

TIAA-CREF Individual & Institutional Services, LLC

(A wholly-owned subsidiary of Teachers Insurance and
Annuity Association of America)

Statement of Financial Condition

June 30, 2010

(UNAUDITED)

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Assets

Cash	\$ 889,375
Cash segregated under regulatory requirements	53,755,032
Investments, at fair value	9,797,063
Receivable from customers	672
Receivable from Non-Proprietary Funds	53,573
Receivable from clearing broker	3,814,159
Interest receivable	2,209
Due from affiliated entities	3,771,264
Deposit with clearing agency	20,004
Total assets	<u>\$ 72,103,351</u>

Liabilities and Membership Capital

Due to affiliated entities	\$ 13,634,304
Due to bank	21,238
Due to Trust Company	344,310
Cash held temporarily for customers	267,284
Other liabilities	1,329,674
Total liabilities	<u>15,596,810</u>
Member's capital	<u>56,506,541</u>
Total liabilities and member's capital	<u>\$ 72,103,351</u>

The accompanying notes are an integral part of this Statement of Financial Condition.

TIAA-CREF Individual & Institutional Services, LLC

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Notes to Statement of Financial Condition (Unaudited)

June 30, 2010

1. Organization

TIAA-CREF Individual & Institutional Services, LLC ("Services") was incorporated on September 4, 1990 as a membership corporation and is a wholly-owned subsidiary of Teachers Insurance and Annuity Association of America ("TIAA"), a legal reserve life insurance company established under the insurance laws of the State of New York in 1918. Services is a registered broker-dealer under the Securities Exchange Act of 1934 and a member of the Financial Industry Regulatory Authority. Effective January 1, 2004, Services was converted from a membership corporation to a single member limited liability company ("LLC").

Services maintains a contractual arrangement with Teachers Personal Investors Services, Inc. ("TPIS") to distribute insurance products, and the shares of various mutual funds on a retail basis for which TPIS is the principal underwriter.

Services offers brokerage services to individuals as an introducing broker clearing on a fully disclosed basis through Pershing LLC. Services also offers investment advisory services to individuals maintaining accounts at Pershing LLC for which it is separately compensated.

Services maintains a Distribution Agreement with TIAA-CREF Life Insurance Company ("T-C Life") under which Services is the principal underwriter and distributor for market value adjustment annuity products offered by T-C Life.

Services maintains a Distribution Agreement with TIAA under which Services is the principal underwriter and distributor for variable annuities issued by TIAA.

Services maintains distribution agreements with numerous unaffiliated mutual fund groups, and collaborates with TIAA to offer direct sales of selected mutual fund investments ("Non-proprietary Funds") to customers of TIAA. Services receives distribution fees on the sale of these non-proprietary mutual funds. Services also pays TIAA a fee for providing recordkeeping services on these sales.

Effective May 1, 2010 Services entered into a Phone Center and Field Support Agreement with TIAA-CREF Tuition Financing Inc. ("TFI") under which Services is compensated for actual costs incurred for services it provides to TFI in its role as program manager for various state tuition savings plan.

Various cash disbursements for Services are made by TIAA, which is reimbursed by Services in accordance with a Cash Disbursement and Reimbursement Agreement between Services and TIAA. TIAA allocates certain of its costs and expenses, as well as certain direct costs, to Services. These costs and expenses primarily relate to personnel, facilities, computer equipment and software, office equipment and supplies, utilities, advertising and sales materials.

2. Significant Accounting Policies

Basis of Presentation

The accompanying Statement of Financial Condition has been prepared in accordance with accounting principles generally accepted in the United States of America. In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through September 2, 2010, the date the financial statement was issued.

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Use of Estimates

The preparation of the Statement of Financial Condition in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Statement of Financial Condition and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Valuation of Investments

Investments are carried at fair value and are held at State Street Bank.

3. Cash

Approximately 99% of Services' cash is held by one money-center bank. This bank is also the custodian of Services' segregated cash.

4. Investments

As of June 30, 2010, Services owned U.S. government agency securities, carried at fair value of \$5,998,002 and \$3,799,061, maturing September 15, 2010 and September 28, 2010, respectively.

5. Income Taxes

Services is a single member LLC and, as such, is treated as a division of TIAA for federal income tax purposes. Because of its status, Services is disregarded as a separate entity for income tax purposes. No benefit is recorded in the financial statements, as Services does not participate in TIAA's tax-sharing agreement, and therefore does not receive reimbursement for its taxable losses from TIAA. On a stand-alone basis, Services would have a gross deferred tax asset of approximately \$50 million as of June 30, 2010 derived from cumulative net operating losses. However, given Services' historical losses, a valuation allowance would be recognized as the weight of available evidence would suggest that it is more likely than not that all of the deferred tax asset would not be realized. Services files state franchise taxes and state and local income taxes on a stand-alone basis.

6. Special Reserve Bank Account

Cash of \$53,755,032, which is recorded on the Statement of Financial Condition as cash segregated under federal regulations, has been segregated in a special reserve bank account for the exclusive benefit of customers under Rule 15c3-3 of the Securities and Exchange Commission.

