UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended March 31, 2022.

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from__________to __________

Commission file number: 33-92990; 333-254314

TIAA REAL ESTATE ACCOUNT
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation or organization)

NOT APPLICABLE
(I.R.S. Employer Identification No.)

C/O TEACHERS INSURANCE AND
ANNUITY ASSOCIATION OF AMERICA
730 Third Avenue
New York, New York 10017-3206

(Address of principal executive offices, including zip code)
Registrant's telephone number, including area code: (212) 490-9000
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer		☐	Accelerated filer	☐
Non-accelerated filer	(Do not check if a smaller reporting company)	☒	Smaller Reporting Company	☐
			Emerging Growth Company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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PART I. FINANCIAL INFORMATION

ITEM 1. UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

TIAA REAL ESTATE ACCOUNT
CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES
(Unaudited)
(In millions, except per accumulation unit amounts)

	March 31, 2022	December 31, 2021
ASSETS		
Investments, at fair value:		
Real estate properties (cost: $14,226.1 and $14,163.2)	$ 20,179.1	$ 18,903.9
Real estate joint ventures (cost: $5,505.6 and $5,497.9)	7,253.3	7,175.9
Real estate funds (cost: $696.7 and $692.9)	805.8	811.5
Real estate operating business (cost: $352.5 and $251.6)	487.6	326.3
Marketable securities (cost: $2,579.1 and $2,217.0)	2,541.2	2,207.8
Loans receivable (principal: $1,270.0 and $1,434.3)	1,259.3	1,422.7
Loans receivable with related parties (principal: $69.8 and $69.8)	69.9	69.9
Total investments (cost: $24,699.8 and $24,326.7)	$ 32,596.2	$ 30,918.0
Cash and cash equivalents	34.9	21.2
Due from investment manager	9.2	9.9
Receivable for securities sold	4.8	—
Other	304.7	327.3
TOTAL ASSETS	$ 32,949.8	$ 31,276.4
LIABILITIES		
Loans payable, at fair value (principal outstanding: $2,323.8 and $2,362.6)	2,338.0	2,380.5
Line of credit, at fair value	500.0	500.0
Accrued real estate property expenses	257.5	287.6
Payable for securities purchased	45.0	—
Other	38.3	36.3
TOTAL LIABILITIES	$ 3,178.8	$ 3,204.4
COMMITMENTS AND CONTINGENCIES		
NET ASSETS		
Accumulation Fund	29,141.9	27,476.0
Annuity Fund	629.1	596.0
TOTAL NET ASSETS	$ 29,771.0	$ 28,072.0
NUMBER OF ACCUMULATION UNITS OUTSTANDING	53.7	53.4
NET ASSET VALUE, PER ACCUMULATION UNIT	$ 542.752	$ 514.765

See notes to the consolidated financial statements

TIAA REAL ESTATE ACCOUNT
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions)
(Unaudited)

	For the Three Months Ended March 31, 2022	2021
INVESTMENT INCOME		
Real estate income, net:		
Rental income	$ 303.7	$ 288.8
Real estate property level expenses and taxes:		
Operating expenses	73.6	69.0
Real estate taxes	51.7	54.8
Interest expense	20.9	22.9
Total real estate property level expenses and taxes	146.2	146.7
Real estate income, net	157.5	142.1
Income from real estate joint ventures	60.5	43.0
Income from real estate funds	6.0	2.1
Interest	20.7	19.9
Other	0.8	—
TOTAL INVESTMENT INCOME	245.5	207.1
Expenses:		
Investment management charges	22.5	17.2
Administrative charges	13.5	14.8
Distribution charges	7.3	8.3
Mortality and expense risk charges	0.4	0.3
Liquidity guarantee charges	22.7	13.9
TOTAL EXPENSES	66.4	54.5
INVESTMENT INCOME, NET	179.1	152.6
NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS AND LOANS PAYABLE		
Net realized gain (loss) on investments:		
Real estate properties	(8.4)	3.0
Real estate joint ventures	50.9	—
Marketable securities	(1.0)	—
Loans receivable	—	(0.7)
Net realized gain on investments	41.5	2.3
Net change in unrealized gain (loss) on:		
Real estate properties	1,212.4	287.8
Real estate joint ventures	71.9	65.9
Real estate funds	(9.4)	(7.6)
Real estate operating business	60.4	—
Marketable securities	(28.6)	—
Loans receivable	1.0	13.3
Loans payable	3.7	3.5
Net change in unrealized gain on investments and loans payable	1,311.4	362.9
NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS AND LOANS PAYABLE	1,352.9	365.2
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	$ 1,532.0	$ 517.8

See notes to the consolidated financial statements

TIAA REAL ESTATE ACCOUNT
CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS
(In millions)
(Unaudited)

	For the Three Months Ended March 31,	
	2022	**2021**
FROM OPERATIONS		
Investment income, net	$ 179.1	$ 152.6
Net realized gain on investments	41.5	2.3
Net change in unrealized gain on investments and loans payable	1,311.4	362.9
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	1,532.0	517.8
FROM PARTICIPANT TRANSACTIONS		
Premiums	808.4	688.1
Annuity payments	(12.5)	(12.0)
Withdrawals and death benefits	(628.9)	(665.7)
NET INCREASE IN NET ASSETS RESULTING FROM PARTICIPANT TRANSACTIONS	167.0	10.4
NET INCREASE IN NET ASSETS	1,699.0	528.2
NET ASSETS		
Beginning of period	28,072.0	23,243.9
End of period	$ 29,771.0	$ 23,772.1

See notes to the consolidated financial statements

TIAA REAL ESTATE ACCOUNT
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions, Unaudited)

	For the Three Months Ended March 31, 2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net increase in net assets resulting from operations	$ 1,532.0	$ 517.8
Adjustments to reconcile net changes in net assets resulting from operations to net cash used in operating activities:		
Net realized gain on investments	(41.5)	(2.3)
Net change in unrealized gain on investments and loans payable	(1,311.4)	(362.9)
Purchase of real estate properties	(137.2)	(0.6)
Capital improvements on real estate properties	(84.8)	(56.0)
Proceeds from sales of real estate properties	157.7	3.0
Purchases of other real estate investments	(369.8)	(96.7)
Proceeds from sales of other real estate investments	310.8	—
Purchases and originations of loans receivable	(5.2)	(46.6)
Proceeds from sales of loans receivable	161.4	81.2
Proceeds from payoffs of loans receivable	8.2	10.9
Increase in other investments	(363.2)	(90.8)
Net change in due to/from investment manager	0.7	4.4
Increase in receivable for securities sold	(4.8)	—
Increase in payable for securities purchased	45.0	—
Decrease in other assets	20.3	21.2
(Increase) decrease in other liabilities	(35.0)	1.7
NET CASH USED IN OPERATING ACTIVITIES	(116.8)	(15.7)
CASH FLOWS FROM FINANCING ACTIVITIES		
Mortgage loan proceeds received	3.0	—
Payments of mortgage loans	(41.8)	(4.3)
Premiums	808.4	688.1
Annuity payments	(12.5)	(12.0)
Withdrawals and death benefits	(628.9)	(665.7)
NET CASH PROVIDED BY FINANCING ACTIVITIES	128.2	6.1
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	11.4	(9.6)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH		
Beginning of period cash, cash equivalents and restricted cash	46.0	61.1
Net increase (decrease) in cash, cash equivalents and restricted cash	11.4	(9.6)
End of period cash, cash equivalents and restricted cash	$ 57.4	$ 51.5
SUPPLEMENTAL DISCLOSURES:		
Cash paid for interest	$ 21.9	$ 23.5

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the Consolidated Statements of Assets and Liabilities that sum to the total of the same such amounts shown in the Consolidated Statements of Cash Flows (in millions):

	As of March 31, 2022	2021
Cash and cash equivalents	$ 34.9	$ 30.3
Restricted cash[(1)]	22.5	21.2
TOTAL CASH, CASH EQUIVALENTS AND RESTRICTED CASH	$ 57.4	$ 51.5

[(1)] Restricted cash is included within other assets in the Consolidated Statements of Assets and Liabilities.

See notes to the consolidated financial statements

TIAA REAL ESTATE ACCOUNT
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1—Organization and Significant Accounting Policies

Business: The TIAA Real Estate Account ("Account") is an insurance separate account of Teachers Insurance and Annuity Association of America ("TIAA") and was established by resolution of TIAA's Board of Trustees (the "Board") on February 22, 1995, under the insurance laws of the State of New York, for the purpose of funding variable annuity contracts issued by TIAA. The Account offers individual and group accumulating annuity contracts (with contributions made on a pre-tax or after-tax basis), as well as individual lifetime and term-certain variable payout annuity contracts (including the payment of death benefits to beneficiaries). Investors are entitled to transfer funds to or from the Account, and make withdrawals from the Account on a daily basis, under certain circumstances. Funds invested in the Account for each category of contract are expressed in terms of units, and unit values will fluctuate depending on the Account's performance.

The investment objective of the Account is to seek favorable total returns primarily through the rental income and appreciation of a diversified portfolio of directly held, private real estate investments and real estate-related investments while offering investors guaranteed, daily liquidity. The Account holds real estate properties directly and through subsidiaries wholly-owned by TIAA for the sole benefit of the Account. The Account also holds limited interests in real estate joint ventures and funds, as well as investments in loans receivable with real estate properties as underlying collateral. Additionally, the Account invests in real estate-related and non-real estate-related publicly traded securities, cash and other instruments to maintain adequate liquidity levels for operating expenses, capital expenditures and to fund benefit payments (withdrawals, transfers and related transactions).

Interim Financial Information: The Consolidated Financial Statements of the Account as of March 31, 2022 and for the three months ended March 31, 2022 and 2021 are unaudited and include all adjustments necessary to present a fair statement of results for the interim periods presented. Results of operations for the interim periods are not necessarily indicative of results for the entire year. These Consolidated Financial Statements have been prepared in accordance with the applicable rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, certain footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted from this report pursuant to the rules of the SEC. As a result, these Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and notes thereto included in the Account's Annual Report on Form 10-K for the year ended December 31, 2021 ("2021 Form 10-K").

Basis of Presentation: The accompanying Consolidated Financial Statements include the Account and those subsidiaries wholly-owned by TIAA for the benefit of the Account. Certain prior period amounts have been reclassified for comparative purposes to conform to the current period financial statement presentation. These reclassifications had no effect on previously reported results of operations. All significant intercompany accounts and transactions between the Account and such subsidiaries have been eliminated.

The Accumulation Unit Value ("AUV") used for financial reporting purposes may differ from the AUV used for processing transactions. The AUV used for financial reporting purposes includes security and participant (or "contract owner") transactions effective through the period end date to which this report relates. Total return is computed based on the AUV used for processing transactions.

Use of Estimates: The Consolidated Financial Statements were prepared in accordance with GAAP, which requires the use of estimates made by management. Actual results may vary from those estimates and such differences may be material.

The outbreak of the novel coronavirus (commonly known as "COVID-19") and the subsequent global pandemic began significantly impacting the U.S. and global financial markets and economies during the first quarter of 2020. During the second and third quarters of 2020, the Account received multiple requests for rent and loan payment relief as a result of the COVID-19 pandemic; however, the requests were slowed during the fourth quarter of 2020 and reasonably estimated at this time. The ultimate impact of the COVID-19 pandemic and the extent to which the

COVID-19 pandemic impacts the Account’s business, results of operations, investments, and cash flows will depend on future developments, which are highly uncertain and difficult to predict.

Significant Accounting Policy Updates: In the quarter ended March 31, 2022, the Account began hedging its foreign currency risk through the use of derivative instruments. The impact of this hedging activity was not material to the results of operations for the first quarter of 2022 or the Consolidated Statement of Assets and Liabilities at March 31, 2022. Other than the addition of the following accounting policy related to derivative instruments, there were no changes to the Account's significant accounting policies as described in the Account's Annual Report on Form 10-K for the year ended December 31, 2021.

Foreign Currency Forwards—The Account uses foreign currency forward contracts to manage foreign currency exchange rate risk related to foreign currency-denominated investments. Foreign currency forward contracts are recorded at fair value and are reflected in Other assets or liabilities on the Consolidated Statements of Assets and Liabilities. The fair value of foreign currency forward contracts is determined using the prevailing forward exchange rate which is derived from quotes provided by an independent pricing source.

Recent Accounting Pronouncements: In July 2021, the FASB issued ASU 2021-05—Leases (Topic 842): Lessors—Certain Leases with Variable Lease Payments (“ASU 2021-05”). The amendments in ASU 2021-05 amend the lease classification requirements for lessors to align them with practice under Topic 840. Lessors should classify and account for a lease with variable lease payments that do not depend on a reference index or a rate as an operating lease if certain criteria are met. When a lease is classified as operating, the lessor does not recognize a net investment in the lease, does not derecognize the underlying asset, and, therefore, does not recognize a selling profit or loss. The amendments are effective for fiscal years beginning after December 15, 2021, for all entities, and interim periods within those fiscal years for public business entities. Entities that have adopted Topic 842 before the issuance date of ASU 2016-05 have the option to apply the amendments either (1) retrospectively to leases that commenced or were modified on or after the adoption of Update 2016-02 or (2) prospectively to leases that commence or are modified on or after the date that an entity first applies the amendments. Management has adopted the guidance and it did not materially impact the Account.

