

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

<b>ROBERT HURWITZ</b>	:	<b>CIVIL ACTION</b>
	:	
<b>v.</b>	:	
	:	<b>NO. 15-711</b>
<b>LRR ENERGY L.P., et al</b>	:	

**ORDER**

**AND NOW**, this 17<sup>th</sup> day of January 2018, upon considering the Class Representative’s uncontested Motion for an Order approving Class Notice, Notice Procedures and appointment of Notice Administrator (ECF Doc. No. 124), without objection, and finding the attached proposed Notice of Pendency of Class Action (Exhibit “A”, “Print Notice”), attached Summary Notice of Pendency of Class Action (“Exhibit “B”, “Summary Notice”), attached proposed Press Release (Exhibit “C” “Press Release”), and proposed instruction letter to Brokers and Dealers regarding omnibus and nominee accounts comply with Fed. R. Civ. P. 23(c)(2)(B) as they plainly state the nature of the class action, the certain definition of the certified class as defined in our January 2, 2018 Order (ECF Doc. No. 120), the class claims, issues and defenses, and advises each member the Court will exclude from the Class any member who requests exclusion by a specified date; a judgment whether favorable or not will include all members who do not request exclusion; and, any member who does not request exclusion may, if the member desires, enter an appearance through counsel, it is **ORDERED** the uncontested Motion (ECF Doc. No. 124) is **GRANTED**:

1. Class Counsel shall cause: the Print Notice to be mailed to all potential Class members identified through reasonable effort; the Summary Notice to be published once in the

national edition of the *Investor's Business Daily*; the Press Release to be issued over *PR Newswire*; and, each of these Notices to be posted on the website established for this action.

2. Each of these notices and protocol satisfy Fed. R. Civ. P. 23, due process, other applicable law, and constitutes the best notice practicable under the circumstances and constitutes due and sufficient notice to all person and entities entitled thereof with non-material changes to the forms of Notice made without further Order.

3. Defendants, through their counsel, agreed to provide Class Counsel with an electronic copy of the most recent complete mailing list in Defendants' possession and control of all former LRR Energy, L.P. ("LRR")/Vanguard Natural Resources, LLC ("Vanguard") unitholders under the Class definition which list shall be expeditiously turned over to the Notice Administrator to facilitate prompt and efficient mailing of the Print Notice. This list will be submitted to the National Change of Address registry maintained by the United States Postal Service requesting updated address information. Any updated address information will be appended to the data file used to complete the mailing of the Notice. Providing the list shall not waive or otherwise limit the Defendants' right or ability to challenge or object to the inclusion of a specific individual or entity in the Class.

4. Class Counsel is authorized to retain Garden City Group, LLC ("GCG") as the Notice Administrator responsible to create and maintain the website established for this action and supervise and administer the Notice procedure below:

a. No later than **March 30, 2018**, Class Counsel, through the Notice Administrator, shall cause a copy of the Print Notice, substantially in the form submitted to the Court and conformed as needed to comport with this Order, to be mailed by first class mail to all Class members who can be identified with reasonable effort appearing on the mailing list:

b. At or around the time of mailing of the Print Notice, Class Counsel, through the Notice Administrator, shall cause the Summary Notice, substantially in the form submitted to the Court, to be published once in the national edition of *Investor's Business Daily* and as a release over PR Newswire. The Summary Notice shall also be posted on the established website created and maintained by GCG; and


c. No later than five (5) days after completing the obligations in this Paragraph, Class Counsel shall file an affidavit or declaration of compliance.

