



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4628

March 25, 2010

Mr. Joseph A. Mills
Chief Executive Officer
Eagle Rock Energy Partners, L.P.
16701 Greenspoint Park Drive
Houston, TX 77060

**Re: Eagle Rock Energy Partners, L.P.
Preliminary Proxy Statement on Schedule 14A
File No. 1-33016
Filed March 12, 2010**

**Eagle Rock Energy Partners, L.P.
Form 10-K for the Fiscal Year Ended December 31, 2008
Filed March 13, 2009
File No. 1-33016**

Dear Mr. Mills:

We have completed our review of your Form 10-K and Schedule 14A and have no further comments at this time.

Sincerely,

H. Roger Schwall
Assistant Director