance Company Inc.
 Insurance Co of the State of PA
 IPFS Corporation
 Leader Lloyds Syndicate 0457 (MRS) plus other
 Lloyds Syndicates and other London
 companies c/o Alesco Risk Mgmt
 Leader Lloyds Syndicate 4711 (Aspen) plus
 other Lloyds Syndicates and other London
 companies c/o Price Forbes
 Leader Lloyds Syndicate 9369 (Aegis) plus
 other Lloyds Syndicates and other London
 companies c/o Price Forbes
 Lexon Insurance Company
 Liberty Mutual
 Lloyd's London - Certain Underwriters
 Lloyds Syndicate 4711 (Aspen)
 c/o Price Forbes
 National Union Fire Insurance Company of
 Pittsburgh, PA
 Navigators Insurance Company
 OPFS Corporation
 Price Forbes
 QBE Insurance Corporation
 RLI Insurance Company
 Travelers Bond & Specialty Insurance
 Travelers Casualty & Surety Co America
 U.S. Specialty Insurance Company
 Westchester Fire Insurance Company
 Willis of Texas, inc.
 Wortham Insurance
 Standard Insurance Company
 Everest Reinsurance Company

Utility Provider

Ada City Utilities
 Advanced Disposal
 All - U - Need Garbage Service Inc.
 AT&T
 AT&T Mobility
 Atmos Energy
 Bdr Dumpster Service Inc.
 Big Country Electric Cooperative I
 Birch Communications
 Black Hills Energy
 Blakeman Propane Inc.
 Bryan Texas Utilities
 Centerpoint Energy
 Centerpoint Energy Entex
 Central Valley Electric Coop.
 Centurylink
 Cimarron Electric Cooperative
 Cirro Energy
 City Of Abilene
 City Of Albany
 City Of Alva
 City Of Andrews
 City Of Artesia
 City Of Aspermont
 City Of Athens
 City Of Aztec
 City Of Baird
 City Of Beeville
 City Of Big Lake
 City Of Big Spring-Water
 City Of Bishop
 City Of Breckenridge
 City Of Bridgeport
 City Of Carlsbad
 City Of Carrizo Springs
 City Of Carthage
 City Of Corpus Christi
 City Of Crane
 City Of Cushing
 City Of Denver City
 City Of El Reno
 City Of Electra

Utility Provider

City Of Eunice
 City Of Farmington
 City Of Fort Morgan
 City Of Gillette
 City Of Goldsmith
 City Of Grand Junction
 City Of Greeley
 City Of Hobbs-Utilities
 City Of Jacksboro
 City Of Jal
 City Of Karnes City
 City Of Kennedy
 City Of Kermit
 City Of Knox City
 City Of Lamesa Water Dept.
 City Of Liberal
 City Of Minden
 City Of New London
 City Of Odessa
 City Of Oklahoma City
 City Of Pawhuska
 City Of Pearsall
 City Of Pleasanton
 City Of Powers Lake
 City Of Pratt
 City Of Rock Springs
 City Of San Angelo
 City Of Snyder
 City Of Stanley
 City Of Sweetwater-Municipal Court
 City Of Teague
 City Of Tenaha
 City Of Trinidad
 City Of Tye
 City Of Victoria
 City Of Watford City
 City Of Williston
 City Of Woodward WMA
 Cogent Communications, Inc.
 Cooke County Electric Cooperative
 Cortex Business Solutions USA LLC
 Cotton Electric Co-Op

Utility Provider

Cox Communications
 CPL Retail Energy
 Deep East Texas Electric Co-Op
 Delcom
 Dial Toneservices
 Dimmit County Sanitation Dept.
 Direct Energy Business
 DirecTv
 Dish Network
 Eastex Telephone Co-Op, Inc.
 Elderville Water Supply
 Espy Brothers LLC
 Frontier
 Global Crossing Conferencing
 Grand Valley Power
 Granite Telecommunications LLC
 Guadalupe Valley Electric
 Hilco Electric Coop. Inc.
 Hitachi Consulting Corporation
 Hughes Network Systems, LLC
 Insite Towers, LLC
 International Business Machine
 Johnson County Special Utility Dist.
 Just Energy
 Karnes Electric Cooperative
 Lea County Septic Tank Service(Hobb)
 Level 3 Communications
 Liberty Power Holdings
 Logix Communications
 Lower Yellowstone Rural Elect.
 Lyntegar Electric Coop Inc.
 MCI
 Medina Electric Coop
 Metropolitan Telecommunications
 Midstate Telephone Co
 Mimecast North America Inc.
 Montana Dakota Utilities
 Moon Lake Electrical Association, I
 Mountrail-Williams Electric
 Mtn Energy Corp
 Nalcom Wireless Comm.
 Navasota Valley Electric Cooperative

Utility Provider

Nemont
 New Mexico Gas Co
 Nortex Communications
 Northwestern Electric Coop.
 NTS Communications
 Nueces Electric Coop-Rd
 OG&E
 Panola-Harrison Elec. Co-Op
 Pecos County WCID #1
 Penasco Valley Telephone Coop
 People's Electric Cooperative
 Peoples Natural Gas
 Plateau Wireless
 Powder River Energy Corp
 Progressive Waste Solutions Of La Inc.
 Progressive Waste Solutions Of Tx Inc.
 Public Waste Service
 Questar Gas Company
 Refugio Water Works
 Reliant Energy
 Republic Services
 Reservation Telephone Cooperative
 Rio Grande Electric Cooperative
 Riverside Mutual Domestic Water
 Rocky Mountain Power
 Rocky Mountain Sanitation
 Roosevelt City
 Roughrider Electric Cooperative, Inc.
 RT Communication
 Rural Electric Cooperative
 San Bernard Electric Coop
 Service Electric
 Seward County Landfill
 Sierra Springs
 Sound Telecom
 Sourcegas Dist. LLC
 South Plains Electric Cooperative
 South Texas Electric
 Southern Pioneer Electric
 Southwest Disposal Ca
 Southwest Rural Electric
 Southwest Texas Elect Coop Inc.

Utility Provider

Southwestern Elec Pwr
 Stephens Co. Rural Water/Sewer Dist.
 Strata Networks
 Suddenlink
 Taylor Electric Coop., Inc.
 Telecom Solutions
 Texland Great Plains Water Supply,
 Tier One Networks
 Time Warner Cable
 Town Of Labarge
 Town Of Pecos City
 Town Of Rangely
 Town Of Wamsutter
 Tri Special Utility District
 Tri-County Electric Cooperative, Inc.
 TXU Energy
 Union Telephone Co Inc.
 United Power
 Upshur Rural Electric Coop.
 UTE Water Conservancy Dist.
 Valley Telephone Co-Op Inc.
 Verizon Business
 Verizon Wireless
 Victoria Electric Coop
 Walker Co. Special Utility Dist.
 Walnut Creek Special Utility District
 Waste Connections Of Co
 Waste Management Of Nm
 Waste Management, Se Texas
 West Penn Power
 West Texas Gas Inc.
 Western Disposal Systems, Inc.
 Western Star Communications
 Williams Rural Water Assn.
 Windstream
 WTG Fuels Inc.
 WTU Business
 WTU Retail Energy
 Xcel Energy, Inc.
 YK Communications Ltd
 ZIA Natural Gas Company

Top 25 Customers

ANADARKO PETROLEUM CORP
 APACHE CORPORATION
 BHP BILLITON
 BP AMERICA PRODUCTION COMPANY
 CALIFORNIA RESOURCES CORP (CRC)
 CHESAPEAKE OPERATING INC
 CHEVRON TEXACO
 CIMAREX ENERGY CO
 COG OPERATING LLC
 CONOCOPHILLIPS COMPANY
 DISCOVERY NATURAL RESOURCES LLC
 E.O.G. RESOURCES INC
 ENCANA OIL AND GAS
 ENERGEN RESOURCES CORP.
 EQT PRODUCTION COMPANY
 HILCORP ENERGY COMPANY
 LEGACY RESERVES LP
 MEMORIAL PRODUCTION OPERATING LLC
 NOBLE ENERGY INC
 OXY USA INC
 PIONEER NATURAL RESOURCES
 SANDRIDGE ENERGY INC
 SILVER CREEK OIL & GAS
 WHITE STAR PETROLEUM LLC
 XTO ENERGY INC

