IPAA Oil & Gas Investment Symposium

San Francisco

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www.memorialpp.com

Forward-Looking & Other Cautionary Statements

This presentation and the oral statements made in connection therewith contain forward-looking statements. All statements, other than statements of historical facts, included in this presentation that address activities, events or developments that Memorial Production Partners LP (“MEMP”) expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements often include terminology such as “may,” “will,” “could,” “should,” “expect,” “plan,” “project,” “intend,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “pursue,” “target,” “outlook,” “continue,” the negative of such terms or other comparable terminology. These statements include, but are not limited to, statements about estimates of MEMP’s oil and natural gas reserves, expectations regarding distributions and distribution rates, and expectations of plans, strategies, objectives and anticipated financial and operating results of MEMP, including as to production, lease operating expenses, hedging activities, capital expenditure levels and other guidance included in this presentation. These statements are based on certain assumptions made by MEMP based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate. Such statements are subject to risks and uncertainties. A number of factors, many of which are beyond the control of MEMP, could cause actual results to differ materially from those implied or expressed by the forward-looking statements. These factors include, but are not limited to, the following risks and uncertainties: the uncertainty inherent in the development and production of oil and natural gas and in estimating reserves; risks associated with drilling activities; potential difficulties in the marketing of, and volatility in the prices for, oil, natural gas and natural gas liquids; competition in the oil and natural gas industry; potential failure or shortages of, or increased costs for, drilling and production equipment and supply materials for production; risks related to acquisitions, including MEMP’s ability to integrate acquired properties; risks related to MEMP’s ability to generate sufficient cash flow to pay distributions, to make payments on its notes and to execute its business plan; MEMP’s ability to access funds on acceptable terms, if at all, because of the terms and conditions governing MEMP’s indebtedness or otherwise; and the risk that MEMP’s hedging strategy may be ineffective or may reduce its income. You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date of this presentation. All forward-looking statements are qualified in their entirety by this cautionary statement. Please read MEMP’s Annual Report on Form 10-K for the year ended December 31, 2014 and other filings with the SEC, which are available on MEMP’s Investor Relations website at http://investor.memorialpp.com/sec.cfm or on the SEC’s website at www.sec.gov, for a list of certain risk factors that may affect forward-looking statements. MEMP undertakes no obligation and does not intend to update these forward-looking statements to reflect future events or circumstances.

The SEC permits oil and gas companies, in their filings with the SEC, to disclose only proved, probable and possible reserves that meet the SEC’s definitions for such terms. Reserve engineering is a complex and subjective process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact way and the accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. Please read MEMP's filings with the SEC, including "Risk Factors" in MEMP's Annual Report on Form 10-K, for a discussion of the risks and uncertainties involved in the process of estimating reserves. This presentation also contains estimates of or references to original oil in place (“OOIP”) attributable to MEMP’s offshore California properties. OOIP is merely an indication of the size of a hydrocarbon reservoir and is not an indication of reserves or the quantity of oil that is likely to be produced. You should not assume that estimates of OOIP are comparable to proved or probable reserves or representative of estimates of future production from such properties. It is not possible to measure OOIP in an exact way, and estimating OOIP is inherently uncertain and based on a subjective analysis of geological and other relevant data applicable to such properties, including assumptions regarding area, thickness, porosity and saturation. Changes in these factors or inaccuracies in our assumptions could materially alter the estimates of OOIP.

Memorial Production Partners

Overview of Memorial Production Partners LP

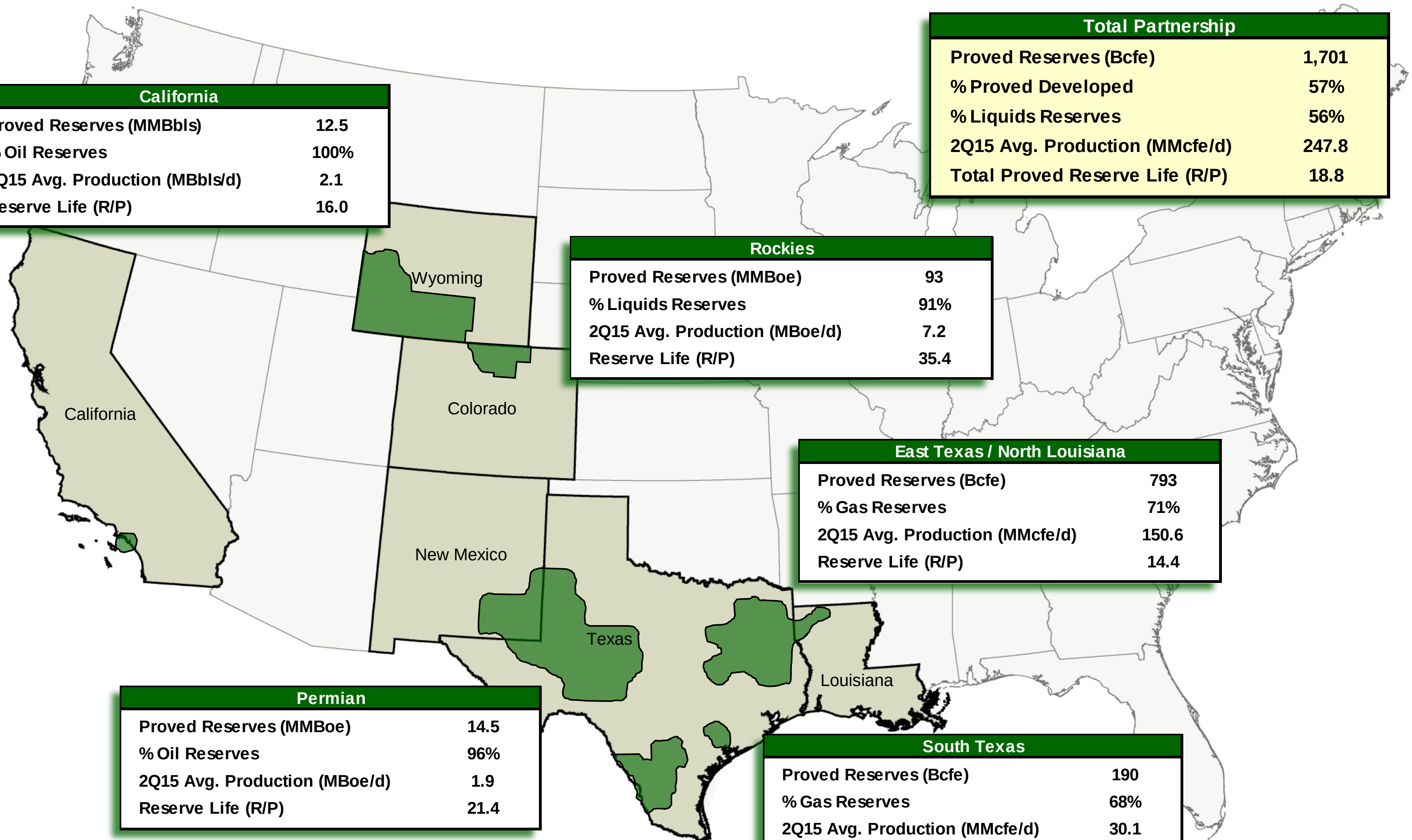
- **Diverse portfolio of mature, long-lived producing properties**
  - Assets in East Texas / North Louisiana, Rockies, California, South Texas and Permian
- **Strategy of growing and maintaining production and distributions through acquisitions and low-risk development**
- **Strong balance sheet with $642 million of revolver liquidity as of July 31, 2015**
- **Best-in-class hedge portfolio helps protect production and cash flow through 2019**
  - 80% of total production hedged through 2017; 70% of total production hedged through 2019
  - Mark-to-market hedge book value of approximately $609 million as of July 31, 2015
- **Completed fourteen accretive acquisitions for $2.5 billion since December 2011**
  - Conservatively funded approximately 50% equity and 50% debt