5. The Notice Administrator shall use reasonable efforts to give notice to omnibus accounts or nominee owners such as brokerage firms and other persons or entities who held LRR/Vanguard units as record owners (but not as beneficial owners) and fall within the Class definition. To the extent the beneficial account holders are not known or readily available, nominee owners who purchased, acquired, or held LRR/Vanguard units for the benefit of another person in the Class definition shall be requested to send the Print Notice to all such beneficial owners within seven (7) days after receipt thereof, or to send a list of names and addresses of such beneficial owners to the Notice Administrator within seven (7) days of receipt thereof, in which event the Notice Administrator shall promptly mail the Print Notice to such beneficial owners and update the electronic mailing list. Nominee owners who elect to send the Print Notice to their beneficial owners shall send a statement to the Notice Administrator confirming mailing as directed. Additional copies of the Print Notice shall be made available to any record holder requesting the Print Notice for the purpose of distribution to beneficial owners. Such record holders shall be reimbursed, upon receipt by the Notice Administrator of proper documentation, for the reasonable expense of sending the Print Notice to beneficial owners. The Notice Administrator will, contemporaneously with the mailing of the Notices, send a letter in

the form attached as Exhibit “D” specifically requesting the brokerage firms, dealers, banks, and other nominees to, within seven (7) days of receipt of the letter and Print Notice: (a) supply an Excel file, text file, or other compatible data format containing the names and mailing addresses of Class members; (b) indicate they will mail the Print Notices themselves and identify how many Print Notices they require to complete the mailing; or (c) indicate they have no records of Class members as described in the Print Notice. Copies of the Print Notice shall also be posted on the website established and maintained for this action.

5. A person defined as a member of the Class shall be bound by all determinations and judgments, whether favorable or unfavorable to the Class, unless such Class member requests exclusion from the Class strictly as follows: a Class member wanting to be excluded shall mail a request for exclusion by first class mail postmarked no later than sixty (60) days following the initial mailing described in Paragraph 4(a) above to the address designated in the Print Notice. The request for exclusion must clearly identify the name and address of the person or entity seeking exclusion. Class members requesting exclusion shall not be entitled to recovery that might be obtained, or bound by Court orders or judgments, in this action.

6. Class members may enter an appearance at their own expense, individually or through counsel. If they do not enter an appearance, they will be represented by Class Counsel.

  
\_\_\_\_\_  
KEARNEY, J.

# EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT  
IN AND FOR THE DISTRICT OF DELAWARE**

ROBERT HURWITZ, on Behalf of Himself  
and All Others Similarly Situated,

Plaintiff,

v.

LRR ENERGY, L.P., ERIC MULLINS,  
CHARLES W. ADCOCK, JONATHAN C.  
FARBER, TOWNES G. PRESSLER, JR.,  
JOHN A. BAILEY, JONATHAN P.  
CARROLL, VANGUARD NATURAL  
RESOURCES, LLC, LIGHTHOUSE  
MERGER SUB, LLC, SCOTT W. SMITH,  
RICHARD A. ROBERT, W. RICHARD  
ANDERSON, BRUCE W. MCCULLOUGH,  
and LOREN SINGLETARY,

Defendants.

Case No.: 1:15-cv-00711-MAK

**NOTICE OF PENDENCY OF CLASS ACTION**

**THIS NOTICE MAY AFFECT YOUR RIGHTS – PLEASE READ IT CAREFULLY**

**To: ALL PERSONS OR ENTITIES:**

**(A) HOLDING LRR ENERGY, L.P. ("LRR") COMMON UNITS AS OF AUGUST 28, 2015 THROUGH THE OCTOBER 5, 2015 CLOSE OF VANGUARD NATURAL RESOURCES, LLC'S ("VANGUARD") ACQUISITION OF LRR, WERE DAMAGED AND ASSERT CLAIMS PRESENTLY SUSTAINED IN THE MARCH 13, 2017 AND DECEMBER 29, 2017 ORDERS UNDER SECTIONS 14(A) AND 20(A) OF THE SECURITIES EXCHANGE ACT OF 1934; AND,**

**(B) RECEIVING VANGUARD COMMON UNITS IN EXCHANGE FOR THEIR LRR COMMON UNITS ON OR ABOUT OCTOBER 5, 2015 UNDER THE REGISTRATION STATEMENT, AS AMENDED, WERE DAMAGED, AND ASSERT CLAIMS PRESENTLY SUSTAINED IN THE MARCH 13, 2017 AND DECEMBER 29, 2017 ORDERS UNDER SECTIONS 11 AND 15 OF THE SECURITIES ACT OF 1933; BUT**

