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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

**ENCORE ENERGY PARTNERS LP**

(Name of Issuer)

**COMMON UNITS**

(Title of Class of Securities)

29257A 106

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(CUSIP Number)

Richard A. Robert

Vanguard Natural Gas, LLC

5847 San Felipe, Suite 3000

Houston, Texas 77057

Phone (832) 327-2260

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

March 24, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Person.

Vanguard Natural Resources, LLC

2. Check The Appropriate Box If a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions): BK OO (see Item 3 below)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of

Organization: Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power	<u>20,924,055</u>
	8.	Shared Voting Power	<u>0</u>
	9.	Sole Dispositive Power	<u>20,924,055</u>
	10.	Shared Dispositive Power	<u>0</u>

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 20,924,055

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): Approximately 46%

14. Type of Reporting Person (See Instructions): OO (Limited Liability Company)

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Vanguard Natural Gas, LLC

2. Check The Appropriate Box If a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Source of Funds (See Instructions): BK OO (See Item 3)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: Kentucky

Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power	<u>20,924,055</u>
	8.	Shared Voting Power	<u>0</u>
	9.	Sole Dispositive Power	<u>20,924,055</u>
	10.	Shared Dispositive Power	<u>0</u>

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 20,924,055

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): Approximately 46%

14. Type of Reporting Person (See Instructions): OO (Limited Liability Company)

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**Item 1. Security and Issuer**

This statement on Schedule 13D relates to common units representing limited partner interests (the “Common Units”) of Encore Energy Partners LP, a Delaware limited partnership (the “Issuer”). The address of the principal executive offices of the Issuer is 5847 San Felipe, Suite 3000, Houston, Texas 77057.

This Schedule 13D represents Amendment No. 1 to the Schedule 13D (the “Original Schedule 13D”) originally filed with the Commission on January 6, 2011 by Vanguard Natural Resources, LLC (“VNR”) and Vanguard Natural Gas, LLC (“VNG” and, together with VNR, the “Reporting Persons”).

**Item 4. Purpose of Transaction**

Item 4 of the Original Schedule 13D is hereby amended to add the following paragraphs:

On March 24, 2011, VNR delivered a formal proposal (the “Proposal”) to the Chairman of the Conflicts Committee (the “Conflicts Committee”) of Encore Energy Partners GP LLC, the general partner of the Issuer, to acquire all of the outstanding common units of the Issuer, for consideration of 0.72 common units of VNR for each outstanding common unit of the Issuer, in a transaction to be structured as a merger of the Issuer with a wholly-owned subsidiary of VNR. The Proposal is subject to customary terms and conditions, including applicable board and special committee approvals and negotiation of a definitive agreement. The Conflicts Committee of the Issuer has not responded to VNR at this time.

While the Proposal remains under consideration or negotiation by the Issuer and its Conflicts Committee, the Reporting Persons may respond to inquiries from the Issuer and its Conflicts Committee or its representatives. Each Reporting Person does not intend to update additional disclosures in its Schedule 13D regarding any other plans or proposals by VNR until a definitive agreement has been reached, or unless disclosure is otherwise required under applicable securities rules and regulations. A copy of the Proposal is filed herewith as Exhibit 12 and is incorporated by reference into this Item 4.

Other than described above, none of the Reporting Persons has any plan or proposals of the type referred to in clauses (a) through (j) of Item 4 of Schedule 13D, although they reserve the right to formulate such plans or proposals in the future.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Original Schedule 13D is hereby amended to add the following paragraph:

The information set forth under Item 4 and in Exhibit 12 is incorporated by reference into this Item 6.