Key Statistics(1)

- **Total Proved Reserves: 1,701 Bcfe**
  - 57% proved developed
  - 56% liquids
- **2Q15 Average Production: 247.8 MMcfe/d**
  - R/P of 18.8 years
  - 3,618 gross (2,155 net) producing wells

(1) MEMP base assets reflect estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by Netherland, Sewell & Associates, Inc. (“NSAI”) and Ryder Scott Company, L.P. (“Ryder Scott”), pro forma for the Joaquin acquisition in February 2015

MEMP – Diverse, Long-Lived Assets (1)



Total Partnership	
Proved Reserves (Bcfe)	1,701
% Proved Developed	57%
% Liquids Reserves	56%
2Q15 Avg. Production (MMcfe/d)	247.8
Total Proved Reserve Life (R/P)	18.8

California	
Proved Reserves (MMBbls)	12.5
% Oil Reserves	100%
2Q15 Avg. Production (MBbls/d)	2.1
Reserve Life (R/P)	16.0

Rockies	
Proved Reserves (MMBoe)	93
% Liquids Reserves	91%
2Q15 Avg. Production (MBoe/d)	7.2
Reserve Life (R/P)	35.4

East Texas / North Louisiana	
Proved Reserves (Bcfe)	793
% Gas Reserves	71%
2Q15 Avg. Production (MMcfe/d)	150.6
Reserve Life (R/P)	14.4

Permian	
Proved Reserves (MMBoe)	14.5
% Oil Reserves	96%
2Q15 Avg. Production (MBoe/d)	1.9
Reserve Life (R/P)	21.4

South Texas	
Proved Reserves (Bcfe)	190
% Gas Reserves	68%
2Q15 Avg. Production (MMcfe/d)	30.1
Reserve Life (R/P)	17.3

(1) MEMP base assets reflect estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott; pro forma for the Joaquin acquisition

Memorial Production Partners

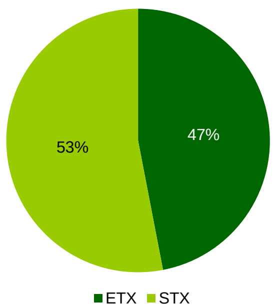
Acquisition Strategy Drives Growth & Diversification

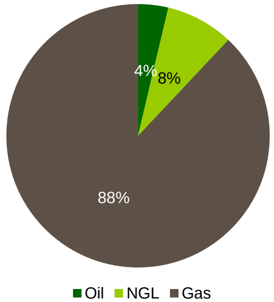
Acquisitions Since IPO Came From a Variety of Sources

Date Announced	Transaction Structure	Location	Proved Reserves[1] (Bcfe)	Net Production[1] (MMcfe/d)	Purchase Price[1] ($MM)
February 2015	MRD Drop Down	East Texas / North Louisiana	247 [2]	22 [2]	$78 [2]
November 2014	MRD Drop Down	Rockies	5	3	15
May 2014	Third Party Acquisition	Rockies	499	35	935
March 2014	Third Party Acquisition	South Texas	44	10	173
March 2014	MRD Drop Down	East Texas	15	4	35
September 2013	Third Party Acquisitions	East Texas / Rockies	21	5	29
July 2013	MRD Drop Down / Acquisition from NGP	Permian / East Texas / Rockies	276	45	606
March 2013	MRD Drop Down	East Texas / North Louisiana	162	21	200
December 2012	Acquisition from NGP	California	86	9	271
September 2012	Third Party Acquisition	East Texas	139	13	90
May 2012	MRD Drop Down	East Texas	28	4	27
May 2012	Third Party Joint Bid with MRD	East Texas / North Louisiana	22	4	37
April 2012	MRD Drop Down	East Texas	20	2	19
Total			**1,565**	**178**	**$2,514**

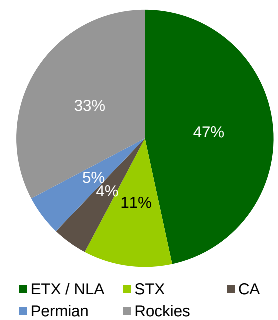
Evolution of Reserve Base

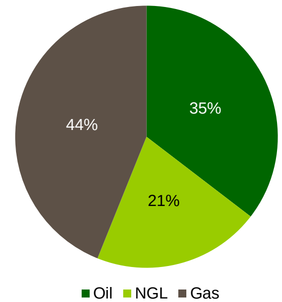
MEMP at IPO [3]
325 Bcfe – R/P of 17 Years