**(C) EXCLUDING: DEFENDANTS; MEMBERS OF THE IMMEDIATE FAMILY OF EACH INDIVIDUAL DEFENDANT; AN OFFICER OR DIRECTOR OF VANGUARD OR LRR; A FIRM, TRUST, CORPORATION, OFFICER OR OTHER ENTITY IN WHICH A DEFENDANT HAS OR HAD A CONTROLLING INTEREST; PERSONS PARTICIPATING IN THE ALLEGED MATERIAL OMISSIONS OR MISREPRESENTATIONS; AND THE LEGAL**

**REPRESENTATIVES, AGENTS, AFFILIATES, HEIRS, BENEFICIARIES, SUCCESSORS-IN-INTEREST, OR ASSIGNS OF AN EXCLUDED PERSON OR ENTITY (THE "CLASS").**

**THIS NOTICE OF PENDENCY OF CLASS ACTION DESCRIBES YOUR RIGHTS AS A CLASS MEMBER WITH RESPECT TO THE CERTIFIED CLASS ACTION AGAINST LRR, ERIC MULLINS, CHARLES W. ADCOCK, JONATHAN C. FARBER, TOWNES G. PRESSLER, JR., JOHN A. BAILEY, JONATHAN P. CARROLL, VANGUARD, LIGHTHOUSE MERGER SUB, LLC, SCOTT W. SMITH, RICHARD A. ROBERT, W. RICHARD ANDERSON, BRUCE W. MCCULLOUGH, AND LOREN SINGLETARY (COLLECTIVELY "DEFENDANTS").**

The purpose of this Notice is to advise you that:

1. Presently pending before the U.S. District Court for the District of Delaware (the "Court") is a consolidated securities case captioned *Hurwitz v. LRR Energy, L.P.*, No. 1:15-cv-00711-MAK. On January 2, 2018, U.S. District Court Judge Mark A. Kearney entered an Order preliminarily certifying this securities case as a class action to proceed on behalf of the Class. Lead Plaintiff Robert Hurwitz has been appointed Class Representative.

2. Pursuant to Judge Kearney's January 2, 2018 Order preliminarily certifying the Class, the questions of law and fact common to the Class include claims and defenses regarding whether:

(a) Defendants omitted and/or misrepresented material facts in the September 3, 2015 Registration Statement and Proxy regarding the possibility of post-acquisition defaults in Vanguard's debt ratios in its credit facilities;

(b) Defendants omitted and/or misrepresented material facts in the September 3, 2015 Registration Statement and Proxy regarding Vanguard's ability to pay cash distributions after the Vanguard transaction;

(c) Class members sustained damages calculated through a uniform methodology which will define a class wide basis for a monetary value in this securities omission and misrepresentation case representing the losses during the Class Period;

(d) Vanguard's earlier publicly filed disclosures of concerns with potential defaults in its credit facilities are altered by omissions or representations in the Proxy and Registration Statement;

(e) Defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934;

(f) Defendants violated Sections 11 and 15 of the Securities Act of 1933; and

(g) The individual Defendants violated Section 20(a) of the Exchange Act.

3. If you do not wish to remain a member of the Class described above, you must mail a written request for exclusion from the class action to the address set forth below, postmarked no later than \_\_\_\_\_, 2018.

## **I. NATURE AND STATUS OF THE LITIGATION**

1. The above-captioned litigation is pending in the U.S. District Court for the District of Delaware. A trial of this matter before the Court is currently scheduled to begin on July 30, 2018.

2. This federal securities class action arises out of Vanguard's 2015 merger with LRR in a unit-for-unit transaction through which LRR's former unitholders received 0.55 Vanguard units in exchange for each LRR unit they previously owned. The Amended Class Action Complaint (the "Complaint") alleges that the Registration Statement and Proxy disseminated in connection with the acquisition of LRR misrepresented or omitted material facts in violation of sections 11 and 15 of the Securities Act of 1933, and sections 14(a) and 20(a) of the Securities and Exchange Act of 1934. The Class Representative seeks, for himself and all other similarly situated persons or entities, compensatory damages, rescissory damages, interest, and reasonable costs and expenses, including attorneys' fees and expert fees.

