
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Schedule 13G

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

CROSSTEX ENERGY, L.P.

(Name of Issuer)

Senior Subordinated Series C Units

(Title of Class of Securities)

22765U201

(CUSIP Number)

February 16, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No.

22765U201

1) Name of Reporting Person

Lehman Brothers Holdings Inc.

S.S. or I.R.S. Identification No. of Above Person

13-3216325

2) Check the Appropriate Box if a Member of a Group

(a)

(b)

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of
Shares

5)

Sole Voting Power

0

Beneficially
Owned by
Each

6)

Shared Voting Power

0

Reporting
Person
With:

7)

Sole Dispositive Power

0

8)

Shared Dispositive Power

0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

0%

12) Type of Reporting Person

HC/CO

CUSIP No.

22765U201

1) Name of Reporting Person

Lehman Brothers Inc.

S.S. or I.R.S. Identification No. of Above Person

13-2518466

2) Check the Appropriate Box if a Member of a Group

(a)

(b)

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of
Shares

5)

Sole Voting Power

0

Beneficially
Owned by
Each

6)

Shared Voting Power

0

Reporting
Person
With:

7)

Sole Dispositive Power

0

8)

Shared Dispositive Power

0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

0%

12) Type of Reporting Person

BD/CO

CUSIP No.

22765U201

1) Name of Reporting Person

LB I Group Inc.

S.S. or I.R.S. Identification No. of Above Person

13-2741778

2) Check the Appropriate Box if a Member of a Group

(a)

(b)

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of
Shares

5)

Sole Voting Power

0

Beneficially
Owned by
Each

6)

Shared Voting Power

0

Reporting
Person
With:

7)

Sole Dispositive Power

0

8)

Shared Dispositive Power

0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

0%

12) Type of Reporting Person

CO

CUSIP No.

22765U201

1) Name of Reporting Person

Lehman Brothers MLP Associates, L.P.

S.S. or I.R.S. Identification No. of Above Person

20-4916814

2) Check the Appropriate Box if a Member of a Group

(a)

(b)

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of
Shares

5)

Sole Voting Power

0

Beneficially
Owned by
Each

6)

Shared Voting Power

0

Reporting
Person
With:

7)

Sole Dispositive Power

0

8)

Shared Dispositive Power

0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

0%

12) Type of Reporting Person

PN

CUSIP No.

22765U201

1) Name of Reporting Person

Lehman Brothers MLP Partners, LP

S.S. or I.R.S. Identification No. of Above Person

20-4916839

2) Check the Appropriate Box if a Member of a Group

(a)

(b)

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

Number of Shares	5)	Sole Voting Power	0
Beneficially Owned by Each	6)	Shared Voting Power	0
Reporting Person	7)	Sole Dispositive Power	0
With:	8)	Shared Dispositive Power	0

9) Aggregate Amount Beneficially Owned by Each Reporting Person

0

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row 9

0%

12) Type of Reporting Person

PN

Item 1(a).

Name of Issuer:

Crosstex Energy, L.P.

Item 1(b).

Address of Issuer's Principal Executive Offices:

2501 Cedar Springs
Suite 600
Dallas, TX 75201

Item 2(a).

Name of Person(s) Filing:

Lehman Brothers Holdings Inc.
Lehman Brothers Inc.
LB I Group Inc.
Lehman Brothers MLP Associates, L.P.
Lehman Brothers MLP Partners, LP

Item 2(b).

Address of Principal Business Office:

Lehman Brothers Holdings Inc.
745 Seventh Avenue
New York, New York 10019

Lehman Brothers Inc.
745 Seventh Avenue
New York, New York 10019

LB I Group Inc.
399 Park Avenue
New York, New York 10022

Lehman Brothers MLP Associates, L.P.
399 Park Avenue
New York, New York 10022

Lehman Brothers MLP Partners, LP
399 Park Avenue
New York, New York 10022

Item 2(c).

Citizenship or Place of Organization:

Lehman Brothers Holdings Inc. (“Holdings”) is a corporation organized under the laws of the State of Delaware.

Lehman Brothers Inc. (“LBI”) is a corporation organized under the laws of the State of Delaware. LBI is a broker-dealer registered under Section 15 of the Act.

LB I Group Inc. (“LB I Group”) is a corporation organized under the laws of the State of Delaware.

Lehman Brothers MLP Associates, L.P. (“MLP Assoc LP”) is a limited partnership formed under the laws of the State of Delaware.

Lehman Brothers MLP Partners, LP (“MLP Partners”) is a limited partnership formed under the laws of the State of Delaware.

Item 2(d).

Title of Class of Securities:

Senior Subordinated Series C Units

Item 2(e).

