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): March 8, 2005

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

DELAWARE	000-50067	16-1616605
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

2501 CEDAR SPRINGS, SUITE 600 DALLAS, TEXAS	75201
(Address of principal executive offices)	(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))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On March 8, 2005, the Registrant issued a press release reporting its financial results for the quarter ended December 31, 2004 and the fiscal year ended December 31, 2004. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and will be published on the Registrant's website at www.crosstexenergy.com. In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 2.02 and in the attached exhibit are deemed to be furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

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

EXHIBIT NUMBER		DESCRIPTION
99.1	--	Press release dated March 8, 2005.

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: March 8, 2005

By: /s/ William W. Davis

William W. Davis
Executive Vice President and
Chief Financial Officer

INDEX TO EXHIBITS

EXHIBIT NUMBER		DESCRIPTION
99.1	--	Press Release dated March 8, 2005

Exhibit 99.1

CROSSTEX REPORTS FOURTH QUARTER AND FULL YEAR 2004 RESULTS

SEVEN STRAIGHT QUARTERS OF INCREASES IN DISTRIBUTABLE CASH FLOW SINCE IPO OF PARTNERSHIP

DALLAS, March 8 /PRNewswire-FirstCall/ -- Crosstex Energy, L.P. (Nasdaq: XTEX) (the Partnership) today reported fourth quarter and full year earnings. Crosstex Energy, Inc. (Nasdaq: XTXI) (the Corporation) will report its results later this week. Both companies continued their track record of solid growth in the fourth quarter and full year 2004, which supported increases in distributions and dividends from both companies.

"With the LIG acquisition and the continued growth of our treating business, our employees continue to drive our results higher," said Barry E. Davis, President and Chief Executive Officer of the Crosstex Energy companies. "We have been able to continue this growth while maintaining our emphasis on return on total invested capital. Our emphasis on return, as opposed to accretion alone, will compel us to focus more resources on organic growth projects as the driver of our next growth steps in preference to acquisitions, given the current market environment."

The Partnership reported net income of $6.1 million, or $0.22 per limited partner unit, in the quarter ended December 31, 2004, compared to net income in the fourth quarter of 2003 of $5.5 million, or $0.26 per unit. Full year 2004 results for the Partnership were net income of $23.7 million, or $0.95 per unit, compared to net income of $15.2 million or $0.88 per unit in 2003.

The Partnership's Distributable Cash Flow for the quarter was $11.9 million, or 2.58 times the amount required to cover its Minimum Quarterly Distribution of $0.25 per unit, and 1.17 times the amount required to cover its recently increased distribution of $0.45 per unit. This is an increase of $3.2 million, or 37 percent, over Distributable Cash Flow of $8.7 million in the 2003 fourth quarter. For the full year of 2004, Distributable Cash Flow was $42.2 million, or 2.29 times the amount required to cover the Minimum Quarterly Distribution and 1.14 times the amount required to cover its actual distributions of $37.0 million. Distributable Cash Flow for the year increased more than 40 percent from the 2003 figure of $29.5 million. 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 increase in Distributable Cash Flow was due to growth in the Partnership's gross margin, to $33.2 million compared to $18.5 million in the corresponding 2003 period, an increase of 80 percent. Gross margin from the Midstream business segment increased by $13.0 million, or 98 percent, to $26.3 million, due to growth in on-system gathering and transmission volumes of 104 percent, and to growth in processed volumes of 182 percent. The acquisition of Louisiana Intrastate Gas (LIG) Pipeline Company and its subsidiaries on April 1, 2004 was the main driver of growth in Midstream gross margins. LIG contributed $10.8 million to gross margin in the quarter.

Gross margin for the quarter from the Treating segment increased by $1.7 million, or 33 percent, to $7.0 million. Improvements in margins of the Seminole plant provided $266 thousand of the increase. Growth in the number of treating plants in service from 52 at the end of the fourth quarter of 2003 to 74 at the end of the fourth quarter of 2004 created the remaining increase in Treating margins.

