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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): August 10, 2004

CROSSTEX ENERGY, L.P.
(Exact name of Registrant as specified in its charter)

DELAWARE	000-50067	16-1616605
(State of incorporation or organization)	(Commission file number)	(I.R.S. employer identification number)

2501 CEDAR SPRINGS, SUITE 600	
DALLAS, TX	75201
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: (214) 953-9500

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached Exhibit 99.1 and the information set forth therein are deemed to be furnished pursuant to Item 12 hereof and shall not be deemed to be "filed" under the Securities Exchange Act of 1934.

EXHIBIT NUMBER		DESCRIPTION
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99.1	--	Press Release dated August 10, 2004

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On August 10, 2004, Crosstex Energy, L.P. (the "Registrant") issued a press release announcing its financial results for the three-month period ended June 30, 2004. The Registrant hereby incorporates by reference into this Item 12 the information set forth in its press release, dated August 10, 2004, a copy of which is included as an exhibit to this Current Report. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein are deemed to be furnished and shall not be deemed to be "filed" under the Securities Exchange Act of 1934.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CROSSTEX ENERGY, L.P.

By: Crosstex Energy GP, L.P., its General Partner

By: Crosstex Energy GP, LLC, its General Partner

Date: August 10, 2004

By: /s/ William W. Davis

William W. Davis
Executive Vice President and
Chief Financial Officer

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INDEX TO EXHIBITS

EXHIBIT NUMBER		DESCRIPTION
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99.1	--	Press Release dated August 10, 2004

Crosstex Energy, L.P. Reports Second Quarter Results

DALLAS, Aug. 10 /PRNewswire-FirstCall/ -- Crosstex Energy, L.P. (Nasdaq: XTEX) (the Partnership) today reported net income of \$5.9 million, or \$0.24 per limited partner unit, in the quarter ended June 30, 2004, compared to net income in the second quarter of 2003 of \$5.0 million, or \$0.32 per unit. The Partnership's Distributable Cash Flow for the quarter was \$10.0 million, or 2.18 times the amount required to cover its Minimum Quarterly Distribution of \$0.25 per unit, and 1.11 times the amount required to cover its recently increased distribution of \$0.42 per unit. This is an increase of \$3.3 million, or 48 percent, over Distributable Cash Flow of \$6.8 million in the 2003 second quarter. Distributable Cash Flow is a non-GAAP financial measure and is explained in greater detail under "Non-GAAP Financial Information." Also, in the tables at the end of this release is a reconciliation of this measure to net income.

The growth in Distributable Cash Flow was driven by growth in the Partnership's gross margin, to \$28.6 million compared to \$13.1 million in the corresponding 2003 period, an increase of 118 percent. Gross margin from the Midstream business segment increased by \$12.6 million, or 126 percent, to \$22.5 million, due to growth in on-system gathering and transmission volumes of 147 percent, and to growth in processed volumes of 319 percent. The acquisition of LIG Pipeline Company and its subsidiaries on April 1, 2004, and the acquisition of the Mississippi system on June 30, 2003, were major drivers of growth in gross margins. LIG contributed \$8.1 million to gross margin in the quarter while the Mississippi system and the other midstream assets acquired with it contributed \$3.4 million in the quarter. Additional organic growth came through increases in pipeline throughput at CCNG, Vanderbilt, and Arkoma.

"The LIG assets performed just as we expected during the first quarter of our ownership," said Barry E. Davis, President and Chief Executive Officer. "In the coming months, we will begin to implement our plans to further improve results at LIG. Of course, our constant focus is improving performance for all of our assets."

Gross margin from the Treating segment increased by \$2.9 million, or 91 percent, to \$6.1 million. The Seminole plant, acquired on June 30, 2003, contributed \$2.0 million to Treating gross margin in the quarter. Growth in the number of treating plants in service from 43 at the end of the second quarter of 2003 to 62 at the end of the second quarter of 2004 created the remaining increase in Treating margins.