MEMP PF 2014 [4]
1,701 Bcfe – R/P of 18.8 Years





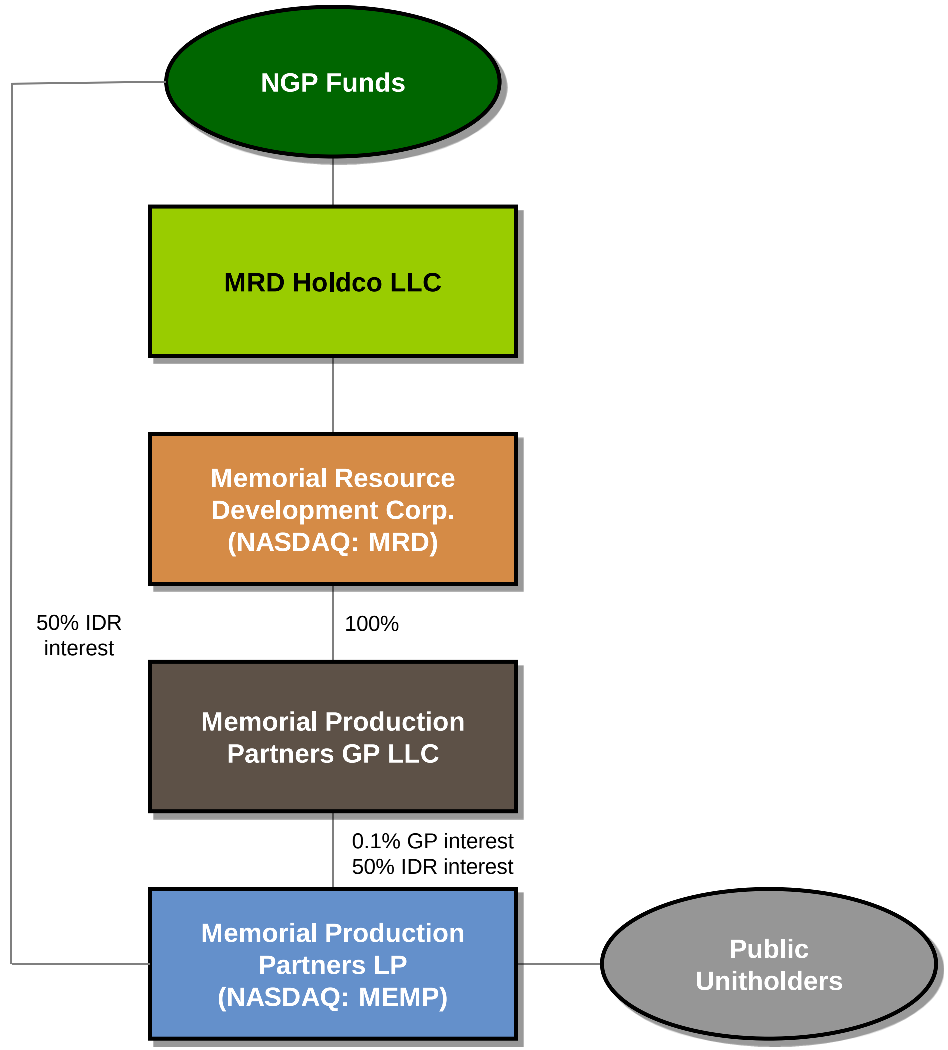
(1) Reflects proved reserves, average production and purchase price as announced at the time of each acquisition
(2) Reflects net effect of Joaquin acquisition
(3) Reflects estimated proved reserves as of December 2011 IPO
(4) MEMP base assets reflect estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott; pro forma for the Joaquin acquisition

Memorial Production Partners

Strong, Aligned Sponsor Further Supports Growth

Sponsorship Allows for Growth

- Third Party Acquisitions ✓
- Joint Bid with MRD ✓
- Acquisitions from NGP ✓
- Drop Downs from MRD ✓



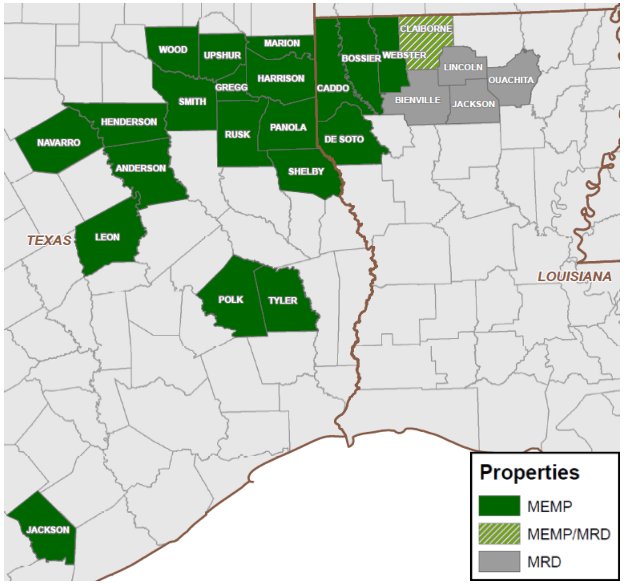
East Texas / North Louisiana: Diversity and Upside

Asset Overview

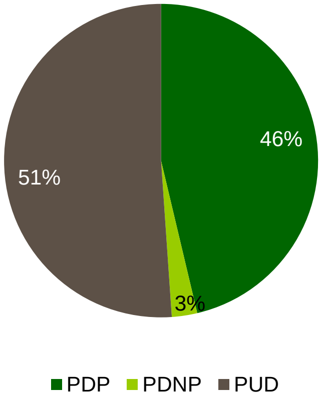
- Key Fields: Joaquin, Carthage, Willow Springs and East Henderson fields
- Primary Formations: Cotton Valley, Travis Peak
- Estimated Net Proved Reserves: 793 Bcfe (1)
  - 71% gas
  - 49% proved developed
- Production: 150.6 MMcfe/d (2)
  - R/P of 14 years
- Producing Wells: 1,492 gross (828 net)
  - 965 operated wells (3)
  - Average working interest: 55%
- Drilling and Recompletion Opportunities: 95 PDNPs and 175 PUDs (1)
  - Over 8 years of drilling inventory based on 2015 activity

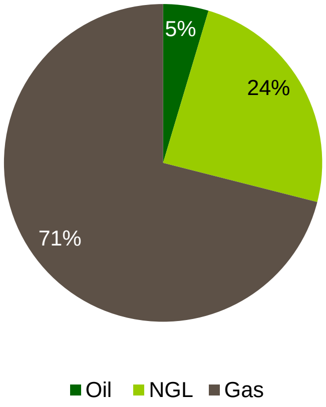
(1) Reflects estimated proved reserves as of December 31, 2014 audited by NSAI and Ryder Scott; pro forma for the Joaquin acquisition
(2) Average net production for the three months ended June 30, 2015
(3) Represents wells operated by MEMP and MRD

Asset Location



East TX / North LA Proved Reserves Overview





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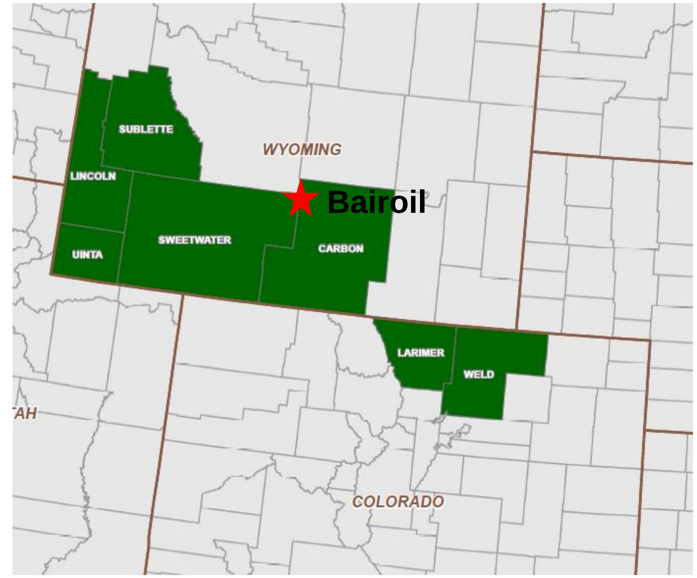
Rockies: Concentrated, Long-Lived Assets