For similar reasons, gross margin for the year increased from $59.7 million to $112.3 million, or 88 percent. Of the $52.6 million gross margin increase for the year, $43.5 million was contributed from the midstream segment. In addition to improvements from the LIG acquisition ($27.7 million for the nine months it was owned in 2004), midstream margins increased $7.9 million due to the DEFS assets acquired mid-year 2003. Treating margins improved $9.1 million year over year, $4.5 million of which is due to ownership of the Seminole plant for only six months in 2003, and $4.1 million due to the net growth in treating plants in service. These improvements were offset by increases in operating expenses of $5.9 million and $20.4 million for the quarter and year respectively, primarily associated with the new assets in service.

General and administrative expenses increased by $5.1 million and $13.2 million for the quarter and year, respectively. The Partnership's general and administrative costs were capped in 2003. Without such a cap, annual general and administrative expenses would have been $10.2 million in 2003 compared to $20.1 million in 2004, an increase of $9.9 million. This increase is related to the staffing increases around the LIG acquisition and the significant infrastructure improvements being made at the company to support future growth. Also included in general and administrative costs are $2.7 million associated with the implementation of new computer systems, outside consultants and audit work related to compliance with Sarbanes Oxley and corporate development costs.

Interest expense increased $1.8 million and $5.8 million for the quarter and year, respectively, as the Partnership has financed its growth in 2004 with debt. The Partnership's capital structure is still very conservative.

Crosstex Energy, Inc.

The Corporation's share of Partnership distributions, including distributions on its ten million limited partner units, its two percent general partner interest, and the incentive distribution rights, was $6.5 million in the fourth quarter, compared to $4.4 million in the fourth quarter of 2003, an increase of over 47 percent. The recently announced increase in the Partnership's distribution increased the Corporation's share of the distribution by $0.5 million, from $6.0 million in the third quarter of 2004 to $6.5 million for the fourth quarter.

"The accretive growth of the Partnership and the growth of the Corporation's distributions received from the Partnership have allowed it to increase its dividend payable to its stockholders by 30 percent in the first year of its existence as a public company," said Mr. Davis. "From the first quarter to the fourth quarter of 2004, we increased dividends from $0.30 per share to $0.39 per share."

Earnings Call

Crosstex will hold its quarterly conference call to discuss fourth quarter results today at 10:00 a.m. Central Time (11:00 a.m. Eastern Time). The dial- in number for the call is 800-706-7741, 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 76714886. A replay of the broadcast will also be available on the Partnership's Web site.

About the Crosstex Energy Companies

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 80 natural gas amine treating plants. Crosstex currently provides services for over 1.9 BCF/day of natural gas.

Crosstex Energy, Inc. owns the general partner, a 54 percent limited partner interest and the incentive distribution rights of Crosstex Energy, L.P.

Additional information about the Crosstex companies 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 and the Corporation believe are reasonable. However, the 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 and the Corporation'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 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.

(tables to follow)

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

<TABLE>
<CAPTION>

	Quarter Ended December 31,		Twelve Months Ended December 31,	
	2004	2003	2004	2003
<S>	<C>	<C>	<C>	<C>
Revenues				
Midstream	$ 620,840	$ 244,130	$ 1,948,021	$ 989,697
Treating	8,163	6,513	30,755	23,966
	629,003	250,643	1,978,776	1,013,663
Cost of Gas				
Midstream	594,580	230,898	1,861,204	946,412
Treating	1,182	1,257	5,274	7,568
	595,762	232,155	1,866,478	953,980
Gross Margin	33,241	18,488	112,298	59,683
Operating Expenses	11,599	5,685	38,141	17,692
General & Administrative	6,828	1,732	20,064	6,844
Profit on Energy Trading Activities	(715)	(414)	(2,507)	(1,905)
Stock Based Compensation	235	696	1,001	5,345
(Gain) Loss on Sale of Property	--	--	(12)	--
Depreciation and Amortization	6,535	4,191	23,034	13,268
Total	24,482	11,890	79,721	41,244
Operating Income	8,759	6,598	32,577	18,439
Interest Expense	(3,006)	(1,196)	(9,220)	(3,392)
Other Income	544	129	798	179
Total Other Income (Expense)	(2,462)	(1,067)	(8,422)	(3,213)
Income Before Income Taxes and Interest of Non-controlling Partners in the Partnership's Net Income	6,297	5,531	24,155	15,226
Interest of Non-controlling Partners in the Partnership's Net Income	(139)	--	(289)	--
Income Tax Provision	(46)	--	(162)	--
Net Income	$ 6,112	$ 5,531	$ 23,704	$ 15,226
General Partner Share of Net Income	$ 1,908	$ 619	$ 5,913	$ 1,240
Limited Partners Share of Net Income	$ 4,204	$ 4,912	$ 17,791	$ 13,986
Net Income per Limited Partners' Unit	$ 0.22	$ 0.26	$ 0.95	$ 0.88
Weighted Average Limited Partners' Units Outstanding (Diluted)	18,713	18,564	18,633	15,960

