

LRR Energy, L.P.  
Form SC 13D/A  
December 20, 2011

OMB APPROVAL

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549  
SCHEDULE 13D**

OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response...14.5

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**LRR Energy, L.P.**

(Name of Issuer)

**Common Units**

(Title of Class of Securities)

**50214A 104**

(CUSIP Number)

**Jaime Casas**

**Chief Financial Officer of LRE GP, LLC**

**Heritage Plaza**

**1111 Bagby Street, Suite 4600**

**Houston, Texas 77002**

**713-345-2126**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**December 14, 2011**

## Edgar Filing: LRR Energy, L.P. - Form SC 13D/A

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not**

**Required to respond unless the form displays a currently valid OMB control number.**

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CUSIP No. 50214A 104

Schedule 13D

- 1 Names of Reporting Persons:  
LIME ROCK RESOURCES A, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):  
(a)   
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):  
OO
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:  
DELAWARE
- 7 Sole Voting Power:
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power:  
721,558(1)
- 9 Sole Dispositive Power:
- 10 Shared Dispositive Power:  
721,558(1)
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:  
721,558(1)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):  
4.6%(2)
- 14 Type of Reporting Person (See Instructions):  
PN

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(1) Lime Rock Resources A, L.P. may also be deemed to own 960,247 subordinated units representing limited partner interests (each, a "Sub Unit") in LRR Energy, L.P. (the "Partnership"). The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the First Amended and Restated Agreement of Limited Partnership of the Partnership (the "Partnership Agreement").

(2) Calculation of percentage based on a total of 15,657,600 common units outstanding as reported in the Partnership's final Prospectus, as filed with the Securities and Exchange Commission on November 14, 2011.

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**Schedule 13D**

- 1 Names of Reporting Persons:  
LIME ROCK RESOURCES B, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):  
(a)   
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):  
OO
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:  
DELAWARE
- 7 Sole Voting Power:
- 8 Shared Voting Power:  
239,230(1)
- 9 Sole Dispositive Power:
- 10 Shared Dispositive Power:  
239,230(1)
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:  
239,230(1)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):  
1.5%(2)
- 14 Type of Reporting Person (See Instructions):  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

(1) Lime Rock Resources B, L.P. may also be deemed to own 318,368 Sub Units in the Partnership. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

(2) Calculation of percentage based on a total of 15,657,600 common units outstanding as reported in the Partnership's final Prospectus, as filed with the Securities and Exchange Commission on November 14, 2011.

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**Schedule 13D**

- 1 Names of Reporting Persons:  
LIME ROCK RESOURCES C, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):  
(a)   
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):  
OO
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:  
DELAWARE
- 7 Sole Voting Power:
- 8 Shared Voting Power:  
4,088,812(1)
- 9 Sole Dispositive Power:
- 10 Shared Dispositive Power:  
4,088,812(1)
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:  
4,088,812(1)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):  
26.1%(2)
- 14 Type of Reporting Person (See Instructions):  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

(1) Lime Rock Resources C, L.P. may also be deemed to own 5,441,385 Sub Units in the Partnership. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

(2) Calculation of percentage based on a total of 15,657,600 common units outstanding as reported in the Partnership's final Prospectus, as filed with the Securities and Exchange Commission on November 14, 2011.

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**Schedule 13D**

1 Names of Reporting Persons:  
JONATHAN C. FARBER

2 Check the Appropriate Box if a Member of a Group (See Instructions):  
(a)   
(b)

3 SEC Use Only:

4 Source of Funds (See Instructions):  
OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:  
UNITED STATES

|   |    |   |
|---|----|---|
|   | 7  | Sole Voting Power:<br>5,000   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power:<br>5,049,600(1)  |
|   | 9  | Sole Dispositive Power:<br>5,000  |
|   | 10 | Shared Dispositive Power:<br>5,049,600(1)                                     |
|   | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person:<br>5,054,600(1) |

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13 Percent of Class Represented by Amount in Row (11):  
32.3%(2)

14 Type of Reporting Person (See Instructions):  
IN

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(1) Jonathan C. Farber may also be deemed to own 6,720,000 Sub Units. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

(2) Calculation of percentage based on a total of 15,657,600 common units outstanding as reported in the Partnership's final Prospectus, as filed with the Securities and Exchange Commission on November 14, 2011.

