

Basic Energy Services, Inc.

Nominating and Corporate Governance Committee Charter

(As amended and restated effective November 18, 2008)

Article I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Basic Energy Services, Inc. (the “Company”) has been appointed by the Board for the purpose of:

1. Identifying, recruiting, evaluating and recommending individuals for election to the Board and the committees thereof as well as to fill any vacancies, consistent with criteria approved by the Board;
2. Developing a policy with regard to the consideration of any director candidates recommended by stockholders of the Company and the procedures to be followed by such stockholders in making such recommendations;
3. Developing and overseeing the Company’s policies and procedures regarding compliance with applicable laws and regulations relating to the honest and ethical conduct of the Company’s directors, officers and employees, which shall include oversight of the Company’s Code of Ethics and its Corporate Governance Guidelines (as well as the sole responsibility for granting any waivers thereunder);
4. Annually evaluating, based on input from the entire Board, the performance of the Company’s Chief Executive Officer (the “CEO”) and reporting the results of such evaluation to the Compensation Committee of the Board; and
5. Overseeing the evaluations of the Board, the committees of the Board and management.

The Committee is also charged with making regular reports to the Board and delivering any reports that may from time to time be required by the rules of the New York Stock Exchange (“NYSE”) or the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement or annual report on Form 10-K.

Article II. Membership

The Committee shall consist of no fewer than two members of the Board. Prior to their election and annually thereafter, the members of the Committee shall each have been affirmatively determined by the Board to be “independent” as defined by the NYSE listing standards; provided with respect to the foregoing independence requirements, the Board may rely on applicable exemptions under SEC or NYSE rules.

Each member of the Committee shall be elected by the Board and shall serve until the expiration of such member’s term or until such member’s earlier resignation, retirement or removal. The members of the Committee may be removed at any time, with or without cause, by majority vote of the Board.

The Board shall elect a Chairperson of the Committee. The Chairperson of the Committee will chair all regular and special sessions of the Committee, be responsible for the scheduling of regular meetings and set the agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her successor is duly elected and qualified or until his or her earlier resignation, retirement or removal. If the Chairperson is

absent from a particular meeting, another member of the Committee shall serve as chairperson for purposes of that meeting.

The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Article III. Meetings

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or its Chairperson deem advisable.

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law.

The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

Article IV. Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate in its sole discretion. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all necessary steps to preserve the privileged nature of those communications. In addition, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

Article V. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. To identify, recruit and evaluate candidates for membership on the Board and the committees thereof. In assessing the qualifications of prospective nominees to the Board, the Committee shall consider each nominee's personal and professional integrity, experience, skills, ability and willingness to devote the time and effort necessary to be an effective board member, and commitment to acting in the best interests of the Company and its stockholders. The Committee also shall give consideration to the qualifications that the Committee believes must be met by prospective nominees to the Board, qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess and standards for the overall structure and composition of the Company's Board;

2. To develop a process to be used by the Committee in identifying and evaluating candidates for membership on the Board and the committees thereof;

3. To annually evaluate directors for re-election and present to the Board a list of nominees recommended for election to the Board at the annual meeting of stockholders;

4. To review and present to the Board, as necessary, nominees for committee membership and chairs of each committee, and individuals recommended to fill any vacancies that may occur on the Board;

5. To adopt a policy regarding the consideration of any director candidates or stockholder proposals recommended by stockholders of the Company and the procedures to be followed by such stockholders in making such recommendations and recommend to the Board any Company statements in response;
6. To adopt a process for stockholders of the Company to send communications to the Board;
7. To oversee the evaluation of the Board, the other committees of the Board and management;
8. To develop and make recommendations to the Board for approval standards and processes for determining the independence of Board members pursuant to the rules and requirements of the NYSE and applicable laws and regulations;
9. To evaluate its own performance, and review the adequacy of this Charter, at least annually, delivering a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval;
10. To recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of boards on which a director may serve; (v) director orientation and training; and (vi) the roles of the Company's executive officers and the outside directorships of such executives;
11. To consult with the CEO, as appropriate, and other Board members to ensure that its decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors, and Company management;
12. To oversee the Company's policies and procedures regarding compliance with applicable laws and regulations relating to the honest and ethical conduct of the Company's directors, officers and employees;
13. To have the sole responsibility for granting any waivers under the Company's Code of Ethics and Corporate Governance Guidelines (or any successor codes, guidelines or policies) to the Company's directors, officers and employees;
14. To evaluate annually, based on input from the entire Board, the performance of the CEO and report the results of such evaluation to the Compensation Committee of the Board; and
15. To perform any other activities consistent with this Charter, the Company's Certificate of Incorporation (as the same may be amended and/or restated and in effect from time to time), the Company's Bylaws (as the same may be amended and/or restated and in effect from time to time), and governing law, as the Committee or the Board deems necessary or appropriate.