"We continue to be in a good environment to grow all our businesses," added Davis, "and we feel that our Treating business is uniquely positioned to capture an ever-increasing market share, particularly as a larger and larger percentage of our Treating business is with major integrated oil companies and large independents."

Earnings Call

The Partnership will hold its quarterly conference call to discuss second quarter results today at 10:00 am Central Time (11:00 am Eastern Time). The dial-in number for the call is 800-299-7635, passcode Crosstex. A live Webcast of the call can be accessed on the investor information page of Crosstex Energy's Web site at <http://www.crosstexenergy.com>. The call will be available for replay for 30 days by dialing 888-286-8010, passcode 16080860. A replay of the broadcast will also be available on the Partnership's Web site.

About Crosstex

Crosstex Energy, L.P., a mid-stream natural gas company headquartered in Dallas, operates over 4,500 miles of pipeline, five processing plants, and over 60 natural gas amine treating plants. The Partnership currently provides services for over 1.5 BCF/day of natural gas.

Additional information about the Partnership can be found at <http://www.crosstexenergy.com>.

Non-GAAP Financial Information

This press release contains non-generally accepted accounting principle financial measures of earnings before non-cash charges and less maintenance capital expenditures, which we refer to as Distributable Cash Flow. The amounts included in the calculation of these measures are computed in accordance with generally accepted accounting principles (GAAP), with the exception of maintenance capital expenditures. Maintenance capital expenditures are capital expenditures made to replace partially or fully depreciated assets in order to maintain the existing operating capacity of our assets and to extend their useful lives. We believe this measure is useful to investors because it may provide users of this financial information with meaningful comparisons between current results and prior reported results and a meaningful measure of the Partnership's cash flow after it has satisfied the capital and related requirements of its operations. Distributable Cash Flow is not a measure of financial performance or liquidity under GAAP. It should not be considered in isolation or as an indicator of the Partnership's performance. Furthermore, it should not be seen as a measure of liquidity or a substitute for metrics prepared in accordance with GAAP. Our reconciliation of this measure to net income is included in the following tables.

This press release contains forward-looking statements identified by the use of words such as "forecast", "anticipate", "plan" and "estimate". These statements are based on currently available information and assumptions and expectations that the Partnership believes are reasonable. However, the Partnership's assumptions and expectations are subject to a wide range of business risks, so it can give no assurance that actual performance will fall within the forecast ranges. Among the key risks that may bear directly on the Partnership's results of operation and financial condition are: (1) the amount of natural gas transported in the Partnership's gathering and transmission lines may decline as a result of competition for supplies, reserve declines and reduction in demand from key customers and markets; (2) the level of the Partnership's processing and treating operations may decline for similar reasons; (3) fluctuations in natural gas and NGL prices may occur due to weather and other natural and economic forces; (4) there may be a failure to successfully integrate new acquisitions; (5) the Partnership's credit risk management efforts may fail to adequately protect against customer nonpayment; and (6) the Partnership may not adequately address construction and operating risks. The Partnership has no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

(tables to follow)

CROSSTEX ENERGY, L.P.
Selected Financial and Operating Data
(All amounts in thousands except per unit numbers)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Revenues				
Midstream	\$507,744	\$224,030	\$825,957	\$469,345
Treating	7,568	5,222	14,712	10,477
	515,312	229,252	840,669	479,822
Cost of Gas				
Midstream	485,212	214,071	788,088	451,479
Treating	1,487	2,035	2,863	4,451
	486,699	216,106	790,951	455,930
Gross Margin	28,613	13,146	49,718	23,892
Operating Expenses	10,316	3,335	16,529	6,545
General &				
Administrative	4,741	1,891	8,332	3,391
Impairments	---	---	---	---
Profit on Energy				
Trading Activities	(826)	(738)	(1,246)	(845)
Stock Based Compensation	269	568	478	3,072
Depreciation and				
Amortization	5,921	2,611	10,339	5,046
Total	20,421	7,667	34,432	17,209
Operating Income	8,192	5,479	15,286	6,683
Interest Expense	(2,186)	(465)	(3,341)	(875)
Other Income	(65)	(39)	(298)	(1)
Total Other Income				
(Expense)	(2,251)	(504)	(3,639)	(876)
Net Income	\$5,941	\$4,975	\$11,647	\$5,807
General Partner Share				
of Net Income	\$1,393	\$155	\$2,442	\$172
Limited Partners Share				
of Net Income	\$4,548	\$4,820	\$9,205	\$5,635
Net Income per Limited				
Partners' Unit	\$0.24	\$0.32	\$0.48	\$0.38
Weighted Average				
Limited Partners'				
Units Outstanding				
(Diluted)	19,156	14,842	19,122	14,732