Top Customers

Ace Gathering Inc.
 Adams Affiliates Inc.
 Ajax Resources LLC
 Anadarko Petroleum Corp
 Apache Corporation
 Atlas Resource Partners LP
 Banner Operating LLC
 Bayswater Exploration & Production
 Baytex USA Development LLC
 BHP Billiton
 Bill Barrett Corporation
 Bluestone Natural Resources li LLC
 Bonanza Creek Energy, Inc.
 Bopco LP

Top Customers

Boyd & McWilliams Energy Group Inc.
 BP America Production Company
 Breitburn Operating LP
 Brigadier Operating LLC
 Burlington Resources
 Caerus Operating LLC
 California Resources Corp (CRC)
 Callon Petroleum Operating Company
 Chesapeake Operating Inc.
 Chevron Texaco
 Cimarex Energy Co.
 Cinnabar Energy Ltd
 Citation Oil & Gas Corp.
 Cnx Gas Company, LLC
 Cog Operating LLC
 Comstock Oil & Gas LP
 Conocophillips Company
 Continental Resources
 Crownquest Operating LLC
 Delta Oil & Gas Company
 Devon Energy Corporation
 Discovery Natural Resources LLC
 E.O.G. Resources Inc.
 Eagleridge Operating LLC
 Encana Oil And Gas
 Endeavor Energy Resources L.P.
 Enduro Operating LLC
 Energen Resources Corp.
 Energy & Exploration Part Operating
 Enervest Operating L.L.C.
 EP Energy E&P Company, L.P.
 EQT Production Company
 Extraction Oil & Gas
 Exxon Mobil Corporation
 Fasken Oil And Ranch Ltd.
 FDL Operating LLC
 G & F Oil Inc.
 Goodrich Petroleum Company
 Gulftex Energy III LP
 Halcon Resources Corp
 Hannathon Petroleum LLC
 Harmonia Petroleum Operations LLC

Top Customers

Henry Resources LLC
Hess Corporation
Hilcorp Energy Company
Hunt Oil Company
Jonah Energy LLC
Kaiser-Francis Oil Company
Kinder Morgan Production Co LLC
Laredo Petroleum Inc.
Legacy Reserves LP
Lime Rock Resources
Linn Operating Inc.
Lonestar Operating LLC
Marathon Oil Company
Matador Production Company
Memorial Production Operating LLC
Merit Energy Company
Mewbourne Oil Company
Mid-con Energy Operating Inc.
Natrona Count Holdings LLC
Nemo Fund 1 LLC
Newark E&P Operating LLC
Newfield Exploration Company
Noble Energy Inc.
Oxy USA Inc.
Parallel Petroleum LLC
Patriot Resources Inc.
PDC Energy Inc.
Permian Resources LLC
Petrofuels Quality Marketing LP
Petroquest Energy LLC
Pioneer Natural Resources
PPC Operating Company LLC
Primexx Operating Corporation
Qstar LLC
Read & Stevens Inc.
Redbud Exploration & Production
Rife Energy Operating Inc.
Rock Oil li, Inc.
Sabine Oil & Gas LLC
Saga Petroleum Of Colorado
Samson Resources Company
Sandridge Energy Inc.

Top Customers

Sheridan Production Company LLC
Silver Creek Oil & Gas
Sm Energy Company
Sojitz Energy Venture Inc.
Statoil Oil & Gas LP
Sunoco Pipeline L.P..
Swift Energy Company
Tapstone Energy LLC
Targa Midstream Services Limited Pa
Texas American Resources Company
Texas Brine Corporation
Thompson J. Cleo
Three Span Oil & Gas
Transoil Marketing Inc.
Triangle Petroleum Corporation
Trinity EOR LLC
Ultra Petroleum
Unit Petroleum Company
Us Energy Development Corp
Vanguard Natural Resources
Vantage Ft Worth Energy
V-f Petroleum Inc.
Wadi Exploration And Production LLC
Wagner Oil Company
Wexpro Co.
White Rock Oil & Gas
White Star Petroleum LLC
Whiting Oil & Gas Corp.
Woolsey Operating Company LLC
WPX Energy Inc.
WTG Exploration
XTO Energy Inc.
Yates Petroleum Corp.

Royalty Vendors

Amy Lou Schaper
Arthur W Wight
Betty Campbell
Bill Strauss
Billy B Roark
Bobby Roark Paul

Royalty Vendors

Bradley L Birdsall
 Brandon Hince Barrow
 Brantley Farms
 Brian L Birdsall
 Bridget E Ianquaniello
 Carl Haden Barrow
 Carr Royalty Corporation/John D Carr
 Cathrine R Brady
 Charles David Cobb
 Children's Home Foundation, Inc.
 Christopher Yater
 COG Operating LLC
 Crazy Horse LLC (Paige McNeill)
 Dakota Resources
 Darle Vuelta Cattle Co LLC
 Dept of the Int - BLM
 Dorothy D Roark
 Earl D Dickenson
 Edgar A Basse, III
 Elaine C Gist
 Elaine Gilbert Bend
 Elizabeth Ann Barrow
 Elizabeth Wright Bondurant
 Ethel W Moore
 FBO Dora White
 FBO Nora Verner
 FBO Robert Steakley
 FNR-Connor
 Francis Margaret Wilson
 Frank & Glenda Long
 Fred Drew Bullard
 George R Carr
 George Roark
 Gilbert G Wright, IV
 Gordon Leland
 Heather H Wright
 Helen McAshan
 Hencie C Barrow
 Henry McDonald
 Hill Top Haven Home For the Aged
 Holley Barrow Moore
 Howard Winters Wilson

Royalty Vendors

Inland Resources
 James Barrow Orcutt
 James C Roark
 James Davis
 Janis C Carr
 Jeanie Moore
 Jeffery Lee Weatherby
 Jerry & Lavonda Cave
 Jerry Iden LTD
 Jesse Cortez
 Jim Hogan
 John B Walton
 John H White, JR
 John Q. Erskine
 Joseph D Calaway
 Judy Blair
 Julie Gardner
 Lex Gillean
 Linda Roark
 Lynda Birdsall
 Mark Lee Greenhaw
 Mary Francis Barrow
 Mary Ruth Gilbert Stroud
 Merit Management Partners
 Moody Conner
 Mr. Jimmy Randall Sherrod
 Muriel Giddens
 Murray B Roark
 Norman-Connor
 Northern Investments
 P. T. Disposal
 Pamela Kay Griffis
 Patricia S Wight
 Paul R Schaper
 Roark Resources
 Robert B Holt
 Robert B Roark
 Robert E Landreth
 Robert Gillean
 Robert Moore Wilson
 Robert Tyrone Griffis
 Sam Bartley Wilson

Royalty Vendors

Sandra Barrow Vishnevs
 Sarah W Schaper
 State of NM Commissioner
 Stephen M Henderson
 Suzanne Wright Vollmer
 T Brand, LLC
 Texas Pacific Land and Trust
 The University of Texas Systems
 Thomas Hugh Bullard
 Tuleta C White
 University Church of Christ
 Virginia Bowers
 W.O. Stevens
 Wayne Eppler
 William Lowery Wilson
 William Otho Gillelan, Jr
 Billy Scribner Welding Inc.
 Byron Michael Burris
 Carrabba Industrial Park
 Commerce Center South Dev. LC
 Dale D. Withers Trust
 James Wayne
 K & R Leasing
 Lauger Family Enterprises Ltd
 Malouf Properties LLC
 Nino Pobre Limited Partnership
 Pankey Enterprises
 Re Pool I LLC
 Roughrider Housing LLC
 Tlb Partners Ltd

Taxing Authority

Acadia Parish School Board
 Alabama Dept. Of Revenue
 Aldine ISD - Tax Office
 Anderson County Tax Office
 Andrews County Tax Office
 Andrews ISD Tax Assessor Collector
 Arapahoe County Treasurer
 Arkansas Dept. Of Finance
 Arkansas Oil And Gas Commission