In March 2020, the FASB issued ASU 2020-04, Facilitation of the Effects of Reference Rate Reform on Financial Reporting (“ASU 2020-04”). The guidance provides optional expedients and exceptions for applying generally accepted accounting principles to contract modifications and hedging relationships, subject to meeting certain criteria, that reference the London Interbank Offered Rate ("LIBOR") or another reference rate expected to be discontinued. The expedients and exceptions are effective for the period from March 12, 2020 through December 31, 2022. Management does not expect the guidance to materially impact the Account.

Note 2—Related Party Transactions

Investment management, administrative and distribution services are provided to the Account at cost by TIAA or certain affiliates of TIAA. Services provided at cost are paid by the Account on a daily basis based upon projected expenses to be provided to the Account. Payments are adjusted periodically to ensure daily payments are as close as possible to the Account’s actual expenses incurred. Differences between actual expenses and the amounts paid by the Account are reconciled and adjusted quarterly.

Investment management services for the Account are provided by TIAA officers, under the direction and control of the Board, pursuant to investment management procedures adopted by TIAA for the Account. TIAA’s investment management decisions for the Account are subject to review by the independent fiduciary. TIAA also provides various portfolio accounting and related services for the Account.

The Account is a party to the Distribution Agreement for the Contracts Funded by the TIAA Real Estate Account (the “Distribution Agreement”), dated January 1, 2008, by and among TIAA, for itself and on behalf of the Account, and TIAA-CREF Individual and Institutional Services, LLC (“Services”). Services is a direct wholly-owned subsidiary of TIAA, and is registered with the SEC as a broker-dealer and a registered investment adviser and is a member of the Financial Industry Regulatory Authority. Pursuant to the Distribution Agreement, Services performs distribution services for the Account which include, among other things, (i) distribution of annuity contracts issued by TIAA and funded by the Account, (ii) advising existing annuity contract owners in connection with their accumulations and (iii) helping employers implement and manage retirement plans. In addition, TIAA performs administrative functions for the Account, which include, among other things, (i) maintaining accounting records and performing accounting services, (ii) receiving and allocating premiums, (iii) calculating and making annuity payments, (iv) processing withdrawal requests, (v) providing regulatory compliance and reporting services, (vi) maintaining the Account's records of contract ownership and (vii) otherwise assisting generally in all aspects of the Account's operations. Both distribution services (pursuant to the Distribution Agreement) and administrative services are provided to the Account by Services and TIAA, as applicable, on an at cost basis. The Distribution Agreement is terminable by either party upon 60 days written notice and terminates automatically upon any assignment thereof.

In addition to providing the services described above, TIAA charges the Account fees to bear certain mortality and expense risks and risks with providing the liquidity guarantee. These fees are charged as a percentage of the net assets of the Account. Rates for these fees are established annually.

Once an Account participant begins receiving lifetime annuity income benefits, payment levels cannot be reduced as a result of the Account's actual mortality experience. As such, mortality and expense risk are contractual charges for TIAA's assumption of this risk.

TIAA provides the Account with a liquidity guarantee enabling the Account to have funds available to meet contract owner redemption, transfer or cash withdrawal requests. The liquidity guarantee is required by the New York State Department of Financial Services and is subject to a prohibited transaction exemption that the Account received in 1996 (96-76) from the U.S. Department of Labor (the "PTE 96-76"). The Account pays TIAA for the risk associated with providing the liquidity guarantee through a daily deduction from the Account's net assets. Whether the liquidity guarantee is exercised is based on the cash level of the Account from time to time, as well as recent contract owner withdrawal activity and the Account's expected working capital, debt service and cash needs, and subject to the oversight of the independent fiduciary. If the Account cannot fund contract owner withdrawal or redemption requests from the Account's own cash flow and liquid investments, TIAA will fund them by purchasing accumulation units issued by the Account (accumulation units that are purchased by TIAA are generally referred to as "liquidity units"). TIAA guarantees that contract owners can redeem their accumulation units at the accumulation unit value next determined after their transfer or cash withdrawal request is received in good order. Liquidity units owned by TIAA are valued in the same manner as accumulation units owned by the Account's contract owners. The independent fiduciary, which has the right to adjust the percentage of total accumulation units that TIAA's ownership should not exceed (the "trigger point"), has established the trigger point at 45% of the outstanding accumulation units.

Expenses for the services and fees described above are identified as such in the accompanying Consolidated Statements of Operations and are further identified as "Expenses" in *Note 11—Financial Highlights*.

The Account has loans receivable outstanding with related parties as of March 31, 2022. One loan is with a joint venture partner and the other loans are with joint ventures in which the Account also has an equity interest. The loans are held at fair value in accordance with the valuation policies described in *Note 1—Organization and Significant Accounting Policies* of the Account's 2021 Form 10-K. The following table presents the key terms of the loans as of the reporting date (in millions):

Principal 2022	Principal 2021	Related Party	Equity Ownership Interest	Interest Rate	Maturity Date	Fair Value at March 31, 2022	Fair Value at December 31, 2021
36.5	36.5	MRA Hub 34 Holding, LLC	95.00%	2.50% + LIBOR	9/1/2022	$ 36.5	$ 36.5
0.5	0.5	MRA 34 LLC	—%	3.75% + LIBOR	8/26/2022	0.5	0.5
32.8	32.8	THP Student Housing, LLC	97.00%	3.20%	9/1/2024	32.9	32.9
		TOTAL LOANS RECEIVABLE WITH RELATED PARTIES				**$ 69.9**	**$ 69.9**

Note 3—Concentrations of Risk

Concentrations of risk may arise when a number of properties are located in a similar geographic region such that the economic conditions of that region could impact tenants' obligations to meet their contractual obligations or cause the values of individual properties to decline. Additionally, concentrations of risk may arise if any one tenant comprises a significant amount of the Account's rent, or if tenants are concentrated in a particular industry.

As of March 31, 2022, the Account had no significant concentrations of tenants as no single tenant had annual contract rent that made up more than 4% of the rental income of the Account. Moreover, the Account's tenants have no notable concentration present in any one industry.

The Account's wholly-owned real estate investments and investments in joint ventures are primarily located in the United States. The following table represents the diversification of the Account's portfolio by region and property type as of March 31, 2022:

Diversification by Fair Value[1]						
	West[2]	**South[3]**	**East[4]**	**Midwest[5]**	**Foreign[6]**	**Total**
Office	10.6 %	5.7 %	14.5 %	0.2 %	— %	31.0 %
Apartment	9.0 %	9.7 %	6.8 %	1.0 %	— %	26.5 %
Industrial	15.3 %	6.1 %	2.4 %	1.5 %	— %	25.3 %
Retail	3.9 %	5.0 %	2.8 %	0.7 %	— %	12.4 %
Other[7]	1.3 %	2.1 %	1.1 %	0.2 %	0.1 %	4.8 %
Total	40.1 %	28.6 %	27.6 %	3.6 %	0.1 %	100.0 %

(1) Wholly-owned properties are represented at fair value and gross of any debt, while joint venture properties are represented at the net equity value.

(2) Properties in the "West" region are located in: AK, AZ, CA, CO, HI, ID, MT, NM, NV, OR, UT, WA, WY.

(3) Properties in the "South" region are located in: AL, AR, FL, GA, LA, MS, OK, TN, TX.

(4) Properties in the "East" region are located in: CT, DC, DE, KY, MA, MD, ME, NC, NH, NJ, NY, PA, RI, SC, VA, VT, WV.

(5) Properties in the "Midwest" region are located in: IA, IL, IN, KS, MI, MN, MO, ND, NE, OH, SD, WI.

(6) Represents a developable land investment in Ireland.

(7) Represents interests in Storage Portfolio investments, a hotel investment and land.

Note 4—Leases

The Account's wholly-owned real estate properties are leased to tenants under operating lease agreements which expire on various dates through 2051. Rental income is recognized in accordance with the billing terms of the lease agreements. The leases do not have material variable payments, material residual value guarantees or material restrictive covenants. Certain leases have the option to extend or terminate at the tenant's discretion, with termination options resulting in additional fees due to the Account. Aggregate minimum annual rentals for wholly-owned real estate investments owned by the Account through the non-cancelable lease term, excluding short-term residential leases, as of March 31, 2022 and December 31, 2021 are as follows (in millions):

	As of	
Years Ended	**March 31, 2022**	**December 31, 2021**
2022	$ 477.4 (1)	$ 635.8
2023	599.7	594.2
2024	526.2	517.7
2025	445.5	436.1
2026	341.2	330.2
Thereafter	1,207.0	1,172.7
Total	$ 3,597.0	$ 3,686.7

(1) Representative of minimum rents owed for the remaining months of the calendar year ending December 31, 2022.

Certain leases provide for additional rental amounts based upon the recovery of actual operating expenses in excess of specified base amounts, sales volume or contractual increases as defined in the lease agreement. These contractual contingent rentals are not included in the table above.

The Account has ground leases for which the Account is the lessee. The leases do not contain material residual value guarantees or material restrictive covenants. The fair value of right-of-use assets and leases liabilities related to ground leases are reflected on the balance sheet within other assets and other liabilities, respectively.

The fair values and key terms of the right-of-use assets and lease liabilities related to the Account's ground leases are as follows (in millions):

	As of	
	March 31, 2022	**December 31, 2021**
Assets:		
Right-of-use assets, at fair value	$ 38.6	$ 40.3
Liabilities:		
Ground lease liabilities, at fair value	$ 38.6	$ 40.3
Key Terms:		
Weighted-average remaining lease term (years)	67.9	69.5
Weighted-average discount rate[1]	7.71 %	7.71 %

[1] Discount rates are reflective of the rates utilized during the most recent appraisal of the associated real estate investments.

For the three months ended March 31, 2022 and 2021, operating lease costs related to ground leases were $0.5 million and $0.6 million, respectively. These costs include variable lease costs, which are immaterial. Aggregate future minimum annual payments for ground leases held by the Account are as follows (in millions):

	As of	
	March 31, 2022	**December 31, 2021**
Years Ended		
2022	$ 1.7	$ 2.3
2023	2.4	2.3
2024	2.5	2.4
2025	2.5	2.4
2026	2.5	2.4
Thereafter	438.4	414.0
Total	$ 450.0	$ 425.8

In April 2020, the FASB staff released guidance focused on treatment of concessions related to the effects of the COVID-19 pandemic on the application of lease modification guidance in Accounting Standards Codification (“ASC”) 842, “Leases.” The guidance provides a practical expedient to forgo the associated reassessments required by ASC 842 when changes to a lease result in similar or lower future consideration. There was no material exposure to rent concessions or lease defaults for tenants impacted by the COVID-19 pandemic for the three months ended March 31, 2022.

Note 5—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Valuation Hierarchy: The Account's fair value measurements are grouped into three levels, as defined by the FASB. The levels are defined as follows:

- Level 1 fair value inputs are quoted prices for identical items in active, liquid and visible markets such as stock exchanges.
- Level 2 fair value inputs are observable information for similar items in active or inactive markets, and appropriately consider counterparty creditworthiness in the valuations.
- Level 3 fair value inputs reflect our best estimate of inputs and assumptions market participants would use in pricing an asset or liability at the measurement date. The inputs are unobservable in the market and significant to the valuation estimate.

An investment's categorization within the valuation hierarchy described above is based upon the lowest level of input that is significant to the fair value measurement. Real estate fund investments are excluded from the valuation hierarchy, as these investments are fair valued using their net asset value as a practical expedient since market quotations or values from independent pricing services are not readily available. See *Note 1—Organization and Significant Accounting Policies* of the Account's 2021 Form 10-K for further discussion regarding the use of a practical expedient for the valuation of real estate funds.

The following tables show the major categories of assets and liabilities measured at fair value on a recurring basis as of March 31, 2022 and December 31, 2021, using unadjusted quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3); and fair value using the practical expedient (millions):

Description	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Fair Value Using Practical Expedient	Total at March 31, 2022
Real estate properties	$ —	$ —	$ 20,179.1	$ —	$ 20,179.1
Real estate joint ventures	—	—	7,253.3	—	7,253.3
Real estate funds	—	—	—	805.8	805.8
Real estate operating business	—	—	487.6	—	487.6
Marketable securities:					
U.S. government agency notes	—	1,076.5	—	—	1,076.5
Foreign government agency notes	—	17.1	—	—	17.1
U.S. treasury securities	—	875.2	—	—	875.2
Corporate bonds	—	572.4	—	—	572.4
Loans receivable[(1)]	—	—	1,329.2	—	1,329.2
Total Investments at March 31, 2022	$ —	$ 2,541.2	$ 29,249.2	$ 805.8	$ 32,596.2
Loans payable	$ —	$ —	$ (2,338.0)	$ —	$ (2,338.0)
Line of credit	$ —	$ —	$ (500.0)	$ —	$ (500.0)

Description	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Fair Value Using Practical Expedient	Total at December 31, 2021
Real estate properties	$ —	$ —	$ 18,903.9	$ —	$ 18,903.9
Real estate joint ventures	—	—	7,175.9	—	7,175.9
Real estate funds	—	—	—	811.5	811.5
Real estate operating business	—	—	326.3	—	326.3
Marketable securities:					
U.S. government agency notes	—	864.1	—	—	864.1
Foreign government agency notes	—	7.6	—	—	7.6
U.S. treasury securities	—	784.3	—	—	784.3
Corporate bonds	—	551.8	—		551.8
Loans receivable[1]	—	—	1,492.6	—	1,492.6
Total Investments at December 31, 2021	$ —	$ 2,207.8	$ 27,898.7	$ 811.5	$ 30,918.0
Loans payable	$ —	$ —	$ (2,380.5)	$ —	$ (2,380.5)
Line of credit	$ —	$ —	$ (500.0)	$ —	$ (500.0)

[1] Includes loans receivable with related parties.