CROSSTEX ENERGY, L.P.
Reconciliation of Net Income to Distributable Cash Flow
(All amounts in thousands except ratios)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Net Income	\$5,941	\$4,975	\$11,647	\$5,807
Depreciation and				
Amortization (A)	5,882	2,611	10,262	5,046
Impairments	---	---	---	---
Stock Based				
Compensation	269	568	478	3,072
Loss (Gain) on Sale				
of Property	(22)	---	274	---
Cash Flow	12,070	8,154	22,661	13,925
Maintenance Capital				
Expenditures	2,028	1,375	2,972	1,719
Distributable Cash				
Flow	\$10,042	\$6,779	\$19,689	\$12,206
Minimum Quarterly				

Distribution (MQD)	\$4,613	\$3,725	\$9,225	\$7,449
Distributable Cash				
Flow/MQD	2.18	1.82	2.13	1.64
Actual Distribution	\$9,076	\$4,154	\$17,429	\$7,878
Distribution Coverage	1.11	1.63	1.13	1.55

(A) Excludes minority interest share of depreciation and amortization of \$38,000 and \$76,000 for the three and six months ended June 30, 2004, respectively.

CROSSTEX ENERGY, L.P.

Operating Data

(All volumes, except Seminole Plant, in MMBtu/d)

	Quarter Ended June 30,		Six Months Ended June 30,	
	2004	2003	2004	2003
Pipeline Throughput				
Gulf Coast				
Transmission	81,000	75,000	86,000	85,000
Vanderbilt	58,000	44,000	62,000	40,000
CCNG Transmission	285,000	210,000	272,000	211,000
Gregory Gathering	128,000	154,000	142,000	144,000
Mississippi	79,000	N/A	78,000	N/A
Arkoma	20,000	11,000	19,000	11,000
LIG Pipeline &				
Marketing	561,000	N/A	561,000 (A)	N/A
Other Midstream	36,000	12,000	35,000	12,000
Total Gathering and				
Transmission Volume	1,248,000	506,000	1,255,000	503,000
Natural Gas Processed				
Gregory Processing	99,000	93,000	116,000	94,000
Conroe Processing	28,000	N/A	26,000	N/A
LIG Processing	263,000	N/A	263,000 (A)	N/A
Total Processed Volume	390,000	93,000	405,000	94,000
Total On-System				
Volumes	1,638,000	599,000	1,660,000	597,000
Producer Services				
Volumes	166,000	262,000	181,000	258,000
Treating Volumes (B)	79,000	89,000	81,000	89,000
Treating Plants in				
Service (C)	62	43	62	43
Seminole Plant (Mcf/d				
of CO2)	21,000	N/A	21,000	N/A

(A) Represents activity since April 1, 2004 acquisition.

(B) Represent volumes for treating plants operated by us whereby we receive a fee based on the volumes treated.

(C) Plants in service represent plants in service on the last day of the quarter.

Contact: Barry E. Davis, President and Chief Executive Officer

William W. Davis, Executive V.P. and Chief Financial Officer

Phone: (214) 953-9500

SOURCE Crosstex Energy, L.P.

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/CONTACT: Barry E. Davis, President and Chief Executive Officer, or
William W. Davis, Executive V.P. and Chief Financial Officer, both of Crosstex
Energy, L.P., +1-214-953-9500/

/Web site: <http://www.crosstexenergy.com> /

(XTEX)

CO: Crosstex Energy, L.P.

ST: Texas

IN: OIL UTI

SU: ERN CCA MAV