Taxing Authority

Arkansas Secretary Of State
 Ascension Parish Sales Tax Authority
 Assumption Parish
 Atascosa County Tax Office
 Avoyelles Parish Sales And Use
 Beauregard Parish Sheriff Office
 Bellaire Income Tax Department
 Bienville Parish
 Borough Of Waynesburg
 Bossier City Parish
 Caddo Shreveport
 Calcasieu Parish
 California Board Of Equalization
 California Dept. Of Motor Vehicles
 California Franchise Tax Board
 Callahan County Tax Office
 Campbell County Treasurer
 Canadian County Treasurer
 Central Appraisal District
 Cherokee County Appraisal District
 Cherokee County Tax Office
 City Of Cheyenne - Building Safety
 City Of Garden Grove
 Claiborne Parish Sales Tax Dept.
 Colorado County Central Appraisal District
 Colorado Department Of Public Health And
 Environment
 Colorado Dept. Of Labor And Employment
 Colorado Dept. Of Revenue
 Colorado Secretary Of State
 Commonwealth Of Massachusetts
 Cooke County Appraisal District
 Cory L Grandel- Treasurer
 Cotulla ISD Tax Office
 Crane County Tax Assessor
 Crook County Treasurer
 Dawson County Central Appraisal District
 Dawson County Treasurer
 Dawson County Weed District
 Dayton ISD Tax Office
 Delaware Secretary Of State
 Denton County Tax Assessor Collector

Taxing Authority

Department Of Revenue
 Dept. Of Finance And Administration
 Desoto Parish Sales And Use
 Desoto Parish Tax Collector
 Dewitt County Tax Assessor Collector
 Dickens County Tax Office
 Dimmit County Tax Office
 Duchesne County Assessor
 East Carroll Parish Sales Tax
 Eastland County Tax Collector
 Ector County Appraisal District
 El Dorado Regional Office
 Faulkner Co Tax Collector
 Freestone County Tax Assessor Collector
 Frio County Appraisal District
 Frio County Tax Assessor Collector
 Gaines County Appraisal District
 Garfield County Treasurer
 Garvin County Treasurer
 Glasscock County Tax Assessor Collector
 Goliad County Tax Assessor Collector
 Goliad ISD City Of Goliad Tax Office
 Grady County Treasurer
 Gray County Tax Office
 Harrison CAD
 Harrison County Tax Collector
 Haskell County Appraisal District
 Hidalgo County - Tax Assessor Collector
 Hockley County Tax Office
 Hood County Appraisal District
 Hood County Tax Assessor
 Iberia Parish Sales And Use Tax
 Iberville Parish
 Illinois Secretary Of State
 Internal Revenue Service
 Jack County Appraisal District
 Jack County Tax Assessor - Collector
 Jackson County Tax Assessor Collector
 Jackson Parish Sales Tax
 Jicarilla Apache Nation Oil And Gas
 Administration
 Jim Wells County Appraisal District

Taxing Authority

Johnson County Tax Assessor-Collector
 Judy Cook, Collector
 Kansas Corporation Commission
 Kansas Dept. Of Revenue
 Kansas Secretary Of State
 Karnes County Tax Assessor-Collector
 Knox County Tax Assessor
 La Dept Of Environmental Quality
 Lafayette Parish School System
 Las Animas County Treasurer
 Lasalle County Tax Office
 Lasalle Parish
 Lea County Treasurer
 Liberty County
 Lincoln County Treasurer
 Lincoln Parish Tax Collector
 Livingston Parish
 Llano County Treasurer
 Louisiana Department Of Environment Quality
 Louisiana Dept. Of Revenue
 Loving County Ad Valorem Tax
 Major County Treasurer
 Mckenzie County Treasurer
 Mesa County Clerk
 Mesa County Treasurer
 Midland Central Appraisal District
 Midland County Tax Assessor
 Minerva Soltero, Tax Assessor-Collector
 Mississippi Department Of Revenue
 Moffat County Clerk And Recorder
 Montana Secretary Of State
 Morgan County Clerk/Recorder
 Morgan County Treasurer
 Mountrail County
 Mountrail County Road Dept.
 Nacogdoches Central Appraisal District
 Natchitoches Parish Tax Commission
 Natchitoches Tax Commission
 Natrona County Treasurer
 Nebraska Dept. Of Revenue
 New Mexico Taxation And Revenue
 Department

Taxing Authority

Nolan Central Appraisal District
 Nolan County Tax Assessor - Collector
 North Dakota State Tax Commission
 Nueces County Tax Assessor-Collector
 Ohio Dept. Of Taxation
 Oklahoma Corporation Commission
 Oklahoma Motor Vehicle Commission
 Oklahoma Secretary Of State
 Oklahoma Tax Commission
 Orange County Treasurer Tax Collector
 Osage County Treasurer
 Panola County Tax Assessor
 Parish Of Caldwll
 Parish Of Webster
 Parker County Appraisal District
 Payne County Treasurer
 Pecos County Tax Office
 Pennsylvania Department Of Revenue
 Pontotoc Co Treasurer
 Pratt County Treasurer
 Quachita Parish Tax And Revenue
 Railroad Commission Of Texas
 Reagan County Tax
 Red River Appraisal District
 Red River Tax Agency
 Reeves County
 Reeves County Appraisal District
 Refugio County Tax Assessor-Collector
 Richland County Treasurer
 Richland Parish Sales And Use Tax
 Rio Blanco Clerk And Recorder
 Rio Blanco County Road And Bridge
 Rio Blanco County Treasurer
 Rusk County Tax Assessor Collector
 Sabine Parish Sales And Use Tax
 Sabine Parish Sheriff'S Office
 San Isidro Isd Tax Office
 San Juan County Treasurer
 Scurry County District Clerks Office
 Secretary Of State - Louisiana
 Secretary Of State - South Dakota
 Secretary Of State - Alabama

Taxing Authority

Secretary Of State - Nebraska
 Secretary Of State - Nebraska
 Secretary Of State - Ohio
 Secretary Of State - West Virginia
 Shackelford County Appraisal District
 Shelby County Tax Collector
 Smith County Tax Office
 South Dakota Treasurer
 Southern Ute Indian Tribe
 Stark County Auditor
 Starr County Tax Office
 State Comptroller Of Texas
 State Of Louisiana - Dept Of Natural Resources
 State Of Louisiana Sales Tax Return
 State Of Montana Motor Vehicle Division
 State Of New Mexico Motor Veh Division
 State Of New Mexico Commissioner
 State Of Wyoming
 State Of Wyoming - Department Of
 Environmental Quality
 Stephen'S County Courthouse Tax Office
 Stephens County Treasurer
 Stonewall County Appraisal District
 Sublette County Treasurer
 Sutton County Appraisal District
 Sweetwater County
 Sweetwater County Treasurer
 Tarrant County Tax Assessor Collector
 Tax Assessor / Collector - Aspermont
 Tax Assessor / Collector - Beeville
 Tax Assessor / Collector - Carthage
 Tax Assessor / Collector - Cottle County
 Tax Assessor / Collector - Crockett County
 Tax Assessor / Collector - Eastland
 Tax Assessor / Collector - Franklin Isd
 Tax Assessor / Collector - Gregg County
 Tax Assessor / Collector - Hallettsville
 Tax Assessor / Collector - Harris
 Tax Assessor / Collector - Howard
 Tax Assessor / Collector - Jacksboro
 Tax Assessor / Collector - Jayton
 Tax Assessor / Collector - Loving

Taxing Authority

Tax Assessor / Collector - Martin
 Tax Assessor / Collector - Martin County
 Tax Assessor / Collector - Robertson County
 Tax Assessor / Collector - Snyder
 Tax Assessor / Collector - Ward County
 Tax Assessor / Collector - Yoakum County
 Taxation And Revenue Dept. - New Mexico
 Tenaha Isd
 Terrebonne Parish Sales And Use Tax Division
 Texas Commission On Environmental Quality
 Texas Commission On Environmental Quality
 Texas Comptroller Of Public Account
 Texas Department Of Motor Vehicles
 Texas Dept. Of State Health Services
 Texas Dept. Of Motor Vehicles
 Titus County Appraisal District
 Titus County Tax Office
 Tom Green County Appraisal District
 Treasurer Of Eddy County
 Tulsa County Treasurer
 U.S. Dept. Of Treasury
 Uinta County Treasurer
 Uintah County Treasurer
 Union Parish School Board
 United I.S.D. Tax Office
 United States Treasury
 Upton County Appraisal District
 Us Department Of Education
 Utah Secretary Of State
 Utah State Tax Commission
 Ute Indian Tribe
 Utero Commission
 Val Verde County Tax Assessor Collector
 Vermilion Parish School Board
 Victoria County Tax Office
 Walker County Appraisal District
 Washington County Treasurer
 Webb County Tax Assessor Collector
 Webster Parish Sales And Use Tax Commission
 Weld County Clerk And Recorder
 Weld County Treasurer
 West Carroll Parish

