



DIVISION OF  
CORPORATION FINANCE  
Mail Stop 7010

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

September 12, 2007

Via U.S. mail

Felix J. Dawson, Chief Executive Officer  
Constellation Energy Partners LLC  
111 Market Place  
Baltimore, Maryland 21202

**Re: Constellation Energy Partners LLC  
Schedule 14A  
Filed August 14, 2007  
File No. 001-33147**

Dear Mr. Dawson:

We have reviewed your response letter dated September 6, 2007 and the filing 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.

General

1. Please expand and clarify your disclosure throughout the Schedule 14A regarding the distribution process for the Common Units and the Class F Units. For example, on page two under the answer to the question, "What Happens if the Class F Conversion and Issuance Proposal is Not Approved?" you state, "[The increase in the initial quarterly distribution payable to Class F Unitholders] reduces the amount of cash available for Common Unitholders." Please expand this disclosure to explain why this would be the case given that, if the proposal is not approved, the Class F Units would remain subordinate to the Common Units.

Further, explain how arrearages will be paid to Class F Unitholders.

2. Include disclosure that reflects what will happen to the voting power of Common Unitholders if the proposal is approved. We note the table on page 9 of the Schedule 14A.

As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and 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.

Felix J. Dawson  
Constellation Energy Partners LLC  
September 12, 2007  
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Please contact John Madison at (202) 551-3296 or me at (202) 551-3745 with any questions regarding our comments.

Sincerely,

H. Roger Schwall  
Assistant Director

Cc: J. Madison

Via facsimile  
G. Michael O'Leary  
(713) 238-7130