The following tables show the reconciliation of the beginning and ending balances for assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three months ended March 31, 2022 and 2021 (in millions):

	Real Estate Properties	Real Estate Joint Ventures	Real Estate Operating Business	Loans Receivable[3]	Total Level 3 Investments	Loans Payable	Line of Credit
For the three months ended March 31, 2022							
Beginning balance January 1, 2022	$ 18,903.9	$ 7,175.9	$ 326.3	$ 1,492.6	$ 27,898.7	$ (2,380.5)	$ (500.0)
Total realized and unrealized gains included in changes in net assets	1,204.0	122.8	60.4	1.0	1,388.2	3.7	—
Purchases[1]	228.9	251.3	100.9	5.2	586.3	(3.0)	—
Sales	(157.7)	—	—	(161.4)	(319.1)	—	—
Settlements[2]	—	(296.7)	—	(8.2)	(304.9)	41.8	—
Ending balance March 31, 2022	$ 20,179.1	$ 7,253.3	$ 487.6	$ 1,329.2	$ 29,249.2	$ (2,338.0)	$ (500.0)

	Real Estate Properties	Real Estate Joint Ventures	Real Estate Operating Business	Loans Receivable[3]	Total Level 3 Investments	Loans Payable
For the three months ended March 31, 2021						
Beginning balance January 1, 2021	$ 16,476.7	$ 6,128.9	$ 250.0	$ 1,562.5	$ 24,418.1	$ (2,411.4)
Total realized and unrealized gains included in changes in net assets	290.8	54.3	—	12.6	357.7	3.5
Purchases[1]	52.0	32.2	—	46.6	130.8	—
Sales[4]	(3.0)	—	—	(81.2)	(84.2)	—
Settlements[2]	—	(0.1)	—	(10.9)	(11.0)	4.3
Ending balance March 31, 2021	$ 16,816.5	$ 6,215.3	$ 250.0	$ 1,529.6	$ 24,811.4	$ (2,403.6)

(1) Includes purchases, contributions for joint ventures, capital expenditures, lending for loans receivable and assumption of loans payable.
(2) Includes operating income for real estate joint ventures net of distributions, principal payments and payoffs of loans receivable, and principal payments and extinguishment of loans payable.
(3) Includes loans receivable with related parties.
(4) Real estate properties amount shown is inclusive of post closing realized losses.

The following table shows quantitative information about unobservable inputs related to the Level 3 fair value measurements for the quarter ended March 31, 2022.

Type	Asset Class	Valuation Technique(s)	Unobservable Inputs[1]	Range (Weighted Average)
Real Estate Properties and Joint Ventures	Office	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	5.8% - 9.8% (6.6%) 4.5% - 8.5% (5.5%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	4.0% - 8.0% (5.0%)
	Industrial	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	4.8% - 8.0% (5.8%) 3.5% - 6.8% (4.4%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	2.0% - 6.0% (3.8%)
	Apartment	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	5.3% - 7.0% (5.8%) 4.0% - 5.5% (4.5%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	3.5% - 5.0% (4.0%)
	Retail	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	6.0% - 11.5% (7.0%) 5.0% - 8.7% (5.7%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	4.5% - 8.6% (5.2%)
	Hotel	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	9.8% (9.8%) 7.8% (7.8%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	7.5% (7.5%)
Real Estate Operating Business		Income Approach—Discounted Cash Flow	Discount Rate Terminal Growth Rate	8.2% 5.3%
		Market Approach	EBITDA Multiple	25.0x
Loans Payable	Office	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	35.8% - 57.5% (45.4%) 1.8% - 3.7% (3.2%)
		Net Present Value	Loan to Value Ratio Weighted Average Cost of Capital Risk Premium Multiple	35.8% - 57.5% (45.4%) 1.2 - 1.4 (1.3)
	Industrial	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	31.2% - 38.4% (34.1%) 3.3% - 3.9% (3.6%)
		Net Present Value	Loan to Value Ratio Weighted Average Cost of Capital Risk Premium Multiple	31.2% - 38.4% (34.1%) 1.2 - 1.3 (1.2)
	Apartment	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	27.2% - 67.8% (41.2%) 1.9% - 3.2% (2.6%)
		Net Present Value	Loan to Value Ratio Weighted Average Cost of Capital Risk Premium Multiple	27.2% - 67.8% (41.2%) 1.2 - 1.5 (1.3)
	Retail	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	34.8% - 74.2% (45.4%) 3.2% - 4.2% (3.6%)
		Net Present Value	Loan to Value Ratio Weighted Average Cost of Capital Risk Premium Multiple	34.8% - 74.2% (45.4%) 1.2- 1.8 (1.4)

Type	Asset Class	Valuation Technique(s)	Unobservable Inputs[1]	Range (Weighted Average)
Loans Receivable, including those with related parties	Office	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	40.4% - 94.7% (69.8%) 2.3% - 9.5% (5.6%)
	Industrial	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	29.9% - 71.3% (65.3%) 4.3% - 5.2% (4.7%)
	Apartment	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	38.4% - 76.5% (49.0%) 2.5% - 8.6% (5.0%)
	Retail & Hospitality	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	59.8% - 79.8% (67.6%) 3.0% - 7.3% (4.3%)

The following table shows quantitative information about unobservable inputs related to the Level 3 fair value measurements as of December 31, 2021.

Type	Asset Class	Valuation Technique(s)	Unobservable Inputs[1]	Range (Weighted Average)
Real Estate Properties and Joint Ventures	Office	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	5.8% - 9.5% (6.6%) 4.5% - 8.5% (5.5%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	4.0% - 8.0% (5.0%)
	Industrial	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	5.0% - 8.3% (6.0%) 4.0% - 6.8% (4.6%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	2.5% - 6.5% (4.0%)
	Apartment	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	5.3% - 7.3% (5.9%) 4.0% - 5.8% (4.5%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	3.5% - 5.3% (4.0%)
	Retail	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	6.0% - 11.8% (7.0%) 5.0% - 9.5% (5.7%)
		Income Approach—Direct Capitalization	Overall Capitalization Rate	4.5% - 9.3% (5.2%)
	Hotel	Income Approach—Discounted Cash Flow	Discount Rate Terminal Capitalization Rate	9.8% 7.8%
		Income Approach—Direct Capitalization	Overall Capitalization Rate	7.3%
Real Estate Operating Business		Income Approach—Discounted Cash Flow	Discount Rate	7.3 %
			Terminal Growth Rate	4.0 %
		Market Approach	EBITDA Multiple	21.6x
Loans Payable	Office	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	36.1% - 63.5% (45.8%) 1.8% - 3.7% (3.2%)
		Net Present Value	Loan to Value Ratio Weighted Average Cost of Capital Risk Premium Multiple	36.1% - 63.5% (45.8%) 1.2 - 1.4 (1.3)
	Industrial	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	34.0% - 44.9% (38.3%) 3.3% - 3.7% (3.4%)
		Net Present Value	Loan to Value Ratio Weighted Average Cost of Capital Risk Premium Multiple	34.0% - 44.9% (38.3%) 1.2 - 1.3 (1.3)
	Apartment	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	28.8% - 53.6% (40.0%) 2.1% - 3.0% (2.8%)
		Net Present Value	Loan to Value Ratio Weighted Average Cost of Capital Risk Premium Multiple	28.8% - 53.6% (40.0%) 1.3 - 1.4 (1.3)
	Retail	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	36.0% - 76.3% (46.0%) 3.1% - 4.0% (3.5%)
		Net Present Value	Loan to Value Ratio Weighted Average Cost of Capital Risk Premium Multiple	36.0% - 76.3% (46.0%) 1.2 - 1.9 (1.4)
Loans Receivable, including those with related parties	Office	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	41.9% - 94.7% (73.1%) 2.4% - 9.5% (5.7%)
	Industrial	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	29.9% - 71.3% (65.9%) 4.3% - 5.1% (4.6%)
	Apartment	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	38.4% - 77.3% (49.1%) 2.5% - 8.6% (5.0%)
	Retail & Hospitality	Discounted Cash Flow	Loan to Value Ratio Equivalency Rate	59.8% - 79.8% (65.0%) 3.5% - 6.9% (5.2%)

[1] Equivalency Rate is defined as the prevailing market interest rate used to discount the contractual loan payments.

Real Estate Properties and Joint Ventures: The significant unobservable inputs used in the fair value measurement of the Account's real estate property and joint venture investments are the selection of certain investment rates (Discount Rate, Terminal Capitalization Rate, and Overall Capitalization Rate). Significant increases (decreases) in any of those inputs in isolation would result in significantly lower (higher) fair value measurements, respectively.

Real Estate Operating Business: The significant unobservable inputs used in the fair value measurement of the Account's real estate operating business are the selection of certain investment rates and ratios (Discount Rate, Terminal Growth Rate, and EBITDA Multiple). Significant increases (decreases) in any of those inputs in isolation would result in significantly lower (higher) fair value measurements, respectively.

Loans Receivable: The significant unobservable inputs used in the fair value measurement of the Account's loans receivable are the loan to value ratios and the selection of certain credit spreads. Significant increases (decreases) in any of those inputs in isolation would result in a significantly lower (higher) fair value, respectively.

Loans Payable: The significant unobservable inputs used in the fair value measurement of the Account's loans payable are the loan to value ratios and the selection of certain credit spreads and weighted average cost of capital risk premiums. Significant increases (decreases) in any of those inputs in isolation would result in a significantly lower (higher) fair value, respectively.

Line of Credit: The Account's line of credit is recorded at par as Management believes par approximates fair value due to the short-term nature of the facility.

During the three months ended March 31, 2022 and 2021, there were no transfers between Levels 1, 2 or 3.

The amount of total net unrealized gains included in changes in net assets relating to Level 3 investments and loans payable using significant unobservable inputs still held as of the reporting date is as follows (millions):

	Real Estate Properties	Real Estate Joint Ventures	Real Estate Operating Business	Loans Receivable[1]	Total Level 3 Investments	Loans Payable
For the three months ended March 31, 2022	$ 1,202.3	$ 125.6	$ 60.4	$ 0.9	$ 1,389.2	$ 3.7
For the three months ended March 31, 2021	$ 287.8	$ 50.0	$ —	$ 5.0	$ 342.8	$ 3.5

[1] Amount shown is reflective of loans receivable and loans receivable with related parties.

Note 6—Investments in Joint Ventures

The Account owns interests in several real estate properties through joint ventures and receives distributions and allocations of profits and losses from the joint ventures based on the Account's ownership interest in those investments. Several of these joint ventures have loans payable collateralized by the properties owned by the aforementioned joint ventures. At March 31, 2022, the Account held investments in joint ventures with ownership interest percentages that ranged from 33.3% to 98.5%. Certain joint ventures are subject to adjusted distribution percentages when earnings in the investment reach a predetermined threshold.

A condensed summary of the results of operations of the joint ventures are shown below (millions):

	For the Three Months Ended March 31,	
	2022	2021
Operating Revenue and Expenses		
Revenues	$269.2	$251.7
Expenses	167.3	143.0
Excess of revenues over expenses	$101.9	$108.7

Note 7—Investments in Real Estate Funds

The Account has ownership interests in real estate funds (each a "Fund", and collectively the "Funds"). The Funds are setup as limited partnerships or entities similar to a limited partnership, and as such, meet the definition of a VIE as the limited partners collectively lack the power, through voting or similar rights, to direct the activities of the Fund that most significantly impact the Fund's economic performance. Management has determined that the Account is not the primary beneficiary for any of the Funds, as the Account lacks the power to direct the activities of each Fund that most significantly impact the respective Fund's economic performance, and the Account further lacks substantive kick-out rights to remove the entity with these powers. Refer to *Note 1—Organization and Significant Accounting Policies* of the Account's 2021 Form 10-K for a description of the methodology used to determine the primary beneficiary of a VIE.

No financial support (such as loans or financial guarantees) was provided to the Funds during the three months ended March 31, 2022. The Account is contractually obligated to make additional capital contributions in certain Funds in future years. These commitments are included in the maximum exposure to loss presented below.

The carrying amount and maximum exposure to loss relating to unconsolidated VIEs in which the Account holds a variable interest but is not the primary beneficiary were as follows at March 31, 2022 (in millions):

Fund Name	Carrying Amount	Maximum Exposure to Loss	Liquidity Provisions	Investment Strategy
LCS SHIP Venture I, LLC (90.0% Account Interest)	$ 224.5	$ 224.5	Redemptions prohibited prior to liquidation. Liquidation estimated to begin no earlier than 2025. The Account is permitted to sell or transfer its interest in the fund, subject to consent and approval of the manager.	To invest in senior housing properties.
Veritas - Trophy VI, LLC (90.4% Account Interest)	$ 80.2	$ 100.1	Redemptions prohibited prior to liquidation. The Account is not permitted to sell or transfer its interest in the fund until August 2022. After this date, the Account can sell or transfer its interest in the fund with the consent and approval of the manager.	To invest in multi-family properties primarily in the San Francisco Bay and Los Angeles metropolitan statistical area ("MSA").
SP V - II, LLC (61.8% Account Interest)	$ 102.2	$ 115.2	Redemptions prohibited prior to liquidation. Liquidation estimated to begin no earlier than 2022. The Account is permitted to sell or transfer its interest in the fund, subject to consent and approval of the manager.	To invest in medical office properties in the U.S.
Taconic New York City GP Fund, LP (60.0% Account Interest)	$ 29.8	$ 34.0	Redemptions prohibited prior to liquidation. Liquidation estimated to begin no earlier than 2024. The Account is permitted to sell its interest in the fund, subject to consent and approval of the general partner.	To invest in real estate and real estate-related assets in the New York City MSA.
Silverpeak NRE FundCo LLC (90.0% Account Interest)	$ 70.1	$ 100.1	Redemptions prohibited prior to liquidation. Liquidation estimated to begin no earlier than 2028. The Account is permitted to sell its interest in the fund to qualified institutional investors, subject to consent and approval of the manager.	To invest in alternative real estate investments primarily in major U.S. metropolitan markets.
IDR - Core Property Index Fund, LLC (1.8% Account Interest)	$ 40.4	$ 40.4	Redemptions are permitted for a full calendar quarter and upon at least 90 days prior written notice, subject to fund availability. The Account is permitted to sell its interest in the fund, subject to consent and approval of the manager.	To invest primarily in open-ended funds that fall within the NFI-ODCE Index and are actively managed.