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**Schedule 13D**

- 1 Names of Reporting Persons:  
JOHN T. REYNOLDS
- 2 Check the Appropriate Box if a Member of a Group (See Instructions):  
(a)   
(b)
- 3 SEC Use Only:
- 4 Source of Funds (See Instructions):  
OO
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 6 Citizenship or Place of Organization:  
UNITED STATES
- 7 Sole Voting Power:
- 8 Shared Voting Power:  
5,049,600(1)
- 9 Sole Dispositive Power:
- 10 Shared Dispositive Power:  
5,049,600(1)
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:  
5,049,600(1)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 13 Percent of Class Represented by Amount in Row (11):  
32.3%(2)
- 14 Type of Reporting Person (See Instructions):  
IN

---

(1) John T. Reynolds may also be deemed to own 6,720,000 Sub Units. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

(2) Calculation of percentage based on a total of 15,657,600 common units outstanding as reported in the Partnership's final Prospectus, as filed with the Securities and Exchange Commission on November 14, 2011.

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**Schedule 13D**

This Amendment No. 1 (this **Amendment**) amends the information provided in the Schedule 13D (the **Original Schedule 13D**) filed with the Securities and Exchange Commission by Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., Jonathan C. Farber and John T. Reynolds (collectively, the **Reporting Persons**) on November 22, 2011. This Amendment is being filed in order to reflect a decrease in the Reporting Persons' beneficial ownership resulting from the repurchase by LRR Energy, L.P. (the **Partnership**) of an aggregate of 1,200,000 common units from certain of the Reporting Persons in connection with the closing of the underwriters' over-allotment on December 14, 2011. As a result, this Amendment amends the information disclosed in the Original Schedule 13D as set forth herein. Except as otherwise specified in this Amendment, all items left blank remain unchanged in all material respects and any items that are reported are deemed to amend and restate the corresponding items in the Original Schedule 13D. Capitalized terms used herein but not defined herein have the respective meanings ascribed to them in the Original Schedule 13D.

**Item 1. Security and Issuer.**

No modification is made to Item 1 of the Original Schedule 13D.

**Item 2. Identity and Background.**

No modification is made to Item 2 of the Original Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration.**

The information in Item 3 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

In connection with the Partnership's initial public offering (the **Offering**) and pursuant to the Contribution Agreement (as defined below), (a) LRR A acquired the right to receive 893,030 Common Units and 960,247 Sub Units; (b) LRR B acquired the right to receive 296,082 Common Units and 318,368 Sub Units; and (c) LRR C acquired the right to receive 5,060,488 Common Units and 5,441,385 Sub Units prior to the time at which the Common Units became registered under the Exchange Act.

In connection with the Offering, the Partnership granted the underwriters in the Offering an option to purchase up to an aggregate of 1,411,200 Common Units at the public offering price to cover over-allotments (the **Over-Allotment Option**). The underwriters exercised the Over-Allotment Option for 1,200,000 Common Units. In connection with the closing of the underwriters' Over-Allotment Option on December 14, 2011, the Partnership repurchased (i) 171,472 Common Units from LRR A, (ii) 56,852 Common Units from LRR B and (iii) 971,676 Common Units from LRR C, at the price to public minus the underwriting discount and structuring fees.



**Item 4. Purpose of Transaction.**

The information in Item 4 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

The information contained in Item 3 above is incorporated herein by reference.

The purpose of the acquisition of the Common Units in connection with the Offering was for investment, and the acquisition of such Common Units were made in the ordinary course of business and were not made for the purpose of acquiring control of the Partnership.

On December 14, 2011, the Partnership repurchased Common Units from LRR A, LRR B and LRR C in connection with the closing of the underwriters' Over-Allotment Option as described in Item 3 above.

The Reporting Persons at any time and from time to time may acquire additional Common Units or dispose of any or all of Common Units they own depending in the open market or in private transactions upon an ongoing evaluation of the investment in the Common Units, prevailing market conditions, other investment opportunities, other investment considerations and/or other factors.

The following describes plans or proposals that the Reporting Persons may have with respect to the matters set forth in Items 4(a)-(j) of Schedule 13D:

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(a) The Sub Units owned of record by LRR A, LRR B and LRR C are convertible into Common Units on a one-for-one basis upon the termination of the subordination period as set forth in the First Amended and Restated Agreement of Limited Partnership of the Partnership (the **Partnership Agreement** ).