CUSIP Number:

22765U201

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) A broker or dealer under Section 15 of the 1934 Act
- (b) A bank as defined in Section 3(a)(6) of the 1934 Act
- (c) An insurance company as defined in Section 3(a)(19) of the 1934 Act
- (d) An investment company registered under Section 8 of the Investment Company Act of 1940
- (e) An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of investment Company under Section 3(c)(14) of the Investment Company Act of 1940
- (j) A group, in accordance with Rule 13d-1(b)(1)(ii)(J)

Item 4. Ownership

(a) Amount Beneficially Owned:

See Item 9 of cover pages.

(b) Percent of Class:

See Item 11 of cover pages.

(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition
- (iv) shared power to dispose or to direct the disposition

See Items 5-8 of cover pages.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security being Reported on by the Parent Holding Company or Control Person

MLP Partners has ceased to own any Senior Subordinated Series C Units of the Issuer. MLP Associates LP is the general partner of MLP Partners. LB I Group is the general partner of MLP Associates LP and a wholly-owned subsidiary of LBI, which is a wholly-owned subsidiary of Holdings.

Under the rules and regulations of the Securities and Exchange Commission, MLP Associates LP, LB I Group, LBI and Holdings may have been deemed to be the beneficial owners of the Senior Subordinated Series C Units previously owned by MLP Partners.

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

- By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.
- By signing below I hereby certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

Dated: March 27, 2008

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Vice President

LEHMAN BROTHERS INC.

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Senior Vice President

LB I GROUP INC.

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Vice President

LEHMAN BROTHERS MLP ASSOCIATES, L.P.

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Attorney-in-fact

LEHMAN BROTHERS MLP PARTNERS LP

By:

/s/ James J. Killerlane III

Name: James J. Killerlane III

Title: Attorney-in-fact

EXHIBIT A - JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G filed herewith (and any amendments thereto), is being filed jointly with the Securities and Exchange Commission pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended, on behalf of each such person.

Dated: March 27, 2008

LEHMAN BROTHERS HOLDINGS INC.

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Vice President

LEHMAN BROTHERS INC.

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Senior Vice President

LB I GROUP INC.

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Vice President

LEHMAN BROTHERS MLP ASSOCIATES, L.P.

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Attorney-in-fact

LEHMAN BROTHERS MLP PARTNERS LP

By: /s/ James J. Killerlane III
Name: James J. Killerlane III
Title: Attorney-in-fact

Exhibit 24.1
POWER OF ATTORNEY

Know by all these presents, that the undersigned hereby constitutes and appoints each of Karen B. Corrigan, James J. Killerlane III, Andrew M.W. Yeung and Gwen J. Zeisler, signing singly, the undersigned's true and lawful attorney-in-fact to:

- 1) prepare, execute for and on behalf of the undersigned, in the undersigned's name, place and stead in any and all capacities related to securities held by the undersigned, any and all filings by the undersigned or Lehman Brothers Holdings Inc. (the "Company") with the United States Securities and Exchange Commission (the "SEC") (a) pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder, as amended, and (b) pursuant to Section 16 of the Securities Exchange Act of 1934 and the rules thereunder, as amended, and with respect to either of the foregoing clauses (a) and (b), any other forms or reports the undersigned or the Company may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities;
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, execute and deliver any such filing as described in paragraph (1) above, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934 and the rules thereunder, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any such filing as described in paragraph (1) above, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 26, 2008.

LEHMAN BROTHERS MLP OPPORTUNITY
ASSOCIATES L.P.

/s/ Ashvin Rao

Name: Ashvin Rao

Title: Vice President

Exhibit 24.2
POWER OF ATTORNEY

Know by all these presents, that the undersigned hereby constitutes and appoints each of Karen B. Corrigan, James J. Killerlane III, Andrew M.W. Yeung and Gwen J. Zeisler, signing singly, the undersigned's true and lawful attorney-in-fact to:

- 1) prepare, execute for and on behalf of the undersigned, in the undersigned's name, place and stead in any and all capacities related to securities held by the undersigned, any and all filings by the undersigned or Lehman Brothers Holdings Inc. (the "Company") with the United States Securities and Exchange Commission (the "SEC") (a) pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder, as amended, and (b) pursuant to Section 16 of the Securities Exchange Act of 1934 and the rules thereunder, as amended, and with respect to either of the foregoing clauses (a) and (b), any other forms or reports the undersigned or the Company may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities;
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, execute and deliver any such filing as described in paragraph (1) above, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934 and the rules thereunder, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any such filing as described in paragraph (1) above, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 26, 2008.

LEHMAN BROTHERS MLP PARTNERS, L.P.

/s/ Ashvin Rao

Name: Ashvin Rao

Title: Vice President