

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * <u>GSO Crosstex Holdings LLC</u> <hr/> (Last) (First) (Middle) C/O GSO CAPITAL PARTNERS LP 280 PARK AVENUE <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/06/2010	3. Issuer Name and Ticker or Trading Symbol <u>CROSSTEX ENERGY LP [XTEX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A Convertible Preferred Units ⁽¹⁾⁽²⁾	(3)	(4)	Common Units ⁽¹⁾⁽²⁾	14,705,882	0 ⁽¹⁾⁽²⁾	I

1. Name and Address of Reporting Person * <u>GSO Crosstex Holdings LLC</u> <hr/> (Last) (First) (Middle) C/O GSO CAPITAL PARTNERS LP 280 PARK AVENUE <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person * <u>Blackstone / GSO Capital Solutions Fund LP</u> <hr/> (Last) (First) (Middle) C/O GSO CAPITAL PARTNERS LP 280 PARK AVENUE, 11TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person * <u>Blackstone / GSO Capital Solutions Associates LLC</u> <hr/> (Last) (First) (Middle) C/O GSO CAPITAL PARTNERS LP 280 PARK AVENUE, 11TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person *

[GSO Holdings I LLC](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
345 PARK AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Blackstone Holdings I L.P.](#)

(Last) (First) (Middle)

C/O GSO CAPITAL PARTNERS LP
280 PARK AVENUE, 11TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Goodman Bennett J](#)

(Last) (First) (Middle)

C/O GSO CAPITAL PARTNERS LP
280 PARK AVENUE, 11TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Smith J Albert III](#)

(Last) (First) (Middle)

C/O GSO CAPITAL PARTNERS LP
280 PARK AVENUE, 11TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Ostrover Douglas I](#)

(Last) (First) (Middle)

C/O GSO CAPITAL PARTNERS LP
280 PARK AVENUE, 11TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>Blackstone Holdings I/II GP Inc</u>		
(Last)	(First)	(Middle)
C/O THE BLACKSTONE GROUP		
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
<u>Blackstone Group L.P.</u>		
(Last)	(First)	(Middle)
345 PARK AVENUE		
(Street)		
NEW YORK	NY	10154
(City)	(State)	(Zip)

Explanation of Responses:

- Pursuant to the purchase transaction (the "Purchase Transaction") entered into by GSO Crosstex Holdings LLC ("GSO Crosstex") and Crosstex Energy, L.P. ("XTEX"), as described in the Series A Convertible Preferred Unit Purchase Agreement (the "Purchase Agreement"), dated as of January 6, 2010, and the related Amendment No.3 to the Sixth Amended and Restated Agreement of Limited Partnership of XTEX (the "LP Agreement"), dated as of January 19, 2010, the Series A Convertible Preferred Units (the "Preferred Units") are convertible on a one-for-one basis into Common Units of XTEX ("Common Unit"). GSO Crosstex will also receive a quarterly distribution, which will be the greater of \$0.2125 per Preferred Unit, or the amount of the quarterly distribution paid to holders of Common Units, subject to certain adjustments. (Continue in footnote 2)
- Such quarterly distribution per Common Unit may be paid in cash, in additional Preferred Units issued in kind or any combination thereof, provided that XTEX may not pay distributions in-kind for any quarter in which cash distributions are paid on the Common Units. In addition, GSO Crosstex has the right to appoint a director to the Board of Directors of Crosstex Energy GP, LLC, which is the general partner of the general partner of XTEX.
- The Preferred Units are convertible by GSO Crosstex at any time following the closing of the Purchase Transaction, which occurred on January 19, 2010, and by XTEX three years after the closing of the Purchase Transaction, subject to the parties meeting certain conditions.
- Not applicable.
- GSO Crosstex holds 14,705,882 Preferred Units of XTEX. Blackstone / GSO Capital Solutions Fund LP is the holder of a majority of the membership interests of GSO Crosstex. Blackstone / GSO Capital Solutions Associates LLC is the general partner of Blackstone / GSO Capital Solutions Fund LP. GSO Holdings I LLC is the managing member of Blackstone / GSO Capital Solutions Associates LLC. Blackstone Holdings I L.P. is the sole member of GSO Holdings I LLC. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Stephen A. Schwarzman is the founding member of Blackstone Group Management L.L.C. (Continued in footnote 5).
- In addition, each of Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover, each of whom serves as an executive of GSO Holdings I LLC, which is an affiliate of Blackstone / GSO Capital Solutions Associates LLC, may have shared investment control with respect to the Preferred Units held by GSO Crosstex.
- Due to the limitations of the electronic filing system, Blackstone Group Management L.L.C. and Mr. Stephen A. Schwarzman are filing a separate Form 3.
- Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- Each of the Reporting Persons, other than GSO Crosstex, disclaims beneficial ownership of the securities held by GSO Crosstex, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons, other than GSO Crosstex, states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

Exhibit 99.1 - Joint Filer Information; Exhibit 24.1 - Power of Attorney - Bennett J. Goodman; Exhibit 24.2 - Power of Attorney - J. Albert Smith III; Exhibit 24.3 - Power of Attorney - Douglas I. Ostrover Form 1 of 2.