Fund Name	Carrying Amount	Maximum Exposure to Loss	Liquidity Provisions	Investment Strategy
Townsend Group Value-Add Fund (99.0% Account Interest)	$ 122.3	$ 240.7	Redemptions prohibited prior to liquidation. Liquidation estimated to begin no earlier than 2027. The Account is prohibited from transferring its interest in the fund without consent by the general partner, which can be withheld in their sole discretion	To invest in value-add real estate investment opportunities in the U.S. market.
Flagler REA Healthcare Properties Partnership (90.0% Account Interest)	$ 26.1	$ 27.3	Redemptions prohibited prior to liquidation. Liquidation estimated to begin no earlier than 2025. The Account is permitted to transfer its interest in the fund to a qualified institutional investor, subject to the right first offer by the partner, following the one year anniversary of the fund launch.	To acquire healthcare properties within the top 50 MSA's in the U.S.
Grubb Southeast Real Estate Fund VI, LLC (66.7% Account Interest)	$ 21.4	$ 21.4	Redemptions prohibited prior to liquidation. Liquidation estimated to begin no earlier than 2026. The Account is permitted to sell or transfer its interest in the fund with the consent and approval of the manager.	To acquire office investments across the Southeast.
Silverpeak NRE FundCo 2 LLC (90.0% Account Interest)	$ 64.7	$ 106.5	Redemptions prohibited prior to liquidation. The Account is permitted to sell its interest in the fund to qualified institutional investors, subject to consent and approval of the manager.	To invest in value-add real estate investment opportunities in the top 25 major U.S. metropolitan markets.
JCR Capital - REA Preferred Equity Parallel Fund (31.1% Account Interest)	$ 24.1	$ 100.2	Redemptions prohibited prior to liquidation. Liquidation estimated to begin no earlier than 2026. The Account is prohibited from transferring its interest in the fund without consent by the general partner, which can be withheld in their sole discretion	To invest primarily in multi-family properties.
Total	**$ 805.8**	**$ 1,110.4**		

Note 8—Loans Receivable

The Account's loan receivable portfolio is primarily comprised of mezzanine loans secured by the borrower's direct and indirect interests in commercial real estate. Mezzanine loans are subordinate to first mortgages on the underlying real estate collateral. The following property types represent the underlying real estate collateral for the Account's mezzanine loans (in millions):

	March 31, 2022			December 31, 2021		
	Principal Outstanding	Fair Value	% of Fair Value	Principal Outstanding	Fair Value	% of Fair Value
Office[(1)]	$ 867.4	$ 858.1	64.6 %	$ 862.4	$ 853.4	57.2 %
Apartments[(1)]	253.5	252.1	19.0 %	253.3	252.0	16.9 %
Industrial	—	—	— %	161.4	161.3	10.8 %
Hotel	125.2	125.3	9.4 %	125.3	125.3	8.4 %
Retail	93.7	93.7	7.0 %	101.7	100.6	6.7 %
	$ 1,339.8	$ 1,329.2	100.0 %	$ 1,504.1	$ 1,492.6	100.0 %

(1) Includes loans receivable with related parties.

The Account monitors the risk profile of the loan receivable portfolio with the assistance of a third-party rating service that models the loans and assigns risk ratings based on inputs such as loan-to-value ratios, yields, credit quality of the borrowers, property types of the collateral, geographic and local market dynamics, physical condition of the collateral, and the underlying structure of the loans. Ratings for loans are updated monthly. Assigned ratings can range from AAA to C, with an AAA designation representing debt with the lowest level of credit risk and C representing a greater risk of default or principal loss. Loans that are more than 90 days past due are classified as delinquent and assigned a D rating. Mezzanine debt in good health is typically reflective of a risk rating in the B range (e.g., BBB, BB, or B), as these ratings reflect borrowers' having adequate financial resources to service their financial commitments, but also acknowledging that adverse economic conditions, should they occur, would likely impede on a borrowers' ability to pay.

All borrowers of loans rated C or higher are current as of March 31, 2022.

The following table presents the fair values of the Account's loan portfolio based on the risk ratings as of March 31, 2022 (in millions), listed in order of the strength of the risk rating (from strongest to weakest):

	March 31, 2022			December 31, 2021		
	Number of Loans	Fair Value	% of Fair Value	Number of Loans	Fair Value	% of Fair Value
AA	—	—	— %	1	62.6	4.2 %
A	2	195.4	14.7 %	4	248.5	16.6 %
A-	1	51.4	3.9 %	—	—	— %
BBB	2	102.1	7.7 %	6	374.7	25.1 %
BBB-	4	117.3	8.8 %	—	—	— %
BB+	5	197.1	14.8 %	—	—	— %
BB	3	156.6	11.8 %	10	437.8	29.3 %
BB-	2	129.1	9.7 %	—	—	— %
B+	2	74.7	5.6 %	—	—	— %
B	2	77.1	5.8 %	5	144.3	9.7 %
C	2	158.5	11.9 %	2	154.8	10.4 %
NR[(1)]	3	69.9	5.3 %	3	69.9	4.7 %
	28	$ 1,329.2	100.0 %	31	$ 1,492.6	100.0 %

(1) "NR" designates loans not assigned an internal credit rating. As of March 31, 2022 and December 31, 2021, this is comprised of three loans with related parties. The loans are collateralized by equity interests in real estate investments.

Note 9—Loans Payable

At March 31, 2022, the Account had outstanding loans payable secured by the following assets (in millions):

Property	Annual Interest Rate and Payment Frequency[2]	Principal Amounts Outstanding as of March 31, 2022	Principal Amounts Outstanding as of December 31, 2021	Maturity
Fusion 1560[5]	3.42% paid monthly	$ —	$ 37.4	June 10, 2022
San Diego Office Portfolio[4]	3.62% paid monthly	52.3	51.4	August 15, 2022
The Colorado[1]	3.69% paid monthly	84.2	84.7	November 1, 2022
The Legacy at Westwood[1]	3.69% paid monthly	42.9	43.2	November 1, 2022
Regents Court[1]	3.69% paid monthly	36.4	36.6	November 1, 2022
1001 Pennsylvania Avenue[1]	3.70% paid monthly	306.5	308.1	June 1, 2023
Biltmore at Midtown	3.94% paid monthly	36.4	36.4	July 5, 2023
Cherry Knoll	3.78% paid monthly	35.3	35.3	July 5, 2023
Lofts at SoDo	3.94% paid monthly	35.1	35.1	July 5, 2023
Pacific City	2.00% + LIBOR paid monthly	105.0	105.0	October 1, 2023
The Stratum[4]	2.45% paid monthly	39.8	39.8	May 9, 2024
Spring House Innovation Park[4]	1.25% + LIBOR paid monthly	42.6	40.5	July 9, 2024
1401 H Street NW	3.65% paid monthly	115.0	115.0	November 5, 2024
The District on La Frontera[1]	3.84% paid monthly	37.6	37.8	December 1, 2024
The District on La Frontera[1]	4.96% paid monthly	4.2	4.2	December 1, 2024
Circa Green Lake	3.71% paid monthly	52.0	52.0	March 5, 2025
Union - South Lake Union	3.66% paid monthly	57.0	57.0	March 5, 2025
Holly Street Village	3.65% paid monthly	81.0	81.0	May 1, 2025
Henley at Kingstowne[1]	3.60% paid monthly	68.7	69.1	May 1, 2025
32 South State Street	4.48% paid monthly	24.0	24.0	June 6, 2025
Vista Station Office Portfolio[1]	4.00% paid monthly	19.1	19.3	July 1, 2025
780 Third Avenue	3.55% paid monthly	150.0	150.0	August 1, 2025
780 Third Avenue	3.55% paid monthly	20.0	20.0	August 1, 2025
Reserve at Chino Hills[4]	1.50% + LIBOR paid monthly	68.2	68.2	August 9, 2025
Vista Station Office Portfolio[1]	4.20% paid monthly	42.7	42.9	November 1, 2025
Sixth & Main[4]	1.87% + LIBOR paid monthly	40.4	40.4	November 9, 2025
701 Brickell Avenue[1]	3.66% paid monthly	181.2	182.0	April 1, 2026
Marketplace at Mill Creek	3.82% paid monthly	39.6	39.6	September 11, 2027
Overlook At King Of Prussia	3.82% paid monthly	40.8	40.8	September 11, 2027
Winslow Bay	3.82% paid monthly	25.8	25.8	September 11, 2027
1900 K Street, NW	3.93% paid monthly	163.0	163.0	April 1, 2028
99 High Street	3.90% paid monthly	277.0	277.0	March 1, 2030
Total Principal Outstanding		$ 2,323.8	$ 2,362.6	
Fair Value Adjustment[3]		14.2	17.9	
Total Loans Payable		$ 2,338.0	$ 2,380.5	

(1) The mortgage is adjusted monthly for principal payments.

(2) All interest rates are fixed except for Pacific City, Spring House Innovations Park, Reserve at Chino Hills and Sixth & Main, which have variable interest rates based on a spread above the one month London Interbank Offered Rate, as published by ICE Benchmark Administration Limited. Some mortgages held by the Account are structured to begin principal and interest payments after an initial interest only period.

(3) The fair value adjustment consists of the difference (positive or negative) between the principal amount of the outstanding debt and the fair value of the outstanding debt. See *Note 1—Organization and Significant Accounting Policies* of the Account's 2021 Form 10-K.

(4) The loan is collateralized by a mezzanine loan receivable. The mezzanine loan receivable is collateralized by the property reflected within the table above.

(5) The principal amount of the outstanding debt was paid off during the quarter.

Note 10—Line of Credit

The Account has a senior revolving unsecured line of credit with a syndicate of third-party bank lenders, including JPMorgan Chase Bank, N.A. ("Credit Agreement") with a maximum total commitment of $500.0 million. Draws against the Credit Agreement can take the form of Eurodollar Loans or Alternate Base Rate Loans ("ABR Loans"). Eurodollar Loans and ABR Loans require a minimum funding of $5.0 million. The Account previously held an unused, stand-alone, $500.0 million unsecured line of credit scheduled to mature in August 2021 that was terminated in May 2021.

Eurodollar Loans are issued for a term of twelve months or less and bear interest during the period ("Interest Period") at a rate equal to the Adjusted London Interbank Offered Rate ("Adjusted LIBOR") plus a spread (the "Eurodollar Applicable Rate"), with the spread dependent upon the leverage ratio of the Account. Adjusted LIBOR is calculated by multiplying the Statutory Reserve Rate, as determined by the Federal Reserve Board for Eurodollar liabilities, by LIBOR, as determined by the Intercontinental Exchange on the date of issuance that corresponds to the length of the Interest Period. The Account may prepay Eurodollar Loans at any time during the life of the loan without penalty. The Account is limited to five active Eurodollar Loans on the Credit Agreement; however, the Account may retire and initiate new Eurodollar Loans without restriction so long as the total number of loans in active status does not exceed the limit.

ABR Loans are issued for a specific length of time and bear interest at a rate equal to the highest rate among the following calculations plus a spread (the "ABR Applicable Rate"), with the spread dependent on the leverage ratio of the Account: (i) the Prime Rate on the date of issuance, with the Prime Rate being defined as the rate of interest last quoted by the Wall Street Journal as the Prime Rate; (ii) the Federal Reserve Bank of New York ("NYFRB") rate as provided by the NYFRB on the date of issuance plus 0.5%; or (iii) the Adjusted LIBOR rate plus 1.0%. The Account may prepay ABR Loans at any time during the life of the loan without penalty.

As of March 31, 2022, the Account was in compliance with all covenants required by the Credit Agreement.

The following table provides a summary of the key characteristics of the Credit Agreement as of March 31, 2022:

Current Balance (in millions)	$	500.0	
Maximum Capacity (in millions)	$	500.0	
Inception Date		September 20, 2018	
Maturity Date		September 20, 2022	(1)
Extension Option		Yes	(1)
Eurodollar Applicable Rate Range		0.85% - 1.05%	
ABR Applicable Rate Range		0.85% - 1.05%	
Unused Fee (2)		0.20% per annum	

(1) On July 16, 2021, the Account exercised its option to extend the commitment terms until September 20, 2022, with one consecutive twelve month extension option remaining. The Account may request an additional $250.0 million in commitments from the lenders at any time; however, this request is subject to approval at the sole discretion of the lenders and is not a guarantee that an expansion beyond the original $500.0 million commitment will be granted.

(2) The Account is charged a fee on the unused portion of the Credit Agreement.

Note 11—Financial Highlights

Selected condensed financial information for an Accumulation Unit of the Account is presented below. Per Accumulation Unit data is calculated on average units outstanding.

