

MEMORIAL PRODUCTION PARTNERS GP LLC
(General Partner of Memorial Production Partners LP)

DISCLOSURE COMMITTEE CHARTER

This Disclosure Committee Charter (this “*Charter*”) relating to Memorial Production Partners LP (the “*Partnership*”) has been adopted by the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer (with the Vice President of Finance in the absence of the Chief Financial Officer, the “*Senior Officers*”) of Memorial Production Partners GP LLC (the “*Company*”). The Disclosure Committee (the “*Committee*”) shall review and reassess this Charter annually and recommend any proposed changes to the Senior Officers for approval.

Purpose

It is the Company’s policy (“*Disclosure Policy*”) that all disclosures made by or on behalf of the Partnership to its security holders and the investment community shall be accurate and complete, shall fairly present the Partnership’s business, assets, financial condition and results of operations in all material respects, and shall be made on a timely basis as required by applicable laws, stock exchange requirements and common sense.

The Committee will assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of disclosures made by the Partnership by being responsible for the following tasks, in each case subject to the oversight of the Senior Officers:

- Formalization of the controls and procedures currently used by the Company, and modification and enhancement of such procedures as appropriate, to ensure that (i) information disclosed regarding the Partnership to the Securities and Exchange Commission (“*SEC*”) and other written information disclosed regarding the Partnership to the investment community is recorded, processed, summarized and reported accurately and on a timely basis and (ii) information is accumulated and communicated to management (including the Senior Officers) as appropriate to allow timely decisions regarding such required disclosure (“*Disclosure Controls*”).
- The process of monitoring the integrity and effectiveness of the Disclosure Controls.
- Review and supervision of the preparation of the Partnership’s (i) periodic and current reports, information statements, registration statements and any other information filed with or furnished to the SEC, (ii) offering circulars or similar documents distributed in connection with private placements and other securities offerings exempt from federal registration, (iii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions, conference call scripts or other information material to the Partnership’s security holders (determined in accordance with procedures approved by the Committee), and (iv) correspondence broadly disseminated to security holders (collectively, the “*Disclosure Statements*”). At the request of a

Senior Officer, the Committee will review for compliance with the Company's Disclosure Policy any (a) presentations to analysts and the investment community, (b) presentations to ratings agencies and lenders, and (c) disclosure policies with respect to and the content of the Partnership's website.

- To the extent necessary or desirable in the Committee's discretion, solicitation of review of Disclosure Statements by the Company's independent auditors and outside counsel for compliance with applicable accounting and legal requirements.
- Evaluation of the effectiveness of the Disclosure Controls as of the end of the reporting period covered by each of the Partnership's Annual Reports on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the "*periodic reports*").
- Discussions with the Senior Officers regarding all relevant information with respect to the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Disclosure Controls.
- Provision of a certification to the Senior Officers prior to the filing with the SEC of each periodic report as to (i) the Committee's compliance with the Disclosure Controls and proper performance of its responsibilities thereunder and (ii) the Committee's conclusions resulting from its evaluation of the effectiveness of the Disclosure Controls.

Organization and Authority

The membership of the Committee will consist of such officers and employees of the Company and its affiliates as the Chief Executive Officer appoints from time to time. In addition, when time does not permit the full Committee to meet, Disclosure Statements (other than periodic reports) may be approved by any two members of the Committee in consultation with outside counsel.

The chairman shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this Charter or the Committee's procedures will be determined by any Senior Officer or, in their absence from any meeting, the chairman.

The Committee will meet as frequently as circumstances dictate (i) to ensure the accuracy and completeness of the Disclosure Statements and (ii) to evaluate the Disclosure Controls and to determine whether any changes to the Disclosure Controls are necessary or advisable in connection with the preparation of the Partnership's future periodic reports or other Disclosure Statements, taking into account developments since the most recent meeting, including changes in economic or industry conditions.

The Committee may delegate its duties to one or more subcommittees or to one or more officers or employees of the Company and/or to one or more of the Company's outside advisors to the extent permitted by applicable law. The responsibility for monitoring any such delegation shall rest with the Committee. The Committee will serve as a "steering committee" for

subcommittees organized and selected as appropriate to elicit information for the Disclosure Statements. Membership on the subcommittees will be selected from among the management of the various business functions, units and disciplines of the Company and its affiliates that relate to the Partnership's assets.

In discharging its duties, the Committee will have full access to all Partnership books and records, facilities, and personnel and to the Company's independent accountants and counsel.

In performing their duties and responsibilities, the members of the Committee shall be entitled to rely in good faith on information, opinions, reports or statements prepared or presented by: (x) one or more officers or employees of the Company or its affiliates whom the Committee member reasonably believes to be reliable and competent in the matters presented and (y) counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person.

Other Responsibilities

The Committee will have such other responsibilities as the Chief Executive Officer may assign to it from time to time.