(b) None.

(c) None.

(d) None.

(e) None.

(f) None.

(g) None.

(h) None.

(i) None.

(j) Except as described in this Item 4, the Reporting Persons do not have, as of the date of this Amendment, any plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (i) of Item 4 of Schedule 13D. The Reporting Persons may change their plans or proposals in the future. In determining from time to time whether to sell the Common Units reported as beneficially owned in this Schedule 13D, as amended, (and in what amounts) or to retain such securities, the Reporting Persons will take into consideration such factors as they deem relevant, including the business and prospects of the Partnership, anticipated future developments concerning the Partnership, existing and anticipated market conditions from time to time, general economic conditions, regulatory matters, and other opportunities available to the Reporting Persons. The Reporting Persons reserve the right to acquire additional securities of the Partnership in the open market, in privately negotiated transactions (which may be with the Partnership or with third parties) or otherwise, to dispose of all or a portion of their holdings of securities of the Partnership or to change their intention with respect to any or all of the matters referred to in this Item 4.

**Item 5. Interest in Securities of the Issuer.**

The information in Item 5 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

(a)-(b) The aggregate number and percentage of Common Units beneficially owned by each of the Reporting Persons (on the basis of a total of 15,657,600 Common Units issued and outstanding as reported in the Partnership's final Prospectus, as filed with the Securities and Exchange Commission on November 14, 2011) is as follows:

**LRR A**

|      |  |                  |
|------|--|------------------|
| (i)  | Amount beneficially owned: 721,558                       | Percentage: 4.6% |
| (ii) | Number of shares to which the Reporting Person has:      |                  |
| (A)  | Sole power to vote or to direct the vote:                | 0                |
| (B)  | Shared power to vote or to direct the vote:              | 721,558          |
| (C)  | Sole power to dispose or to direct the disposition of:   | 0                |
| (D)  | Shared power to dispose or to direct the disposition of: | 721,558          |

**LRR B**

|      |  |                  |
|------|--|------------------|
| (i)  | Amount beneficially owned: 239,230                     | Percentage: 1.5% |
| (ii) | Number of shares to which the Reporting Person has:    |                  |
| (A)  | Sole power to vote or to direct the vote:              | 0                |
| (B)  | Shared power to vote or to direct the vote:            | 239,230          |
| (C)  | Sole power to dispose or to direct the disposition of: | 0                |

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(D) Shared power to dispose or to direct the disposition of: 239,230

**LRR C**

|      |  |                   |
|------|--|-------------------|
| (i)  | Amount beneficially owned: 4,088,812                     | Percentage: 26.1% |
| (ii) | Number of shares to which the Reporting Person has:      |                   |
| (A)  | Sole power to vote or to direct the vote:                | 0                 |
| (B)  | Shared power to vote or to direct the vote:              | 4,088,812         |
| (C)  | Sole power to dispose or to direct the disposition of:   | 0                 |
| (D)  | Shared power to dispose or to direct the disposition of: | 4,088,812         |

**Jonathan C. Farber**

|      |  |                   |
|------|--|-------------------|
| (i)  | Amount beneficially owned: 5,054,600                     | Percentage: 32.3% |
| (ii) | Number of shares to which the Reporting Person has:      |                   |
| (A)  | Sole power to vote or to direct the vote:                | 5,000             |
| (B)  | Shared power to vote or to direct the vote:              | 5,049,600         |
| (C)  | Sole power to dispose or to direct the disposition of:   | 5,000             |
| (D)  | Shared power to dispose or to direct the disposition of: | 5,049,600         |

**John T. Reynolds**

|      |  |                   |
|------|--|-------------------|
| (i)  | Amount beneficially owned: 5,049,600                     | Percentage: 32.3% |
| (ii) | Number of shares to which the Reporting Person has:      |                   |
| (A)  | Sole power to vote or to direct the vote:                | 0                 |
| (B)  | Shared power to vote or to direct the vote:              | 5,049,600         |
| (C)  | Sole power to dispose or to direct the disposition of:   | 0                 |
| (D)  | Shared power to dispose or to direct the disposition of: | 5,049,600         |

In connection with the Offering, Wells Fargo Securities, LLC made sales to certain of the officers, directors and employees of LRE GP, LLC, the general partner of the Partnership ( **LRE GP** ), and its affiliates, at the initial public offering price of \$19.00, through a directed unit program (the **Directed Unit Program** ). Mr. Farber, a member of the board of directors of LRE GP, purchased 5,000 Common Units in the Directed Unit Program.