3. More specifically, the Complaint alleges that the Registration Statement and Proxy misrepresented or failed to disclose material information concerning Vanguard's ability to maintain compliance with certain debt covenants in its credit facility. The Complaint also alleges that the Registration Statement and Proxy misrepresented or failed to disclose material information concerning the impact of Vanguard's debt covenants on the Company's ability to pay unitholder distributions. Further, the Complaint alleges that members of the Class were damaged by Defendants' alleged material misrepresentations and omissions in the Registration Statement and Proxy.

4. The sending of this Notice is not an expression by the Court of any opinion on the likelihood of recovery by the Class Representative or on the merits of any defense asserted by Defendants. This Notice is provided only so that you may decide what steps, if any, to take in relation to your continued participation in the Class.

## **II. DEFENDANTS' DENIAL OF LIABILITY**

1. Defendants have denied and continue to deny all claims of wrongdoing or liability against them arising out of any of the conduct, statements, acts, or omissions alleged in the Complaint, including any violations of the federal securities laws or any other legal obligation or duty potentially giving rise to the claims in the Complaint. Defendants have denied and continue to deny each of the claims alleged by the Class Representative on behalf of the Class, including all claims in the Complaint. Defendants believe that they have meritorious defenses to all claims asserted or that could have been asserted based on the Complaint. Defendants also have denied and continue to deny, among other things, that: the Class was properly certified; the Registration Statement/Proxy misrepresented or omitted material information; the omissions alleged in the Complaint rendered any portion of the Registration Statement/Proxy misleading; the Class Representative and the Class have suffered any damage as a result of conduct alleged in the Complaint; and the Class Representative and the Class were otherwise harmed in any other way



by the conduct alleged in the Complaint. Moreover, Defendants believe that the evidence developed to date supports their position and assert that the allegations in the Complaint have no merit and should be dismissed as a matter of law.

### **III. PROCEDURE TO REQUEST EXCLUSION**

1. If you are a member of the Class and do not wish to be bound by future orders of the Court or participate in any future potential settlement or judgment regarding the Class, you must request to be excluded from the Class. If you wish to be excluded, you must submit a written request for exclusion from the Class, addressed to *Hurwitz v. LRR Energy, L.P.*, c/o GCG, P.O. Box 10532, Dublin, Ohio 43017-4532. You may also download a copy of the Notice at [www.LRREnergySecuritiesLitigation.com](http://www.LRREnergySecuritiesLitigation.com).

2. THE REQUEST FOR EXCLUSION MUST BE POSTMARKED ON OR BEFORE \_\_\_\_\_, 2018 and must clearly identify the name and address of the person seeking exclusion, and clearly state that the person requests to be excluded from the Class. A REQUEST FOR EXCLUSION SHALL NOT BE EFFECTIVE UNLESS IT IS POSTMARKED WITHIN THE TIME AND SUBMITTED IN THE MANNER PROVIDED FOR ABOVE.

3. A Class member who duly requests to be excluded will not be bound by any orders or judgments entered in this action relating to this class action, whether favorable or unfavorable to the Class under the Federal Rules of Civil Procedure.

**IF YOU WISH TO REMAIN IN THE CLASS, YOU DO NOT NEED TO TAKE ANY ACTION. IF YOU REMAIN IN THE CLASS, YOU WILL BE BOUND BY ANY DECISION, FAVORABLE OR UNFAVORABLE, IN THIS CASE.**

### **IV. REPRESENTATION BY COUNSEL AND FURTHER PROCEEDINGS**

1. As a member of the Class, you will be represented by Lead Class Counsel and Liaison Counsel, identified below, and will have no individual liability for attorneys' fees and costs.

