

CRESCENT REAL ESTATE EQUITIES CO

Form 8-K

December 21, 2005

**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): December 15, 2005**

**CRESCENT REAL ESTATE EQUITIES COMPANY**  
**(Exact name of registrant as specified in its charter)**

**Texas**  
(State or other jurisdiction  
of incorporation)

**1-13038**  
(Commission file number)

**52-1862813**  
(I.R.S. Employer  
Identification Number)

**777 Main Street, Suite 2100**  
**Fort Worth, Texas 76102**  
**(817) 321-2100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)  
(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 230.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 230.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Securities Act (17 CFR 230.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

*Crescent Real Estate Equities Company ( Crescent Equities ) conducts its business through its direct and indirect subsidiaries, which include Crescent Real Estate Equities Limited Partnership (the Operating Partnership ) and the direct and indirect subsidiaries of the Operating Partnership and its general partner. Unless the context otherwise requires, the term Company includes, as applicable, Crescent Equities, the Operating Partnership, the general partner of the Operating Partnership and the direct and indirect subsidiaries of the Operating Partnership or its general partner.*

Summary Description of Terms of Agreement

On December 15, 2005, Crescent Real Estate Funding VIII, L.P. (the Borrower ), an indirect wholly owned subsidiary of the Operating Partnership, amended and restated its existing credit facility (the Facility ) with a syndicate of lenders. The Facility was arranged by KeyBank National Association, as Administrative Agent, Deutsche Bank Trust Company Americas, as Syndication Agent, Keybank Capital Markets and Deutsche Bank Securities, Inc., as Sole Co-Lead Arrangers, and Bank of America, N.A., as Documentation Agent.

The Facility provides for a \$400 million revolving credit facility maturing on February 9, 2008, which is guaranteed by the Operating Partnership. The Facility includes a \$40 million letter of credit subfacility. The interest rate on the Facility is LIBOR plus a margin determined by the Operating Partnership's ratio of indebtedness to assets. The currently applicable margin is 160 basis points. The Borrower expects to use the facility primarily for working capital and cash flow management purposes, as well as to provide interim financing for property acquisitions and mezzanine loans until permanent financing for the assets may be arranged.

The amount that may be drawn on the Facility may be limited based on the net operating income of the properties owned by the Borrower and any subsidiary guarantors and on the value of certain designated investments. The Facility is unsecured but contains restrictions on the ability of the Borrower to sell any of the 18 office or hotel properties that it owns out of the Company's total property portfolio, although properties may be substituted, released or added. In addition, subsidiaries of the Operating Partnership, which own six additional office properties, have guaranteed the Facility and will be unable to transfer those properties as long as they are guarantors. The Operating Partnership has also guaranteed the Facility.

Under the Facility, the Borrower and the Operating Partnership are subject to certain limitations including the ability to: incur additional debt or sell assets; make certain investments and acquisitions; and grant liens. The Borrower and Operating Partnership are also subject to financial covenants, which include debt service ratios, leverage ratios and, in the case of the Operating Partnership, a minimum tangible net worth limitation, an interest coverage ratio and a fixed charge coverage ratio.

The Facility is subject to customary events of default, the occurrence of which could lead to an acceleration of the Borrower's and Operating Partnership's obligations thereunder.

Other Relationships Between the Company and the Parties to the Agreement

Each of KeyBank National Association, Deutsche Bank Trust Company Americas, and Bank of America, N.A. is a lender under the Facility. Some of the lenders or their respective affiliates from time to time have provided in the past and may provide in the future investment banking, commercial lending and financial advisory services to the Company and its affiliates in the ordinary course of business.

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.

CRESCENT REAL ESTATE EQUITIES  
COMPANY

By: /s/ Jerry R. Crenshaw, Jr.  
Name: Jerry R. Crenshaw, Jr.  
Title: Managing Director and Chief Financial  
Officer

Date: December 15, 2005