BASIC ENERGY SERVICES INC Form SC 13D/A January 23, 2015

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 3)*

Basic Energy Services, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of class of securities)

06985P100 (CUSIP number)

Susan C. Schnabel 11400 W. Olympic Blvd., Suite 1400 Los Angeles, CA 90064 424-276-4484

(Name, address and telephone number of person authorized to receive notices and communications)

January 22, 2015 (Date of event which requires filing of this statement)

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

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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

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

1.	NAME OF RE	PORTING PERSON: DLJ Merchant Ba	nking Partners III, L.P.	
2.	CHECK THE	APPROPRIATE BOX IF A MEMBER		(a) []
	OF A GROUP	•		(b) [X]
3.	SEC USE ONI	LY		
4.	SOURCE OF	FUNDS: N/A		
5.	CHECK BOX	IF DISCLOSURE OF LEGAL PROCEE	DINGS IS REQUIRED PURSUAN	Г ТО
	ITEM			
	2(d) OR 2(e):]		
6.	CITIZENSHIP	OR PLACE OF ORGANIZATION:	Delaware	
NUMBER OF	7.	SOLE VOTING POWER:	0 (see Item 5)	
SHARES	8.	SHARED VOTING POWER:	0	
BENEFICIALLY	9.	SOLE DISPOSITIVE POWER:	0 (see Item 5)	
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0	
EACH				
REPORTING				
PERSON WITH				
11.	AGGREGATE	E AMOUNT BENEFICIALLY OWNED	0 (see Item 5)	
	BY EACH RE	PORTING PERSON:		
12.	CHECK BOX	IF THE AGGREGATE AMOUNT IN		[]
	ROW (11) EX	CLUDES CERTAIN SHARES:		
13.	PERCENT OF	CLASS REPRESENTED BY	0.0% (see Item 5)*	
	AMOUNT IN	ROW (11):		
14.	TYPE OF REF	PORTING PERSON:	PN	

1.	NAME OF REPORTING PERSON: DLJ Offshore Partners III, L.P.					
2.	CHECK THE	APPROPRIATE BOX IF A MEMBER		(a) []		
	OF A GROUI	P.		(b) [X]		
3.	SEC USE ON	LY				
4.	SOURCE OF	OURCE OF FUNDS: N/A				
5.		IF DISCLOSURE OF LEGAL PROCEE	EDINGS IS REQUIRED PURSUANT	`TO		
0.	ITEM			10		
	2(d) OR 2(e):	[]				
6.		P OR PLACE OF ORGANIZATION:	Cayman Islands			
0. NUMBER OF	7.	SOLE VOTING POWER:	0 (see Item 5)			
		SOLE VOTING FOWER:				
SHARES	8.		0			
BENEFICIALLY		SOLE DISPOSITIVE POWER:	0 (see Item 5)			
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0			
EACH						
REPORTING						
PERSON WITH						
11.	AGGREGAT	E AMOUNT BENEFICIALLY OWNED	0 (see Item 5)			
	BY EACH RE	EPORTING PERSON:	`			
12.	CHECK BOX	IF THE AGGREGATE AMOUNT IN		[]		
		CLUDES CERTAIN SHARES:				
13.		F CLASS REPRESENTED BY	0.0% (see Item 5)*			
15.	AMOUNT IN		0.0% (see item 5)			
14		PORTING PERSON:	DN			
14.	I I FE OF RE	PORTING PERSON:	PN			

1.	NAME OF REPORTING PERSON: DLJ Offshore Partners III-1, C.V.			
2.	CHECK THE	E APPROPRIATE BOX IF A MEMBER	((a) []
	OF A GROU	P:	((b) [X]
3.	SEC USE ON	JLY		
4.	SOURCE OF			
5.		K IF DISCLOSURE OF LEGAL PROCE	EDINGS IS REQUIRED PURSUANT	' TO
5.	ITEM			10
	2(d) OR 2(e):	r 1		
6			Nath and an da	
6.		P OR PLACE OF ORGANIZATION:	Netherlands	
NUMBER OF	7.	SOLE VOTING POWER:	0 (see Item 5)	
SHARES	8.	SHARED VOTING POWER:	0	
BENEFICIALLY	<i>2</i> 9.	SOLE DISPOSITIVE POWER:	0 (see Item 5)	
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0	
EACH				
REPORTING				
PERSON WITH				
11.	AGGREGAT	E AMOUNT BENEFICIALLY OWNED	0 (see Item 5)	
11.		EPORTING PERSON:		
10	-			гı
12.		K IF THE AGGREGATE AMOUNT IN		[]
		KCLUDES CERTAIN SHARES:		
13.	PERCENT O	F CLASS REPRESENTED BY	0.0% (see Item 5)*	
	AMOUNT IN	NROW (11):		
14.	TYPE OF RE	EPORTING PERSON:	PN	