#### **LEAD CLASS COUNSEL:**

Brian J. Robbins  
Stephen J. Oddo  
Nichole T. Browning  
Eric M. Carrino  
ROBBINS ARROYO LLP  
600 B Street, Suite 1900  
San Diego, CA 92101  
Telephone: (619) 525-3990  
Facsimile: (619) 525-3991  
[brobbs@robbinsarroyo.com](mailto:brobbs@robbinsarroyo.com)  
[soddo@robbinsarroyo.com](mailto:soddo@robbinsarroyo.com)  
[nbrowning@robbinsarroyo.com](mailto:nbrowning@robbinsarroyo.com)

ecarrino@robbinsarroyo.com

**LIAISON CLASS COUNSEL:**

Blake A. Bennett  
COOCH AND TAYLOR, P.A.  
The Brandywine Building  
1000 West Street, 10th Floor  
Post Office Box 1680  
Wilmington, DE 19899  
Telephone: (302) 984-3800  
Facsimile: (302) 984-3939  
bbennett@coochtaylor.com

2. Lead Class Counsel and Liaison Class Counsel will represent you as a part of the Class. You will not be individually charged for these lawyers. You may, if you so desire, enter an appearance through an attorney who will then represent you. You will, however, be responsible for the fees and costs charged by your own attorney appearing on your behalf.

3. If you have any questions, please contact the Notice Administrator at (800) 324-2941.

4. This Notice does not fully describe all of the claims and contentions of the parties. Complete copies of the pleadings, orders, and other documents filed in this litigation may be examined and copied at any time during regular office hours at the office of the Clerk of the Court, U.S. District Court for the District of Delaware, 844 North King Street, Unit 18, Wilmington, Delaware 19801. In addition, certain of these documents are also available for viewing at [www.LRREnergySecuritiesLitigation.com](http://www.LRREnergySecuritiesLitigation.com).

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING EXPLANATION OF THIS NOTICE

Dated: \_\_\_\_\_, 2018

BY ORDER OF THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

# EXHIBIT B



transaction through which LRR's former unitholders received 0.55 Vanguard units in exchange for each LRR unit they previously owned. The lawsuit is captioned *Hurwitz v. LRR Energy, L.P.*, Case No.: 1:15-cv-00711-MAK. Defendants in the action are LRR, Eric Mullins, Charles W. Adcock, Jonathan C. Farber, Townes G. Pressler, Jr., John A. Bailey, Jonathan P. Carroll, Vanguard, Lighthouse Merger Sub, LLC, Scott W. Smith, Richard A. Robert, W. Richard Anderson, Bruce W. McCullough, and Loren Singletary.

The Amended Class Action Complaint (the "Complaint") alleges that the Registration Statement and Proxy disseminated in connection with the acquisition of LRR misrepresented or omitted material facts in violation of sections 11 and 15 of the Securities Act of 1933, and sections 14(a) and 20(a) of the Securities and Exchange Act of 1934. More specifically, the Complaint alleges that the Registration Statement and Proxy misrepresented or failed to disclose material information concerning Vanguard's ability to maintain compliance with certain debt covenants in its credit facility. The Complaint also alleges that the Registration Statement and Proxy misrepresented or failed to disclose material information concerning the impact of Vanguard's debt covenants on the Company's ability to pay unitholder distributions. Further, the Complaint alleges that members of the Class were damaged by Defendants' alleged material misrepresentations and omissions in the Registration Statement and Proxy. Defendants have denied and continue to deny all claims of wrongdoing or liability against them arising out of any of the conduct, statements, acts, or omissions alleged in the Complaint, including any violations of the federal securities laws or any other legal obligation or duty potentially giving rise to the claims in the Complaint. Defendants have denied and continue to deny each of the claims alleged by the Class Representative on behalf of the Class, including all claims in the Complaint. Defendants believe that they have meritorious defenses to all claims asserted or that could have been asserted based on the Complaint. Defendants also have denied and continue to deny, among other things, that: the Class was properly certified; the Registration Statement/Proxy misrepresented or omitted material information; the omissions alleged in the Complaint rendered any portion of the Registration Statement/Proxy misleading; the Class Representative and the Class have suffered any damage as a result of conduct alleged in the Complaint; and the Class Representative and the Class were otherwise harmed in any other way by the conduct alleged in the Complaint. Moreover, Defendants believe that the evidence developed to date supports their position and assert that the allegations in the Complaint have no merit and should be dismissed as a matter of law.

