



14007505

NASDAQ
THE NASDAQ OMX GROUP

William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

JUN 24 2014

By Electronic Mail

June 24, 2014

Washington, DC 20549

CERT NAS

File No. 001-33249

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 June 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:

8.00% Series B 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