Taxing Authority

Wichita County Tax Assessor
 Williams County Treasurer
 Winkler County
 Wink-Loving Isd Tac
 Wise County Appraisal District
 Wise County Tax Assessor/Collector
 Wood County Treasurer
 Woodward County Treasurer
 Wyoming Department Of Revenue
 Wyoming Deq Admin, Water Quality Division
 Wyoming Dept. Of Transportation
 Yoakum Isd Tax Office
 Zapata County Tax Assessor Collector

Regulatory Agencies/Governmental Agencies

Department of Homeland Security
 U.S. Customs and Border Protection
 Department Of Justice
 Department Of Labor - Osha
 Department Of The Interior
 Department Of The Treasury
 Idaho Department Of Labor
 Kansas Department Of Labor
 Louisiana Department Of Labor
 Louisisana Department Of Natural Resources
 Montana Department Of Transportation
 North Dakota Department Of Emergency
 Services
 New Mexico Commissioner of Public Lands
 New Mexico Department Of Labor
 Office of Conservation, Department of Natural
 Resources, State of Louisiana
 Oklahoma Corporation Commission
 Oklahoma Corporation Commission Oil and
 Gas Conservation Division
 Oklahoma Department Of Human Servic
 Railroad Commission of Texas
 Railroad Commission of Texas Oil and Gas
 Division
 State of Arkansas Arkansas State Highway &
 Transportation Department
 State of California Contractors License Board

Regulatory Agencies/Governmental Agencies

State of California Contractors State License Board
 State Of California, Department Of Child Support
 State of Louisiana Department of Natural Resources Office of Conservation
 State of Louisiana, Department of Transportation & Development
 State Of Montana, Department Of Corrections
 State of New Mexico State Land Office
 State of North Dakota Industrial Commission of North Dakota
 State of North Dakota Industrial Commission of North Dakota Oil and Gas Division
 State Of Oklahoma, Department Of Environmental Quality
 State of Texas Department of Motor Vehicles
 State of Texas Railroad Commission of Texas
 State of Texas, Department of Transportation
 State of Wyoming Department of Environmental Quality
 State of Wyoming Department of Environmental Quality Land Quality Division
 State of Wyoming Land and Investments
 Texas Department Of Public Safety
 Texas Railroad Commission
 U.S. Department of the Interior
 United States Department of the Interior Bureau of Land Management
 Utah Department Of Workforce Serviv
 Wyoming Department Of Agriculture
 Wyoming Department Of Employment

Equity Holders greater than 5%

Fine Capital Partners, L.P.
 TPH Asset Management
 Dimensional Fund Advisors L.P

Ordinary Course Professional & Other Professionals

Access
 ACI Specialty Benefits
 Alliance Advisors LLC

Ordinary Course Professional & Other Professionals

Altus Gts Inc
 American Stock Transfer & Trust Co,
 Andrews & Kurth, L.L.P.
 Andrews Davis, P.C.
 Baker & Hostetler LLP
 Bauer & Pike LLC
 Broadridge Investor Communication
 Cantey Hanger LLP
 Constangy, Brooks, & Smith, LLP
 Convey Compliance Systems LLC
 Cotten Schmidt & Abbott, L.L.P.
 Craig, Terrill, Hale & Grantham LLP
 Crowley Fleck
 CTMI
 Daily Consulting, LLC
 Deloitte & Touche LLP
 Deloitte Financial Advisory Service
 Deloitte Tax LLP
 Deloitte Transactions & Business
 Dennard Lascar Associates LLC
 Dore Law Group, P.C.
 Energy Capital Solutions
 Energypoint Research Inc
 Foliofn Investments Inc
 Gmx Resources Creditor Trust
 Hall Estill Attorneys At Law
 Hall Estill Hardwick Gable Golden
 Haynes And Boone LLP
 Horne Rota Moos LLP
 Infinity Sound
 Interior Gardens
 Interprise The Design Resource
 Investshare Inc
 Ir Solutions
 Jackson Walker LLP
 Kha Consulting PC
 Kpmg LLP (Dallas)
 Landgraf Crutcher & Associates Inc
 Law Offices Of Dakshini R Sen
 Lexal LLC
 Littler Mendelson PC

Ordinary Course Professional & Other Professionals

Lynch,Chappell & Alsup
 Meadows Analysis & Design LLC
 Meadows,Collier,Reed,Cousins,
 Mediant Communications LLC
 Mercer
 Nacm Southwest
 Nasdaq Corporate Solutions LLC
 New Tech Global Environmental LLC
 Ogletree,Deakins,Nash,Smoak & Stewa
 One Source Investment Partners LLC
 Pearl Meyer & Partners LLC
 Powers Energy Consulting, LLC
 Precisionir, Inc.
 Pricewaterhousecoopers LLP
 Rehabilitation Management Services
 Sds Petroleum Consultants LLC
 Shafer, Davis, O'Leary & Stoker, In
 Shannon Gracey Ratliff & Miller LLP
 Strong & Hanni PC
 Talkpoint Holdings LLC
 The Dobbs Law Firm & Aron Palma
 The Malhotra Law Firm & Arturo Hipo
 The Young Law Firm PC
 Tindall Record Storage
 Trm Financial Services,Inc.
 Trotter Controls Inc
 Tyler Chance Marlar
 Ubs Financial Services Inc
 Ultramar Travel
 Weaver And Tidwell LLP
 Wellsite Data Services
 West Allen, PC
 Wortham Insurance & Risk Mgmt

Benefit Provider

BlueCross/BlueShield of Texas
 Express Scripts
 Accredo
 Superior Vision
 Allstate Benefits

Benefit Provider

Standard
 Digital Retirement Solutions (DRS)
 Dylan Hale
 ACI Specialty Benefits
 Standard Insurance Company
 Everest Reinsurance Company

Top Vendors

Automotive Rentals, Inc.
 Chemplex Solvay Group
 Santrol
 Quality Tubing
 Sun Coast Resources Inc.
 Lansing Trade Group LLC
 Buzzi Unicem USA
 Superior Silica Sands
 Velvin Oil Company Inc. (Henderson)
 Simons Petroleum, Llc
 Unimin Corporation
 HTC Express
 United Engines LLC
 International Business Machine
 Catalyst Oilfield Services
 Oil Works Inc.
 Forum Flow Equipment
 Standard Insurance Co
 Badger Mining Corporation (Saginaw)
 Reagent Chemical & Research, Inc.
 Tti Tubulars Ltd
 M.G. Bryan Equipment Company LP
 Pemco Equipment Inc.
 Hill's Specialty Company Inc.
 Burnett Plaza LP
 LaSalle Oil Company
 Surface Stac Inc.
 Gardner Denver Petroleum Pumps
 Cemex-odessa Plant
 Rockwater Energy Solutions
 Kpmg LLP (Dallas)
 Nov Rolligon
 Bruckner Truck Sales

Top Vendors

U.S. Silica Company
 Everest Reinsurance Company
 Howard Supply Company
 Blue Streak Transportation
 LKN Horizon LLC
 O'Rourke Petroleum
 MBA Construction
 Energy Products Inc. (Tulsa)
 Long String Pipe & Supply LLC
 Energy & Environmental Svc (Edmond)
 Maalt LP
 Megalodon Services Inc.
 Air Liquide Industrial US
 Servco
 Andrews & Kurth, L.L.P. (Houston)
 Certex USA Inc.
 Fehr's Metal Buildings
 Cemex Inc.
 Mix Telematics N.A. Inc.
 Creative Lodging Solutions
 Integrated Control Solutions LLC
 Pacific Life
 Vista Sand, Ltd
 Stabilis Energy Services LLC
 Quest Chemical Inc.
 Hooten Oil Co Inc.
 Edpm
 Logan Oil Tools
 Unifirst Holdings Inc.
 Bosque Solutions
 Cadre Proppants
 Richard Munoz Trucking LLC
 DFW Heavy Duty Parts
 Energy Services Group Inc.
 Douglass Distributing
 Donald E. Harman Co.
 Detmar Logistics LLC
 Cummins
 Industrial Oils Inc.
 The Paint & Safety Store Inc.
 WTG Fuels Inc.
 Sap America, Inc.

