



Grounded In Value

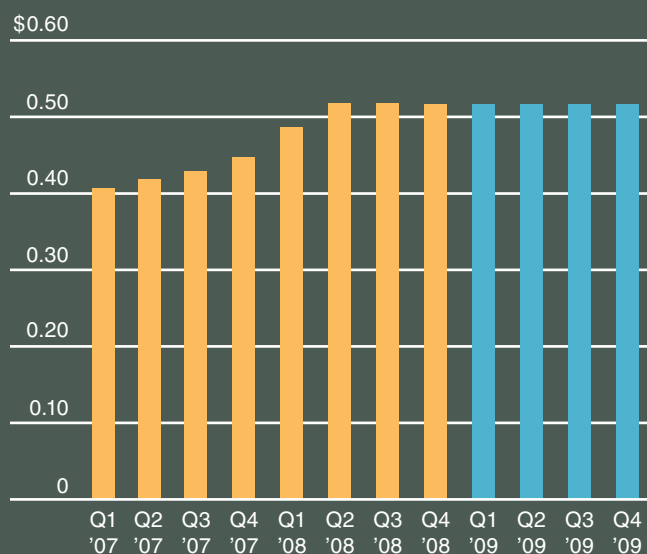


2009 Annual Report

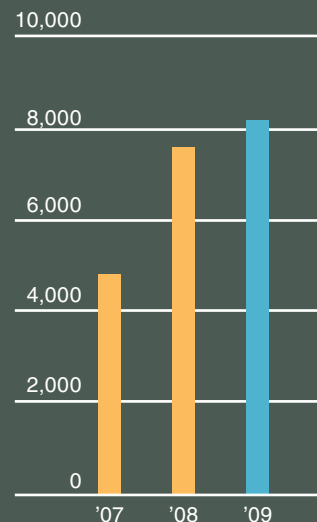
Legacy Reserves LP (NASDAQ-LGCV) is an independent oil and natural gas limited partnership headquartered in Midland, Texas, focused on the acquisition and development of oil and natural gas properties primarily located in the Permian Basin, Mid-continent and Rocky Mountain regions of the United States.

We were formed in October 2005 to own and operate the oil and natural gas properties that we acquired from the Moriah Group, the Brothers Group, H2K Holdings, Ltd. and MBN Properties LP. Since this time, we have grown primarily through two activities: the acquisition of producing oil and natural gas properties and the development of producing properties, as opposed to the higher risk exploration of unproved properties.

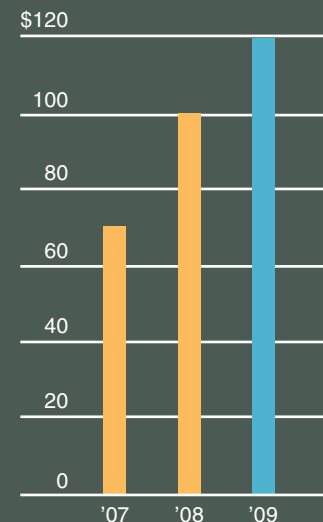
Distribution



Average Daily Production (Boe/D)



Adjusted EBITDA (\$ millions)



Key Statistics

Our oil and natural gas production and reserve data as of December 31, 2009 are as follows:

- we had proved reserves of approximately 37.1 MMBoe, of which 72% were oil and natural gas liquids and 84% were classified as proved developed producing, 1% were proved developed non-producing, and 15% were proved undeveloped;
- our proved reserves had a standardized measure of \$360.2 million; and
- our proved reserves to production ratio was approximately 12.3 years based on the average daily net production of 8,250 Boe/d for the three months ended December 31, 2009; and
- our oil and natural gas hedges average \$84.77 per barrel and \$7.15 per MMBtu, respectively, through 2013, on approximately 8 MMBoe.

Dear Fellow Unitholder:

At the time we wrote our annual report letter last year, we were at the bottom of the commodity price and capital markets environments. Oil hit bottom at \$32 per barrel, there were no new banks willing to join our credit facility, and the public equity markets were closed. It was this environment that caused our independent directors to consider a take private offer on April 3, 2009. At the time, none of us knew the depth or length of the commodity and capital markets downturn. As our Conflicts Committee comprised of our independent directors reviewed the fairness of the take private offer, the commodity and capital markets dramatically improved. Oil prices quickly recovered and the lending environment stabilized in June. The commodity and capital markets recovery came as quickly as the decline had come. We were able to terminate discussions regarding the take private offer and focus on remaining a public partnership on June 24, 2009. Our unitholders were rewarded with a 144% total return including the reinvestment of distributions of \$0.52 each quarter over 2009.

Despite the uncertainty of the pending offer and difficult first half of 2009, our employees and assets delivered record results:

- Oil, NGL and natural gas production in 2009 averaged 8,225 barrels of oil equivalents per day, up 8.5% from 7,582 barrels of oil equivalents per day in 2008 despite investing only \$13.7 million of development capital and \$8.5 million of producing property acquisitions. A full year of acquisitions made in 2008 contributed to the results, along with modest organic growth from projects in existing wellbores and from drilling.
- Our Adjusted EBITDA was \$120.0 million, an increase from \$99.8 million in 2008, despite the decrease in realized oil prices to \$57.40 from \$95.16 per barrel and realized natural gas prices to \$4.43 from \$8.60 per Mcf in 2009 and 2008, respectively.
- Our commodity hedge portfolio and our strong bank group counterparties enabled us to weather the storm and maintain our distribution of \$0.52 per unit each quarter. We realized commodity derivative cash settlements of \$52.5 million in 2009, compared to cash settlement losses of \$40.2 million in 2008.
- Distributable cash flow, which is Adjusted EBITDA less cash interest, development capital, and cash settlements on our Long-term Incentive Plan were \$88.0 million in 2009 compared to \$57.4 million in

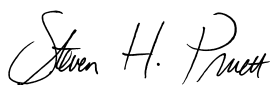
2008. This increase translates into \$2.74 per unit of distributable cash flow, or 1.32 times our \$2.08 distribution.

- While our acquisition activity was muted due to limited deal flow and constrained capital markets, we closed \$8.5 million of negotiated acquisitions and signed an agreement on December 17, 2009 to purchase 13 operated oil fields in the Big Horn and Wind River Basins in Wyoming. These long-lived oil properties complement our existing assets in the Permian Basin and Mid-continent region and establish a footprint in Wyoming which will allow us to expand our position in the Rockies. We are excited about our professionals in Cody, Wyoming, who represent business development, operating and administrative expertise on par with what we have enjoyed in Midland.
- On January 15th, we closed a public offering of 4,887,500 units, raising \$95.6 million of net proceeds before offering expenses. The proceeds of the offering were used to fund a portion of the \$125.2 million purchase price of our Wyoming acquisition which closed February 17th. This offering followed the September public offering of 3,795,000 units which raised \$57.6 million of net proceeds before offering expenses. With our anticipated increase in our borrowing base effective April 1, 2010, we will have record availability on our reserve-based credit facility. This will serve as a great foundation from which we can grow. We are once again considering restoring distribution growth, which will be determined by our Board of Directors based on acquisitions, performance and commodity prices.

We were blessed by the diligence of our employees and directors who helped us navigate volatile conditions in 2009. It is their efforts that have positioned us to thrive in 2010. Our employees stayed focused on managing our base business of producing oil and natural gas, cutting costs and being efficient with limited capital. Our Board of Directors provided wisdom and guidance through difficult market conditions and the review of the take private offer. We are grateful to our independent directors for their diligence, patience and expertise throughout the year. The strong capabilities of our lenders, underwriters, attorneys, auditors, tax professionals, and engineering consultants were especially appreciated through the challenging periods of 2009. Finally, we want to express our heartfelt appreciation to our unitholders, the owners for whom we work, for their continued patience and loyalty.



Cary D. Brown
Chairman and
Chief Executive Officer



Steven H. Pruett
President, Chief Financial Officer
and Secretary

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-33249

Legacy Reserves LP

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

303 W. Wall Street, Suite 1400

Midland, Texas

(Address of principal executive offices)

16-1751069

*(I.R.S. Employer
Identification No.)*

79701

(Zip Code)

Registrant's telephone number, including area code:

(432) 689-5200

Securities registered pursuant to Section 12(b) of the Act:

Units representing limited partner interests listed on the NASDAQ Stock Market LLC.

Securities registered pursuant to 12(g) of the Act:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of units held by non-affiliates of the registrant was approximately \$242.9 million on June 30, 2009, based on \$12.96 per unit, the last reported sales price of the units on the NASDAQ Global Select Market on such date.

40,070,201 units representing limited partner interests in the registrant were outstanding as of March 4, 2010.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the definitive proxy statement for the registrant's 2010 annual meeting of unitholders are incorporated by reference into Part III of this annual report on Form 10-K.

LEGACY RESERVES LP

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GLOSSARY OF TERMS

Bbl. One stock tank barrel or 42 U.S. gallons liquid volume.

Bcf. Billion cubic feet.

Boe. One barrel of oil equivalent determined using a ratio of six Mcf of natural gas to one Bbl of crude oil, condensate or natural gas liquids.

Boe/d. Barrels of oil equivalent per day.

Btu. British thermal unit, which is the heat required to raise the temperature of a one-pound mass of water from 58.5 to 59.5 degrees Fahrenheit.

Developed acreage. The number of acres that are allocated or assignable to productive wells or wells capable of production.

Development project. A drilling or other project which may target proven reserves, but which generally has a lower risk than that associated with exploration projects.

Development well. A well drilled within the proved area of an oil or natural gas reservoir to the depth of a stratigraphic horizon known to be productive.

Dry hole or well. A well found to be incapable of producing hydrocarbons in sufficient quantities such that proceeds from the sale of such production would exceed production expenses and taxes.

Field. An area consisting of a single reservoir or multiple reservoirs all grouped on or related to the same individual geological structural feature and/or stratigraphic condition.

Gross acres or gross wells. The total acres or wells, as the case may be, in which a working interest is owned.

Hydrocarbons. Oil, NGLs and natural gas are all collectively considered hydrocarbons.

MBbls. One thousand barrels of crude oil or other liquid hydrocarbons.

MBoe. One thousand barrels of crude oil equivalent, using a ratio of six Mcf of natural gas to one Bbl of crude oil, condensate or natural gas liquids.

Mcf. One thousand cubic feet.

MGal. One thousand gallons of natural gas liquids or other liquid hydrocarbons.

MMBbls. One million barrels of crude oil or other liquid hydrocarbons.

MBoe. One million barrels of crude oil equivalent, using a ratio of six Mcf of natural gas to one Bbl of crude oil, condensate or natural gas liquids.

MMBtu. One million British thermal units.

MMcf. One million cubic feet.

Net acres or net wells. The sum of the fractional working interests owned in gross acres or gross wells, as the case may be.

NGLs. The combination of ethane, propane, butane and natural gasolines that when removed from natural gas become liquid under various levels of higher pressure and lower temperature.

NYMEX. New York Mercantile Exchange.

Oil. Crude oil, condensate and natural gas liquids.

Productive well. A well that is found to be capable of producing hydrocarbons in sufficient quantities such that proceeds from the sale of such production exceed production expenses and taxes.

Proved developed reserves. Reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Additional oil and natural gas expected to be obtained through the application of fluid injection or other improved recovery techniques for supplementing the natural forces and mechanisms of primary recovery are included in “proved developed reserves” only after testing by a pilot project or after the operation of an installed program has confirmed through production response that increased recovery will be achieved.

Proved developed non-producing or PDNPs. Proved oil and natural gas reserves that are developed behind pipe or shut-in or that can be recovered through improved recovery only after the necessary equipment has been installed, or when the costs to do so are relatively minor. Shut-in reserves are expected to be recovered from (1) completion intervals which are open at the time of the estimate but which have not started producing, (2) wells that were shut-in for market conditions or pipeline connections, or (3) wells not capable of production for mechanical reasons. Behind-pipe reserves are expected to be recovered from zones in existing wells that will require additional completion work or future re-completion prior to the start of production.

Proved reserves. Proved oil and natural gas reserves are those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations—prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation.

Proved undeveloped drilling location. A site on which a development well can be drilled consistent with spacing rules for purposes of recovering proved undeveloped reserves.

Proved undeveloped reserves or PUDs. Proved oil and natural gas reserves that are expected to be recovered from new wells on undrilled acreage or from existing wells where a relatively major expenditure is required for re-completion. Reserves on undrilled acreage are limited to those drilling units offsetting productive units that are reasonably certain of production when drilled. Proved reserves for other undrilled units are claimed only where it can be demonstrated with certainty that there is continuity of production from the existing productive formation. Estimates for proved undeveloped reserves are not attributed to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proven effective by actual tests in the area and in the same reservoir.

Re-completion. The completion for production of an existing wellbore in another formation from that which the well has been previously completed.

Reserve acquisition cost. The total consideration paid for an oil and natural gas property or set of properties, which includes the cash purchase price and any value ascribed to units issued to a seller adjusted for any post-closing items.

R/P ratio (reserve life). The reserves as of the end of a period divided by the production volumes for the same period.

Reserve replacement. The replacement of oil and natural gas produced with reserve additions from acquisitions, reserve additions and reserve revisions.

Reserve replacement cost. An amount per Boe equal to the sum of costs incurred relating to oil and natural gas property acquisition, exploitation, development and exploration activities (as reflected in our year-end financial statements for the relevant year) divided by the sum of all additions and revisions to estimated proved reserves, including reserve purchases. The calculation of reserve additions for each year is based upon the reserve report of our independent engineers. Management uses reserve replacement cost to compare our company to others in terms of our historical ability to increase our reserve base in an economic manner. However, past performance does not necessarily reflect future reserve replacement cost performance. For example, increases in oil and natural gas prices in recent years have increased the economic life of reserves, adding additional reserves with no required capital expenditures.

On the other hand, increases in oil and natural gas prices have increased the cost of reserve purchases and reserves added through development projects. The reserve replacement cost may not be indicative of the economic value added of the reserves due to differing lease operating expenses per barrel and differing timing of production.

Reservoir. A porous and permeable underground formation containing a natural accumulation of producible oil and/or natural gas that is confined by impermeable rock or water barriers and is individual and separate from other reserves.

Standardized measure. The present value of estimated future net revenues to be generated from the production of proved reserves, determined in accordance with assumptions required by the Financial Accounting Standards Board and the Securities and Exchange Commission (using prices as of the period end date and costs over the prior period for periods prior to 2009 and the average annual prices based on the un-weighted arithmetic average of the first-day-of-the-month price for each month of periods beginning on or after January 1, 2009) without giving effect to non-property related expenses such as general and administrative expenses, debt service and future income tax expenses or to depreciation, depletion and amortization, and discounted using an annual discount rate of 10%. Because we are a limited partnership that allocates our taxable income to our unitholders, no provisions for federal or state income taxes have been provided for in the calculation of standardized measure. Standardized measure does not give effect to commodity derivative transactions.

Undeveloped acreage. Lease acreage on which wells have not been drilled or completed to a point that would permit the production of commercial quantities of oil and natural gas regardless of whether such acreage contains proved reserves.

Working interest. The operating interest that gives the owner the right to drill, produce and conduct operating activities on the property and the right to a share of production.

Workover. Operations on a producing well to restore or increase production.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This document contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control, which may include statements about:

- our business strategy;
- the amount of oil and natural gas we produce;
- the price at which we are able to sell our oil and natural gas production;
- our ability to acquire additional oil and natural gas properties at economically attractive prices;
- our drilling locations and our ability to continue our development activities at economically attractive costs;
- the level of our lease operating expenses, general and administrative costs and finding and development costs, including payments to our general partner;
- the level of our capital expenditures;
- the level of cash distributions to our unitholders;
- our future operating results; and
- our plans, objectives, expectations and intentions.

All of these types of statements, other than statements of historical fact included in this document, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “could,” “should,” “expect,” “plan,” “project,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “pursue,” “target,” “continue,” the negative of such terms or other comparable terminology.

The forward-looking statements contained in this document are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. In addition, management’s assumptions about future events may prove to be inaccurate. All readers are cautioned that the forward-looking statements contained in this document are not guarantees of future performance, and our expectations may not be realized or the forward-looking events and circumstances may not occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to factors described in Item 1A. under “Risk Factors.” The forward-looking statements in this document speak only as of the date of this document; we disclaim any obligation to update these statements unless required by securities law, and we caution you not to unduly rely on them.

PART I

ITEM 1. BUSINESS

References in this annual report on Form 10-K to “Legacy Reserves,” “Legacy,” “we,” “our,” “us,” or like terms refer to Legacy Reserves LP and its subsidiaries.

Legacy Reserves LP

We are an independent oil and natural gas limited partnership headquartered in Midland, Texas, and are focused on the acquisition and development of oil and natural gas properties primarily located in the Permian Basin, Mid-continent and Rocky Mountain regions of the United States. We were formed in October 2005 to own and operate the oil and natural gas properties that we acquired from our founding investors (“Founding Investors”) and three charitable foundations in connection with the closing of our private equity offering on March 15, 2006. On January 18, 2007, we completed our initial public offering.

Our primary business objective is to generate stable cash flows allowing us to make cash distributions to our unitholders and to support and increase quarterly cash distributions per unit over time through a combination of acquisitions of new properties and development of our existing oil and natural gas properties.

We have grown primarily through two activities: the acquisition of producing oil and natural gas properties and the development of producing properties as opposed to higher risk exploration of unproved properties.

Our oil and natural gas production and reserve data as of December 31, 2009 are as follows:

- we had proved reserves of approximately 37.1 MMBoe, of which 72% were oil and natural gas liquids and 84% were classified as proved developed producing, 1% were proved developed non-producing, and 15% were proved undeveloped;
- our proved reserves had a standardized measure of \$360.2 million; and
- our proved reserves to production ratio was approximately 12.3 years based on the average daily net production of 8,250 Boe/d for the three months ended December 31, 2009.

Impact of New Accounting Standards on Oil and Gas Reporting

In December 2008, the SEC released Final Rule, *Modernization of Oil and Gas Reporting*. Our oil and gas production reserve data as of December 31, 2009 has been prepared under these new rules, the major impact of which requires the use of a 12-month average price based on the un-weighted arithmetic average of the first-day-of-the-month price for each month of periods beginning on or after January 1, 2009 rather than the last-day-of-the-year price applicable to reserve reports for periods prior to December 31, 2009. In January 2010, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2010-03, *Extractive Activities – Oil and Gas (Topic 932) Oil and Gas Reserve Estimation and Disclosures* (“ASU 2010-03”), which aligns the oil and natural gas reserve estimation and disclosure requirements of ASU 2010-03 with the requirements in the SEC’s Final Rule. For comparison purposes, our proved reserves under the previous rules would have been approximately 41.2 MMBoe, compared to 37.1 MMBoe under the Final Rule. In addition, our standardized measure under the previous rules would have been \$613.3 million compared to \$360.2 million under the Final Rule. In addition, the use of average prices for the fourth quarter of 2009 increased our recognized depletion expense by \$2.1 million.

Acquisition Activities

We have historically added reserves and production through acquisitions of proved oil and natural gas properties. During the year ended December 31, 2009, we closed eight acquisitions of oil and natural gas properties with an aggregate purchase price of approximately \$12.0 million, including non-cash asset retirement obligations. In addition, we entered into a purchase and sale agreement on December 17, 2009 with St. Mary Land & Exploration

Company (“St. Mary”) to purchase from St. Mary the working interests in 13 operated oil fields in the Big Horn and Wind River Basins in Wyoming. The Wyoming acquisition closed on February 17, 2010, with final cash consideration after closing adjustments of \$118.7 million, in addition to the \$6.5 million deposit previously paid. The Wyoming acquisition was funded primarily with the \$95.6 million of net proceeds before offering costs from our January 2010 offering of units and additional borrowings under our revolving credit facility. Additionally, on February 18, 2010, the capital budget was increased by our board of directors to \$31 million from the previously approved \$25.3 million to include development activities associated with the Wyoming acquisition.

Development Activities

We have also added reserves and production through development projects on our existing and acquired properties. Our development projects include accessing additional productive formations in existing well-bores, formation stimulation, artificial lift equipment enhancement, infill drilling on closer well spacing, secondary (waterflood) and tertiary (miscible CO₂ and nitrogen) recovery projects, drilling for deeper formations and completing tight formations.

As of December 31, 2009, we identified 168 gross (111.6 net) proved undeveloped drilling locations, 90 of which were identified and economically viable at December 31, 2008 and 31 of which were identified but not economically viable at December 31, 2008, and 40 gross (17.6 net) re-completion and re-fracture stimulation projects. Excluding acquisitions, we expect to make capital expenditures of approximately \$31 million during the year ending December 31, 2010, including drilling 44 gross (32.7 net) development wells and executing 39 gross (23.6 net) re-completions and re-fracture stimulations. During the year ended December 31, 2009, we drilled 22 gross (5.7 net) wells, of which four were identified as proved undeveloped locations as of December 31, 2008 and the remainder were proved undeveloped locations identified during the year ended December 31, 2009.

Oil and Natural Gas Derivative Activities

Our business strategy includes entering into oil and natural gas derivative contracts which are designed to mitigate price risk for a majority of our oil, NGL and natural gas production over a three- to five-year period. We have entered into these derivative contracts for approximately 73% of our expected oil, NGL and natural gas production from total proved reserves for the year ending December 31, 2010. We have also entered into these derivative contracts for over 42%, on average, of our expected oil, NGL and natural gas production from total proved reserves for 2011 through 2014. The majority of our derivative contracts are in the form of fixed price swaps for NYMEX WTI oil, Mont Belvieu OPIS natural gas liquids components, NYMEX Henry Hub natural gas, West Texas Waha natural gas, ANR-Oklahoma natural gas and Rocky Mountain CIG natural gas. We have also entered into basis swaps to receive floating NYMEX Henry Hub natural gas prices less a fixed basis differential and pay prices based on the floating Waha index, a natural gas hub in West Texas. The prices that we receive for our Permian Basin natural gas sales follow Waha more closely than NYMEX Henry Hub. The basis swaps thereby provide a better match between our natural gas sales and the settlement payments on our natural gas swaps. We have entered into basis swaps covering approximately 100% of our NYMEX Henry Hub natural gas basis differential risk on our NYMEX Henry Hub natural gas swaps.

Business Strategy

The key elements of our business strategy are to:

- Make accretive acquisitions of producing properties generally characterized by long-lived reserves with stable production and reserve development potential;
- Add proved reserves and maximize cash flow and production through development projects and operational efficiencies;
- Maintain financial flexibility; and
- Reduce commodity price risk through oil, NGL and natural gas derivative transactions.

Marketing and Major Purchasers

For the years ended December 31, 2009, 2008 and 2007, Legacy sold oil and natural gas production representing 10% or more of total revenues to purchasers as detailed in the table below:

	2009	2008	2007
Teppco Crude Oil, LP.....	22%	18%	13%
Plains Marketing, LP	10%	10%	13%
Navajo Crude Oil Marketing	5%	5%	11%

Our oil sales prices are based on formula pricing and calculated either using a discount to NYMEX WTI oil or using the appropriate buyer's posted price, plus Platt's P-Plus monthly average, less the Midland-Cushing differential less a transportation fee.

If we were to lose any one of our oil or natural gas purchasers, the loss could temporarily cause a loss or deferral of production and sale of our oil and natural gas in that particular purchaser's service area. If we were to lose a purchaser, we believe we could identify a substitute purchaser. However, if one or more of our larger purchasers ceased purchasing oil or natural gas altogether, the loss of any such purchasers could have a detrimental effect on our production volumes in general and on our ability to find substitute purchasers for our production volumes in a timely manner.

Competition

We operate in a highly competitive environment for acquiring properties, marketing oil and natural gas and securing trained personnel. Many of our competitors possess and employ financial, technical and personnel resources substantially greater than ours. As a result, our competitors may be able to pay more for productive oil and natural gas properties and development projects and to evaluate, bid for and purchase a greater number of properties and prospects than our financial or personnel resources permit. Our ability to acquire additional properties and to find and develop reserves in the future will depend on our ability to evaluate and select suitable properties and to consummate transactions in a highly competitive environment. Also, there is substantial competition for capital available for investment in the oil and natural gas industry.

Seasonal Nature of Business

Generally, but not always, the demand for natural gas decreases during the summer months and increases during the winter months thereby affecting the price we receive for natural gas. Seasonal anomalies, such as mild winters or hotter than normal summers, sometimes lessen this fluctuation. Demand for natural gas and NGLs can be particularly weak in the fall and spring which, coupled with high inventory levels, could result in the shut-in and deferral of production.

Environmental Matters and Regulation

General. Our operations are subject to stringent and complex federal, state and local laws and regulations governing environmental protection as well as the discharge of materials into the environment. These laws and regulations may, among other things:

- require the acquisition of various permits before drilling commences;
- restrict the types, quantities and concentration of various substances that can be released into the environment in connection with oil and natural gas drilling and production activities;
- limit or prohibit drilling activities on certain lands lying within wilderness, wetlands and other protected areas; and
- require remedial measures to mitigate pollution from former and ongoing operations, such as requirements to close pits and plug abandoned wells.

These laws, rules and regulations may also restrict the rate of oil and natural gas production below the rate that would otherwise be possible. The regulatory burden on the oil and natural gas industry increases the cost of doing business in the industry and consequently affects profitability. Additionally, Congress and federal and state agencies frequently revise environmental laws and regulations, and any changes that result in more stringent and costly waste handling, disposal and cleanup requirements for the oil and natural gas industry could have a significant impact on our operating costs.

The following is a summary of some of the existing laws, rules and regulations to which our operations are subject.

Waste Handling. The Resource Conservation and Recovery Act, or RCRA, and comparable state statutes, regulate the generation, transportation, treatment, storage, disposal and cleanup of hazardous and non-hazardous wastes. Under the auspices of the Federal Environmental Protection Agency, or the EPA, the individual states administer some or all of the provisions of RCRA, sometimes in conjunction with their own, more stringent requirements. Drilling fluids, produced waters, and most of the other wastes associated with the exploration, development, and production of crude oil or natural gas are currently regulated under RCRA's non-hazardous waste provisions. However, it is possible that certain oil and natural gas drilling and production wastes now classified as non-hazardous could be classified as hazardous wastes in the future. Any such change could result in an increase in our costs to manage and dispose of wastes, which could have a material adverse effect on our results of operations and financial position.

Comprehensive Environmental Response, Compensation and Liability Act. The Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, also known as the Superfund law, imposes joint and several liability, without regard to fault or legality of conduct, on classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. These persons include the owner or operator of the site where the release occurred and anyone who disposed or arranged for the disposal of a hazardous substance released at the site. Under CERCLA, such persons may be subject to joint and several liability for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. In addition, it is not uncommon for neighboring landowners and other third-parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment.

We currently own, lease, or operate numerous properties that have been used for oil and natural gas development and production for many years. Although we believe that we have utilized operating and waste disposal practices that were standard in the industry at the time, hazardous substances, wastes, or hydrocarbons may have been released on or under the properties owned or leased by us, or on or under other locations, including off-site locations, where such substances have been taken for disposal. In addition, some of our properties have been operated by third parties or by previous owners or operators whose treatment and disposal of hazardous substances, wastes, or hydrocarbons were not under our control. These properties and the substances disposed or released on them may be subject to CERCLA, RCRA, and analogous state laws. Under such laws, we could be required to remove previously disposed of substances and wastes, remediate contaminated property, or perform remedial plugging or pit closure operations to prevent future contamination.

Water Discharges. The Federal Water Pollution Control Act, or the Clean Water Act, and analogous state laws, impose restrictions and strict controls with respect to the discharge of pollutants, including spills and leaks of oil and other substances, into waters of the United States. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA or an analogous state agency. Federal and state regulatory agencies can impose administrative, civil and criminal penalties for non-compliance with discharge permits or other requirements of the Clean Water Act and analogous state laws and regulations.

The Oil Pollution Act of 1990, as amended or OPA, which amends the Clean Water Act, establishes strict liability for owners and operators of facilities that cause a release of oil into waters of the United States. In addition, owners and operators of facilities that store oil above threshold amounts must develop and implement spill response plans.

Safe Drinking Water Act. Our injection well facilities may be regulated under the Underground Injection Control, or UIC, program established under the Safe Drinking Water Act, or SWDA. The state and federal regulations implementing that program require mechanical integrity testing and financial assurance for wells covered under the program. The federal Energy Policy Act of 2005 amended the UIC provisions of the federal SWDA to exclude hydraulic fracturing from the definition of underground injection. Congress is currently considering bills to repeal this exemption.

Air Emissions. The Federal Clean Air Act, and comparable state laws, regulates emissions of various air pollutants through air emissions permitting programs and the imposition of other requirements. In addition, the EPA has developed, and continues to develop, stringent regulations governing emissions of toxic air pollutants at specified sources. Federal and state regulatory agencies can impose administrative, civil and criminal penalties for non-compliance with air permits or other requirements of the Federal Clean Air Act and associated state laws and regulations.

National Environmental Policy Act. Oil and natural gas exploration and production activities on federal lands are subject to the National Environmental Policy Act, or NEPA. NEPA requires federal agencies, including the Department of the Interior, to evaluate major agency actions having the potential to significantly impact the environment. In the course of such evaluations, an agency may prepare an Environmental Assessment that assesses the potential direct, indirect and cumulative impacts of a proposed project and, if necessary, will prepare a more detailed Environmental Impact Statement that may be made available for public review and comment. All of our current exploration and production activities, as well as proposed exploration and development plans, on federal lands require governmental permits that are subject to the requirements of NEPA. This process has the potential to delay the development of oil and natural gas projects.

OSHA and Other Laws and Regulation. We are subject to the requirements of the federal Occupational Safety and Health Act (OSHA) and comparable state statutes. The OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of CERCLA and similar state statutes require that we organize and/or disclose information about hazardous materials used or produced in our operations. We believe that we are in compliance with these applicable requirements and with other OSHA and comparable requirements.

Recent studies have suggested that emissions of certain gases may be contributing to warming of the Earth's atmosphere. In response to these studies, many nations have agreed to limit emissions of "greenhouse gases" pursuant to the United Nations Framework Convention on Climate Change, also known as the "Kyoto Protocol." Methane, a primary component of natural gas, and carbon dioxide, a byproduct of the burning of oil and natural gas, and refined petroleum products, are "greenhouse gases" regulated by the Kyoto Protocol. Although the United States is not participating in the Kyoto Protocol, several states have adopted legislation and regulations to reduce emissions of greenhouse gases. On June 26, 2009, the U.S. House of Representatives passed American Clean Energy and Security Act of 2009, which would establish an economy-wide cap-and-trade program to reduce "greenhouse gases" that some believe cause global warming and other climate changes. Emissions of gases such as carbon dioxide and methane would be reduced over time while allowances, which would authorize sources to continue to emit greenhouse gases, would be expected to increase over time. The Senate is also working on legislation aimed at restricting domestic greenhouse gas emissions. Although it is not possible to predict whether legislation might be passed, the Obama Administration has expressed support for the passage of legislation controlling greenhouse gases. Any such legislation might result in increased costs or adversely affect demand for the oil and natural gas we produce. States and regional efforts to regulate greenhouse gases could adversely affect our operations and demand for our product in the future. Additionally, the U.S. Supreme Court only recently held in a case, *Massachusetts, et al. v. EPA*, that greenhouse gases fall within the federal Clean Air Act's definition of "air pollutant," which could result in the regulation of greenhouse gas emissions from stationary sources under certain Clean Air Act programs. On December 7, 2009, the EPA announced its findings that emissions of greenhouse gases present an "endangerment to human health and the environment." EPA based this finding on a conclusion that greenhouse gases are contributing to the warming of the earth's atmosphere and other climate changes. EPA has announced plans to regulate greenhouse gases under the Clean Air Act. EPA has proposed regulations that would require a reduction in emissions of greenhouse gases from motor vehicles. It could be argued that such regulations may trigger permit review for greenhouse gas emissions from certain stationary sources. In addition, in late September 2009, the EPA issued its final rule requiring the reporting of greenhouse gases from large greenhouse

gas emissions sources in the United States beginning in 2011 for emissions in 2010. The reporting requirements for oil and natural gas systems were deferred; however, oil and natural gas systems could still be subject to the rule if they have greenhouse gas emissions greater than 25,000 metric tons. New legislation or regulatory programs that restrict emissions of greenhouse gases in areas in which we conduct business could have an adverse affect on our operations and demand for our services. Currently, our operations are not adversely impacted by existing state and local climate change initiatives and, at this time, it is not possible to accurately estimate how potential future laws or regulations addressing greenhouse gas emissions would impact our business.

We believe that we are in substantial compliance with all existing environmental laws and regulations applicable to our current operations and that our continued compliance with existing requirements will not have a material adverse impact on our financial condition and results of operations. For instance, we did not incur any material capital expenditures for remediation or pollution control activities for the year ended December 31, 2009. Additionally, as of the date of this document, we are not aware of any environmental issues or claims that require material capital expenditures during 2010. However, we cannot assure you that the passage of more stringent laws or regulations in the future will not have a negative impact on our financial position or results of operations.

Other Regulation of the Oil and Natural Gas Industry

The oil and natural gas industry is extensively regulated by numerous federal, state and local authorities. Legislation affecting the oil and natural gas industry is under constant review for amendment or expansion, frequently increasing the regulatory burden. Also, numerous departments and agencies, both federal and state, are authorized by statute to issue rules and regulations binding on the oil and gas industry and its individual members, some of which carry substantial penalties for failure to comply. Although the regulatory burden on the oil and natural gas industry increases our cost of doing business and, consequently, affects our profitability, these burdens generally do not affect us any differently or to any greater or lesser extent than they affect other companies in the oil and natural gas industry with similar types, quantities and locations of production.

Legislation continues to be introduced in Congress and development of regulations continues in the Department of Homeland Security and other agencies concerning the security of industrial facilities, including oil and natural gas facilities. Our operations may be subject to such laws and regulations. Presently, it is not possible to accurately estimate the costs we could incur to comply with any such facility security laws or regulations, but such expenditures could be substantial.

Drilling and Production. Our operations are subject to various types of regulation at federal, state and local levels. These types of regulation include requiring permits for the drilling of wells, drilling bonds and reports concerning operations. Most states, and some counties and municipalities, in which we operate also regulate one or more of the following:

- the location of wells;
- the method of drilling and casing wells;
- the surface use and restoration of properties upon which wells are drilled;
- the plugging and abandoning of wells; and
- notice to surface owners and other third parties.

State laws regulate the size and shape of drilling and spacing units or pro-ration units governing the pooling of oil and natural gas properties. Some states allow forced pooling or integration of tracts to facilitate exploration while other states rely on voluntary pooling of lands and leases. In some instances, forced pooling or unitization may be implemented by third parties and may reduce our interest in the unitized properties. In addition, state conservation laws establish maximum rates of production from oil and natural gas wells, generally prohibit the venting or flaring of natural gas and impose requirements regarding the ratable production. These laws and regulations may limit the amount of oil and natural gas we can produce from our wells or limit the number of wells or the locations at which we can drill. Moreover, each state generally imposes a production or severance tax with respect to the production and sale of oil, natural gas and natural gas liquids within its jurisdiction.

Natural gas regulation. The availability, terms and cost of transportation significantly affect sales of natural gas. The interstate transportation and sale for resale of natural gas is subject to federal regulation, including regulation of the terms, conditions and rates for interstate transportation, storage and various other matters, primarily by the Federal Energy Regulatory Commission, or the FERC. Federal and state regulations govern the price and terms for access to natural gas pipeline transportation. The FERC's regulations for interstate natural gas transmission in some circumstances may also affect the intrastate transportation of natural gas.

Although natural gas prices are currently unregulated, Congress historically has been active in the area of natural gas regulation. We cannot predict whether new legislation to regulate natural gas might be proposed, what proposals, if any, might actually be enacted by Congress or the various state legislatures, and what effect, if any, the proposals might have on the operations of the underlying properties. Sales of condensate and natural gas liquids are not currently regulated and are made at market prices.

State regulation. The various states regulate the drilling for, and the production, gathering and sale of, oil and natural gas, including imposing severance taxes and requirements for obtaining drilling permits. For example, Texas currently imposes a 4.6% severance tax on oil production and a 7.5% severance tax on natural gas production. States also regulate the method of developing new fields, the spacing and operation of wells and the prevention of waste of natural gas resources. States may regulate rates of production and may establish maximum daily production allowable from natural gas wells based on market demand or resource conservation, or both. States do not regulate wellhead prices or engage in other similar direct economic regulation, but there can be no assurance that they will not do so in the future. The effect of these regulations may be to limit the amounts of natural gas that may be produced from our wells, and to limit the number of wells or locations we can drill.

The petroleum industry is also subject to compliance with various other federal, state and local regulations and laws. Some of those laws relate to resource conservation and equal employment opportunity. We do not believe that compliance with these laws will have a material adverse effect on us.

Employees

As of December 31, 2009, we had 95 full-time employees, including 10 petroleum engineers, 7 accountants and 3 landmen, none of whom are subject to collective bargaining agreements. We also contract for the services of independent consultants involved in land, engineering, regulatory, accounting, financial and other disciplines as needed. We believe that we have a favorable relationship with our employees.

Offices

We currently lease approximately 29,933 square feet of office space in Midland, Texas at 303 W. Wall Street, Suite 1400, where our principal offices are located. The lease for our Midland office expires in August 2011.

Available Information

We make available free of charge on our website, www.legacylp.com, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such information with, or furnish it to, the SEC.

The information on our website is not, and shall not be deemed to be, a part of this annual report on Form 10-K or incorporated into any of our other filings with the SEC.

ITEM 1A. RISK FACTORS

Risks Related to our Business

We may not have sufficient available cash to pay the full amount of our current quarterly distribution or any distribution at all following establishment of cash reserves and payment of fees and expenses, including payments to our general partner.

We may not have sufficient available cash each quarter to pay the full amount of our current quarterly distribution or any distribution at all. The amount of cash we distribute in any quarter to our unitholders may fluctuate significantly from quarter to quarter and may be significantly less than our current quarterly distribution. Under the terms of our partnership agreement, the amount of cash otherwise available for distribution will be reduced by our operating expenses and the amount of any cash reserves that our general partner establishes to provide for future operations, future capital expenditures, future debt service requirements and future cash distributions to our unitholders. Further, our debt agreements contain restrictions on our ability to pay distributions. The amount of cash we can distribute on our units principally depends upon the amount of cash we generate from our operations, which will fluctuate from quarter to quarter based on, among other things:

- the amount of oil, NGL and natural gas we produce;
- the price at which we are able to sell our oil, NGL and natural gas production;
- the amount and timing of settlements on our commodity and interest rate derivatives;
- whether we are able to acquire additional oil and natural gas properties at economically attractive prices;
- whether we are able to continue our development projects at economically attractive costs;
- the level of our lease operating expenses, general and administrative costs and development costs, including payments to our general partner;
- the level of our interest expense, which depends on the amount of our indebtedness and the interest payable thereon; and
- the level of our capital expenditures.

If we are not able to acquire additional oil and natural gas reserves on economically acceptable terms, our reserves and production will decline, which would adversely affect our business, results of operations and financial condition and our ability to make cash distributions to our unitholders.

