
**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): December 15, 2009

CROSSTEX ENERGY, L.P.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other Jurisdiction of
Incorporation)

000-50067

(Commission File Number)

16-1616605

(IRS Employer Identification No.)

**2501 CEDAR SPRINGS
DALLAS, TEXAS**

(Address of Principal Executive Offices)

75201

(Zip Code)

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

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On December 15, 2009, Crosstex Energy, L.P. (the "Partnership") issued a press release announcing that it has entered into an agreement to sell its gathering and treating assets in East Texas for \$40 million to Waskom Gas Processing Company. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached exhibit shall be deemed to be "furnished" and not be deemed to be "filed" for purposes of the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached exhibit is deemed to be furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	— Press Release dated December 15, 2009.

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: December 16, 2009

By: /s/ William W. Davis

William W. Davis
Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	— Press Release dated December 15, 2009.



FOR IMMEDIATE RELEASE
DECEMBER 15, 2009

Contact: **Jill McMillan, Director, Public & Industry Affairs**
Phone: (214) 721-9271
Jill.McMillan@CrosstexEnergy.com

**CROSSTEX ENERGY TO SELL EAST TEXAS ASSETS
TO WASKOM GAS PROCESSING COMPANY**

DALLAS, December 15, 2009 – The Crosstex Energy companies, Crosstex Energy, L.P. (NASDAQ: XTEX) (the Partnership) and Crosstex Energy, Inc. (NASDAQ: XTXI) (the Corporation), announced today that the Partnership has entered into an agreement to sell its gathering and treating assets in East Texas for \$40 million to Waskom Gas Processing Company. Proceeds from the sale will be used to pay down the Partnership’s outstanding debt and for general corporate purposes. The sale is expected to close in January 2010 and is subject to customary closing conditions.

“Our East Texas assets are very complimentary to Waskom’s gas processing assets. This strategic synergy allowed us to sell our primarily fee-based East Texas assets at an attractive price. We are pleased that this sale allows us to further strengthen our balance sheet as we work to refinance our existing debt, with the goal of restoring distributions and dividends to our unitholders and shareholders,” said Barry E. Davis, Crosstex President and Chief Executive Officer.

“We remain focused on our core assets in the Barnett and Haynesville shales and our natural gas liquids business. We will continue to take advantage of low-cost, high-return growth projects in these areas,” added Davis.

Crosstex’s East Texas system consists of approximately 60 miles of intrastate natural gas gathering pipelines, two compressor stations and three processing refrigeration plants. The system’s throughput capacity is approximately 75,000 million British thermal units per day.

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About the Crosstex Energy Companies

Crosstex Energy, L.P., a midstream natural gas company headquartered in Dallas, operates approximately 3,300 miles of pipeline, 10 processing plants and three fractionators. The Partnership currently provides services for 3.2 billion cubic feet of natural gas per day, or approximately six percent of marketed U.S. daily production.

Crosstex Energy, Inc. owns the two percent general partner interest, a 33 percent limited partner interest and the incentive distribution rights of Crosstex Energy, L.P.

Additional information about the Crosstex companies can be found at www.crosstexenergy.com.

About Waskom Gas Processing Company

Waskom Gas Processing Company is a Texas General Partnership. Waskom's general partners are Centerpoint Energy Gas Processing Company, a wholly-owned subsidiary of CenterPoint Energy Field Services and CenterPoint Energy, Inc. (NYSE: CNP) and Prism Gas Systems I, L.P., the operator of WGPC, and a wholly-owned subsidiary of Martin Midstream Partners L.P. (NASDAQ: MMLP).

This press release contains forward-looking statements within the meaning of the federal securities laws. These statements are based on certain assumptions made by the Partnership and the Corporation based upon management's experience and perception of historical trends, current conditions, expected future developments and other factors the Partnership and the Corporation believe are appropriate in the circumstances. These statements include, but are not limited to, statements with respect to the expected closing of the sale of the Partnership's assets in East Texas and the effect of such sale on the Partnership's future liquidity, leverage, business and results of operations. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Partnership and the Corporation, which may cause the Partnership's and the Corporation's actual results to differ materially from those implied or expressed by the forward-looking statements. These risks include, but are not limited to, risks discussed in the Partnership's and the Corporation's filings with the Securities and Exchange Commission and, with respect to the sale of the East Texas assets, risks related to the satisfaction of the various conditions to closing, including approval of the transaction by various third parties and regulatory authorities. The Partnership and the Corporation have no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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