Lead Plaintiff Robert Hurwitz has been appointed Class Representative and preliminarily certified by the Court to pursue his claims as a class action on behalf of the defined Class. Pursuant to U.S. District Court Judge Mark A. Kearney's January 2, 2018 Order preliminarily certifying the Class, the questions of law and fact common to the Class include claims and defenses regarding whether:

(a) Defendants omitted and/or misrepresented material facts in the September 3, 2015 Registration Statement and Proxy regarding the possibility of post-acquisition defaults in Vanguard's debt ratios in its credit facilities;

(b) Defendants omitted and/or misrepresented material facts in the September 3, 2015 Registration Statement and Proxy regarding Vanguard's ability to pay cash distributions after the Vanguard transaction;

(c) Class members sustained damages calculated through a uniform methodology which will define a class wide basis for a monetary value in this securities omission and misrepresentation case representing the losses during the Class Period;

(d) Vanguard's earlier publicly filed disclosures of concerns with potential defaults in its credit facilities are altered by omissions or representations in the Proxy and Registration Statement;

(e) Defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934;

(f) Defendants violated Sections 11 and 15 of the Securities Act of 1933; and

(g) The individual Defendants violated Section 20(a) of the Exchange Act.

On \_\_\_\_\_, 2018, a Notice of Pendency of Class Action (the "Notice") was mailed to persons or entities falling within the Class definition and whose information was reflected on the books and records of Vanguard/LRR and their transfer agents. The Notice contains important information regarding the rights of Class members, including the right to seek exclusion from the Class and the deadline for doing so. If you believe you are a member of the Class as defined above, and if you have not received a copy of the Notice by mail, you are urged to request a copy free of charge by mailing your request to *Hurwitz v. LRR Energy, L.P.*, c/o GCG, P.O. Box 10532, Dublin, Ohio 43017-4532 You may also download a copy of the Notice at [www.LRREnergySecuritiesLitigation.com](http://www.LRREnergySecuritiesLitigation.com).

**IF YOU ARE A CLASS MEMBER AND DO NOT EXCLUDE YOURSELF FROM THE CLASS, YOU WILL BE BOUND BY ALL ORDERS AND ANY JUDGMENT IN THE ACTION. TO EXCLUDE YOURSELF FROM THE CLASS, YOU MUST SUBMIT A WRITTEN REQUEST FOR EXCLUSION POSTMARKED ON OR BEFORE \_\_\_\_\_, 2018. NO ACTION IS REQUIRED AT THIS TIME TO REMAIN A MEMBER OF THE CLASS.**

If you have any questions, please contact the Notice Administrator at (800) 324-2941.

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING EXPLANATION OF THIS NOTICE

Dated: \_\_\_\_\_, 2018

BY ORDER OF THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

# EXHIBIT C

**IN THE UNITED STATES DISTRICT COURT  
IN AND FOR THE DISTRICT OF DELAWARE**

ROBERT HURWITZ, on Behalf of Himself and All Others Similarly Situated,	)	Case No.: 1:15-cv-00711-MAK
	)	
Plaintiff,	)	
v.	)	
	)	
LRR ENERGY, L.P., ERIC MULLINS, CHARLES W. ADCOCK, JONATHAN C. FARBER, TOWNES G. PRESSLER, JR., JOHN A. BAILEY, JONATHAN P. CARROLL, VANGUARD NATURAL RESOURCES, LLC, LIGHTHOUSE MERGER SUB, LLC, SCOTT W. SMITH, RICHARD A. ROBERT, W. RICHARD ANDERSON, BRUCE W. MCCULLOUGH, and LOREN SINGLETARY,	)	
	)	
Defendants.	)	

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**PRESS RELEASE ANNOUNCEMENT OF CLASS PENDENCY**

**Notice of Pendency of Class Action Announced by Lead Class Counsel Robbins Arroyo LLP and Liaison Class Counsel Cooch and Taylor, P.A. in *Hurwitz v. LRR Energy, L.P.***

San Diego, [Dateline] -- (PRNewswire) – Robbins Arroyo LLP and Cooch and Taylor, P.A. announce class certification has been granted allowing a class of unitholders to proceed in a lawsuit named *Hurwitz v. LRR Energy, L.P.*, Case No.: 1:15-cv-00711-MAK, pending in the U.S. District Court for the District of Delaware.