**Item 7. Material to be Filed as Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 1	Term Loan, dated November 16, 2010 by and between Vanguard Natural Gas, LLC and BNP Paribas, as administrative agent, and the lenders party thereto, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Vanguard Natural Resources, LLC with the Commission on November 17, 2010.
Exhibit 2	Second Amended and Restated Credit Agreement dated August 31, 2009, by and between Vanguard Natural Gas, LLC, Citibank, N.A., as administrative agent and the lenders party hereto, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Vanguard Natural Resources, LLC with the Commission on September 1, 2009.
Exhibit 3	First Amendment to Second Amended and Restated Credit Agreement dated October 14, 2009, by and between Vanguard Natural Gas, LLC, Citibank, N.A., as administrative agent and the lenders party hereto, incorporated herein by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q filed by Vanguard Natural Resources, LLC with the Commission on November 4, 2009.
Exhibit 4	Second Amendment to Second Amended and Restated Credit Agreement, dated June 1, 2010, among Vanguard Natural Gas, LLC, Citibank, N.A., Existing Lenders (as defined therein), and Credit Agricole Corporate and Investment Bank, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Vanguard Natural Resources, LLC with the Commission on June 4, 2010.
Exhibit 5	Third Amendment to Second Amended and Restated Credit Agreement, dated November 16, 2010 by and between Vanguard Natural Gas, LLC, Citibank, N.A., as administrative agent and the lenders party thereto, incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Vanguard Natural Resources, LLC with the Commission on November 17, 2010.
Exhibit 6	Fourth Amendment to Second Amended and Restated Credit Agreement, dated December 31, 2010 by and between Vanguard Natural Gas, LLC, Citibank, N.A., as administrative agent and the lenders party thereto, incorporated herein by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by Vanguard Natural Resources, LLC with the Commission on January 3, 2010.
Exhibit 7	Second Amended and Restated Agreement of Limited Partnership of Encore Energy Partners LP, incorporated herein by reference to Exhibit 7 to the Original Schedule 13D filed on December 31, 2010.
Exhibit 8	Amended and Restated Limited Liability Company Agreement of Encore Energy Partners GP LLC, incorporated herein

Exhibit 9	by reference to Exhibit 8 to the Original Schedule 13D filed on December 31, 2010. ENP Interest Security Agreement dated December 31, 2010, by and between Vanguard Natural Gas, LLC and BNP Paribas, as Administrative Agent for the Secured Parties named therein, incorporated herein by reference to Exhibit 9 to the Original Schedule 13D filed on December 31, 2010.
Exhibit 10	ENP Interest Security Agreement dated December 31, 2010, by and between Vanguard Natural Gas, LLC and CitiBank, N.A., as Administrative Agent for the Secured Parties named therein, incorporated herein by reference to Exhibit 10 to the Original Schedule 13D filed on December 31, 2010.
Exhibit 11	Joint Filing Agreement dated June 3, 2010 between Vanguard Natural Resources, LLC. and Vanguard Natural Gas, LLC, incorporated herein by reference to Exhibit 11 to the Original Schedule 13D filed on December 31, 2010.
Exhibit 12*	Proposal Letter from Vanguard Natural Resources, LLC to the Chairman of the Conflicts Committee of the general partner of Encore Energy Partners LP, dated March 24, 2011.

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\* Filed herewith.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

**VANGUARD NATURAL GAS, LLC**

**BY: VANGUARD NATURAL RESOURCES, LLC,  
its sole member.**

By: /s/ Scott W. Smith  
Name: Scott W. Smith  
Title: President, Chief Executive Officer and Director

**VANGUARD NATURAL RESOURCES, LLC**

By: /s/ Scott W. Smith  
Name: Scott W. Smith  
Title: President, Chief Executive Officer and Director

Date: March 25, 2011

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**Schedule 1**  
**Listed Persons**  
**(As of December 31, 2010)**

**Executive Officers of Vanguard Natural Resources, LLC**

Scott W. Smith  
c/o Vanguard Natural Resources, LLC, 5847 San Felipe, Suite 3000, Houston, Texas 77057  
Principal Occupation: President, Chief Executive Officer and Director  
Citizenship: USA  
Amount Beneficially Owned: 0 Common Units

Richard A. Robert  
c/o Vanguard Natural Resources, LLC, 5847 San Felipe, Suite 3000, Houston, Texas 77057  
Principal Occupation: Executive Vice President, Chief Financial Officer and Secretary  
Citizenship: USA  
Amount Beneficially Owned: 0 Common Units

Britt Pence  
c/o Vanguard Natural Resources, LLC, 5847 San Felipe, Suite 3000, Houston, Texas 77057  
Principal Occupation: Vice President of Engineering  
Citizenship: USA  
Amount Beneficially Owned: 0 Common Units

**Board of Directors of Vanguard Natural Resources, LLC**

W. Richard Anderson (Chairman)  
c/o Vanguard Natural Resources, LLC, 5847 San Felipe, Suite 3000, Houston, Texas 77057  
Principal Occupation: Chief Financial Officer of Eurasia Drilling Company, Ltd GDR (LSE: EDCL)  
Citizenship: USA  
Amount Beneficially Owned: 0 Common Units

Scott W. Smith  
(see above)

