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(c) Exhibits:

The exhibits listed in the following index relate to the offering of 2,800,000 Series A Preferred Shares 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
12.1	Computation of Ratio of Earnings to Fixed Charges and Preferred Share Dividends
23.1*	Consent of Shaw Pittman LLP (included in its opinions filed as Exhibits 5.1 and 8.1)

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\* Previously filed

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 29, 2001

By: /s/ David M. Dean

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Name: David M. Dean  
Title: Executive Vice President, Law and Administration