Asset Overview

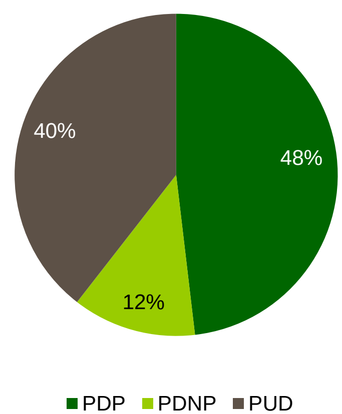
- Key Fields: Lost Soldier and Wertz in Sweetwater and Carbon Counties, WY
  - Properties discovered in the early 1900's; began secondary recovery in the 1970's and tertiary recovery under CO_2 flood in the late 1980's
- Key formations for tertiary oil recovery: Darwin Madison, Cambrian and Tensleep
  - Other production from the Muddy, Lakota, Bucksprings and Pre-Cambrian
- 100% operated position with WI and NRI of 100% and 88%, respectively, in Bairoil properties with large number of CO_2 development projects and opportunities
- Legacy, conventional production coming from the Fort Collins, Moxa Arch and Wattenberg Fields
- Estimated Net Proved Reserves: 93 MMBoe (1)
  - 91% liquids
  - 60% proved developed
- Production: 7.2 MBoe/d (2)
  - R/P of 35 years
- Producing Wells: 819 gross (382 net)
  - 335 operated wells (3)
  - Average working interest: 47%
- Drilling and Recompletion Opportunities: 22 PDNPs and 60 PUDs (1)

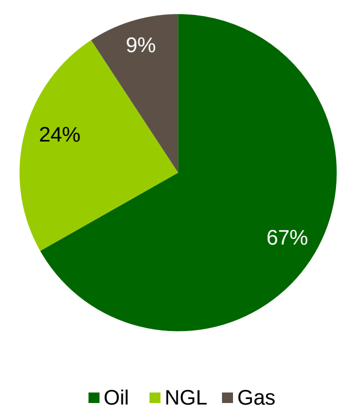
(1) Reflects estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott
(2) Average net production for the three months ended June 30, 2015
(3) Represents wells operated by MEMP and MRD

Asset Location



Rockies Proved Reserves Overview



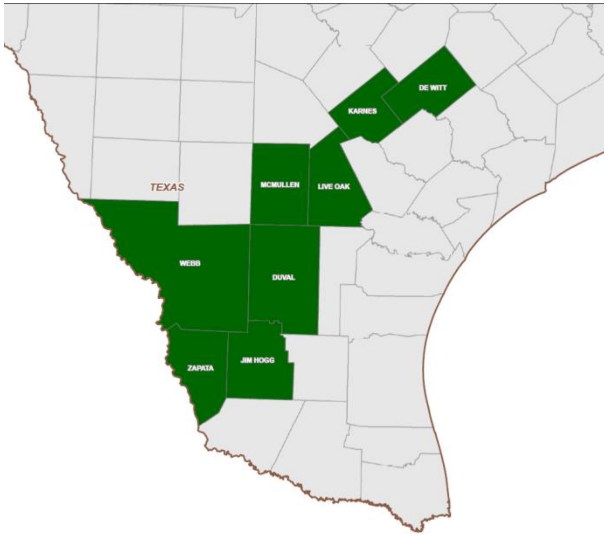


South Texas: Stable Production with Liquids

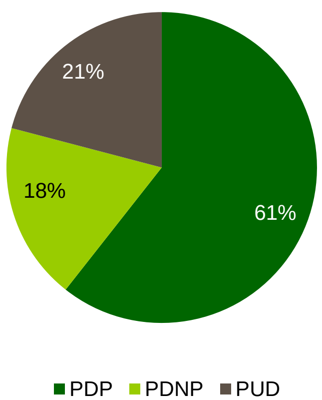
Asset Overview

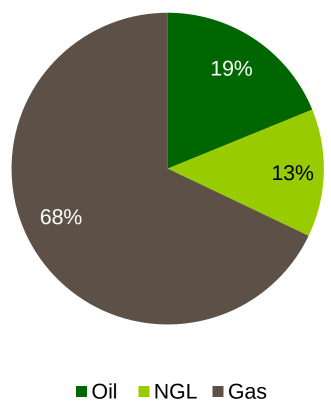
- Eagle Ford acreage position in the core of the Eagle Ford play in Karnes County
  - Area recognized as the volatile oil window
- Eagle Ford Producing Wells: 175 gross (10 net at YE 2014)
  - Producing wells are 100% non-op with primary operator, Murphy Oil Corporation
- Legacy South Texas Key Fields: NE Thompsonville, Laredo and East Seven Sisters
  - Primary Formations: Lobo, Wilcox
- Estimated Net Proved Reserves: 190 Bcfe (1)
  - 68% gas
  - 79% proved developed
- Production: 30.1 MMcfe/d (2)
  - R/P of 17 years
- Total Producing Wells: 703 gross (426 net)
  - 493 operated wells (3)
  - Average working interest: 60%
- Drilling and Recompletion Opportunities: 200 PDNPs and 142 PUDs (1)

Asset Location



South Texas Proved Reserves Overview





(1) Reflects estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott
(2) Average net production for the three months ended June 30, 2015
(3) Represents wells operated by MEMP and MRD

Memorial Production Partners

California: Significant Original Oil in Place

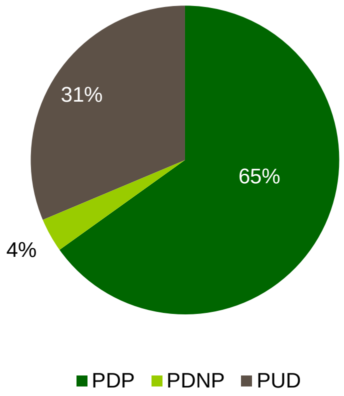
Asset Overview

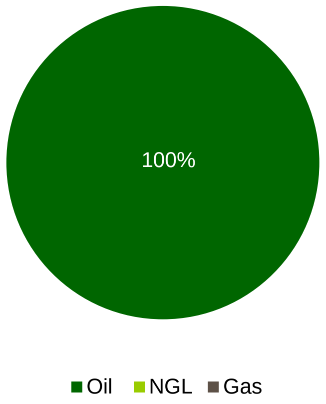
- Beta Field
  - Located ~ 11 miles offshore Port of Long Beach, California
  - 2 wellhead platforms each with a permanent drilling rig; 1 processing platform; associated pipelines and onshore facilities
  - Estimated OOIP of 940 MMBbls with 9% recovered to date [(1)]
  - Latest well had peak production of approximately 2,100 Bbls/d
- Estimated Net Proved Reserves: 12.5 MMBbls [(2)]
  - 100% oil
  - 69% proved developed
- Production: 2.1 MBbls/d [(3)]
  - R/P of 16 years
- Producing Wells: 58 gross (30 net)
  - 58 operated wells
  - Average working interest: 52%
- Drilling and Recompletion Opportunities: 2 PDNPs and 24 PUDs [(2)]

(1) OOIP estimate as per third-party reservoir consultant; recovery factor based on cumulative production of 88 MMBbls
(2) Reflects estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott
(3) Average net production for the three months ended June 30, 2015