Cash held temporarily for customers is related to remittances awaiting final instructions or documentation from the customer, and electronic payments to customers rejected by the receiving financial institutions. The Company includes cash held temporarily for customers along with amounts pending remittance to tax authorities on behalf of customers and certain other associated items in determining the amount required to be held as segregated cash under Rule 15c3-3 of the Securities and Exchange Commission.

7. Due to Bank

At June 30, 2010, Due to Bank of \$21,238 represents amounts owed to JPMorgan Chase.

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8. Minimum Net Capital Requirements

As a registered broker-dealer, Services is subject to the minimum net capital requirements pursuant to Uniform Net Capital Rule 15c3-1 of the Securities and Exchange Commission. Under that Rule, Services is required to maintain minimum net capital, as defined, equal to the greater of \$250,000 or 6 2/3 percent of aggregate indebtedness as defined. At June 30, 2010, Services had net capital of \$55,597,175 which exceeded required net capital by \$54,557,387 and a ratio of aggregate indebtedness to net capital of 0.28 to 1.

9. Commitments and Concentration of Credit Risk

The Company offers discount brokerage services through Pershing LLC (the "Clearing Broker") on a fully disclosed basis. Pursuant to the terms of the agreement between the Company and the Clearing Broker, the Clearing Broker has the right to charge the Company for losses that result from a counterparty's failure to fulfill its contractual obligations.

As the right to charge the Company has no maximum amount and applies to all trades executed through the Clearing Broker, the Company believes there is no maximum amount assignable to this right. At June 30, 2010, the Company has recorded no liability with regard to the right. During the six months ended June 30, 2010, the Company paid the Clearing Broker no amounts related to counterparty's failure to fulfill its contractual obligations.

Services' retail brokerage clients conduct securities transactions on either a cash or margin basis. In margin transactions, credit is extended to customers by Pershing LLC subject to various regulatory and internal margin requirements. As an introducing broker, it is Services' responsibility to collect initial margin requirements from its clients and to monitor the adequacy of such collateral on an ongoing basis. In this regard, Services may require the deposit of additional collateral or may reduce security positions as necessary to satisfy regulatory and internal requirements. Margin transactions may expose Services to credit and market risk in the event a client fails to satisfy its obligations. In that event, Services may be required to purchase or sell financial instruments at current market prices to satisfy the customer's obligation to Pershing LLC. There is no maximum amount to the indemnification and no amount is accrued in these financial statements. Services mitigates this risk by revaluing collateral at current prices, limiting portfolio concentration and by monitoring compliance with credit limits and industry regulations.

The company has recorded a provision for the anticipated costs of open-regulatory actions for litigation. In the opinion of management, the ultimate disposition of such matters will not have material adverse impact on the Company's financial position, net capital or results of operations.

10. Fair Value Measurement

Investments owned are held at fair value and are considered level 2 within the hierarchy of inputs outlined in Accounting Standards Codification ("ASC") No. 820, Fair Value Measurements and Disclosures. ASC No. 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Various valuation inputs are used to determine the fair value of assets or liabilities. Such inputs are defined broadly as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

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Level 2 - Other significant observable inputs (including quoted prices for similar securities, interest rates, etc.) for the asset or liability.

Level 3 - Significant unobservable inputs (including Services' own assumptions in determining fair value) for the asset or liability.

Substantially all of Services' assets and liabilities are represented by cash balances held by depository institutions or are short-term in nature, thus their carrying amounts approximate fair value as defined within the standard. Services periodically holds investment securities, typically Federal Agency Securities, with a maturity of less than one year that are considered level 2.

11. Related Party Transactions

Services incurs expenses for administrative and distribution activities related to the issuance of variable annuity contracts by College Retirement Equities Fund ("CREF") and for the distribution activities on behalf of the TIAA Real Estate Account ("REA"). Such activities performed by Services are at cost, pursuant to a Principal Underwriting and Distribution Services Agreement with CREF and a Distribution Agreement with REA. Fees are earned based on a percentage of CREF's and REA's daily net assets, adjusted to actual costs quarterly, based on actual amounts charged to Services by TIAA.

Services distributes tuition savings plans, insurance products, and shares of various affiliated mutual funds on a retail basis under agreement with TPIS, TFI, T-C Life and TIAA. Additionally, Services distributes mutual funds to participants of TIAA and CREF as well as offers brokerage services to customers that are cleared through Pershing LLC. At June 30, 2010, due from other affiliated entities consists of \$2,131,785 from CREF, \$1,168,863 from TPIS, \$333,840 from TFI, and \$136,776 from T-C Life related to the distribution of tuition savings plans, insurance products, and mutual funds and a payable to REA of \$141,840.

Virtually all cash disbursements for operating expenses incurred by Services are paid by TIAA, which is reimbursed by Services in accordance with product level Cash Disbursement and Reimbursement Agreements with TIAA. TIAA allocates certain of its costs and expenses, as well as certain direct costs, to Services. In accordance with some of these agreements between Services and TIAA, Services is not obligated to pay TIAA for any expenses until and unless the associated revenue is received. At June 30, 2010, \$13,492,464 due to TIAA related to such expenses is included in Due to affiliated entities.

Services has an agreement with TAA-CREF Trust Company ("Trust Company") under which the Trust Company provides custodial services on certain types of mutual fund customer accounts for Services. At June 30, 2010, Payable to Trust Company totaled \$344,310 for Brokerage custody fees.