1.	NAME OF REPORTING PERSON: DLJ Offshore Partners III-2, C.V.			
2.	CHECK THE	E APPROPRIATE BOX IF A MEMBER	((a) []
	OF A GROU	P:	((b) [X]
3.	SEC USE ON	JLY		
4.	SOURCE OF			
5.		K IF DISCLOSURE OF LEGAL PROCE	FDINGS IS REQUIRED PURSUANT	TO
5.	ITEM	In Disclosure of Leone Proces		10
		r 1		
6	2(d) OR 2(e):		NY 4 1 1	
6.		P OR PLACE OF ORGANIZATION:	Netherlands	
NUMBER OF	7.	SOLE VOTING POWER:	0 (see Item 5)	
SHARES	8.	SHARED VOTING POWER:	0	
BENEFICIALLY	¥ 9.	SOLE DISPOSITIVE POWER:	0 (see Item 5)	
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0	
EACH				
REPORTING				
PERSON WITH				
11.		E AMOUNT BENEFICIALLY OWNED	0 (sas Itom 5)	
11.			0 (see item 3)	
10	-	EPORTING PERSON:		
12.		K IF THE AGGREGATE AMOUNT IN		[]
	ROW (11) E2	KCLUDES CERTAIN SHARES:		
13.	PERCENT O	F CLASS REPRESENTED BY	0.0% (see Item 5)*	
	AMOUNT IN	NROW (11):		
14.		PORTING PERSON:	PN	

1.	NAME OF REPORTING PERSON: DLJ MB PartnersIII GmbH & Co. KG					
2.	CHECK TH	E APPROPRIATE BOX IF A MEMBER	(a) []		
	OF A GROU	IP:	(b) [2	X]		
3.	SEC USE OI	NLY				
4.	SOURCE OF	OURCE OF FUNDS: N/A				
5.	CHECK BO	X IF DISCLOSURE OF LEGAL PROCEE	EDINGS IS REQUIRED PURSUANT TO			
	ITEM					
	2(d) OR 2(e)	· []				
6.		IP OR PLACE OF ORGANIZATION:	Germany			
NUMBER OF	7.	SOLE VOTING POWER:	0 (see Item 5)			
SHARES	8.	SHARED VOTING POWER:	0			
BENEFICIALLY			0 (see Item 5)			
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0			
EACH						
REPORTING						
PERSON WITH						
11.	AGGREGAT	FE AMOUNT BENEFICIALLY OWNED	0 (see Item 5)			
	BY EACH R	EPORTING PERSON:				
12.	CHECK BO	X IF THE AGGREGATE AMOUNT IN]]		
		XCLUDES CERTAIN SHARES:	L	1		
13.	• • •	OF CLASS REPRESENTED BY	0.0% (see Item 5)*			
15.			0.0% (see Reff 5)			
1.4		N ROW (11):	DN			
14.	I YPE OF RI	EPORTING PERSON:	PN			