We will be unable to sustain distributions at the current level without making accretive acquisitions or substantial capital expenditures that maintain or grow our asset base. Oil and natural gas reserves are characterized by declining production rates, and our future oil and natural gas reserves and production and, therefore, our cash flow and our ability to make distributions are highly dependent on our success in economically finding or acquiring additional recoverable reserves and efficiently developing and exploiting our current reserves. Further, the rate of estimated decline of our oil and natural gas reserves may increase if our wells do not produce as expected. We may not be able to find, acquire or develop additional reserves to replace our current and future production at acceptable costs, which would adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

Our future growth may be limited because we distribute all of our available cash to our unitholders, and the recent disruptions in the financial markets may prevent us from obtaining the financing necessary for growth and acquisitions.

Since we will distribute all of our available cash (as defined in our partnership agreement) to our unitholders, our growth may not be as fast as businesses that reinvest their available cash to expand ongoing operations. Further, since we depend on financing provided by commercial banks and other lenders and the issuance of debt and equity securities to finance any significant growth or acquisitions, the recent disruptions in the global financial markets and the associated severe tightening of credit supply may prevent us from obtaining adequate financing from these sources, and, as a result, our ability to grow, both in terms of additional drilling and acquisitions, will be limited.

If commodity prices decline and remain depressed for a prolonged period, a significant portion of our development projects may become uneconomic and cause write downs of the value of our oil and gas properties, which may adversely affect our financial condition and our ability to make distributions to our unitholders.

Lower oil and natural gas prices may not only decrease our revenues, but also reduce the amount of oil and natural gas that we can produce economically. For example, the drastically lower oil and natural gas prices experienced in the fourth quarter of 2008 rendered more than half of the development projects we had planned at such time uneconomic and resulted in a substantial downward adjustment to our estimated proved reserves. Further, deteriorating commodity prices may cause us to recognize impairments in the value of our oil and gas properties. In addition, if our estimates of development costs increase, production data factors change or drilling results deteriorate, accounting rules may require us to write down, as a non-cash charge to earnings, the carrying value of our oil and natural gas properties for impairments. We may incur impairment charges in the future, which could have a material adverse effect on our results of operations in the period taken.

Due to regional fluctuations in the actual prices received for our production, the derivative contracts we enter into may not provide us with sufficient protection against price volatility since they are based on indexes related to different and remote regional markets.

We sell our natural gas into local markets, the majority of which is produced in West Texas, Southeast New Mexico, the Texas Panhandle and Central Oklahoma and shipped to the Midwest, West Coast and Texas Gulf Coast. These regions account for over 90% of our natural gas sales. Our existing natural gas swaps are based on Waha and ANR-Oklahoma directly or through basis swaps. While we are paid a local price indexed to or closely related to Waha and ANR-Oklahoma, these indexes are heavily influenced by prices received in remote regional consumer markets less transportation costs and thus may not be effective in protecting us against local price volatility.

Fluctuations in price and demand for our natural gas may force us to shut in a significant number of our producing wells, which may adversely impact our revenues and ability to pay distributions to our unitholders.

We are subject to great fluctuations in the prices we are paid for our natural gas due to a number of factors including regional demand, weather, demand for NGLs which are recovered from our gas stream, and new natural gas pipelines such as the REX pipeline from the Rocky Mountains to the Midwest which competes with our natural gas in the Midwest. Drilling in shale resources has developed large amounts of new natural gas supplies that have depressed the prices paid for our natural gas, and we expect the shale resources to continue to be drilled and developed by our competitors. We also face the potential risk of shut-in natural gas due to high levels of natural gas and NGL inventory in storage, weak demand due to mild weather and the effects of the economic downturn on industrial demand. Lack of NGL storage in Mont Belvieu where our West Texas and New Mexico NGLs are shipped for processing could cause the processors of our natural gas to curtail or shut-in our natural gas wells and potentially force us to shut-in oil wells that produce associated natural gas. For example, following Hurricanes Gustav and Ike, when certain Permian Basin natural gas processors were forced to shut down their plants due to the shutdown of the Texas Gulf Coast NGL fractionators, we were able to produce our oil wells and vent or flare the associated natural gas. There is no certainty we will be able to vent or flare natural gas again due to potential changes in regulations. Furthermore we may encounter problems in restarting production of previously shut-in wells.

Our commodity derivative activities may limit our ability to profit from price gains, could result in cash losses and expose us to counterparty risk and as a result could reduce our cash available for distributions.

We have entered into, and we may in the future enter into, oil and natural gas derivative contracts intended to offset the effects of commodity price volatility related to a significant portion of our oil and natural gas production. Many derivative instruments that we employ require us to make cash payments to the extent the applicable index exceeds a predetermined price, thereby limiting our ability to realize the benefit of increases in oil and natural gas prices.

There is always substantial risk that counterparties in any derivative transaction cannot or will not perform under our derivative contracts. If a counterparty fails to perform and the derivative transaction is terminated, our cash flow, and ability to pay distributions could be adversely impacted.

Further, if our actual production and sales for any period are less than our expected production covered by derivative contracts and sales for that period (including reductions in production due to involuntary shut-ins or operational delays) or if we are unable to perform our drilling activities as planned, we might be forced to satisfy all or a portion of our derivative contracts without the benefit of the cash flow from our sale of the underlying physical commodity, resulting in a substantial diminution of our liquidity. Under our revolving credit facility, we are prohibited from entering into derivative contracts covering all of our production, and we therefore retain the risk of a price decrease on our volumes not covered by derivative contracts.

The substantial restrictions and financial covenants of our revolving credit facility, any negative redetermination of our borrowing base by our lenders and any potential disruptions of the financial markets could adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

We depend on our revolving credit facility for future capital needs. Our revolving credit facility limits the amounts we can borrow to a borrowing base amount, determined by the lenders in their sole discretion. As of March 4, 2010, our borrowing base was \$340 million and we had \$70.6 million available for borrowing.

Our existing revolving credit facility matures on April 1, 2012. We may not be able to enter into a new revolving credit facility or may have to agree to a new revolving credit facility with terms and conditions much less favorable than our existing revolving credit facility. As a result, all amounts then outstanding under our revolving credit facility would become immediately due and payable. Any replacement credit facility may be on less attractive terms and impose more severe restrictive covenants on us, and the credit commitments and borrowing base available under such new credit facility may be significantly lower than the current commitments and borrowing base. As a result, our ability to fund our operations and growth projects may be severely limited, adversely affecting our financial condition and ability to pay distributions to our unitholders.

Our revolving credit facility restricts, among other things, our ability to incur debt and pay distributions, and requires us to comply with certain financial covenants and ratios. We may not be able to comply with these restrictions and covenants in the future and will be affected by the levels of cash flow from our operations and events or circumstances beyond our control, such as the recent disruptions in the financial markets. Our failure to comply with any of the restrictions and covenants under our revolving credit facility could result in a default under our revolving credit facility. A default under our revolving credit facility could cause all of our existing indebtedness to be immediately due and payable.

We are prohibited from borrowing under our revolving credit facility to pay distributions to unitholders if the amount of borrowings outstanding under our revolving credit facility reaches or exceeds 90% of the borrowing base, which is the amount of money available for borrowing, as determined semi-annually by our lenders in their sole discretion. The lenders will redetermine the borrowing base based on an engineering report with respect to our oil and natural gas reserves, which will take into account the prevailing oil and natural gas prices at such time. Any time our borrowings exceed 90% of the then specified borrowing base, our ability to pay distributions to our unitholders in any such quarter is solely dependent on our ability to generate sufficient cash from our operations.

Outstanding borrowings in excess of the borrowing base must be repaid, and, if mortgaged properties represent less than 80% of total value of oil and gas properties used to determine the borrowing base, we must pledge other oil and natural gas properties as additional collateral. We may not have the financial resources in the future to make any mandatory principal prepayments required under our revolving credit facility.

The occurrence of an event of default or a negative redetermination of our borrowing base, such as a result of lower commodity prices or a deterioration in the condition of the financial markets, could adversely affect our business, results of operations, financial condition and our ability to make distributions to our unitholders.

Please read “Management’s Discussion and Analysis of Financial Condition and Results of Operation — Financing Activities.”

Our estimated reserves are based on many assumptions that may prove inaccurate. Any material inaccuracies in these reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves.

No one can measure underground accumulations of oil and natural gas in an exact way. Oil and natural gas reserve engineering requires subjective estimates of underground accumulations of oil and natural gas and assumptions concerning future oil and natural gas prices, production levels, and operating and development costs. As a result, estimated quantities of proved reserves and projections of future production rates and the timing of development expenditures may prove to be inaccurate. Any material inaccuracies in these reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves which could adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

Further, the present value of future net cash flows from our proved reserves may not be the current market value of our estimated natural gas and oil reserves. In accordance with SEC requirements, we base the estimated discounted future net cash flows from our proved reserves on the 12-month average oil and gas index prices, calculated as the un-weighted arithmetic average for the first-day-of-the-month price for each month and costs in effect on the date of the estimate, holding the prices and costs constant throughout the life of the properties. Actual future prices and costs may differ materially from those used in the net present value estimate, and future net present value estimates using then current prices and costs may be significantly less than the current estimate. In addition, the 10% discount factor we use when calculating discounted future net cash flows for reporting requirements in compliance with the FASB in Accounting Standards Codification (“ASC”) 932 may not be the most appropriate discount factor based on interest rates in effect from time to time and risks associated with us or the natural gas and oil industry in general.

Our business depends on gathering and transportation facilities owned by others. Any limitation in the availability of those facilities would interfere with our ability to market the oil and natural gas we produce.

The marketability of our oil and natural gas production depends in part on the availability, proximity and capacity of gathering and pipeline systems owned by third parties. The amount of oil and natural gas that can be produced and sold is subject to curtailment in certain circumstances, such as pipeline interruptions due to scheduled and unscheduled maintenance, excessive pressure, physical damage to the gathering or transportation system, or lack of contracted capacity on such systems. The curtailments arising from these and similar circumstances may last from a few days to several months. In many cases, we are provided only with limited, if any, notice as to when these circumstances will arise and their duration. Any significant curtailment in gathering system or pipeline capacity, or significant delay in the construction of necessary gathering and transportation facilities, could adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

Our development projects require substantial capital expenditures, which will reduce our cash available for distribution. We may be unable to obtain needed capital or financing on satisfactory terms, which could lead to a decline in our oil and natural gas reserves.

We make and expect to continue to make substantial capital expenditures in our business for the development, production and acquisition of oil and natural gas reserves. These expenditures will reduce our cash available for distribution. We intend to finance our future capital expenditures with cash flow from operations and borrowings under our revolving credit facility. Our cash flow from operations and access to capital are subject to a number of variables, including:

- our proved reserves;
- the level of oil and natural gas we are able to produce from existing wells;
- the prices at which our oil and natural gas are sold; and
- our ability to acquire, locate and produce new reserves.

If our revenues or the borrowing base under our revolving credit facility decrease as a result of lower oil and/or natural gas prices, operating difficulties, declines in reserves or for any other reason, we may have limited ability to obtain the capital necessary to sustain our operations at current levels. Our revolving credit facility restricts our ability to obtain new financing. If additional capital is needed, we may not be able to obtain debt or equity financing. If cash generated by operations or available under our revolving credit facility is not sufficient to meet our capital requirements, the failure to obtain additional financing could result in a curtailment of our operations relating to development of our prospects, which in turn could lead to a decline in our oil and natural gas reserves, and could adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

We do not control all of our operations and development projects and failure of an operator of wells in which we own partial interests to adequately perform could adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

Many of our business activities are conducted through joint operating agreements under which we own partial interests in oil and natural gas wells.

If we do not operate wells in which we own an interest, we do not have control over normal operating procedures, expenditures or future development of underlying properties. The success and timing of our development projects on properties operated by others is outside of our control.

The failure of an operator of wells in which we own partial interests to adequately perform operations, or an operator's breach of the applicable agreements, could reduce our production and revenues and could adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

Increases in the cost of or failure of costs to adjust downward for drilling rigs, service rigs, pumping services and other costs in drilling and completing wells could reduce the viability of certain of our development projects.

Higher oil and natural gas prices may also increase the rig count and the cost of rigs and oil field services necessary to implement our development projects. While costs are currently declining, they have not declined as rapidly as hydrocarbon prices. Thus, the reduced value of hydrocarbons may not justify the capital investment and operating expenses associated with a development project until costs decline further. This would delay or cancel certain projects, reducing our production and cash available to distribute. Increased capital requirements for our projects will result in higher reserve replacement costs which could reduce cash available for distribution. Higher project costs could cause certain of our projects to become uneconomic and therefore not to be implemented, reducing our production and cash available for distribution.

Drilling for and producing oil and natural gas are high risk activities with many uncertainties that could adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

Our drilling activities are subject to many risks, including the risk that we will not discover commercially productive reservoirs. Drilling for oil and natural gas can be uneconomic, not only from dry holes, but also from productive wells that do not produce sufficient revenues to be commercially viable.

In addition, our drilling and producing operations may be curtailed, delayed or canceled as a result of other factors, including:

- the high cost, shortages or delivery delays of equipment and services;
- unexpected operational events;
- adverse weather conditions;
- facility or equipment malfunctions;
- title disputes;

- pipeline ruptures or spills;
- collapses of wellbore, casing or other tubulars;
- unusual or unexpected geological formations;
- loss of drilling fluid circulation;
- formations with abnormal pressures;
- fires;
- blowouts, craterings and explosions; and
- uncontrollable flows of oil, natural gas or well fluids.

Any of these events can cause substantial losses, including personal injury or loss of life, damage to or destruction of property, natural resources and equipment, pollution, environmental contamination, loss of wells and regulatory penalties.

We ordinarily maintain insurance against various losses and liabilities arising from our operations; however, insurance against all operational risks is not available to us. Additionally, we may elect not to obtain insurance if we believe that the cost of available insurance is excessive relative to the perceived risks presented. Losses could therefore occur for uninsurable or uninsured risks or in amounts in excess of existing insurance coverage. The occurrence of an event that is not fully covered by insurance could have a material adverse impact on our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

Increases in interest rates could adversely affect our business, results of operations, cash flows from operations and financial condition.

Since all of the indebtedness outstanding under our revolving credit facility is at variable interest rates, we have significant exposure to increases in interest rates. As a result, our business, results of operations and cash flows may be adversely affected by significant increases in interest rates. Further, an increase in interest rates may cause a corresponding decline in demand for equity investments, in particular for yield-based equity investments such as our units. Any reduction in demand for our units resulting from other more attractive investment opportunities may cause the trading price of our units to decline.

Any acquisitions we complete, including the Wyoming Acquisition, are subject to substantial risks that could adversely affect our financial condition and results of operations and reduce our ability to make distributions to unitholders.

The Wyoming Acquisition is our largest acquisition to date and as such may consume a significant amount of our management resources. Further, the Wyoming Acquisition represents an expansion of our operations into a new geographic core area, with operating conditions and a regulatory environment that may not be as familiar to us as our existing core operating areas. As a result, we may not achieve the expected results of the Wyoming Acquisition, and any adverse conditions or developments related to the Wyoming Acquisition may have a negative impact on our operations and financial condition.

Further, even if we complete additional acquisitions such as the Wyoming Acquisition, which we expect will increase pro forma distributable cash per unit, actual results may differ from our expectations and the impact of these acquisitions may actually result in a decrease in pro forma distributable cash per unit. Any acquisition involves potential risks, including, among other things:

- the validity of our assumptions about reserves, future production, revenues, capital expenditures and operating costs;
- an inability to successfully integrate the businesses we acquire;
- a decrease in our liquidity by using a portion of our available cash or borrowing capacity under our revolving credit facility to finance acquisitions;

- a significant increase in our interest expense or financial leverage if we incur additional debt to finance acquisitions;
- the assumption of unknown liabilities, losses or costs for which we are not indemnified or for which our indemnity is inadequate;
- the diversion of management's attention from other business concerns;
- the incurrence of other significant charges, such as impairment of oil and natural gas properties, goodwill or other intangible assets, asset devaluation or restructuring charges;
- unforeseen difficulties encountered in operating in new geographic areas; and
- the loss of key purchasers.

Our decision to acquire a property depends in part on the evaluation of data obtained from production reports and engineering studies, geophysical and geological analyses, seismic data and other information, the results of which are often inconclusive and subject to various interpretations.

Also, our reviews of newly acquired properties are inherently incomplete because it is generally not feasible to perform an in-depth review of the individual properties involved in each acquisition given time constraints imposed by sellers. Even a detailed review of records and properties may not necessarily reveal existing or potential problems, nor will it permit a buyer to become sufficiently familiar with the properties to fully assess their deficiencies and potential. Inspections may not always be performed on every well, and environmental problems, such as groundwater contamination, are not necessarily observable even when an inspection is undertaken.

Our identified drilling location inventories are scheduled out over several years, making them susceptible to uncertainties that could materially alter the occurrence or timing of their drilling.

Our management team has specifically identified and scheduled drilling locations as an estimation of our future multi-year drilling activities on our acreage. These identified drilling locations represent a significant part of our growth strategy. Our ability to drill and develop these locations depends on a number of factors, including the availability of capital, seasonal conditions, regulatory approvals, oil and natural gas prices, costs and drilling results. Our final determination on whether to drill any of these drilling locations will be dependent upon the factors described above as well as, to some degree, the results of our drilling activities with respect to our proved drilling locations. Because of these uncertainties, we do not know if the numerous drilling locations we have identified will be drilled within our expected timeframe or will ever be drilled or if we will be able to produce oil or natural gas from these or any other potential drilling locations. As such, our actual drilling activities may be materially different from those presently identified, which could adversely affect our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

The inability of one or more of our customers to meet their obligations may adversely affect our financial condition and results of operations.

Substantially all of our accounts receivable result from oil and natural gas sales or joint interest billings to third parties in the energy industry. This concentration of customers and joint interest owners may impact our overall credit risk in that these entities may be similarly affected by changes in economic and other conditions. In addition, our oil and natural gas derivative transactions expose us to credit risk in the event of nonperformance by counterparties.

We depend on a limited number of key personnel who would be difficult to replace.

Our operations are dependent on the continued efforts of our executive officers, senior management and key employees. The loss of any member of our senior management or other key employees could negatively impact our ability to execute our strategy.

We may be unable to compete effectively with larger companies, which could have a material adverse effect on our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

The oil and natural gas industry is intensely competitive, and we compete with other companies that have greater resources than us. Our ability to acquire additional properties and to discover reserves in the future will be dependent upon our ability to evaluate and select suitable properties and to consummate transactions in a highly competitive environment. Many of our larger competitors not only explore for and produce oil and natural gas, but also carry on refining operations and market petroleum and other products on a regional, national or worldwide basis. These companies may be able to pay more for productive natural gas properties and exploratory prospects or define, evaluate, bid for and purchase a greater number of properties and prospects than our financial or human resources permit. In addition, these companies may have a greater ability to continue exploration and development activities during periods of low oil and natural gas market prices and to absorb the burden of present and future federal, state, local and other laws and regulations. Our inability to compete effectively with larger companies could have a material adverse effect on our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential unitholders could lose confidence in our financial reporting, which would harm our business and the trading price of our units.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results could be harmed. We cannot be certain that our efforts to maintain our internal controls will be successful, that we will be able to maintain adequate controls over our financial processes and reporting in the future or that we will be able to continue to comply with our obligations under Section 404 of the Sarbanes-Oxley Act of 2002. Any failure to maintain effective internal controls, or difficulties encountered in implementing or improving our internal controls, could harm our operating results or cause us to fail to meet certain reporting obligations. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our units.

We are subject to complex federal, state, local and other laws and regulations that could adversely affect the cost, manner or feasibility of conducting our operations.

Our oil and natural gas exploration and production operations are subject to complex and stringent laws and regulations. In order to conduct our operations in compliance with these laws and regulations, we must obtain and maintain numerous permits, approvals and certificates from various federal, state and local governmental authorities. We may incur substantial costs in order to maintain compliance with these existing laws and regulations. In addition, our costs of compliance may increase if existing laws and regulations are revised or reinterpreted, or if new laws and regulations become applicable to our operations. All such costs may have a negative effect on our business, results of operations, financial condition and ability to make cash distributions to our unitholders.

Our business is subject to federal, state and local laws and regulations as interpreted and enforced by governmental authorities possessing jurisdiction over various aspects of the exploration for and the production of, oil and natural gas. Failure to comply with such laws and regulations, as interpreted and enforced, could have a material adverse effect on our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

Our operations expose us to significant costs and liabilities with respect to environmental and operational safety matters.

We may incur significant costs and liabilities as a result of environmental and safety requirements applicable to our oil and natural gas exploration and production activities. These costs and liabilities could arise under a wide range of federal, state and local environmental and safety laws and regulations, including regulations and enforcement policies, which have tended to become increasingly strict over time. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, imposition of cleanup and site restoration costs and liens, and to a lesser extent, issuance of injunctions to limit or cease operations. In addition, claims for damages to persons or property may result from environmental and other impacts of our operations.

Strict, joint and several liability may be imposed under certain environmental laws, which could cause us to become liable for the conduct of others or for consequences of our own actions that were in compliance with all applicable laws at the time those actions were taken. New laws, regulations or enforcement policies could be more stringent and impose unforeseen liabilities or significantly increase compliance costs. If we were not able to recover the resulting costs through insurance or increased revenues, our ability to make cash distributions to our unitholders could be adversely affected.

Our sales of oil, natural gas, NGLs and other energy commodities, and related hedging activities, expose us to potential regulatory risks.

The Federal Trade Commission, the Federal Energy Regulatory Commission and the Commodity Futures Trading Commission hold statutory authority to monitor certain segments of the physical and futures energy commodities markets. These agencies have imposed broad regulations prohibiting fraud and manipulation of such markets. With regard to our physical sales of oil, natural gas, NGLs or other energy commodities, and any related hedging activities that we undertake, we are required to observe the market-related regulations enforced by these agencies, which hold substantial enforcement authority. Our sales may also be subject to certain reporting and other requirements. Failure to comply with such regulations, as interpreted and enforced, could have a material adverse effect on our business, results of operations, financial condition and our ability to make cash distributions to our unitholders.

In addition, the United States Congress is currently considering derivatives reform legislation focusing on expanding Federal regulation surrounding the use of financial derivative instruments, including credit default swaps, commodity derivatives and other over-the-counter derivatives. Among the recommendations included in the proposals are the requirements for centralized clearing or settling of such derivatives as well as the expansion of collateral margin requirements for certain derivative market participants, which, if enacted, could have a material impact on our ability to conduct our business.

Federal and state legislation and regulatory initiatives relating to hydraulic fracturing could result in increased costs and additional operating restrictions or delays.

Congress is currently considering legislation to amend the federal Safe Drinking Water Act to require the disclosure of chemicals used by the oil and natural gas industry in the hydraulic fracturing process. Hydraulic fracturing is an important and commonly used process in the completion of unconventional natural gas wells in shale formations, as well as tight conventional formations including many of those that Legacy completes and produces. This process involves the injection of water, sand and chemicals under pressure into rock formations to stimulate natural gas production. Sponsors of these bills, which are currently pending in the Energy and Commerce Committee and the Environmental and Public Works Committee of the House of Representatives and Senate, respectively, have asserted that chemicals used in the fracturing process could adversely affect drinking water supplies. The proposed legislation would require the reporting and public disclosure of chemicals used in the fracturing process, which could make it easier for third parties opposing the hydraulic fracturing process to initiate legal proceedings based on allegations that specific chemicals used in the fracturing process could adversely affect groundwater. In addition, these bills, if adopted, could establish an additional level of regulation at the federal level that could lead to operational delays or increased operating costs and could result in additional regulatory burdens that could make it more difficult to perform hydraulic fracturing and increase our costs of compliance and doing business.

Climate change legislation or regulations restricting emissions of “greenhouse gases” could result in increased operating costs and reduced demand for the oil, natural gas and NGLs that we produce.

On December 15, 2009, the EPA officially published its findings that emissions of carbon dioxide, methane and other “greenhouse gases” present an endangerment to human health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the Earth’s atmosphere and other climatic changes. These findings by the EPA allow the agency to proceed with the adoption and implementation of regulations that would restrict emissions of greenhouse gases under existing provisions of the federal Clean Air Act. In late September 2009, the EPA had proposed two sets of regulations in anticipation of finalizing its findings that would require a reduction in emissions of greenhouse gases from motor vehicles and that could also lead to the imposition of greenhouse gas emission limitations in Clean Air Act permits for certain stationary sources. In addition, on September 22, 2009, the EPA issued a final rule requiring the reporting of greenhouse gas emissions from specified large greenhouse gas emission sources in the United States beginning in 2011 for emissions occurring in 2010. The adoption and implementation of any regulations imposing reporting obligations on, or limiting emissions of greenhouse gases from, our equipment and operations could require us to incur costs to reduce emissions of greenhouse gases associated with our operations or could adversely affect demand for the oil, natural gas and NGL that we produce.

Also, on June 26, 2009, the U.S. House of Representatives passed the “American Clean Energy and Security Act of 2009,” or “ACESA,” which would establish an economy-wide cap-and-trade program to reduce U.S. emissions of greenhouse gases including carbon dioxide and methane. ACESA would require a 17% reduction in greenhouse gas emissions from 2005 levels by 2020 and just over an 80% reduction of such emissions by 2050. Under this legislation, the EPA would issue a capped and steadily declining number of tradable emissions allowances to certain major sources of greenhouse gas emissions so that such sources could continue to emit greenhouse gases into the atmosphere. These allowances would be expected to escalate significantly in cost over time. The net effect of ACESA will be to impose increasing costs on the combustion of carbon-based fuels such as oil, refined petroleum products, and natural gas. The U.S. Senate has begun work on its own legislation for restricting domestic greenhouse gas emissions and the Obama Administration has indicated its support of legislation to reduce greenhouse gas emissions through an emission allowance system. Although it is not possible at this time to predict when the Senate may act on climate change legislation or how any bill passed by the Senate would be reconciled with ACESA, any future federal laws or implementing regulations that may be adopted to address greenhouse gas emissions could require us to incur increased operating costs and could adversely affect demand for the oil, natural gas and NGLs that we produce.

Units eligible for future sale may have adverse effects on our unit price and the liquidity of the market for our units.

We cannot predict the effect of future sales of our units, or the availability of units for future sales, on the market price of or the liquidity of the market for our units. Sales of substantial amounts of units, or the perception that such sales could occur, could adversely affect the prevailing market price of our units. Such sales, or the possibility of such sales, could also make it difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. The Founding Investors and their affiliates, including members of our management, own approximately 27% of our outstanding units. We granted the Founding Investors certain registration rights to have their units registered under the Securities Act. Upon registration, these units will be eligible for sale into the market. Because of the substantial size of the Founding Investors’ holdings, the sale of a significant portion of these units, or a perception in the market that such a sale is likely, could have a significant impact on the market price of our units. Further, if purchasers in our private equity offerings were to resell a substantial portion of their units, such sales could reduce the market price of our outstanding units.

Risks Related to Our Limited Partnership Structure

Our Founding Investors, including members of our management, own a 27% limited partner interest in us and control our general partner, which has sole responsibility for conducting our business and managing our operations. Our general partner has conflicts of interest and limited fiduciary duties, which may permit it to favor its own interests to the detriment of our unitholders.

Our Founding Investors, including members of our management, own a 27% limited partner interest in us and therefore have the ability to effectively control the election of the entire board of directors of our general partner. Although our general partner has a fiduciary duty to manage us in a manner beneficial to us and our unitholders, the directors and officers of our general partner have a fiduciary duty to manage our general partner in a manner beneficial to its owners, our Founding Investors and their affiliates. Conflicts of interest may arise between our Founding Investors and their affiliates, including our general partner, on the one hand, and us and our unitholders, on the other hand. In resolving these conflicts of interest, our general partner may favor its own interests and the interests of its affiliates over the interests of our unitholders. These conflicts include, among others, the following situations:

- neither our partnership agreement nor any other agreement requires our Founding Investors or their affiliates, other than our executive officers, to pursue a business strategy that favors us;
- our general partner is allowed to take into account the interests of parties other than us, such as our Founding Investors, in resolving conflicts of interest, which has the effect of limiting its fiduciary duty to our unitholders;
- our Founding Investors and their affiliates (other than our executive officers and their affiliates) may engage in competition with us;
- our general partner has limited its liability and reduced its fiduciary duties under our partnership agreement and has also restricted the remedies available to our unitholders for actions that, without the limitations, might constitute breaches of fiduciary duty. As a result of purchasing units, unitholders consent to some actions and conflicts of interest that might otherwise constitute a breach of fiduciary or other duties under applicable state law;
- our general partner determines the amount and timing of asset purchases and sales, capital expenditures, borrowings, issuance of additional partnership securities, and reserves, each of which can affect the amount of cash that is distributed to our unitholders;
- our general partner determines the amount and timing of any capital expenditures and whether a capital expenditure is a maintenance capital expenditure, which reduces operating surplus, or a growth capital expenditure, which does not. Such determination can affect the amount of cash that is distributed to our unitholders;
- our general partner determines which costs incurred by it and its affiliates are reimbursable by us;
- our partnership agreement does not restrict our general partner from causing us to pay it or its affiliates for any services rendered to us or entering into additional contractual arrangements with any of these entities on our behalf;
- our general partner intends to limit its liability regarding our contractual and other obligations;
- our general partner controls the enforcement of obligations owed to us by it and its affiliates; and
- our general partner decides whether to retain separate counsel, accountants, or others to perform services for us.

Even if unitholders are dissatisfied they cannot remove our general partner without the consent of unitholders owning at least 66 2/3% of our units, including units owned by our general partner and its affiliates.

Currently, the unitholders are unable to remove our general partner without its consent because our general partner's affiliates own sufficient units to be able to prevent our general partner's removal. The vote of the holders of at least 66 2/3% of all outstanding units voting together as a single class is required to remove the general partner. Affiliates of our general partner, including members of our management, own 27% of our units.

Our partnership agreement restricts the voting rights of those unitholders owning 20% or more of our units.

Unitholders' voting rights are further restricted by the partnership agreement provision providing that any units held by a person that owns 20% or more of any class of units then outstanding, other than our general partner, its affiliates, their transferees, and persons who acquired such units with the prior approval of the board of directors of our general partner, cannot vote on any matter. Our partnership agreement also contains provisions limiting the ability of unitholders to call meetings or to acquire information about our operations, as well as other provisions limiting the unitholders' ability to influence the manner or direction of management.

Our Founding Investors and their affiliates (other than our executive officers and their affiliates) may compete directly with us.

Our Founding Investors and their affiliates, other than our general partner and our executive officers and their affiliates, are not prohibited from owning assets or engaging in businesses that compete directly or indirectly with us. In addition, our Founding Investors or their affiliates, other than our general partner and our executive officers and their affiliates, may acquire, develop and operate oil and natural gas properties or other assets in the future, without any obligation to offer us the opportunity to acquire, develop or operate those assets.

Cost reimbursements due our general partner and its affiliates will reduce our cash available for distribution to our unitholders.

Prior to making any distribution on our outstanding units, we will reimburse our general partner and its affiliates for all expenses they incur on our behalf. Any such reimbursement will be determined by our general partner in its sole discretion. These expenses will include all costs incurred by our general partner and its affiliates in managing and operating us. The reimbursement of expenses of our general partner and its affiliates could adversely affect our ability to pay cash distributions to our unitholders.

Our partnership agreement limits our general partner's fiduciary duties to our unitholders and restricts the remedies available to unitholders for actions taken by our general partner that might otherwise constitute breaches of fiduciary duty.

Our partnership agreement contains provisions that reduce the standards to which our general partner would otherwise be held by state fiduciary duty law. For example, our partnership agreement:

- permits our general partner to make a number of decisions in its individual capacity, as opposed to in its capacity as our general partner. This entitles our general partner to consider only the interests and factors that it desires, and it has no duty or obligation to give any consideration to any interest of, or factors affecting, us, our affiliates or any unitholder;
- provides that our general partner will not have any liability to us or our unitholders for decisions made in its capacity as a general partner so long as it acted in good faith, meaning it believed the decision was in the best interests of our partnership;
- provides that our general partner is entitled to make other decisions in "good faith" if it believes that the decision is in our best interest;

- provides generally that affiliated transactions and resolutions of conflicts of interest not approved by the conflicts committee of the board of directors of our general partner and not involving a vote of unitholders must be on terms no less favorable to us than those generally being provided to or available from unrelated third parties or be “fair and reasonable” to us, as determined by our general partner in good faith, and that, in determining whether a transaction or resolution is “fair and reasonable,” our general partner may consider the totality of the relationships between the parties involved, including other transactions that may be particularly advantageous or beneficial to us; and
- provides that our general partner and its officers and directors will not be liable for monetary damages to us, our unitholders or assignees for any acts or omissions unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that the general partner or those other persons acted in bad faith or engaged in fraud or willful misconduct.

Our partnership agreement permits our general partner to redeem any partnership interests held by a limited partner who is a non-citizen assignee.

If we are or become subject to federal, state or local laws or regulations that, in the reasonable determination of our general partner, create a substantial risk of cancellation or forfeiture of any property that we have an interest in because of the nationality, citizenship or other related status of any limited partner, our general partner may redeem the units held by the limited partner at their current market price. In order to avoid any cancellation or forfeiture, our general partner may require each limited partner to furnish information about his nationality, citizenship or related status. If a limited partner fails to furnish information about his nationality, citizenship or other related status within 30 days after a request for the information or our general partner determines after receipt of the information that the limited partner is not an eligible citizen, our general partner may elect to treat the limited partner as a non-citizen assignee. A non-citizen assignee is entitled to an interest equivalent to that of a limited partner for the right to share in allocations and distributions from us, including liquidating distributions. A non-citizen assignee does not have the right to direct the voting of his units and may not receive distributions in kind upon our liquidation.

We may issue an unlimited number of additional units without the approval of our unitholders, which would dilute their existing ownership interest in us.

Our general partner, without the approval of our unitholders, may cause us to issue an unlimited number of additional units. The issuance by us of additional units or other equity securities of equal or senior rank will have the following effects:

- our unitholders’ proportionate ownership interests in us will decrease;
- the amount of cash available for distribution on each unit may decrease;
- the risk that a shortfall in the payment of our current quarterly distribution will increase;
- the relative voting strength of each previously outstanding unit may be diminished; and
- the market price of the units may decline.

The liability of our unitholders may not be limited if a court finds that unitholder action constitutes control of our business.

A general partner of a partnership generally has unlimited liability for the obligations of the partnership, except for those contractual obligations of the partnership that are expressly made without recourse to the general partner. Our partnership is organized under Delaware law, and we conduct business in a number of other states. The limitations on the liability of holders of limited partner interests for the obligations of a limited partnership have not been clearly established in some of the other states in which we do business. In some states, including Delaware, a limited partner is only liable if he participates in the “control” of the business of the partnership. These statutes generally do not define control, but do permit limited partners to engage in certain activities, including, among other actions, taking any action with respect to the dissolution of the partnership, the sale, exchange, lease

or mortgage of any asset of the partnership, the admission or removal of the general partner and the amendment of the partnership agreement. Our unitholders could, however, be liable for any and all of our obligations as if our unitholders were a general partner if:

- a court or government agency determined that we were conducting business in a state but had not complied with that particular state's partnership statute; or
- our unitholders' right to act with other unitholders to take other actions under our partnership agreement constitutes "control" of our business.

Unitholders may have liability to repay distributions that were wrongfully distributed to them.

Under certain circumstances, unitholders may have to repay amounts wrongfully returned or distributed to them. Under Section 17-607 of the Delaware Revised Uniform Limited Partnership Act, we may not make a distribution to our unitholders if the distribution would cause our liabilities to exceed the fair value of our assets. Delaware law provides that for a period of three years from the date of the distribution, limited partners who received an impermissible distribution and who knew at the time of the distribution that it violated Delaware law will be liable to the limited partnership for the distribution amount. Substituted limited partners are liable for the obligations of the transferring limited partner to make contributions to the partnership that are known to such substitute limited partner at the time it became a limited partner and for unknown obligations if the liabilities could be determined from the partnership agreement. Liabilities to partners on account of their partnership interest and liabilities that are non-recourse to the partnership are not counted for purposes of determining whether a distribution is permitted.

Tax Risks to Unitholders

Our tax treatment depends on our status as a partnership for federal income tax purposes, as well as our not being subject to a material amount of additional entity-level taxation by states and localities. If the IRS were to treat us as a corporation or if we were to become subject to a material amount of additional entity-level taxation for state or local tax purposes, then our cash available for distribution to our unitholders would be substantially reduced.

The anticipated after-tax economic benefit of an investment in our units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS on this or any other tax matter affecting us.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which currently has a top marginal rate of 35%, and would likely pay state and local income tax at the corporate tax rate of the various states and localities imposing a corporate income tax. Distributions to our unitholders would generally be taxed again as corporate distributions, and no income, gains, losses, deductions or credits would flow through to our unitholders. Because a tax would be imposed upon us as a corporation, our cash available to pay distributions to our unitholders would be substantially reduced. Therefore, treatment of us as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to our unitholders likely causing a substantial reduction in the value of our units.

Current law may change, causing us to be treated as a corporation for federal income tax purposes or otherwise subject us to entity-level taxation. In addition, because of widespread state budget deficits and other reasons, several states are evaluating ways to subject partnerships to entity-level taxation through the imposition of state income, franchise and other forms of taxation. For example, we are subject to an entity-level state tax on the portion of our gross income that is apportioned to Texas. If any additional states were to impose a tax upon us as an entity, the cash available for distribution to our unitholders would be reduced.

The tax treatment of publicly traded partnerships or an investment in our units could be subject to potential legislative, judicial or administrative changes and differing interpretations, possibly on a retroactive basis.

The present U.S. federal income tax treatment of publicly traded partnerships, including us, or an investment in our units may be modified by administrative, legislative or judicial interpretation at any time. Any modification to the U.S. federal income tax laws and interpretations thereof may or may not be applied retroactively and could make it more difficult or impossible to meet the exception for us to be treated as a partnership for U.S. federal income tax purposes that is not taxable as a corporation, or Qualifying Income Exception, affect or cause us to change our business activities, affect the tax considerations of an investment in us, change the character or treatment of portions of our income and adversely affect an investment in our units. Recently, members of Congress have considered substantive legislative changes to existing U.S. tax laws that would affect publicly traded partnerships. Although it does not appear that the legislation considered would have affected our tax treatment as a partnership, we are unable to predict whether any of these changes, or other proposals, will ultimately be enacted. Any such changes could negatively impact the value of an investment in our units.

Certain federal income tax deductions currently available with respect to oil and natural gas drilling and development may be eliminated as a result of future legislation.

The White House released a preview of its budget for Fiscal Year 2011 on February 1, 2010 (the “Budget Proposal”) that includes proposals to eliminate many of the key federal income tax benefits historically associated with oil and natural gas drilling and development. Although presented in very summary form, among other significant energy tax items, the Budget Proposal recommends the complete elimination of (1) expensing of intangible drilling costs, and (2) the “percentage depletion” method of deduction with respect to oil and natural gas wells. Intangible drilling costs would be amortized over a period of years rather than expensed in the year incurred. Cost depletion would still be available in lieu of percentage depletion.