LRR A may also be deemed to beneficially own 960,247 Sub Units. LRR B may also be deemed to beneficially own 318,368 Sub Units. LRR C may also be deemed to beneficially own 5,441,385 Sub Units. The Sub Units will convert into common units on a one-for-one basis at the times set forth in, and subject to the terms and conditions of, the Partnership Agreement.

LRE GP owns a 0.1% general partner interest in the Partnership. LRE GP also owns all of the incentive distribution rights of the Partnership, which will entitle LRE GP to increasing percentages of the cash the Partnership will distribute in excess of \$0.54625 per unit per quarter (the **Incentive Distribution Rights** ). LRE GP has three classes of member interests, Class A, Class B and Class C. LRR A, LRR B and LRR C own 14.2894%, 4.7376% and 80.9730%, respectively, of the Class B member interests in LRE GP, which entitles them to an aggregate of 80% of the distributions payable to LRE GP by the Partnership with respect to the Incentive Distribution Rights for a period of six years from the closing of the Offering. Lime Rock Management LP ( **Lime Rock Management** ) is a Class A member of LRE GP and after the six-year period, Lime Rock Management will be entitled to all distributions with respect to the Incentive Distribution Rights in addition to the distributions with respect to LRE GP's 0.1% general partner interest in the Partnership.

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Messrs. Farber and Reynolds may be deemed to share the power to vote or direct the vote or to dispose or direct the disposition of the shares of Common Units, Sub Units and Incentive Distribution Rights (the **Units**) owned (directly or indirectly) by LRR A, LRR B and LRR C by virtue of being the controlling persons of LRR GP, LLC ( **LRR GP LLC** ). Messrs. Farber and Reynolds are the managing members of LRR GP LLC, which is the general partner of LRR GP, which is the sole member of each of LRR A GP and LRR C GP. LRR A GP is the general partner of LRR A, LRR GP is the general partner of LRR B and LRR C GP is the general partner of LRR C. Messrs. Farber and Reynolds, LRR GP LLC, LRR GP, LRR A GP and LRR C GP may be deemed to share voting and dispositive power over the Units beneficially owned by LRR A, LRR B and LRR C. Each of Messrs. Farber and

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Reynolds, LRR GP LLC, LRR GP, LRR A GP and LRR C GP disclaim beneficial ownership of any interests of the Units held by LRR A, LRR B and LRR C in excess of such person's or entity's respective pecuniary in such Units. This report shall not be deemed an admission that Messrs. Farber or Reynolds, LRR GP LLC, LRR GP, LRR A GP or LRR C GP is the beneficial owner of such Units for purposes of Section 16 or for any other purpose.

LRE GP is controlled by Lime Rock Management, which is ultimately controlled by Messrs. Farber and Reynolds. As ultimate control persons of LRE GP, Messrs. Farber and Reynolds will share in distributions made by the Partnership with respect to the general partner interest held by LRE GP in proportion to their respective pecuniary interests. Messrs. Farber and Reynolds, by virtue of their ownership interest in LRE GP, may be deemed to share voting and dispositive power over the Incentive Distribution Rights and the general partner interest. Each of Messrs. Farber and Reynolds disclaim beneficial ownership of the Incentive Distribution Rights and the general partner interest held by LRE GP in excess of such person's or entity's respective pecuniary in such interest. This report shall not be deemed an admission that Mr. Farber or Mr. Reynolds is the beneficial owner of such Incentive Distribution Rights or general partner interest for purposes of Section 16 or for any other purpose.

(c) Except as otherwise described herein with respect to the Partnership's repurchase of Common Units in connection with the exercise of the Over-Allotment Option, and to the knowledge of the Reporting Persons, none of the persons named in response to Paragraphs (a) and (b) above has effected any transaction in the Common Units during the past 60 days.