Asset Location

California Proved Reserves Overview





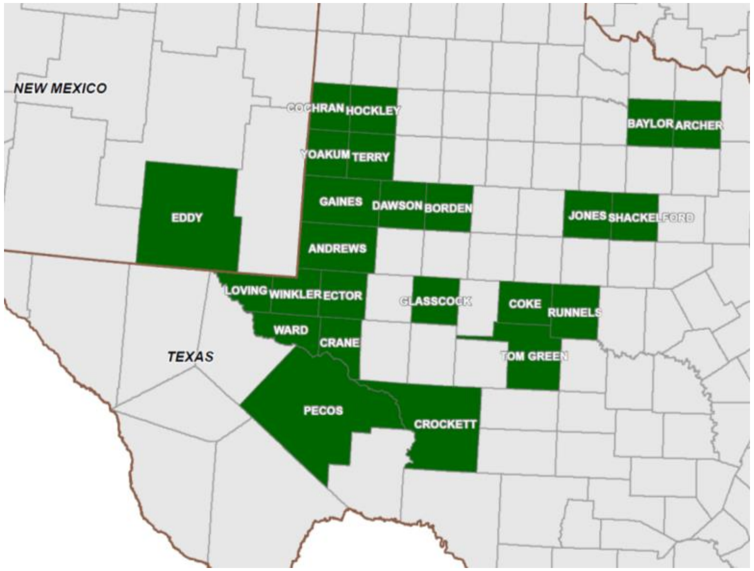
Permian Basin: Long-Lived Oil

Asset Overview

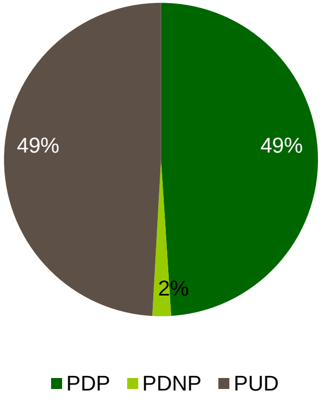
- Key Fields: Anita, Atoka, Dimmitt, Elkhorn, Kingdom Abo and North Square Lake
- Primary Formations: Abo Reef, Cherry Canyon, Clearfork and Palo Pinto
- Estimated Net Proved Reserves: 14.5 MMBoe (1)
  - 96% oil
  - 51% proved developed
- Production: 1.9 MBoe/d (2)
  - R/P of 21 years
- Producing Wells: 546 gross (493 net)
  - 509 operated wells (3)
  - Average working interest: 90%
- Drilling and Recompletion Opportunities: 12 PDNPs and 192 PUDs (1)

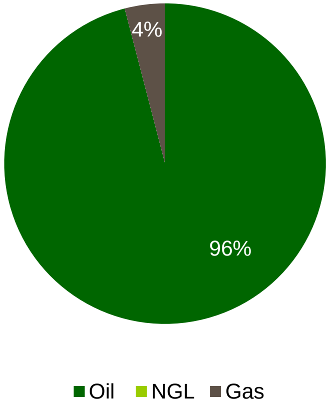
(1) Reflects estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott
(2) Average net production for the three months ended June 30, 2015
(3) Represents wells operated by MEMP and MRD

Asset Location



Permian Basin Proved Reserves Overview





Memorial Production Partners

Conservative Financial Strategy

Preserve Financial Flexibility

- Credit facility availability of $642 million as of July 31, 2015 provided by a $1.3 billion borrowing base
- Expect to fund acquisitions on a conservative debt / equity basis over the long term

Hedge to Secure Cash Flows

- Aim for 65-85% of targeted production to be hedged on a rolling 3-6 year basis
- Execute additional hedges with acquisitions to lock-in accretion
- Hedged to the appropriate basis differentials in all producing areas

Low-cost Re-Investment Strategy

- Ability to fund maintenance capital expenditure requirements from existing cash flow
- Conservative capex profile focused on replacing production and modest growth
- Capital projects characterized by low-cost, low-risk development activities

MEMP Hedging Overview: 3Q15 through 2019

- MEMP's commodity risk management policy provides for hedging approximately 65-85% of estimated production from total proved reserves on a rolling three to six year period
  - Policy reduces MEMP's exposure to movements in commodity prices and provides stability to distributable cash flow
  - All of MEMP's trading counterparties have credit ratings of BBB+ (S&P) or A3 (Moody's) or higher
  - All of MEMP's current hedges are costless, fixed price swaps and collars
- Best-in-class hedge portfolio helps protect production and cash flow through 2019
  - Mark-to-market hedge book value of approximately $609 million as of July 31, 2015

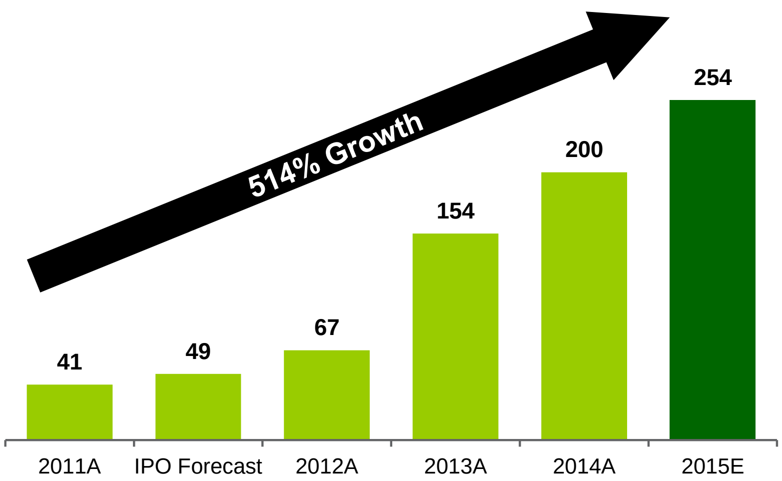
Hedge Summary (1, 2)

	Year Ending December 31,				
	2015 (3)	2016	2017	2018	2019
Natural Gas Derivative Contracts:					
Total weighted-average fixed/floor price	$4.13	$4.14	$4.06	$4.18	$4.31
Percent of expected remaining 2015 production hedged	88%	85%	80%	73%	67%
Crude Oil Derivative Contracts:					
Total weighted-average fixed/floor price	$91.14	$86.87	$84.70	$83.74	$85.52
Percent of expected remaining 2015 production hedged	81%	82%	89%	92%	47%
Natural Gas Liquids Derivative Contracts:					
Total weighted-average fixed/floor price	$42.35	$35.64	$37.55	–	–
Percent of expected remaining 2015 production hedged	84%	86%	17%	–	–
Total Derivative Contracts:					
Total weighted-average fixed/floor price	$7.46	$7.14	$7.52	$7.89	$6.84
Percent of expected remaining 2015 production hedged	85%	84%	70%	64%	49%