On April 23, 2009, the Oil Industry Tax Break Repeal Act of 2009 (the “Senate Bill”) was introduced in the Senate and includes many of the proposals outlined in the Budget Proposal. In addition, there are other significant tax changes under discussion in Congress. The passage of any legislation as a result of the Budget Proposal, the Senate Bill or any other similar change in federal income tax law could affect certain tax deductions that are currently available with respect to oil and natural gas exploration and development and could represent a significant reduction in the tax benefits that have historically applied to certain investments in oil and natural gas. Any modification to the U.S. federal income tax laws and interpretations thereof may or may not be applied retroactively. We are unable to predict whether any of these changes, or other proposals, will be reconsidered or ultimately enacted, and whether or how any of these changes would impact our business, but any changes could adversely affect the amount of taxable income or loss being allocated to our unitholders and negatively impact the value of our units.

Our unitholders may be required to pay taxes on their share of our income even if they do not receive any cash distributions from us.

Our unitholders are required to pay federal income taxes and, in some cases, state and local income taxes on their share of our taxable income, whether or not they receive cash distributions from us. Our unitholders may not receive cash distributions from us equal to their share of our taxable income or even equal to the actual tax liability that results from their share of our taxable income.

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred.

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. The use of this proration method may not be permitted under existing Treasury regulations, and, accordingly, our counsel is unable to opine as to the validity of this method. If the IRS were to challenge this method or new Treasury regulations were issued, we may be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

A successful IRS contest of the federal income tax positions we take may adversely affect the market for our units, and the costs of any contest will reduce our cash available for distribution to our unitholders.

We have not requested any ruling from the IRS with respect to our treatment as a partnership for federal income tax purposes or any other matter affecting us. The IRS may adopt positions that differ from our counsel's conclusions or the positions we take. It may be necessary to resort to administrative or court proceedings to sustain some or all of our counsel's conclusions or the positions we take. A court may disagree with some or all of our counsel's conclusions or the positions we take. Any contest with the IRS may materially and adversely impact the market for our units and the price at which they trade. In addition, the costs of any contest with the IRS will result in a reduction in cash available to pay distributions to our unitholders and thus will be borne indirectly by our unitholders.

Tax-exempt entities and foreign persons face unique tax issues from owning units that may result in adverse tax consequences to them.

Investment in our units by tax-exempt entities, including employee benefit plans and individual retirement accounts (known as IRAs) and non-U.S. persons raises issues unique to them. For example, virtually all of our income allocated to organizations exempt from federal income tax, including individual retirement accounts and other retirement plans, will be unrelated business taxable income and will be taxable to such a unitholder. Distributions to non-U.S. persons will be reduced by withholding taxes imposed at the highest effective applicable tax rate, and non-U.S. persons will be required to file United States federal income tax returns and pay tax on their share of our taxable income.

Tax gain or loss on the disposition of our units could be more or less than expected because prior distributions in excess of allocations of income will decrease our unitholders tax basis in their units.

If our unitholders sell any of their units, they will recognize gain or loss equal to the difference between the amount realized and their tax basis in those units. Prior distributions to our unitholders in excess of the total net taxable income they were allocated for a unit, which decreased their tax basis in that unit, will, in effect, become taxable income to our unitholders if the unit is sold at a price greater than their tax basis in that unit, even if the price our unitholders receive is less than their original cost. A substantial portion of the amount realized, whether or not representing gain, may be ordinary income to our unitholders. In addition, if our unitholders sell their units, our unitholders may incur a tax liability in excess of the amount of cash our unitholders receive from the sale.

We will treat each purchaser of our units as having the same tax benefits without regard to the units purchased. The IRS may challenge this treatment, which could adversely affect the value of the units.

Because we cannot match transferors and transferees of units, we will adopt depletion, depreciation and amortization positions that may not conform with all aspects of existing Treasury regulations. Our counsel is unable to opine as to the validity of such filing positions. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to our unitholders. It also could affect the timing of these tax benefits or the amount of gain on the sale of units and could have a negative impact on the value of our units or result in audits of and adjustments to our unitholders' tax returns.

A unitholder whose units are loaned to a "short seller" to cover a short sale of units may be considered as having disposed of those units. If so, the unitholder would no longer be treated for tax purposes as a partner with respect to those units during the period of the loan may recognize gain or loss from the disposition.

Because a unitholder whose units are loaned to a "short seller" to cover a short sale of units may be considered as having disposed of the loaned units, he may no longer be treated for tax purposes as a partner with respect to those units during the period of the loan to the short seller and the unitholder may recognize gain or loss from such disposition. Moreover, during the period of the loan to the short seller, any of our income, gain, loss or deduction with respect to those units may not be reportable by the unitholder and any cash distributions received by the unitholder as to those units could be fully taxable as ordinary income. Our counsel has not rendered an opinion

regarding the treatment of a unitholder where our units are loaned to a short seller to cover a short sale of our units; therefore, unitholders desiring to assure their status as partners and avoid the risk of gain recognition from a loan to a short seller are urged to modify any applicable brokerage account agreements to prohibit their brokers from borrowing their units.

Our unitholders may be subject to state and local taxes and return filing requirements in states where they do not live as a result of investing in our units.

In addition to federal income taxes, our unitholders will likely be subject to other taxes, including state and local income taxes, unincorporated business taxes and estate, inheritance or intangible taxes that are imposed by the various jurisdictions in which we do business or own property now or in the future, even if they do not reside in any of those jurisdictions. Our unitholders will likely be required to file state and local income tax returns and pay state and local income taxes in some or all of these various jurisdictions. Further, our unitholders may be subject to penalties for failure to comply with those requirements. We currently do business and own assets in Texas, New Mexico, Oklahoma, Alabama, Mississippi, Wyoming, North Dakota, Colorado and Arkansas. As we make acquisitions or expand our business, we may do business or own assets in other states in the future. It is the responsibility of each unitholder to file all United States federal, state and local tax returns that may be required of such unitholder. Our counsel has not rendered an opinion on the state or local tax consequences of an investment in our units.

We will be considered to have terminated for tax purposes due to a sale or exchange of 50% or more of our interests within a twelve-month period.

We will be considered to have terminated our partnership for federal income tax purposes if there is a sale or exchange of 50% or more of the total interests in our capital and profits within a twelve-month period. Our termination would, among other things result in the closing of our taxable year for all unitholders and could result in a deferral of depreciation deductions allowable in computing our taxable income.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. *PROPERTIES*

As of December 31, 2009 we owned interests in producing oil and natural gas properties in 274 fields in the Permian Basin, Texas Panhandle, Oklahoma and several other states, operated 1,652 gross productive wells and owned non-operated interests in 2,314 gross productive wells. The following table sets forth information about our proved oil and natural gas reserves as of December 31, 2009. The standardized measure amounts shown in the table are not intended to represent the current market value of our estimated oil and natural gas reserves. For a definition of “standardized measure,” please see the glossary of terms at the beginning of this annual report on Form 10-K.

Field	As of December 31, 2009				
	Proved Reserves			Standardized Measure	
	MMBoe	R/P(a)	% Oil and NGLs	Amount(b) (\$ in Millions)	% of Total
Texas Panhandle Fields	7.9	16	72%	\$ 61.1	17.0%
Spraberry	6.1	18	67	51.1	14.2
East Binger.	3.0	10	81	34.7	9.6
Jordan.	2.0	12	88	19.5	5.4
Howard Glasscock/Iatan/Iatan East Howard	1.3	12	99	16.0	4.4
Denton	1.4	7	84	15.5	4.3
Farmer	1.8	22	66	14.2	3.9
Langlie Mattix	1.0	22	85	10.7	3.0
Total — Top 8 fields.	24.5	14	75%	\$222.8	61.8%
All others	12.6	10	65	137.4	38.2
Total	<u>37.1</u>	<u>12</u>	<u>72%</u>	<u>\$360.2</u>	<u>100.0%</u>

(a) Reserves as of December 31, 2009 divided by annualized fourth quarter production volumes.

(b) Texas margin taxes and the federal income taxes associated with a corporate subsidiary have not been deducted from future production revenues in the calculation of the standardized measure as the impact of these taxes would not have a significant effect on the calculated standardized measure.

Summary of Oil and Natural Gas Properties and Projects

Our most significant fields are the Texas Panhandle, Spraberry, East Binger, Jordan, Howard Glasscock/Iatan/Iatan East Howard, Denton, Farmer and Langlie Mattix. As of December 31, 2009, these eight fields accounted for approximately 66% of our total estimated proved reserves.

Texas Panhandle Fields. The Texas Panhandle fields are located in Carson, Gray, Hartley, Hutchinson, Moore, and Potter Counties, Texas. The fields are produced from multiple formations of Permian age which primarily include the Granite Wash, Brown Dolomite, and Red Cave formations from 2,500 to 4,000 feet. Legacy operates 565 wells (521 producing, 44 injecting) in the Texas Panhandle fields with working interests ranging from 24.5% to 100% and net revenue interests ranging from 23.7% to 100.0%. We also own another 410 wells (398 producing, 12 injecting) with a 12.5% average non-operated working interest. As of December 31, 2009, our properties in the Texas Panhandle fields contained 7.9 MMBoe (72% liquids) of net proved reserves with a standardized measure of \$61.1 million. The average net daily production from these fields was 1,370 Boe/d for the fourth quarter of 2009. The estimated reserve life (R/P) for these fields is 16 years based on the annualized fourth quarter production rate.

Spraberry Field. The Spraberry field is located in Midland, Martin, Reagan and Upton Counties, Texas. This field produces from Spraberry and Wolfcamp age formations from 5,000 to 10,200 feet. We operate 136 active wells (134 producing, 2 injecting) in this field with working interests ranging from 7.2% to 100% and net revenue interests ranging from 4.7% to 90.8%. We also own another 43 wells (42 producing, 1 injecting) with a

40.9% average non-operated working interest. As of December 31, 2009, our properties in the Spraberry field contained 6.1 MMBoe (67% liquids) of net proved reserves with a standardized measure of \$51.1 million. The average net daily production from this field was 931 Boe/d for the fourth quarter of 2009. The estimated reserve life (R/P) for this field is 18 years based on the annualized fourth quarter production rate.

Four wells were drilled on Legacy Reserves' properties in the Spraberry Field in 2009. We have identified 51 more proved undeveloped projects and 5 behind-pipe or proved developed non-producing re-completion projects in this field. We also have 274 unproved drilling locations on 40-acre spacing in this field.

East Binger Field. The East Binger field is located in Caddo County, Oklahoma. The Marchand Sand, at depths of 9,700 to 10,100 feet, is the primary reservoir in the East Binger field. The East Binger Unit, the major property in the field, is an active miscible nitrogen injection project and is operated by Binger Operations, LLC (BOL), of which Legacy owns 50%. BOL operates 90 wells (54 producing, 36 injecting) in the East Binger field, and Legacy owns a working interest of 54.5% and net revenue interest of 46.1% in the East Binger Unit. As of December 31, 2009, our properties in the East Binger field contained 3.0 MMBoe (81% liquids) of net proved reserves with a standardized measure of \$34.7 million. The average net daily production from this field was 820 Boe/d for the fourth quarter of 2009. The estimated reserve life (R/P) for the field is 10 years based on the annualized fourth quarter production rate.

Two infill wells were drilled in the East Binger Unit in 2009, and we have 8 more proved undeveloped projects identified in this field.

Jordan Field. The Jordan field is located in Ector and Crane Counties, Texas. The field produces under waterflood from the San Andres Formation at depths of 3,100 to 3,800 feet. We operate 58 wells (44 producing, 14 injecting) in the West Jordan Unit with a 53.1% working interest and a 39.8% net revenue interest. We also own a 35.9% non-operated working interest and a 29.7% net revenue interest in the Jordan University Unit which contains 148 wells (110 producing, 38 injecting). As of December 31, 2009, our properties in the Jordan field contained 2.0 MMBoe (88% liquids) of net proved reserves with a standardized measure of \$19.5 million. The average net daily production from the field was 437 Boe/d for the fourth quarter of 2009. The estimated reserve life (R/P) of the field is 12 years based on the annualized fourth quarter production rate.

The Jordan University Unit was drilled in the 1930s through the 1960s on 20-acre spacing and waterflooding commenced in 1966. There have been over 100 10-acre infill wells drilled in the unit including four wells drilled in 2009. We have eight more proved undeveloped 10-acre drilling locations in the unit.

The West Jordan Unit was drilled in the 1930s through the 1960s on 20-acre spacing and waterflooding began in 1970. There have been 62 10-acre infill wells drilled in the unit. We have also completed 19 re-stimulation and re-activation projects in the unit including five in 2009. We have 10 proved developed 10-acre drilling locations and 14 more proved developed non-producing projects in the unit.

Howard Glasscock, Iatan and Iatan East Howard Fields. The Howard Glasscock, Iatan and Iatan East Howard fields adjoin one another and are located in Howard and Mitchell Counties, Texas. These fields produce from multiple formations of Permian age which primarily include the San Andres, Yates, Seven Rivers, Queen, Clearfork and Glorieta Formations from 1,000 to 3,700 feet as well as the Wolfcamp and Canyon Formations from 5,100 to 7,400 feet. We operate 152 wells (139 producing, 13 injecting) in these fields with working interests ranging from 62.5% to 100.0% and net revenue interests ranging from 47.3% to 90.0%. As of December 31, 2009, our properties in the Howard Glasscock, Iatan and Iatan East Howard fields contained 1.3 MMBoe (99% liquids) of net proved reserves with a standardized measure of \$16.0 million. The average net daily production from these fields was 299 Boe/d for the fourth quarter of 2009. The estimated reserve life (R/P) for these fields is 12 years based on the annualized fourth quarter production rate.

Denton Field. The Denton field is located in Lea County, New Mexico. The Devonian Formation at depths of 11,000 to 12,700 feet is the primary reservoir in the Denton field. Additional production has been developed in the Wolfcamp Formation at depths of 8,900 to 9,600 feet. We operate 20 wells in the Denton field with working interests ranging from 86% to 100% and net revenue interests ranging from 75.1% to 87.5%. We also own another

12 producing wells with a 15.0% average non-operated working interest. As of December 31, 2009, our properties in the Denton field contained 1.4 MMBoe (84% liquids) of net proved reserves with a standardized measure of \$15.5 million. The average net daily production from this field was 559 Boe/d for the fourth quarter of 2009. The estimated reserve life (R/P) for the field is 7 years based on the annualized fourth quarter production rate.

Farmer Field. The Farmer field is located in Crockett and Reagan Counties, Texas. The San Andres Formation at depths of 2,100 to 2,600 feet is the primary reservoir in the Farmer field. We operate 158 wells (150 producing, 8 injecting) in the Farmer field with a 100.0% average working interest and a net revenue interest ranging from 80.8% to 87.5%. As of December 31, 2009, our properties in the Farmer field contained 1.8 MMBoe (66% liquids) of net proved reserves with a standardized measure of \$14.2 million. The average net daily production from this field was 232 Boe/d for the fourth quarter of 2009. The estimated reserve life (R/P) for the field is 22 years based on the annualized fourth quarter production rate.

The Farmer field has been developed using 20-acre spacing with the exception of a pilot 10-acre spacing area that includes eleven 10-acre wells. We currently have 33 10-acre proved undeveloped locations in this field and an additional 72 unproved 10-acre locations.

Langlie Mattix Field. The Langlie Mattix field is located in Lea County, New Mexico. The Queen Formation at depths of 3,400 to 3,800 feet is the primary reservoir in the Langlie Mattix field. We operate 103 wells (80 producing, 23 injecting) in the Langlie Mattix Penrose Sand Unit, a subdivision of the Langlie Mattix Field, with a 51.7% average working interest and a 44.7% average net revenue interest. We also operate two other properties with five active producing wells with 100% and 82.4% working interests and 82.0% and 67.4% net revenue interests, respectively. As of December 31, 2009, our properties in the Langlie Mattix field contained 1.0 MMBoe (85% liquids) of net proved reserves with a standardized measure of \$10.7 million. The average net daily production from this field was 119 Boe/d for the fourth quarter of 2009. The estimated reserve life (R/P) for the field is 22 years based on the annualized fourth quarter production rate.

The Langlie Mattix Penrose Sand Unit was drilled in the late 1930s and early 1940s on 40-acre spacing. Waterflooding commenced in 1958. There have been a total of 26 20-acre infill wells drilled on the Unit in four different drilling programs from 1983 to 2007. All four 20-acre infill drilling programs were successful. We have 23 more proved undeveloped locations and an additional 41 unproved 20-acre locations.

Oil and Natural Gas Data

Proved Reserves

The following table sets forth a summary of information related to our estimated net proved reserves as of the dates indicated based on reserve reports prepared by LaRoche Petroleum Consultants, Ltd. ("LaRoche"). The estimates of net proved reserves have not been filed with or included in reports to any federal authority or agency. Standardized measure amounts shown in the table are not intended to represent the current market value of our estimated oil and natural gas reserves.

The following information represents estimates of our proved reserves as of December 31, 2009, which have been prepared and presented under new SEC rules. These new rules are effective for fiscal years ending on or after December 31, 2009, and require SEC reporting companies to prepare their reserve estimates using revised reserve definitions and revised pricing based on 12-month un-weighted first-day-of-the-month average pricing. The previous rules required that reserve estimates be calculated using last-day-of-the-year pricing. The pricing that was used for estimates of our reserves as of December 31, 2009 was based on an un-weighted 12-month average West Texas Intermediate posted price of \$57.65 per Bbl for oil and a NYMEX natural gas price of \$3.87 per MMBtu. See the table below. As a result of this change in pricing methodology our proved reserves decreased by approximately 4.1 MMBoe, our standardized measure decreased by approximately \$253.1 million and direct comparisons of previously-reported reserves amounts may be more difficult.

Another impact of the new SEC rules is a general requirement that, subject to limited exceptions, proved undeveloped reserves may only be booked if they relate to wells scheduled to be drilled within five years of the date of booking. This new rule has limited and may continue to limit our potential to book additional proved undeveloped reserves. Moreover, we may be required to write down our proved undeveloped reserves if we do not drill on those reserves within the required five-year timeframe. We do not have any proved undeveloped reserves which have remained undeveloped for five years or more.

The SEC has not reviewed the Partnership's reserve estimates under the new rules and has released only limited interpretive guidance regarding reporting of reserve estimates under the new rules and may not issue further interpretive guidance on the new rules. Accordingly, while the estimates of the Partnership's proved reserves at December 31, 2009 included in this report have been prepared based on what the Partnership and our independent reserve engineers believe to be reasonable interpretations of the new SEC rules, those estimates could differ materially from any estimates the Partnership might prepare applying more specific interpretive guidance.

	As of December 31,		
	2009	2008	2007
Reserve Data:			
Estimated net proved reserves:			
Oil (MMBbls)	21.7	16.6	19.6
Natural Gas Liquids (MMBbls)	5.0	4.3	4.0
Natural Gas (Bcf)	62.4	59.3	50.9
Total (MMBoe)	37.1	30.8	32.1
Proved developed reserves (MMBoe)	31.6	28.0	29.0
Proved undeveloped reserves (MMBoe)	5.5	2.8	3.1
Proved developed reserves as a percentage of total proved reserves	85%	91%	90%
Standardized measure (in millions)(a)	\$360.2	\$235.0	\$690.5
Oil and Natural Gas Prices(b)			
Oil - NYMEX WTI per Bbl	\$ 57.65	\$41.00	\$92.50
Natural gas - NYMEX Henry Hub per MMBtu	\$ 3.87	\$ 5.71	\$ 6.80

- (a) Standardized measure is the present value of estimated future net revenues to be generated from the production of proved reserves, determined in accordance with assumptions required by the Financial Accounting Standards Board and the Securities and Exchange Commission (using current costs and prices in effect as of the period end date for periods prior to 2009 and the average annual prices based on the un-weighted arithmetic average of the first-day-of-the-month price for each month of periods beginning on or after January 1, 2009) without giving effect to non-property related expenses such as general administrative expenses and debt service or to depletion, depreciation and amortization and discounted using an annual discount rate of 10%. Because we are a limited partnership that allocates our taxable income to our unitholders, no provision for federal or state income taxes has been provided for in the calculation of standardized measure. Standardized measure does not give effect to derivative transactions. For a description of our derivative transactions, please read "Management's Discussion and Analysis of Financial Condition and Results of Operation — Cash Flow from Operations."
- (b) Oil and natural gas prices as of each date are based on NYMEX physical spot prices per Bbl of oil and per MMBtu of natural gas at such date for periods prior to 2009 and the un-weighted arithmetic average of the first-day-of-the-month price for each month of periods beginning on or after January 1, 2009, with these representative prices adjusted by property to arrive at the appropriate net sales price. These prices correlate to the NYMEX West Texas Intermediate near-month futures prices of \$44.60 and \$95.98 as of December 31, 2008 and 2007, respectively, and the NYMEX Henry Hub near month futures prices of \$5.62 and \$7.48 as of December 31, 2008 and 2007, respectively.

Proved developed reserves are reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Proved undeveloped reserves are reserves that are expected to be recovered from new wells on undrilled acreage for which the existence and recoverability of such reserves can be estimated with reasonable certainty, or from existing wells on which a relatively major expenditure is required for re-completion.

The data in the above table represents estimates only. Oil and natural gas reserve engineering is inherently a subjective process of estimating underground accumulations of oil and natural gas that cannot be measured exactly. The accuracy of any reserve estimate is a function of the quality of available data and engineering and geological interpretation and judgment. Accordingly, reserve estimates may vary from the quantities of oil and natural gas that are ultimately recovered. Please read “Risk Factors — Our estimated reserves are based on many assumptions that may prove inaccurate. Any material inaccuracies in these reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves.” Future prices received for production and costs may vary, perhaps significantly, from the prices and costs assumed for purposes of these estimates. Standardized measure amounts shown above should not be construed as the current market value of our estimated oil and natural gas reserves. The 10% discount factor used to calculate standardized measure, which is required by Financial Accounting Standard Board pronouncements, is not necessarily the most appropriate discount rate. The present value, no matter what discount rate is used, is materially affected by assumptions as to timing of future production, which may prove to be inaccurate.

From time to time, we engage LaRoche to prepare a reserve and economic evaluation of properties that we are considering purchasing. Neither LaRoche nor any of its employees have any interest in those properties, and the compensation for these engagements is not contingent on their estimates of reserves and future net revenues for the subject properties. During 2009, 2008 and 2007, we paid LaRoche approximately \$141,666, \$225,074 and \$143,900, respectively, for such reserve and economic evaluations.

Internal Control over Reserve Estimations

Legacy provides LaRoche information on all properties acquired during the year for addition to Legacy’s reserve report. LaRoche updates production data from public sources and then modifies production forecasts for all properties as necessary. Legacy provides lease operating statement data at the property level from Legacy’s accounting system for estimation of each property’s operating expenses, price differentials, gas shrinkage and NGL yield. Legacy provides all changes in Legacy’s ownership interests in the properties to LaRoche for input into the reserve report. Legacy provides information on all capital projects completed during the year as well as changes in the expected timing of future capital projects. Legacy provides updated capital project cost estimates and abandonment cost and salvage value estimates. After evaluating and inputting all information provided by Legacy, LaRoche provides Legacy with a preliminary reserve report which Legacy reviews for accuracy and completeness. After considering comments provided by Legacy, LaRoche completes and publishes the final reserve report.

Legacy’s Acquisition and Planning Manager is the reservoir engineer primarily responsible for overseeing the preparation of reserve estimates by the third-party engineering firm, LaRoche. He has held a wide variety of technical and supervisory positions during a 32-year career with four major publicly traded oil and natural gas producing companies, including Legacy. He has over 22 years of SEC reserve report preparation experience in addition to continuing education courses on reserve estimation and reporting, including one in 2009 covering the effect of the SEC’s Final Rule, *Modernization of Oil and Gas Reporting*.

Production and Price History

The following table sets forth a summary of unaudited information with respect to our production and sales of oil and natural gas for the years ended December 31, 2009, 2008 and 2007:

	Year Ended December 31,		
	2009	2008(a)	2007(b)
Production:			
Oil (MBbl)	1,800	1,660	1,179
Natural gas liquids (MGal)	15,118	12,977	5,295
Gas (MMcf)	5,055	4,838	3,052
Total (MBoe)	3,002	2,775	1,814
Average daily production (Boe per day)	8,225	7,582	4,970
Average sales price per unit (excluding derivatives):			
Oil (per Bbl)	\$ 57.40	\$ 95.16	\$ 70.65
NGL (per Gal)	\$ 0.76	\$ 1.22	\$ 1.42
Gas (per Mcf)	\$ 4.43	\$ 8.60	\$ 7.02
Combined (per Boe)	\$ 45.73	\$ 77.63	\$ 61.87
Average sales price per unit (including realized derivative gains/losses)(c):			
Oil (per Bbl)	\$ 78.47	\$ 72.16	\$ 67.58
NGL (per Gal)	\$ 0.81	\$ 0.99	\$ 1.30
Gas (per Mcf)	\$ 7.17	\$ 8.80	\$ 8.48
Combined (per Boe)	\$ 63.21	\$ 63.13	\$ 61.99
Average unit costs per Boe:			
Production costs, excluding production and other taxes	\$ 14.76	\$ 17.37	\$ 13.95
Ad valorem taxes	\$ 1.50	\$ 1.37	\$ 1.01
Production and other taxes	\$ 2.71	\$ 4.58	\$ 4.35
General and administrative	\$ 5.16	\$ 4.11	\$ 4.63
Depletion, depreciation and amortization	\$ 19.57	\$ 22.82	\$ 15.66

- (a) Reflects the production and operating results of the COP III and Pantwist acquisition properties from the closing dates of such acquisitions through December 31, 2008.
- (b) Reflects the production and operating results of the oil and natural gas properties acquired in the Binger, Ameristate, TSF, Raven Shenandoah, Raven OBO, TOC and Summit Acquisitions from the closing dates of such acquisitions through December 31, 2007.
- (c) Includes only the realized gains (losses) from Legacy's oil and natural gas swaps.

Productive Wells

The following table sets forth information at December 31, 2009 relating to the productive wells in which we owned a working interest as of that date. Productive wells consist of producing wells and wells capable of production, including natural gas wells awaiting pipeline connections to commence deliveries and oil wells awaiting connection to production facilities. Gross wells are the total number of producing wells in which we own an interest, and net wells are the sum of our fractional working interests owned in gross wells.

	Oil		Natural Gas	
	Gross	Net	Gross	Net
Operated	1,490	1,219	162	144
Non-operated	1,857	229	457	71
Total	3,347	1,448	619	215

Developed and Undeveloped Acreage

The following table sets forth information as of December 31, 2009 relating to our leasehold acreage.

	Developed Acreage(a)		Undeveloped Acreage(b)	
	Gross(c)	Net(d)	Gross(c)	Net(d)
Total	436,298	151,436	6,080	691

- (a) Developed acres are acres spaced or assigned to productive wells or wells capable of production.
- (b) Undeveloped acres are acres which are not held by commercially producing wells, regardless of whether such acreage contains proved reserves. All of our proved undeveloped locations are located on acreage currently held by production.
- (c) A gross acre is an acre in which we own a working interest. The number of gross acres is the total number of acres in which we own a working interest.
- (d) A net acre is deemed to exist when the sum of the fractional ownership working interests in gross acres equals one. The number of net acres is the sum of the fractional working interests owned in gross acres expressed as whole numbers and fractions thereof.

Drilling Activity

The following table sets forth information, on a combined basis, with respect to wells completed by Legacy during the years ended December 31, 2009, 2008 and 2007. The drilling activities associated with the properties acquired in the Binger acquisition (April 16, 2007), the Ameristate acquisition (May 1, 2007), the TSF acquisition (May 25, 2007), the Raven Shenandoah acquisition (May 31, 2007), the Raven OBO acquisition (August 3, 2007), the TOC acquisition (October 1, 2007) and the Summit acquisition (October 1, 2007) are included for all periods subsequent to those acquisition dates. The drilling activities associated with the properties acquired in the COP III acquisition (April 30, 2008) and the Pantwist acquisition (October 1, 2008) are included for all periods subsequent to those acquisition dates. The information should not be considered indicative of future performance, nor should it be assumed that there is necessarily any correlation between the numbers of productive wells drilled, quantities of reserves found or economic value. Productive wells are those that produce commercial quantities of oil and natural gas, regardless of whether they produce a reasonable rate of return.

		Year Ended December 31,		
		2009	2008	2007
Gross:				
Development				
Productive		22	23	29
Dry		—	—	—
Total		22	23	29
Exploratory				
Productive		—	—	—
Dry		—	—	—
Total		—	—	—
Net:				
Development				
Productive		5.7	14.1	13.0
Dry		—	—	—
Total		5.7	14.1	13.0
Exploratory				
Productive		—	—	—
Dry		—	—	—
Total		—	—	—

Summary of Development Projects

We are currently pursuing an active development strategy. We estimate that our capital expenditures for the year ending December 31, 2010 will be approximately \$31 million for development drilling, re-completions and re-fracture stimulation and other development related projects to implement this strategy. This amount was increased from the previously approved capital budget of \$25.3 million to include identified development projects related to the Wyoming acquisition. We intend to drill 44 gross (32.7 net) development wells and execute 39 gross (23.6 net) re-completions and re-fracture simulations projects. All of these development projects are located in the Permian Basin, Wyoming and the East Binger field in Oklahoma. We will consider adjustments to this capital program based on our assessment of additional development opportunities that are identified during the year and the cash available to invest in our development projects.

Operations

General

We operate approximately 67% of our net daily production of oil and natural gas. We design and manage the development, re-completion or workover for all of the wells we operate and supervise operation and maintenance activities. We do not own drilling rigs or other oil field services equipment used for drilling or maintaining wells on properties we operate except for two single pole pulling units and a cable tool rig used for shallow well work in the Texas Panhandle fields. Independent contractors engaged by us provide all the equipment and personnel associated with these activities. We employ drilling, production, and reservoir engineers, geologists and other specialists who have worked and will work to improve production rates, increase reserves, and lower the cost of operating our oil and natural gas properties. We also employ field operating personnel including production superintendents, production foremen, production technicians and lease operators. We charge the non-operating partners an operating fee for operating the wells, typically on a fee per well-operated basis. Our non-operated wells are managed by third-party operators who are typically independent oil and natural gas companies.

Oil and Natural Gas Leases

The typical oil and natural gas lease agreement covering our properties provides for the payment of royalties to the mineral owner for all oil and natural gas produced from any well drilled on the lease premises. In the Permian Basin, this amount generally ranges from 12.5% to 33.7%, resulting in an 87.5% to 66.3% net revenue interest to us. Most of our leases are held by production and do not require lease rental payments.

South Justis Unit Operating Agreement

In connection with our acquisition of the South Justis Unit from Henry Holding LP on June 29, 2006, we became the successor in interest to Henry Holding LP as unit operator under the Unit Operating Agreement. As unit operator, we are entitled to receive from the other working interest owners a per well operating fee which was initially anticipated to be an aggregate of \$1.7 million annually and is subject to an annual cost escalator. Under the terms of the Unit Agreement, we may be removed as unit operator upon default or failure to perform our duties by a vote of two or more working interest owners representing at least 80% of the working interest other than the interest held by us. In the event that we transfer our working interest ownership, we will be removed as unit operator.

Derivative Activity

We enter into derivative transactions with unaffiliated third parties with respect to oil and natural gas prices to achieve more predictable cash flows and to reduce our exposure to short-term fluctuations in oil and natural gas prices. All of our derivative transactions in place are NYMEX or Over the Counter (“OTC”) financial swaps and collars, which do not require option premiums. Our derivatives either swap floating prices for fixed prices indexed on NYMEX for oil and OTC for natural gas and NGLs or swap the NYMEX index price to an index that reflects a geographical area of production, in our case, the Waha natural gas and ANR-Oklahoma natural gas indices. Our NYMEX WTI oil collar contract combines a put option or “floor” with a call option or “ceiling.” We enter into

derivative transactions with respect to LIBOR interest rates to achieve more predictable cash flows and to reduce our exposure to short-term fluctuations in LIBOR interest rates. All of our interest rate derivative transactions are LIBOR interest rate swaps, which do not require option premiums. Our derivatives swap floating LIBOR rates for fixed rates. All of our derivative counterparties are members of our bank group. For a more detailed discussion of our derivative activities, please read “Business – Oil and Natural Gas Derivative Activities,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Cash Flow from Operations” and “— Quantitative and Qualitative Disclosures About Market Risk.”

Title to Properties

Prior to completing an acquisition of producing oil and natural gas leases, we perform title reviews on significant leases and, depending on the materiality of properties, we may obtain a title opinion or review previously obtained title opinions. As a result, title opinions have been obtained on a significant portion of our properties.

As is customary in the oil and natural gas industry, we initially conduct only a cursory review of the title to our properties on which we do not have proved reserves. Prior to the commencement of drilling operations on those properties, we conduct a thorough title examination and perform curative work with respect to significant defects. To the extent title opinions or other investigations reflect title defects on those properties, we are typically responsible for curing any title defects at our expense. We generally will not commence drilling operations on a property until we have cured any material title defects on such property.

We believe that we have satisfactory title to all of our material assets. Although title to these properties is subject to encumbrances in some cases, such as customary interests generally retained in connection with the acquisition of real property, customary royalty interests and contract terms and restrictions, liens under operating agreements, liens related to environmental liabilities associated with historical operations, liens for current taxes and other burdens, easements, restrictions and minor encumbrances customary in the oil and natural gas industry, we believe that none of these liens, restrictions, easements, burdens and encumbrances will materially detract from the value of these properties or from our interest in these properties or will materially interfere with our use in the operation of our business. In addition, we believe that we have obtained sufficient rights-of-way grants and permits from public authorities and private parties for us to operate our business in all material respects as described in this document.

ITEM 3. *LEGAL PROCEEDINGS*

Although we may, from time to time, be involved in litigation and claims arising out of our operations in the normal course of business, we are not currently a party to any material legal proceedings. In addition, we are not aware of any legal or governmental proceedings against us, or contemplated to be brought against us, under the various environmental protection statutes to which we are subject.

ITEM 4. *[RESERVED]*

PART II

ITEM 5. *MARKET FOR REGISTRANT’S UNITS, RELATED UNITHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES*

Our units, which were first offered and sold to the public on January 12, 2007, are listed on the NASDAQ Global Select Market under the symbol “LGCY.” As of March 4, 2010, there were 40,070,201 units outstanding, held by approximately 46 holders of record, including units held by our Founding Investors.

The following table presents the high and low sales prices for our units during the periods indicated (as reported on the NASDAQ Global Select Market) and the amount of the quarterly cash distributions we paid on each of our units with respect to such periods.

<u>2009</u>	<u>Price Ranges</u>		<u>Cash Distribution per Unit</u>	<u>Cash Distribution to General Partner</u>
	<u>High</u>	<u>Low</u>		
First Quarter	\$ 13.99	\$ 7.50	\$0.52	\$9,522
Second Quarter	\$ 13.58	\$ 8.95	\$0.52	\$9,522
Third Quarter	\$ 17.04	\$ 11.73	\$0.52	\$9,522
Fourth Quarter	\$ 20.18	\$ 15.13	\$0.52	\$9,522(a)

<u>2008</u>	<u>Price Ranges</u>		<u>Cash Distribution per Unit</u>	<u>Cash Distribution to General Partner</u>
	<u>High</u>	<u>Low</u>		
First Quarter	\$ 22.75	\$ 17.95	\$0.49	\$8,972
Second Quarter	\$ 25.17	\$ 19.86	\$0.52	\$9,522
Third Quarter	\$ 25.76	\$ 14.00	\$0.52	\$9,522
Fourth Quarter	\$ 17.43	\$ 6.50	\$0.52	\$9,522

(a) This distribution was paid to our general partner concurrent with our distribution to unitholders on February 12, 2010.

Distribution Policy

We must distribute all of our cash on hand at the end of each quarter, less reserves established by our general partner. We refer to this cash as available cash, which is defined in our partnership agreement. We currently pay quarterly cash distributions of \$0.52 per unit.

Recent Sales of Unregistered Securities

None not previously reported on a quarterly report on Form 10-Q or a current report on Form 8-K.

ITEM 6. *SELECTED FINANCIAL DATA*

We were formed in October 2005. Upon completion of our private equity offering and as a result of the related formation transactions on March 15, 2006, we acquired oil and natural gas properties and business operations from the Founding Investors and the three charitable foundations. Although we were the surviving entity for legal purposes, the formation transactions were treated as a purchase with Moriah Properties, Ltd. and its affiliates, or the Moriah Group, being considered, on a combined basis, as the acquiring entity for accounting purposes. As a result, Legacy Reserves LP (formerly the Moriah Group) applied the purchase method of accounting to the separable assets and the liabilities of the oil and natural gas properties acquired from the Founding Investors (other than the Moriah Group) and the charitable foundations. Our historical financial statements for periods prior to March 15, 2006 only reflect the accounts of the Moriah Group.

The following table shows selected historical financial and operating data for Legacy Reserves LP for the periods and as of the dates indicated. Through March 15, 2006, Legacy's accompanying consolidated historical financial statements reflect the accounts of the Moriah Group, which includes the accounts of Moriah Resources, Inc. as the general partner of Moriah Properties, Ltd.; Moriah Properties, Ltd.; the oil and natural gas interests individually owned by Dale A. and Rita Brown until October 1, 2005 when those interests were transferred to DAB Resources, Ltd.; DAB Resources, Ltd. and the accounts of MBN Properties LP. The Moriah Group consolidated MBN Properties LP as a variable interest entity with the portion of net income (loss) applicable to the other owners' equity interests being eliminated through a non-controlling interest adjustment. Due to immateriality, we have not retrospectively applied the presentation requirements of ASC 810 that were established via Statement of Financial Accounting Standards No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, for the years ended December 31, 2006 and 2005. Although MBN Management, LLC, the general partner of MBN Properties LP, is also a variable interest entity, it was accounted for by the Moriah Group using the equity method. From March 15, 2006, Legacy's historical financial statements also include the results of operations of the oil and natural gas properties acquired from the other Founding Investors and the charitable foundations.

The selected historical financial data of Legacy for the year ended December 31, 2005 is derived from the audited consolidated financial statements of the Moriah Group.

The operating results of the PITCO properties have been included from their September 14, 2005 acquisition date. The operating results of the Farmer Field, South Justis and Kinder Morgan acquisition properties have been included from their acquisition dates in June and July 2006. The operating results of the Binger, Ameristate, TSF, Raven Shenandoah, Raven OBO, TOC, Summit, COP III and Pantwist acquisition properties have been included from their respective acquisition dates (see Note 4 to the Consolidated Financial Statements).

You should read the following selected financial data in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Legacy’s financial statements and related notes included elsewhere in this annual report on Form 10-K.

