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Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 809076 (3)
1. Corporation Name
TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA

Principal Place of Business 730 THIRD AVENUE NEW YORK NY 10017	Mailing Address 730 THIRD AVENUE NEW YORK NY 10017-3206
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3. Date Incorporated or Qualified 10/03/1952	3a. Date of Last Report 05/19/1997
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2. Principal Place of Business 21	2a. Mailing Address 28
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 26
Zip 24	Country 25
Zip 29	Country 30

4. FEI Number 13-1624203	Applied For <input type="checkbox"/> Not Applied
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
8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

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**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	318 N. Monroe Street
84 City	Tallahassee
85 Zip Code	FL 32301

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 office 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 _____ (NOTE: Registered Agent signature required when relating) _____ **DATE** _____

12. OFFICERS AND DIRECTORS

TITLE	CEO <input type="checkbox"/> DELETE
NAME	BIGGS, JOHN H.
STREET ADDRESS	730 THIRD AVE.
CITY-ST-ZIP	NEW YORK NY
TITLE	P <input checked="" type="checkbox"/> DELETE
NAME	JONES, THOMAS
STREET ADDRESS	730 THIRD AVE.
CITY-ST-ZIP	NEW YORK NY
TITLE	V <input type="checkbox"/> DELETE
NAME	MASTERS, MARY ANN E.
STREET ADDRESS	730 3RD AVE
CITY-ST-ZIP	NEW YORK NY
TITLE	V <input type="checkbox"/> DELETE
NAME	STAMM, CHARLES
STREET ADDRESS	730 THIRD AVE
CITY-ST-ZIP	NEW YORK NY
TITLE	S <input type="checkbox"/> DELETE
NAME	WILSON, ALBERT J.
STREET ADDRESS	730 THIRD AVENUE
CITY-ST-ZIP	NEW YORK NY
TITLE	T <input type="checkbox"/> DELETE
NAME	ADAMSKI, RICHARD J.
STREET ADDRESS	730 THIRD AVENUE
CITY-ST-ZIP	NEW YORK NY

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
1.2 NAME	* SEE ATTACHED LISTING
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	T Alexander, David
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	333 College Way
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	Willard, Carleton T.
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	
5.2 NAME	Alexis, Marcus
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	
6.2 NAME	800002543228
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	
	***61.25

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated 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. I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13, if changed, on an attachment with an address.

SIGNATURE:  **Edward J. Leahy**
Corporate Tax Officer
Date: **4/27/98** - (212) 916-4625

22-Apr-98

**OFFICERS OF
TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA
AS OF DECEMBER 31, 1997**

Richard J. Adamski
John H. Biggs
Peter C. Clapman
Madeleine B. D'Ambrosio
Kirk L. Dorn
Peter J. Farley
Richard L. Gibbs
Don Harrell
Larry D. Hershberger
Matina S. Horner
Edward W. Hudson
Harry I. Klaristenfeld

Edward J. Leahy
Mary Ann E. Masters
Martin L. Leibowitz
John J. McCormack
Ronald P. McPhee
John A. Putney, Jr.
Jeanne Cullinan Ray
Betty B. Robbins
David Shunk
John A. Somers
Charles H. Stamm
Peter A. Trikaminas
Thomas G. Walsh
Mary Ann Werner
Albert J. Wilson
James A. Wolf
Susan P. Young

Vice President & Treasurer
Chairman & Chief Executive Officer
Senior V.P. & Chief Counsel, Investments
Vice President
Vice President
Vice President
Executive Vice President
Executive Vice President
Senior Vice President
Executive Vice President
Vice President
Vice President and Chief Actuary,
Pension and Annuity Services
Corporate Tax Officer
Vice President, Corporate Tax
Vice Chairman & Chief Investment Officer
Executive Vice President
Senior Vice President
Executive Vice President
V.P. & Chief Counsel, Insurance
V.P. & Chief Counsel, Mortgage & Real Estate
Vice President
Executive Vice President
Executive Vice President & General Counsel
Senior Vice President
Executive Vice President
Vice President
V.P. & Chief Counsel, Corporate Secretary
Senior Vice President
Vice President

The address of all the above is 730 Third Avenue, New York, N.Y. 10017-3206.

Trustees of
Teachers Insurance and Annuity Association of America
(1997-1998)

David Alexander
President Emeritus
Pomona College
Sumner Hall
333 College Way
Claremont, CA 91711-6305

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

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

Frederick R. Ford
Executive Vice President
and Treasurer
Purdue University
1032 Hovde Hall of Administration
West Lafayette, IN 47907-1032

John H. Biggs
Chairman, President and
Chief Executive Officer
TIAA and CREF
730 Third Avenue
New York, NY 10017-3206

Martin J. Gruber
Nomura Professor of Finance
Leonard N. Stern School of Business
New York University
All correspondence to:
229 South Irving Street
Ridgewood, NJ 07450

Willard T. Carleton
Karl L. Eller Professor of Finance
Department of Finance
and Real Estate
College of Business and
Public Administration
University of Arizona
All correspondence to:
4915 Camino Antonio
Tucson, AZ 85718-6005

Ruth Simms Hamilton
Professor of Sociology and
Director of African Diaspora
Research Project
Michigan State University
W142 Owen Graduate Hall
East Lansing, MI 48824

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

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

Martin L. Leibowitz
Vice Chairman and
Chief Investment Officer
TIAA and CREF
730 Third Avenue
New York, NY 10017-3206

Robert M. O'Neil
Director
The Thomas Jefferson Center
for the Protection of
Free Expression
400 Peter Jefferson Place
Charlottesville, VA 22911-8691

Leonard S. Simon
Vice Chairman
Charter One 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

William H. Waltrip
Chairman
Bausch & Lomb Incorporated
20th Floor
One Bausch & Lomb Place
Rochester, NY 14604-2701

Rosalie J. Wolf
Treasurer and
Chief Investment Officer
The Rockefeller Foundation
420 Fifth Avenue
New York, NY 10018-2702