</TABLE>

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

<TABLE>
<CAPTION>

	Quarter Ended December 31,		Twelve Months Ended December 31,	
	2004	2003	2004	2003
<S>	<C>	<C>	<C>	<C>
Net Income	$ 6,112	$ 5,531	$ 23,704	$ 15,226
Depreciation and Amortization (A)	6,478	4,191	22,852	13,268
Stock Based Compensation	235	696	1,001	5,345
Loss (Gain) on Sale of Property	--	--	(12)	--
Proceeds from Sale of Property	--	--	611	--
Deferred Tax Benefit	(22)	--	(190)	--
Cash Flow	12,803	10,418	47,966	33,839
Maintenance Capital Expenditures	(915)	(1,738)	(5,729)	(4,310)

Distributable Cash Flow	$ 11,888	$ 8,680	$ 42,237	$ 29,529
Minimum Quarterly Distribution (MQD)	$ 4,615	$ 4,605	$ 18,458	$ 16,658
Distributable Cash Flow/MQD	2.58	1.89	2.29	1.77
Actual Distribution	$ 10,164	$ 7,436	$ 37,032	$ 22,149
Distribution Coverage	1.17	1.17	1.14	1.33

</TABLE>

(A) Excludes minority interest share of depreciation and amortization of $57,000 and $182,000 for the three and twelve months ended December 31, 2004, respectively.

CROSSTEX ENERGY, L.P.
Operating Data
(All volumes in MMBtu/d)

<TABLE>
<CAPTION>

	Quarter Ended December 31,		Twelve Months Ended December 31,	
	2004	2003	2004	2003
<S>	<C>	<C>	<C>	<C>
Pipeline Throughput				
Gulf Coast Transmission	56,000	97,000	72,000	85,000
Vanderbilt	89,000	61,000	68,000	49,000
CCNG Transmission	175,000	127,000	179,000	157,000
CCNG Transmission - Hallmark	108,000	73,000	103,000	57,000
Gregory Gathering	120,000	151,000	133,000	151,000
Mississippi	78,000	74,000	78,000	79,000
Arkoma	17,000	15,000	19,000	13,000
LIG Pipeline & Marketing	619,000	N/A	603,000(A)	N/A
Other Midstream	30,000	35,000	34,000	35,000
Total Gathering and Transmission Volume	1,292,000	633,000	1,289,000	626,000
Natural Gas Processed				
Gregory Processing	93,000	128,000	106,000	106,000
Conroe Processing	22,000	25,000	25,000	26,000
LIG Processing	317,000	N/A	294,000(A)	N/A
Total Processed Volume	432,000	153,000	425,000	132,000
Total On-System Volumes	1,724,000	786,000	1,714,000	758,000
Producer Services Volumes	212,000	246,000	210,000	259,000
Treating Plants in Service (B)	74	52		

</TABLE>

(A) Represents activity since April 1, 2004 acquisition.
(B) 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.
-0- 03/08/2005
/CONTACT: Barry E. Davis, President and Chief Executive Officer, or William W. Davis, Executive V.P. and Chief Financial Officer, both of Crosstex Energy, +1-214-953-9500/
/Web site: http://www.crosstexenergy.com /