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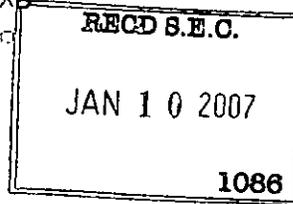
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NASDAQ[®]

THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
9800 BLACKWELL ROAD
ROCKVILLE, MD 20850



1-33249

Michael S. Emen
Senior Vice President
Listing Qualifications

By Facsimile and First Class Mail

January 10, 2007

Mr. Brian K. Johnson
Office of Filings and Information Services
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on January 10, 2007 The Nasdaq Stock Market (the "Exchange") received from Legacy Reserves LP (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Units representing limited partner interests

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

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