

**UNITED STATES  
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)

**Common Units representing limited partner interests**

(Title of Class of Securities)

**22765U102**

(CUSIP Number)

**December 31, 2003**

(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. 22765U102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Crosstex Holdings, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

5. Sole Voting Power  
333,000

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
0

7. Sole Dispositive Power  
333,000

8. Shared Dispositive Power  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
333,000 (1)

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

11. Percent of Class Represented by Amount in Row (9)  
54.3%(2)

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12. Type of Reporting Person (See Instructions)  
PN

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(1) Crosstex Energy, Inc. (Crosstex Energy Holdings Inc. changed its name to Crosstex Energy, Inc. on October 29, 2003) indirectly owns Crosstex Holdings, L.P. Crosstex Holdings, L.P., directly and indirectly, owns the general partner of the Issuer, which owns a 2% general partner interest in the Issuer, and 333,000 of the Issuer's common units representing limited partnership interests and 4,667,000 of the Issuer's subordinated units representing limited partner interests. The subordinated units may eventually convert into common units on a one-to-one basis if the financial tests contained in the Issuer's partnership agreement are met.

(2) This percentage includes 333,000 Common Units and 4,667,000 Subordinated Units held by the reporting person.

2

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Crosstex Energy, Inc. (1)

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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5. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
333,000

---

7. Sole Dispositive Power  
0

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8. Shared Dispositive Power  
333,000

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
333,000 (2)

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

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11. Percent of Class Represented by Amount in Row (9)  
54.3%(3)

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12. Type of Reporting Person (See Instructions)  
CO

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(1) Crosstex Energy Holdings Inc. changed its name to Crosstex Energy, Inc.

(2) Crosstex Energy, Inc. indirectly owns Crosstex Holdings, L.P. Crosstex Holdings L.P., directly and indirectly, owns the general partner of the Issuer, which owns a 2% general partner interest in the Issuer, and 333,000 of the Issuer's common units representing limited partnership interests and 4,667,000 of the Issuer's subordinated units representing limited partner interests. As a result, Crosstex Energy, Inc. may be deemed to be the beneficial owner of the common units and the subordinated units owned by Crosstex Holdings, L.P. Crosstex Energy, Inc. disclaims ownership of the reported securities.

(3) This percentage includes 333,000 common units and 4,667,000 subordinated units held by Crosstex Holdings, L.P.

3

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Crosstex Holdings GP, LLC

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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|   |    |                                     |
|---|----|-------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0              |
|   | 6. | Shared Voting Power<br>333,000      |
|   | 7. | Sole Dispositive Power<br>0         |
|   | 8. | Shared Dispositive Power<br>333,000 |

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
333,000 (2)

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

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11. Percent of Class Represented by Amount in Row (9)  
54.3%(3)

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12. Type of Reporting Person (See Instructions)  
OO

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(1) Crosstex Energy, Inc. directly owns Crosstex Holdings GP, LLC. Crosstex Holdings GP, LLC is the general partner of Crosstex Holdings, L.P. Crosstex Holdings L.P., directly and indirectly, owns the general partner of the Issuer, which owns a 2% general partner interest in the Issuer, and 333,000 of the Issuer's common units representing limited partnership interests and 4,667,000 of the Issuer's subordinated units representing limited partner interests. As a result, Crosstex Energy, Inc. may be deemed to be the beneficial owner of the Common Units and the Subordinated Units owned by Crosstex Holdings, L.P. Crosstex Holdings GP, LLC disclaims ownership of the reported securities.

(2) This percentage includes 333,000 Common Units and 4,667,000 Subordinated Units held by the reporting person.

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Yorktown Energy Partners IV, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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|    |                        |
|----|------------------------|
| 5. | Sole Voting Power<br>0 |
|----|------------------------|

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|   |  |                                     |
|---|--|-------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 6.   | Shared Voting Power<br>333,000      |
|   | 7.   | Sole Dispositive Power<br>0         |
|   | 8.   | Shared Dispositive Power<br>333,000 |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>333,000 (1)                                  |                                     |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                                     |
| 11.   | Percent of Class Represented by Amount in Row (9)<br>54.3%(2)  |                                     |
| 12.   | Type of Reporting Person (See Instructions)<br>PN  |                                     |