The litigation asserts claims for alleged violations of the federal securities laws arising out of Vanguard Natural Resources, LLC's ("Vanguard") 2015 acquisition of LRR Energy, L.P. ("LRR") in a unit-for-unit transaction through which LRR's former unitholders received 0.55 Vanguard units in exchange for each LRR unit they previously owned.

Defendants in the class action are LRR, Eric Mullins, Charles W. Adcock, Jonathan C. Farber, Townes G. Pressler, Jr., John A. Bailey, Jonathan P. Carroll, Vanguard, LLC, Lighthouse Merger Sub, LLC, Scott W. Smith, Richard A. Robert, W. Richard Anderson, Bruce W. McCullough, and Loren Singletary.

On January 2, 2018, U.S. District Court Judge Mark A. Kearney entered an Order, pursuant to Rule 23 of the Federal Rules of Civil Procedure, preliminarily certifying the case to proceed as a class action on behalf of a Class defined as follows:

**(A) HOLDING LRR ENERGY, L.P. COMMON UNITS AS OF AUGUST 28, 2015 THROUGH THE OCTOBER 5, 2015 CLOSE OF VANGUARD NATURAL RESOURCES, LLC'S ACQUISITION OF LRR, WERE**



**DAMAGED AND ASSERT CLAIMS PRESENTLY SUSTAINED IN THE MARCH 13, 2017 AND DECEMBER 29, 2017 ORDERS UNDER SECTIONS 14(A) AND 20(A) OF THE SECURITIES EXCHANGE ACT OF 1934; AND,**

**(B) RECEIVING VANGUARD COMMON UNITS IN EXCHANGE FOR THEIR LRR COMMON UNITS ON OR ABOUT OCTOBER 5, 2015 UNDER THE REGISTRATION STATEMENT, AS AMENDED, WERE DAMAGED, AND ASSERT CLAIMS PRESENTLY SUSTAINED IN THE MARCH 13, 2017 AND DECEMBER 29, 2017 ORDERS UNDER SECTIONS 11 AND 15 OF THE SECURITIES ACT OF 1933; BUT**

**(C) EXCLUDING: DEFENDANTS; MEMBERS OF THE IMMEDIATE FAMILY OF EACH INDIVIDUAL DEFENDANT; AN OFFICER OR DIRECTOR OF VANGUARD OR LRR; A FIRM, TRUST, CORPORATION, OFFICER OR OTHER ENTITY IN WHICH A DEFENDANT HAS OR HAD A CONTROLLING INTEREST; PERSONS PARTICIPATING IN THE ALLEGED MATERIAL OMISSIONS OR MISREPRESENTATIONS; AND THE LEGAL REPRESENTATIVES, AGENTS, AFFILIATES, HEIRS, BENEFICIARIES, SUCCESSORS-IN-INTEREST, OR ASSIGNS OF AN EXCLUDED PERSON OR ENTITY (the "CLASS").**

Lead Plaintiff Robert Hurwitz has been appointed as Class Representative.

IF YOU ARE A MEMBER OF THE CLASS DESCRIBED ABOVE, YOUR RIGHTS MAY BE AFFECTED. On \_\_\_\_\_, 2018, a Notice of Pendency of Class Action (the "Notice") was mailed to persons or entities falling within the Class definition and whose information was reflected on the books and records of Vanguard/LRR and their transfer agents. The Notice contains important information regarding the rights of Class members, including the right to seek exclusion from the Class and the deadline for doing so. If you believe you are a member of the Class as defined above, and if you have not received a copy of the Notice by mail, you are urged to request a copy free of charge by mailing your request to *Hurwitz v. LRR Energy, L.P.*, c/o GCG, P.O. Box 10532, Dublin, Ohio 43017-4532. You may also download a copy of the Notice at [www.LRREnergySecuritiesLitigation.com](http://www.LRREnergySecuritiesLitigation.com).