Top Vendors

Francis Drilling Fluids Ltd
 The Crosby Group LLC
 J H Kaspar Oil Co.
 Ctmi
 Skyhawk Chemicals, Inc.
 Sooner Manufacturing Co Inc.
 Chevron Products
 Wadeco Specialties Inc.
 GCC Dacotah, Inc. (Rapid City)
 Thatcher Company
 Tarquin / Coolpro LLC
 Texas Lehigh Cement Co LP
 Preferred Pipeline
 Crawford & Company
 TXI Operations LP (Dallas)
 Custom Shack Truck Painting LLC
 West Allen Pc
 Forrest Tire Co Inc.
 Mudsmith Ltd.
 Serva Group LLC
 Buckeye, Inc.
 Schledewitz Trucking
 Metal Solutions Inc.
 Hydraquip Distribution Inc.
 Quick Sand Inc.
 Chemical Conditioning Services
 MHC Kenworth
 Equipment Performance Management Inc.
 Hitachi Consulting Corporation
 Aberdeen Dynamics
 J & J Welding Services LLC
 Capgemini
 Nglic
 Fuel Mark Inc.
 Axon Well Intervention Products
 3n Oilfield Services LLC
 National Oilwell Varco
 Wasson Solid Waste Disposal System
 Edc Oilfield Services Inc.
 Certified Laboratories Division
 Harlow Sammons Of Odessa
 Braun Intertec Corporation

Top Vendors

USI Consulting Group

Surety Bonds

RLI Insurance Company

Lexon Insurance Company

American Alternative Insurance Corp

Travelers Casualty & Surety Co America

Westchester Fire Insurance Company

Western Surety Company

Bankruptcy Judges & Clerks

Brendan L. Shannon

Cacia Batts

Catherine Farrell

Cheryl Szymanski

Christopher S. Sontchi

Danielle Gadson

Donna Grottini

Janet Moore

Jill Walker

Kevin Gross

Kevin J. Carey

Laura Haney

Laurie Capp

Laurie Selber Silverstein

Lora Johnson

Mary J. Walrath

Nancy Hunt

Rachel Bello

Rachel Werkheiser

Sherry Scaruzzi

Una O'Boyle

Andrew R. Vara

Office of the U.S. Trustee

Benjamin Hackman

Christine Green

David Buchbinder

David Gerardi

Office of the U.S. Trustee

Diane Giordano

Dion Wynn

Edith A. Serrano

Hannah M. McCollum

Holly Dice

James R. O'Malley

Jane Leamy

Jeffrey Heck

Juliet Sarkessian

Karen Starr

Lauren Attix

Linda Casey

Mark Kenney

Michael Panacio

Michael West

Natalie Cox

Ramona Vinson

Richard Schepacarter

Shakima L. Dortch

T. Patrick Tinker

Timothy J. Fox, Jr.

Litigation Party

Cause No. CJ-2013-22; John Moulton v. Basic Energy Services GP, LLC a/k/a Basic Energy Services, L.P. a/k/a Basic Energy Services Cause No. 2013-67786/215; Dominic Edmonds v. EOG Resources, Inc., Hebbronville Lone Star Rentals, Inc., and BES, Richard Tom Chaney Civil No. 36227; Lacinda K. McKinney v. New Electric, Inc. and BES Cause No. C39890; Tyler Gregory v. BES Cause No. 8-773; Juan Francisco Hernandez v. Steven Francisco Solis and BES, L.P. Cause No. D-503-CV-2013-00241; Scott Manley and Shanna Manley and Jose Betancur and Betancur, Ind. And as Next Friend of Vanessa B. Betancur, Valerie Betancur and Jose J. Betancur, Jr., minors v. XTO Energy, Inc., Weatherford Artificial Lift Systems, Inc., Weatherford International, Inc., Weatherford U.S., L.P., Basic Energy Services, Inc., BOS

Litigation Party

Roustabout Service, LLC, Gabriel Valdez and Randy Green

Cause No. A-139,192; Shannon Mata and Javier Mata v. David Sloboda and BES, L.P.

Cause No. 2015103; David Arthur Tober v. David Franklin Covnet and BES

Cause No. 50227; Willy Lee Williams v. Michael Glenn Dairy and BES, L.P.

Cause No. 2014-31347; Yolanda Soto, Mario Morales, and Jose Alexis Morales Castro v. Energen Resources Corporation; Key Energy Services, Inc.; Charles Childers Ind. And DBA Triple C Consulting; Basic Energy Services, Inc.; Basic Energy Services, L.P. and Forsan Cowboy Construction, Inc. a/k/a Cowboy Construction, Inc.

Cause No. 2016CV00036; Green, Cassandra v. Cauble, Richard

Cause No. 05-2014-CA-038706; John and Teresa Hartman v. Travelers et al

Cause No. B161078CVB; Marissa Gonzales v. BES, L.P. and Robert Lee Pacheco

Cause No. 49840; Javier Varela v. Basic Energy Services, L.P. and Joann Zamarripa Villa

Cause No. 9696; Julio Diaz, et al v. Apache Corporation, et al

Cause No. 51189; State of Texas v. United Fuel & Energy Corp., A TX Corp. Successor by Merger to Eddins-Walcher Co. AND Cause No. 51188; State of Texas v. Basic Energy Services, L.P.

Cause No. 2016-0241M-CV; Diane Russell, et al. v. Nabors Drilling, et al.

Case No. 153-283550-16; Steven Shaw v. Alfonso Estrada, BES et al.

Cause No. 19,949; Rosa Bates v. Esteban Laura Soria and BES, L.P.

Litigation Party

Cause No. 1861; Sergio Galindo v. Energy Service Company of Bowie, Inc. a/k/a Energy Service Company of Bowie and ESCO Leasing, LLC d/b/a Energy Service Company of San Angelo and Cause No. 1893; Charles Bryant v. Esco Leasing, LLC

Cause 1780; Galen and Kristin Schwartz Farms, Inc. v. BES, L.P.

Cause No. 2015-CPR01565; Daniela Molina; Ramon Trujillo; Nayeli Trujillo; Susana Trujillo; Angel Molina; and Daniela Molina as Representative of the Estate of Maria Elena Ramirez, deceased v. BES, L.P., BES GP, LLC

Related Action: Cause No. 2015-CPR01565; Estate of Maria E. Ramirez, Deceased

Cause No. 2016DCV0114; Gilbert Andrews v. Dynamic Transportation, Raul Gonzalez Silva, Basic Energy Services GP, LLC, Jeremy Day, United BD, Inc. and Larry Dillon

Cause No. 352-282441-15; Edward Sandy v. BES, L.P. and Sergio Sebastian DeLuna

Cause No. 15CV33,127; Marzaveon Cooper v. BES, James Kelly Winkler, Freddy Lee Thomas, and H5 Logging, Inc.

Cause No. CV52579; Pedro De La Rosa and Angelina De La Rosa v. Basic Energy Services, L.P., by and through its general partner Basic Energy Services GP, LLC and Endeavor Energy Resources, L.P. by and through its general partner Endeavor Petroleum, LLC

Cause No. CV-51377; Jeffrey Baze and Teanna Nicholson, Ind. and as heirs at law of the Estate of Kali Baze, Deceased, under the Texas Wrongful Death and Survival Statutes v. BES, L.P. and Jose Luis Alcaarez Arana

Cause No. 2015-73209 / Court: 295; Sheila Turner, IANF of David Justin Turner, Jr. and Aleigha Turner, Minor Children and Danny Earl Cain as Representative of the Estate of David Justin Turner, and ANF of David Justin Turner, Jr.. and Aleigha Turner, Minor Children v. BES, LP; Midstates Petroleum Co., Inc.; Knight Oil Tools, LLC; Stewart Luce; RWDY Inc.; Schwab's Tinker Int. Inc.; Red's Satellite Services, Co. and, Taylor Ind., LLC