(1) Yorktown Energy Partners IV, L.P. owns securities in Crosstex Energy, Inc. representing approximately 57.1% of the voting power thereof. Crosstex Energy, Inc. indirectly owns Crosstex Holdings, L.P. Crosstex Holdings L.P., directly and indirectly, owns the general partner of the Issuer, which owns a 2% general partner interest in the Issuer, and 333,000 of the Issuer's common units representing limited partner interests and 4,667,000 of the Issuer's subordinated units representing limited partner interests. As a result, Yorktown Energy Partners IV, L.P. may be deemed to be the beneficial owner of a portion of the common units and subordinated units owned by Crosstex Holdings, L.P. Yorktown Energy Partners IV, L.P. disclaims beneficial ownership of the reported securities.

(2) This percentage includes 333,000 Common Units and 4,667,000 Subordinated Units held by Crosstex Holdings, L.P.

|   |  |                                |
|---|--|--------------------------------|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>Yorktown IV Company LLC |                                |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)  |                                |
| (a)   | <input checked="" type="checkbox"/>  |                                |
| (b)   | <input type="checkbox"/>   |                                |
| 3.  | SEC Use Only   |                                |
| 4.  | Citizenship or Place of Organization<br>Delaware   |                                |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5.   | Sole Voting Power<br>0         |
|   | 6.   | Shared Voting Power<br>333,000 |
|   | 7.   | Sole Dispositive Power<br>0    |
| 8.  | Shared Dispositive Power<br>333,000  |                                |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>333,000 (1)  |                                |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>       |                                |

11. Percent of Class Represented by Amount in Row (9)  
54.3%(2)

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12. Type of Reporting Person (See Instructions)  
OO

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(1) Yorktown IV Company LLC is the sole general partner of Yorktown Energy Partners IV, L.P. Yorktown Energy Partners IV, L.P. owns securities in Crosstex Energy, Inc. representing approximately 57.1% of the voting power thereof. Crosstex Energy, Inc. indirectly owns Crosstex Holdings, L.P. Crosstex Holdings L.P., directly and indirectly, owns the general partner of the Issuer, which owns a 2% general partner interest in the Issuer, and 333,000 of the Issuer's common units representing limited partner interests and 4,667,000 of the Issuer's subordinated units representing limited partner interests. As a result, Yorktown Energy Partners IV, L.P. may be deemed to be the beneficial owner of a portion of the common units and subordinated units owned by Crosstex Holdings, L.P. Yorktown IV Company LLC disclaims beneficial ownership of the reported securities.

(2) This percentage includes 333,000 Common Units and 4,667,000 Subordinated Units held by Crosstex Holdings, L.P.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Yorktown Energy Partners V, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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5. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
333,000

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7. Sole Dispositive Power  
0

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8. Shared Dispositive Power  
333,000

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
333,000 (1)

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

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11. Percent of Class Represented by Amount in Row (9)  
54.3%(2)

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12. Type of Reporting Person (See Instructions)  
PN

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(1) Yorktown Energy Partners V, L.P. owns securities in Crosstex Energy, Inc. representing approximately 14.3% of the voting power thereof. Crosstex Energy, Inc. indirectly owns Crosstex Holdings, L.P. Crosstex Holdings L.P., directly and indirectly, owns the general partner of the Issuer, which owns a 2% general partner interest in the Issuer, and 333,000 of the Issuer's common units representing limited partner interests and 4,667,000 of the Issuer's subordinated units representing limited partner interests. As a result, Yorktown Energy Partners IV, L.P. may be deemed to be the beneficial owner of a portion of the common units and subordinated units owned by Crosstex Holdings, L.P. Yorktown Energy Partners V, L.P. disclaims beneficial ownership of the reported securities.