1.	NAME OF REPORTING PERSON: Millennium Partners II, L.P.					
2.	CHECK THE	E APPROPRIATE BOX IF A MEMBER	((a) []		
	OF A GROU	P:	(b) [X]		
3.	SEC USE ON	JLY				
4.	SOURCE OF					
5.		HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO				
5.	ITEM	The Disclosure of Leone recel		10		
		r 1				
6	2(d) OR 2(e):					
6.		P OR PLACE OF ORGANIZATION:	Delaware			
NUMBER OF	7.	SOLE VOTING POWER:	0 (see Item 5)			
SHARES	8.	SHARED VOTING POWER:	0			
BENEFICIALLY	¥ 9.	SOLE DISPOSITIVE POWER:	0 (see Item 5)			
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0			
EACH						
REPORTING						
PERSON WITH						
11.		E AMOUNT BENEFICIALLY OWNED	$0 (\cos 2 \operatorname{Item} 5)$			
11.			0 (see item 5)			
10	-	EPORTING PERSON:				
12.		K IF THE AGGREGATE AMOUNT IN		[]		
	ROW (11) E2	XCLUDES CERTAIN SHARES:				
13.	PERCENT O	F CLASS REPRESENTED BY	0.0% (see Item 5)*			
	AMOUNT IN	NROW (11):				
14.	TYPE OF RE	EPORTING PERSON:	PN			

1.	NAME OF REPORTING PERSON: MBP III Plan Investors, L.P.					
2.	CHECK THI	E APPROPRIATE BOX IF A MEMBER		(a) []		
	OF A GROU	IP:		(b) [X]		
3.	SEC USE ON	NLY				
4.	SOURCE OF	OURCE OF FUNDS: N/A				
5.	CHECK BO	X IF DISCLOSURE OF LEGAL PROCEE	EDINGS IS REOUIRED PURSUANT	ТΟ		
	ITEM					
	2(d) OR 2(e)	·[]				
6.		IP OR PLACE OF ORGANIZATION:	Delaware			
NUMBER OF	7.	SOLE VOTING POWER:	0			
SHARES	7. 8.	SHARED VOTING POWER:	0 (see Item 5)			
BENEFICIALLY			0 (see Item 5)			
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0			
EACH						
REPORTING						
PERSON WITH						
11.	AGGREGAT	FE AMOUNT BENEFICIALLY OWNED	0 (see Item 5)			
		EPORTING PERSON:				
12.		X IF THE AGGREGATE AMOUNT IN		[]		
12.		XCLUDES CERTAIN SHARES:		ĹĴ		
13.	• •	OF CLASS REPRESENTED BY	0.0% (see Item 5)*			
15.			0.0% (see Refit 5)			
14		N ROW (11):				
14.	I YPE OF RI	EPORTING PERSON:	PN			

1.	NAME OF R	NAME OF REPORTING PERSON: aPriori Capital Partners LLC			
2.	CHECK THE	E APPROPRIATE BOX IF A MEMBER	((a) []	
	OF A GROU	P:	((b) [X]	
3.	SEC USE ON	JLY			
4.	SOURCE OF	FUNDS: N/A			
5.		K IF DISCLOSURE OF LEGAL PROCEE	EDINGS IS REQUIRED PURSUANT	ТО	
	ITEM			10	
	2(d) OR 2(e):	[]			
6.		P OR PLACE OF ORGANIZATION:	Delaware		
NUMBER OF	7.	SOLE VOTING POWER:	0		
SHARES	7. 8.		0 (see Item 5)		
BENEFICIALLY			0		
OWNED BY	1 9. 10.	SHARED DISPOSITIVE POWER:			
	10.	SHARED DISPOSITIVE POWER:	0 (see Item 5)		
EACH					
REPORTING					
PERSON WITH					
11.		E AMOUNT BENEFICIALLY OWNED	0 (see Item 5)		
		EPORTING PERSON:			
12.	CHECK BOX	K IF THE AGGREGATE AMOUNT IN		[]	
	ROW (11) EX	KCLUDES CERTAIN SHARES:			
13.	PERCENT O	F CLASS REPRESENTED BY	0.0% (see Item 5) *		
	AMOUNT IN	NROW (11):			
14.	TYPE OF RE	PORTING PERSON:	OO (limited liability company)	