Litigation Party

Cause No. 096-284031-16; Michael Brown, Johnny Mullins, Eric Juarez and Armando Gonzales v. Taylor Ind., LLC and Guice Engineering, Inc.
 Thomas Lujan (Harley Tarpley)
 Cause No. DC-13-01935; AIX Energy Inc. v. Basic Energy Services, Inc.
 Cause No. CC-11-07735-E; Alma Rosas Matias, Ind. & a/n/f of Miguel Rosas & Karen Rosas, minors et al v. Exco Operating Co., L.P. et al (including BES entities)/ Case No. 05-15-00667-CV; BES v. EXCO; 5th Crt of Appeals Cause No. 7,478; Martha Elvia Bolanos, Ind. And on Behalf of the Estate of Elias Bolanos, Sr., Deceased; Edlin Bolanos, and Elias Bolanos, Jr., Petitioners v. General Motors Company; GM, LLC; Basic, Inc.; TMP Truck & Trailer & Esequiel Rodriquez
 Case No. 6743; Hosanna Christian Fellowship, Inc. and Texas Farm Bureau Underwriters (as subrogor of Hosanna Christian Fellowship, Inc.) v. Basic Energy Services, L.P., Basic Energy Services, GP, LLC, Basic Energy Services, Inc., Performance Chemical Company, and Performance Chemical Technologies, LLC.
 Cause CV16-00002; Frontrunner Capital 2003, LLC v. BES, L.P.
 Cause No. CJ-2014-00842; Alloy Welding Supply, Inc. v. Taylor Industries, L.L.C.
 Cause No. 3:14-cv-00918-L; Vehicle IP, LLC, v. Basic Energy Services, Inc.
 Cause No. 2013CV030074; Wise Services, Inc. v. First Liberty Energy, Inc., a Florida Corporation et al.
 Cause No. TX-13-04156; The County of Eastland v. J.V. Rhyne et al.
 Civil Action No. 4:14-cv-02441; USOR Site PRP Group v. A&M Contractors, Inc. et al; In the United States District Ct., Southern Dist. TX, Houston Div.
 Ayman Ewina V. Basic Energy Services, L.P.
 Payne V. Basic Energy Services
 Cockrum V. Basic Energy Services
 Palmer V. Basic Energy Services

Litigation Party

Marcos Antonio Moreno and Diana Moreno VS. Basic Energy Services, Inc.; Basic Energy Services, LP; Basic Energy Services GP, LLC; et al
 Pedro De La Rosa and Angelina De La Rosa VS. Basic Energy Services, L.P. and Endeavor Energy Resources, L.P.
 Ortega V. Basic Energy Services
 A&M Contractors, Inc. et al
 AIX Energy Inc.
 Aleigha Turner, Minor Children
 Alfonso Estrada
 Alloy Welding Supply, Inc.
 Alma Rosas Matias, Ind. & a/n/f of Miguel Rosas & Karen Rosas, minors et al
 Angel Molina
 Angelina De La Rosa
 Apache Corporation, et al
 Armando Gonzales
 Ayman Ewina
 Betancur, Ind. And as Next Friend of Vanessa B. Betancur
 BOS Roustabout Service, LLC
 Cauble, Richard
 Charles Bryant
 Charles Childers
 Cowboy Construction, Inc.
 Curtis Palmer
 Daniela Molina
 Daniela Molina as Representative of the Estate of Maria Elena Ramirez
 Danny Earl Cain as Representative of the Estate of David Justin Turner, and ANF of David Justin Turner, Jr.. and Aleigha Turner, Minor Children
 David Arthur Tober
 David Franklin Covnet
 David Sloboda
 Diana Moreno
 Diane Russell, et al.
 Dominic Edmonds
 Dynamic Transportation
 Eddins-Walcher Co.

Litigation Party

Edlin Bolanos
 Edward Sandy
 EEnergy Service Company of Bowie, Inc.
 Elias Bolanos, Jr.
 Endeavor Energy Resources, L.P.
 Endeavor Petroleum, LLC
 Energen Resources Corporation
 Energy Service Company of Bowie
 Energy Service Company of San Angelo
 EOG Resources, Inc.
 Eric Juarez
 ESCO Leasing, LLC
 Esequiel Rodriguez
 Esteban Laura Soria
 Exco Operating Co., L.P. et al
 First Liberty Energy, Inc., a Florida Corporation
 et al.
 Forsan Cowboy Construction, Inc.
 Frank Payne
 Freddy Lee Thomas
 Frontrunner Capital 2003, LLC
 Gabriel Valdez
 Galen and Kristin Schwartz Farms, Inc.
 General Motors Company
 Gilbert Andrews
 GM, LLC
 Green, Kassandra
 Guice Engineering, Inc.
 H5 Logging, Inc.
 Harley Tarpley
 Hebronville Lone Star Rentals, Inc.
 IANF of David Justin Turner, Jr.
 J.V. Rhyne et al.
 James Kelly Winkler
 Javier Mata
 Javier Varela
 Jeffrey Baze
 Jeremy Day
 Joann Zamarripa Villa
 John and Teresa Hartman
 John Moulton
 Johnny Mullins

Litigation Party

Jose Alexis Morales Castro
 Jose J. Betancur, Jr., minors
 Jose Luis Alcaez Arana
 Jose S. Ortega
 Juan Francisco Hernandez
 Julio Diaz, et al
 Key Energy Services, Inc.
 Knight Oil Tools, LLC
 Lacinda K. McKinney
 Larry Dillon
 Marcos Antonio Moreno
 Maria Elena Ramirez, deceased
 Mario Morales
 Marissa Gonzales
 Martha Elvia Bolanos, Ind. And on Behalf of
 the Estate of Elias Bolanos, Sr., Deceased
 Marzaveon Cooper
 Michael Brown
 Michael Glenn Dairy
 Midstates Petroleum Co., Inc.
 Nabors Drilling, et al.
 Nayeli Trujillo
 New Electric, Inc.
 Pedro De La Rosa
 Performance Chemical Technologies, LLC.
 Ramon Trujillo
 Randy Green
 Raul Gonzalez Silva
 Red's Satellite Services, Co.
 Richard Tom Chaney
 Robert Lee Pacheco
 Rosa Bates
 RWDY Inc.
 Schwab's Tinker Int. Inc.
 Scott Manley
 Sergio Galindo
 Sergio Sebastian DeLuna
 Shanna Manley
 Shannon Mata
 Sheila Turner
 State of Texas

Litigation Party

Steven Francisco Solis
Steven Shaw
Stewart Luce
Susana Trujillo
Taylor Ind., LLC
Taylor Ind., LLC
Taylor Industries, L.L.C.
Teanna Nicholson, Ind. and as heirs at law of
the Estate of Kali Baze, Deceased
The County of Eastland
Thomas Lujan
Tim Cockrum
TMP Truck & Trailer
Travelers et al
Triple C Consulting
Tyler Gregory

Litigation Party

United BD, Inc.
United Fuel & Energy Corp.
USOR Site PRP Group
Valerie Betancur
Vehicle IP, LLC
Weatherford Artificial Lift Systems, Inc.
Weatherford International, Inc.
Weatherford U.S., L.P.
Willy Lee Williams
Wise Services, Inc.
XTO Energy, Inc.
Yolanda Soto