Loren Singletary  
c/o Vanguard Natural Resources, LLC, 5847 San Felipe, Suite 3000, Houston, Texas 77057  
Principal Occupation: Vice President of Global Accounts of National Oilwell Varco.  
Citizenship: USA  
Amount Beneficially Owned: 0 Common Units

Bruce W. McCullough  
c/o Vanguard Natural Resources, LLC, 5847 San Felipe, Suite 3000, Houston, Texas 77057  
Principal Occupation: President and Chief Executive Officer of Huntington Energy Corp.  
Citizenship: USA  
Amount Beneficially Owned: 0 Common Units

John R. McGoldrick  
c/o Vanguard Natural Resources, LLC, 5847 San Felipe, Suite 3000, Houston, Texas 77057  
Principal Occupation: Executive Chairman of Caza Oil & Gas, Inc.  
Citizenship: USA  
Amount Beneficially Owned: 0 Common Units

Lasse Wagene  
c/o Vanguard Natural Resources, LLC, 5847 San Felipe, Suite 3000, Houston, Texas 77057  
Principal Occupation: Managing Director and owner of Arcturus Holdings, LLC  
Citizenship: USA  
Amount Beneficially Owned: 0 Common Units

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## EXHIBIT INDEX

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Exhibit 12*	Proposal Letter from Vanguard Natural Resources, LLC to the Chairman of the Conflicts Committee of Encore Energy Partners LP, dated March 24, 2011.

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\* Filed herewith.



March 24, 2011

**Strictly Private and Confidential**

*SENT VIA EMAIL AND OVERNIGHT MAIL*

Mr. John Jackson  
Chairman, Conflicts Committee  
Encore Energy Partners GP, LLC  
5847 San Felipe, Suite 3000  
Houston, TX 77057

Dear Mr. Jackson:

Vanguard Natural Resources, LLCs ("VNR") is pleased to submit a proposal (the "Proposal") pursuant to which VNR and certain of its affiliates would acquire all of the outstanding common units of Encore Energy Partners LP ("ENP") not already owned by VNR for common units in VNR through a unit-for-unit exchange. As you are aware, VNR, through its subsidiaries, owns ENP's general partner and approximately 21 million common units, or approximately 46% of ENP's total outstanding common units. Subject to the negotiation and execution of definitive documentation containing terms and conditions customary for a transaction of this type (the "Definitive Agreement"), VNR hereby proposes to offer consideration of 0.72 VNR common units for each issued and outstanding publicly-held ENP common unit (the "Consideration") in a transaction to be structured as a merger between ENP and a wholly-owned subsidiary of VNR.

The Proposal presents a compelling opportunity for ENP unitholders to participate in the combined entity. The transaction would create a pro forma enterprise of significantly increased size and scale, improved overall operating reach and greater cash flow stability. Additionally, unitholders in the pro forma enterprise would benefit from the realization of meaningful cost synergies, expanded geographic reach and diversification, along with the ability to more aggressively compete for future acquisitions. The combination would further benefit ENP unitholders through the extinguishment of the Administrative Services Agreement, which currently requires ENP to pay a quarterly fee to its general partner in connection with the provision of general and administrative services on ENP's behalf, which fees are expected to increase in April 2011.

Unless and until a transaction is completed, we anticipate that the ENP business will continue to operate in accordance with current practice.

We expect that the board of directors of ENP will delegate to your conflicts committee (the "ENP Conflicts Committee") the authority to evaluate the Proposal, and the officers of VNR who sit on the ENP board of directors will support such delegation of authority. We would appreciate an opportunity to present the Proposal in more detail to the ENP Conflicts Committee and its advisors as soon as possible. However, please be aware that VNR is interested only in acquiring common units of ENP and not in selling interests in ENP or its general partner.

This proposal is non-binding, and no agreement, arrangement or understanding between the parties with respect to this proposal or any other transaction shall be created until such time as a mutually satisfactory Definitive Agreement is executed and delivered. The transaction and the Definitive Agreement will require approval by VNR's Board of Directors and, if requested, the conflicts committee of our Board of Directors.

VNR is excited about the prospect of working with the ENP Conflicts Committee to complete a transaction that is attractive to ENP's unitholders and creates an enterprise that can be successful in the upstream MLP market.

Sincerely,

Vanguard Natural Resources, LLC

/s/ Scott W. Smith

Scott W. Smith

President, Chief Executive Officer and Director