1.	NAME OF R	NAME OF REPORTING PERSON: aPriori Capital Partners L.P.			
2.	CHECK THI	E APPROPRIATE BOX IF A MEMBER	(a) []		
	OF A GROU	P:	(b) [X]		
3.	SEC USE O	NLY			
4.	SOURCE OF	F FUNDS: N/A			
5.	CHECK BO	X IF DISCLOSURE OF LEGAL PROCEE	DINGS IS REQUIRED PURSUANT TO		
	ITEM				
	2(d) OR 2(e)	:[]			
6.		IP OR PLACE OF ORGANIZATION:	Delaware		
NUMBER OF	7.	SOLE VOTING POWER:	0		
SHARES	8.		0 (see Item 5)		
BENEFICIALLY			0		
OWNED BY	10.		0 (see Item 5)		
EACH	10.	SHARED DISTOSTITVE TO WER.	o (see item 5)		
REPORTING					
PERSON WITH					
	ACCDECAT		$O(\cos 1 \tan 5)$		
11.		TE AMOUNT BENEFICIALLY OWNED	0 (see fiem 5)		
10		EPORTING PERSON:	F 1		
12.		X IF THE AGGREGATE AMOUNT IN	Ĺ		
	. ,	XCLUDES CERTAIN SHARES:			
13.		OF CLASS REPRESENTED BY	0.0% (see Item 5) *		
	AMOUNT II	N ROW (11):			
14.	TYPE OF RI	EPORTING PERSON:	PN		

1.	NAME OF REPORTING PERSON: aPriori Capital Partners III LLC			
2.	CHECK THE	APPROPRIATE BOX IF A MEMBER	((a) []
	OF A GROUI	2.	((b) [X]
3.	SEC USE ON	LY		
4.	SOURCE OF	FUNDS: N/A		
5.		IF DISCLOSURE OF LEGAL PROCEE	DINGS IS REOUIRED PURSUANT	' TO
	ITEM			10
	2(d) OR 2(e):	[]		
6.		P OR PLACE OF ORGANIZATION:	Delaware	
NUMBER OF	7.	SOLE VOTING POWER:	0	
SHARES	8.	SHARED VOTING POWER:	0 (see Item 5)	
BENEFICIALLY			0	
OWNED BY	10.	SHARED DISPOSITIVE POWER:	•	
	10.	SHARED DISPOSITIVE POWER:	0 (see Item 5)	
EACH				
REPORTING				
PERSON WITH				
11.	AGGREGAT	E AMOUNT BENEFICIALLY OWNED	0 (see Item 5)	
	BY EACH RE	EPORTING PERSON:		
12.	CHECK BOX	IF THE AGGREGATE AMOUNT IN		[]
	ROW (11) EX	CLUDES CERTAIN SHARES:		
13.	PERCENT O	F CLASS REPRESENTED BY	0.0% (see Item 5) *	
	AMOUNT IN	(ROW (11):		
14.		PORTING PERSON:	OO (limited liability company	·)
			- (,
13. 14.	PERCENT OF AMOUNT IN	F CLASS REPRESENTED BY ROW (11):	0.0% (see Item 5) * OO (limited liability company)

1.	NAME OF RE	VAME OF REPORTING PERSON: aPriori Capital GmbH			
2.	CHECK THE	APPROPRIATE BOX IF A MEMBER	(a) []		
	OF A GROUP		(b) [X]		
3.	SEC USE ONI	LY			
4.	SOURCE OF	FUNDS: N/A			
5.	CHECK BOX	IF DISCLOSURE OF LEGAL PROCE	EDINGS IS REQUIRED PURSUANT TO		
	ITEM		-		
	2(d) OR 2(e): [
6.		OR PLACE OF ORGANIZATION:	Germany		
NUMBER OF	7.	SOLE VOTING POWER:	0		
SHARES	8.	SHARED VOTING POWER:	0 (see Item 5)		
BENEFICIALLY	9.	SOLE DISPOSITIVE POWER:	0		
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0 (see Item 5)		
EACH					
REPORTING					
PERSON WITH					
11.	AGGREGATE	E AMOUNT BENEFICIALLY OWNER	0 (see Item 5)		
	BY EACH RE	PORTING PERSON:			
12.	CHECK BOX	IF THE AGGREGATE AMOUNT IN	[]		
	ROW (11) EX	CLUDES CERTAIN SHARES:			
13.	PERCENT OF	CLASS REPRESENTED BY	0.0% (see Item 5) *		
	AMOUNT IN	ROW (11):			
14.	TYPE OF REF	PORTING PERSON:	OO (limited liability company)		
* Percentage calc	ulation is based	on the number of shares of Common S	tock outstanding as of October 27, 2014, as		
reported in the Iss	suer's Quarterly	Report on Form 10-Q for the quarterly	period ended September 30, 2014.		

