



Teachers Insurance and Annuity Association
College Retirement Equities Fund

730 Third Avenue
New York, NY 10017-3206

Peter A. Weinberg
Senior Counsel

(212) 916-5938
(212) 916-6455 Fax

2520042392759

February 5, 1998

Certified Mail
Return Receipt Requested

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
United States Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: Teachers Insurance and Annuity Association
Retirement Benefit Equalization Plan

Dear Sir or Madam:

Teachers Insurance and Annuity Association ("TIAA") (EIN 13-1624203), in accordance with Department of Labor Regulation 29 CFR § 2520.104-23, is writing to advise the Department that as of January 1, 1998, it maintains the TIAA Retirement Benefit Equalization Plan (the "Plan"). The Plan is maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees and there are currently 84 participants. TIAA will provide the Department with a copy of the Plan document, upon request.

Yours truly,

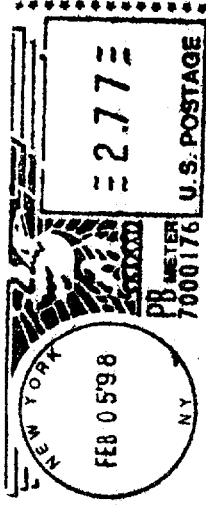
Peter A. Weinberg

PAW\jrb\295

Peter Weunberg 730/14/31



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right of the return address

CERTIFIED

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MAIL