	For the Three Months Ended March 31, 2022	Years Ended December 31,		
		2021	2020	2019
Per Accumulation Unit Data:				
Rental income	$ 5.677	$ 22.672	$ 21.145	$ 18.165
Real estate property level expenses and taxes	2.733	10.731	10.067	8.734
Real estate income, net	2.944	11.941	11.078	9.431
Other income	1.645	5.474	4.980	6.752
Total income	4.589	17.415	16.058	16.183
Expense charges[1]	1.241	3.987	3.562	3.439
Investment income, net	3.348	13.428	12.496	12.744
Net realized and unrealized gain (loss) on investments and loans payable	24.639	64.615	(16.196)	10.262
Net increase (decrease) in Accumulation Unit Value	27.987	78.043	(3.700)	23.006
Accumulation Unit Value:				
Beginning of period	514.765	436.722	440.422	417.416
End of period	$ 542.752	$ 514.765	$ 436.722	$ 440.422
Total return[3]	5.44 %	17.87 %	(0.84)%	5.51 %
Ratios to Average net assets[2]:				
Expenses[1]	0.94 %	0.84 %	0.81 %	0.78 %
Investment income, net	2.52 %	2.82 %	2.85 %	2.90 %
Portfolio turnover rate[3]:				
Real estate properties[4]	1.7 %	7.6 %	7.1 %	7.8 %
Marketable securities[5]	2.0 %	— %	113.4 %	28.7 %
Accumulation Units outstanding at end of period (millions)	53.7	53.4	52.0	60.8
Net assets end of period (millions)	$ 29,771.0	$ 28,072.0	$ 23,243.9	$ 27,307.9

(1) Expense charges per Accumulation Unit and the Ratio of Expenses to average net assets reflect the year-to-date Account level expenses and exclude real estate property level expenses which are included in real estate income, net.

(2) Percentages for the three months ended March 31, 2022 are annualized.

(3) Percentages for the three months ended March 31, 2022 are not annualized.

(4) Real estate investment portfolio turnover rate is calculated by dividing the lesser of purchases or sales of real estate property investments (including contributions to, or return of capital distributions received from, existing real estate joint ventures and fund investments) by the average value of the portfolio of real estate investments held during the period.

(5) Marketable securities portfolio turnover rate is calculated by dividing the lesser of purchases or sales of securities, excluding securities having maturity dates at acquisition of one year or less, by the average value of the portfolio securities held during the period.

Note 12—Accumulation Units

Changes in the number of Accumulation Units outstanding were as follows (in millions):

	For the Three Months Ended March 31, 2022	For the Year Ended December 31, 2021
Outstanding:		
Beginning of period	53.4	52.0
Credited for premiums	1.5	6.4
Annuity, other periodic payments, withdrawals and death benefits	(1.2)	(5.0)
End of period	53.7	53.4

Note 13—Commitments and Contingencies

Commitments—As of March 31, 2022 and December 31, 2021, the Account had the following immediately callable commitments to purchase additional interests in its real estate funds or provide additional funding through its loans receivable investments (in millions):

	Commitment Expiration	March 31, 2022	December 31, 2021
Real Estate Funds[1]			
Veritas Trophy VI, LLC	08/2022	$ 20.0	$ 20.6
SP V - II, LLC	09/2022	12.9	12.9
JCR Capital - REA Preferred Equity Parallel Fund	12/2022	76.1	75.3
Silverpeak NRE FundCo 2 LLC	12/2022	41.8	43.7
Silverpeak NRE FundCo LLC	12/2022	30.0	37.3
Taconic New York City GP Fund	11/2023	4.2	4.2
Flagler - REA Healthcare Properties Partnership	02/2025	1.2	1.2
Townsend Group Value-Add Fund	12/2026	118.4	125.9
		$ 304.6	$ 321.1
Loans Receivable[2]			
BREP VIII Industrial Mezzanine	03/2022	$ —	$ 22.4
311 South Wacker Mezzanine	06/2022	2.2	2.2
San Diego Office Portfolio Senior Loan	08/2022	5.9	6.8
San Diego Office Portfolio Mezzanine	08/2022	2.0	2.2
MRA Hub 34 Holding, LLC	08/2022	1.5	1.5
1330 Broadway Mezzanine	09/2022	10.9	10.9
Liberty Park Mezzanine	11/2022	2.6	2.6
Colony New England Hotel Portfolio Senior Loan	11/2022	14.1	14.1
Colony New England Hotel Portfolio Mezzanine	11/2022	4.7	4.7
Exo Apartments Mezzanine	01/2023	2.4	2.4
SCG Oakland Portfolio Mezzanine	03/2023	5.8	6.1
Five Oak Mezzanine	03/2023	1.6	1.6
5 Points Towers Mezzanine	03/2024	4.0	4.2
The Stratum Senior Loan	05/2024	2.0	2.0
The Stratum Mezzanine	05/2024	0.7	0.7
Spring House Innovation Park Senior Loan	07/2024	35.4	38.0
Spring House Innovation Park Mezzanine	07/2024	11.8	12.7
The Reserve at Chino Hills	08/2025	20.0	20.0
Sixth and Main Senior Loan	11/2025	6.9	6.9

	Commitment Expiration	March 31, 2022	December 31, 2021
Sixth and Main Mezzanine	11/2025	3.7	3.7
		$ 138.2	$ 165.7
TOTAL COMMITMENTS		**$ 442.8**	**$ 486.8**

(1) Additional capital can be called during the commitment period at any time. The commitment period can only be extended by the manager with the consent of the Account. The commitment expiration date is reflective of the most recent signed agreement between the Account and the fund manager, including any side letter agreements.

(2) Advances from the Account can be requested during the commitment period at any time. The commitment expiration date is reflective of the most recent signed agreement between the Account and the borrower, including any side letter agreements. Certain loans contain extension clauses on the term of the loan that do not require the Account's prior consent. If elected, the Account's commitment may be extended through the extension term.

Contingencies—In the normal course of business, the Account may be named, from time to time, as a defendant or may be involved in various legal actions, including arbitration, class actions and other litigation.

The Account establishes an accrual for all litigation and regulatory matters when it believes it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Once established, accruals are adjusted, as appropriate, in light of additional information. The amount of loss ultimately incurred in relation to those matters may be higher or lower than the amounts accrued for those matters.

As of the date of this report, management of the Account does not believe that the results of any such claims or litigation, individually or in the aggregate, will have a material effect on the Account’s business, financial position or results of operations.

TIAA REAL ESTATE ACCOUNT
CONDENSED CONSOLIDATED SCHEDULES OF INVESTMENTS
(Dollar values shown in millions)

REAL ESTATE PROPERTIES

Location/Sector	March 31, 2022 Fair Value	March 31, 2022 % of Net Assets	December 31, 2021 Fair Value	December 31, 2021 % of Net Assets
Alabama				
Retail	62.2	0.2 %	61.8	0.2 %
	$ 62.2	**0.2 %**	**$ 61.8**	**0.2 %**
Arizona				
Industrial	49.0	0.2 %	33.3	0.1 %
Office	56.9	0.2 %	55.0	0.2 %
	$ 105.9	**0.4 %**	**$ 88.3**	**0.3 %**
California				
Apartments	1,813.8	6.1 %	1,759.2	6.3 %
Industrial	3,493.5	11.7 %	2,939.8	10.5 %
Office	763.0	2.6 %	771.1	2.7 %
Retail	440.0	1.5 %	507.1	1.8 %
	$ 6,510.3	**21.9 %**	**$ 5,977.2**	**21.3 %**
Colorado				
Office	110.0	0.4 %	108.0	0.4 %
Retail	—	— %	69.5	0.2 %
	$ 110.0	**0.4 %**	**$ 177.5**	**0.6 %**
Connecticut				
Office	72.4	0.2 %	73.7	0.3 %
	$ 72.4	**0.2 %**	**$ 73.7**	**0.3 %**
Florida				
Apartments	1,174.6	3.9 %	1,074.5	3.8 %
Industrial	500.6	1.7 %	452.5	1.6 %
Office	489.9	1.6 %	490.3	1.8 %
Retail	153.4	0.6 %	153.4	0.5 %
Other	102.1	0.3 %	55.2	0.2 %
	$ 2,420.6	**8.1 %**	**$ 2,225.9**	**7.9 %**
Georgia				
Apartments	422.9	1.4 %	393.1	1.4 %
Industrial	224.5	0.7 %	193.0	0.7 %
Retail	255.7	0.9 %	242.8	0.9 %
	$ 903.1	**3.0 %**	**$ 828.9**	**3.0 %**
Illinois				
Apartments	122.0	0.4 %	120.0	0.4 %
Industrial	166.0	0.6 %	149.6	0.5 %
Retail	198.7	0.6 %	196.7	0.7 %
	$ 486.7	**1.6 %**	**$ 466.3**	**1.6 %**
Indiana				
Industrial	119.0	0.4 %	115.0	0.4 %
	$ 119.0	**0.4 %**	**$ 115.0**	**0.4 %**
Maryland				
Apartments	88.7	0.3 %	73.1	0.3 %
Industrial	68.0	0.2 %	67.7	0.2 %
Retail	76.5	0.3 %	73.5	0.3 %
	$ 233.2	**0.8 %**	**$ 214.3**	**0.8 %**

TIAA REAL ESTATE ACCOUNT
CONDENSED CONSOLIDATED SCHEDULES OF INVESTMENTS
(Dollar values shown in millions)

REAL ESTATE PROPERTIES

	March 31, 2022		December 31, 2021	
Location/Sector	**Fair Value**	**% of Net Assets**	**Fair Value**	**% of Net Assets**
Massachusetts				
Industrial	145.9	0.5 %	127.0	0.5 %
Office	737.0	2.5 %	736.7	2.6 %
Retail	127.0	0.4 %	125.0	0.4 %
	$ 1,009.9	**3.4 %**	**$ 988.7**	**3.5 %**
Minnesota				
Apartments	109.2	0.4 %	107.9	0.4 %
Industrial	137.3	0.4 %	—	— %
	$ 246.5	**0.8 %**	**$ 107.9**	**0.4 %**
New Jersey				
Industrial	354.3	1.2 %	306.4	1.1 %
Retail	92.7	0.3 %	96.1	0.3 %
	$ 447.0	**1.5 %**	**$ 402.5**	**1.4 %**
New York				
Apartments	263.3	0.9 %	260.2	0.9 %
Office	899.1	3.0 %	890.0	3.2 %
	$ 1,162.4	**3.9 %**	**$ 1,150.2**	**4.1 %**
North Carolina				
Apartments	79.5	0.3 %	79.4	0.3 %
Retail	90.8	0.3 %	89.4	0.3 %
	$ 170.3	**0.6 %**	**$ 168.8**	**0.6 %**
Oregon				
Apartments	42.7	0.1 %	38.9	0.1 %
	$ 42.7	**0.1 %**	**$ 38.9**	**0.1 %**
Pennsylvania				
Retail	71.8	0.2 %	70.8	0.3 %
	$ 71.8	**0.2 %**	**$ 70.8**	**0.3 %**
Rhode Island				
Retail	—	— %	12.5	— %
	$ —	**— %**	**$ 12.5**	**— %**
South Carolina				
Apartments	87.0	0.3 %	89.2	0.3 %
Retail	48.6	0.2 %	48.2	0.2 %
	$ 135.6	**0.5 %**	**$ 137.4**	**0.5 %**
Tennessee				
Industrial	75.0	0.3 %	70.8	0.3 %
Retail	138.3	0.5 %	132.3	0.5 %
	$ 213.3	**0.8 %**	**$ 203.1**	**0.8 %**
Texas				
Apartments	652.6	2.1 %	622.7	2.2 %
Industrial	823.8	2.8 %	733.0	2.6 %
Office	613.8	2.1 %	583.1	2.1 %
Other[(1)]	106.0	0.4 %	98.1	0.4 %
	$ 2,196.2	**7.4 %**	**$ 2,036.9**	**7.3 %**
Utah				
Office	128.6	0.4 %	124.5	0.4 %
	$ 128.6	**0.4 %**	**$ 124.5**	**0.4 %**

TIAA REAL ESTATE ACCOUNT
CONDENSED CONSOLIDATED SCHEDULES OF INVESTMENTS
(Dollar values shown in millions)

REAL ESTATE PROPERTIES

	March 31, 2022		December 31, 2021	
Location/Sector	**Fair Value**	**% of Net Assets**	**Fair Value**	**% of Net Assets**
Virginia				
Apartments	420.0	1.4 %	392.6	1.4 %
Office	114.0	0.4 %	122.5	0.4 %
Retail	156.0	0.5 %	154.7	0.6 %
	$ 690.0	**2.3 %**	**$ 669.8**	**2.4 %**
Washington				
Apartments	336.6	1.1 %	330.5	1.2 %
Industrial	582.5	2.0 %	509.2	1.8 %
	$ 919.1	**3.1 %**	**$ 839.7**	**3.0 %**
Washington D.C.				
Apartments	351.6	1.2 %	347.6	1.2 %
Office	1,370.7	4.6 %	1,375.7	4.9 %
	$ 1,722.3	**5.8 %**	**$ 1,723.3**	**6.1 %**
TOTAL REAL ESTATE PROPERTIES				
(Cost: $14,226.1 and $14,163.2)	**$ 20,179.1**	**67.8 %**	**$ 18,903.9**	**67.3 %**