	Years Ended December 31,				
	2009	2008(a)	2007(b)	2006(c)	2005(d)
(In thousands, except per unit data)					
Statement of Operations Data:					
Revenues:					
Oil sales	\$ 103,319	\$ 157,973	\$ 83,301	\$ 45,351	\$ 18,225
Natural gas liquids sales	11,565	15,862	7,502	—	—
Natural gas sales	22,395	41,589	21,433	14,446	7,318
Total revenues	<u>137,279</u>	<u>215,424</u>	<u>112,236</u>	<u>59,797</u>	<u>25,543</u>
Expenses:					
Oil and natural gas production	48,814	52,004	27,129	15,938	6,376
Production and other taxes.	8,145	12,712	7,889	3,746	1,636
General and administrative	15,502	11,396	8,392	3,691	1,354
Depletion, depreciation, amortization and accretion	58,763	63,324	28,415	18,395	2,291
Impairment of long-lived assets.	9,207	76,942	3,204	16,113	—
Loss on disposal of assets	378	602	527	42	20
Total expenses	<u>140,809</u>	<u>216,980</u>	<u>75,556</u>	<u>57,925</u>	<u>11,677</u>
Operating income (loss).	(3,530)	(1,556)	36,680	1,872	13,866
Other income (expense):					
Interest income.	9	93	321	130	185
Interest expense	(13,222)	(21,153)	(7,118)	(6,645)	(1,584)
Equity in income (loss) of partnerships.	31	108	77	(318)	(495)
Realized and unrealized gain (loss) on oil, NGL and natural gas swaps and collars.	(75,554)	176,943	(85,156)	9,289	(6,159)
Other.	(11)	116	(129)	29	29
Income (loss) before income taxes.	(92,277)	154,551	(55,325)	4,357	5,859
Income taxes	(554)	(48)	(337)	—	—
Income (loss) from continuing operations.	<u>\$ (92,831)</u>	<u>\$ 154,503</u>	<u>\$ (55,662)</u>	<u>\$ 4,357</u>	<u>\$ 5,859</u>
Earnings (loss) from continuing operations per unit					
Basic and fully diluted.	<u>\$ (2.89)</u>	<u>\$ 5.05</u>	<u>\$ (2.13)</u>	<u>\$ 0.26</u>	<u>\$ 0.62</u>
Distributions per unit(e)	<u>\$ 2.08</u>	<u>\$ 1.98</u>	<u>\$ 1.67</u>	<u>\$ 0.8974</u>	

	Years Ended December 31,				
	2009	2008(a)	2007(b)	2006(c)	2005(d)
	(In thousands)				
Cash Flow Data:					
Net cash provided by operating activities	\$ 37,482	\$ 140,985	\$ 57,147	\$ 29,590	\$ 14,409
Net cash provided by (used in)					
investing activities	\$ 23,288	\$(258,035)	\$(196,505)	\$(62,505)	\$(68,965)
Net cash provided by (used in)					
financing activities	\$(59,053)	\$ 109,946	\$ 147,900	\$ 32,022	\$ 55,742
Capital expenditures	\$ 22,734	\$ 217,980	\$ 196,702	\$ 56,150	\$ 66,915

	Historical				
	As Of December 31,				
	2009	2008(a)	2007(b)	2006(c)	2005(d)
(In thousands)					
Balance Sheet Data					
Cash and cash equivalents	\$ 4,217	\$ 2,500	\$ 9,604	\$ 1,062	\$ 1,955
Other current assets	45,394	78,437	23,954	17,159	6,316
Oil and natural gas properties, net of accumulated depletion, depreciation and amortization	575,425	613,032	440,180	247,580	77,172
Other assets	28,457	89,103	7,840	7,567	1,499
Total assets	<u>\$ 653,493</u>	<u>\$ 783,072</u>	<u>\$ 481,578</u>	<u>\$ 273,368</u>	<u>\$ 86,942</u>
Current liabilities	\$ 54,226	\$ 56,032	\$ 43,457	\$ 10,834	\$ 4,562
Long term debt	237,000	282,000	110,000	115,800	52,473
Other long-term liabilities	83,607	64,407	72,391	7,945	19,998
Unitholders' equity	278,660	380,633	255,730	138,789	9,909
Total liabilities and unitholders' equity	<u>\$ 653,493</u>	<u>\$ 783,072</u>	<u>\$ 481,578</u>	<u>\$ 273,368</u>	<u>\$ 86,942</u>

- (a) Reflects Legacy's purchase of the oil and natural gas properties acquired in the COP III and Pantwist Acquisitions as of the date of their respective acquisitions. Consequently, the operations of these acquired properties are only included for the period from the closing dates of such acquisitions through December 31, 2008.
- (b) Reflects Legacy's purchase of the oil and natural gas properties acquired in the Binger, Ameristate, TSF, Raven Shenandoah, Raven OBO, TOC and Summit Acquisitions as of the date of their respective acquisitions. Consequently, the operations of these acquired properties are only included for the period from the closing dates of such acquisitions through December 31, 2007.
- (c) Reflects Legacy's purchase of the oil and natural gas properties acquired in the March 15, 2006 formation transactions and the South Justis, Farmer Field and Kinder Morgan acquisitions in June and July 2006. Consequently, the operations of these acquired properties are only included for the period from the closing dates of such acquisitions through December 31, 2006.
- (d) Reflects the Moriah Group's purchase of the PITCO properties on September 14, 2005. Consequently, the operations of the PITCO properties are only included for the period following the date of acquisition.
- (e) Amounts not presented for years prior to 2006 since they would not be meaningful.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the "Selected Historical Consolidated Financial Data" and the accompanying financial statements and related notes included elsewhere in this annual report on Form 10-K. The following discussion contains forward-looking statements that reflect our future plans, estimates, beliefs and expected performance. The forward-looking statements are dependent upon events, risks and uncertainties that may be outside our control. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, market prices for natural gas, production volumes, estimates of proved reserves, capital expenditures, economic and competitive conditions, regulatory changes and other uncertainties, as well as those factors discussed below and elsewhere in this report, particularly in "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Information," all of which are difficult to predict. In light of these risks, uncertainties and assumptions, the forward-looking events discussed may not occur.

Overview

We were formed in October 2005. Upon completion of our private equity offering and as a result of the related formation transactions on March 15, 2006, we acquired oil and natural gas properties and business operations from our Founding Investors and three charitable foundations ("Legacy Formation"). Although we were the surviving entity for legal purposes, the formation transactions were treated as a purchase with the Moriah Group being considered, on a combined basis, as the acquiring entity for accounting purposes. Therefore, the accounts reflected in our historical financial statements prior to March 15, 2006 are those of the Moriah Group.

The Moriah Group owned and operated oil and natural gas producing properties located primarily in the Permian Basin of West Texas and southeast New Mexico. The Moriah Group included the accounts of Moriah Resources, Inc. as the general partner of Moriah Properties, Ltd.; Moriah Properties, Ltd.; the oil and natural gas interests individually owned by Dale A. and Rita Brown until October 1, 2005 when those interests were transferred to DAB Resources, Ltd.; DAB Resources, Ltd. and the accounts of MBN Properties LP. The Moriah Group consolidated MBN Properties LP as a variable interest entity with the portion of net income (loss) applicable to the other owners' equity interests eliminated through a non-controlling interest adjustment. Due to immateriality, we have not retrospectively applied the presentation requirements of ASC 810 that were established via Statement of Financial Accounting Standards No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, for the years ended December 31, 2006 and 2005. Although MBN Management, LLC, the general partner of MBN Properties LP, is also a variable interest entity, it was accounted for by the Moriah Group using the equity method.

Because of our rapid growth through acquisitions and development of properties, historical results of operations and period-to-period comparisons of these results and certain financial data may not be meaningful or indicative of future results. Since the PITCO properties were not acquired until September 14, 2005, the results of operations only include the operating results for the PITCO properties from September 14, 2005. The operating results of the properties acquired in the formation transactions are included in the results of operations from March 15, 2006, the operating results of the South Justis Unit properties and the Farmer Field properties acquired on June 29, 2006 have been included from July 1, 2006 and the operating results of the Kinder Morgan properties have been included from August 1, 2006. The operating results of the properties acquired in the Binger Acquisition are included in the results of operations from April 16, 2007, the operating results of the Ameristate Acquisition have been included from May 1, 2007, the operating results of the TSF Acquisition have been included from May 25, 2007, the operating results of the Raven Shenandoah Acquisition have been included from May 31, 2007, the operating results of the Raven OBO Acquisition have been included from August 3, 2007, the operating results from the TOC and Summit Acquisitions have been included from October 1, 2007, the operating results from the COP III Acquisition have been included from April 30, 2008 and the operating results from the Pantwist Acquisition have been included from October 1, 2008.

Trends Affecting Our Business and Operations

Acquisitions have been financed with a combination of proceeds from bank borrowings and issuances of units and cash flow from operations. Post-acquisition activities are focused on evaluating and exploiting the acquired properties and evaluating potential add-on acquisitions. Our revenues, cash flow from operations and future growth depend substantially on factors beyond our control, such as economic, political and regulatory developments and competition from other sources of energy. Oil and natural gas prices historically have been volatile and may fluctuate widely in the future.

Sustained periods of low prices for oil or natural gas could materially and adversely affect our financial position, our results of operations, the quantities of oil and natural gas reserves that we can economically produce and our access to capital.

We face the challenge of natural production declines. As initial reservoir pressures are depleted, oil and natural gas production from a given well or formation decreases. We attempt to overcome this natural decline by utilizing multiple types of recovery techniques such as secondary (waterflood) and tertiary (CO₂ and nitrogen) recovery methods to re-pressure the reservoir and recover additional oil, drilling to find additional reserves, re-stimulating existing wells, improving artificial lift and acquiring more reserves than we produce. Our future growth will depend on our ability to continue to add reserves in excess of production. We will maintain our focus on adding reserves through acquisitions and development projects. Our ability to add reserves through acquisitions and development projects is dependent upon many factors including our ability to raise capital, obtain regulatory approvals and contract drilling rigs and personnel.

Our revenues are highly sensitive to changes in oil and natural gas prices and to levels of production. As set forth under “Cash Flow from Operations” below, we have entered into oil, NGL and natural gas derivatives designed to mitigate the effects of price fluctuations covering a significant portion of our expected production, which allows us to mitigate, but not eliminate, oil and natural gas price risk. We continuously conduct financial sensitivity analyses to assess the effect of changes in pricing and production. These analyses allow us to determine how changes in oil and natural gas prices will affect our ability to execute our capital investment programs and to meet future financial obligations. Further, the financial analyses allow us to monitor any impact such changes in oil and natural gas prices may have on the value of our proved reserves and their impact on any redetermination to our borrowing base under our revolving credit facility.

Legacy does not specifically designate derivative instruments as cash flow hedges; therefore, the mark-to-market adjustment reflecting the unrealized gain or loss associated with these instruments is recorded in current earnings.

We strive to increase our production levels to maximize our revenue and cash available for distribution. Additionally, we continuously monitor our operations to ensure that we are incurring operating costs at the optimal level. Accordingly, we continuously monitor our production and operating costs per well to determine if any wells or properties should be shut-in, re-completed or sold.

Such costs include, but are not limited to, the cost of electricity to lift produced fluids, chemicals to treat wells, field personnel to monitor the wells, well repair expenses to restore production, well workover expenses intended to increase production and ad valorem taxes. We incur and separately report severance taxes paid to the states and counties in which our properties are located. These taxes are reported as production taxes and are a percentage of oil and natural gas revenue. Ad valorem taxes are a percentage of property valuation. Gathering and transportation costs are generally borne by the purchasers of our oil and natural gas as the price paid for our products reflects these costs. We do not consider royalties paid to mineral owners as an expense as we deduct hydrocarbon volumes owned by mineral owners from reported hydrocarbon sales volumes.

Operating Data

The following table sets forth our selected financial and operating data for the periods indicated.

	Year Ended December 31,		
	2009	2008(a)	2007(b)
	(In thousands, except per unit data)		
Revenues:			
Oil sales	\$ 103,319	\$ 157,973	\$ 83,301
Natural gas liquid sales	11,565	15,862	7,502
Natural gas sales	22,395	41,589	21,433
Total revenue	<u>\$ 137,279</u>	<u>\$ 215,424</u>	<u>\$ 112,236</u>
Expenses:			
Oil and natural gas production	\$ 44,308	\$ 48,194	\$ 25,302
Ad valorem taxes	\$ 4,506	\$ 3,810	\$ 1,827
Total oil and natural gas production	<u>\$ 48,814</u>	<u>\$ 52,004</u>	<u>\$ 27,129</u>
Production and other taxes	\$ 8,145	\$ 12,712	\$ 7,889
General and administrative	\$ 15,502	\$ 11,396	\$ 8,392
Depletion, depreciation, amortization and accretion	\$ 58,763	\$ 63,324	\$ 28,415
Realized commodity derivative contract settlements:			
Realized gain (loss) on oil swaps and collars	\$ 37,919	\$ (38,185)	\$ (3,627)
Realized gain (loss) on natural gas liquid swaps	\$ 733	\$ (3,025)	\$ (619)
Realized gain on natural gas swaps	\$ 13,825	\$ 977	\$ 4,457
Production:			
Oil — barrels	1,800	1,660	1,179
Natural gas liquids — gallons	15,118	12,977	5,295
Natural gas — Mcf	5,055	4,838	3,052
Total (MBoe)	3,002	2,775	1,814
Average daily production (Boe/d)	8,225	7,582	4,970
Average sales price per unit (excluding derivatives):			
Oil price per barrel	\$ 57.40	\$ 95.16	\$ 70.65
Natural gas liquid price per gallon	\$ 0.76	\$ 1.22	\$ 1.42
Natural gas price per Mcf	\$ 4.43	\$ 8.60	\$ 7.02
Combined (per Boe)	\$ 45.73	\$ 77.63	\$ 61.87
Average sales price per unit (including realized derivative gains/losses)(c):			
Oil price per barrel	\$ 78.47	\$ 72.16	\$ 67.58
Natural gas liquid price per gallon	\$ 0.81	\$ 0.99	\$ 1.30
Natural gas price per Mcf	\$ 7.17	\$ 8.80	\$ 8.48
Combined (per Boe)	\$ 63.21	\$ 63.13	\$ 61.99
NYMEX oil index prices per barrel:			
Beginning of Period	\$ 44.60	\$ 95.98	\$ 61.05
End of Period	\$ 79.36	\$ 44.60	\$ 95.98
NYMEX gas index prices per Mcf:			
Beginning of Period	\$ 5.62	\$ 7.48	\$ 6.30
End of Period	\$ 5.57	\$ 5.62	\$ 7.48
Average unit costs per Boe:			
Production costs, excluding production and other taxes	\$ 14.76	\$ 17.37	\$ 13.95
Ad valorem taxes	\$ 1.50	\$ 1.37	\$ 1.01
Production and other taxes	\$ 2.71	\$ 4.58	\$ 4.35

(a) Reflects the production and operating results of the oil and natural gas properties acquired in the COP III and Pantwist Acquisitions from the closing dates of such acquisitions through December 31, 2008.

- (b) Reflects the production and operating results of the oil and natural gas properties acquired in the Binger, Ameristate, TSF, Raven Shenandoah, Raven OBO, TOC and Summit Acquisitions from the closing dates of such acquisitions through December 31, 2007.
- (c) Includes only the realized gains (losses) from Legacy's oil and gas derivatives.

Results of Operations

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Legacy's revenues from the sale of oil were \$103.3 million and \$158.0 million for the years ended December 31, 2009 and 2008, respectively. Legacy's revenues from the sale of NGLs were \$11.6 million and \$15.9 million for the years ended December 31, 2009 and 2008, respectively. Legacy's revenues from the sale of natural gas were \$22.4 million and \$41.6 million for the years ended December 31, 2009 and 2008, respectively. The \$54.7 million decrease in oil revenues reflects an increase in oil production of 140 MBbls (8%) due primarily to a full year of production from the COP III and Pantwist Acquisitions, our development activities and several additional acquisitions, which are both individually and collectively immaterial. However, this increase in oil production was offset by a \$37.76 per Bbl (40%) reduction in realized sales price from \$95.16 for the year ended December 31, 2008, to \$57.40 for the year ended December 31, 2009. The \$4.3 million decrease in NGL revenues reflects an increase in NGL production of 2,141 MMGal (16%) due to a full year of production from the COP III and Pantwist Acquisitions, our development activities and several additional acquisitions, which are both individually and collectively immaterial. However, this increase in NGL production was offset by a \$0.46 per Gal (37%) reduction in realized NGL sales price from \$1.22 per Gal for the year ended December 31, 2008, to \$0.76 per Gal for the year ended December 31, 2009. The \$19.2 million decrease in natural gas revenues reflects an increase in natural gas production of approximately 217 MMcf (4%) due primarily to a full year of production from the COP III and Pantwist Acquisitions, our development activities and several additional acquisitions, which are both individually and collectively immaterial. However, this increase in natural gas production was offset by a \$4.17 per Mcf (48%) reduction in realized natural gas sales price from \$8.60 per Mcf for the year ended December 31, 2008, to \$4.43 per Mcf for the year ended December 31, 2009.

For the year ended December 31, 2009, Legacy recorded \$75.6 million of net losses on oil and natural gas swaps and collars comprised of realized gains of \$52.5 million from net cash settlements of oil, NGL and natural gas swap contracts and net unrealized losses of \$128.0 million. Legacy had unrealized net losses from its oil swaps due to the increase in NYMEX oil prices during the year ended December 31, 2009 from \$44.60 per Bbl at December 31, 2008, to \$79.36 at December 31, 2009, a price which is below the fixed price of Legacy's oil swap contracts, but greater than the prior year-end price. Legacy had unrealized net losses from its natural gas swaps due to additional natural gas swaps added during the year at a lower fixed price per MMBtu than those swaps in place as of December 31, 2008. Due to the marginal decrease in NYMEX natural gas prices, from \$5.62 per MMBtu at December 31, 2008, to \$5.57 per MMBtu at December 31, 2009, the additional swaps added during the year ended December 31 2009 reduced the fair value of the natural gas swaps even though the fixed price per MMBtu of our outstanding natural gas swaps is greater than the NYMEX natural gas price at December 31, 2009. As a point of reference, the NYMEX price for natural gas for the near-month close at December 31, 2009 was \$5.57 per MMBtu, a price which is less than the average contract prices of Legacy's outstanding natural gas swap contracts of \$7.21 per MMBtu, compared to the average contract price of \$7.99 per MMBtu for Legacy's outstanding natural gas swap contracts as of December 31, 2008. For the year ended December 31, 2008, Legacy recorded \$157.7 million of net gains on oil swaps comprised of a realized loss of \$38.2 million from net cash settlements of oil swap contracts and a net unrealized gain of \$195.9 million. For the year ended December 31, 2008, Legacy recorded \$1.5 million of net gains on NGL swaps comprised of a realized loss of \$3.0 million from net cash settlements of NGL swap contracts and a net unrealized gain of \$4.5 million. For the year ended December 31, 2008, Legacy recorded \$17.7 million of net gains on natural gas swaps comprised of a realized gain of \$1.0 million from net cash settlements of natural gas swap contracts and a net unrealized gain of \$16.7 million. Unrealized gains and losses represent a current period mark-to-market adjustment for commodity derivatives which will be settled in future periods.

Legacy's oil and natural gas production expenses, excluding ad valorem taxes, decreased to \$44.3 million (\$14.76 per Boe) for the year ended December 31, 2009, from \$48.2 million (\$17.37 per Boe) for the year ended December 31, 2008. Production expenses decreased primarily because of an industry wide decrease in cost of services and certain operating costs that are directly related to the lower commodity prices experienced during the year ended December 31, 2009, including the cost of electricity, which powers artificial lift equipment and pumps involved in the production of oil, and the lower level of industry activity resulting from lower oil and natural gas prices. Legacy's ad valorem tax expense increased to \$4.5 million (\$1.50 per Boe) for the year ended December 31, 2009, from \$3.8 million (\$1.37 per Boe) for the year ended December 31, 2008 primarily due to increased periods of ownership in the properties acquired in the COP III and Pantwist acquisitions.

Legacy's production and other taxes were \$8.1 million and \$12.7 million for the years ended December 31, 2009 and 2008, respectively. Production and other taxes decreased primarily because of lower realized commodity prices in the 2009 period as production taxes are assessed as a percentage of revenue.

Legacy's general and administrative expenses were \$15.5 million and \$11.4 million for the years ended December 31, 2009 and 2008, respectively. General and administrative expenses increased approximately \$4.1 million between periods primarily due to a \$2.1 million increase in non-cash compensation expense related to the LTIP for the year ended December 31, 2009 due to increases in Legacy's unit price, and legal, consulting and board fees in the amount of \$1.3 million related to the review of the Proposal Letter from Apollo Management VII, LP ("Apollo Management"), in which Apollo Management had offered to acquire all of the outstanding units of Legacy (the "Apollo Offer").

Legacy's depletion, depreciation, amortization and accretion expense, or DD&A, was \$58.8 million and \$63.3 million for the years ended December 31, 2009 and 2008, respectively, reflecting primarily the significant decrease in oil and natural gas prices during the fourth quarter of 2008 which resulted in a significant downward revision in proved reserve volumes causing an increase in our 2008 depletion rates. In addition, the use of average prices for the fourth quarter of 2009 as required by new SEC rules and accounting standards, as discussed in "Recently Issued Accounting Pronouncements" below, increased our depletion expense by \$2.1 million. As a point of reference, our depletion rate per Boe for the year ended December 31, 2009 was \$19.57 compared to \$22.82 for the year ended December 31, 2008.

Impairment expense was \$9.2 million and \$76.9 million for the years ended December 31, 2009 and 2008, respectively. In 2009 Legacy recognized impairment expense in 20 separate producing fields, due primarily to declines in realized natural gas prices during the year ended December 31, 2009 as well as an unsuccessful re-completion activity in the case of one field, both of which resulted in reduced future expected cash flows. In 2008 Legacy recognized impairment expense in 101 separate producing fields due primarily to significant declines in oil and natural gas prices in the fourth quarter of 2008 resulting in reduced future expected cash flows on these fields.

Legacy recorded interest income of \$9,074 for the year ended December 31, 2009 and \$93,010 for the year ended December 31, 2008. The decrease of \$83,936 is a result of lower average interest rates received during the year ended December 31, 2009.

Interest expense was \$13.2 million and \$21.2 million for the years ended December 31, 2009 and 2008, respectively, reflecting a mark-to-market adjustment resulting in a \$3.8 million reduction of interest expense in 2009 related to our interest rate swaps compared to a \$9.0 million increase in interest expense from the mark-to-market in 2008. This decrease was partially offset by an increase of \$4.9 million in interest rate swap settlements for the year ended December 31, 2009, compared to the year ended December 31, 2008.

Legacy recorded equity in income of partnership of \$30,923 and \$107,795 for the years ended December 31, 2009 and 2008, respectively, related to its non-controlling interest in Binger Operations, L.L.C. ("BOL"). This income is primarily derived from Legacy's non-controlling interest in BOL's less than 1% interest in the Binger Unit. The decrease of \$76,872 is a result of lower average realized oil and natural gas prices for the year ended December 31, 2009.

Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

Legacy's revenues from the sale of oil were \$158.0 million and \$83.3 million for the years ended December 31, 2008 and 2007, respectively. Legacy's revenues from the sale of NGLs were \$15.9 million and \$7.5 million for the years ended December 31, 2008 and 2007, respectively. Legacy's revenues from the sale of natural gas were \$41.6 million and \$21.4 million for the years ended December 31, 2008 and 2007, respectively. The \$74.7 million increase in oil revenues reflects an increase in oil production of 481 MBbls (41%) due primarily to Legacy's purchase of the oil and natural gas properties acquired in the COP III and Pantwist Acquisitions, a full year of production from the 2007 acquisitions, our development activities and several additional acquisitions, which are both individually and collectively immaterial. While the realized price increased \$24.51 per Bbl during the year ended December 31, 2008, we had a significant decline in realized oil prices during the fourth quarter of 2008. The \$8.4 million increase in NGL revenues reflects an increase in NGL production of 7,682 MMGal (145%) due to Legacy's purchase of oil and natural gas properties acquired in the COP III and Pantwist Acquisitions, a full year of production from the 2007 acquisitions, our development activities and several additional acquisitions, which are both individually and collectively immaterial, and a full year of production from 2007 acquisition properties. The \$20.2 million increase in natural gas revenues reflects an increase in natural gas production of approximately 1,786 MMcf (59%) due primarily to Legacy's purchase of oil and natural gas properties in the COP III and Pantwist Acquisitions, a full year of production from the 2007 acquisitions, our development activities and several additional acquisitions, which are both individually and collectively immaterial, while the realized price per Mcf increased \$1.58 per Mcf.

For the year ended December 31, 2008, Legacy recorded \$176.9 million of net gains on oil and natural gas swaps and collars comprised of realized losses of \$40.2 million from net cash settlements of oil, NGL and natural gas swap contracts and net unrealized gains of \$217.1 million. Legacy had unrealized net gains from its oil swaps because the fixed prices of its oil swap contracts were above the NYMEX index prices at December 31, 2008. As a point of reference, the NYMEX price for light sweet crude oil for the near-month close at December 31, 2008 was \$44.60 per Bbl, a price which is less than the average contract prices of Legacy's outstanding oil swap contracts of \$83.53 per Bbl. Legacy had unrealized net gains from its natural gas and NGL swaps because the fixed prices of its natural gas and NGL swap contracts were above the NYMEX index prices at December 31, 2008. As a point of reference, the NYMEX price for natural gas for the near-month close at December 31, 2008 was \$5.62 per MMBtu, a price which is less than the average contract prices of Legacy's outstanding natural gas swap contracts of \$7.99 per MMBtu. For the year ended December 31, 2007, Legacy recorded \$80.1 million of net losses on oil swaps comprised of a realized loss of \$3.6 million from net cash settlements of oil swap contracts and a net unrealized loss of \$76.5 million. For the year ended December 31, 2007, Legacy recorded \$3.8 million of net losses on NGL swaps comprised of a realized loss of \$0.6 million from net cash settlements of NGL swap contracts and a net unrealized loss of \$3.2 million. For the year ended December 31, 2007, Legacy recorded \$1.2 million of net losses on natural gas swaps comprised of a realized gain of \$4.5 million from net cash settlements of natural gas swap contracts and a net unrealized loss of \$5.7 million. Unrealized gains and losses represent a current period mark-to-market adjustment for commodity derivatives which will be settled in future periods.

Legacy's oil and natural gas production expenses, excluding production and other taxes, increased to \$52.0 million (\$18.74 per Boe) for the year ended December 31, 2008, from \$27.1 million (\$14.96 per Boe) for the year ended December 31, 2007. Production expenses increased primarily because of (i) \$6.0 million related to the COP III Acquisition, (ii) \$0.4 million related to the Pantwist Acquisition, (iii) \$7.1 million related to several immaterial acquisitions and (iv) increased production and increased cost of services and certain operating costs that are directly related to the higher commodity prices experienced during the year ended December 31, 2008, including the cost of electricity, which powers artificial lift equipment and pumps involved in the production of oil, and the higher level of industry activity stimulated by higher oil and natural gas prices.

Legacy's production and other taxes were \$12.7 million and \$7.9 million for the years ended December 31, 2008 and 2007, respectively. Production and other taxes increased primarily because of (i) approximately \$0.7 million of taxes related to the COP III Acquisition, (ii) \$1.9 million of taxes related to several immaterial acquisitions and (iii) higher realized commodity prices in the 2008 period as production taxes are assessed as a percentage of revenue.

Legacy's general and administrative expenses were \$11.4 million and \$8.4 million for the years ended December 31, 2008 and 2007, respectively. General and administrative expenses increased approximately \$3.0 million between periods primarily due to increased employee costs related to business expansion.

Legacy's depletion, depreciation, amortization and accretion expense, or DD&A, was \$63.3 million and \$28.4 million for the years ended December 31, 2008 and 2007, respectively, reflecting primarily the significant decrease in oil and natural gas prices during the fourth quarter of 2008 which resulted in a significant downward revision in proved reserve volumes causing an increase in our depletion rates. As a point of reference, our depletion rate per BOE for the year ended December 31, 2008 was \$22.82 compared to \$15.66 for the year ended December 31, 2007.

Impairment expense was \$76.9 million and \$3.2 million for the years ended December 31, 2008 and 2007, respectively. In 2008 Legacy recognized impairment expense in 101 separate producing fields, due primarily to significant declines in oil and natural gas prices in the fourth quarter of 2008 resulting in reduced future expected cash flows on these fields. In 2007 Legacy recognized impairment expense in 43 separate producing fields, due primarily to performance decline in properties within these fields.

Legacy recorded interest income of \$93,010 for the year ended December 31, 2008 and \$320,968 for the year ended December 31, 2007. The decrease of \$227,958 is a result of lower average interest rates received during the year ended December 31, 2008.

Interest expense was \$21.2 million and \$7.1 million for the years ended December 31, 2008 and 2007, respectively, reflecting higher average borrowings during the year ended December 31, 2008 and a mark-to-market adjustment related to interest rate swaps of approximately \$9.0 million.

Legacy recorded equity in income of partnership of \$107,795 and \$77,144 for the years ended December 31, 2008 and 2007, respectively, related to its non-controlling interest in Binger Operations LP ("BOL"). This income is primarily derived from Legacy's non-controlling interest in BOL's less than 1% interest in the Binger Unit. The increase of \$30,651 is a result of higher average realized oil and natural gas prices for the year ended December 31, 2008.

Non-GAAP Financial Measures

For the year ended December 31, 2009, Adjusted EBITDA increased 20% to \$120.0 million from \$99.8 million for the year ended December 31, 2008. This increase is due primarily to cash receipts on commodity derivatives of \$52.5 million for the year ended December 31, 2009 compared to cash disbursements of \$40.2 million for the year ended December 31, 2008. In addition, the year ended December 31, 2009 was positively impacted by increased production volumes and lower expenses than the year ended December 31, 2008. These gains were partially offset by lower revenues from oil, NGL and natural gas sales in the year ended December 31, 2009 compared to the year ended December 31, 2008. Distributable Cash Flow increased 53% to \$88.0 million from \$57.4 million for the year ended December 31, 2009 and 2008, respectively, due primarily to higher Adjusted EBITDA and lower development capital expenditures.

Legacy's management uses Adjusted EBITDA and Distributable Cash Flow as a tool to provide additional information and metrics relative to the performance of Legacy's business, such as the cash distributions Legacy expects to pay to its unitholders, as well as its ability to meet debt covenant compliance tests. Legacy's management believes that these financial measures help investors evaluate whether or not cash flow is being generated at a level that can sustain or support an increase in quarterly distribution rates. Adjusted EBITDA and Distributable Cash Flow may not be comparable to a similarly titled measure of other publicly traded limited partnerships or limited liability companies because all entities may not calculate Adjusted EBITDA in the same manner.

The following presents a reconciliation of “Adjusted EBITDA” and “Distributable Cash Flow,” both of which are non-GAAP measures, to their nearest comparable GAAP measure. Adjusted EBITDA and Distributable Cash Flow should not be considered as alternatives to GAAP measures, such as net income, operating income or any other GAAP measure of liquidity or financial performance.

Adjusted EBITDA is defined in Legacy’s revolving credit facility as net income (loss) plus:

- Interest expense;
- Income taxes;
- Depletion, depreciation, amortization and accretion;
- Impairment of long-lived assets;
- (Gain) loss on sale of partnership investment;
- (Gain) loss on disposal of assets;
- Unit-based compensation expense related to LTIP unit awards accounted for under the equity or liability methods;
- Unrealized (gain) loss on oil and natural gas derivatives; and
- Equity in (income) loss of partnerships.

Distributable Cash Flow is defined as Adjusted EBITDA less:

- Cash interest expense;
- Cash income taxes;
- Cash settlements of LTIP unit awards; and
- Development capital expenditures.

The following table presents a reconciliation of Legacy’s consolidated net income (loss) to Adjusted EBITDA and Distributable Cash Flow for the years ended December 31, 2009, 2008 and 2007, respectively.

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Net Income (loss)	\$ (92,831)	\$ 158,207	\$ (55,662)
Plus:			
Interest expense	13,222	21,153	7,118
Income taxes	554	48	337
Depletion, depreciation, amortization and accretion	58,763	63,324	28,415
Impairment of long-lived assets	9,207	76,942	3,204
Gain on disposal of assets	(54)	(3,704)	387
Equity in income of partnership	(31)	(108)	(77)
Unit-based compensation expense	3,130	1,078	1,017
Unrealized (gain) loss on oil and natural gas derivatives	128,032	(217,176)	85,367
Adjusted EBITDA	<u>\$ 119,992</u>	<u>\$ 99,764</u>	<u>\$ 70,106</u>
Less:			
Cash interest expense	17,809	9,451	5,085
Cash settlements of LTIP unit awards	415	150	253
Development capital expenditures	13,727	32,788	16,368
Distributable Cash Flow	<u>\$ 88,041</u>	<u>\$ 57,375</u>	<u>\$ 48,400</u>

Capital Resources and Liquidity

Legacy's primary sources of capital and liquidity have been proceeds from bank borrowings, cash flow from operations, its private offering in March 2006, its initial public equity offering in January 2007, its private offering in November 2007 and its public equity offerings in September 2009 and January 2010. To date, Legacy's primary use of capital has been for the acquisition and development of oil and natural gas properties.

As we pursue growth, we continually monitor the capital resources available to us to meet our future financial obligations and planned capital expenditures. Our future success in growing reserves and production will be highly dependent on capital resources available to us and our success in acquiring and developing additional hydrocarbon reserves. We actively review acquisition opportunities on an ongoing basis. If we were to make significant additional acquisitions for cash, we would need to borrow additional amounts under our revolving credit facility, if available, or obtain additional debt or equity financing. Our revolving credit facility currently does not permit us to obtain additional debt financing outside of the existing facility. Further, our existing revolving credit facility matures on April 1, 2012.

Our commodity derivatives position, which we use to mitigate commodity price volatility and support our borrowing capacity, contributed \$52.5 million of cash settlements in the year ended December 31, 2009. Based upon current oil and natural gas price expectations and our extensive commodity derivatives positions for the year ending December 31, 2010, we anticipate that our cash on hand, proceeds from our January 2010 public equity offering, cash flow from operations and available borrowing capacity under our revolving credit facility will provide us sufficient working capital to meet our planned capital expenditures of \$31 million and planned cash distributions of \$83.3 million, which reflect the \$20.83 million of distributions paid in the first quarter of 2010 and \$20.83 million of planned distributions during each of the second, third and fourth quarters of 2010 and the Wyoming acquisition. Our board of directors determines our distribution each quarter and there is no guarantee that the board will maintain our current quarterly distribution rate of \$0.52 per unit. Please read "— Financing Activities — Our Revolving Credit Facility."

Cash Flow from Operations

Legacy's net cash provided by operating activities was \$37.5 million and \$141 million for the year ended December 31, 2009 and 2008, respectively, with the 2009 period being unfavorably impacted by lower realized oil and natural gas prices, partially offset by higher sales volumes and lower expenses.

Legacy's net cash provided by operating activities was \$141 million and \$57.1 million for the years ended December 31, 2008 and 2007, respectively, with the 2008 period being favorably impacted by higher sales volumes and higher realized oil and natural gas prices, partially offset by higher expenses.

Our cash flow from operations is subject to many variables, the most significant of which is the volatility of oil, NGL and natural gas prices. Oil, NGL and natural gas prices are determined primarily by prevailing market conditions, which are dependent on regional and worldwide economic activity, weather and other factors beyond our control. Our future cash flow from operations will depend on our ability to maintain and increase production through acquisitions and development projects, as well as the prices of oil, NGLs and natural gas.

Investing Activities

Legacy's cash capital expenditures were \$22.4 million for the year ended December 31, 2009. The total is comprised of several individually immaterial acquisitions and development projects.

Legacy's cash capital expenditures were \$216.4 million and \$196.0 million for the years ended December 31, 2008 and 2007, respectively. The total for the year ended December 31, 2008 includes \$52.2 million and \$40.6 million for the purchase of producing oil and natural gas properties in the COP III and Pantwist Acquisitions, respectively. The remaining balance was expended in several smaller individual acquisitions and development projects. The total for the year ended December 31, 2007 includes \$28.5 million, \$5.2 million, \$14.8 million, \$13.5 million, \$20.9 million, \$62.1 million and \$13.5 million for the purchase of producing oil and natural gas properties in the Binger, Ameristate, TSF, Raven Shenandoah, Raven OBO, TOC and Summit Acquisitions, respectively. The balance was expended in smaller individual acquisitions and development projects.

We currently anticipate that our development capital budget, which predominantly consists of drilling, re-completion and well stimulation projects, will be \$31 million for the year ending December 31, 2010, inclusive of development projects related to our Wyoming acquisition. Our borrowing capacity under our revolving credit facility is \$70.6 million as of March 4, 2010. The amount and timing of our capital expenditures is largely discretionary and within our control, with the exception of certain projects managed by other operators. If oil and natural gas prices decline below levels we deem acceptable, we may defer a portion of our planned capital expenditures until later periods. Accordingly, we routinely monitor and adjust our capital expenditures in response to changes in oil and natural gas prices, drilling and acquisition costs, industry conditions and internally generated cash flow. Matters outside our control that could affect the timing of our capital expenditures include obtaining required permits and approvals in a timely manner and the availability of rigs and labor crews.

On February 17, 2010, we closed the previously announced acquisition of oil and natural gas producing properties, comprised of 13 operated oil fields in Wyoming, from St. Mary Land and Exploration Company for cash consideration of approximately \$125.2 million, subject to customary post-closing adjustments.

Based upon management's current oil and natural gas price expectations for the year ending December 31, 2010, we anticipate that we will have sufficient sources of working capital, including the proceeds from our January 2010 public equity offering, our cash flow from operations and available borrowing capacity under our revolving credit facility, to meet our cash obligations including the Wyoming acquisition, our planned capital expenditures of \$31 million and planned cash distributions of \$83.3 million during the year ending December 31, 2010. However, future cash flows are subject to a number of variables, including the level of oil and natural gas production and prices. There can be no assurance that operations and other capital resources will provide cash in sufficient amounts to maintain planned levels of capital expenditures or cash distributions.

We enter into oil, NGL and natural gas derivatives to reduce the impact of oil, NGL and natural gas price volatility on our cash flow. Currently, we use swaps and collars to offset price volatility on NYMEX oil, NGL and Waha and ANR-Oklahoma natural gas prices, which do not include the additional net discount that we typically realize in the Permian Basin. At December 31, 2009, we had in place oil, NGL and natural gas swaps covering significant portions of our estimated 2010 through 2014 oil, NGL and natural gas production. As of March 4, 2010 we had derivatives covering approximately 73% of our expected oil, NGL and natural gas production for 2010. As of March 4, 2010 we had also entered into derivative contracts covering over 42% on average of our expected oil, NGL and natural gas production for 2011 through 2014 from existing total proved reserves. By removing the price volatility on our cash flows from a significant portion of our oil, NGL and natural gas production, we have mitigated, but not eliminated, the potential effects of changing prices on our cash flow for those periods. While mitigating negative effects of falling commodity prices, these derivative contracts also limit the benefits we would receive from increases in commodity prices. It is our policy to enter into derivative contracts only with counterparties that are major, creditworthy financial institutions deemed by management as competent and competitive market makers. In addition, these counterparties are affiliates of lenders under our revolving credit facility, which allows us to avoid margin calls. Due to the disruptions in the financial markets at the end of 2008 that continued into 2009, we routinely monitor the creditworthiness of our counterparties.

