

VANGUARD NATURAL RESOURCES, LLC COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the "Committee") of Vanguard Natural Resources, LLC (the "Company") assists the Board of Managers of the Company (the "Board") with its responsibilities relating to compensation of the Company's executives and directors and oversight of the Company's compensation programs and policies.

II. Membership

The Committee shall, within one year after listing of the Company's common units on the NYSE Arca, be comprised of at least three members, one of whom shall be appointed on the date of the Company's listing of common units on the NYSE Arca, another shall be appointed within 90 days thereafter and a third shall be appointed within one year after such listing. Each member shall meet the qualifications of a non-employee director under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each member of the Committee shall also meet the independence and experience requirements of the NYSE Arca and the Exchange Act.

The members of the Committee shall be elected by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. One member of the Committee will be elected by the Board as Chairman and will be responsible for the scheduling of regular and special meetings and the functioning of the Committee. The Board may, pursuant to the limited liability company agreement of the Company, as such agreement may be amended and restated from time to time (the "Operating Agreement"), remove a member of the Committee at any time, with or without cause, provided that the Board must, at all times, assure that the Committee will have a Chairman and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

The Committee may appoint a subcommittee consisting of at least two Committee members to exercise any and all of the powers and authority of the Committee as provided in the resolutions establishing such subcommittee.

III. Meetings

The Committee shall meet as often as it determines, and generally should meet not less frequently than quarterly. The Committee shall conduct special meetings as determined by the Chairman of the Committee or at the request of the Chief Executive Officer, President or Chief Financial Officer. Meetings may be in person, by telephone or videoconference as needed to conduct the business of the Committee. The Committee may also take action by unanimous written consent to the fullest extent permitted by the Delaware Limited Liability Company Act or the Operating Agreement. The Committee shall maintain minutes of all of its meetings. The

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Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

A majority of the members of the Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Chairman shall schedule and preside at all meetings of the Committee. In the absence of the Chairman, a majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting. The Chair of the Committee shall report to the Board following each Committee meeting, and as otherwise required by the Chairman of the Board.

IV. Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate in its sole discretion. Any communications between the Committee and legal counsel in the course of obtaining legal advice shall be considered privileged communications of the Company. The Committee shall take all necessary steps to preserve the privileged nature of those communications. The Committee shall have the sole authority to retain and terminate any compensation consultant engaged to assist in the evaluation of compensation of managers and executive officers of the Company, including the sole authority to approve such consultant's fees and other retention terms.

V. Duties and Responsibilities

The Committee shall have the duties and responsibilities set forth below:

- Establish and periodically review policies concerning perquisites and fringe benefits for each of the Chairman of the Board, President, Chief Executive Officer ("CEO"), and other executive officers of the Company and its subsidiaries;
- Establish company goals and objectives, consistent with unitholder-approved compensation plans for performance-based compensation for the CEO and other executive officers, for the defined performance period;
- Establish the maximum amount of performance-based compensation for the CEO and other executive officers for the defined performance period;
- Review and certify, in writing, whether established goals and objectives of any performance-based compensation plans have been met for the completed performance period;
- Review and approve performance-based compensation, if any, for the CEO and other executive officers based on the established company goals and objectives for the completed performance period;

- Obtain through discussions with management of the Company a general understanding of the compensation philosophy and design used throughout the entire organization;
- Review and recommend to the Board for approval performance-based compensation, if any, for officers other than the CEO and executive officers based on the established company goals and objectives for the completed performance period;
- Determine and approve the CEO's compensation level based on the Committee's evaluation of the CEO;
- Determine and recommend to the Board the compensation levels for executive officers of the Company other than the CEO based on the Committee's evaluations;
- Report to the Board on the performance of the CEO and other executive officers in light of the established company goals and objectives for the performance period;
- Assess the ongoing competitiveness of the total executive compensation package;
- Review and approve management's recommendations with regard to the budget and guidelines for merit-based compensation;
- Review existing cash-based and equity-based compensation plans;
- Approve all new cash-based, equity-based and performance-based compensation plans and all modifications to existing compensation plans;
- Review and advise on compensation of non-employee managers, including committee chairmen compensation;
- Produce a Compensation Committee Report on executive compensation to be included in the Company's annual proxy statement as required by the rules and regulations of the Securities and Exchange Commission ("SEC");
- Review and discuss with management of the Company the Compensation Discussion and Analysis to be included in the Company's proxy statements, recommend inclusion of the Compensation Discussion and Analysis in the Company's proxy statements to the Board and review other material disclosures concerning executive compensation matters;
- Review and discuss with management the Company's disclosure controls and procedures relating to executive compensation matters;

- Review and approve any employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits, and any material amendments to the foregoing, applicable to executive officers;
- Review new-hire and promotion compensation arrangements for executive officers;
- Administer the Company's unit plans;
- Grant awards under the unit plans or delegate that responsibility (as it relates to non-executive officer awards) to the CEO and/or one or more executive officers;
- Conduct and review an annual Committee performance evaluation, as administered by the Nominating and Corporate Governance Committee;
- Review and assess the adequacy of this charter annually and recommend any proposed changes to the Board for approval;
- Review areas of particular difficulty in attracting and retaining staff;
- Review and develop succession planning policies and criteria for the Chief Executive Officer and other executive officers of the Company and its subsidiaries, and confer periodically with the Board on succession planning; and
- Take any other actions as may be required from time to time by applicable law, the rules of NYSE Arca, the SEC, the Company's Operating Agreement or the Board.

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