



DIVISION OF  
CORPORATION FINANCE  
MAIL STOP 7010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

March 4, 2008

Mr. Barry E. Davis  
President and Chief Executive Officer  
Crosstex Energy, Inc. and Crosstex Energy, L.P.  
2501 Cedar Springs  
Dallas, TX 75201

**Re:   Crosstex Energy, Inc.  
      Form 10-K for the Fiscal Year Ended December 31, 2006  
      Filed March 1, 2007  
      File No. 0-50536**

**Crosstex Energy, L.P.  
      Form 10-K for the Fiscal Year Ended December 31, 2006  
      Filed March 1, 2007  
      File No. 0-50067**

Dear Mr. Davis:

We have reviewed your Form 10-K's for the Fiscal Year Ended December 31, 2006 and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Crosstex Energy, Inc.

Schedule 14A filed March 30, 2007

Executive Compensation

Compensation Discussion and Analysis, page 11

1. We note your response to prior comment 2 and issue it in part. In future filings, please disclose the target or “predetermined” ROI.

Closing Comments

Please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested information. Detailed letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Mark Wojciechowski at (202) 551-3759 if you have comments on the financial statements and related matters. Please contact Mike Karney at (202)

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551-3847 or in his absence, Anne Nguyen-Parker at (202) 551-3611 with any other questions.

Sincerely,

H. Roger Schwall  
Assistant Director