

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<p><b>In re:</b></p> <p><b>LEGACY RESERVES INC.<sup>1</sup></b></p> <p style="padding-left: 40px;"><b>Debtors.</b></p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p><b>Chapter 11</b></p> <p><b>Case No. 19-33395 (MI)</b></p> <p><b>(Jointly Administered)</b></p> <p><b>Confirmation Hearing Date: Nov. 6, 2019 at 10:00 a.m. CT</b></p> <p><b>Plan Objection Deadline: Oct. 28, 2019 at 4:00 p.m. CT</b></p>
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**NOTICE OF (I) HEARING TO  
CONSIDER CONFIRMATION OF THE JOINT CHAPTER  
11 PLAN OF REORGANIZATION FOR LEGACY RESERVES INC. AND ITS  
DEBTOR AFFILIATES AND (II) RELATED VOTING AND OBJECTION DEADLINES**

**PLEASE TAKE NOTICE** that, on September 16, 2019, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [ECF No. 494] (the “Solicitation Procedures Order”), (a) approving the *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization for Legacy Reserves Inc. and Its Debtor Affiliates* [ECF No. 499] (as may be modified, amended, or supplemented from time to time, the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (b) authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit acceptances for the *Joint Chapter 11 Plan of Reorganization for Legacy Reserves Inc. and Its Debtor Affiliates* [ECF No. 498] (as may be amended, supplemented, or modified from time to time, the “Plan”);<sup>2</sup> (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); and (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Legacy Reserves Inc. (9553); Legacy Reserves GP, LLC (1065); Legacy Reserves LP (1069); Legacy Reserves Finance Corporation (1181); Legacy Reserves Services LLC (2710); Legacy Reserves Operating LP (7259); Legacy Reserves Energy Services LLC (1233); Legacy Reserves Operating GP LLC (7209); Dew Gathering LLC (4482); Pinnacle Gas Treating LLC (3711); Legacy Reserves Marketing LLC (7593). The location of the Debtors’ service address is: 303 W. Wall St, Midland, TX 79701.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the same meanings as set forth in the Plan, Disclosure Statement or the *Debtors’ Motion for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Voting Procedures With Respect to Confirmation of the Proposed Joint Chapter 11 Plan of Reorganization For Legacy Reserves Inc. and its Debtor Affiliates, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Approving the Rights Offering Materials, (V) Scheduling Certain Dates with Respect Thereto, and (VI) Granting Related Relief* [ECF No. 344], as applicable.

**PLEASE TAKE FURTHER NOTICE** that the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **November 6, 2019 at 10:00 a.m. prevailing Central Time**, before the Honorable Marvin Isgur, United States Bankruptcy Judge, in Courtroom 404, Fourth Floor, United States Bankruptcy Court for the Southern District of Texas, 515 Rusk Avenue, Houston, Texas 77002.

**PLEASE BE ADVISED**: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

### **CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

**Voting Record Date.** The voting record date was **September 24, 2019** (the “Voting Record Date”), which is the date for determining which Holders of Claims in Classes 3, 4, and 5 are entitled to vote on the Plan.

**Voting Deadline.** The deadline for voting on the Plan is on **October 23, 2019 at 4:00 p.m.**, prevailing Central Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot, and intend to vote on the Plan, you **must**: (a) follow the instructions carefully; (b) complete **all** of the required information on the Ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtors’ voting and solicitation agent (the “Voting Agent”), Kurtzman Carson Consultants LLC (“KCC”), on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

### **CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN**

**ARTICLE VIII** OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS. **THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

**Plan Objection Deadline.** The deadline for filing objections to the Plan is **October 28, 2019 at 4:00 p.m.** prevailing Central Time (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules, and any orders of the Court; (c) state with particularity the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; **and** (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before the Plan Objection Deadline:

<b>The Debtors</b>	
Legacy Reserves Inc. Attn: Bert Ferrara, General Counsel 303 W. Wall St, Midland, TX 79701	
<b>Counsel to the Debtors</b>	
Duston McFaul Charles M. Persons Michael Fishel Maegan Quejada <b>SIDLEY AUSTIN LLP</b> 1000 Louisiana Street, Suite 5900 Houston, Texas 77002	James F. Conlan Bojan Guzina Andrew F. O'Neill <b>SIDLEY AUSTIN LLP</b> One South Dearborn Street Chicago, Illinois 60603
<b>U.S. Trustee</b>	
Stephen Statham Hector Duran <b>OFFICE OF THE UNITED STATES TRUSTEE FOR THE SOUTHERN DISTRICT OF TEXAS</b> 515 Rusk Avenue, Suite 3516 Houston, TX 77002	
<b>Counsel to the Official Committee of Unsecured Creditors</b>	
Robert J. Stark Bennett S. Silverberg Andrew M. Carty Uchechi A. Egeonuigwe <b>BROWN RUDNICK, LLP</b> Seven Times Square New York, NY 10036	Hugh M. Ray, III William J. Hotze Jason S. Sharp <b>PILLSBURY WINTHROP SHAW PITTMAN, LLP</b> Two Houston Center 909 Fannin, Suite 2000 Houston, Texas 77010-1028

### **ADDITIONAL INFORMATION**

**Obtaining Solicitation Materials.** The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received electronic access to the solicitation materials), please feel free to contact the Debtors' Voting Agent, by: (a) calling (866) 967-0495 within the United States or Canada, or +1 (310) 751-2695 if outside of the United States or Canada; (b) emailing [legacyreservesinfo@kccllc.com](mailto:legacyreservesinfo@kccllc.com); (c) writing to Legacy Reserves Ballot Processing Center, c/o KCC, 222 N Pacific Coast Highway, Suite 300, El Segundo, California 90245; or (d) visiting the Debtors' restructuring website at <https://www.kccllc.net/legacyreserves>. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.txs.uscourts.gov>. Please be advised that the Voting Agent is authorized to answer any questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

**The Plan Supplement.** The Debtors will file the Plan Supplement (as defined in the Plan) on or before **October 13, 2019**, and will serve notice on all Holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

**Notice of the Assumption or Rejection of Executory Contracts.** Under the terms of Article V of the Plan, on the Effective Date, all Executory Contracts and Unexpired Leases of the Debtors not otherwise assumed or rejected will be deemed assumed by the applicable Reorganized Debtor in accordance with the provisions and requirements of sections 365 and 1123 of the Bankruptcy Code, other than those that: (1) are identified on the Rejected Executory Contracts and Unexpired Leases Schedule; (2) previously expired or terminated pursuant to their own terms; (3) have been previously assumed or rejected by the Debtors pursuant to a Final Order; (4) are the subject of a motion to reject that is pending on the Effective Date; or (5) have an ordered or requested effective date of rejection that is after the Effective Date. To the extent the Debtors' oil and gas leases, surface use, easements, rights of way, or other related real property assets are treated as though such leases and assets are Executory Contracts or Unexpired Leases, such leases and assets shall be deemed assumed pursuant to this Plan and section 365 of the Bankruptcy Code.

**BINDING NATURE OF THE PLAN:**

**IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.**

Dated: September 24, 2019  
Houston, Texas

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*Attorneys for the Debtors  
and Debtors in Possession*