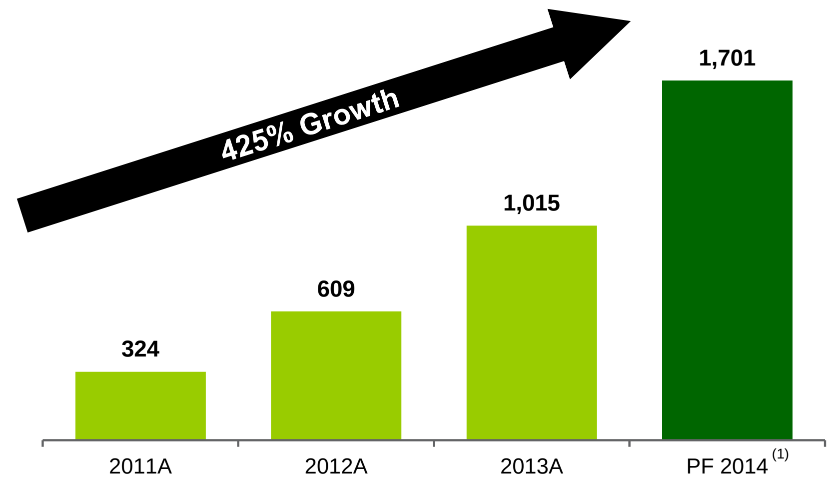
(1) Updated hedge schedule as of August 5, 2015
(2) MEMP's targeted average net production estimate represents the midpoint of the annual production range in the updated 2015 full year guidance
(3) Represents July to December 2015

Steady and Prudent Growth Since IPO

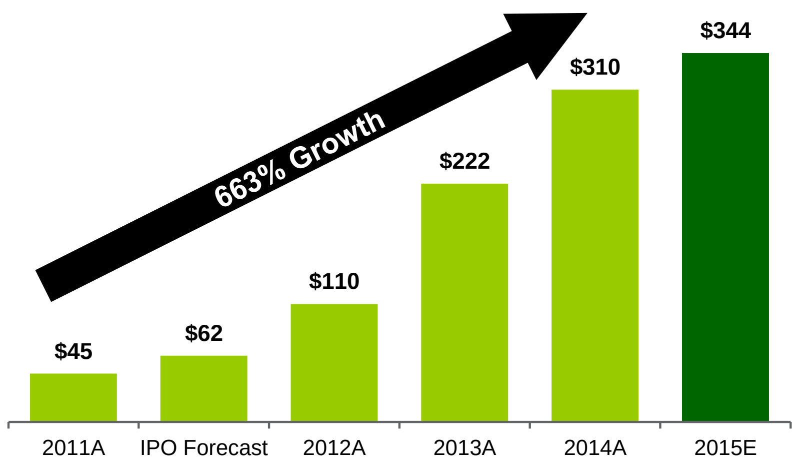
Daily Production (MMcfe/d)



Reserves (Bcfe)



Adjusted EBITDA ($ in Millions)(2)

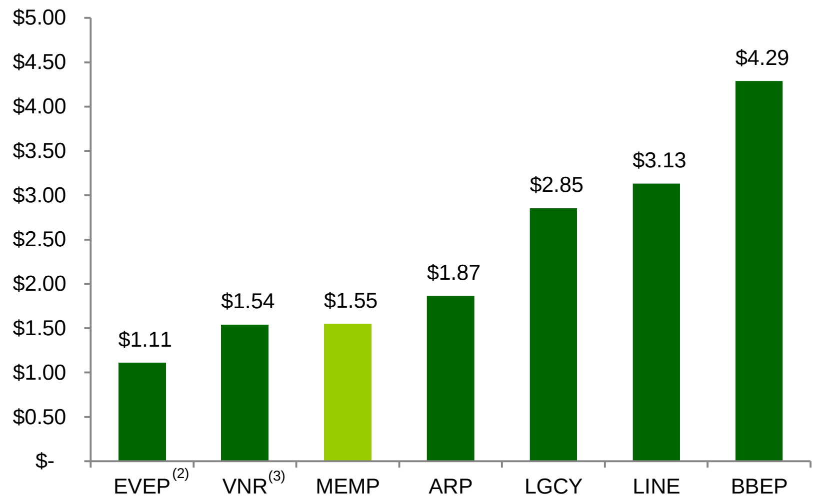


(1) Pro forma for the Joaquin acquisition
(2) Adjusted EBITDA is a non-GAAP financial measure. See MEMP's Form 10-K for the applicable year end, which is available on MEMP's website www.memorialpp.com, for MEMP's definition of Adjusted EBITDA and a reconciliation to net cash flows provided by operating activities, the most directly comparable measure calculated in accordance with GAAP. MEMP's Adjusted EBITDA may not be comparable to similarly titled measures of other companies

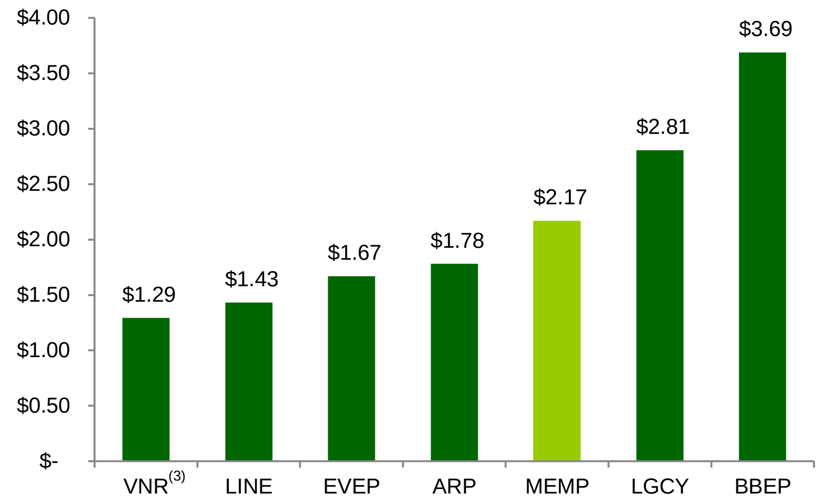
Memorial Production Partners

Low Cost Structure Drives High Margins (1)