REAL ESTATE JOINT VENTURES

	March 31, 2022		December 31, 2021	
Location/Sector	**Fair Value**	**% of Net Assets**	**Fair Value**	**% of Net Assets**
California				
Office	1,480.0	5.0 %	1,582.9	5.6 %
Retail	52.9	0.2 %	92.4	0.3 %
Industrial	62.2	0.2 %	59.0	0.2 %
	$ 1,595.1	**5.4 %**	**$ 1,734.3**	**6.1 %**
Florida				
Retail	654.1	2.2 %	826.8	3.0 %
	$ 654.1	**2.2 %**	**$ 826.8**	**3.0 %**
Maryland				
Other(1)	24.2	0.1 %	22.2	0.1 %
	$ 24.2	**0.1 %**	**$ 22.2**	**0.1 %**
Massachusetts				
Office	468.4	1.6 %	458.0	1.6 %
	$ 468.4	**1.6 %**	**$ 458.0**	**1.6 %**
Nevada				
Retail	568.2	1.9 %	557.8	2.0 %
	$ 568.2	**1.9 %**	**$ 557.8**	**2.0 %**
New York				
Apartments	121.9	0.4 %	114.7	0.4 %
Industrial	82.0	0.3 %	82.3	0.3 %
Office	147.9	0.5 %	148.3	0.5 %
Retail	30.6	0.1 %	31.2	0.1 %
	$ 382.4	**1.3 %**	**$ 376.5**	**1.3 %**
North Carolina				
Office	49.0	0.2 %	47.4	0.2 %
Retail	138.8	0.4 %	127.7	0.5 %
Other(1)	27.5	0.1 %	—	— %
	$ 215.3	**0.7 %**	**$ 175.1**	**0.7 %**

(Dollar values shown in millions)

REAL ESTATE JOINT VENTURES

Location/Sector	March 31, 2022 Fair Value	March 31, 2022 % of Net Assets	December 31, 2021 Fair Value	December 31, 2021 % of Net Assets
South Carolina				
Apartments	58.1	0.2 %	58.7	0.2 %
	$ 58.1	**0.2 %**	**$ 58.7**	**0.2 %**
Tennessee				
Retail	119.1	0.4 %	116.6	0.5 %
	$ 119.1	**0.4 %**	**$ 116.6**	**0.5 %**
Texas				
Industrial	59.8	0.2 %	50.6	0.2 %
Office	351.4	1.2 %	347.4	1.2 %
	$ 411.2	**1.4 %**	**$ 398.0**	**1.4 %**
Washington				
Office	161.8	0.5 %	164.3	0.6 %
	$ 161.8	**0.5 %**	**$ 164.3**	**0.6 %**
Various[2]				
Apartments	1,039.8	3.5 %	938.6	3.3 %
Office	470.9	1.6 %	406.4	1.5 %
Other[1]	1,048.3	3.5 %	902.7	3.2 %
	$ 2,559.0	**8.6 %**	**$ 2,247.7**	**8.0 %**
Foreign				
Other[3]	36.4	0.1 %	39.9	0.1 %
	$ 36.4	**0.1 %**	**$ 39.9**	**0.1 %**
TOTAL REAL ESTATE JOINT VENTURES				
(Cost: $5,505.6 and $5,497.9)	**$ 7,253.3**	**24.4 %**	**$ 7,175.9**	**25.6 %**

(1) Represents investments outside of the Account's core sectors such as storage portfolios, hotels and land.
(2) Properties within these investments are located throughout the United States.
(3) Property is located outside of the United States.

MARKETABLE SECURITIES

	March 31, 2022 Fair Value	March 31, 2022 % of Net Assets	December 31, 2021 Fair Value	December 31, 2021 % of Net Assets
Corporate bonds	572.4	1.9 %	551.8	2.0 %
U.S. government agency notes	1,076.5	3.6 %	864.1	3.1 %
Foreign government agency notes	17.1	0.1 %	7.6	— %
U.S. treasury securities	875.2	2.9 %	784.3	2.8 %
TOTAL MARKETABLE SECURITIES				
(Cost: $2,579.1 and $2,217.0)	**$ 2,541.2**	**8.5 %**	**$ 2,207.8**	**7.9 %**
TOTAL REAL ESTATE FUNDS				
(Cost: $696.7 and $692.9)	**$ 805.8**	**2.7 %**	**$ 811.5**	**2.9 %**
TOTAL REAL ESTATE OPERATING BUSINESS				
(Cost: $352.5 and $251.6)	**$ 487.6**	**1.6 %**	**$ 326.3**	**1.2 %**
TOTAL LOANS RECEIVABLE				
(Cost: ($1,270.0 and $1,434.3)	**$ 1,259.3**	**4.2 %**	**$ 1,422.7**	**5.1 %**

(Dollar values shown in millions)

	March 31, 2022		December 31, 2021	
	Fair Value	% of Net Assets	Fair Value	% of Net Assets
TOTAL LOANS RECEIVABLE WITH RELATED PARTIES				
(Cost: $69.8 and $69.8)	**$ 69.9**	**0.3 %**	**$ 69.9**	**0.2 %**
TOTAL INVESTMENTS				
(Cost: $24,699.8 and $24,326.7)	**$ 32,596.2**	**109.5 %**	**$ 30,918.0**	**110.2 %**

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the Account's financial condition and results of operations should be read together with the Consolidated Financial Statements and notes contained in this report and with consideration to the sub-section entitled "Forward-Looking Statements," which begins below, and the section entitled "Item 1A. Risk Factors," of the Account's Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Securities and Exchange Commission on March 10, 2022 (the "Form 10-K"), as such risk factors may be updated in Item 1A of this Form 10-Q or in subsequent reports. The past performance of the Account is not indicative of future results.

Forward-looking Statements

Some statements in this Form 10-Q which are not historical facts may be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements about management's expectations, beliefs, intentions or strategies for the future, include the assumptions and beliefs underlying these forward-looking statements, and are based on current expectations, estimates and projections about the real estate industry, domestic and global economic conditions, including conditions in the credit and capital markets, the sectors, and markets in which the Account invests and operates, and the transactions described in this Form 10-Q. While management believes the assumptions underlying any of its forward-looking statements and information to be reasonable, such information may be subject to uncertainties and may involve certain risks which may be difficult to predict and are beyond management's control. These risks and uncertainties could cause actual results to differ materially from those contained in any forward-looking statement. These risks and uncertainties include, but are not limited to, the risks associated with the following:

- Acquiring, owning and selling real property and real estate investments, including risks related to general economic and real estate market conditions, the risk that the Account's properties become too concentrated (whether by geography, sector or by tenant mix) and the risk that the sales price of a property might differ from its estimated or appraised value;
- Property valuations, including the fact that the Account's appraisals are generally obtained on a quarterly basis and there may be periods in between appraisals of a property during which the value attributed to the property for purposes of the Account's daily accumulation unit value may be more or less than the actual realizable value of the property;
- Financing the Account's properties, including the risk of default on loans secured by the Account's properties (which could lead to foreclosure);
- Contract owner transactions, in particular that (i) significant net contract owner transfers out of the Account may impair our ability to pursue or consummate new investment opportunities, (ii) significant net contract owner transfers into the Account may result, on a temporary basis, in our cash holdings and/or holdings in liquid non-real estate-related investments exceeding our long-term targeted holding levels and (iii) high levels of cash and liquid non-real estate-related investments in the Account during times of appreciating real estate values can impair the Account's overall return;
- Joint ventures and real estate funds, including the risk that the Account may gave limited rights with respect to the joint venture or that a co-venturer or fund manager may have financial difficulties;
- Governmental regulatory matters such as zoning laws, rent control laws, and property taxes;
- Potential liability for damage to the environment or injury to individuals caused by hazardous substances used or found on its properties, as well as risks associated with federal and state environmental laws may impose restrictions on the manner in which a property may be used;
- Certain catastrophic losses that may be uninsurable, as well as risks related to climate-related changes and hazards, which could adversely impact the Account's investment returns;
- The utilization of ESG criteria in its commercial real estate underwriting may result in the Account foregoing some commercial real estate market opportunities and subsequently underperforming relative to other investment vehicles that do not utilize such ESG criteria in selecting portfolio properties;

- Especially with respect to countries with emerging market, foreign commercial real properties, foreign real estate loans, foreign debt investments and foreign securities investments may experience unique risks such as changes in currency exchange rates, imposition of market controls or currency exchange controls, seizure, expropriation or nationalization of assets, political, social or diplomatic events or unrest, regulatory and taxation risks and risks associated with enforcing judgments in foreign countries that could cause the Account to lose money;
- Investments in REITs, including changes in the value of the underlying properties or by the quality of any credit extended, as well as exposure to market risk due to changing conditions in the financial markets;
- Investments in mortgage-backed securities, which are subject to the same risks inherent in real estate investing, making mortgage loans and investing in debt securities. For example, the underlying mortgage loans may experience defaults, are subject to prepayment risks and are sensitive to economic conditions impacting the credit markets generally;
- Risks associated with the Account's investments in mortgage loans, including (i) borrower default that results in the Account being unable to recover its original investment, (ii) liens that may have priority over the Account's security interest, (iii) a deterioration in the financial condition of tenants, and (iv) changes in interest rates for the Account's variable-rate mortgage loans and other debt instruments;
- Investment securities issued by U.S. Government agencies and U.S. Government-sponsored entities, including the risk that the issuer may not have their securities backed by the full faith and credit of the U.S. Government, which could adversely affect the pricing and value of such securities;
- Risks associated with investments in liquid, fixed-income investments and real estate-related liquid assets (which could include, from time to time, registered or unregistered REIT securities and CMBS), and non-real estate-related liquid assets, including the risk that:
    - the issuer will not be able to pay principal and interest when due (or in the case of structured securities, the risk that the underlying collateral for the security may be insufficient to support such interest or principal payments) or that the issuer's earnings will fall;
    - credit spreads may increase;
    - the changing conditions in financial markets may cause the Account's investments or interest rates to experience volatility;
    - securities (or the underlying collateral in the case of structured securities) are downgraded should TIAA and/or rating agencies believe the issuer's business outlook or creditworthiness has deteriorated;
    - the level of current income from a portfolio of fixed-income investments may decline in certain interest rate environments;
    - during periods of falling interest rates, an issuer may call (or repay) a fixed-income security prior to maturity, or pay off their loans sooner than expected, resulting in a decline in income;
    - during periods of rising interest rates, borrowers may pay off their mortgage and other loans later than expected, preventing the Account from reinvesting principal proceeds at higher interest rates;
    - securities issued by the U.S. Government or one of its agencies or instrumentalities may receive varying levels of support from the U.S. Government, which could affect the Account's ability to recover should they default;
    - events affecting states and municipalities, including severe financial difficulties, may adversely impact the Account's investments and its performance;
    - the issuer of non-U.S. sovereign debt or the governmental authorities that control the repayment of such debt may be unable or unwilling to repay principal or interest when due;
    - the inability to receive the principal or interest collectable on multinational or supranational foreign debt;
    - the Account's investment decisions may cause the Account to underperform relative to others in the marketplace;
    - foreign (non-U.S.) currencies may decline in value relative to the U.S. dollar and adversely affect the value of the Account's investments impacted by foreign currencies;

- investments in derivatives and other types of hedging strategies may result in the Account losing more than the principal amount invested;
  - currency management strategies may substantially change the Account's exposure to currencies and currency exchange rates and could result in losses to the Account;
  - transactions involving a counterparty to a derivative or other instrument, or to a third party responsible for servicing the instrument, are subject to the credit risk of the counterparty or third party;
  - SEC Rule 144A securities may be less liquid and have less investor protections than publicly traded securities;
  - illiquid investments may be difficult for the Account to sell for the value at which they are carried; and
  - the Account could experience losses if banks fail;
- Conflicts of interests associated with TIAA serving as investment manager of the Account and provider of the liquidity guarantee while also serving as an investment manager to other real estate accounts or funds;
- Lending securities, which has the Account bear the market risk with respect to the investment of collateral or a portion of the income generated by interest paid by the securities lending agent on the cash collateral balance; and
- The Account's requirement to sell property in the event that TIAA owns too large of a percentage of the Account's accumulation units, which sales could occur at a time or price that is not optimal for the Account's returns.

More detailed discussions of certain of these risk factors are contained in the section of the Form 10-K entitled "Item 1A. Risk Factors" and "Part II, Item 1A, Risk Factors" in this Report and also in the section below entitled "Quantitative and Qualitative Disclosures About Market Risk." These risks could cause actual results to differ materially from historical experience or management's present expectations.

Caution should be taken not to place undue reliance on management's forward-looking statements, which represent management's views only as of the date that this report is filed. Neither management nor the Account undertake any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, changed assumptions, future events or otherwise.

Commercial real estate market statistics discussed in this section are obtained by the Account from sources that management considers reliable, but some of the data are preliminary for the period ended March 31, 2022 and may be subsequently revised. Prior period data may have been adjusted to reflect updated calculations. Investors should not rely exclusively on the data presented below in forming a judgment regarding the current or prospective performance of the commercial real estate market generally.

ABOUT THE TIAA REAL ESTATE ACCOUNT

The Account was established, under the laws of New York, in February 1995 as a separate account of TIAA and interests in the Account were first offered to eligible contract owners on October 2, 1995. The Account offers individual and group accumulating annuity contracts (with contributions made on a pre-tax or after-tax basis), as well as individual lifetime and term-certain variable payout annuity contracts (including the payment of death benefits to beneficiaries). Investors are entitled to transfer funds to or from the Account under certain circumstances. Funds invested in the Account for each category of contract are expressed in terms of units, and unit values will fluctuate depending on the Account's performance.