The following tables summarize, for the periods indicated, our oil and natural gas swaps in place as of March 4, 2010 covering the period from January 1, 2010 through December 31, 2014. We use swaps as our mechanism for hedging commodity prices whereby we pay the counterparty floating prices and receive fixed prices from the counterparty, which serves to hedge the floating prices we are paid by purchasers of our oil and natural gas. These transactions are settled based upon the monthly average closing price of the front-month NYMEX WTI oil contract price of oil at Cushing, Oklahoma, and NYMEX Henry Hub, West Texas Waha and ANR-Oklahoma prices of natural gas on the average of the three final trading days of the month, and settlement occurs on the fifth day of the production month.

<u>Calendar Year</u>	<u>Annual Volumes (Bbls)</u>	<u>Average Price per Bbl</u>	<u>Price Range per Bbl</u>
2010.....	1,812,978	\$81.16	\$60.15 - \$140.00
2011.....	1,535,312	\$86.64	\$67.33 - \$140.00
2012.....	1,324,466	\$82.01	\$67.72 - \$109.20
2013.....	881,445	\$83.62	\$80.10 - \$89.35
2014.....	356,710	\$87.88	\$87.50 - \$90.50

<u>Calendar Year</u>	<u>Annual Volumes (MMBtu)</u>	<u>Average Price per MMBtu</u>	<u>Price Range per MMBtu</u>
2010.....	3,923,359	\$7.18	\$5.33 - \$9.73
2011.....	3,038,316	\$7.49	\$5.74 - \$8.70
2012.....	2,357,990	\$7.49	\$5.72 - \$8.70
2013.....	1,402,754	\$6.58	\$5.78 - \$6.89
2014.....	609,104	\$6.36	\$5.95 - \$6.47

We enter into basis swaps to receive floating NYMEX Henry Hub natural gas prices less a fixed basis differential and pay prices based on the floating Waha index, a natural gas hub in West Texas. The prices that we receive for our Permian Basin natural gas sales follow Waha more closely than NYMEX. The basis swaps thereby provide a better match between our natural gas sales and the settlement payments on our natural gas swaps. The following table summarizes, for the periods indicated, our NYMEX-Waha basis swaps in place as of March 4, 2010 covering the period from January 1, 2010 through December 31, 2010:

<u>Calendar Year</u>	<u>Annual Volumes (MMBtu)</u>	<u>Basis Differential per Mcf</u>
2010.....	1,200,000	\$(0.57)

On June 24, 2008, we entered into a NYMEX West Texas Intermediate oil derivative collar contract that combines a put option or “floor” with a call option or “ceiling.” The following table summarizes the oil collar contract currently in place as of March 4, 2010, covering the period from January 1, 2010 through December 31, 2012:

<u>Calendar Year</u>	<u>Volumes (Bbls)</u>	<u>Average Floor</u>	<u>Price Ceiling</u>
2010.....	71,800	\$120.00	\$156.30
2011.....	68,300	\$120.00	\$156.30
2012.....	65,100	\$120.00	\$156.30

The following table details the commodity derivative assets (liabilities), by commodity, as of December 31, 2009 and 2008:

	<u>Oil Swaps</u>	<u>Oil Collar</u>	<u>Natural Gas Swaps</u>	<u>Natural Gas Basis Swaps</u>	<u>NGL Swaps</u>	<u>Total</u>
	<u>(In thousands)</u>					
Balance December 31, 2008.....	<u>\$102,454</u>	<u>\$ 15,366</u>	<u>\$15,339</u>	<u>\$ 437</u>	<u>\$ 1,309</u>	<u>\$ 134,905</u>
Balance December 31, 2009.....	<u>\$(13,594)</u>	<u>\$ 7,907</u>	<u>\$13,067</u>	<u>\$(468)</u>	<u>\$ (39)</u>	<u>\$ 6,873</u>

The following table details the commodity derivative income (expense) activities, by commodity, for the year ended December 31, 2009:

	<u>Oil Swaps</u>	<u>Oil Collar</u>	<u>Natural Gas Swaps</u>	<u>Natural Gas Basis Swaps</u>	<u>NGL Swaps</u>	<u>Total</u>
	<u>(In thousands)</u>					
Realized gain/(loss) on cash settlements ...	\$ 33,830	\$ 4,088	\$13,983	\$ (156)	\$ 733	\$ 52,478
Unrealized loss on mark-to-market of derivatives existing as of January 1, 2009.....	(106,959)	(7,459)	(2,515)	(905)	(1,348)	(119,186)
Unrealized gain/(loss) on mark-to-market of derivatives entered during 2009.....	(9,089)	—	243	—	—	(8,846)
Realized and unrealized gain (loss) on derivatives.....	<u>\$ (82,218)</u>	<u>\$ (3,371)</u>	<u>\$ 11,711</u>	<u>\$(1,061)</u>	<u>\$ (615)</u>	<u>\$ (75,554)</u>

Financing Activities

Our Revolving Credit Facility

At the closing of our private equity offering on March 15, 2006, we entered into a four-year revolving credit facility with BNP Paribas as administrative agent. On March 27, 2009, we entered into a new three-year \$600 million secured revolving credit facility and retained BNP Paribas as administrative agent to replace our previous four-year \$300 million revolving credit facility entered into in 2006. Our obligations under the revolving credit facility are secured by mortgages on 80% of our oil and natural gas properties as well as a pledge of all of our ownership interests in our operating subsidiaries. The amount available for borrowing at any one time is limited to the borrowing base, currently at \$340 million, with a \$2 million sub-limit for letters of credit. The current borrowing base as of the date of this report does not take into account the properties acquired in the Wyoming acquisition, the associated commodity derivatives and other smaller acquisitions acquired in the fourth quarter of 2009 and first quarter of 2010. We anticipate the inclusion of these activities to result in an increase in our borrowing base at the next redetermination. The borrowing base is subject to semi-annual redeterminations on April 1 and October 1 of each year. Additionally, either Legacy or the lenders may, once during each calendar year, elect to redetermine the borrowing base between scheduled redeterminations. We also have the right, once during each calendar year, to request the redetermination of the borrowing base upon the proposed acquisition of certain oil and natural gas properties where the purchase price is greater than 10% of the borrowing base. Any increase in the borrowing base requires the consent of all the lenders, and any decrease in the borrowing base must be approved by the lenders holding at least 66.67% of the outstanding aggregate principal amounts of the loans or participation interests in letters of credit issued under the revolving credit facility. If the required lenders do not agree on an increase or decrease, then the borrowing base will be the highest borrowing base acceptable to the lenders holding 66.67% of the outstanding aggregate principal amounts of the loans or participation interests in letters of credit issued under the revolving credit facility so long as it does not increase the borrowing base then in effect. Outstanding borrowings in excess of the borrowing base must be prepaid, and, if mortgaged properties represent less than 80% of total value of oil and natural gas properties evaluated in the most recent reserve report, we must pledge other oil and natural gas properties as additional collateral.

We may elect that borrowings be comprised entirely of alternate base rate (ABR) loans or Eurodollar loans. Interest on the loans is determined as follows:

- with respect to ABR loans, the alternate base rate equals the highest of the prime rate, the Federal funds effective rate plus 0.50%, the one-month London interbank rate ("LIBOR") plus 1.50% or the reference bank cost of funds rate, plus an applicable margin ranging from and including 0.75% and 1.50% per annum, determined by the percentage of the borrowing base then in effect that is drawn, or
- with respect to any Eurodollar loans, one-, two-, three- or six-month LIBOR plus an applicable margin ranging from and including 2.25% and 3.0% per annum, determined by the percentage of the borrowing base then in effect that is drawn.

Interest is generally payable quarterly for ABR loans and on the last day of the applicable interest period for any Eurodollar loans.

Our revolving credit facility also contains various covenants that limit our ability to:

- incur indebtedness;
- enter into certain leases;
- grant certain liens;
- enter into certain swaps;
- make certain loans, acquisitions, capital expenditures and investments;
- make distributions other than from available cash;
- merge, consolidate or allow any material change in the character of our business; or
- engage in certain asset dispositions, including a sale of all or substantially all of our assets.

Our revolving credit facility also contains covenants that, among other things, require us to maintain specified ratios or conditions as follows:

- consolidated net income (loss) plus interest expense, income taxes, depreciation, depletion, amortization and other similar charges excluding unrealized gains and losses under ASC 815 (formerly SFAS 133), minus all non-cash income added to consolidated net income, and giving pro forma effect to any acquisitions or capital expenditures (“EBITDA”), to interest expense of not less than 2.5 to 1.0;
- total debt to EBITDA of not more than 3.75 to 1.0; and
- consolidated current assets, including the unused amount of the total commitments, to consolidated current liabilities of not less than 1.0 to 1.0, excluding non-cash assets and liabilities under ASC 815 (formerly SFAS No. 133), which includes the current portion of oil, natural gas and interest rate swaps.

If an event of default exists under our revolving credit facility, the lenders will be able to accelerate the maturity of the credit agreement and exercise other rights and remedies. Each of the following would be an event of default:

- failure to pay any principal when due or any reimbursement amount, interest, fees or other amount within certain grace periods;
- a representation or warranty is proven to be incorrect when made;
- failure to perform or otherwise comply with the covenants or conditions contained in the credit agreement or other loan documents, subject, in certain instances, to certain grace periods;
- default by us on the payment of any other indebtedness in excess of \$1.0 million, or any event occurs that permits or causes the acceleration of the indebtedness;
- bankruptcy or insolvency events involving us or any of our subsidiaries;
- the loan documents cease to be in full force and effect;
- our failing to create a valid lien, except in limited circumstances;
- a change of control, which will occur upon (i) the acquisition by any person or group of persons of beneficial ownership of more than 35% of the aggregate ordinary voting power of our equity securities, (ii) the first day on which a majority of the members of the board of directors of our general partner are not continuing directors (which is generally defined to mean members of our board of directors as of March 27, 2009 and persons who are nominated for election or elected to our general partner’s board of directors with the approval of a majority of the continuing directors who were members of such board of directors at the time of such nomination or election), (iii) the direct or indirect sale, transfer or other disposition in one or a series of related transactions of all or substantially all of the properties or assets (including equity interests of subsidiaries) of us and our subsidiaries to any person, (iv) the adoption of a plan related to our liquidation or dissolution or (v) Legacy Reserves GP, LLC’s ceasing to be our sole general partner;
- the entry of, and failure to pay, one or more adverse judgments in excess of \$1.0 million or one or more non-monetary judgments that could reasonably be expected to have a material adverse effect and for which enforcement proceedings are brought or that are not stayed pending appeal; and
- specified ERISA events relating to our employee benefit plans that could reasonably be expected to result in liabilities in excess of \$1,000,000 in any year.

As of December 31, 2009, Legacy was in compliance with all financial and other covenants of the revolving credit facility.

Off-Balance Sheet Arrangements

None.

Contractual Obligations

A summary of our contractual obligations as of December 31, 2009 is provided in the following table.

Contractual Cash Obligations	Obligations Due in Period				
	2010	2011-2012	2013-2014	Thereafter	Total
	(In thousands)				
Long-term debt(a)	\$ —	\$ 237,000	\$ —	\$ —	\$ 237,000
Interest on long-term debt(b)	7,110	8,863	—	—	15,973
Derivative obligations(c)	6,448	1,794	—	—	8,242
Management compensation(d)	1,305	2,610	2,610	—	6,525
Asset retirement obligation(e)	13,506	4,806	3,076	63,529	84,917
Office lease	230	166	—	—	396
Total contractual cash obligations	<u>\$ 28,599</u>	<u>\$ 255,239</u>	<u>\$ 5,686</u>	<u>\$ 63,529</u>	<u>\$ 353,053</u>

- (a) Represents amounts outstanding under our revolving credit facility as of December 31, 2009.
- (b) Based upon our weighted average interest rate of 3.0% under our revolving credit facility as of December 31, 2009.
- (c) Derivative obligations represent net liabilities for interest rate derivatives that were valued as of December 31, 2009, the ultimate settlement of which are unknown because they are subject to continuing market risk. Commodity derivatives, which amount to a net asset, have been excluded from this table. Please read “Item 7A. Quantitative and Qualitative Disclosure about Market Risk” for additional information regarding our derivative obligations.
- (d) The related employment agreements do not contain termination provisions; therefore, the ultimate payment obligation is not known. For purposes of this table, management has not reflected payments subsequent to 2014.
- (e) Asset retirement obligations of oil and natural gas assets, excluding salvage value and accretion, the ultimate settlement and timing of which cannot be precisely determined in advance.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations is based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Certain accounting policies involve judgments and uncertainties to such an extent that there is a reasonable likelihood that materially different amounts could have been reported under different conditions, or if different assumptions had been used. Estimates and assumptions are evaluated on a regular basis. We based our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and assumptions used in preparation of the financial statements. Changes in these estimates and assumptions could materially affect our financial position, results of operations or cash flows. Management considers an accounting estimate to be critical if:

- it requires assumptions to be made that were uncertain at the time the estimate was made, and
- changes in the estimate or different estimates that could have been selected could have a material impact on our consolidated results of operations or financial condition.

Please read Note 1 of the Notes to Consolidated Financial Statements for a detailed discussion of all significant accounting policies that we employ and related estimates made by management.

Nature of Critical Estimate Item: Oil and Natural Gas Reserves — Our estimate of proved reserves is based on the quantities of oil and gas which geological and engineering data demonstrate, with reasonable certainty, to be recoverable in future years from known reservoirs under existing economic and operating conditions. LaRoche Petroleum Consultants, Ltd, prepares a reserve and economic evaluation of all our properties in accordance with Securities and Exchange Commission, or “SEC,” guidelines on a lease, unit or well-by-well basis, depending on the availability of well-level production data. The accuracy of our reserve estimates is a function of many factors including the following: the quality and quantity of available data, the interpretation of that data, the accuracy of various mandated economic assumptions, and the judgments of the individuals preparing the estimates. For example, as discussed in “Recently Issued Accounting Pronouncements” below, we changed our assumptions regarding future selling prices during 2009 as required by new SEC rules and accounting standards, which affected our net proved oil and natural gas reserves presented in Note 15 to our financial statements. In addition, we must estimate the amount and timing of future operating costs, severance taxes, development costs, and workover costs, all of which may in fact vary considerably from actual results. In addition, as prices and cost levels change from year to year, the economics of producing the reserves may change and therefore the estimate of proved reserves also may change. Any significant variance in these assumptions could materially affect the estimated quantity and value of our reserves. Despite the inherent imprecision in these engineering estimates, our reserves are used throughout our financial statements. Reserves and their relation to estimated future net cash flows impact our depletion and impairment calculations. As a result, adjustments to depletion rates are made concurrently with changes to reserve estimates.

Assumptions/Approach Used: Units-of-production method to deplete our oil and natural gas properties — The quantity of reserves could significantly impact our depletion expense. Any reduction in proved reserves without a corresponding reduction in capitalized costs will increase the depletion rate.

Effect if Different Assumptions Used: Units-of-production method to deplete our oil and natural gas properties — A 10% increase or decrease in reserves would have decreased or increased, respectively, our depletion expense for the year ended December 31, 2009 by approximately 10%. Additionally, with the adoption of new SEC rules and accounting standards referred to above and the resulting change in pricing used to measure reserves, we realized an increased depletion rate due to the use of the un-weighted 12-month first-day-of-the-month average prices compared to the spot price as of December 31, 2009. This increased depletion rate amounted to an increased depletion expense of \$2.1 million in the fourth quarter of 2009 compared to the depletion expense that would have been recognized under the old rules. For the first three quarters of 2009 we utilized period end spot prices to measure reserve quantities as we did not adopt ASU 2010-03 until December 31, 2009.

Nature of Critical Estimate Item: Asset Retirement Obligations — We have certain obligations to remove tangible equipment and restore land at the end of oil and gas production operations. Our removal and restoration obligations are primarily associated with plugging and abandoning wells. We adopted ASC 410-20 (formerly SFAS No. 143), *Accounting for Asset Retirement Obligations*, effective January 1, 2003. ASC 410-20 significantly changed the method of accruing for costs an entity is legally obligated to incur related to the retirement of fixed assets (“asset retirement obligations” or “ARO”). Primarily, ASC 410-20 requires us to estimate asset retirement costs for all of our assets, adjust those costs for inflation to the forecast abandonment date, discount that amount using a credit-adjusted-risk-free rate back to the date we acquired the asset or obligation to retire the asset and record an ARO liability in that amount with a corresponding addition to our asset value. When new obligations are incurred, i.e. a new well is drilled or acquired, we add a layer to the ARO liability. We then accrete the liability layers quarterly using the applicable period-end effective credit-adjusted-risk-free rates for each layer. Should either the estimated life or the estimated abandonment costs of a property change materially upon our quarterly review, a new calculation is performed using the same methodology of taking the abandonment cost and inflating it forward to its abandonment date and then discounting it back to the present using our credit-adjusted-risk-free rate. The carrying value of the asset retirement obligation is adjusted to the newly calculated value, with a corresponding offsetting adjustment to the asset retirement cost. Thus, abandonment costs will almost always approximate the estimate. When well obligations are relieved by sale of the property or plugging and abandoning the well, the related liability and asset costs are removed from our balance sheet.

Assumptions/Approach Used: Estimating the future asset removal costs is difficult and requires management to make estimates and judgments because most of the removal obligations are many years in the future and contracts and regulations often have vague descriptions of what constitutes removal. Asset removal technologies and costs are constantly changing, as are regulatory, political, environmental, safety and public relations considerations. Inherent in the estimate of the present value calculation of our AROs are numerous assumptions and judgments including the ultimate settlement amounts, inflation factors, credit-adjusted-risk-free rates, timing of settlement, and changes in the legal, regulatory, environmental and political environments.

Effect if Different Assumptions Used: Since there are so many variables in estimating AROs, we attempt to limit the impact of management's judgment on certain of these variables by developing a standard cost estimate based on historical costs and industry quotes updated annually. Unless we expect a well's plugging to be significantly different than a normal abandonment, we use this estimate. The resulting estimate, after application of a discount factor and present value calculation, could differ from actual results, despite our efforts to make an accurate estimate. We engage independent engineering firms to evaluate our properties annually. We use the remaining estimated useful life from the year-end reserve report by our independent reserve engineers in estimating when abandonment could be expected for each property. On an annual basis we evaluate our latest estimates against actual abandonment costs incurred. For the year ended December 31, 2009, actual abandonment costs approximated our previous estimates. As a result, no revision was recorded. We expect to see our calculations impacted significantly if interest rates rise, as the credit-adjusted-risk-free rate is one of the variables used on a quarterly basis.

Nature of Critical Estimate Item: Derivative Instruments and Hedging Activities — We periodically use derivative financial instruments to achieve a more predictable cash flow from our oil, NGL and natural gas production and interest expense by reducing our exposure to price fluctuations and interest rate changes. Currently, these transactions are swaps and collars whereby we exchange our floating price for our oil, NGL and natural gas for a fixed price and floating interest rates for fixed rates with qualified and creditworthy counterparties. Our existing oil, NGL, natural gas and interest rate swaps and oil collar are with members of our lending group which enables us to avoid margin calls for out-of-the-money mark-to-market positions.

We do not specifically designate derivative instruments as cash flow hedges, even though they reduce our exposure to changes in oil, NGL and natural gas prices and interest rate changes. Therefore, the mark-to-market of these instruments is recorded in current earnings. We use market value estimates prepared by a third party firm, which specializes in valuing derivatives, and validate these estimates by comparison to counterparty estimates as the basis for these end-of-period mark-to-market adjustments. When we record a mark-to-market adjustment resulting in a loss in a current period, these unrealized losses represent a current period mark-to-market adjustment for commodity derivatives which will be settled in future period. As shown in the tables above, we have hedged a significant portion of our future production through 2014. Taking into account the mark-to-market liabilities and assets recorded as of December 31, 2009, the future cash obligations table presented above shows the amounts which we would expect to pay the counterparties over the time periods shown. As oil and gas prices rise and fall, our future cash obligations related to these derivatives will rise and fall.

Recently Issued Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Codification ("ASC") 805-10 (formerly Statement of Financial Accounting Standards No. 141 (revised 2007), *Business Combinations*). ASC 805-10 establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree and the goodwill acquired. ASC 805-10 also establishes disclosure requirements that will enable users to evaluate the nature and financial effects of the business combination. ASC 805-10 is effective for acquisitions that occur in an entity's fiscal year that begins after December 15, 2008, which was the Partnership's fiscal year 2009. However, since Legacy did not consummate any material business combinations during the year ended December 31, 2009, the adoption did not materially affect its consolidated financial statements.

In March, 2008, the FASB issued guidance that requires disclosures related to objectives and strategies for using derivatives; the fair-value amounts of, and gains and losses on, derivative instruments; and credit-risk-related contingent features in derivative agreements. This guidance was effective as of the beginning of an entity's fiscal

year beginning after December 15, 2008, which was the Partnership's fiscal year 2009. The effect on Legacy's disclosures for derivative instruments as a result of the adoption of this guidance in 2009 was not significant since the Partnership does not account for any of its derivative transactions as cash flow hedges.

In December 2008, the SEC released Final Rule, *Modernization of Oil and Gas Reporting* (the "Final Rule"). The Final Rule is intended to provide investors with a more meaningful and comprehensive understanding of oil and natural gas reserves, which should help investors evaluate the relative value of oil and natural gas companies. The new disclosure requirements include provisions that permit the use of new technologies to determine proved reserves if those technologies have been demonstrated empirically to lead to reliable conclusions about reserves volumes. The new requirements also allow companies to disclose their probable and possible reserves to investors. In addition, the new disclosure requirements require companies to: (a) report the independence and qualifications of its reserves preparer or auditor; (b) file reports when a third party is relied upon to prepare reserves estimates or conducts a reserves audit; and (c) report oil and natural gas reserves using an average price based upon the prior 12-month period rather than year-end prices. In January 2010, the FASB issued ASU 2010-03, *Extractive Activities – Oil and Gas (Topic 932) Oil and Gas Reserve Estimation and Disclosures* ("ASU 2010-03"), which aligns the oil and natural gas reserve estimation and disclosure requirements of ASC 932 with the requirements in the SEC's Final Rule, *Modernization of the Oil and Gas Reporting Requirements*, discussed above. We adopted the Final Rule and ASU effective December 31, 2009.

The use of average prices affected our depletion calculation for the fourth quarter of 2009 resulting in an increased expense of approximately \$2.1 million. It also affected the net proved oil and gas reserves presented in Note 15 and the standardized measure of discounted future net cash flows relating to proved reserves presented in Note 16. For comparison purposes, our proved reserves under the previous rules would have been approximately 41.2 MMBoe, compared to 37.1 MMBoe under the Final Rule. In addition, our standardized measure under the previous rules would have been \$613.3 million compared to \$360.2 million under the Final Rule.

In May 2009, the FASB issued ASC 855-10 (formerly SFAS No. 165, *Subsequent Events*). ASC 855-10 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. Although there is new terminology, the standard is based on the same principles as those that currently exist. This guidance, which includes a new required disclosure of the date through which an entity has evaluated subsequent events, is effective for interim or annual periods ending after June 15, 2009. Legacy adopted this guidance for the year ended December 31, 2009. The adoption of this guidance did not have an impact on Legacy's financial position or results of operations.

In June 2009, the FASB issued ASC 105-10 (formerly SFAS No. 168, *The FASB Accounting Standards Codification*TM and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162), which establishes the *FASB Accounting Standards Codification*TM ("Codification") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. This guidance was effective for financial statements issued for interim and annual periods ending after September 15, 2009. On the effective date of this guidance, all then-existing non-SEC accounting and reporting standards were superseded, except as noted within ASC 105-10. Concurrently, all non-grandfathered, non-SEC accounting literature not included in the Codification is deemed non-authoritative with some exceptions as noted within the literature. The adoption of this guidance did not have an impact on Legacy's financial position or results of operations.

In January, 2010, the FASB issued ASU 2010-06, *Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements*, which enhances the usefulness of fair value measurements. The amended guidance requires both the disaggregation of information in certain existing disclosures, as well as the inclusion of more robust disclosures about valuation techniques and inputs to recurring and nonrecurring fair value measurements.

The amended guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disaggregation requirement for the reconciliation disclosure of Level 3 measurements, which is effective for fiscal years beginning after December 15, 2010 and for interim periods within those years. We adopted ASU 2010-06 effective December 31, 2009, and the adoption did not have a significant impact on our consolidated financial statements. We have made all required disclosures.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK*

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about our potential exposure to market risks. The term “market risk” refers to the risk of loss arising from adverse changes in oil and natural gas prices and interest rates. The disclosures are not meant to be precise indicators of expected future losses, but rather indicators of reasonably possible losses. This forward-looking information provides indicators of how we view and manage our ongoing market risk exposures. All of our market risk sensitive instruments were entered into for purposes other than speculative trading.

Commodity Price Risk

Our major market risk exposure is in the pricing applicable to our oil and natural gas production. Realized pricing is primarily driven by the spot market prices applicable to our natural gas production and the prevailing price for crude oil. Pricing for oil and natural gas has been volatile and unpredictable for several years, and we expect this volatility to continue in the future. The prices we receive for production depend on many factors outside of our control, such as the strength of the global economy and the supply of oil outside of the United States.

We periodically enter into and anticipate entering into derivative arrangements with respect to a portion of our projected oil and natural gas production through various transactions that offset changes in the future prices received. These transactions may include price swaps whereby we will receive a fixed price for our production and pay a variable market price to the contract counterparty. Additionally, we may enter into put options, whereby we pay a premium in exchange for the option to receive a fixed price at a future date. At the settlement date we receive the excess, if any, of the fixed floor over the floating rate. These derivative activities are intended to support oil and natural gas prices at targeted levels and to manage our exposure to oil and natural gas price fluctuations. We do not hold or issue derivative instruments for speculative trading purposes.

As of December 31, 2009, the fair market value of Legacy’s commodity derivative positions was a net asset of \$6.9 million. As of December 31, 2008, the fair market value of Legacy’s commodity derivative positions was a net asset of \$134.9 million. Due to our asset position on commodity derivatives, we routinely monitor the credit default risk of our counterparties via risk monitoring services. For more discussion about our derivative transactions and to see a table listing the oil, NGL and natural gas swaps for 2010 through December 31, 2014, please read “— Investing Activities.”

If oil prices decline by \$1.00 per Bbl, then the standardized measure of our combined proved reserves as of December 31, 2009 would decline from \$360.2 million to \$349.5 million, or 3%. If natural gas prices decline by \$0.10 per Mcf, then the standardized measure of our combined proved reserves as of December 31, 2009 would decline from \$360.2 million to \$357.5 million, or 0.7%. However, larger decreases in oil and natural gas prices may not have the same impact on our standardized measure.

Interest Rate Risks

At December 31, 2009, Legacy had debt outstanding of \$237 million, which incurred interest at floating rates in accordance with its revolving credit facility. The average annual interest rate incurred by Legacy for the year ended December 31, 2009 was 3.52%. A 1% increase in LIBOR on Legacy’s outstanding debt as of December 31, 2009 would not have an effect on annual interest expense as Legacy has entered into interest rate swaps to mitigate the volatility of interest rates through December of 2013 on \$264 million of floating rate debt, which exceeds the current outstanding debt balance, to a weighted-average fixed rate of 3.05%.

ITEM 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA*

Our Consolidated Financial Statements and supplementary financial data are included in this annual report on Form 10-K beginning on page F-1.

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

ITEM 9A. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, or the “Exchange Act,”) that are designed to ensure that information required to be disclosed in Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our general partner’s Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Our management, with the participation of our general partner’s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2009. Based upon that evaluation and subject to the foregoing, our general partner’s Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures provide reasonable assurance that such controls and procedures were effective to accomplish their objectives.

Our general partner’s Chief Executive Officer and Chief Financial Officer do not expect that our disclosure controls or our internal controls will prevent all error and all fraud. The design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be considered relative to their cost. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that we have detected all of our control issues and all instances of fraud, if any. The design of any system of controls also is based partly on certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions.

There have been no changes in our internal control over financial reporting that occurred during our fiscal quarter ended December 31, 2009, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management’s Annual Report on Internal Control over Financial Reporting

Legacy’s management is responsible for establishing and maintaining adequate control over financial reporting. Our internal control over financial reporting is a process designed by, or under the supervision of, our general partner’s Chief Executive Officer and Chief Financial Officer, and effected by the board of directors of our general partner, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of management and the board of directors of our general partner; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

As of December 31, 2009, management assessed the effectiveness of Legacy’s internal control over financial reporting based on the criteria for effective internal control over financial reporting established in “Internal Control — Integrated Framework,” issued by the Committee of Sponsoring Organizations of the Treadway Commission. This assessment included design, effectiveness and operating effectiveness of internal controls over financial reporting as well as the safeguarding of assets. Based on that assessment, management determined that Legacy maintained effective internal control over financial reporting as of December 31, 2009, based on those criteria.

BDO Seidman, LLP, the independent registered public accounting firm who also audited our Consolidated Financial Statements included in this Annual Report on Form 10-K, has issued an attestation report on our internal control over financial reporting as of December 31, 2009, which is set forth below under “Attestation Report.”

Attestation Report

Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

Board of Directors and Unitholders
Legacy Reserves LP
Midland, Texas

We have audited Legacy Reserves LP's internal control over financial reporting as of December 31, 2009, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Legacy Reserves LP's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Item 9A, Management's Annual Report on Internal Control Over Financial Reporting." Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Legacy Reserves LP maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Legacy Reserves LP as of December 31, 2009 and 2008, and the related consolidated statements of operations, unitholders' equity, and cash flows for each of the three years in the period ended December 31, 2009 and our report dated March 5, 2010 expressed an unqualified opinion thereon.

/s/ BDO Seidman, LLP
Houston, Texas
March 5, 2010

ITEM 9B. *OTHER INFORMATION*

None.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

We intend to include the information required by this Item 10 in Legacy's definitive proxy statement for its 2010 annual meeting of unitholders under the headings "Election of Directors," "Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance," which information will be incorporated herein by reference; such proxy statement will be filed with the SEC not later than 120 days after December 31, 2009.

ITEM 11. *EXECUTIVE COMPENSATION*

We intend to include information with respect to executive compensation in Legacy's definitive proxy statement for its 2010 annual meeting of unitholders under the heading "Executive Compensation," which information will be incorporated herein by reference; such proxy statement will be filed with the SEC not later than 120 days after December 31, 2009.

ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED UNITHOLDER MATTERS*

We intend to include information regarding Legacy's securities authorized for issuance under equity compensation plans and ownership of Legacy's outstanding securities in Legacy's definitive proxy statement for its 2010 annual meeting of unitholders under the headings "Equity Compensation Plan Information" and "Security Ownership of Certain Beneficial Owners and Management," respectively, which information will be incorporated herein by reference; such proxy statement will be filed with the SEC not later than 120 days after December 31, 2009.

ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE*

We intend to include the information regarding related party transactions in Legacy's definitive proxy statement for its 2010 annual meeting of unitholders under the headings "Corporate Governance" and "Certain Relationships and Related Transactions," which information will be incorporated herein by reference; such proxy statement will be filed with the SEC not later than 120 days after December 31, 2009.

ITEM 14. *PRINCIPAL ACCOUNTING FEES AND SERVICES*

We intend to include information regarding principal accountant fees and services in Legacy's definitive proxy statement for its 2010 annual meeting of unitholders under the heading "Independent Registered Public Accounting Firm," which information will be incorporated herein by reference; such proxy statement will be filed with the SEC not later than 120 days after December 31, 2009.

PART IV

ITEM 15. *EXHIBITS, FINANCIAL STATEMENT SCHEDULES*

(a)(1) and (2) Financial Statements

The consolidated financial statements of Legacy Reserves LP are listed on the Index to Financial Statements to this annual report on Form 10-K beginning on page F-1.

(a)(3) Exhibits

The following documents are filed as a part of this annual report on Form 10-K or incorporated by reference:

<u>Exhibit Number</u>	<u>Description</u>
3.1	— Certificate of Limited Partnership of Legacy Reserves LP (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 3.1)
3.2	— Amended and Restated Limited Partnership Agreement of Legacy Reserves LP (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, included as Appendix A to the Prospectus and including specimen unit certificate for the units)
3.3	— Amendment No. 1, dated December 27, 2007, to the Amended and Restated Agreement of Limited Partnership of Legacy Reserves LP (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed January 2, 2008, Exhibit 3.1)
3.4	— Certificate of Formation of Legacy Reserves GP, LLC (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 3.3)
3.5	— Amended and Restated Limited Liability Company Agreement of Legacy Reserves GP, LLC (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 3.4)
4.1	— Registration Rights Agreement dated June 29, 2006, between Henry Holdings LP and Legacy Reserves LP and Legacy Reserves GP, LLC (the "Henry Registration Rights Agreement") (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed September 5, 2006, Exhibit 4.2)
4.2	— Registration Rights Agreement dated March 15, 2006, by and among Legacy Reserves LP, Legacy Reserves GP, LLC and the other parties there to (the "Founders Registration Rights Agreement") (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed September 5, 2006, Exhibit 4.3)
4.3	— Registration Rights Agreement dated April 16, 2007, by and among Nielson & Associates, Inc., Legacy Reserves GP, LLC and Legacy Reserves LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q filed May 14, 2007, Exhibit 4.4)
10.1	— Credit Agreement dated as of March 15, 2006, among Legacy Reserves LP, the lenders from time to time party thereto, and BNP Paribas, as administrative agent (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 10.1)
10.2	— First Amendment to Credit Agreement effective as of July 7, 2006, among Legacy Reserves LP, the lenders signatory thereto, and BNP Paribas, as administrative agent (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed September 5, 2006, Exhibit 10.14)

<u>Exhibit Number</u>	<u>Description</u>
10.3	— Second Amendment to Credit Agreement dated May 3, 2007, among Legacy Reserves LP, the lenders signatory thereto, and BNP Paribas, as administrative agent (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed May 8, 2007, Exhibit 10.1)
10.4	— Third Amendment to Credit Agreement dated October 24, 2007, among Legacy Reserves LP, the lenders signatory thereto, and BNP Paribas, as administrative agent (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed October 29, 2007, Exhibit 10.1)
10.5	— Fourth Amendment to Credit Agreement dated April 24, 2008, among Legacy Reserves LP, the lenders signatory thereto, and BNP Paribas, as administrative agent (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed April 25, 2008, Exhibit 10.1)
10.6	— Fifth Amendment to Credit Agreement dated October 6, 2008, among Legacy Reserves LP, the lenders signatory thereto, and BNP Paribas, as administrative agent (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed October 7, 2008, Exhibit 10.1)
10.7	— Amended and Restated Credit Agreement dated as of March 27, 2009 among Legacy Reserves LP, BNP Paribas, as administrative agent, Wachovia Bank, N.A., as syndication agent, Compass Bank, as documentation agent, and the Lenders party thereto (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K (File No. 001-33249) filed April 1, 2009, Exhibit 10.1)
10.8†	— Legacy Reserves, LP Long-Term Incentive Plan (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 10.5)
10.9†	— First Amendment of Legacy Reserves LP to Long Term Incentive Plan dated June 16, 2006 (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed October 5, 2006, Exhibit 10.17)
10.10†	— Amended and Restated Legacy Reserves LP Long-Term Incentive Plan effective as of August 17, 2007 (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed August 23, 2007, Exhibit 10.1)
10.11†	— Form of Legacy Reserves LP Long-Term Incentive Plan Restricted Unit Grant Agreement (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 10.6)
10.12†	— Form of Legacy Reserves LP Long-Term Incentive Plan Unit Option Grant Agreement (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed September 5, 2006, Exhibit 10.7)
10.13†	— Form of Legacy Reserves LP Long-Term Incentive Plan Unit Grant Agreement (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed September 5, 2006, Exhibit 10.8)
10.14†	— Form of Legacy Reserves LP Long-Term Incentive Plan Grant of Phantom Units (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed February 4, 2008, Exhibit 10.1)
10.15†	— Employment Agreement dated as of March 15, 2006, between Cary D. Brown and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333- 134056) filed May 12, 2006, Exhibit 10.9)
10.16†	— Section 409A Compliance Amendment to Employment Agreement dated December 31, 2008, between Cary D. Brown and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed December 31, 2008, Exhibit 10.1)
10.17†	— Employment Agreement dated as of March 15, 2006, between Steven H. Pruett and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 10.10)

<u>Exhibit Number</u>	<u>Description</u>
10.18†	— Section 409A Compliance Amendment to Employment Agreement dated December 31, 2008, between Steven H. Pruett and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed December 31, 2008, Exhibit 10.2)
10.19†	— Employment Agreement dated as of March 15, 2006, between Kyle A. McGraw and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 10.11)
10.20†	— Section 409A Compliance Amendment to Employment Agreement dated December 31, 2008, between Kyle A. McGraw and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed December 31, 2008, Exhibit 10.3)
10.21†	— Employment Agreement dated as of March 15, 2006, between Paul T. Horne and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333- 134056) filed May 12, 2006, Exhibit 10.12)
10.22†	— Section 409A Compliance Amendment to Employment Agreement dated December 31, 2008, between Paul T. Horne and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed December 31, 2008, Exhibit 10.4)
10.23†	— Employment Agreement dated as of March 15, 2006, between William M. Morris and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 10.13)
10.24†	— Section 409A Compliance Amendment to Employment Agreement dated December 31, 2008, between William M. Morris and Legacy Reserves Services, Inc. (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed December 31, 2008, Exhibit 10.5)
10.25	— Binger Purchase, Sale and Contribution Agreement dated March 20, 2007, by and between Nielson & Associates, Inc. and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q filed May 14, 2007, Exhibit 10.1)
10.26	— Purchase and Sale Agreement dated March 29, 2007, by and between Ameristate Exploration, LLC and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed May 4, 2007, Exhibit 10.1)
10.27	— Purchase and Sale Agreement dated April 10, 2007, by and between Terry S. Fields and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q filed August 13, 2007, Exhibit 10.1)
10.28	— Purchase and Sale Agreement dated May 3, 2007, by and between Raven Resources, LLC and Shenandoah Petroleum Corporation and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q filed August 13, 2007, Exhibit 10.2)
10.29	— Purchase and Sale Agreement dated July 11, 2007, by and between Raven Resources, LLC and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q filed November 9, 2007, Exhibit 10.1)
10.30	— Purchase and Sale Agreement dated August 28, 2007, between Summit Petroleum Management Corporation and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q filed November 9, 2007, Exhibit 10.3)
10.31	— Purchase and Sale Agreement dated August 30, 2007, by and between The Operating Company and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q filed November 9, 2007, Exhibit 10.4)
10.32	— Unit Purchase Agreement dated as of November 7, 2007, by and among Legacy Reserves LP, Legacy Reserves GP, LLC and the Purchasers named therein (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed November 9, 2007, Exhibit 10.1)

<u>Exhibit Number</u>	<u>Description</u>
10.33	— Purchase and Sale Agreement dated March 13, 2008, by and between Crown Oil Partners III, LP, BC Operating, Inc. and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed May 5, 2008, Exhibit 10.1)
10.34	— Purchase and Sale Agreement dated September 5, 2008, by and among Cano Petroleum Inc., Pantwist, LLC and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K filed October 7, 2008, Exhibit 10.2)
10.35	— Participation Agreement dated as of September 24, 2008, between Black Oak Resources, LLC and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q filed November 7, 2008, Exhibit 10.1)
10.36	— Mutual Termination Agreement and Release dated as of October 19, 2009, by and between Black Oak Resources, LLC and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's quarterly report on Form 10-Q (File No. 001-33249) filed November 6, 2009, Exhibit 10.1)
10.37	— Purchase and Sale Agreement dated December 17, 2009, by and between St. Mary Land & Exploration Company and Legacy Reserves Operating LP (Incorporated by reference to Legacy Reserves LP's current report on Form 8-K (File No. 001-33249) filed February 23, 2010, Exhibit 10.1)
21.1	— List of subsidiaries of Legacy Reserves LP (Incorporated by reference to Legacy Reserves LP's Registration Statement on Form S-1 (File No. 333-134056) filed May 12, 2006, Exhibit 21.1)
23.1*	— Consent of BDO Seidman LLP
23.2*	— Consent of LaRoche Petroleum Consultants, Ltd.
31.1*	— Rule 13a-14(a) Certification of CEO (under Section 302 of the Sarbanes-Oxley Act of 2002)
31.2*	— Rule 13a-14(a) Certification of CFO (under Section 302 of the Sarbanes-Oxley Act of 2002)
32.1*	— Section 1350 Certifications (under Section 906 of the Sarbanes-Oxley Act of 2002)
99.1*	Summary Reserve Report from LaRoche Petroleum Consultants, Ltd.

