

15/2/96
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GEORGE J. BUGLEWICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE



ASSIGNMENT OF SKYWALK EASEMENT AND OPERATING AGREEMENT

to be effective as of
THIS ASSIGNMENT made and entered into this 12 day of June, 1996, by and between STATE OF CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, an agency of the State of California ("Assignor") and CRESCENT REAL ESTATE EQUITIES LIMITED PARTNERSHIP, a Delaware limited partnership ("Assignee").

WITNESSETH:

For and in consideration of the mutual promises herein contained and other valuable consideration, the parties agree as follows:

1. Assignor hereby assigns to Assignee the interest of Assignor in that certain Skywalk Easement and Operating Agreement dated June 13, 1996 by and among Assignor, Assignee and The City of Omaha, Nebraska, a municipal corporation (the "City"), and to be recorded herewith in the Miscellaneous Records of Douglas County, Nebraska (the "Easement Agreement").
2. Assignee hereby assumes and agrees to perform all obligations of Assignor arising from and after the date hereof under the Easement Agreement.
3. This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, and all of which, together, shall constitute one and the same instrument.

(6/13/96)
 FEE 330 R FB 03-8000
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IN WITNESS WHEREOF, the parties have executed this Assignment as of the day and year first above written.

ASSIGNOR:

STATE OF CALIFORNIA PUBLIC
EMPLOYEES' RETIREMENT SYSTEM

By: Roger Franz
Name: ROGER FRANZ
Title: Mortgage Investment Officer

ASSIGNEE:

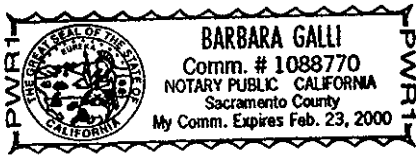
CRESCENT REAL ESTATE EQUITIES
LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Crescent Real Estate
Equities, Ltd.
a Delaware corporation, its sole
general partner

By: _____
Name: _____
Title: _____

STATE OF CALIFORNIA)
COUNTY OF Sacramento) ss.

The foregoing instrument was acknowledged before me on June 7, 1996 by ROGER FRANZ, Mortgage Investment Officer of State of California Public Employees' Retirement System for and on behalf of the Corporation.



Barbara Galli
Notary Public

My Commission Expires: 2/23/2000.

IN WITNESS WHEREOF, the parties have executed this Assignment as of the day and year first above written.

ASSIGNOR:

STATE OF CALIFORNIA PUBLIC
EMPLOYEES' RETIREMENT SYSTEM

By: _____
Name: _____
Title: _____

ASSIGNEE:

CRESCENT REAL ESTATE EQUITIES
LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Crescent Real Estate
Equities, Ltd.
a Delaware corporation, its sole
general partner

By: 
Name: DAVID M. DEAN
Title: Senior Vice President, Law

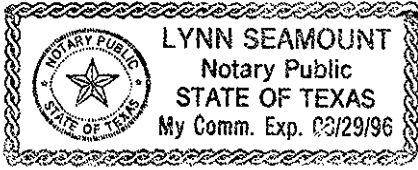
STATE OF TEXAS)
COUNTY OF TARRANT) ss.

On the 10th day of June, 1996, before me personally came David M. Deau, to me known, who, being by me duly sworn, did depose and say that he resides at 2009 Mayflower, Dallas, Texas; that he is the

~~Senior Vice President, Law of Crescent Real Estate Equities, Ltd.~~, the corporation described in and which executed the foregoing instrument; which corporation is the general partner of

~~Crescent Real Estate Equities Limited Partnership~~ the partnership which executed the foregoing instrument; that the execution of the instrument by

~~Crescent Real Estate Equities Limited Partnership~~ was duly authorized according to the Articles of Partnership; that ~~Crescent Real Estate Equities, Ltd.~~ the general partner, executed the instrument on behalf of the said partnership pursuant to said authorization and that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



Lynn Seamount
Notary Public

NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

My Commission Expires: _____.

Legal Description of Skywalk Corridor

A pedestrian passageway situated within the following described real property:

The East 154.45 feet of Block 118, Original City of Omaha, Douglas County, Nebraska, together with the vacated East 154.45 feet of the alley lying within Block 118 (herein the "Land")

which is bounded by public rights of way for Douglas Street on the North, 15th Street on the East, Farnum Street on the South, and privately owned land (herein "Other Land") on the West, and within a building presently known as Central Park Plaza (herein the "Building") which is situated on the Land, and said passageway is more particularly described as follows:

At a width of approximately 8 feet 6 inches and a height floor to ceiling commencing at the connection of the public pedestrian bridge over Douglas Street to the second floor of the Building at the westerly end of the northerly wall thereof, thence running southerly contiguous to the inside of the westerly wall of the Building parallel with the easterly boundary of the Other Land, a distance of approximately 90 feet 6 inches; thence running easterly at a reduced width of approximately 6 feet 8 inches a distance of approximately 22 feet, thence running northeasterly at said width a distance of approximately 6 feet to a stairwell entrance door; thence along all of the said entrance and stairwell between the second and first floors of the Building to its first floor entrance door; thence on the first floor of the Building, at a width of approximately 5 feet and a height floor to ceiling, running easterly a distance of approximately 12 feet to a main entrance lobby of the Building; thence running southeasterly a distance of approximately 30 feet through a door to the exterior of the Building; thence at a width of approximately 5 feet running northeasterly along an exterior concrete walkway to the public right of way for 15th Street and the end of the passageway.

Widths and distances used herein are approximate and are limited by any existing walls, it being the intent to describe the passageway as it presently exists, subject to relocation pursuant to the terms of the instrument of which this exhibit forms a part.