Investment Objective and Strategy

The Account seeks to generate favorable total returns primarily through the rental income and appreciation of a diversified portfolio of directly held, private real estate investments and real estate-related investments, while offering investors guaranteed, daily liquidity.

Real Estate-Related Investments. The Account intends to have between 75% and 85% of its net assets invested directly in real estate or real estate-related investments with the goal of producing favorable long-term returns primarily through rental income and appreciation. These investments may consist of:

- Direct ownership interests in domestic and foreign real estate;
- Direct ownership of real estate through interests in joint ventures; or
- Indirect interests in real estate through real estate-related securities, such as:
  - public and/or privately placed, domestic and foreign, registered and unregistered equity investments in REITs, which investments may consist of registered or unregistered common or preferred stock interests;
  - private real estate limited partnerships and limited liability companies (collectively, "real estate funds");
  - investments in equity or debt securities of domestic and foreign companies whose operations involve real estate (i.e., that primarily own, develop or manage real estate) which may not be REITs; and
  - domestic or foreign loans, including conventional commercial mortgage loans, participating mortgage loans, secured domestic and foreign (including U.K.) mezzanine loans, subordinated loans and collateralized mortgage obligations, including CMBS and other similar investments.

The Account's principal investment strategy is to purchase direct ownership interests in income-producing real estate, primarily office, industrial, retail and multi-family properties. The Account is targeted to hold between 65% and 85% of the Account's net assets in such direct ownership interests.

In addition, the Account is authorized to hold up to 25% of its net assets in liquid real estate-related securities, including publicly traded REITs and CMBS. Management intends that the Account will not hold more than 10% of net assets in such securities on a long-term basis. As of March 31, 2022, the Account did not hold any publicly traded REIT securities or CMBS.

In making commercial real estate investments within the Account, TIAA seeks to make investments that are suitable from a financial perspective and whose activities are generally consistent with industry recognized ESG criteria. The Account intends to promote awareness of these criteria to its joint venture partners, vendors and other stakeholders in connection with portfolio related activity involving commercial real estate transactions. TIAA believes awareness, and, as appropriate, implementation of ESG criteria in commercial real estate holdings is beneficial to total long-term returns for the Account. In its evaluation of commercial real estate opportunities, the Account will take ESG considerations into account as part of the financial assessment of a commercial real estate portfolio asset, and not to achieve a desired outcome or as an investment qualification or screen. Ultimately, the Account will make an investment decision that incorporates ESG criteria only to the extent that the criteria is reasonably expected to enhance the ability to achieve desired returns for the Account.

Liquid, Fixed-Income Investments. The Account will invest the remaining portion of its assets (targeted to be between 15% and 25% of its net assets) in the following types of liquid, fixed income investments;

- U.S. Treasury or U.S. Government agency securities;
- Intermediate-term or long-term government related instruments, such as bond or other fixed-income securities issued by U.S. Government agencies, U.S. States or municipalities or U.S. Government-sponsored entities as well as foreign governments and their agencies (including those in emerging markets) and supranational or multinational organizations (e.g., the European Union);
- Intermediate-term or long-term non-government related instruments, such as corporate debt securities or asset-backed securities ("ABS") issued by domestic or foreign entities, including domestic or foreign mezzanine or other debt, MBS, RMBS, debt securities of foreign governments, and collateralized debt ("CDO"), collateralized bond ("CBO") and collateralized loan ("CLO") obligations, but only if such non-government related instruments are investment-grade securities;
- Money market instruments and other cash equivalents. These will usually be high-quality, short-term debt instruments, including U.S. Government or government agency securities, commercial paper, certificates of deposit, bankers' acceptances, repurchase agreements, interest-bearing time deposits, and corporate debt securities; and
- To a limited extent, privately issued (or non-publicly traded) debt securities, including Rule 144A securities, issued by domestic and foreign companies that do not primarily own or manage real estate, but only if such domestic and foreign privately issued debt securities are investment-grade securities.

The Account's liquid, fixed-income investments may comprise less than 15% (and possibly less than 10%) of its assets (on a net basis), especially during and immediately following periods of significant net contract owner outflows. In addition, the Account, from time to time and on a temporary basis, may hold in excess of 25% of its net assets in liquid, fixed-income investments, particularly during times of significant inflows into the Account and/or a lack of attractive real estate-related investments available in the market.

Liquid Securities Generally. Primarily due to management's need to manage fluctuations in cash flows, in particular during and immediately following periods of significant contract owner net transfer activity into or out of the Account, the Account may, on a temporary basis (i) exceed the upper end of its targeted holdings (currently 35% of the Account's net assets) in liquid securities of all types, including both publicly traded non-real estate-related liquid investments and liquid real estate-related securities, such as REITs, ABS, RMBS, CMBS and MBS, or (ii) be below the low end of its targeted holdings in such liquid securities (currently 15% of the Account's net assets).

The portion of the Account's net assets invested in liquid investments of all types may exceed the upper end of its target, for example, if (i) the Account receives a large inflow of money in a short period of time, in particular due to significant contract owner transfer activity into the Account, (ii) the Account receives significant proceeds from sales or financings of direct real estate assets, (iii) there is a lack of attractive direct real estate investments available on the market, and/or (iv) the Account anticipates more near-term cash needs, including to acquire or improve direct real estate investments, pay expenses or repay indebtedness.

Foreign Investments. The Account may also make foreign real estate and foreign real estate-related investments and foreign liquid, fixed-income investments. Under the Account's investment guidelines, investments in direct foreign real estate and real estate loans, together with foreign real estate-related securities and foreign liquid, fixed-income investments may not comprise more than 25% of the Account's net assets. However, management doesn't intend such foreign investments, in the aggregate, to exceed 10% of the Account's net assets. As of March 31, 2022, the fair value of the Account's foreign real estate investments was $36.4 million.

In managing any domestic or foreign mezzanine debt or other domestic or foreign loans or securities, the Account may enter into certain derivatives transactions (including forward currency contracts and swaps, futures contracts, put and call options and other hedging transactions) in order to hedge against the risks of exchange rate uncertainties, interest rate uncertainties and foreign currency or market fluctuations impacting the Account's domestic or foreign investments. The Account does not intend to speculate in such transactions.

FIRST QUARTER 2022 U.S. ECONOMIC AND COMMERCIAL REAL ESTATE OVERVIEW

The Account invests primarily in high-quality, core real estate in order to meet its investment objective of obtaining favorable long-term returns through rental income and the appreciation of its real estate holdings.

Economic Overview and Outlook

	Actuals		Forecast	
Key Macro Economic Indicators*	**2021**	**1Q 2022**	**2022**	**2023**
Economy[1]				
Gross Domestic Product ("GDP")	5.7%	(1.4)%	3.1%	2.3%
Employment Growth [2]	549	562	353	159
Unemployment Rate	5.4%	3.8%	4.2%	3.8%
Interest Rates[3]				
10 Year Treasury	1.5%	2.3%	2.7%	2.9%

Sources: Bloomberg, BEA, Bureau of Labor Statistics ("BLS"), Federal Reserve and Moody's Analytics

* Data subject to revision

(1) GDP growth rates are annual rates. Quarterly unemployment rates are the reported value for the final month of the quarter while annual values represent a twelve-month average.

(2) Values presented in thousands. Forecast values represent average monthly employment growth in the respective periods.

(3) Treasury rates are an average over the stated period.

Initial 2022 outlook themes generally played out as expected in the first quarter: strong but slower economic growth, persistently higher inflation, the onset of interest rate hikes, and further bouts of elevated market volatility. Two developments were unexpected: The geopolitical and humanitarian crisis unleashed by Russia's invasion of Ukraine and a worsening disconnect between hard economic data and investor sentiment. Risks of a premature end to this young cycle have increased, given the steep path of interest rate increases. U.S. GDP is estimated to have decreased by 1.4% quarter-over-quarter (seasonally adjusted annualized rate) in the first quarter of 2022 but increased 3.6% year-over-year. The U.S. labor market has restored almost all (20.5 million of the 21 million) jobs lost at the beginning of the pandemic, as measured by nonfarm employment, bringing the unemployment rate to 3.8% as of March 2022. The economy gained 1.7 million jobs in the first quarter of 2022, according to the nonfarm payroll measurement from the U.S. Bureau of Labor Statistics.

Russian military activity in Ukraine escalated rapidly in February and has resulted in full-scale armed conflict, with growing uncertainty about how it will continue to impact global markets. Management expects additional volatility should events deteriorate further. While Management does not expect military action to spread beyond the borders of Ukraine, the economic ramifications could be relatively far-reaching. Half of Europe's energy supplies originate in Russia, and Germany has already canceled a planned pipeline due to the current hostilities. This development will increase energy prices and cause further inflationary pressure in the U.S. and globally.

Management does not expect the ongoing turmoil to shift the pattern of a global economic expansion. While further inflationary pressures are a concern, we do not believe the current disruption will shift the Federal Reserve's goal of raising interest rates to a neutral long-term rate. The Federal Reserve may increase interest rates at a faster pace than otherwise expected due to increased inflationary pressures, or it could hold off if the potentially rising cost of energy slows the economy. Management does not believe broad economic contagion will be a concern, but supply chain disruptions, sanctions and higher energy prices could cause some regions and economic sectors to suffer. If the situation deteriorates, however, with sanctions being added, there could be an increased risk of spreading economic effects.

The energy price shock has arguably boosted already high inflation across developed and emerging markets. March likely marked the peak for headline and core inflation in most major economies, with many goods prices likely to fall outright and wage pressures showing signs of easing. Disinflation would be welcomed by policymakers and investors alike, and falling inflation would seem to go hand in hand with falling interest rates; however, we expect 10-year government bond yields to rise further from here. While rates are already up considerably — and by much more than we expected — this is mainly due to higher inflation expectations. We expect real rates to rise as policy turns more hawkish and inflation moderates, producing slightly higher nominal yields by the end of the year.

While geopolitical and inflation concerns remain, the coronavirus pandemic has become a much more minor risk to the economy. As of March 31, 2022, the 7-day averages of COVID-19 cases and deaths, 28,814 and 630, respectively, according to the Center for Disease Control and Prevention, have decreased significantly from the winter highs caused by the spread of the Omicron variant of COVID-19. Deaths from COVID-19 are still considerably lower than they were in January 2021, when the 7-day average death rate peaked at 3,500. As of March 31, 2022, 218 million Americans have been fully vaccinated against COVID-19, and 98 million have received the COVID-19 vaccine booster. Most states are now removing the remaining mitigation strategies that were in place to control the spread of COVID-19 due to the low spread of the virus.

Real Estate Market Conditions and Outlook

The strong U.S. economic recovery is benefiting real estate prices overall. The COVID-19 vaccine has been widely administered, and pandemic-related restrictions have largely been removed. Private real estate investments have been relatively insulated from recent market volatility, and we believe continuing global economic reopening and strong capital flows should provide ongoing tailwinds. U.S. commercial real estate should benefit even during a rising interest rate environment. Management believes real-estate assets will continue to be a higher-yielding alternative to fixed-income holdings in the short term.

The pandemic severely impacted real estate property types dependent on social interactions, such as retail, office, and lodging. While the mall and office sectors have continued to underperform, the lodging and strip center sectors have recovered quickly, with prices exceeding pre-pandemic levels in particular sub-sectors. Simultaneously, the pandemic accelerated online shopping, the movement to the suburbs and Sunbelt cities, and the shift to the digital economy. As a result, warehouse, storage, single-family rentals, and data center values have risen since the onset of the pandemic and have continued to outperform during recent quarters. Additionally, health care and medical research spending is increasing, which has benefited the life science and medical office sectors. According to Real Capital Analytics, U.S. real estate transaction volumes are up 34% year-to-year as of February 2022. In 2021, apartments and industrial property transactions captured approximately 62% of total U.S. transaction volumes, illustrating the strong investor interest in these two property types.

The Account experienced materially positive appreciation within the warehouse, apartment, and alternative real estate sectors during the first quarter of 2022, driving a net participant return of 5.44%. Attractive supply and demand fundamentals, favorable borrowing costs, and heightened investor appetite for the industrial and apartment sectors, in particular, have largely contributed to property appreciation in the first quarter. As of March 31, 2022, the Account's leverage position was 17.4%. This low level of leverage and ability to access financing at attractive rates allows the Account to opportunistically deploy capital during periods of market volatility when other funds may focus on shoring up balance sheets. The Account expects to continue to seek opportunities that improve portfolio diversification throughout 2022 by selling lower productivity assets and acquiring assets with higher growth potential and economic resiliency.

Data for the Account’s top five markets in terms of market value as of March 31, 2022 are provided below. The five markets presented below represent 42.9% of the Account’s total real estate portfolio. Across all markets, the Account’s properties are 91.2% leased.

Top 5 Metro Areas by Fair Market Value[(1)]	**Account % Leased Fair Value Weighted[(2)]**	**Number of Property Investments**	**Metro Area Fair Value as a % of Total RE Portfolio[(3)]**	**Metro Area Fair Value as a % of Total Investments**
Los Angeles-Long Beach-Anaheim, CA	86.2%	22	10.7%	9.0%
Washington-Arlington-Alexandria, DC-VA-MD-WV	85.7%	18	9.8%	8.3%
Riverside-San Bernardino-Ontario, CA	100.0%	7	8.7%	7.3%
New York-Newark-Jersey City, NY-NJ-PA	82.5%	12	6.9%	5.8%
Miami-Fort Lauderdale-West Palm Beach, FL	94.7%	14	6.8%	5.7%

(1) The table above has been standardized to depict metropolitan statistical area ("MSA") definitions.

