

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 9, 1995.
 AMOUNT DUE ON OR BEFORE 8/9/95: \$155 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$305)

1-4

NONPROFIT CORPORATION ANNUAL REPORT

1996



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

FILED
May 19, 1996 08:00 AM
 Secretary of State

DOCUMENT # 809076 (3)

1. Corporation Name
TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA

Principal Place of Business Mailing Address
730 THIRD AVENUE NEW YORK NY 10017

DO NOT WRITE IN THIS SPACE

| | |
|---|--|
| 3. Date Incorporated or Qualified 10/03/1952 | 3a. Date of Last Report 06/13/95 |
| 4. FEI Number 13-1624203 | Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 7. Nonprofit with IRS 501(c)(3) Tax Exempt Status <input checked="" type="checkbox"/> | FILING FEE IS \$61.25 |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | |
|--------------------------------|-------------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21. Suite, Apt. #, etc. | 26. Suite, Apt. #, etc. |
| 22. City & State | 27. City & State |
| 23. Zip | 28. Zip |
| 24. Country | 29. Country |
| 25. Country | 30. Country |

9. Name and Address of Current Registered Agent
**METZ, STEPHEN W
 MESSER VICKERS LAW FIRM, SUITE 701
 215 S. MONROE ST., P.O. BOX 1876
 TALLAHASSEE FL 32302-1876**

| | | | | |
|----------|--|-----|-----------|--------------|
| 81. Name | 82. Street Address (P.O. Box Number is Not Acceptable) | 83. | 84. City | 85. Zip Code |
| | | | FL | |

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered officer or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | |
|--|---|
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | CEO BIGGS, JOHN H. 730 THIRD AVE. NEW YORK NY |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | P JONES, THOMAS 730 THIRD AVE. NEW YORK NY |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | AVP MASTERS, MARY ANN E. 730 THIRD AVE NEW YORK NY |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | V STAMM, CHARLES 730 THIRD AVE NEW YORK NY |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | S WILSON, ALBERT J. 730 THIRD AVENUE NEW YORK NY |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | T ADAMSKI, RICHARD J. 730 THIRD AVENUE NEW YORK NY |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|--|---|
| 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Additor T DAVID ALEXANDER POMONA COLLEGE CLAREMONT, CA 91711 |
| 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Additor T A. Howard Amon, Jr. 9125 Shady Hollow Way Fair Oaks, CA 95628 |
| 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Additor Vice President, Corporate Tax Mary Ann E. Masters 730 Third Avenue New York, NY |
| 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Additor T John H. Biggs 730 Third Avenue New York, NY 10017-3206 |
| 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Additor |
| 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Additor 400001829124 -05/20/96--01040--044 ***61.25 |

14. I do hereby certify that the information supplied with this report is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information included on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 of this report or on an attachment with an address.

SIGNATURE: *Mary Ann E. Masters* Vice President, Corporate Tax
SIGNATURE, TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 4/29/96 (212) 916-4600
DATE (Typed/Printed)

TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA

OFFICERS

- Richard Adamski Vice President & Treasurer
- Diane M. Axelrod Vice President
- John H. Biggs Chairman & Chief Executive Officer
- James F. Blair Vice President
- David B. Bullet Senior Vice President
- Peter C. Clapman Senior V.P. & Chief Counsel, Investments
- Virgil H. Cumming Senior Vice President
- Madeleine B. d'Ambrosio Vice President
- Douglas A. Dial Vice President
- Kirk L. Dorn Vice President
- Peter J. Farley Vice President
- Eric E. Fisher Vice President
- Louis R. Garcia Chief Ombudsman & Vice President
- Richard L. Gibbs Executive Vice President
- Robert G. Gilmore V.P. and Chief Counsel, Corporate Finance
- Herb B. Gordon V.P. and Chief Counsel, Government Relations
- Don Harrell Executive Vice President
- Larry D. Hershberger Senior Vice President
- Malina Horner Executive Vice President
- Edward Hudson Vice President
- Thomas W. Jones President
- Harry I. Klaristenfeld Vice President
- Linda H. Lamel Vice President
- James S. Martin Executive Vice President & Chairman
CREF Finance Committee
- Ronald P. McPhee Senior Vice President
- John A. Putney, Jr. Executive Vice President
- Jeanne Cullinan Ray V.P. & Chief Counsel, Insurance
- Betty B. Robbins V.P. & Chief Counsel, Mortgage & Real Estate
- David Shunk Vice President
- John A. Somers Senior Vice President
- Charles H. Stamm Executive Vice President, & General Counsel
- Peter A. Trikaminas Senior Vice President
- Thomas G. Walsh Executive Vice President
- Mary Ann Werner Vice President
- Albert J. Wilson V.P. & Chief Counsel, Corporate Secretary
- James A. Wolf Senior Vice President
- Susan P. Young Vice President
- Mary Ann E. Masters Vice President, Corporate Tax