1.	NAME OF R	NAME OF REPORTING PERSON: Susan C. Schnabel				
2.	CHECK THE	E APPROPRIATE BOX IF A MEMBER	(a)	[]		
	OF A GROU	P:	(b)	[X]		
3.	SEC USE ON	VLY				
4.	SOURCE OF	OURCE OF FUNDS: N/A				
5.	CHECK BOX	K IF DISCLOSURE OF LEGAL PROCEE	EDINGS IS REOUIRED PURSUANT T	0		
	ITEM					
	2(d) OR 2(e):					
6.		P OR PLACE OF ORGANIZATION:	United States			
NUMBER OF	7.	SOLE VOTING POWER:	0			
SHARES	8.	SHARED VOTING POWER:	16,495 (see Item 5) †			
BENEFICIALL	Y 9.	SOLE DISPOSITIVE POWER:	0			
OWNED BY	10.	SHARED DISPOSITIVE POWER:	16,495 (see Item 5) †			
EACH						
REPORTING						
PERSON WITH						
11.	AGGREGAT	E AMOUNT BENEFICIALLY OWNED	16,495 (see Item 5) †			
		EPORTING PERSON:				
12.	CHECK BOX	K IF THE AGGREGATE AMOUNT IN		[]		
	ROW (11) E2	XCLUDES CERTAIN SHARES:				
13.	. ,	F CLASS REPRESENTED BY	0.0% (see Item 5) †*			
	AMOUNT IN					
14.		PORTING PERSON:	IN			

†Reflects shares received by Susan C. Schnabel from the Funds in a distribution in-kind.

* Percentage calculation is based on the number of shares of Common Stock outstanding as of October 27, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014.

1. 2. 3. 4. 5.	NAME OF REPORTING PERSON: Colin A. Taylor CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: SEC USE ONLY SOURCE OF FUNDS: N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUAN ITEM 2(d) OR 2(e): []			
6.		IP OR PLACE OF ORGANIZATION:	Canada	
NUMBER OF	7.	SOLE VOTING POWER:	0	
SHARES	8.		0 (see Item 5)	
BENEFICIALLY			0	
OWNED BY	10.	SHARED DISPOSITIVE POWER:	0 (see Item 5)	
EACH				
REPORTING				
PERSON WITH				
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED 0 (see Item 5)			
	BY EACH REPORTING PERSON:			
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN []			
	ROW (11) E	XCLUDES CERTAIN SHARES:		
13.	PERCENT OF CLASS REPRESENTED BY 0.0% (see Item 5) *			
	AMOUNT IN ROW (11):			
14.	TYPE OF R	IN		

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This Amendment No. 3 to Schedule 13D (this "Amendment No. 3") amends the Schedule 13D first filed by the Reporting Persons with the Securities and Exchange Commission on April 10, 2014, as amended (the "Schedule 13D"), relating to the common stock, par value \$0.01 per share ("Common Stock"), of Basic Energy Services, Inc. (the "Company"). All terms used in this Amendment No. 3, but not defined herein, have the meaning given to such terms in the Schedule 13D.

Item 2. Identity and Background.

Paragraph 3 of Item 2 of the Schedule 13D is hereby replaced with the following:

The following address is the business address for each of the Members: Susan C. Schnabel, 11400 W. Olympic Blvd., Suite 1400, Los Angeles, CA 90064 and Colin A. Taylor, 110 Fetter Lane, London, EC4A 1AY United Kingdom. The following is the business address and the address of the principal executive offices and principal business of aPriori, aCP, aCP III: 444 Madison Avenue, 7th Floor, New York, NY 10022. The following is the business address of the principal executive offices and principal business of aCP GmbH: Maximilianhöfe, Maximilianstrasse 13, 80539, Munich Germany. The following address is the business address for each of the Funds: 444 Madison Avenue, 7th Floor, New York, NY 10022.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