(2) This percentage includes 333,000 Common Units and 4,667,000 Subordinated Units held by Crosstex Holdings, L.P.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Yorktown V Company LLC

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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5. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
333,000

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7. Sole Dispositive Power  
0

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8. Shared Dispositive Power  
333,000

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
333,000 (1)

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

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11. Percent of Class Represented by Amount in Row (9)  
54.3%(2)

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12. Type of Reporting Person (See Instructions)  
OO

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(1) Yorktown V Company LLC is the sole general partner of Yorktown Energy Partners V, L.P. Yorktown Energy Partners V, L.P. owns securities in Crosstex Energy, Inc. representing approximately 14.3% of the voting power thereof. Crosstex Energy, Inc. indirectly owns Crosstex Holdings, L.P. Crosstex Holdings L.P., directly and indirectly, owns the general partner of the Issuer, which owns a 2% general partner interest in the Issuer, and 333,000 of the Issuer's common units representing limited partner interests and 4,667,000 of the Issuer's subordinated units representing limited partner interests. As a result, Yorktown Energy Partners IV, L.P. may be deemed to be the beneficial owner of a portion of the common units and subordinated units owned by Crosstex Holdings, L.P. Yorktown V Company LLC disclaims beneficial ownership of the reported securities.

(2) This percentage includes 333,000 Common Units and 4,667,000 Subordinated Units held by Crosstex Holdings, L.P.

**Item 1.**

(a) Name of Issuer  
Crosstex Energy, L.P.

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(b) Address of Issuer's Principal Executive Offices  
2501 Cedar Springs, Suite 600, Dallas, Texas 75201

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**Item 2.**

(a) Name of Person Filing  
Crosstex Holdings, L.P. ("Holdings")  
Crosstex Energy, Inc. ("CEI")  
Crosstex Holdings GP, LLC ("Holdings GP")  
Yorktown Energy Partners IV, L.P. ("Yorktown IV")  
Yorktown IV Company LLC ("Yorktown IV LLC")  
Yorktown Energy Partners V, L.P. ("Yorktown V")  
Yorktown V Company LLC ("Yorktown V LLC")

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|     |   |
|-----|---|
| (b) | Address of Principal Business Office or, if none, Residence<br>The principal business office for each of Holdings, CEI and Holdings GP is 2501 Cedar Springs, Suite 600, Dallas, Texas 75201. The principal business office for each of Yorktown IV, Yorktown IV LLC, Yorktown V and Yorktown V LLC is 410 Park Avenue, New York, NY 10022. |
| (c) | Citizenship<br>CEI is a Delaware corporation. Holdings, Yorktown IV and Yorktown V are Delaware limited partnerships. Holdings GP, Yorktown IV LLC and Yorktown V LLC are Delaware limited liability companies.   |
| (d) | Title of Class of Securities<br>Common Units  |
| (e) | CUSIP Number<br>22765U102   |

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: \_\_\_\_\_
- (b) Percent of class: \_\_\_\_\_
- (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 of \_\_\_\_\_
  - (iv) Shared power to dispose or to direct the disposition of \_\_\_\_\_

(a) - (c) Amount and percentage beneficially owned:

CEI directly owns Holdings GP. Holdings GP is the general partner of Holdings. Holdings, directly and indirectly, owns the general partner of the Issuer, which owns a 2% general partner interest in the Issuer. In addition, Holdings owns 333,000 of the Issuer's common units representing limited partner interests ("Common Units") and 4,667,000 of the Issuer's subordinated units representing limited partner interests ("Subordinated Units"), representing 54.3% of the class, over which it has sole voting and dispositive power.

Yorktown IV owns securities in CEI representing approximately 57.1% of the voting power thereof. Yorktown IV LLC is the general partner of Yorktown IV. Yorktown V owns securities in CEI representing approximately 14.3% of the voting power thereof. Yorktown V LLC is the general partner of Yorktown V. Each of CEI, Holdings GP, Yorktown IV, Yorktown IV LLC, Yorktown V and Yorktown V LLC, by virtue of their respective ownership of securities of Holdings, may be deemed to be, for purposes of this Schedule 13G, the beneficial owner of the Common Units and Subordinated Units owned by Holdings, each with shared voting and dispositive power with respect to such securities. However, each of CEI, Holdings GP, Holdings LP, Yorktown IV, Yorktown IV LLC, Yorktown V and Yorktown V LLC disclaims beneficial ownership as to all of the Common Units and Subordinated Units owned by Holdings.

**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 .

Not applicable.

**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**

Crosstex Holdings, L.P.

**Item 8. Identification and Classification of Members of the Group**

See attached Exhibit 99.1 and Exhibit 99.2.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.

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**Signature**

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

Date: February 17, 2004

CROSSTEX HOLDINGS, L.P.