Trustees of
Teachers Insurance and Annuity Association of America
(1995-1996)

David Alexander
American Secretary
The Rhodes Scholarship Trust and
Trustees' Professor
Rhodes Scholarship Trust Office
Pomona College
Claremont, CA 91711

Willard T. Carleton
Karl L. Eller Professor of Finance
Department of Finance
and Real Estate
College of Business and
Public Administration
McClelland Hall - Room 308
University of Arizona
Tucson, AZ 85721

Marcus Alexis
Board of Trustees Professor
of Economics and
Professor of Management and Strategy
J. L. Kellogg
Graduate School of Management
Northwestern University
Leverone Hall
2001 Sheridan Road
Evanston, IL 60208-2001

Robert C. Clark
Dean and
Royall Professor of Law
Harvard Law School
Harvard University
Griswold 200
Cambridge, MA 02138

A. Howard Amon, Jr.
Retired Vice President and
Director of Real Estate
J.C. Penney Company, Inc.
All correspondence to:
9125 Shady Hollow Way
Fair Oaks, CA 95628-6551

Flora Mancuso Edwards
Professor of English as a
Second Language
Former President
Middlesex County College
All correspondence to:
105 Hof Road
Edison, NJ 08817

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Chairman and
Chief Executive Officer
TIAA and CREF
730 Third Avenue
New York, NY 10017-3206

Estelle A. Fishbein, Esq.
Vice President and
General Counsel
113 Garland Hall
The Johns Hopkins University
Baltimore, MD 21218

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Executive Vice President and
Chief Lending Officer and
General Manager, Mortgage Banking
The Dime Savings Bank
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14th Floor, East Tower
1 EAB Plaza
Uniondale, NY 11556-0124

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and Treasurer
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Professor of Sociology and
Director of African Diaspora
Research Project
Michigan State University
African Diaspora Research Project
Urban Affairs Programs
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East Lansing, MI 48824

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Vice Chairman, President and
Chief Operating Officer
TIAA and CREF
730 Third Avenue
New York, NY 10017-3206

Sister Dorothy Ann Kelly, O.S.U.
President
Office of the President
College of New Rochelle
New Rochelle, NY 10805

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Vice Chairman and
Chief Investment Officer
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Director
The Thomas Jefferson Center
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400 Peter Jefferson Place
Charlottesville, VA 22901-8691

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Chief Executive Officer
RCSB Financial, Inc.
235 East Main Street
Rochester, NY 14604

Ronald L. Thompson
Chairman and
Chief Executive Officer
Midwest Stamping Co.
P. O. Box 488
513 Napoleon Road
Bowling Green, OH 43402

Paul R. Tregurtha
Chairman and
Chief Executive Officer
Mormac Marine Group, Inc.
Three Landmark Square
Stamford, CT 06901

Charles J. Urstadt
Chairman and President
HRE Properties
321 Railroad Avenue
Greenwich, CT 06830

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Chief Executive Officer
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20th Floor
One Bausch & Lomb Place
Rochester, NY 14604-2701