On January 22, 2015, the Funds disposed of an aggregate of 5,000,018 shares of Common Stock in a pro rata in-kind distribution for no consideration to their partners or members, including subsequent distributions by general partners or managing members to their respective partners or members (the "Distribution"). MB III LP distributed 3,875,131 shares of Common Stock. Offshore Partners III distributed 267,133 shares of Common Stock. Offshore Partners III-1 distributed 68,469 shares of Common Stock. Offshore Partners III-2 distributed 48,772 shares of Common Stock. Partners III GmbH distributed 32,358 shares of Common Stock. Millennium distributed 21,931 shares of Common Stock. MBP III distributed 686,224 shares of Common Stock.

Item 5. Interests in the Securities of the Issuer.

Items 5(a), 5(b), 5(c), and 5(e) of the Schedule 13D are hereby supplemented as follows:

(a) and (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment No. 3 are incorporated herein by reference, as of January 22, 2015, following the Distribution. As of January 22, 2015, following the Distribution, the Reporting Persons beneficially owned in the aggregate 16,495 shares of Common Stock, representing approximately 0.0% of the shares of Common Stock outstanding (based on 43,183,490 shares of Common Stock outstanding as of October 27, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014).

(c) Except as disclosed in Item 4 of this Amendment No. 3, none of the Reporting Persons or, to their knowledge, any of their respective executive officers, directors, general partners, or managing members, as applicable, has effected a transaction in Common Stock during the 60 calendar days preceding the date of this Amendment No. 3.

(e) On January 22, 2015, each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the Common Stock.

SIGNATURES

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

Dated: January 23, 2015

DLI	MERCHANT	BANKING	PARTNERS	Ш	LΡ
D_{LJ}	MLRCIMM	DIMININO	IMULIND	111,	L.I.

- By: aPriori Capital Partners III LLC, its general partner
- By: /s/ Susan C. Schnabel Name: Susan C. Schnabel Title: Authorized Person

DLJ OFFSHORE PARTNERS III, L.P.

- By: aPriori Capital Partners III LLC, its general partner
- By: /s/ Susan C. Schnabel Name: Susan C. Schnabel Title: Authorized Person

DLJ OFFSHORE PARTNERS III-1, C.V.

- By: aPriori Capital Partners III LLC, its general partner
- By: /s/ Susan C. Schnabel Name: Susan C. Schnabel Title: Authorized Person

DLJ OFFSHORE PARTNERS III-2, C.V.

- By: aPriori Capital Partners III LLC, its general partner
- By: /s/ Susan C. Schnabel Name: Susan C. Schnabel Title: Authorized Person

DLJ MB PARTNERS III GMBH & CO. KG

By: aPriori Capital GmbH, its general partner

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By:

/s/ Robert P. Espinosa Name: Robert P. Espinosa Title: Managing Director

MILLENNIUM PARTNERS II, L.P.

By:		aPriori Capital Partners III LLC, its general partner				
By:	/s/ Susan C. Schr Name: Title:	nabel Susan C. Schnabel Authorized Person				
MBP III I	PLAN INVESTORS, I	2.P.				
By:	-	aPriori Capital Partners III LLC, its general partner				
By:	/s/ Susan C. Schr Name: Title:	nabel Susan C. Schnabel Authorized Person				
APRIOR	APRIORI CAPITAL PARTNERS III LLC					
By:	/s/ Susan C. Schr Name: Title:	nabel Susan C. Schnabel Authorized Person				
APRIOR	APRIORI CAPITAL PARTNERS L.P.					
By:	-	aPriori Capital Partners LLC, its general partner				
By:	/s/ Susan C. Schr Name: Title:	nabel Susan C. Schnabel Authorized Person				
APRIOR	APRIORI CAPITAL GMBH					
By:	/s/ Robert P. Esp Name: Title:	inosa Robert P. Espinosa Managing Director				
APRIOR	APRIORI CAPITAL PARTNERS LLC					
By:	/s/ Susan C. Schr Name: Title:	nabel Susan C. Schnabel Authorized Person				
		/s/ Susan C. Schnabel Susan C. Schnabel				

/s/ Colin A. Taylor Colin A. Taylor