* Filed herewith

† Management contract or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on the 5th day of March, 2010.

LEGACY RESERVES LP

By: LEGACY RESERVES GP, LLC,
its general partner

By: /s/ STEVEN H. PRUETT
Name: Steven H. Pruett
Title: President, Chief Financial Officer and
Secretary (Principal Financial Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Cary D. Brown and Steven H. Pruett, or either of them, each with power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all subsequent amendments and supplements to this Annual Report on Form 10-K, and to file the same, or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby qualifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this annual report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ CARY D. BROWN</u> Cary D. Brown	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	March 5, 2010
<u>/s/ STEVEN H. PRUETT</u> Steven H. Pruett	President, Chief Financial Officer and Secretary (Principal Financial Officer)	March 5, 2010
<u>/s/ WILLIAM M. MORRIS</u> William M. Morris	Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	March 5, 2010
<u>/s/ KYLE A. MCGRAW</u> Kyle A. McGraw	Executive Vice President and Director	March 5, 2010
<u>/s/ DALE A. BROWN</u> Dale A. Brown	Director	March 5, 2010
<u>/s/ WILLIAM R. GRANBERRY</u> William R. Granberry	Director	March 5, 2010
<u>/s/ G. LARRY LAWRENCE</u> G. Larry Lawrence	Director	March 5, 2010
<u>/s/ WILLIAM D. SULLIVAN</u> William D. Sullivan	Director	March 5, 2010
<u>/s/ KYLE D. VANN</u> Kyle D. Vann	Director	March 5, 2010

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Report of Independent Registered Public Accounting Firm

Board of Directors and Unitholders
Legacy Reserves LP
Midland, Texas

We have audited the accompanying consolidated balance sheets of Legacy Reserves LP as of December 31, 2009 and 2008 and the related consolidated statements of operations, unitholders' equity, and cash flows for each of the years in the three year period ended December 31, 2009. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Legacy Reserves LP at December 31, 2009 and 2008 and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, during 2009 the Partnership changed its reserve estimates and related disclosures as a result of adopting new oil and natural gas reserve estimation and disclosure requirements.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Legacy Reserves LP's internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 5, 2010, expressed an unqualified opinion thereon.

/s/ BDO SEIDMAN, LLP

Houston, Texas
March 5, 2010

LEGACY RESERVES LP
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2009 AND 2008

	2009	2008
	(In thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4,217	\$ 2,500
Accounts receivable, net:		
Oil and natural gas	18,070	12,198
Joint interest owners	4,547	7,265
Other	364	60
Fair value of derivatives (Notes 8 and 9)	20,090	54,820
Prepaid expenses and other current assets	2,323	4,094
Total current assets	<u>49,611</u>	<u>80,937</u>
Oil and natural gas properties, at cost:		
Proved oil and natural gas properties, at cost, using the successful efforts		
method of accounting:	847,120	821,786
Unproved properties	214	78
Accumulated depletion, depreciation and amortization	<u>(271,909)</u>	<u>(208,832)</u>
	<u>575,425</u>	<u>613,032</u>
Other property and equipment, net of accumulated depreciaton and		
amortization of \$1,448 and \$765, respectively	1,512	1,851
Deposit on pending acquisition	6,500	—
Operating rights, net of amortization of \$1,979 and \$1,429, respectively	5,038	5,588
Fair value of derivatives (Notes 8 and 9)	11,026	80,085
Other assets, net of amortization of \$2,785 and \$1,139, respectively	4,334	1,558
Investment in equity method investee	47	21
Total assets	<u>\$ 653,493</u>	<u>\$ 783,072</u>
LIABILITIES AND UNITHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 1,580	\$ 5,950
Accrued oil and natural gas liabilities	13,890	17,200
Fair value of derivatives (Notes 8 and 9)	18,762	1,691
Asset retirement obligation (Note 11)	13,506	24,915
Other (Note 13)	6,488	6,276
Total current liabilities	<u>54,226</u>	<u>56,032</u>
Long-term debt (Note 3)	237,000	282,000
Asset retirement obligation (Note 11)	71,411	55,509
Fair value of derivatives (Notes 8 and 9)	12,149	8,768
Other long-term liabilities	47	130
Total liabilities	<u>374,833</u>	<u>402,439</u>
Commitments and contingencies (Note 6)		
Unitholders' equity:		
Limited partners' equity — 34,880,474 and 31,049,299 units issued and		
outstanding at December 31, 2009 and December 31 2008, respectively	278,627	380,439
General partner's equity (approximately 0.1%)	33	194
Total unitholders' equity	<u>278,660</u>	<u>380,633</u>
Total liabilities and unitholders' equity	<u>\$ 653,493</u>	<u>\$ 783,072</u>

See accompanying notes to consolidated financial statements.

LEGACY RESERVES LP
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007

	<u>2009</u>	<u>2008</u>	<u>2007</u>
	(In thousands, except per unit data)		
Revenues:			
Oil sales	\$ 103,319	\$ 157,973	\$ 83,301
Natural gas liquids (NGL) sales.	11,565	15,862	7,502
Natural gas sales	22,395	41,589	21,433
Total revenues.	<u>137,279</u>	<u>215,424</u>	<u>112,236</u>
Expenses:			
Oil and natural gas production	48,814	52,004	27,129
Production and other taxes.	8,145	12,712	7,889
General and administrative	15,502	11,396	8,392
Depletion, depreciation, amortization and accretion.	58,763	63,324	28,415
Impairment of long-lived assets.	9,207	76,942	3,204
Loss on disposal of assets	378	602	527
Total expenses	<u>140,809</u>	<u>216,980</u>	<u>75,556</u>
Operating income (loss)	<u>(3,530)</u>	<u>(1,556)</u>	<u>36,680</u>
Other income (expense):			
Interest income.	9	93	321
Interest expense (Notes 3, 8 and 9)	(13,222)	(21,153)	(7,118)
Equity in income of partnerships	31	108	77
Realized and unrealized gain (loss) on oil, NGL and natural gas swaps and oil collar (Notes 8 and 9)	(75,554)	176,943	(85,156)
Other.	(11)	116	(129)
Income (loss) before income taxes.	<u>(92,277)</u>	<u>154,551</u>	<u>(55,325)</u>
Income taxes	(554)	(48)	(337)
Income (loss) from continuing operations	<u>(92,831)</u>	<u>154,503</u>	<u>(55,662)</u>
Gain on sale of discontinued operation (Note 4).	—	3,704	—
Net income (loss)	<u>\$ (92,831)</u>	<u>\$ 158,207</u>	<u>\$ (55,662)</u>
Income (loss) from continuing operations per unit — basic and diluted	<u>\$ (2.89)</u>	<u>\$ 5.05</u>	<u>\$ (2.13)</u>
Gain on discontinued operation per unit — basic and diluted	<u>\$ —</u>	<u>\$ 0.12</u>	<u>\$ —</u>
Income (loss) per unit — basic and diluted (Note 12)	<u>\$ (2.89)</u>	<u>\$ 5.17</u>	<u>\$ (2.13)</u>
Weighted average number of units used in computing net income (loss) per unit —			
Basic	<u>32,163</u>	<u>30,596</u>	<u>26,155</u>
Diluted	<u>32,163</u>	<u>30,616</u>	<u>26,155</u>

See accompanying notes to consolidated financial statements.

LEGACY RESERVES LP
CONSOLIDATED STATEMENTS OF UNITHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007

	Number of Limited Partner Units	Limited Partner	General Partner	Total Unitholders' Equity
		(In thousands)		
Balance, December 31, 2006	18,395	\$138,654	\$ 136	\$ 138,790
Net proceeds from initial public equity offering	6,900	121,554	—	121,554
Net proceeds from private placement equity offering	3,643	73,073	—	73,073
Units issued to Legacy Board of Directors for services	7	148	—	148
Compensation expense on restricted unit awards issued to employees	—	341	—	341
Vesting of Restricted Units	20	—	—	—
Units issued to Greg McCabe in exchange for oil and natural gas properties	95	2,271	—	2,271
Units issued to Nielson & Associates, Inc. in exchange for oil and natural gas properties	611	15,752	—	15,752
Reclass prior period compensation cost on unit options granted to employees to adjust for conversion to liability method as described in SFAS No.123(R)	—	(115)	—	(115)
Distributions to unitholders, \$1.67 per unit	—	(40,422)	—	(40,422)
Net loss	—	(55,627)	(35)	(55,662)
Balance, December 31, 2007	29,671	255,629	101	255,730
Costs associated with private placement equity offering in the year ended December 31, 2007	—	(5)	—	(5)
Units issued to Legacy Board of Directors for services	13	263	—	263
Compensation expense on restricted unit awards issued to employees	—	342	—	342
Vesting of restricted units	20	—	—	—
Units issued in COP III acquisition	1,345	27,000	—	27,000
Distributions to unitholders, \$1.98 per unit	—	(60,904)	—	(60,904)
Net income	—	158,114	93	158,207
Balance, December 31, 2008	31,049	380,439	194	380,633
Units issued to Legacy Board of Directors for services	16	259	—	259
Compensation expense on restricted unit awards issued to employees	—	103	—	103
Vesting of restricted units	20	—	—	—
Net proceeds from equity offering	3,795	57,221	—	57,221
Redemption of investment from MBN Operating LP	—	—	(81)	(81)
Distributions to unitholders, \$2.08 per unit	—	(66,616)	(28)	(66,644)
Net loss	—	(92,779)	(52)	(92,831)
Balance, December 31, 2009	<u>34,880</u>	<u>\$278,627</u>	<u>\$ 33</u>	<u>\$ 278,660</u>

See accompanying notes to consolidated financial statements.

LEGACY RESERVES LP
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007

	<u>2009</u>	<u>2008</u>	<u>2007</u>
	(In thousands)		
Cash flows from operating activities:			
Net income (loss)	\$ (92,831)	\$ 158,207	\$ (55,662)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depletion, depreciation, amortization and accretion	58,763	63,324	28,415
Amortization of debt issuance costs	1,646	748	224
Impairment of long-lived assets	9,207	76,942	3,204
Loss on derivatives	71,764	(167,980)	86,652
Equity in income of partnership	(31)	(108)	(77)
Unit-based compensation	2,728	961	166
(Gain) loss on disposal of assets	378	(3,102)	527
Changes in assets and liabilities:			
(Increase) decrease in accounts receivable, oil and natural gas	(5,872)	6,827	(11,425)
(Increase) decrease in accounts receivable, joint interest owners	2,718	(3,012)	92
Increase in accounts receivable, other	(304)	(34)	(5)
(Increase) decrease in other current assets	1,859	(4,094)	(250)
Increase (decrease) in accounts payable	(4,370)	3,630	(611)
Increase (decrease) in accrued oil and natural gas liabilities	(3,310)	7,098	4,221
Increase (decrease) in other liabilities	(4,863)	1,578	1,676
Total adjustments	<u>130,313</u>	<u>(17,222)</u>	<u>112,809</u>
Net cash provided by operating activities	<u>37,482</u>	<u>140,985</u>	<u>57,147</u>
Cash flows from investing activities:			
Investment in oil and natural gas properties	(22,389)	(216,390)	(196,031)
Increase in deposit on pending acquisition	(6,500)	—	—
Proceeds from sale of assets	51	—	—
Investment in other equipment	(345)	(1,590)	(671)
Net cash settlements on oil and natural gas derivatives	52,477	(40,233)	211
Investment in (distribution from) equity method investee	(6)	178	(14)
Net cash provided by (used in) investing activities	<u>23,288</u>	<u>(258,035)</u>	<u>(196,505)</u>
Cash flows from financing activities:			
Proceeds from long-term debt	61,000	255,000	183,000
Payments of long-term debt	(106,000)	(83,000)	(188,800)
Payments of debt issuance costs	(4,549)	(1,144)	(505)
Proceeds from issuance of units, net	57,221	(6)	194,627
Redemption of investment from MBN Operating LP	(81)	—	—
Distributions to unitholders	(66,644)	(60,904)	(40,422)
Net cash provided by (used in) financing activities	<u>(59,053)</u>	<u>109,946</u>	<u>147,900</u>
Net increase (decrease) in cash and cash equivalents	1,717	(7,104)	8,542
Cash and cash equivalents, beginning of period	2,500	9,604	1,062
Cash and cash equivalents, end of period	<u>\$ 4,217</u>	<u>\$ 2,500</u>	<u>\$ 9,604</u>
Non-Cash Investing and Financing Activities:			
Asset retirement obligation costs and liabilities	<u>\$ 182</u>	<u>\$ 38,829</u>	<u>\$ 6,296</u>
Asset retirement obligations associated with property acquisitions	<u>\$ 3,505</u>	<u>\$ 25,023</u>	<u>\$ 3,034</u>
Units issued in exchange for oil and natural gas properties	<u>\$ —</u>	<u>\$ 27,000</u>	<u>\$ 18,023</u>
Non-cash exchange of oil and gas properties:			
Properties received in exchange	<u>\$ —</u>	<u>\$ 6,523</u>	<u>\$ —</u>
Properties delivered in exchange	<u>\$ —</u>	<u>\$ (3,122)</u>	<u>\$ —</u>

See accompanying notes to consolidated financial statements.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

(a) Organization, Basis of Presentation and Description of Business

Legacy Reserves LP (“LRLP,” “Legacy” or the “Partnership”) and its affiliated entities are referred to as Legacy in these financial statements.

LRLP, a Delaware limited partnership, was formed by its general partner, Legacy Reserves GP, LLC (“LRG PLLC”), on October 26, 2005 to own and operate oil and natural gas properties. LRG PLLC is a Delaware limited liability company formed on October 26, 2005, and it owns an approximately 0.05% general partner interest in LRLP.

Significant information regarding rights of the limited partners includes the following:

- Right to receive distributions of available cash within 45 days after the end of each quarter.
- No limited partner shall have any management power over our business and affairs; the general partner shall conduct, direct and manage LRLP’s activities.
- The general partner may be removed if such removal is approved by the unitholders holding at least 66 $\frac{2}{3}$ percent of the outstanding units, including units held by LRLP’s general partner and its affiliates.
- Right to receive information reasonably required for tax reporting purposes within 90 days after the close of the calendar year.

In the event of a liquidation, all property and cash in excess of that required to discharge all liabilities will be distributed to the unitholders and LRLP’s general partner in proportion to their capital account balances, as adjusted to reflect any gain or loss upon the sale or other disposition of Legacy’s assets in liquidation.

Legacy owns and operates oil and natural gas producing properties located primarily in the Permian Basin of West Texas and southeast New Mexico, the Texas Panhandle and the Mid-continent and Rocky Mountain regions of the United States. Legacy has acquired oil and natural gas producing properties and drilled leasehold.

The accompanying financial statements have been prepared on the accrual basis of accounting whereby revenues are recognized when earned, and expenses are recognized when incurred.

(b) Cash Equivalents

For purposes of the consolidated statement of cash flows, Legacy considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents.

(c) Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Legacy routinely assesses the financial strength of its customers. Bad debts are recorded based on an account-by-account review after all means of collection have been exhausted and potential recovery is considered remote. Legacy does not have any off-balance-sheet credit exposure related to its customers (see Note 10).

(d) Oil and Natural Gas Properties

Legacy accounts for oil and natural gas properties by the successful efforts method. Under this method of accounting, costs relating to the acquisition of and development of proved areas are capitalized when incurred. The costs of development wells are capitalized whether productive or non-productive. Leasehold acquisition costs are capitalized when incurred. If proved reserves are found on an unproved property, leasehold cost is transferred to proved properties. Exploration dry holes are charged to expense when it is determined that no commercial reserves

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

exist. Other exploration costs, including personnel costs, geological and geophysical expenses and delay rentals for oil and natural gas leases, are charged to expense when incurred. The costs of acquiring or constructing support equipment and facilities used in oil and gas producing activities are capitalized. Production costs are charged to expense as incurred and are those costs incurred to operate and maintain our wells and related equipment and facilities.

Depreciation and depletion of producing oil and natural gas properties is recorded based on units of production. Acquisition costs of proved properties are amortized on the basis of all proved reserves, developed and undeveloped, and capitalized development costs (wells and related equipment and facilities) are amortized on the basis of proved developed reserves. As more fully described below, proved reserves are estimated annually by the Legacy's independent petroleum engineer, LaRoche Petroleum Consultants, Ltd., and are subject to future revisions based on availability of additional information. Legacy's in-house reservoir engineers prepare an updated estimate of reserves each quarter. Depletion is calculated each quarter based upon the latest estimated reserves data available. As discussed in Note (q) below, we changed our assumption regarding future selling prices during 2009 as required by new SEC rules and accounting standards, which affected our net proved oil and natural gas reserves and resulted in an increase in depletion expense of approximately \$2.1 million. As discussed in Note 11, asset retirement costs are recognized when the asset is placed in service, and are amortized over proved reserves using the units of production method. Asset retirement costs are estimated by Legacy's engineers using existing regulatory requirements and anticipated future inflation rates.

Upon sale or retirement of complete fields of depreciable or depletable property, the book value thereof, less proceeds from sale or salvage value, is charged to income. On sale or retirement of an individual well the proceeds are credited to accumulated depletion and depreciation.

Oil and natural gas properties are reviewed for impairment when facts and circumstances indicate that their carrying value may not be recoverable. Legacy compares net capitalized costs of proved oil and natural gas properties to estimated undiscounted future net cash flows using management's expectations of future oil and natural gas prices. These future price scenarios reflect Legacy's estimation of future price volatility. If net capitalized costs exceed estimated undiscounted future net cash flows, the measurement of impairment is based on estimated fair value, using estimated discounted future net cash flows based on management's expectations of future oil and natural gas prices. For the year ended December 31, 2009, Legacy recognized \$9.2 million of impairment expense on 20 separate producing fields related primarily to the decline in realized natural gas prices during the year combined with rising operating costs on select fields which reduced the estimated future cash flows for these fields. For the year ended December 31, 2008, Legacy recognized \$76.9 million of impairment expense on 101 separate producing fields related primarily to the decline in oil and natural gas prices during the year which reduced the estimated future cash flows for these fields. For the year ended December 31, 2007, Legacy recognized \$3.2 million of impairment expense on 43 separate producing fields related primarily to the decline in performance on individual properties which reduced the estimated future cash flows on these properties.

Unproven properties that are individually significant are assessed for impairment and if considered impaired are charged to expense when such impairment is deemed to have occurred. Costs related to unproved mineral interests that are individually insignificant are amortized over the shorter of the exploratory period or the lease/concession holding period which is typically three years in the Permian Basin.

(e) Oil and Natural Gas Reserve Quantities

Legacy's estimate of proved reserves is based on the quantities of oil and natural gas that engineering and geological analyses demonstrate, with reasonable certainty, to be recoverable from established reservoirs in the future under current operating and economic parameters. LaRoche Petroleum Consultants, Ltd. prepares a reserve and economic evaluation of all Legacy's properties on a well-by-well basis utilizing information provided to it by Legacy and information available from state agencies that collect information reported to it by the operators of Legacy's properties. As discussed in Note (q) below, the estimate of Legacy's proved reserves as of December 31,

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

2009 has been prepared and presented in accordance with new SEC rules and accounting standards. These new rules are effective for fiscal years ending on or after December 31, 2009, and require SEC reporting companies to prepare their reserve estimates using revised reserve definitions and revised pricing based on 12-month un-weighted first-day-of-the-month average pricing. The previous rules required that reserve estimates be calculated using last-day-of-the-year pricing.

Reserves and their relation to estimated future net cash flows impact Legacy's depletion and impairment calculations. As a result, adjustments to depletion and impairment are made concurrently with changes to reserve estimates. Legacy prepares its reserve estimates, and the projected cash flows derived from these reserve estimates, in accordance with SEC guidelines. The independent engineering firm described above adheres to the same guidelines when preparing their reserve report. The accuracy of Legacy's reserve estimates is a function of many factors including the quality and quantity of available data, the interpretation of that data, the accuracy of various mandated economic assumptions, and the judgments of the individuals preparing the estimates.

Legacy's proved reserve estimates are a function of many assumptions, all of which could deviate significantly from actual results. As such, reserve estimates may materially vary from the ultimate quantities of oil, natural gas, and natural gas liquids eventually recovered.

(f) Income Taxes

Legacy is structured as a limited partnership, which is a pass-through entity for United States income tax purposes.

In May 2006, the State of Texas enacted a new margin-based franchise tax law that replaced the existing franchise tax. This new tax is commonly referred to as the Texas margin tax and is assessed at a 1% rate. Corporations, limited partnerships, limited liability companies, limited liability partnerships and joint ventures are examples of the types of entities that are subject to the new tax. The tax is considered an income tax and is determined by applying a tax rate to a base that considers both revenues and expenses. The Texas margin tax became effective for franchise tax reports due on or after January 1, 2008.

Legacy recorded income tax expense of \$553,795, \$48,148 and \$337,000 for the years ended December 31, 2009, 2008 and 2007, respectively, which consists primarily of the Texas margin tax and federal income tax on a corporate subsidiary which employs full and part-time personnel providing services to the Partnership. The Partnership's total effective tax rate differs from statutory rates for federal and state purposes primarily due to being structured as a limited partnership, which is a pass-through entity for federal income tax purposes.

Net income for financial statement purposes may differ significantly from taxable income reportable to unitholders as a result of differences between the tax bases and financial reporting bases of assets and liabilities and the taxable income allocation requirements under the partnership agreement. In addition, individual unitholders have different investment bases depending upon the timing and price of acquisition of their common units, and each unitholder's tax accounting, which is partially dependent upon the unitholder's tax position, differs from the accounting followed in the consolidated financial statements. As a result, the aggregate difference in the basis of net assets for financial and tax reporting purposes cannot be readily determined as the Partnership does not have access to information about each unitholder's tax attributes in the Partnership. However, with respect to the Partnership, the Partnership's book basis in its net assets exceeds the Partnership's net tax basis by \$407 million at December 31, 2009.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(g) Derivative Instruments and Hedging Activities

Legacy uses derivative financial instruments to achieve a more predictable cash flow from its oil and natural gas production by reducing its exposure to price fluctuations and interest rate changes. Legacy does not specifically designate derivative instruments as cash flow hedges, even though they reduce its exposure to changes in oil and natural gas prices and interest rate changes. Therefore, Legacy records the change in the fair market values of oil, NGL and natural gas derivatives in current earnings. Changes in the fair values of interest rate derivatives are recorded in interest expense (see Note 9).

(h) Use of Estimates

Management of Legacy has made a number of estimates and assumptions relating to the reporting of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities to prepare these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ materially from those estimates. Estimates which are particularly significant to the consolidated financial statements include estimates of oil and natural gas reserves, valuation of derivatives, future cash flows from oil and natural gas properties, depreciation, depletion and amortization, asset retirement obligations and accrued revenues.

(i) Revenue Recognition

Sales of crude oil, natural gas liquids and natural gas are recognized when the delivery to the purchaser has occurred and title has been transferred. This occurs when oil or natural gas has been delivered to a pipeline or a tank lifting has occurred. Crude oil is priced on the delivery date based upon prevailing prices published by purchasers with certain adjustments related to oil quality and physical location. Virtually all of Legacy's natural gas contracts' pricing provisions are tied to a market index, with certain adjustments based on, among other factors, whether a well delivers to a gathering or transmission line, quality of natural gas, and prevailing supply and demand conditions, so that the price of the natural gas fluctuates to remain competitive with other available natural gas supplies. These market indices are determined on a monthly basis. As a result, Legacy's revenues from the sale of oil and natural gas will suffer if market prices decline and benefit if they increase. Legacy believes that the pricing provisions of its oil and natural gas contracts are customary in the industry.

Legacy uses the "net-back" method of accounting for transportation arrangements of its natural gas sales. Legacy sells natural gas at the wellhead and collects a price and recognizes revenues based on the wellhead sales price since transportation costs downstream of the wellhead are incurred by its purchasers and reflected in the wellhead price. Legacy's contracts with respect to the sale of its natural gas produced, with one immaterial exception, provide Legacy with a net price payment. That is, when Legacy is paid for its natural gas by its purchasers, Legacy receives a price which is net of any costs incurred for treating, transportation, compression, etc. In accordance with the terms of Legacy's contracts, the payment statements Legacy receives from its purchasers show a single net price without any detail as to treating, transportation, compression, etc. Thus, Legacy's revenues are recorded at this single net price.

Natural gas imbalances occur when Legacy sells more or less than its entitled ownership percentage of total natural gas production. Any amount received in excess of its share is treated as a liability. If Legacy receives less than its entitled share the underproduction is recorded as a receivable. Legacy did not have any significant natural gas imbalance positions as of December 31, 2009, 2008 or 2007.

Legacy is paid a monthly operating fee for each well it operates for outside owners. The fee covers monthly general and administrative costs. As the operating fee is a reimbursement of costs incurred on behalf of third parties, the fee has been netted against general and administrative expense.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(j) Investments

Undivided interests in oil and natural gas properties owned through joint ventures are consolidated on a proportionate basis. Investments in entities where Legacy exercises significant influence, but not a controlling interest are accounted for by the equity method. Under the equity method, Legacy's investments are stated at cost plus the equity in undistributed earnings and losses after acquisition.

(k) Intangible assets

Legacy has capitalized certain operating rights acquired in the acquisition of oil and gas properties. The operating rights, which have no residual value, are amortized over their estimated economic life of approximately 15 years beginning July 1, 2006. Amortization expense is included as an element of depletion, depreciation, amortization and accretion expense. Impairment will be assessed on a quarterly basis or when there is a material change in the remaining useful life. The expected amortization expense for 2010, 2011, 2012, 2013 and 2014 is \$522,000, \$510,000, \$502,000, \$498,000 and \$487,000, respectively.

(l) Environmental

Legacy is subject to extensive federal, state and local environmental laws and regulations. These laws, which are frequently changing, regulate the discharge of materials into the environment and may require Legacy to remove or mitigate the environmental effects of the disposal or release of petroleum or chemical substances at various sites. Environmental expenditures are expensed or capitalized depending on their future economic benefit. Expenditures that relate to an existing condition caused by past operations and that have no future economic benefits are expensed. Liabilities for expenditures of a non-capital nature are recorded when environmental assessment and/or remediation are probable, and the costs can be reasonably estimated. Such liabilities are generally undiscounted unless the timing of cash payments is fixed and readily determinable.

(m) Earnings (Loss) Per Unit

Basic earnings per unit amounts are calculated using the weighted average number of units outstanding during each period. Diluted earnings per unit also give effect to dilutive unvested restricted units (calculated based upon the treasury stock method) (see Note 12).

(n) Redemption of Units

Units redeemed are recorded at cost.

(o) Segment Reporting

Legacy's management treats each new acquisition of oil and natural gas properties as a separate operating segment. Legacy aggregates these operating segments into a single segment for reporting purposes.

(p) Unit-Based Compensation

Concurrent with the Formation Transaction on March 15, 2006, a Long-Term Incentive Plan ("LTIP") for Legacy was created. Due to Legacy's history of cash settlements for option exercises, Legacy accounts for unit options under the liability method which requires the Partnership to recognize the fair value of each unit option at the end of each period. Expense is recognized as a change in the liability from period to period. Legacy's issued units, as reflected in the accompanying consolidated balance sheet at December 31, 2009, do not include 5,000 units related to unvested restricted unit awards.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(q) Recently Issued Accounting pronouncements

In December 2007, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Codification (“ASC”) 805-10 (formerly Statement of Financial Accounting Standards No. 141 (revised 2007), *Business Combinations*). ASC 805-10 establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree and the goodwill acquired. ASC 805-10 also establishes disclosure requirements that will enable users to evaluate the nature and financial effects of the business combination. ASC 805-10 is effective for acquisitions that occur in an entity’s fiscal year that begins after December 15, 2008, which was the Partnership’s fiscal year 2009. However, since Legacy did not consummate any material business combinations during the year ended December 31, 2009, the adoption did not materially affect its consolidated financial statements.

In March, 2008, the FASB issued guidance that requires disclosures related to objectives and strategies for using derivatives; the fair-value amounts of, and gains and losses on, derivative instruments; and credit-risk-related contingent features in derivative agreements. This guidance was effective as of the beginning of an entity’s fiscal year beginning after December 15, 2008, which was the Partnership’s fiscal year 2009. The effect on Legacy’s disclosures for derivative instruments as a result of the adoption of this guidance in 2009 was not significant since the Partnership does not account for any of its derivative transactions as cash flow hedges.

In December 2008, the SEC released Final Rule, *Modernization of Oil and Gas Reporting* (the “Final Rule”). The Final Rule is intended to provide investors with a more meaningful and comprehensive understanding of oil and natural gas reserves, which should help investors evaluate the relative value of oil and natural gas companies. The new disclosure requirements include provisions that permit the use of new technologies to determine proved reserves if those technologies have been demonstrated empirically to lead to reliable conclusions about reserves volumes. The new requirements also allow companies to disclose their probable and possible reserves to investors. In addition, the new disclosure requirements require companies to: (a) report the independence and qualifications of its reserves preparer or auditor; (b) file reports when a third party is relied upon to prepare reserves estimates or conducts a reserves audit; and (c) report oil and natural gas reserves using an average price based upon the prior 12-month period rather than year-end prices. In January 2010, the FASB issued ASU 2010-03, *Extractive Activities – Oil and Gas (Topic 932) Oil and Gas Reserve Estimation and Disclosures* (“ASU 2010-03”), which aligns the oil and natural gas reserve estimation and disclosure requirements of ASC 932 with the requirements in the SEC’s Final Rule, *Modernization of the Oil and Gas Reporting Requirements* discussed above. We adopted the Final Rule and ASU effective December 31, 2009.

The use of average prices affected our depletion calculation for the fourth quarter of 2009 resulting in an increased expense of approximately \$2.1 million. It also had an effect on the net proved oil and gas reserves presented in Note 15 and the standardized measure of discounted future net cash flows relating to proved reserves presented in Note 16.

In May 2009, the FASB issued ASC 855-10 (formerly SFAS No. 165, *Subsequent Events*). ASC 855-10 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. Although there is new terminology, the standard is based on the same principles as those that currently exist. This guidance, which includes a new required disclosure of the date through which an entity has evaluated subsequent events, is effective for interim or annual periods ending after June 15, 2009. Legacy adopted this guidance for the year ended December 31, 2009. The adoption of this guidance did not have an impact on Legacy’s financial position or results of operations.

In June 2009, the FASB issued ASC 105-10 (formerly SFAS No. 168, *The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162*), which establishes the *FASB Accounting Standards Codification™* (“Codification”) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the SEC under

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. This guidance was effective for financial statements issued for interim and annual periods ending after September 15, 2009. On the effective date of this guidance, all then-existing non-SEC accounting and reporting standards were superseded, except as noted within ASC 105-10. Concurrently, all non-grandfathered, non-SEC accounting literature not included in the Codification is deemed non-authoritative with some exceptions as noted within the literature. The adoption of this guidance did not have an impact on Legacy's financial position or results of operations.

In January, 2010, the FASB issued ASU 2010-06, *Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements*, which enhances the usefulness of fair value measurements. The amended guidance requires both the disaggregation of information in certain existing disclosures, as well as the inclusion of more robust disclosures about valuation techniques and inputs to recurring and nonrecurring fair value measurements.

The amended guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disaggregation requirement for the reconciliation disclosure of Level 3 measurements, which is effective for fiscal years beginning after December 15, 2010 and for interim periods within those years. We adopted ASU 2010-06 effective December 31, 2009, and the adoption did not have a significant impact on our consolidated financial statements. We have made all required disclosures.

(r) Prior Year Financial Statement Presentation

Certain prior year balances have been reclassified to conform to the current year presentation of balances as stated in this annual report on Form 10-K.

(2) Fair Values of Financial Instruments

The estimated fair values of Legacy's financial instruments closely approximate the carrying amounts as discussed below:

Cash and cash equivalents, accounts receivable, other current assets, accounts payable and other current liabilities. The carrying amounts approximate fair value due to the short maturity of these instruments.

Debt. The carrying amount of the revolving long-term debt approximates fair value because Legacy's current borrowing rate does not materially differ from market rates for similar bank borrowings.

Commodity price derivatives. See Note 8 for discussion of process used in estimating the fair value of commodity price derivatives.

Interest rate derivatives. See Note 8 for discussion of process used in estimating the fair value of interest rate derivatives.

(3) Credit Facility

As an integral part of the formation of Legacy, Legacy entered into a credit agreement with a senior credit facility (the "Legacy Facility"). Legacy pledged oil and natural gas properties as collateral for borrowings under the Legacy Facility. The initial terms of the Legacy Facility permitted borrowings in the lesser amount of (i) the borrowing base, or (ii) \$300 million, increased to \$500 million pursuant to the Third Amendment effective October 24, 2007. The borrowing base under the Legacy Facility was initially set at \$130 million as of March 15, 2006. Pursuant to the Fourth Amendment to the credit agreement, the borrowing base was initially increased to \$272 million as of April 24, 2008 and further increased to \$320 million coincident with the closing of the COP III Acquisition, which closed on April 30, 2008. On October 6, 2008, the borrowing base was increased to \$383.76 million pursuant to the Fifth Amendment and further increased to \$410 million with the addition of two additional banks to the credit facility. Under the Legacy Facility, as amended, interest on debt outstanding was charged based

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

on Legacy's selection of a LIBOR rate plus 1.50% to 2.125%, or the alternate base rate ("ABR") which equaled the higher of the prime rate or the Federal funds effective rate plus 0.50%, plus an applicable margin between 0% and 0.50%.

On March 27, 2009, Legacy entered into a new three-year secured revolving credit facility with BNP Paribas as administrative agent (the "New Credit Agreement"). Borrowings under the New Credit Agreement mature on April 1, 2012. The New Credit Agreement permits borrowings in the lesser amount of (i) the borrowing base, or (ii) \$600 million. The borrowing base under the New Credit Agreement is \$340 million as of December 31, 2009. The borrowing base is redetermined every six months and will be adjusted based upon changes in the fair market value of Legacy's oil and natural gas assets. Under the New Credit Agreement, interest on debt outstanding is charged based on Legacy's selection of a LIBOR rate plus 2.25% to 3.0%, or the alternate base rate ("ABR") which equals the highest of the prime rate, the Federal funds effective rate plus 0.50% or LIBOR plus 1.50%, plus an applicable margin between 0.75% and 1.50%.

As of December 31, 2009, Legacy had outstanding borrowings of \$237 million at a weighted average interest rate of 3.0%. Thus, Legacy had approximately \$103 million of availability remaining. For the year ended December 31, 2009, Legacy paid \$12.3 million of interest expense on the New Credit Agreement. The New Credit Agreement contains certain loan covenants requiring minimum financial ratio coverages, involving the current ratio and EBITDA to interest expense as well as acceleration in term due to changes in control and restrictions on our ability to make distributions other than from available cash. At December 31, 2009, Legacy was in compliance with all aspects of the New Credit Agreement.

Long-term debt consists of the following at December 31, 2009 and 2008:

	December 31,	
	2009	2008
	(In thousands)	
Legacy Facility - due April 2012	<u><u>\$237,000</u></u>	<u><u>\$282,000</u></u>

(4) Acquisitions

Binger Acquisition

On April 16, 2007, Legacy purchased certain oil and natural gas properties and other interests in the East Binger (Marchand) Unit in Caddo County, Oklahoma from Nielson & Associates, Inc. for a net purchase price of \$44.2 million ("Binger Acquisition"). The purchase price was paid with the issuance of 611,247 units valued at \$15.8 million and \$28.4 million paid in cash. The effective date of this purchase was February 1, 2007. The \$44.2 million purchase price was allocated with \$14.7 million recorded as lease and well equipment, \$29.4 million of leasehold costs and \$0.1 million as investment in equity method investee related to the 50% interest acquired in Binger Operations, LLC. Asset retirement obligations of \$184,636 were recorded in connection with this acquisition. The operations of these Binger Acquisition properties have been included from their acquisition on April 16, 2007.

Ameristate Acquisition

On May 1, 2007, Legacy purchased certain oil and natural gas properties located in the Permian Basin from Ameristate Exploration, LLC for a net purchase price of \$5.2 million ("Ameristate Acquisition"). The effective date of this purchase was January 1, 2007. The \$5.2 million purchase price was allocated with \$0.5 million recorded as lease and well equipment and \$4.7 million of leasehold costs. Asset retirement obligations of \$51,414 were recorded in connection with this acquisition. The operations of these Ameristate Acquisition properties have been included from their acquisition on May 1, 2007.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

TSF Acquisition

On May 25, 2007, Legacy purchased certain oil and natural gas properties located in the Permian Basin from Terry S. Fields for a net purchase price of \$14.7 million (“TSF Acquisition”). The effective date of this purchase was March 1, 2007. The \$14.7 million purchase price was allocated with \$1.8 million recorded as lease and well equipment and \$12.9 million of leasehold costs. Asset retirement obligations of \$99,094 were recorded in connection with this acquisition. The operations of these TSF Acquisition properties have been included from their acquisition on May 25, 2007.