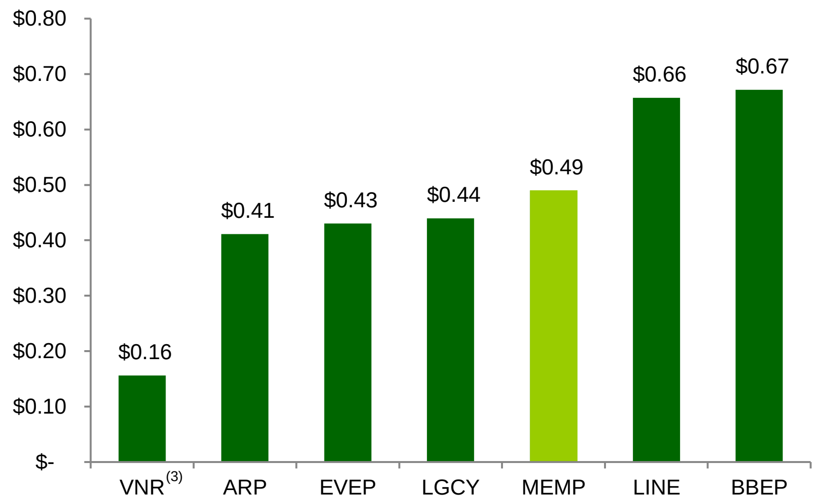
F&D / Mcfe



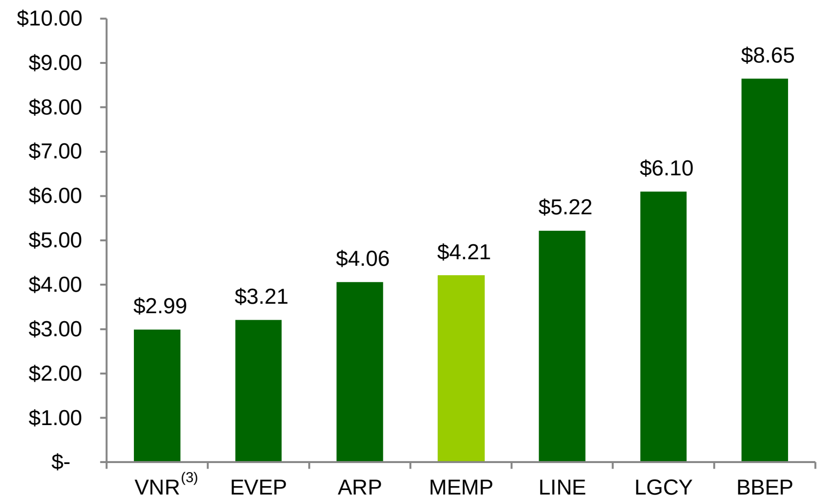
Lifting Cost / Mcfe (4)



G&A / Mcfe



Total Cost / Mcfe



Source: Public filings

(1) Lifting cost and G&A data as of 1H 2015; F&D cost data as of FY 2014; Peers' F&D costs represent average of FY 2012-2014; MEMP F&D cost calculated as PDNP & PUD capex divided by PDNP and PUD reserves per estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott; pro forma for the Joaquin acquisition

(2) EVEP F&D calculation excludes revisions of previous estimates

(3) VNR calculations are not pro forma for the LRR acquisition

(4) Lifting costs include LOE, production and ad valorem taxes

Memorial Production Partners

Fiscal Year 2015 Guidance [1]

FY 2015 Guidance as of August 5, 2015

	2015 FY Guidance August 5, 2015 Low	High
Net Average Daily Production		
Oil (MBbls/d)	10.9	11.5
NGL (MBbls/d)	8.0	8.3
Natural Gas (MMcf/d)	135	141
Total (MMcfe/d)	**248**	**260**
Commodity Price Differential / Realizations (Unhedged)		
Crude Oil Differential ($ / Bbl)	$5.00	$5.75
NGL Realized Price (% of WTI NYMEX)	28%	32%
Natural Gas Realized Price (% of NYMEX to Henry Hub)	95%	99%
Gathering, Processing and Transportation Costs [2]		
Crude Oil ($ / Bbl)	$0.22	$0.27
NGL ($ / Bbl)	$3.05	$3.20
Natural Gas ($ / Mcf)	$0.45	$0.55
Average Costs		
Lease Operating ($ / Mcfe)	$1.65	$1.85
Taxes (% of Revenue) [3]	7.0%	7.5%
Cash General and Administrative ($ / Mcfe)	$0.45	$0.48
Total Capital Expenditures ($MM)	**$205**	**$215**
Midpoint Adjusted EBITDA ($MM)	**$344**	
Midpoint Cash Interest Expense ($MM)	$108	
Midpoint Maintenance Capital Expenditures ($MM)	$106	
Midpoint Distributable Cash Flow ($MM)	**$130**	

(1) Guidance based on NYMEX strip pricing as of July 24, 2015; Average prices of $51.51/Bbl for crude oil and $2.82/Mcf for natural gas for 2015
(2) Gathering, Processing and Transportation costs were previously included in Commodity Price Realizations (Unhedged) of guidance published on February 25, 2015
(3) Includes production and ad valorem taxes

Memorial Production Partners

Safety, Growth and Returns

- High quality assets ☑
- MLP-appropriate asset profile ☑
- Strong sponsorship with aligned interests ☑
- Clear and achievable growth strategy ☑
- Seasoned management team ☑
- Cash flow visibility and security ☑

Appendix

Cash Margin Per Mcfe

	Six Months Ended 6/30/2015
Net production volumes	
Oil (MBbls)	2,035
NGLs (MBbls)	1,391
Natural gas (MMcf)	24,703
Total (MMcfe)	**45,246**
Average net production (MMcfe/d)	*250.0*
Average sales prices before hedges	
Oil (per Bbl)	$47.70
NGLs (per Bbl)	16.78
Natural gas (per Mcf)	2.78
Average sales prices per Mcfe before hedges	**$4.18**
Average sales prices per Mcfe after hedges	**$6.71**
Average cash unit costs per Mcfe:	
Lease operating expenses	$1.89
Gathering, processing, and transportation	0.38
Production and ad valorem taxes	0.28
G&A expenses (excl. non-cash based comp and acquisition costs)	0.49
Cash margin before hedges ($/Mcfe) [(1)]	**$1.14**
% Margin	*27%*
Cash margin after hedges ($/Mcfe) [(1)]	**$3.67**
% Margin	*55%*

(1) Average sales price less lease operating expenses, gathering, processing, and transportation, production and ad valorem taxes and general and administrative expenses

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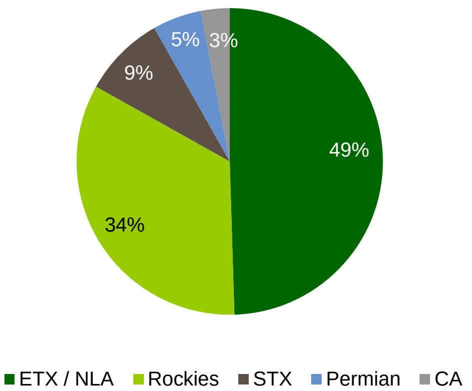
Low Development Costs Maximize Margins

Identified Production Replacement

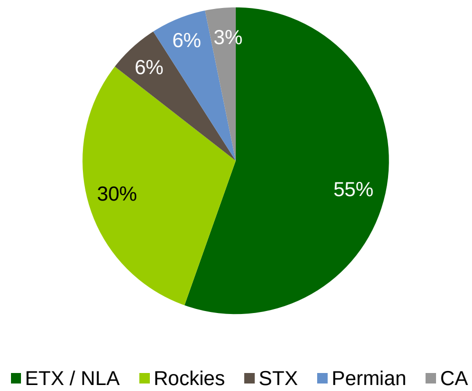
PDNP + PUDs

860 Bcfe Total

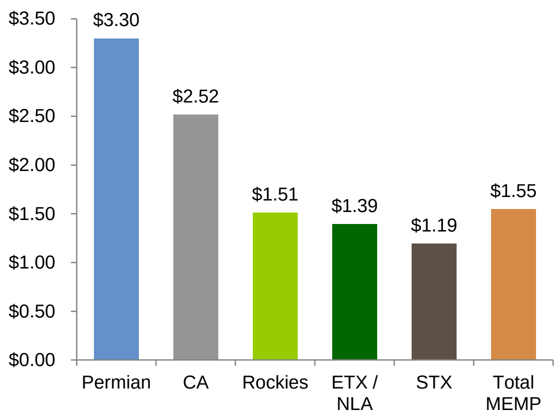


PUDs Only

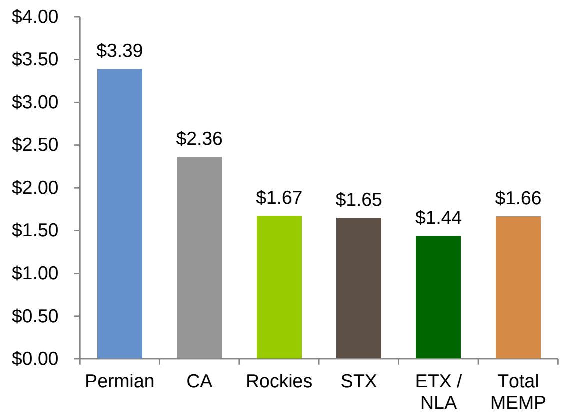
731 Bcfe Total



Estimated F&D Costs by Region: PDNP + PUDs (1)