**IF YOU ARE A CLASS MEMBER AND DO NOT EXCLUDE YOURSELF FROM THE CLASS, YOU WILL BE BOUND BY ALL ORDERS AND ANY JUDGMENT IN THE ACTION. TO EXCLUDE YOURSELF FROM THE CLASS, YOU MUST SUBMIT A WRITTEN REQUEST FOR EXCLUSION POSTMARKED ON OR BEFORE \_\_\_\_\_, 2018.**

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING EXPLANATION OF THIS NOTICE

# EXHIBIT D

*Hurwitz v. LRR Energy, L.P.*,  
c/o GCG  
P.O. Box 10532  
Dublin, Ohio 43017-4532  
(800) 324-2941

Date

Name

Address

URGENT COMMUNICATION

To: ALL BROKERAGE FIRMS, BANKS, AND OTHER NOMINEES ("NOMINEES"); (A) HOLDING LRR ENERGY, L.P. ("LRR") COMMON UNITS AS OF AUGUST 28, 2015 THROUGH THE OCTOBER 5, 2015 CLOSE OF VANGUARD NATURAL RESOURCES, LLC'S ("VANGUARD") ACQUISITION OF LRR, AND (B) RECEIVING VANGUARD COMMON UNITS IN EXCHANGE FOR THEIR LRR COMMON UNITS ON OR ABOUT OCTOBER 5, 2015 IN CONNECTION WITH VANGUARD'S ACQUISITION OF LRR (THE "CLASS").

Re: *Hurwitz v. LRR Energy, L.P.*, No. 1:15-cv-00711-MAK (Del.)

Dear Sir or Madam:

Enclosed is a copy of the Notice of Pendency of Class Action in the above-entitled class action (herein referred to as the "Notice").

In order to assure distribution of the Notice to as many Class members as possible, we request that you either: (i) within seven (7) days of the receipt of this Notice, mail Notices directly to all persons or entities that meet the Class definition as reflected by your records; or (ii) provide us with a list of such persons within seven (7) days of receipt of this Notice so that we may complete the mailing. In these regards, please contact the Notice Administrator Garden City Group, LLC at the address/number listed above in order to confirm the mailing of Notices, to request additional copies of the Notice for mailing, or to make arrangements for us to obtain the list of names and addresses and complete the mailing.

Upon request, you will be reimbursed for your reasonable out-of-pocket expenses incurred in identifying Class members, forwarding the Notice to such persons, or supplying us with their names and addresses. If you mail Notices directly or if you have no record of purchases as nominee on behalf of any Class members, we request being so informed. In any case, we would appreciate your responding to this letter by completing below, signing, and returning a copy of it to us immediately. Nominees for Class members should be aware of the opt-out deadline listed in the Notice on \_\_\_\_\_, 2018. Your prompt response will assure Class members ample time to respond.

We are working under Court-imposed timetables. Any delay could be prejudicial to your customers. Thank you for your cooperation.

Very truly yours,

*Garden City Group, LLC*

Notice Administrator

### ACKNOWLEDGMENT

The results of our research for Class members of *Hurwitz v. LRR Energy, L.P.* as described in the Notice are:

(Please choose one of the following):

\_\_\_\_\_ We would like you to do the mailing and are herewith providing you with a list of such persons. **Please send a computer file (i.e., Excel files, text files, or other available and compatible data formats).**

\_\_\_\_\_ We would like to do the mailing and request that you ship additional Notices to us at the above address.

\_\_\_\_\_ We have mailed/will mail [delete one] Notices to (number) beneficial owners on \_\_\_\_\_ (date)

**OR**

\_\_\_\_\_ We have no records of any Class members in *Hurwitz v. LRR Energy, L.P.*, described in the Notice.

Date: \_\_\_\_\_, 2018

Signature: \_\_\_\_\_

1235256