Raven Shenandoah Acquisition

On May 31, 2007, Legacy purchased certain oil and natural gas properties located in the Permian Basin from Raven Resources, LLC and Shenandoah Petroleum Corporation for a net purchase price of \$13.0 million (“Raven Shenandoah Acquisition”). The effective date of this purchase was May 1, 2007. The \$13.0 million purchase price was allocated with \$6.0 million recorded as lease and well equipment and \$7.0 million of leasehold costs. Asset retirement obligations of \$378,835 were recorded in connection with this acquisition. The operations of these Raven Shenandoah Acquisition properties have been included from their acquisition on May 31, 2007.

Raven OBO Acquisition

On August 3, 2007, Legacy purchased certain oil and natural gas properties located primarily in the Permian Basin from Raven Resources, LLC and private parties for a net purchase price of \$20.0 million (“Raven OBO Acquisition”). The effective date of this purchase was July 1, 2007. The \$20.0 million purchase price was allocated with \$1.6 million recorded as lease and well equipment and \$18.4 million of leasehold costs. Asset retirement obligations of \$224,329 were recorded in connection with this acquisition. The operations of these Raven OBO Acquisition properties have been included from their acquisition on August 3, 2007.

TOC Acquisition

On October 1, 2007, Legacy purchased certain oil and natural gas properties located in the Texas Panhandle from The Operating Company, et al, for a net purchase price of \$60.6 million (“TOC Acquisition”). The effective date of this purchase was September 1, 2007. The \$60.6 million purchase price was allocated with \$23.7 million recorded as lease and well equipment and \$36.9 million of leasehold costs. Asset retirement obligations of \$1.6 million were recorded in connection with this acquisition. The operations of these TOC Acquisition properties have been included from their acquisition on October 1, 2007.

Summit Acquisition

Also on October 1, 2007, Legacy purchased certain oil and natural gas properties located in the Permian Basin from Summit Petroleum Management Corporation for a net purchase price of \$13.5 million (“Summit Acquisition”). The effective date of this purchase was September 1, 2007. The \$13.5 million purchase price was allocated with \$2.1 million recorded as lease and well equipment and \$11.3 million as leasehold cost. Asset retirement obligations of \$128,705 were recorded in connection with this acquisition. The operations of these Summit Acquisition properties have been included from their acquisition on October 1, 2007.

COP III Acquisition

On April 30, 2008, Legacy purchased certain oil and natural gas properties located primarily in the Permian Basin and to a lesser degree in Oklahoma and Kansas from a third party for a net purchase price of \$79.2 million. The purchase price was paid with the issuance of 1,345,291 newly issued units valued at \$27.0 million and \$52.2 million paid in cash (“COP III Acquisition”). The effective date of this purchase was January 1, 2008. The \$79.2 million purchase price was allocated with \$19.6 million recorded as lease and well equipment and

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

\$59.6 million as leasehold cost. Asset retirement obligations of \$4.0 million were recorded in connection with this acquisition. The operations of these COP III Acquisition properties have been included from their acquisition on April 30, 2008.

Reeves Unit Exchange

On May 2, 2008, Legacy entered into a non-monetary exchange with Devon Energy in which Legacy exchanged its 12.9% non-operated working interest in the Reeves Unit for a 60% interest in two operated properties. Legacy and Devon agreed upon a fair value of \$7.7 million, prior to a net purchase price adjustment decrease of approximately \$1.2 million, for both the Reeves Unit working interest and the acquired properties. Prior to the exchange, Legacy's basis in the Reeves Unit was \$2.8 million. Due to the commercial substance of the transaction, the excess fair value of \$3.7 million above the carrying value of the Reeves Unit was recorded as a gain on sale of discontinued operation for the year ended December 31, 2008. Due to immateriality, Legacy has not reflected the operating results of the Reeves Unit separately as a discontinued operation for any of the periods presented.

Pantwist Acquisition

On October 1, 2008, Legacy purchased all of the membership interests of Pantwist LLC (the "Pantwist Acquisition") from Cano Petroleum, Inc. for a net purchase price of \$40.6 million. Pantwist owns certain oil and natural gas properties in Carson, Gray, Hutchison and Moore counties in the Texas Panhandle. The effective date of this purchase was July 1, 2008. The \$40.6 million purchase price was allocated with \$3.5 million recorded as lease and well equipment and \$37.1 million of leasehold costs. Asset retirement obligations of \$2.2 million were recorded in connection with this acquisition. The operations of the Pantwist properties have been included from their acquisition on October 1, 2008.

Pro Forma Operating Results

The following table reflects the unaudited pro forma results of operations as though the Binger, Ameristate, TSF, Raven Shenandoah, Raven OBO, TOC and Summit acquisitions had occurred on January 1, 2007 and reflects the unaudited pro forma results of operations as though the COP III and Pantwist acquisitions had each occurred on January 1, 2007 and 2008. The pro forma amounts are not necessarily indicative of the results that may be reported in the future:

	December 31,	
	2008	2007
	(In thousands)	
Revenues	\$230,448	\$(160,241)
Net income (loss)	\$ 163,229	\$ (48,420)
Loss per unit — basic and diluted:	\$ 5.26	\$ (1.75)
Units used in computing income (loss) per unit:		
Basic	31,037	27,676
Diluted	31,057	27,676

(5) Related Party Transactions

Cary D. Brown, Legacy's Chairman and Chief Executive Officer, and Kyle A. McGraw, Legacy's Executive Vice President – Business Development and Land, own partnership interests which, in turn, own a combined non-controlling 4.16% interest as limited partners in the partnership which owns the building that Legacy occupies. Monthly rent is \$14,808, without respect to property taxes and insurance. The lease expires in August 2011.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Legacy uses Lynch, Chappell and Alsup for legal services. Alan Brown, son of Dale Brown and brother of Cary Brown, is a less than ten percent shareholder in this firm. Legacy paid legal fees of \$153,298, \$100,392 and \$127,313 for the years ended December 31, 2009, 2008 and 2007, respectively.

(6) Commitments and Contingencies

From time to time Legacy is a party to various legal proceedings arising in the ordinary course of business. While the outcome of lawsuits cannot be predicted with certainty, Legacy is not currently a party to any proceeding that it believes, if determined in a manner adverse to Legacy, could have a potential material adverse effect on its financial condition, results of operations or cash flows. Legacy believes the likelihood of such a future event to be remote.

Additionally, Legacy is subject to numerous laws and regulations governing the discharge of materials into the environment or otherwise relating to environmental protection. To the extent laws are enacted or other governmental action is taken that restricts drilling or imposes environmental protection requirements that result in increased costs to the oil and natural gas industry in general, the business and prospects of Legacy could be adversely affected.

Legacy has employment agreements with its officers that specify that if the officer is terminated by Legacy for other than cause or following a change in control, the officer shall receive severance pay ranging from 24 to 36 months salary plus bonus and COBRA benefits.

On October 19, 2009, Legacy and Black Oak Resources, LLC executed a Mutual Termination Agreement and Release of the Participation Agreement previously entered into by the parties on September 24, 2008. Under the Participation Agreement, Legacy had agreed to invest up to \$20 million over three years in the acquisition and development of all oil and natural gas properties acquired by Black Oak during such period. Legacy has not been required to make any investments jointly with Black Oak pursuant to the Participation Agreement. Legacy did not incur any costs related to the termination agreement of the Partnership Agreement. The Termination Agreement releases Legacy from all duties, rights, claims, obligations and liabilities arising from, in connection with, or relating to, the Participation Agreement, including the obligation to offer certain business opportunities to Black Oak.

(7) Business and Credit Concentrations

Cash

Legacy maintains its cash in bank deposit accounts, which, at times, may exceed federally insured amounts. Legacy has not experienced any losses in such accounts. Legacy believes it is not exposed to any significant credit risk on its cash.

Revenue and Trade Receivables

Substantially all of Legacy's accounts receivable result from oil and natural gas sales or joint interest billings to third parties in the oil and natural gas industry. This concentration of customers and joint interest owners may impact Legacy's overall credit risk in that these entities may be similarly affected by changes in economic and other conditions. Historically, Legacy has not experienced significant credit losses on such receivables. No bad debt expense was recorded in 2009, 2008 or 2007. Legacy cannot ensure that such losses will not be realized in the future. A listing of oil and natural gas purchasers exceeding 10% of Legacy's sales is presented in Note 10.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Commodity Derivatives

Due to the volatility of oil and natural gas prices, Legacy periodically enters into price-risk management transactions (e.g., swaps or collars) for a portion of its oil and natural gas production to achieve a more predictable cash flow, as well as to reduce exposure from price fluctuations. Legacy values these transactions at fair value on a recurring basis (Note 8). As of December 31, 2009, Legacy's commodity derivative transactions have a fair value in favor of the Partnership of \$6.9 million, collectively. Legacy enters into commodity derivative transactions with members of its revolving credit facility, who Legacy's management believes are major, creditworthy financial institutions. In addition, Legacy reviews and assesses the creditworthiness of these institutions on a routine basis.

(8) Fair Value Measurements

Legacy adopted ASC 820-10 (formerly SFAS No. 157), *Fair Value Measurements*, effective January 1, 2008 for financial assets and liabilities measured at fair value on a recurring basis. As defined in ASC 820-10, fair value is the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820-10 requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. The statement requires fair value measurements be classified and disclosed in one of the following categories:

- Level 1: Measured based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. Legacy considers active markets as those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2: Measured based on quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability. This category includes those derivative instruments that Legacy values using observable market data. Substantially all of these inputs are observable in the marketplace throughout the term of the derivative instrument, can be derived from observable data, or supported by observable levels at which transactions are executed in the marketplace. Instruments in this category include non-exchange traded derivatives such as over-the-counter commodity price swaps and interest rate swaps.
- Level 3: Measured based on prices or valuation models that require inputs that are both significant to the fair value measurement and less observable from objective sources (i.e. supported by little or no market activity). Legacy's valuation models are primarily industry standard models that consider various inputs including: (a) quoted forward prices for commodities, (b) time value, and (c) current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Level 3 instruments primarily include derivative instruments, such as basis swaps, NGL derivative swaps, natural gas derivative swaps for those derivatives that are indexed to the West Texas Waha, ANR-Oklahoma and CIGC indices and commodity collars. Although Legacy utilizes third party broker quotes to assess the reasonableness of our prices and valuation techniques, Legacy does not have sufficient corroborating evidence to support classifying these assets and liabilities as Level 2.

As required by ASC 820-10, financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. Legacy's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Fair Value on a Recurring Basis

The following table sets forth by level within the fair value hierarchy Legacy's financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2009 and 2008:

<u>Description</u>	<u>Fair Value Measurements Using</u>			<u>Total Carrying Value</u>
	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	
	(In thousands)			
Oil, NGL and natural gas derivative swaps	\$—	\$105,920	\$ 13,619	\$ 119,539
Oil collars	—	—	15,366	15,366
Interest rate swaps	—	(10,459)	—	(10,459)
Total as of December 31, 2008	<u>\$—</u>	<u>\$ 95,461</u>	<u>\$28,985</u>	<u>\$124,446</u>
Oil, NGL and natural gas derivative swaps	\$—	\$ (10,917)	\$ 9,884	\$ (1,033)
Oil collars	—	—	7,907	7,907
Interest rate swaps	—	(6,669)	—	(6,669)
Total as of December 31, 2009	<u>\$—</u>	<u>\$ (17,586)</u>	<u>\$ 17,791</u>	<u>\$ 205</u>

We estimate the fair values of the swaps based on published forward commodity price curves for the underlying commodities as of the date of the estimate for those commodities for which published forward pricing is readily available. For those commodity derivatives for which forward commodity price curves are not readily available, Legacy estimates, with the assistance of third-party pricing experts, the forward curves as of the date of the estimate. We estimate the option value of the contract floors and ceilings using an option pricing model which takes into account market volatility, market prices, contract parameters and discount rates based on published LIBOR rates and interest swap rates. In order to estimate the fair value of our interest rate swaps, we use a yield curve based on money market rates and interest rate swaps, extrapolate a forecast of future interest rates, estimate each future cash flow, derive discount factors to value the fixed and floating rate cash flows of each swap, and then discount to present value all known (fixed) and forecasted (floating) swap cash flows. Curve building and discounting techniques used to establish the theoretical market value of interest bearing securities are based on readily available money market rates and interest swap market data. The determination of the fair values above incorporates various factors including the impact of our non-performance risk and the credit standing of the counterparties involved in the Partnership's derivative contracts. The risk of nonperformance by the Partnership's counterparties is mitigated by the fact that such counterparties (or their affiliates) are also bank lenders under the Partnership's revolving credit facility. In addition, Legacy routinely monitors the creditworthiness of its counterparties.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table sets forth a reconciliation of changes in the fair value of financial assets and liabilities classified as level 3 in the fair value hierarchy:

	Significant Unobservable Inputs (Level 3)	
	December 31,	
	2009	2008
	(In thousands)	
Beginning balance	\$ 28,985	\$ (4,502)
Total gains or (losses).	1,727	32,005
Settlements	(12,921)	1,482
Ending balance	<u>\$ 17,791</u>	<u>\$ 28,985</u>
Change in unrealized gains (losses) included in earnings relating to derivatives still held as of December 31, 2009 and 2008	<u>\$ (11,194)</u>	<u>\$ 33,487</u>

During periods of market disruption, including periods of volatile oil and natural gas prices, rapid credit contraction or illiquidity, it may be difficult to value certain of the Partnerships' derivative instruments if trading becomes less frequent and/or market data becomes less observable. There may be certain asset classes that were in active markets with observable data that become illiquid due to changes in the financial environment. In such cases, more derivative instruments may fall to Level 3 and thus require more subjectivity and management judgment. As such, valuations may include inputs and assumptions that are less observable or require greater estimation as well as valuation methods which are more sophisticated or require greater estimation thereby resulting in valuations with less certainty. Further, rapidly changing commodity and unprecedented credit and equity market conditions could materially impact the valuation of derivative instruments as reported within our consolidated financial statements and the period-to-period changes in value could vary significantly. Decreases in value may have a material adverse effect on our results of operations or financial condition.

Fair Value on a Non-Recurring Basis

On January 1, 2009, Legacy adopted the provisions of ASC 820-10 (formerly SFAS 157) for nonfinancial assets and liabilities measured at fair value on a non-recurring basis. As it relates to Legacy, the adoption applies to certain nonfinancial assets and liabilities as may be acquired in a business combination and thereby measured at fair value; impaired oil and natural gas property assessments; and the initial recognition of asset retirement obligations for which fair value is used.

This adoption of ASC 820-10 did not have a material impact on Legacy's consolidated financial statements or its disclosures with respect to the initial recognition of asset retirement obligations during the year ended December 31, 2009. These estimates are derived from historical costs as well as management's expectation of future cost environments. As there is no corroborating market activity to support the assumptions used, Legacy has designated these liabilities as Level 3. A reconciliation of the beginning and ending balances of Legacy's asset retirement obligation is presented in Note 11.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

New assets measured at fair value during the year ended December 31, 2009 include:

Description	Fair Value Measurements at December 31, 2009 Using			Total Carrying Value as of December 31, 2009
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	(In thousands)			
Assets:				
Proved oil and natural gas properties . . .	\$—	\$—	\$ 16,196	\$ 16,196(a)
Total.	<u>\$—</u>	<u>\$—</u>	<u>\$ 16,196</u>	<u>\$ 16,196</u>

- (a) Legacy utilizes ASC 360-10-35 (formerly Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*), to periodically review oil and natural gas properties for impairment when facts and circumstances indicate that their carrying value may not be recoverable. During the year ended December 31, 2009, Legacy incurred impairment charges of \$9.2 million as oil and natural gas properties with a net cost basis of \$17.1 million were written down to their fair value of \$7.9 million. Legacy compares net capitalized costs of proved oil and natural gas properties to estimated undiscounted future net cash flows using management's expectations of future oil and natural gas prices. These future price scenarios reflect Legacy's estimation of future price volatility. The inputs used by management for the fair value measurements utilized in this review include significant unobservable inputs, and therefore, the fair value measurements employed are classified as Level 3 for these types of assets. In addition, Legacy utilizes ASC 805-10 to identify and record the fair value of assets and liabilities acquired in a business combination. During the year ended December 31, 2009, Legacy acquired oil and natural gas properties with a fair value of \$8.3 million in eight individually immaterial transactions. The inputs used by management for the fair value measurements of these acquired oil and natural gas properties include significant unobservable inputs, and therefore, the fair value measurements employed are classified as Level 3 for these types of assets.

(9) Derivative Financial Instruments

Commodity derivatives

Due to the volatility of oil and natural gas prices, Legacy periodically enters into price-risk management transactions (e.g., swaps or collars) for a portion of its oil and natural gas production to achieve a more predictable cash flow, as well as to reduce exposure from price fluctuations. While the use of these arrangements limits Legacy's ability to benefit from increases in the price of oil and natural gas, it also reduces Legacy's potential exposure to adverse price movements. Legacy's arrangements, to the extent it enters into any, apply to only a portion of its production, provide only partial price protection against declines in oil and natural gas prices and limit Legacy's potential gains from future increases in prices. None of these instruments are used for trading or speculative purposes.

All of these price risk management transactions are considered derivative instruments and accounted for in accordance with ASC 815. These derivative instruments are intended to mitigate a portion of Legacy's price-risk and may be considered hedges for economic purposes but Legacy has chosen not to designate them as cash flow hedges for accounting purposes. Therefore, all derivative instruments are recorded on the balance sheet at fair value with changes in fair value being recorded in current period earnings.

By using derivative instruments to mitigate exposures to changes in commodity prices, Legacy exposes itself to credit risk and market risk. Credit risk is the failure of the counterparty to perform under the terms of the derivative contract. When the fair value of a derivative contract is positive, the counterparty owes Legacy, which creates credit risk. Legacy minimizes the credit or repayment risk in derivative instruments by entering into transactions with high-quality counterparties.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

For the years ended December 31, 2009, 2008, and 2007, Legacy recognized realized and unrealized gains (losses) related to its oil, NGL and natural gas derivatives. The impact on net income from commodity derivative activities was as follows:

	December 31,		
	2009	2008	2007
	(In thousands)		
Crude oil derivative contract settlements	\$ 37,919	\$ (38,185)	\$ (3,627)
Natural gas liquid derivative contract settlements	733	(3,025)	(619)
Natural gas derivative contract settlements	13,825	977	4,457
Total commodity derivative contract settlements	52,477	(40,233)	211
Unrealized change in fair value — oil contracts	(123,507)	195,909	(76,484)
Unrealized change in fair value — natural gas liquid contracts	(1,348)	4,537	(3,228)
Unrealized change in fair value — natural gas contracts	(3,176)	16,730	(5,655)
Total unrealized change in fair value of commodity derivative contracts	(128,031)	217,176	(85,367)
Total realized and unrealized gains (losses) on commodity derivative contracts	<u>\$ (75,554)</u>	<u>\$ 176,943</u>	<u>\$ (85,156)</u>

As of December 31, 2009, Legacy had the following NYMEX West Texas Intermediate crude oil swaps paying floating prices and receiving fixed prices for a portion of its future oil production as indicated below:

Calendar Year	Volumes (Bbls)	Average Price per Bbl	Price Range per Bbl
2010	1,812,978	\$ 81.16	\$60.15 - \$140.00
2011	1,535,312	\$86.64	\$67.33 - \$140.00
2012	1,324,466	\$82.01	\$67.72 - \$109.20
2013	881,445	\$83.62	\$80.10 - \$ 89.35
2014	356,710	\$87.88	\$87.50 - \$ 90.50

As of December 31, 2009, Legacy had the following NYMEX West Texas Intermediate crude oil collar contracts that combine a put option or “floor” with a call option or “ceiling” as indicated below:

Calendar Year	Volumes (Bbls)	Average Floor	Price Ceiling
2010	71,800	\$120.00	\$156.30
2011	68,300	\$120.00	\$156.30
2012	65,100	\$120.00	\$156.30

As of December 31, 2009, Legacy had the following NYMEX Henry Hub, ANR-OK, CIG and Waha natural gas swaps paying floating natural gas prices and receiving fixed prices for a portion of its future natural gas production as indicated below:

Calendar Year	Volumes (MMBtu)	Average Price per MMBtu	Price Range per MMBtu
2010	3,923,359	\$ 7.18	\$5.33 - \$ 9.73
2011	3,038,316	\$ 7.49	\$ 5.74 - \$ 8.70
2012	2,357,990	\$ 7.49	\$ 5.72 - \$ 8.70
2013	1,402,754	\$6.58	\$ 5.78 - \$ 6.89
2014	609,104	\$6.36	\$5.95 - \$ 6.47

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

As of December 31, 2009, Legacy had the following gas basis swaps in which we receive floating NYMEX prices less a fixed basis differential and pay prices on the floating Waha index, a natural gas hub in West Texas. The prices that we receive for our natural gas sales in the Permian Basin follow Waha more closely than NYMEX:

<u>Calendar Year</u>	<u>Annual Volumes (MMBtu)</u>	<u>Basis Differential per MMBtu</u>
2010.....	1,200,000	(\$0.57)

Interest rate derivatives

Due to the volatility of interest rates, Legacy periodically enters into interest rate risk management transactions in the form of interest rate swaps for a portion of its outstanding debt balance. These transactions allow Legacy to reduce exposure to interest rate fluctuations. While the use of these arrangements limits Legacy's ability to benefit from decreases in interest rates, it also reduces Legacy's potential exposure to increases in interest rates. Legacy's arrangements, to the extent it enters into any, apply to only a portion of its outstanding debt balance, provide only partial protection against interest rate increases and limit Legacy's potential savings from future interest rate declines. It is never management's intention to hold or issue derivative instruments for speculative trading purposes. Conditions sometimes arise where actual borrowings are less than notional amounts hedged, which has, and could result in overhedged amounts.

On August 29, 2007, Legacy entered into LIBOR interest rate swaps beginning in October of 2007 and extending through November 2011. On January 29, 2009, Legacy revised the LIBOR interest rate swaps. The revised swap transaction has Legacy paying its counterparty fixed rates ranging from 4.09% to 4.11%, per annum, and receiving floating rates on a total notional amount of \$54 million. The swaps are settled on a monthly basis, beginning in January of 2009 and ending in November of 2013.

On March 14, 2008, Legacy entered into a LIBOR interest rate swap beginning in April of 2008 and extending through April of 2011. On January 28, 2009, Legacy revised the LIBOR interest rate swap extending the term through April of 2013. The revised swap transaction has Legacy paying its counterparty a fixed rate of 2.65% per annum, and receiving floating rates on a notional amount of \$60 million. The swap is settled on a monthly basis, beginning in April of 2009 and ending in April of 2013. Prior to April of 2009, the swap was settled on a quarterly basis.

On October 6, 2008, Legacy entered into two LIBOR interest rate swaps beginning in October of 2008 and extending through October 2011. In January of 2009, Legacy revised these LIBOR interest rate swaps extending the termination date through October of 2013. The revised swap transactions have Legacy paying its counterparties fixed rates ranging from 3.09% to 3.10%, per annum, and receiving floating rates on a total notional amount of \$100 million. The revised swaps are settled on a monthly basis, beginning in January of 2009 and ending in October of 2013.

On December 16, 2008, Legacy entered into a LIBOR interest rate swap beginning in December of 2008 and extending through December 2013. The swap transaction has Legacy paying its counterparty a fixed rate of 2.295%, per annum, and receiving floating rates on a total notional amount of \$50 million. The swap is settled on a quarterly basis, beginning in March of 2009 and ending in December of 2013.

Legacy accounts for these interest rate swaps pursuant to ASC 815 which establishes accounting and reporting standards requiring that derivative instruments be recorded at fair market value and included in the balance sheet as assets or liabilities.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

As the term of Legacy's interest rate swaps extend through December of 2013, a period that extends beyond the term of the New Credit Agreement, which expires on April 1, 2012, Legacy did not designate these derivatives as cash flow hedges, even though they reduce its exposure to changes in interest rates. Therefore, the mark-to-market of these instruments, which amounts to \$3.8 million in 2009, is recorded in current earnings and classified as an adjustment of interest expense. The total impact on interest expense from the mark-to-market and settlements was as follows:

	December 31,		
	2009	2008	2007
	(In thousands)		
Interest rate swap settlements	\$ 5,558	\$ 672	\$ —
Unrealized change in fair value — interest rate swaps	(3,790)	8,963	1,496
Total increase (decrease) to interest expense, net.	<u>\$ 1,768</u>	<u>\$ 9,635</u>	<u>\$ 1,496</u>

The table below summarizes the interest rate swap liabilities as of December 31, 2009.

Notional Amount	Fixed Rate	Effective Date	Maturity Date	Estimated Fair Market Value at December 31, 2009
	(Dollars in thousands)			
\$29,000	4.0900%	10/16/2007	10/16/2013	\$(1,850)
\$13,000	4.1100%	11/16/2007	11/16/2013	(838)
\$12,000	4.1100%	11/28/2007	11/28/2013	(758)
\$60,000	2.6500%	4/1/2008	4/1/2013	(879)
\$50,000	3.1000%	10/10/2008	10/10/2013	(1,359)
\$50,000	3.0900%	10/10/2008	10/10/2013	(1,340)
\$50,000	2.2950%	12/18/2008	12/18/2013	355
Total Fair Market Value of interest rate derivatives				<u>\$(6,669)</u>

(10) Sales to Major Customers

Legacy sold oil, NGL and natural gas production representing 10% or more of total revenues for the years ended December 31, 2009, 2008 and 2007 to the customers shown below:

	2009	2008	2007
Teppco Crude Oil, LP	22%	18%	13%
Plains Marketing, LP	10%	10%	13%
Navajo Crude Oil Marketing	5%	5%	11%

In the exploration, development and production business, production is normally sold to relatively few customers. Substantially all of the Legacy's customers are concentrated in the oil and natural gas industry and revenue can be materially affected by current economic conditions, the price of certain commodities such as crude oil and natural gas and the availability of alternate purchasers. Legacy believes that the loss of any of its major purchasers would not have a long-term material adverse effect on its operations.

(11) Asset Retirement Obligation

ASC 41-20 (formerly FAS No. 143), requires that an asset retirement obligation ("ARO") associated with the retirement of a tangible long-lived asset be recognized as a liability in the period in which it is incurred and becomes determinable. Under this method, when liabilities for dismantlement and abandonment costs, excluding salvage

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

values, are initially recorded, the carrying amount of the related oil and natural gas properties is increased. The fair value of the ARO asset and liability is measured using expected future cash outflows discounted at Legacy's credit-adjusted risk-free interest rate. Accretion of the liability is recognized each period using the interest method of allocation, and the capitalized cost is depleted using the units of production method. Should either the estimated life or the estimated abandonment costs of a property change materially upon Legacy's quarterly review, a new calculation is performed using the same methodology of taking the abandonment cost and inflating it forward to its abandonment date and then discounting it back to the present using Legacy's credit-adjusted-risk-free rate. The carrying value of the asset retirement obligation is adjusted to the newly calculated value, with a corresponding offsetting adjustment to the asset retirement cost.

The following table reflects the changes in the ARO during the years ended December 31, 2009, 2008, and 2007.

	December 31,		
	2009	2008	2007
	(In thousands)		
Asset retirement obligation — beginning of period	\$ 80,424	\$ 15,920	\$ 6,493
Liabilities incurred with properties acquired.	3,505	25,023	3,033
Liabilities incurred with properties drilled	182	456	114
Liabilities settled during the period	(2,255)	(440)	(372)
Liabilities associated with properties sold	—	(304)	—
Current period accretion.	3,061	1,396	470
Current period revisions to previous estimates	—	38,373	6,182
Asset retirement obligation — end of period	<u>\$ 84,917</u>	<u>\$ 80,424</u>	<u>\$ 15,920</u>

The discount rate used in calculating the ARO was 4.75% at December 31, 2009, 3.625% at December 31, 2008 and 6.47% at December 31, 2007. These rates approximate Legacy's borrowing rates.

Each year the Partnership reviews and, to the extent necessary, revises its asset retirement obligation estimates. During 2008, Legacy obtained new quotes and conducted a new study to evaluate the cost of decommissioning its properties. As a result, Legacy increased its estimates of future asset retirement obligations by \$38.4 million to reflect recent costs incurred for plugging and abandonment activities in the Permian Basin of West Texas and southeast New Mexico, where substantially all of its wells and production platforms are located. No revisions of previous estimates were deemed necessary during the year ended December 31, 2009.

(12) Earnings (Loss) Per Unit

The following table sets forth the computation of basic and diluted net earnings (loss) per unit:

	December 31,		
	2009	2008	2007
	(In thousands, except per unit data)		
Income (loss) available to unitholders	<u>\$ (92,831)</u>	<u>\$ 158,207</u>	<u>\$ (55,662)</u>
Weighted average number of units outstanding.	<u>32,163</u>	<u>30,596</u>	<u>26,155</u>
Effect of dilutive securities:			
Restricted units	—	20	—
Weighted average units and potential units outstanding	<u>32,163</u>	<u>30,616</u>	<u>26,155</u>
Basic and diluted earnings (loss) per unit	<u>\$ (2.89)</u>	<u>\$ 5.17</u>	<u>\$ (2.13)</u>

At December 31, 2009 and 2007, 5,000 and 45,078 restricted units, respectively, were outstanding, but were not included in the computation of diluted earnings per share due to their anti-dilutive effect.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(13) Unit-Based Compensation

Long Term Incentive Plan

Concurrent with the Legacy Formation on March 15, 2006, a Long-Term Incentive Plan (“LTIP”) for Legacy was created and Legacy adopted ASC 718 (formerly SFAS No. 123(R)). Legacy adopted the Legacy Reserves LP Long-Term Incentive Plan for its employees, consultants and directors, its affiliates and its general partner. The awards under the long-term incentive plan may include unit grants, restricted units, phantom units, unit options and unit appreciation rights. The long-term incentive plan permits the grant of awards covering an aggregate of 2,000,000 units. As of December 31, 2009 grants of awards net of forfeitures covering 945,198 units have been made, comprised of 729,864 unit options and unit appreciation rights awards, 65,116 restricted unit awards, 105,250 phantom unit awards and 44,968 units granted to members of the board of directors of Legacy’s general partner. The LTIP is administered by the compensation committee of the board of directors of its general partner.

ASC 718 requires companies to measure the cost of employee services in exchange for an award of equity instruments based on a grant-date fair value of the award (with limited exceptions), and that cost must generally be recognized over the vesting period of the award. Prior to April of 2007, Legacy utilized the equity method of accounting as described in ASC 718 to recognize the cost associated with unit options. However, ASC 718 stipulates that “if an entity that nominally has the choice of settling awards by issuing stock predominately settles in cash, or if entity usually settles in cash whenever an employee asks for cash settlement, the entity is settling a substantive liability rather than repurchasing an equity instrument.”

The initial vesting of options occurred on March 15, 2007, with initial option exercises occurring in April 2007. At the time of the initial exercise Legacy settled these exercises in cash and determined it was likely to do so for future option exercises. Consequently, in April 2007, Legacy began accounting for unit option grants by utilizing the liability method as described in ASC 718. The liability method requires companies to measure the cost of the employee services in exchange for a cash award based on the fair value of the underlying security at the end of the period. Compensation cost is recognized based on the change in the liability between periods.

Unit Options and Unit Appreciation Rights

During the year ended December 31, 2007, Legacy issued 32,000 unit option awards and 81,000 unit appreciation rights (“UARs”) to employees which vest ratably over a three-year period. During the year ended December 31, 2007, Legacy issued 66,116 UARs to employees which cliff-vest at the end of a three-year period. During the year ended December 31, 2008, Legacy issued 104,000 UARs to employees which vest ratably over a three-year period. During the year ended December 31, 2008, Legacy issued 108,450 UARs to employees which cliff-vest at the end of a three-year period. During the year ended December 31, 2009, Legacy issued 9,500 UARs to employees which vest ratably over a three-year period. During the year ended December 31, 2009, Legacy issued 116,951 UARs to employees which cliff-vest at the end of a three-year period. All options and UARs granted in 2007 and 2008 and 6,000 of the units granted in 2009 expire five years from the grant date. The remaining 120,451 units granted in 2009 expire seven years from the grant date. All units granted in 2007, 2008 and 2009 are exercisable when they vest.

For the years ended December 31, 2009, 2008 and 2007, Legacy recorded compensation expense of \$1,716,565, income of \$2,409 and compensation expense of \$826,406, respectively, due to the changes in the compensation liability related to the above awards based on its use of the Black Scholes model to estimate the December 31, 2009, 2008 and 2007 fair value of these unit option awards and the exercise date fair value of options exercised during the period. As of December 31, 2009, there was a total of \$951,331 of unrecognized compensation costs related to the un-exercised and non-vested portion of these unit option awards and UARs. At December 31, 2009, this cost was expected to be recognized over a weighted-average period of 1.8 years. Compensation expense is based upon the fair value as of December 31, 2009 and is recognized as a percentage of the service period satisfied. Since Legacy’s trading history does not yet match the term of the outstanding unit option and UAR awards, it has used an

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

estimated volatility factor of approximately 66% based upon a representative group of publicly-traded companies in the energy industry and employed the fair value method to estimate the December 31, 2009 fair value to be realized as compensation cost based on the percentage of the service period satisfied. In the absence of historical data, Legacy has assumed an estimated forfeiture rate of 5%. As required by ASC 718, the Partnership will adjust the estimated forfeiture rate based upon actual experience. Legacy has assumed an annual distribution rate of \$2.08 per unit.

A summary of option and UAR activity for the year ended December 31, 2009, 2008 and 2007 is as follows:

	Units	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2007	260,000	\$ 17.01		
Granted	179,116	\$23.09		
Exercised	(23,038)	\$ 17.00		\$ 228,661
Forfeited	(16,656)	\$ 17.09		
Outstanding at December 31, 2007	<u>399,422</u>	<u>\$ 19.73</u>	<u>3.6 years</u>	<u>\$ 895,048</u>
Options and UARs exercisable at				
December 31, 2007	<u>62,800</u>	<u>\$ 17.04</u>	<u>3.3 years</u>	<u>\$ 229,855</u>
Outstanding at January 1, 2008	399,422	\$ 19.73		
Granted	212,450	\$20.31		
Exercised	(5,330)	\$ 17.00		\$ 34,313
Forfeited	(14,860)	\$ 19.44		
Outstanding at December 31, 2008	<u>591,682</u>	<u>\$ 19.97</u>	<u>3.5 years</u>	<u>\$ 1,900(a)</u>
Options and UARs exercisable at				
December 31, 2008	<u>169,962</u>	<u>\$ 18.76</u>	<u>2.3 years</u>	<u>\$ —(b)</u>
Outstanding at January 1, 2009	591,682	\$ 19.97		
Granted	126,451	\$ 15.85		
Exercised	(667)	\$ 8.36		
Forfeited	(16,637)	\$20.53		
Outstanding at December 31, 2009	<u>700,829</u>	<u>\$ 19.23</u>	<u>3.16 years</u>	<u>\$ 1,098,425</u>
Options and UARs exercisable at				
December 31, 2009	<u>311,451</u>	<u>\$ 19.30</u>	<u>1.78 years</u>	<u>\$ 572,123</u>

(a) At December 31, 2008, the market value of the Partnership's units was \$9.31, a price which was less than the average exercise price of outstanding options and UARs of \$19.97. At December 31, 2008, there were 2,000 units with an intrinsic value of \$0.95 per unit.

(b) At December 31, 2008, there were no exercisable options or UARs with an intrinsic value due to the market value of the Partnership's units of \$9.31, a price which is less than the average exercise price of \$18.76 per unit for exercisable options and UARs.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table summarizes the status of the Partnership's non-vested unit options since January 1, 2009:

	Non-Vested Options and UARs	
	Number of Units	Weighted- Average Fair Value
Non-vested at January 1, 2009	421,720	\$ 1.75
Granted	126,451	15.85
Vested — Unexercised	(145,166)	19.91
Vested — Exercised	(667)	8.36
Forfeited	(12,960)	19.92
Non-vested at December 31, 2009	<u>389,378</u>	<u>\$ 19.20</u>

Legacy has used a weighted-average risk free interest rate of 1.7% in its Black Scholes calculation of fair value, which approximates the U.S. Treasury interest rates at December 31, 2009. Expected life represents the period of time that options are expected to be outstanding and is based on the Partnership's best estimate. The following table represents the weighted average assumptions used for the Black-Scholes option-pricing model:

	Year Ended December 31,		
	2009	2008	2007
Expected life (years)	3.16	5	5
Annual interest rate	1.7%	1.4%	3.5%
Annual distribution rate per unit	\$2.08	\$2.08	\$1.80
Volatility	66%	84%	41%

Restricted and Phantom Units

As described below, Legacy has also issued phantom units under the LTIP. A phantom unit is a notional unit that entitles the holder, upon vesting, to receive cash valued at the closing price of units on the vesting date, or, at the discretion of the Compensation Committee, the same number of Partnership units. Because Legacy's current intent is to settle these awards in cash, Legacy is accounting for the phantom units by utilizing the liability method.

On June 27, 2007, Legacy granted 3,000 phantom units to an employee which vest ratably over a five-year period, beginning at the date of grant. On July 16, 2007, Legacy granted 5,000 phantom units to an employee which vest ratably over a five-year period, beginning at the date of grant. On December 3, 2007, Legacy granted 10,000 phantom units to an employee. The phantom units awarded vest ratably over a three-year period, beginning on the date of grant. On February 4, 2008, Legacy granted 2,750 phantom units to four employees which vest ratably over a three-year period, beginning at the date of grant. On May 1, 2008, Legacy granted 3,000 phantom units to an employee which vest ratably over a three-year period, beginning at the date of grant. In conjunction with these grants, the employees are entitled to dividend equivalent rights ("DERs") for unvested units held at the date of dividend payment.

On August 20, 2007, the board of directors of Legacy's general partner, upon recommendation from the Compensation Committee, approved phantom unit awards which may award up to 175,000 units to five key executives of Legacy based on achievement of targeted annual MLP distribution levels over a base amount of \$1.64 per unit. These awards are to be determined annually based solely on the annualized level of per unit distributions for the fourth quarter of each calendar year and subsequently vested over a three-year period. There is a range of 0% to 100% of the distribution levels at which the performance condition may be met. For each quarter, management recommends to the board an appropriate level of per unit distribution based on available cash of Legacy. This level of distribution is approved by the board subsequent to management's recommendation. Probable issuances for the purposes of calculating compensation expense associated therewith are determined based on management's determination of probable future distribution levels for interim periods and based on

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

actual distributions for annual periods as described above. Expense associated with vesting is recognized over the period from the date vesting becomes probable to the end of the three year vesting period beginning at each year end. On February 4, 2008 the Compensation Committee approved the award of 28,000 phantom units to Legacy's five executive officers. On January 29, 2009, the Compensation Committee approved the award of 49,000 phantom units to Legacy's five executive officers. In conjunction with these grants, the executive officers are entitled to DERs for unvested units held at the date of dividend payment. Compensation expense related to the phantom units was \$1,051,644, \$346,104 and \$44,381 for the years ended December 31, 2009, 2008 and 2007, respectively. On September 21, 2009, the board of directors of Legacy's general partner, upon recommendation from the Compensation Committee, revised the aforementioned equity-based incentive compensation plan for executive officers. The revised plan will employ a mix of subjective and objective measures. The resulting grant amounts will be determined based on the dollar amount of the intended grant value divided by the average closing price of Partnership units over the 20 trading days preceding the date of grant. Additionally, the vesting of grants of units under the objective component of equity-based incentive compensation will be subject to the achievement of certain performance criteria in the fiscal year prior to the applicable vesting date. The vesting of grants of units under the subjective component will not be subject to such performance criteria but will vest ratably over a three-year service period. As the revised plan is based on annual results beginning in fiscal year 2009, no awards had been made under the plan as of December 31, 2009.

