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file # 1-33249  
CERT NAS  
**NASDAQ**  
THE NASDAQ OMX GROUP

William Slattery, CFA  
Vice President  
Listing Qualifications

Received SEC  
~~APR 17 2014~~  
Washington, DC 20549

Received  
MAY 02 2014  
Washington, DC

By Electronic Mail

May 2, 2014

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on April 17, 2014 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:

8% Series A Fixed-to-Floating Rate Cumulative  
Redeemable Perpetual Preferred Units representing  
limited partner interests

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*William Slattery*