Estimated F&D Costs by Region: PUDs Only (2)



Project Types

- Control and reduce costs through low-risk drilling, recompletions and operational enhancements
- Field exploitation
  - Infill drilling
  - Optimize production
    - Artificial lift methods
    - Gathering system enhancements
    - Recomplete bypassed pay
  - Well reactivations
- Repeatable lifting cost reductions
  - Intense focus on cost analysis
  - Maximize economies of scale
    - Supplies
    - Services
  - Aggregate utility contracts

Note: MEMP base assets reflect estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott; pro forma for the Joaquin acquisition

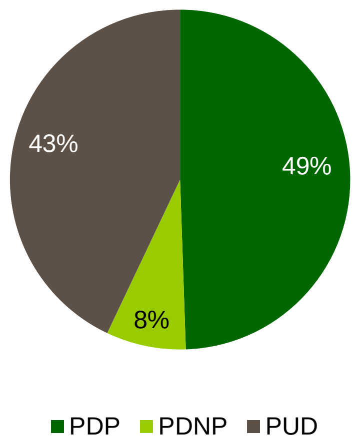
(1) F&D costs calculated as PDNP & PUD capex divided by PDNP and PUD reserves per MEMP internal estimates audited by NSAI and Ryder Scott

(2) F&D costs calculated as PUD capex divided by PUD reserves per MEMP internal estimates audited by NSAI and Ryder Scott

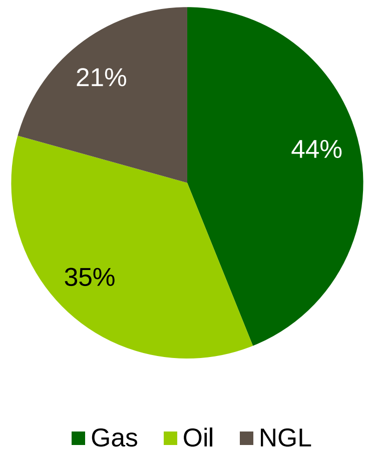
MEMP Reserve Details(1)

	Oil	Gas	NGLs	Total	% of Proved
	MBBL	MMCF	MBBL	MMCFE	%
PDP	47,187	377,540	30,135	841,477	*49%*
PDNP	7,484	43,310	6,803	129,031	*8%*
PUD	45,746	326,210	21,684	730,787	*43%*
Total Proved	**100,418**	**747,060**	**58,622**	**1,701,296**	***100%***

1P Reserves by Category(1)



1P Reserves by Commodity(1)



(1) MEMP base assets reflect estimated proved reserves as of December 31, 2014 per MEMP internal estimates audited by NSAI and Ryder Scott; pro forma for the Joaquin acquisition

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2015 Adjusted EBITDA & Distributable Cash Flow Guidance Reconciliation

(in millions)	Mid-Point For Year Ended 12/31/2015
Calculation of Adjusted EBITDA:	
Net income	$33
Interest expense	108
Depletion, depreciation, and amortization	203
Adjusted EBITDA	$344
Reconciliation of Net Cash From Operating Activities to Adjusted EBITDA:	
Net cash provided by operating activities	$236
Changes in working capital	-
Interest expense	108
Adjusted EBITDA	$344
Reconciliation of Adjusted EBITDA to Distributable Cash Flow:	
Adjusted EBITDA	$344
Cash Interest Expense	(108)
Estimated maintenance capital expenditures	(106)
Distributable Cash Flow	$130

Use of Non-GAAP Financial Measures

Use of Non-GAAP Financial Measures. This presentation includes the non-GAAP financial measures of Adjusted EBITDA and Distributable Cash Flow. The accompanying schedules provide a reconciliation of these non-GAAP financial measures to their most directly comparable financial measure calculated and presented in accordance with GAAP. MEMP's non-GAAP financial measures should not be considered as alternatives to GAAP measures such as net income, operating income, net cash flows provided by operating activities or any other measure of financial performance calculated and presented in accordance with GAAP. MEMP's non-GAAP financial measures may not be comparable to similarly-titled measures of other companies because they may not calculate such measures in the same manner as MEMP does.

Adjusted EBITDA. MEMP defines Adjusted EBITDA as net income or loss, plus interest expense; income tax expense; depreciation, depletion and amortization; impairment of goodwill and long-lived assets; accretion of asset retirement obligations; losses on commodity derivative contracts; cash settlements received on commodity derivative instruments; losses on sale of assets; unit-based compensation expenses; exploration costs; acquisition related costs; amortization of investment premium; and other non-routine items, less interest income; income tax benefit; gains on commodity derivative contracts; cash settlements paid on commodity derivative instruments; gains on sale of assets and other non-routine items. Adjusted EBITDA is commonly used as a supplemental financial measure by management and external users of MEMP's financial statements, such as investors, research analysts and rating agencies, to assess: (1) the financial performance of its assets without regard to financing methods, capital structures or historical cost basis; (2) the ability of its assets to generate cash sufficient to pay interest, support MEMP's indebtedness and make distributions on its units; and (3) the viability of projects and the overall rates of return on alternative investment opportunities. Since Adjusted EBITDA excludes some, but not all, items that affect net income or loss and because these measures may vary among other companies, the Adjusted EBITDA data presented in this presentation may not be comparable to similarly titled measures of other companies. The GAAP measure most directly comparable to Adjusted EBITDA is net cash flows provided by operating activities.

Distributable Cash Flow. MEMP defines distributable cash flow as Adjusted EBITDA, less cash income taxes; cash interest expense; and estimated maintenance capital expenditures. Management compares the distributable cash flow MEMP generates to the cash distributions it expects to pay MEMP's partners. Using this metric, management computes MEMP's distribution coverage ratio. Distributable cash flow is an important non-GAAP financial measure for MEMP's limited partners since it serves as an indicator of MEMP's success in providing a cash return on investment. Specifically, this financial measure indicates to investors whether or not MEMP is generating cash flows at a level that can sustain or support an increase in its quarterly cash distributions. Distributable cash flow is also a quantitative standard used by the investment community with respect to publicly traded partnerships because the value of a partnership unit is, in part, measured by its yield, which is based on the amount of cash distributions a partnership can pay to a unitholder. The GAAP measure most directly comparable to distributable cash flow is net cash flows provided by operating activities.

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