(d) Except as otherwise described herein, and to the knowledge of the Reporting Persons, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from sale of, the Common Units deemed to be beneficially owned by them.

(e) Not applicable.

### **Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

No modification is made to Item 6 of the Original Schedule 13D.

### **Item 7. Material to be filed as Exhibits.**

Exhibit A            Joint Filing Agreement incorporated by reference to Exhibit A to the Schedule 13D filed by Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., Jonathan C. Farber and John T. Reynolds on November 22, 2011.

## Edgar Filing: LRR Energy, L.P. - Form SC 13D/A

- Exhibit B First Amended and Restated Agreement of Limited Partnership of LRR Energy, L.P., dated as of November 16, 2011, incorporated by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K filed on November 22, 2011.
- Exhibit C Purchase, Sale, Contribution, Conveyance and Assumption Agreement, dated as of November 16, 2011, by and among Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., LRE GP, LLC, LRR Energy, L.P. and LRE Operating, LLC, incorporated by reference to Exhibit 10.5 to the Partnership's Current Report on Form 8-K filed on November 22, 2011.
- Exhibit D Power of Attorney for Lime Rock Resources A, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources A, L.P. on November 10, 2011.
- Exhibit E Power of Attorney for Lime Rock Resources B, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources B, L.P. on November 10, 2011.
- Exhibit F Power of Attorney for Lime Rock Resources C, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources C, L.P. on November 10, 2011.
- Exhibit G Power of Attorney for Jonathan C. Farber dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Jonathan C. Farber on November 10, 2011.
- Exhibit H Power of Attorney for John T. Reynolds dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by John T. Reynolds on November 10, 2011.

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**Signatures**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 20, 2011

**Lime Rock Resources A, L.P.**

By: Lime Rock Resources A GP, LLC, its  
general partner

By: Lime Rock Resources GP, L.P., its general  
partner

By: LRR GP, LLC, its general partner

By: \*  
Name: Jonathan C. Farber  
Title: Managing Member

**Lime Rock Resources B, L.P.**

By: Lime Rock Resources GP, L.P., its general  
partner

By: LRR GP, LLC, its general partner

By: \*  
Name: Jonathan C. Farber  
Title: Managing Member

**Lime Rock Resources C, L.P.**

By: Lime Rock Resources C GP, LLC, its  
general partner

By: Lime Rock Resources GP, L.P., its general  
partner

By: LRR GP, LLC, its general partner

By: \*  
Name: Jonathan C. Farber  
Title: Managing Member



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\*

Jonathan C. Farber

\*

John T. Reynolds

\*By: /s/ Kris Agarwal  
Kris Agarwal, as Attorney-in-Fact

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**Schedule 13D**

**Exhibit Index**

|           |   |
|-----------|---|
| Exhibit A | Joint Filing Agreement incorporated by reference to Exhibit A to the Schedule 13D filed by Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., Jonathan C. Farber and John T. Reynolds on November 22, 2011.   |
| Exhibit B | First Amended and Restated Agreement of Limited Partnership of LRR Energy, L.P., dated as of November 16, 2011, incorporated by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K filed on November 22, 2011.  |
| Exhibit C | Purchase, Sale, Contribution, Conveyance and Assumption Agreement, dated as of November 16, 2011, by and among Lime Rock Resources A, L.P., Lime Rock Resources B, L.P., Lime Rock Resources C, L.P., LRE GP, LLC, LRR Energy, L.P. and LRE Operating, LLC, incorporated by reference to Exhibit 10.5 to the Partnership's Current Report on Form 8-K filed on November 22, 2011. |
| Exhibit D | Power of Attorney for Lime Rock Resources A, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources A, L.P. on November 10, 2011.   |
| Exhibit E | Power of Attorney for Lime Rock Resources B, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources B, L.P. on November 10, 2011.   |
| Exhibit F | Power of Attorney for Lime Rock Resources C, L.P. dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Lime Rock Resources C, L.P. on November 10, 2011.   |
| Exhibit G | Power of Attorney for Jonathan C. Farber dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by Jonathan C. Farber on November 10, 2011.   |
| Exhibit H | Power of Attorney for John T. Reynolds dated November 10, 2011 incorporated by reference to Exhibit A to Form 3 filed by John T. Reynolds on November 10, 2011.   |