

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>LEHMAN BROTHERS HOLDINGS INC</b>  (Last) (First) (Middle) <b>745 SEVENTH AVENUE</b>  (Street) <b>NEW YORK NY 10019</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CROSSTEX ENERGY LP [ XTEX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/16/2008</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	02/16/2008		C		1,496,790	A	\$0 <sup>(1)</sup>	1,497,103	I	See Footnote <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Senior Subordinated Series C Units	\$0 <sup>(1)</sup>	02/16/2008		C			1,496,790	(3)	(3)	Common Units	1,496,790	\$0	0	I	By Lehman Brothers MLP Partners, LP <sup>(4)</sup>

**Explanation of Responses:**

- The Senior Subordinated Series C Units were automatically converted into common units on a 1:1 basis.
- By direct and indirect subsidiaries of the Reporting Person: 1,496,790 common units held by Lehman Brothers MLP Partners, LP and 313 common units held by Lehman Brothers Inc. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
- N/A
- The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

**Remarks:**

See Exhibit 99.1 for Joint Filer Information. See Exhibit 24.1 - Power of Attorney. See Exhibit 24.2 - Power of Attorney.

\_\_\_\_\_  
 \*\* Signature of Reporting Person      03/27/2008  
 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**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

**EXHIBIT 99.1**

**JOINT FILER INFORMATION**

Title of Non-Derivative Securities: Common Units  
Title of Derivative Securities: Senior Subordinated Series C Units  
Issuer & Ticker Symbol: Crosstex Energy, L.P. (XTEX)  
Date of event requiring statement: February 16, 2008

Designated Filer:  
Lehman Brothers Holdings Inc.  
745 Seventh Avenue  
New York, NY 10019

Other Joint Filer Information (all filers share the Reporting Person's address unless otherwise indicated):

Lehman Brothers Inc., a Delaware corporation, a direct wholly-owned subsidiary of the Reporting Person and direct 100% parent of LB I Group.

LB I Group Inc., a Delaware corporation, a direct wholly-owned subsidiary of Lehman Brothers Inc. and general partner of Lehman Brothers MLP Associates, L.P.  
399 Park Avenue  
New York, NY 10022

Lehman Brothers MLP Associates, L.P., a Delaware limited partnership, general partner of Lehman Brothers MLP Partners, LP.  
399 Park Avenue  
New York, NY 10022

Lehman Brothers MLP Partners, LP, a Delaware limited partnership.  
399 Park Avenue  
New York, NY 10022

Signatures of Joint Filers:

LEHMAN BROTHERS INC.

By: /s/ Karen Corrigan  
Name: Karen Corrigan  
Title: Senior Vice President

LB I GROUP INC.

By: /s/ Karen Corrigan  
Name: Karen Corrigan  
Title: Vice President

