

Edgar Filing: CRESCENT REAL ESTATE EQUITIES CO - Form 8-K

(c) Exhibits:

The exhibits listed in the following index relate to the offering described in Item 5 above pursuant to a prospectus supplement dated April 22, 2002 to the prospectus dated April 22, 2002, which forms a part of the Company's Registration Statement on Form S-3 (No. 333-38071) and are filed herewith for incorporation by reference in such Registration Statement.

EXHIBIT NO.	DESCRIPTION
3.1	Restated Declaration of Trust of the Company, as amended
4.1	Statement of Designation of Series A Preferred Shares dated April 25, 2002
5.1	Opinion of Shaw Pittman LLP as to the legality of the Series A Preferred Shares to be issued
8.1	Opinion of Shaw Pittman LLP as to material tax issues relating to the Company
10.1	Placement Agency Agreement, dated as of April 22, 2002, by and among the Company, Crescent Real Estate Equities Limited Partnership, Merrill Lynch & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated
10.2	Purchase Agreement, dated as of April 22, 2002, by and between the Company and Cohen & Steers Capital Management, Inc., on behalf of itself and as investment adviser to certain client accounts
23.1	Consent of Shaw Pittman LLP (included in its opinions filed as Exhibits 5.1 and 8.1)

SIGNATURE

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.

CRESCENT REAL ESTATE EQUITIES COMPANY

Dated: April 25, 2002

By: /s/ JERRY R. CRENSHAW, JR.

Name: Jerry R. Crenshaw, Jr.
Title: Senior Vice President and
Financial Officer

INDEX TO EXHIBITS

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