Annex 2**List of Current and Former Clients****Current Clients**

Matched Entity	Relationship to Debtors	Relationship to Weil
Access	Ordinary Course Professional & Other Professionals	Potential Affiliate or Subsidiary of Current Client
AIG	Insurance Provider	Current Client
Air Liquide Industrial US	Top Vendor	Affiliate or Subsidiary of Current Client
AlixPartners AP Services, LLC	Debtors' Restructuring Professional	Current Client
aPriori Capital Partners L.P. (Prior)	Director & Officer Affiliation	Current Client
Ascribe Capital LLC	Known Noteholder	Current Client
Banc of America Leasing & Capital, LLC	Lessor (Including Equipment Lessors)	Affiliate or Subsidiary of Current Client
Bank of America	Bank Lessor (Including Equipment Lessors)	Current Client
Bank of America, N.A.	ABL Term Loan Admin and Collateral Agents	Current Client
Bank of America Merrill Lynch Proprietary Trading	Known Noteholder	Affiliate or Subsidiary of Current Client
Barclays Capital, Inc.	Known Noteholder	Affiliate or Subsidiary of Current Client
Breitburn Operating LP	Top Customer	Current Client
Brigade Capital Management, L.P.	Known Noteholder	Affiliate or Subsidiary of Current Client
Capital One, National Association Capital One	Bank	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Chevron Products	Top Vendor	Affiliate or Subsidiary of Current Client
Chevron Texaco	Top Customer	Affiliate or Subsidiary of Current Client
Deloitte Tax LLP	Top Vendor Ordinary Course Professional & Other Professionals	Affiliate or Subsidiary of Current Client
Deloitte & Touche LLP Deloitte Financial Advisory Service Deloitte Transactions & Business	Ordinary Course Professional & Other Professionals	Affiliate or Subsidiary of Current Client
Exxon Mobil Corporation	Top Customer	Current Client
Federal Insurance Company	Insurance Provider	Current Client
First Eagle Investment Management, LLC	Known Noteholder	Current Client
Goldman Sachs Goldman Sachs Fund	Term Loan Lender	Affiliate or Subsidiary of Current Client
Goldman Sachs SSG	Known Noteholder	Affiliate or Subsidiary of Current Client
Guggenheim Funds Investment Advisors, LLC	Known Noteholder	Affiliate or Subsidiary of Current Client
Halcon Resources Corp	Top Customer	Current Client
Hess Corporation	Top Customer	Former Affiliate of Current Client
Hitachi Consulting Corporation	Utility Top Vendor	Potential Affiliate or Subsidiary of Current Client
Invesco PowerShares Capital Management, LLC	Known Noteholder	Affiliate or Subsidiary of Current Client
IPFS Corporation	Insurance Provider	Current Client
J.P. Morgan Investment Management, Inc.	Known Noteholder	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
J.P. Morgan Securities, LLC	Known Noteholder	Current Client
Kinder Morgan Production Co LLC	Top Customer	Affiliate or Subsidiary of Current Client
Leader Lloyds Syndicate 0457 (MRS) plus other Lloyds Syndicates and other London companies c/o Alesco Risk Mgmt Lloyds Syndicate 4711 (Aspen) c/o Price Forbes Lloyds Syndicate 4711 (Aspen) c/o Price Forbes Leader Lloyds Syndicate 9369 (Aegis) plus other Lloyds Syndicates and other London companies c/o Price Forbes Leader Lloyds Syndicate 4711 (Aspen) plus other Lloyds Syndicates and other London companies c/o Price Forbes	Insurance Provider	Affiliate or Subsidiary of Current Client
Liberty Mutual	Insurance Provider	Current Client
McDermott International	Director & Officer Affiliation	Current Client
MCI	Utility	Potential Affiliate or Subsidiary of Current Client
Mercer	Ordinary Course Professional & Other Professionals	Current Client
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Bank	Affiliate or Subsidiary of Current Client
Morgan Stanley & Company, LLC	Known Noteholder	Affiliate or Subsidiary of Current Client
Morgan Stanley Wealth Management	Known Noteholder	Affiliate or Subsidiary of Current Client
PJT Partners	Other Restructuring Professional	Current Client
PricewaterhouseCoopers LLP	Ordinary Course Professional & Other Professionals	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Progressive Waste Solutions of TX Inc. Progressive Waste Solutions Of La Inc.	Utility	Affiliate or Subsidiary of Current Client
Riverstone Energy Partners VI, L.P. Riverstone VI Basic Holdings, L.P. Riverstone Energy GP VI, LLC Riverstone VI Basic Holdings L.P.	Term Loan Lender	Potential Affiliate or Subsidiary of Current Client
Schlumberger AG	Significant Competitor	Affiliate or Subsidiary of Current Client
Schlumberger Limited	Significant Competitor	Current Client
SEACOR Holdings Inc.	Significant Competitor Director & Officer Affiliation	Current Client
Silver Point Capital, L.P. Silver Point Capital, L.P. (U.S.)	Known Noteholder	Current Client
Time Warner Cable	Utility	Current Client
UBS Financial Services Inc.	Ordinary Course Professional & Other Professionals	Affiliate or Subsidiary of Current Client
U.S. Bank Corporate Trust Services U.S. Bank National Association	ABL and Term Loan Admin and Collateral Agents	Current Client
U.S. Bank National Association	Bank	Current Client
Vantage FT Worth Energy	Top Customer	Affiliate or Subsidiary of Current Client
Verizon	Top Vendor	Affiliate or Subsidiary of Current Client
Verizon Business Verizon Wireless	Utility	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Wells Fargo Bank, N.A.	Known Noteholder	Affiliate or Subsidiary of Current Client
Wells Fargo Bank, N.A (as indenture trustee) Wells Fargo Securities LLC	Known Noteholder	Affiliate or Subsidiary of Current Client
Wells Fargo Equipment Finance, Inc.	Lessor (Including Equipment Lessors)	Affiliate or Subsidiary of Current Client
Wells Fargo, National Bank	Indenture Trustee	Affiliate or Subsidiary of Current Client
Wells Fargo Securities LLC	Bank Known Noteholder	Affiliate or Subsidiary of Current Client
Willis of Texas, Inc.	Insurance Provider	Affiliate or Subsidiary of Current Client
WPX Energy Inc.	Top Customer	Current Client
XTO Energy	Top Customer Litigation Party	Current Client

Former Clients

Matched Entity	Relationship to Debtors	Relationship to Weil
Air Liquide Industrial US	Top Vendor	Affiliate or Subsidiary of Former Client
Alix Partners AP Services, LLC	Debtors' Restructuring Professional	Affiliate or Subsidiary of Former Client
Anadarko Petroleum Corp.	Top Customer	Former Client
Apache Corporation	Top Customer Litigation	Former Client
BHP Billiton	Top Customer	Former Client
Continental Resources	Top Customer	Affiliate or Subsidiary of Former Client
Deloitte Tax LLP	Top Vendor Ordinary Course Professional Other Professionals	Affiliate or Subsidiary of Former Client
Deloitte & Touche LLP Deloitte Financial Advisory Service Deloitte Transactions & Business	Ordinary Course Professional Other Professionals	Affiliate or Subsidiary of Former Client
ED&F Man Capital Markets, Inc.	Known Noteholder	Potential Affiliate or Subsidiary of Former Client
Global Energy Partners, LLC	Director & Officer Affiliation	Affiliate or Subsidiary of Former Client
Goldman Sachs Goldman Sachs Fund	Term Loan Lender	Affiliate or Subsidiary of Former Client
Goldman Sachs SSG	Known Noteholder	Affiliate or Subsidiary of Former Client
Hunt Oil Company	Top Customer	Affiliate or Subsidiary of Former Client
Kinder Morgan Production Co LLC	Top Customer	Affiliate or Subsidiary of Former Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Leader Lloyds Syndicate 0457 (MRS) plus other Lloyds Syndicates and other London companies c/o Alesco Risk Mgmt Lloyds Syndicate 4711 (Aspen) c/o Price Forbes Lloyds Syndicate 4711 (Aspen) c/o Price Forbes Leader Lloyds Syndicate 9369 (Aegis) plus other Lloyds Syndicates and other London companies c/o Price Forbes Leader Lloyds Syndicate 4711 (Aspen) plus other Lloyds Syndicates and other London companies c/o Price Forbes	Insurance Provider	Affiliate or Subsidiary of Former Client
MacKay Shields, LLC	Known Noteholder	Current Client
Moneygram International Inc.	Director & Officer Affiliation	Former Client
Primexx Operating Corporation	Top Customer	Affiliate or Subsidiary of Former Client
U.S. Bank Corporate Trust Services U.S. Bank National Association	ABL Term Loan Admin and Collateral Agents	Affiliate or Subsidiary of Former Client
U.S. Bank National Association	Bank	Affiliate or Subsidiary of Former Client
US Energy Development Corp	Top Customer	Affiliate or Subsidiary of Former Client
Verizon Business Verizon Wireless	Utility	Affiliate or Subsidiary of Former Client
Wells Fargo Bank, N.A.	Known Noteholder	Affiliate or Subsidiary of Former Client
Wells Fargo Equipment Finance, Inc.	Lessor (including Equipment Lessor)	Affiliate or Subsidiary of Former Clients

Matched Entity	Relationship to Debtors	Relationship to Weil
Wells Fargo, National Bank	Bank-Lender	Affiliate or Subsidiary of Former Clients
Wells Fargo, National Bank	Indenture Trustee	Affiliate or Subsidiary of Former Client
Wells Fargo Securities LLC	Bank Known Noteholder	Affiliate or Subsidiary of Former Client