/s/ George Fan, Authorized Person 01/19/2010

** Signature of Reporting Person 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 5 (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.

Joint Filer Information

Date of Event Requiring Statement: January 6, 2010
 Issuer Name and Ticker or Trading Symbol: Crosstex Energy, L.P. [XTEX]

Designated Filer: GSO Crosstex Holdings LLC
 Other Joint Filers: Blackstone / GSO Capital Solutions Fund LP
 Blackstone / GSO Capital Solutions Associates LLC
 GSO Holdings I LLC
 Blackstone Holdings I L.P.
 Blackstone Holdings I/II GP Inc.
 The Blackstone Group L.P.
 Blackstone Group Management L.L.C.
 Mr. Stephen A. Schwarzman
 Bennett J. Goodman,
 J. Albert Smith III,
 Douglas I. Ostrover

Addresses: The address of the principal business and principal office of each of GSO Crosstex Holdings LLC, Blackstone/GSO Capital Solutions Fund LP, Blackstone/GSO Capital Solutions Associates LLC, Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover is C/O GSO Capital Partners LP, 280 Park Avenue, New York, NY 10017.

The address of the principal business and principal office of each of GSO Holdings I LLC, Blackstone Holdings I L.P., Blackstone Holdings I/II GP Inc., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Mr. Stephen A. Schwarzman is c/o The Blackstone Group, 345 Park Avenue, New York, NY 10154.

Signatures:
 Dated: January 19, 2010

GSO Crosstex Holdings LLC
 By: /s/ George Fan
 Name: George Fan
 Title: Authorized Person

Blackstone / GSO Capital Solutions Fund LP
 By: /s/ George Fan
 Name: George Fan
 Title: Authorized Person

Blackstone / GSO Capital Solutions Associates LLC
 By: /s/ George Fan
 Name: George Fan
 Title: Authorized Person

GSO Holdings I LLC
 By: /s/ Robert L. Friedman
 Name: Robert L. Friedman
 Title: Authorized Person

Blackstone Holdings I L.P.
 By: /s/ Robert L. Friedman
 Name: Robert L. Friedman
 Title: Authorized Person

Blackstone Holdings I/II GP Inc.
 By: /s/ Robert L. Friedman
 Name: Robert L. Friedman
 Title: Authorized Person

The Blackstone Group L.P.
 By: /s/ Robert L. Friedman
 Name: Robert L. Friedman
 Title: Authorized Person

Blackstone Group Management L.L.C.
 By: /s/ Robert L. Friedman
 Name: Robert L. Friedman
 Title: Authorized Person

Mr. Stephen A. Schwarzman
 By: /s/ Stephen A. Schwarzman
 Name: Stephen A. Schwarzman

Bennett J. Goodman
 By: /s/ George Fan

Name: George Fan
Title: Attorney-In-Fact

J. Albert Smith III
By: /s/ George Fan
Name: George Fan
Title: Attorney-In-Fact

Douglas I. Ostrover
By: /s/ George Fan
Name: George Fan
Title: Attorney-In-Fact

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, BENNETT J. GOODMAN, hereby make, constitute and appoint GEORGE FAN, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Managing Member, member of or in other capacities with GSO LLC and each of its affiliates or entities advised by me or GSO LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodities Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorneys-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 16th day of May, 2006.

/s/ BENNETT J. GOODMAN

Bennett J. Goodman

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, J. ALBERT SMITH III, hereby make, constitute and appoint GEORGE FAN, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Managing Member, member of or in other capacities with GSO LLC and each of its affiliates or entities advised by me or GSO LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodities Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorneys-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 16th day of May, 2006.

/s/ J. ALBERT SMITH III

- -----
J. Albert Smith III

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, DOUGLAS I. OSTROVER, hereby make, constitute and appoint GEORGE FAN, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as Managing Member, member of or in other capacities with GSO LLC and each of its affiliates or entities advised by me or GSO LLC, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodities Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the attorneys-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

This power of attorney shall be valid from the date hereof until revoked by me.

IN WITNESS WHEREOF, I have executed this instrument as of the 16th day of May, 2006.

/s/ DOUGLAS I. OSTROVER

Douglas I. Ostrover