By: Crosstex Holdings GP, LLC,  
its General Partner

By: Crosstex Energy, Inc., Member

By: /s/ William W. Davis  
Name: William W. Davis  
Title: Executive Vice President and Chief  
Financial Officer

Date: February 17, 2004

CROSSTEX ENERGY, INC.

By: /s/ William W. Davis  
Name: William W. Davis  
Title: Executive Vice President and Chief  
Financial Officer

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Date: February 17, 2004

CROSSTEX HOLDINGS GP, LLC

By: Crosstex Energy, Inc., Member

By: /s/ William W. Davis  
Name: William W. Davis  
Title: Executive Vice President and Chief  
Financial Officer

Date: February 17, 2004

YORKTOWN ENERGY PARTNERS IV, L.P.

By: Yorktown IV Company LLC,  
its General Partner

By: /s/ Bryan H. Lawrence  
Name: Bryan H. Lawrence  
Title: Member

Date: February 17, 2004

YORKTOWN IV COMPANY LLC

By: /s/ Bryan H. Lawrence  
Name: Bryan H. Lawrence  
Title: Member

Date: February 17, 2004

YORKTOWN ENERGY PARTNERS V, L.P.

By: Yorktown V Company LLC,  
its General Partner

By: /s/ Bryan H. Lawrence  
Name: Bryan H. Lawrence  
Title: Member



Date: February 17, 2004

YORKTOWN V COMPANY LLC

By: /s/ Bryan H. Lawrence

Name: Bryan H. Lawrence

Title: Member

## LIST OF GROUP MEMBERS

The group members filing this Schedule 13G pursuant to Rule 13d-1(d) are:

Crosstex Holdings, L.P., a Delaware limited partnership;

Crosstex Energy, Inc., a Delaware corporation;

Crosstex Holdings GP, LLC, a Delaware limited liability company;

Yorktown Energy Partners IV, L.P., a Delaware limited partnership;

Yorktown IV Company LLC, a Delaware limited liability company;

Yorktown Energy Partners V, L.P., a Delaware limited partnership; and

Yorktown V Company LLC, a Delaware limited liability company.

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JOINT FILING AGREEMENT MADE PURSUANT TO  
RULE 13d-1(k)

The parties hereto agree that pursuant to Rule 13d-1(k) of Regulation 13D-G promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, the Schedule 13G of which this Agreement is made an exhibit is filed on behalf of them in the capacity set forth below. The parties hereto agree that, once this Schedule 13G fully executed by all parties, CROSSTEX ENERGY, INC. shall be authorized to file this Schedule 13G on behalf of all such parties and shall be designated as the person authorized to receive notices and communications with respect to the Schedule 13G and any amendments thereto.

Date: February 17, 2004

CROSSTEX HOLDINGS, L.P.

By: Crosstex Holdings GP, LLC,  
its General Partner

By: Crosstex Energy, Inc., Member

By: /s/ William W. Davis

Name: William W. Davis

Title: Executive Vice President and Chief  
Financial Officer

Date: February 17, 2004

CROSSTEX ENERGY, INC.

By: /s/ William W. Davis

Name: William W. Davis

Title: Executive Vice President and Chief  
Financial Officer

Date: February 17, 2004

CROSSTEX HOLDINGS GP, LLC

By: Crosstex Energy, Inc., Member

By: /s/ William W. Davis

Name: William W. Davis

Title: Executive Vice President and Chief  
Financial Officer

Date: February 17, 2004

YORKTOWN ENERGY PARTNERS IV, L.P.

By: Yorktown IV Company LLC,  
its General Partner

By: /s/ Bryan H. Lawrence

Name: Bryan H. Lawrence

Title: Member

Date: February 17, 2004

YORKTOWN IV COMPANY LLC

By: /s/ Bryan H. Lawrence

Name: Bryan H. Lawrence

Title: Member

Date: February 17, 2004

YORKTOWN ENERGY PARTNERS V, L.P.

By: Yorktown V Company LLC,  
its General Partner

By: /s/ Bryan H. Lawrence

Name: Bryan H. Lawrence

Title: Member

Date: February 17, 2004

YORKTOWN V COMPANY LLC

By: /s/ Bryan H. Lawrence

Name: Bryan H. Lawrence

Title: Member