Annex 3**Summary of Payments**

Invoice Date	Invoice #	Description	Transaction Type	Fees	Costs	Fee Advance	Fees & Costs Billed	Payment Type	Payment Date	Payment	Fee Advance Balance
8/25/2016	BOA08242016BH01	Application							8/25/2016	\$ 418,996.80	\$ 500,000.00
8/30/2016	20160012741	Services through 8/29/16	Bill	\$ 425,291.	\$ 3,730.2		\$ 429,021.28	BOA	9/2/2016	\$ (429,021.28)	\$ 70,978.72
9/2/2016	BOA08312016BH01	Application							9/2/2016	\$ 429,021.28	\$ 500,000.00
9/7/2016	20160013176		Advance			\$ 250,000.00	\$ -	FA	9/8/2016	\$ 250,000.00	\$ 750,000.00
9/7/2016	20160013135	Services through 9/7/16	Bill				\$ 380,791.89	BOA	9/9/2016	\$ (380,791.89)	\$ 369,208.11
9/8/2016	BOA09082016BH01	Application							9/9/2016	\$ 380,791.89	\$ 750,000.00
9/14/2016	20160013328	Services through 9/12/16	Bill				\$ 404,790.58	BOA	9/15/2016	\$ (404,790.58)	\$ 345,209.42
9/15/2016	BOA09152016BH01	Application							9/15/2016	\$ 404,790.58	\$ 750,000.00
9/20/2016	20160013552	Services through 9/19/16	Bill				\$ 232,373.49	BOA	9/22/2016	\$ (232,373.49)	\$ 517,626.51
9/22/2016	BOA09202016BH	Application							9/22/2016	\$ 232,373.49	\$ 750,000.00
9/27/2016	20160014276	Services through 9/25/16	Bill				\$ 236,930.74	BOA	9/30/2016	\$ (236,930.74)	\$ 513,069.26
9/29/2016	BOA09292016BH01	Application							9/30/2016	\$ 236,930.74	\$ 750,000.00
10/5/2016	20160014824	Services through 10/3/16	Bill				\$ 288,401.64	BOA	10/11/2016	\$ (288,401.64)	\$ 461,598.36
10/6/2016	BOA10072016BH01	Application							10/11/2016	\$ 288,401.64	\$ 750,000.00
11/11/2016	20160015018	Services through 10/10/16	Bill				\$ 294,248.00	BOA	10/12/2016	\$ (294,248.00)	\$ 455,752.00
11/12/2016	BOA10122016BH01	Application							10/17/2016	\$ 294,248.00	\$ 750,000.00
10/18/2016	20160015290	Services through 10/17/16	Bill				\$ 636,750.50	BOA	10/18/2016	\$ (636,750.50)	\$ 113,249.50
10/19/2016	BOA10192016BH01	Application							10/19/2016	\$ 636,750.50	\$ 750,000.00
10/21/2016	20160015379		Advance			\$ 500,000.00	\$ -	FA	10/24/2016	\$ 500,000.00	\$ 1,250,000.00
10/24/2016	20160015810	Services through 10/24/16	Bill				\$ 763,659.70	BOA	10/24/2016	\$ (763,659.70)	\$ 486,340.30
10/24/2016	BOA10242016BH01	Application							10/24/2016	\$ 763,659.70	\$ 1,250,000.00
							\$ 3,666,967.82				

Exhibit C

Johnston Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
BASIC ENERGY	:	Case No. 16-_____ (___)
SERVICES, INC., et al.,¹	:	
	:	Joint Administration Requested
Debtors.	:	
	:	
	X	

**DECLARATION OF DAVID C. JOHNSTON
IN SUPPORT OF APPLICATION OF DEBTORS ORDER
AUTHORIZING RETENTION AND EMPLOYMENT OF WEIL,
GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE DEBTORS *NUNC PRO
TUNC* TO THE PETITION DATE PURSUANT TO SECTIONS 327(a) AND 328(a) OF
THE BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1**

I, David C. Johnston, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am the Chief Restructuring Officer of Basic Energy Services, Inc. (“*Basic Parent*”). I submit this declaration (the “*Declaration*”) in support of the Application (the “*Application*”²) of Basic Parent and certain of its subsidiaries and affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (“*Bankruptcy Code*”), Rule 2014(a) of the Federal Rules of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Basic Energy Services, Inc. (1194); Basic Energy Services GP, LLC (1197); Basic Energy Services LP, LLC (1195); Basic Energy Services, L.P. (1819); Basic ESA, Inc. (2279); Chaparral Service, Inc. (6424); SCH Disposal, L.L.C. (8335); Sledge Drilling Corp. (3140); Admiral Well Service, Inc. (4899); Basic Marine Services, Inc. (4888); JS Acquisition LLC (9500); Permian Plaza, LLC (3425); Maverick Coil Tubing Services, LLC (3281); First Energy Services Company (4993); JetStar Holdings, Inc. (4248); Xterra Fishing & Rental Tools Co. (7818); Maverick Solutions, LLC (2876); LeBus Oil Field Service Co. (3125); Acid Services, LLC (0455); Taylor Industries, LLC (7037); Maverick Stimulation Company, LLC (4572); Globe Well Service, Inc. (4275); JetStar Energy Services, Inc. (5237); Platinum Pressure Services, Inc. (8379); Maverick Thru-Tubing Services, LLC (1902); MCM Holdings, LLC (0949); MSM Leasing, LLC (9182); The Maverick Companies, LLC (4170). The Debtors’ mailing address is 801 Cherry Street, Suite 2100, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for authority to retain and employ Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), as attorneys for the Debtors *nunc pro tunc* to the Petition Date. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

The Debtors’ Selection of Weil as Counsel

2. Weil is proposed to serve as counsel to the Debtors. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure the bankruptcy professionals are subject to the same client-driven market forces, security, and accountability as professionals in nonbankruptcy engagements. To this end, before engaging Weil, the Debtors evaluated a number of other law firms as potential counsel. The Debtors ultimately engaged Weil in March 2016 to assist the Debtors in analyzing a broad range of strategic alternatives to address the Debtors’ capital structure and restructure the Debtors’ balance sheet. The Debtors chose Weil because of, among other factors, the Firm’s extensive expertise in both out-of-court and in-court restructurings.

3. Since March 2016, Weil has assisted the Debtors in evaluating a number of potential restructuring alternatives and, in the process, has become intimately familiar with the Debtors’ capital structure and operations. Weil has advised the Debtors’ corporate group on various alternatives for restructuring their financial obligations and the preparation for, and commencement of, these chapter 11 cases. As a result of its prepetition representation, Weil possesses an in-depth knowledge of the Debtors’ capital structure and has gained additional insight into the current condition of the Debtors’ businesses and operations. In addition, Weil was extensively involved in prepetition negotiations with certain of the Debtors’ major creditor constituencies that resulted in the preparation and solicitation of the Plan filed on the Petition

Date. The Prepackaged Plan will, among other things, reduce the Debtors' existing debt by approximately \$[650 million], leave general unsecured creditors unimpaired, and provide recoveries to the Debtors' senior unsecured noteholders, and provide for an ongoing interest for current common equity holders. Accordingly, I believe Weil possesses the necessary background to address the potential legal issues that may arise in the context of the Debtors' chapter 11 cases. Thus, I believe that Weil is both well qualified and uniquely positioned to represent the Debtors in these chapter 11 cases.

Cost Supervision

4. Weil has informed the Debtors that Weil intends to charge the Debtors for services rendered in these chapter 11 cases at Weil's normal hourly rates in effect at the time the services are rendered. As Chief Restructuring Officer, I monitor the invoices submitted by our outside counsel.

5. Weil and the Debtors are in the process of developing a prospective budget and staffing plan for the period of October 25, 2016 through December 31, 2016. The Debtors recognize that in large chapter 11 cases such as these, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtors and Weil. The Debtors also recognize that it is their responsibility to closely monitor the billing practices of Weil and their other counsel to ensure that fees and expenses paid by their estates remain consistent with the Debtors' expectations taking into account the exigencies of these chapter 11 cases. To that end, the Debtors will continue to review and monitor the regular invoices submitted by Weil, and, together with Weil, periodically amend the budget and staffing plans to reflect developments in the case as applicable.

6. As is the Debtors' historical practice, the Debtors will continue to monitor the fees and expense reimbursement process during these chapter 11 cases and ensure the

Debtors are an active participant in that process. Recognizing that every chapter 11 case is unique, the Debtors, together with Weil, will utilize the budgeting process to provide guidance on the period of time involved and the level of attorneys and professionals that will work on various matters, as well as the projection of average hourly rates for the attorneys and professionals for such matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct, to the best of my knowledge and belief.

Dated: October 25, 2016
Fort Worth, Texas

/s/ David C. Johnston
David C. Johnston
Chief Restructuring Officer
Basic Energy Services, Inc.