On March 15, 2006, Legacy issued 52,616 units of restricted unit awards to two employees. The restricted units awarded vest ratably over a three-year period, beginning on the date of grant. On May 5, 2006, Legacy issued 12,500 units of restricted unit awards to an employee. The restricted units awarded vest ratably over a five-year period, beginning on the date of grant. Compensation expense related to restricted units was \$102,960, \$340,656 and \$340,656 for the years ended December 31, 2009, 2008 and 2007, respectively. As of December 31, 2009, there was a total of \$52,658 of unrecognized compensation costs related to the non-vested portion of these restricted units. At December 31, 2009, this cost was expected to be recognized over a weighted-average period of 1.2 years.

Board Units

On May 1, 2006, Legacy granted and issued 1,750 units to each of its five non-employee directors as part of their annual compensation for serving on Legacy's board. The value of each unit was \$17.00 at the time of grant. On November 26, 2007, Legacy granted and issued 1,750 units to each of its four non-employee directors as part of their annual compensation for serving on Legacy's board. The value of each unit was \$21.32 at the time of grant. On March 5, 2008, Legacy issued 583 units, granted on January 23, 2008, to its newly elected non-employee director as part of his pro-rata annual compensation for serving on Legacy's board. The value of each unit was \$21.20 at the time of grant. On August 29, 2008, Legacy issued 2,500 units, granted on August 26, 2008, to each of its five non-employee directors as part of their annual compensation for serving on the board of directors of Legacy's general partner. The value of each unit was \$20.09 at the time of issuance. On August 20, 2009, Legacy granted and issued 3,227 units to each of its five non-employee directors as part of their annual compensation for serving on the board of directors of Legacy's general partner. The value of each unit was \$16.07 at the time of issuance.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(14) Costs Incurred in Oil and Natural Gas Property Acquisition and Development Activities

Costs incurred by Legacy in oil and natural gas property acquisition and development are presented below:

	Year Ended December 31,		
	2009	2008	2007
	(In thousands)		
Development costs	\$ 13,909	\$ 71,618	\$ 22,967
Exploration costs	—	—	—
Acquisition costs:			
Proved properties	12,030	242,127	200,400
Unproved properties	137	—	—
Total acquisition, development and exploration costs	<u>\$ 26,076</u>	<u>\$ 313,745</u>	<u>\$ 223,367</u>

Property acquisition costs include costs incurred to purchase, lease, or otherwise acquire a property. Development costs include costs incurred to gain access to and prepare development well locations for drilling, to drill and equip development wells, and to provide facilities to extract, treat, and gather natural gas.

(15) Net Proved Oil and Natural Gas Reserves (Unaudited)

The proved oil and natural gas reserves of Legacy have been estimated by an independent petroleum engineer, LaRoche Petroleum Consultants, Ltd. (“LaRoche”), as of December 31, 2009, 2008 and 2007. These reserve estimates have been prepared in compliance with the Securities and Exchange Commission rules and accounting standards based on year-end prices and costs for December 31, 2008 and 2007, and based on the 12-month un-weighted first-day-of-the-month average price for December 31, 2009. The estimate of Legacy’s proved reserves as of December 31, 2009 has been prepared and presented under new SEC rules and accounting standards. These new rules and standards are effective for fiscal years ending on or after December 31, 2009, and require SEC reporting companies to prepare their reserve estimates using revised reserve definitions and revised pricing based on 12-month un-weighted first-day-of-the-month average pricing. The previous rules required that reserve estimates be calculated using last-day-of-the-year pricing. As a result of this change in pricing methodology, direct comparisons of previously reported reserves amounts may be more difficult. For comparison purposes, our proved reserves under the previous rules would have been approximately 41.2 MMBoe, compared to 37.1 MMBoe under the new rules and standards.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The table below includes the reserves associated with the Binger, Ameristate, TSF, Raven Shenandoah, Raven OBO, TOC and Summit acquisitions which are reflected in the December 31, 2007 balances and the COP III and Pantwist acquisitions which are reflected in the December 31, 2008 balances. An analysis of the change in estimated quantities of oil and natural gas reserves, all of which are located within the United States, is shown below:

	<u>Oil</u> <u>(MBbls)</u>	<u>NGL</u> <u>(MBbls)</u>	<u>Natural</u> <u>Gas</u> <u>(MMcf)</u>
Total Proved Reserves:			
Balance, December 31, 2006	13,372	—	32,533
Purchases of minerals-in-place	6,367	3,971	19,417
Sales of minerals-in-place	(1)	—	(2)
Revisions from drilling and recompletions	220	—	386
Revisions of previous estimates due to prices and performance	810	180	1,578
Production	<u>(1,179)</u>	<u>(126)</u>	<u>(3,052)</u>
Balance, December 31, 2007	19,589	4,025	50,860
Purchases of minerals-in-place	4,337	1,342	17,665
Sales of minerals-in-place	(241)	—	(112)
Revisions from drilling and recompletions	265	(16)	615
Revisions of previous estimates due to price	(5,658)	(1,322)	(6,666)
Revisions of previous estimates due to performance	(3)	586	1,758
Production	<u>(1,660)</u>	<u>(309)</u>	<u>(4,838)</u>
Balance, December 31, 2008	16,619	4,306	59,282
Purchases of minerals-in-place	465	—	1,016
Revisions from drilling and recompletions	141	(16)	53
Revisions of previous estimates due to price	4,149	1,038	2,913
Revisions of previous estimates due to performance	2,098	43	4,221
Production	<u>(1,800)</u>	<u>(360)</u>	<u>(5,055)</u>
Balance, December 31, 2009	<u>21,672</u>	<u>5,011</u>	<u>62,430</u>
Proved Developed Reserves:			
December 31, 2006	11,132	—	28,126
December 31, 2007	17,434	3,954	45,455
December 31, 2008	14,682	4,254	54,354
December 31, 2009	17,809	4,977	53,141
Proved Undeveloped Reserves:			
December 31, 2006	2,240	—	4,407
December 31, 2007	2,155	71	5,405
December 31, 2008	1,937	52	4,928
December 31, 2009	3,863	34	9,289

As of December 31, 2009, Legacy identified 168 gross (111.6 net) proved undeveloped drilling locations, 90 of which were identified and economically viable at December 31, 2008 and 31 of which were identified but not economically viable at December 31, 2008. During the year ended December 31, 2009, Legacy drilled 22 gross (5.7 net) wells, of which four were identified as proved undeveloped locations as of December 31, 2008 and the remainder were proved undeveloped locations identified during the year ended December 31, 2009.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(16) Standardized Measure of Discounted Future Net Cash Flows and Changes Therein Relating to Proved Reserves (Unaudited)

Summarized in the following table is information for Legacy inclusive of the Binger, Ameristate, TSF, Raven Shenandoah, Raven OBO, TOC and Summit acquisition properties in 2007 and the COP III and Pantwist acquisitions in 2008 with respect to the standardized measure of discounted future net cash flows relating to proved reserves. Future cash inflows are computed by applying year-end prices relating to Legacy's proved reserves to the year-end quantities of those reserves for the years ended December 31, 2007 and 2008, and by applying the 12-month un-weighted first-day-of-the-month average price for the year ended December 31, 2009 as a result of the adoption of ASU 2010-03 effective on December 31, 2009. Future production, development, site restoration, and abandonment costs are derived based on current costs assuming continuation of existing economic conditions. Future net cash flows have not been adjusted for commodity derivative contracts outstanding at the end of each year. Federal income taxes have not been deducted from future production revenues in the calculation of standardized measure as each partner is separately taxed on their share of Legacy's taxable income. In addition, Texas margin taxes and the federal income taxes associated with a corporate subsidiary, as discussed in Note 1(f), have not been deducted from future production revenues in the calculation of the standardized measure as the impact of these taxes would not have a significant effect on the calculated standardized measure. In addition, our standardized measure under the previous accounting standards would have been \$613.3 million compared to \$360.2 million under ASU 2010-03.

	December 31,		
	2009	2008	2007
	(In thousands)		
Future production revenues	\$1,660,752	\$1,137,239	\$2,431,492
Future costs:			
Production	(833,240)	(593,756)	(925,450)
Development	(102,217)	(78,457)	(68,745)
Future net cash flows before income taxes	725,295	465,026	1,437,297
10% annual discount for estimated timing of cash flows . .	(365,119)	(230,011)	(746,759)
Standardized measure of discounted net cash flows	<u>\$ 360,176</u>	<u>\$ 235,015</u>	<u>\$ 690,538</u>

The standardized measure is based on the following oil and natural gas prices realized over the life of the properties at the wellhead as of the following dates:

	December 31,		
	2009	2008	2007
Oil (per Bbl)(a)	\$ 57.65	\$ 41.00	\$ 92.50
Natural Gas (per MMBtu)(b)	\$ 3.87	\$ 5.71	\$ 6.80

- (a) The quoted oil price is the West Texas Intermediate physical spot price as of December 31 of the applicable year for fiscal years 2008 and 2007. This price correlates to a NYMEX near month futures price of \$44.60 per Bbl and \$95.98 per Bbl for December 31, 2008 and 2007, respectively. The quoted oil price for fiscal year 2009 is the 12-month un-weighted average first-day-of-the-month West Texas Intermediate physical spot price for each month of 2009.
- (b) The quoted gas price is the Henry Hub physical spot price as of December 31 of the applicable year for fiscal years 2008 and 2007. This price correlates to a NYMEX near month futures price of \$5.62 per MMBtu and \$7.48 per MMBtu for December 31, 2008 and 2007, respectively. The quoted gas price for fiscal year 2009 is the 12-month un-weighted average first-day-of-the-month Henry Hub physical spot price for each month of 2009.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table summarizes the principal sources of change in the standardized measure of discounted future estimated net cash flows:

	Year ended December 31,		
	2009	2008	2007
	(In thousands)		
Increase (decrease):			
Sales, net of production costs	\$ (80,319)	\$(150,707)	\$ (77,260)
Net change in sales prices, net of production costs(a) . . .	156,523	(456,158)	178,972
Changes in estimated future development costs	6,184	15,096	1,426
Extensions and discoveries, net of future production and development costs	—	—	—
Revisions of previous estimates due to infill drilling, recompletions and stimulations	1,270	1,261	7,347
Revisions of previous quantity estimates due to prices and performance	5,311	1,117	4,273
Previously estimated development costs incurred	3,893	7,469	7,345
Purchases of minerals-in place	7,332	72,327	300,907
Ownership interest corrections	—	(2,429)	1,480
Sales of minerals in place	—	(6,069)	(22)
Other	1,653	(3,595)	2,093
Accretion of discount	23,314	66,165	23,414
Net increase (decrease)	125,161	(455,523)	449,975
Standardized measure of discounted future net cash flows:			
Beginning of year	235,015	690,538	240,563
End of year	<u>\$ 360,176</u>	<u>\$ 235,015</u>	<u>\$ 690,538</u>

(a) The net effect of ASU 2010-03 for fiscal year 2009 is reflected in this line item.

The data presented should not be viewed as representing the expected cash flow from or current value of, existing proved reserves since the computations are based on a large number of estimates and arbitrary assumptions. Reserve quantities cannot be measured with precision and their estimation requires many judgmental determinations and frequent revisions. Actual future prices and costs are likely to be substantially different from the current prices and costs utilized in the computation of reported amounts.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(17) Selected Quarterly Financial Data (Unaudited)

For the three-month periods ended:

	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
2009	(In thousands, except per unit data)			
Revenues:				
Oil sales	\$ 16,465	\$ 24,604	\$28,637	\$ 33,613
Natural gas liquids sales	2,069	2,478	3,367	3,651
Natural gas sales	4,525	4,773	5,894	7,203
Total revenues	<u>23,059</u>	<u>31,855</u>	<u>37,898</u>	<u>44,467</u>
Expenses:				
Oil and natural gas production	12,002	11,468	12,517	12,827
Production and other taxes	1,353	1,887	2,251	2,654
General and administrative	3,368	3,900	4,001	4,233
Depletion, depreciation, amortization and accretion	16,621	13,549	13,302	15,291
Impairment of long-lived assets	1,156	452	2,375	5,224
Loss on disposal of assets	208	31	26	113
Total expenses	<u>34,708</u>	<u>31,287</u>	<u>34,472</u>	<u>40,342</u>
Operating income (loss)	<u>(11,649)</u>	<u>568</u>	<u>3,426</u>	<u>4,125</u>
Interest income	1	5	3	—
Interest expense	(4,259)	1,761	(8,612)	(2,112)
Equity in income of partnership	(2)	—	16	17
Realized and unrealized gain (loss) on oil, NGL and natural gas swaps	19,505	(59,172)	4,452	(40,339)
Other	4	6	(1)	(20)
Income (loss) before income taxes	\$ 3,600	\$ (56,832)	\$ (716)	\$ (38,329)
Income taxes	(111)	(160)	(135)	(148)
Net income (loss)	<u>\$ 3,489</u>	<u>\$ (56,992)</u>	<u>\$ (851)</u>	<u>\$ (38,477)</u>
Net income (loss) per unit—basic and diluted	<u>\$ 0.11</u>	<u>\$ (1.83)</u>	<u>\$ (0.03)</u>	<u>\$ (1.10)</u>
Production volumes:				
Oil (MBbl)	460	441	438	461
Natural Gas Liquids (MGal)	3,388	3,843	4,084	3,803
Natural Gas (MMcf)	1,249	1,259	1,306	1,241
Total (MBoe)	749	742	753	758

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

For the three-month periods ended:

	<u>March 31</u>	<u>June 30</u>	<u>September 30</u>	<u>December 31</u>
2008	(In thousands, except per unit data)			
Revenues:				
Oil sales	\$ 36,049	\$ 48,439	\$ 47,912	\$ 25,573
Natural gas liquids sales	3,502	4,781	5,031	2,548
Natural gas sales	9,236	13,389	12,668	6,296
Total revenues	<u>48,787</u>	<u>66,609</u>	<u>65,611</u>	<u>34,417</u>
Expenses:				
Oil and natural gas production	9,528	13,515	15,784	13,177
Production and other taxes	2,469	4,089	4,096	2,058
General and administrative	3,018	3,696	2,158	2,524
Depletion, depreciation, amortization and accretion	9,617	10,523	13,082	30,102(a)
Impairment of long-lived assets	104	4	339	76,495
Loss on disposal of assets	48	26	317	211
Total expenses	<u>24,784</u>	<u>31,853</u>	<u>35,776</u>	<u>124,567</u>
Operating income (loss)	<u>24,003</u>	<u>34,756</u>	<u>29,835</u>	<u>(90,150)</u>
Interest income	55	15	11	12
Interest expense	(4,178)	1,212	(4,198)	(13,989)(b)
Equity in income of partnership	42	45	47	(26)
Realized and unrealized gain (loss) on oil, NGL and natural gas swaps	(40,793)	(216,468)	202,388	231,816
Other	(16)	(3)	(9)	144
Income (loss) before income taxes	(20,887)	(180,443)	228,074	127,807
Income taxes	(210)	(297)	(122)	581(c)
Income (loss) from continuing operations	(21,097)	(180,740)	227,952	128,388
Gain (loss) on sale of discontinued operation	—	4,954	—	(1,250)(d)
Net income (loss)	<u>\$ (21,097)</u>	<u>\$ (175,786)</u>	<u>\$ 227,952</u>	<u>\$ 127,138</u>
Income (loss) from continuing operations per unit — basic and diluted	<u>\$ (0.71)</u>	<u>\$ (5.90)</u>	<u>\$ 7.34</u>	<u>\$ 4.13</u>
Gain (loss) on discontinued operation per unit — basic and diluted	<u>\$ —</u>	<u>\$ 0.16</u>	<u>\$ —</u>	<u>\$ (0.04)</u>
Net income (loss) per unit — basic and diluted	<u>\$ (0.71)</u>	<u>\$ (5.74)</u>	<u>\$ 7.34</u>	<u>\$ 4.09</u>
Production volumes:				
Oil (MBbl)	379	396	416	469
Natural Gas Liquids (MGal)	2,721	2,821	3,301	4,134
Natural Gas (MMcf)	1,058	1,238	1,222	1,320
Total (MBoe)	620	670	698	787

(a) The decline in oil and natural gas prices experienced during the fourth quarter of 2008 resulted in a depletion rate and impairment charges significantly higher than those incurred in prior periods of 2008.

(b) The fourth quarter 2008 amount includes mark-to-market expense of \$9.4 million related to the interest rate swap derivatives in place as of December 31, 2008.

LEGACY RESERVES LP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

- (c) The fourth quarter income tax amount reflects the adjustment of a portion of the Partnership's deferred tax position from a deferred tax liability to a deferred tax asset as a result of the \$76.5 million of impairment incurred during the period.
- (d) The loss recorded in the fourth quarter of 2008 relates a post close purchase price adjustment related to the Reeves Unit non-monetary exchange with Devon Energy that occurred during the second quarter.

(18) Subsequent Events

On January 15, 2010, Legacy completed a public offering of 4,887,500 units representing limited partner interests. Legacy received \$19.56 per unit, net of underwriting discount, for net proceeds before deducting offering expenses of approximately \$95.6 million.

On January 19, 2010, the board of directors of Legacy's general partner declared a \$0.52 per unit cash distribution for the quarter ended December 31, 2009 to all unitholders of record on February 1, 2010. This distribution was paid on February 12, 2010.

On February 17, 2010, Legacy closed the previously announced acquisition of oil and natural gas producing properties, comprised of 13 operated oil fields in Wyoming, from St. Mary Land and Exploration Company for cash consideration of approximately \$125.2 million, subject to customary post-closing adjustments. This acquisition will be accounted for as a purchase of oil and natural gas assets. Due to the timing of the acquisition closing, Legacy has not yet completed the analysis of the fair value of the properties acquired as of the date of close. Therefore, the final purchase price to be applied to the acquisition has not yet been determined.

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

Legacy Reserves LP

Midland, TX

We hereby consent to the incorporation by reference in the registration statements on Form S-3 (Nos. 333-149251 and 333-150111) and Form S-8 (No. 333-144586) of Legacy Reserves LP of our reports dated March 5, 2010, relating to the consolidated financial statements and the effectiveness of Legacy Reserves LP's internal control over financial reporting appearing in the Partnership's annual report on Form 10-K for the year ended December 31, 2009.

/s/ BDO Seidman, LLP

Houston, TX

March 5, 2010

CONSENT OF INDEPENDENT RESERVE ENGINEERS AND GEOLOGISTS

As independent reserve engineers, geologists, and geophysicists, we hereby consent to the references to our Firm's name and our Firm's reserve report dated January 20, 2010 on the oil and natural gas reserves of Legacy Reserve LP as of December 31, 2009 in Legacy Reserves LP's annual report for the year ended December 31, 2009 filed on Form 10-K and in Legacy Reserves LP's registration statements on Form S-8 (No. 333-144586) and on Form S-3 (Nos. 333-149251 and 333-150111) with the Securities and Exchange Commission.

LAROCHE PETROLEUM CONSULTANTS, LTD.

By: /s/ Joe A. Young

Name: Joe A. Young

Title: Senior Partner

March 5, 2010

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Cary D. Brown, certify that:

1. I have reviewed this annual report on Form 10-K of Legacy Reserves LP (the “registrant”) for the year ended December 31, 2009;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 5, 2010

/s/ Cary D. Brown

Cary D. Brown

Chief Executive Officer and Chairman of the
Board of Legacy Reserves GP, LLC,
general partner of Legacy Reserves LP
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven H. Pruett, certify that:

1. I have reviewed this annual report on Form 10-K of Legacy Reserves LP (the “registrant”) for the year ended December 31, 2009;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 5, 2010

/s/ Steven H. Pruett

Steven H. Pruett

President, Chief Financial Officer and
Secretary of Legacy Reserves GP, LLC,
general partner of Legacy Reserves LP
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Legacy Reserves LP (the "Partnership") on Form 10-K for the period ending December 31, 2009 filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned hereby certifies, in his capacity as an officer of Legacy Reserves GP, LLC (the "Company"), the general partner of the Partnership, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ Cary D. Brown

Cary D. Brown

Chief Executive Officer and Chairman of the Board

March 5, 2010

/s/ Steven H. Pruett

Steven H. Pruett

President, Chief Financial Officer and Secretary

March 5, 2010

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the Report and shall not be considered filed as part of the Report.

January 20, 2010

Mr. Steven H. Pruett
 Legacy Reserves LP
 303 W. Wall Street, Suite 1600
 Midland, TX 79701

Dear Mr. Pruett:

At your request, LaRoche Petroleum Consultants, Ltd. (LPC) has estimated the proved reserves and future cash flow, as of December 31, 2009, to the Legacy Reserves LP (Legacy) interest in certain properties located in the United States. This report was completed as of the date of this letter. This report was prepared to provide Legacy with Securities and Exchange Commission (SEC) compliant reserve estimates. It is our understanding that the properties evaluated by LPC comprise 100 percent (100%) of Legacy's proved reserves. We believe that the assumptions, data, methods, and procedures used in preparing this report, as set out below, are appropriate for the purpose of this report. This report has been prepared using constant prices and costs and conforms to our understanding of the SEC guidelines and applicable accounting rules.

Summarized below are LPC's estimates of net reserves and future net cash flow. Future net revenue is prior to deducting estimated production and ad valorem taxes. Future net cash flow is after deducting these taxes, operating expenses, and future capital expenditures but before consideration of federal income taxes. The discounted cash flow values included in this report are intended to represent the time value of money and should not be construed to represent an estimate of fair market value. We estimate the net reserves and future net cash flow to the Legacy interest, as of December 31, 2009, to be:

Category and Entity	Net Reserves			Future Net Cash Flow (\$)	
	Oil (Barrels)	NGL (Barrels)	Gas (Mcf)	Total	Present Worth at 10%
Proved Developed					
Producing	17,435,883	4,964,899	51,935,990	\$ 627,378,144	\$ 334,100,929
Non-Producing	373,345	11,694	1,204,565	\$ 17,061,501	\$ 9,277,628
Proved Undeveloped . . .	3,862,657	34,462	9,289,377	\$ 80,855,257	\$ 16,797,145
Total Proved(1).	21,671,885	5,011,055	62,429,932	\$725,294,902	\$ 360,175,702

(1) The total proved values above may or may not match those values on the total proved summary page that follows this letter due to rounding by the economics program.

The oil reserves include crude oil and condensate. Oil and natural gas liquid (NGL) reserves are expressed in barrels, which are equivalent to 42 United States gallons. Gas reserves are expressed in thousands of standard cubic feet (Mcf) at the contract temperature and pressure bases.

The estimated reserves and future cash flow shown in this report are for proved developed producing reserves and, for certain properties, proved developed non-producing and proved undeveloped reserves. This report does not include any value that could be attributed to interests in undeveloped acreage beyond those tracts for which undeveloped reserves have been estimated. Definitions of all reserve categories used in this report are presented immediately following this letter.

Estimates of reserves were prepared using standard geological and engineering methods generally accepted by the petroleum industry. The reserves in this report have been estimated using deterministic methods. The method or combination of methods utilized in the evaluation of each reservoir included consideration of the stage of development of the reservoir, quality and completeness of basic data, and production history. Recovery from various reservoirs and leases was estimated after consideration of the type of energy inherent in the reservoirs, the structural positions of the properties, and reservoir and well performance. In some instances, comparisons were made with similar properties where more complete data were available. We have excluded from our consideration all matters to which the controlling interpretation may be legal or accounting rather than engineering or geoscience.

The estimated reserves and future cash flow amounts in this report are related to hydrocarbon prices. Historical prices through December 2009 were used in the preparation of this report as required by SEC guidelines; however, actual future prices may vary significantly from the SEC prices. In addition, future changes in environmental and administrative regulations may significantly affect the ability of Legacy to produce oil and gas at the projected levels. Therefore, volumes of reserves actually recovered and amounts of cash flow actually received may differ significantly from the estimated quantities presented in this report.

Prices used in this report are based on the twelve-month unweighted arithmetic average of the first day of the month price for the period January through December 2009. Gas prices used in this report are referenced to a Henry Hub price of \$3.87 per MMBtu, as posted by Platts Gas Daily, adjusted for energy content, transportation fees, and regional price differentials. Oil and NGL prices used in this report are referenced to a West Texas Intermediate (WTI) crude oil price of \$57.65 per barrel, as posted by Plains All American Pipeline, L.P., adjusted for gravity, crude quality, transportation fees, and regional price differentials. These reference prices are held constant in accordance with SEC guidelines.

Lease and well operating expenses are based on data obtained from Legacy. Expenses for the properties operated by Legacy include allocated overhead costs, direct lease and field level costs as well as compression costs and marketing expenses. Wells operated by others include all direct expenses as well as general, administrative, and overhead costs allowed under the specific joint operating agreements. Lease and well operating costs are held constant in accordance with SEC guidelines.

Capital costs and timing of all investments have been provided by Legacy and are included as required for workovers, new development wells, and production equipment. Legacy has represented to us that they have the ability and intent to implement their capital expenditure program as scheduled. These costs are also held constant.

LPC made no investigation of possible gas volume and value imbalances that may have been the result of overdelivery or underdelivery to the Legacy interest. Our projections are based on the Legacy interest receiving its net revenue interest share of estimated future gross oil, gas, and NGL production.

Technical information necessary for the preparation of the reserve estimates herein was furnished by Legacy or was obtained from state regulatory agencies and commercially available data sources. No special tests were obtained to assist in the preparation of this report. For the purpose of this report, the individual well test and production data as reported by the above sources were accepted as represented together with all other factual data presented by Legacy including the extent and character of the interest evaluated.

An on-site inspection of the properties has not been performed nor has the mechanical operation or condition of the wells and their related facilities been examined by LPC. Legacy's estimates of the cost to plug and abandon the wells net of salvage value are included at the end of the economic life of the well. However, the costs associated with the continued operation of uneconomic properties are not reflected in the cash flows.

The evaluation of potential environmental liability from the operation and abandonment of the properties is beyond the scope of this report. In addition, no evaluation was made to determine the degree of operator compliance with current environmental rules, regulations, and reporting requirements. Therefore, no estimate of the potential economic liability, if any, from environmental concerns is included in the projections presented herein.

The reserves included in this report are estimates only and should not be construed as exact quantities. They may or may not be recovered; if recovered, the revenues therefrom and the costs related thereto could be more or less than the estimated amounts. These estimates should be accepted with the understanding that future development, production history, changes in regulations, product prices, and operating expenses would probably cause us to make revisions in subsequent evaluations. A portion of these reserves are for behind-pipe zones, undeveloped locations, and producing wells that lack sufficient production history to utilize performance-related reserve estimates. Therefore, these reserves are based on estimates of reservoir volumes and recovery efficiencies along with analogies to similar production. These reserve estimates are subject to a greater degree of uncertainty than those based on substantial production and pressure data. It may be necessary to revise these estimates up or down in the future as additional performance data become available. As in all aspects of oil and gas evaluation, there are uncertainties inherent in the interpretation of engineering and geological data; therefore, our conclusions represent informed professional judgments only, not statements of fact.

This report is solely for the use of Legacy, its agents, and its representatives in their evaluation of these properties and is not to be used, circulated, quoted, or otherwise referenced for any other purpose without the express written consent of the undersigned. Persons other than those to whom this report is addressed or those authorized by the addressee shall not be entitled to rely upon the report unless it is accompanied by such consent.

The technical persons responsible for preparing the reserve estimates presented herein meet the requirements regarding qualifications, independence, objectivity, and confidentiality set forth in the Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information promulgated by the Society of Petroleum Engineers. We are independent petroleum engineers, geologists, and geophysicists; and are not employed on a contingent basis. Data pertinent to this report are maintained on file in our office.

Very truly yours,

LaRoche Petroleum Consultants, Ltd.
State of Texas Registration Number F-1360

/s/ Joe A. Young

Joe A. Young
Licensed Professional Engineer
State of Texas No. 62866

/s/ Al Iakovakis

Al Iakovakis
Senior Staff Engineer

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Non-GAAP Financial Measures

This annual report, the financial tables and other supplemental information include “Adjusted EBITDA” and “Distributable Cash Flow,” both of which are non-generally accepted accounting principles (“non-GAAP”) measures which may be used periodically by management when discussing our financial results with investors and analysts. The following presents a reconciliation of each of these non-GAAP financial measures to their nearest comparable generally accepted accounting principles (“GAAP”) measure. All such information is also available on our website under the Investor Relations link.

“Adjusted EBITDA” and “Distributable Cash Flow” should not be considered as alternatives to GAAP measures, such as net income, operating income or any other GAAP measure of liquidity or financial performance.

Adjusted EBITDA is defined in our revolving credit facility as net income (loss) plus:

- Interest expense;
- Income taxes;
- Depletion, depreciation, amortization and accretion;
- Impairment of long-lived assets;
- (Gain) loss on sale of partnership investment;
- (Gain) loss on disposal of assets;
- Unit-based compensation expense arising from liability and equity-based awards;
- Equity in (income) loss of partnerships; and
- Unrealized (gain) loss on oil and natural gas derivatives.

Distributable Cash Flow is defined as Adjusted EBITDA less:

- Cash interest expense;
- Cash income taxes;
- Cash settlements of unit options; and
- Development capital expenditures.

Adjusted EBITDA and Distributable Cash Flow are presented as management believes they provide additional information and metrics relative to the performance of our business, such as the cash distributions we expect to pay to our unitholders, as well as our ability to meet our debt covenant compliance tests. Management believes that these financial measures indicate to investors whether or not cash flow is being generated at a level that can sustain or support an increase in our quarterly distribution rates. Adjusted EBITDA and Distributable Cash Flow may not be comparable to a similarly titled measure of other publicly traded limited partnerships or limited liability companies because all companies may not calculate Adjusted EBITDA in the same manner.

The following table presents a reconciliation of our consolidated net income (loss) to Adjusted EBITDA and Distributable Cash Flow:

	Three Months Ended		Year Ended	
	December 31,	September 30,	December 31,	
	2009	2009	2009	2008
<i>(dollars in thousands)</i>				
Net income (loss)	\$(38,477)	\$ (851)	\$(92,831)	\$ 158,207
Plus:				
Interest expense	2,112	8,612	13,222	21,153
Income taxes	148	135	554	48
Depletion, depreciation, amortization and accretion	15,291	13,302	58,763	63,324
Impairment of long-lived assets	5,224	2,375	9,207	76,942
Gain on disposal of assets	12	(6)	(54)	(3,704)
Equity in income of partnership	(17)	(16)	(31)	(108)
Unit-based compensation expense	1,004	1,590	3,130	1,078
Unrealized (gain) loss on oil and natural gas derivatives	47,058	5,674	128,032	(217,176)
Adjusted EBITDA	\$ 32,355	\$30,815	\$119,992	\$ 99,764
Less:				
Cash interest expense	3,707	4,492	17,809	9,451
LTIP settlements	113	66	415	150
Development capital expenditures	3,332	2,979	13,727	32,788
Distributable Cash Flow	\$ 25,203	\$23,278	\$ 88,041	\$ 57,375

Company Information

Corporate Officers

Cary D. Brown

Chairman and Chief Executive Officer

Steven H. Pruett

President, Chief Financial Officer and Secretary

Kyle A. McGraw

Executive Vice President—Business Development and Land

Paul T. Horne

Executive Vice President—Operations

William M. Morris

Vice President, Chief Accounting Officer and Controller

Unitholder Information

Headquarters

303 West Wall, Suite 1400 | Midland, TX 79701 | (432) 689-5200

Stock Exchange

NASDAQ

Ticker Symbol: LGCY

Stock Transfer Agent

Computershare Investor Services | P.O. Box 43078

Providence, RI 02940-3078 | (781) 575-4238 | www.computershare.com/investor

Website

www.LegacyLP.com

All other inquiries

Investor Relations: (432) 689-5220

E-mail: info@legacylp.com

Board of Directors

Cary D. Brown

Dale A. Brown

William R. Granberry ⁽¹⁾

G. Larry Lawrence ⁽²⁾

Kyle A. McGraw

William D. Sullivan ⁽³⁾

Kyle D. Vann ⁽⁴⁾

(1) Chairman of the Nominating and Governance Committee

(2) Chairman of the Audit Committee

(3) Chairman of the Conflicts Committee

(4) Chairman of the Compensation Committee

Corporate Counsel

Andrews Kurth LLP | 600 Travis St., Suite 4200 | Houston, TX 77002

Independent Accounting Firm

BDO Siedman, LLP | 333 Clay St., Suite 4700 | Houston, TX 77002-4180

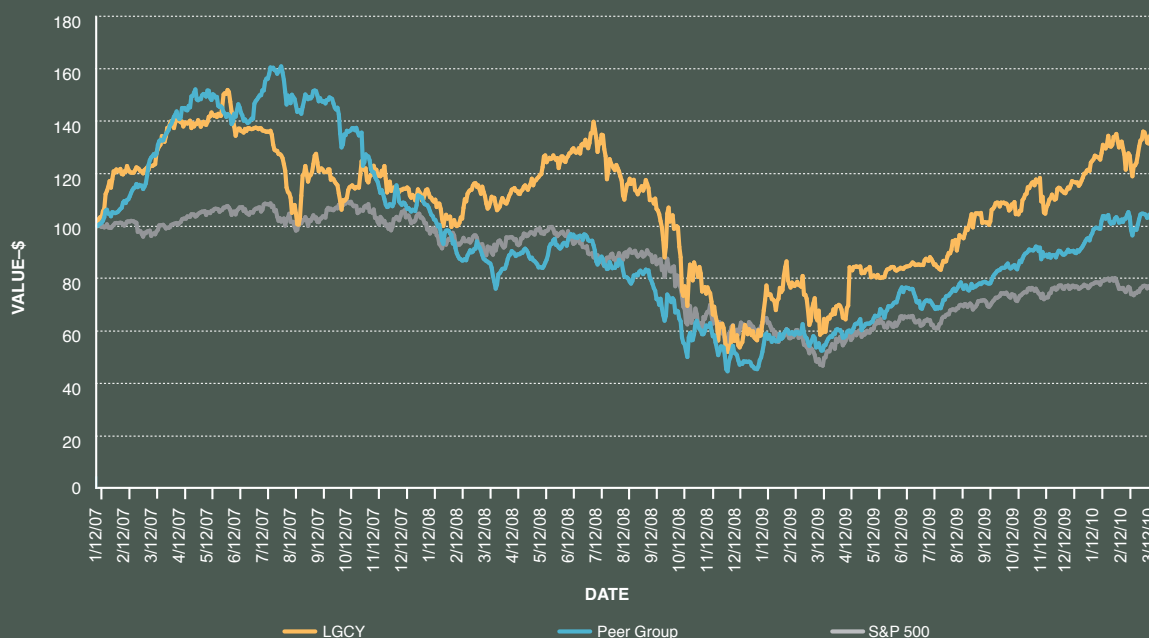
Independent Reservoir Engineers

LaRoche Petroleum Consultants, Ltd. | 4600 Greenville Ave., Suite 160
Dallas, TX 75206

K-1 Tax Reports

For questions or corrections, please call (800) 973-8076

Analysis of Investment Return



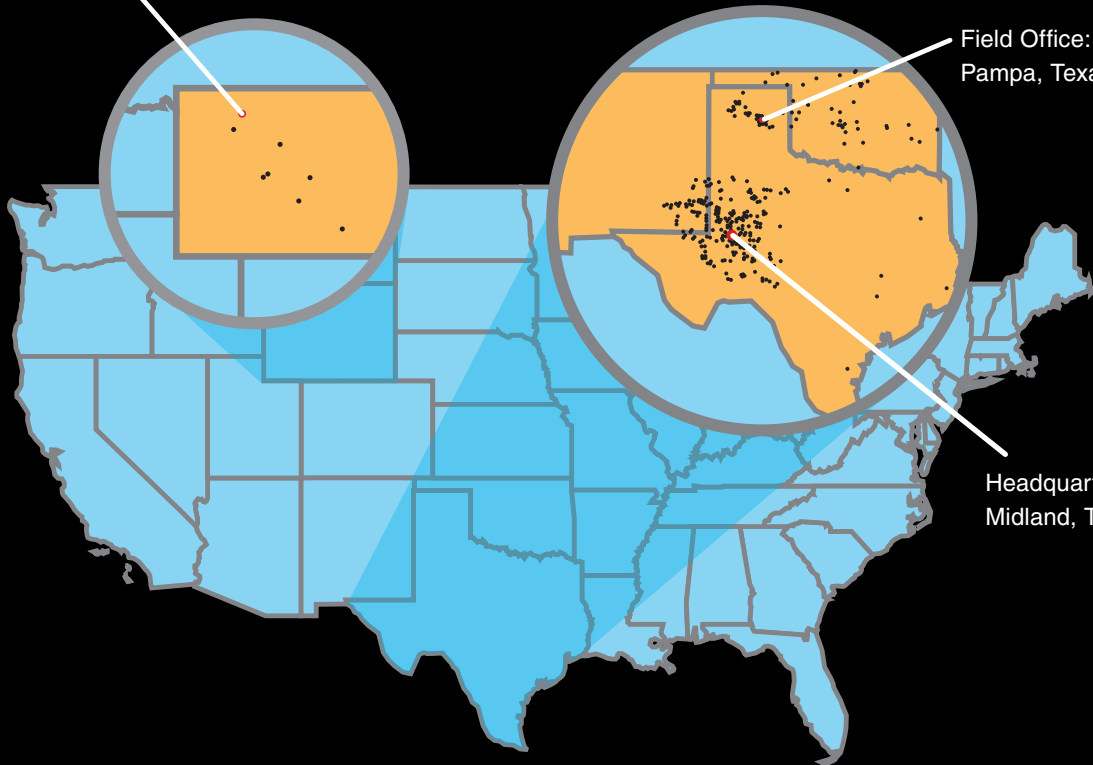
The value of \$100 invested in LGCY at the IPO on January 11, 2007 through March 19, 2010, with distributions, along with an equally weighted upstream MLP peer group index (BBEP, CEP, ENP, EVE, LINE, PSE, VNR) with distributions and the S&P 500 with dividends over the same period.

Legacy Asset Overview

Business Unit Office:
Cody, Wyoming

Field Office:
Pampa, Texas

Headquarters:
Midland, Texas



303 W. Wall | Suite 1400 | Midland, TX 79701
(432) 689-5200 | www.LegacyLP.com