(2) Weighted by fair value, which differs from the calculations provided for market comparisons to CoStar and RealPage data and are used here to reflect the fair value of the Account’s monetary investments in those markets.

(3) Wholly-owned properties are represented at fair value and gross of any debt, while joint venture properties are represented at the net equity value.

Office

The effects of the COVID-19 pandemic can still be seen in the office sector as concerns over infections remain. Many companies are still moving cautiously in regards to reentry into the office and are continuing to invest in telecommuting options and infrastructure to facilitate remote work (e.g. new hardware, additional data storage), which will likely persist after the pandemic subsides. Companies may begin requiring less space due to reduced on-site employee presence; however, some companies may require additional space to better facilitate open-office concepts that incorporate distancing between employees. Current uncertainty surrounding the geopolitical climate and inflation have also contributed to the delay of long-term commitment for space; however, despite these uncertainties, the demand for space is expected improve throughout 2022.

Vacancy nationwide remained relatively flat with a slight increase from 12.2% in the fourth quarter of 2021 to 12.3% in the first quarter of 2022, as reported by CoStar. Vacancy rates have remained high in large downtown markets, such as New York and Los Angeles. New construction effectively stalled with the arrival of the COVID-19 pandemic, but the completion of construction already underway has continued to deliver new supply into a weak leasing environment; although, the first quarter of 2022 saw net positive absorption. The vacancy rate of the Account’s office portfolio increased to 18.0% in the first quarter of 2022, as compared to 16.9% in the prior quarter. The above-average vacancy rate in the New York metro area is driven by two properties currently undergoing redevelopment to increase the long term value of the properties. The vacancy rate in the New York metro is expected to remain elevated over the near term as legacy tenants fully vacate the properties and redevelopment efforts continue. The increased vacancy rate in the Los Angeles and Washington D.C. metro areas can both be attributed to expired leases.

As of March 31, 2022, the Account's rents from office tenants were not materially affected by the COVID-19 pandemic, but the duration of the effects of the COVID-19 pandemic remain unknown. Tenants requesting rent relief have generally requested rent deferrals for a limited period of time (i.e., less than six months), with the unpaid rent to be paid over the duration of the remaining lease. Additionally, if tenants vacate due to lease expirations, redeployment of the vacated space may be challenging in the near term due to unfavorable leasing conditions.

			Account Square Foot Weighted Average Vacancy		Market Vacancy[2]	
Top 5 Office Metropolitan Areas[1]	**Total Sector by Metro Area ($M)**	**% of Total Investments**	**Q1 2022**	**Q4 2021**	**Q1 2022**	**Q4 2021**
			18.0 %	**16.9 %**	**12.3 %**	**12.2 %**
Washington-Arlington-Alexandria, DC-VA-MD-WV	$ 1,484.6	4.6 %	15.3 %	11.0 %	14.8 %	14.7 %
Boston-Cambridge-Newton, MA-NH	1,205.4	3.7 %	21.6 %	21.7 %	9.2 %	9.3 %
New York-Newark-Jersey City, NY-NJ-PA	1,047.0	3.2 %	30.7 %	28.3 %	12.3 %	12.2 %
Los Angeles-Long Beach-Anaheim, CA	942.6	2.9 %	17.7 %	16.0 %	13.6 %	13.5 %
San Diego-Carlsbad, CA	775.9	2.4 %	2.7 %	2.7 %	11.3 %	11.3 %

(1) The table above has been standardized to depict metropolitan statistical area ("MSA") definitions.

(2) Source: CoStar. Market vacancy is the percentage of space available for rent. Account vacancy is the square foot-weighted percentage of unleased space. Market vacancy rates are subject to change.

Industrial

The industrial sector saw record-breaking activity in the first quarter of 2022. The pandemic has accelerated consumers' long-term shift to e-commerce, and this shift has caused demand for industrial space to rise to unprecedented levels. Construction of industrial properties is also at a record high as developers try to keep up with the demand but timing of delivery remains uncertain as supply chain issues are creating challenges.

The national industrial availability rate for the first quarter of 2022 was 4.1%, which is the lowest level ever recorded, as compared to 4.2% during the prior quarter, as reported by CoStar. The average vacancy rate of the industrial properties held by the Account dropped from 4.2% in the fourth quarter of 2021 to 3.9% in the first quarter of 2022, due to new leases.

As of March 31, 2022, the Account's rents from industrial tenants were not materially affected by the COVID-19 pandemic, but the duration of the effects of the COVID-19 pandemic remain unknown. Tenants requesting rent relief have generally requested rent deferrals for a limited period of time (i.e., less than six months), with the unpaid rent to be paid over the duration of the remaining lease. Additionally, if tenants vacate due to lease expirations, redeployment of the vacated space may be challenging in the near term due to unfavorable leasing conditions, though demand for industrial space has been relatively steady throughout the pandemic.

Top 5 Industrial Metropolitan Areas[(1)]	Total Sector by Metro Area ($M)	% of Total Investments	Account Square Foot Weighted Average Vacancy		Market Vacancy[(2)]	
			Q1 2022	Q4 2021	Q1 2022	Q4 2021
Account / Nation			**3.9 %**	**4.2 %**	**4.1 %**	**4.2 %**
Riverside-San Bernardino-Ontario, CA	$ 2,264.4	6.9 %	— %	— %	1.3 %	1.4 %
Los Angeles-Long Beach-Anaheim, CA	719.9	2.2 %	1.6 %	1.8 %	1.6 %	1.7 %
Seattle-Tacoma-Bellevue, WA	582.5	1.8 %	— %	— %	4.0 %	4.3 %
Dallas-Fort Worth-Arlington, TX	502.9	1.5 %	— %	— %	5.7 %	5.3 %
Miami-Fort Lauderdale-West Palm Beach, FL	500.6	1.5 %	1.2 %	1.5 %	3.1 %	3.2 %

(1) The table above has been standardized to depict MSA definitions.
(2) Source: CoStar. Market vacancy is the percentage of space available for rent. Account vacancy is the square foot-weighted percentage of unleased space. Market vacancy rates are subject to change.

Multi-Family

The national apartment vacancy rate decreased from 2.6% in the fourth quarter of 2021 to 2.5% in the first quarter of 2022, as reported by RealPage. This can be attributed to moderate growth in the more affordable markets, although, urban submarkets are recovering as renters are coming back to the cities to return to the office, or in anticipation of returning to office, allowing them to take advantage of the favorable leasing environment created by the COVID-19 pandemic. The vacancy rate of the Account's apartment properties increased to 6.4% in the first quarter of 2022 as compared to 5.9% in the prior quarter driven by expiring leases.

As of March 31, 2022, the Account's rents from multifamily tenants were not materially affected by the COVID-19 pandemic, but the duration of the effects of the COVID-19 pandemic remain unknown. Additionally, if tenants vacate due to lease expirations, redeployment of the vacated space may be challenging in the near term due to unfavorable leasing conditions. Rent concessions for new and existing tenants have moderately increased in recent months in an effort to generate and keep occupancy.

Top 5 Apartment Metropolitan Areas[(1)]	Total Sector by Metro Area ($M)	% of Total Investments	Account Units Weighted Average Vacancy		Market Vacancy[(2)]	
			Q1 2022	Q4 2021	Q1 2022	Q4 2021
Account / Nation			**6.4 %**	**5.9 %**	**2.5 %**	**2.6 %**
Los Angeles-Long Beach-Anaheim, CA	$ 951.9	2.9 %	6.2 %	5.3 %	2.1 %	2.3 %
Washington-Arlington-Alexandria, DC-VA-MD-WV	860.4	2.6 %	8.4 %	6.8 %	2.6 %	2.9 %
Miami-Fort Lauderdale-West Palm Beach, FL	712.0	2.2 %	6.4 %	4.5 %	1.5 %	2.0 %
Atlanta-Sandy Springs-Roswell, GA	422.9	1.3 %	11.9 %	7.6 %	3.1 %	3.0 %
New York-Newark-Jersey City, NY-NJ-PA	385.2	1.2 %	2.2 %	— %	1.5 %	2.1 %

(1) The table above has been standardized to depict MSA definitions.
(2) Source: RealPage. Market vacancy is the percentage of units vacant. The Account's vacancy is the percentage of unleased units. Market vacancy rates are subject to change.

Retail

While all core real estate sectors have been negatively impacted by the COVID-19 pandemic to some degree, the impact to the retail sector has been especially pronounced since traditional retail was facing ongoing challenges from e-commerce platforms long before the COVID-19 pandemic. However, the sector continued to strengthen in the first quarter of 2022 despite the lingering effects of the pandemic, supply chain challenges, and economic uncertainty created by the Russian invasion of Ukraine.

The Account's retail portfolio is composed primarily of high-end lifestyle shopping centers and regional malls in large metropolitan or tourist centers. The retail portfolio is managed to minimize significant exposure to any single retailer. The Account has over 1,100 retailers across its portfolio, with its largest retail exposure comprising less than 5.0% of total retail rentable area. The Account's retail vacancy was 10.8% in the first quarter of 2022, up from 10.2% in the prior quarter. The increase can be attributed to lease expirations.

Retail tenants requesting rent relief have generally requested rent deferrals for a limited period of time (i.e., less than six months), with the unpaid rent to be paid over the duration of the remaining lease. The duration of the effects of the COVID-19 pandemic remain unknown; the Account is closely monitoring the collectability of accrued rental income and adjusting its allowances for uncollectible rent as needed.

			Account Units Weighted Average Vacancy		Market Vacancy*	
	Total Exposure ($M)	% of Total Investments	Q1 2022	Q4 2021	Q1 2022	Q4 2021
All Retail			**10.8 %**	**10.2 %**	**4.6 %**	**4.6 %**
Lifestyle & Mall	$ 1,572.1	4.8 %	14.0 %	12.6 %	7.3 %	7.4 %
Neighborhood, Community & Strip	1,340.6	4.1 %	7.3 %	8.7 %	6.6 %	6.7 %
Power Center**	467.0	1.4 %	15.2 %	13.3 %	5.2 %	5.3 %

*Source: CoStar. Market vacancy is defined as the percentage of space available for rent. The Account's vacancy is the square foot-weighted percentage of unleased space. Market vacancy rates are subject to change.

**The Power Center designation is reserved for properties with three or more anchor units. Anchor units are leased to large retailers such as department stores, home improvement stores, and warehouse clubs. Properties with the Neighborhood, Community and Strip designation consist of two or less anchor units.

Hotel

The impact of the COVID-19 pandemic on the hospitality sector has been especially severe among hotels that cater primarily to business travelers. Business travel has been curtailed significantly, with travel limited primarily to those who must travel for essential reasons. Business travel remained depressed during the first quarter of 2022 but is expected to grow significantly in 2022 as more employees return to office and conferences shift back to inperson. Leisure travel has continued to increase and is expected to remain steady, especially with the approaching summer season, which generally sees an influx of travelers.

The Account's exposure to the hospitality sector is limited to one hotel in the Dallas metro area. The hotel is located in a business park in the Dallas metro area and caters largely to business travelers. Key metrics to track hotel performance include occupancy, the average daily rate ("ADR") and revenue per available room ("RevPAR"). For the quarter ended March 31, 2022, occupancy of the property increased to 35.5%, as compared to 34.2% in the previous quarter. ADR and RevPAR were $126.66 and $69.03, respectively, for the first quarter of 2022, as compared to $111.73 and $50.63, respectively, in the prior quarter.

INVESTMENTS

As of March 31, 2022, the Account held 84.1% of its total investments in real estate and real estate joint ventures. The Account also held investments in loans receivable, including those with related parties, representing 4.1% of total investments, U.S. treasury securities representing 2.7% of total investments, real estate funds representing 2.5% of total investments, U.S. government agency notes representing 3.3% of total investments, corporate bonds representing 1.7% of total investments, a real estate operating business representing 1.5% of total investments and foreign government agency notes representing 0.1% of total investments,

The outstanding principal on loans payable on the Account's wholly-owned real estate portfolio as of March 31, 2022 was $2.1 billion. The Account's proportionate share of outstanding principal on loans payable within its joint venture investments was $3.5 billion, which is netted against the underlying properties when determining the joint venture investment's fair value presented on the Consolidated Schedules of Investments. Total outstanding principal on the Account's portfolio as of March 31, 2022, inclusive of loans payable within the joint venture investments, $243.3 million in loans collateralized by a loan receivable and $500.00 million outstanding on the Account's line of credit, was $6.4 billion, which represented a loan-to-value ratio of 17.4%.

Management believes that the Account's real estate portfolio is diversified by location and property type. The Account does not intend to buy and sell its real estate investments simply to make short-term profits. Rather, the Account's general strategy in selling real estate investments is to dispose of those assets that management believes (i) have maximized in value, (ii) have underperformed or face deteriorating property-specific or market conditions, (iii) need significant capital infusions in the future, (iv) are appropriate to dispose of in order to remain consistent with the Account's intent to diversify the Account by property type and geographic location (including reallocating the Account's exposure to or away from certain property types in certain geographic locations), or (v) otherwise do not satisfy the investment objectives of the Account. Management, from time to time, will evaluate the need to manage liquidity in the Account as part of its analysis as to whether to undertake a particular asset sale. The Account may reinvest any sale proceeds that it does not need to pay operating expenses or to meet debt service or redemption requests (e.g., contract owner withdrawals or benefit payments).

The following table lists the Account's ten largest investments as of March 31, 2022. For information regarding the Account's diversification of real estate assets by region and property type, see *Note 3—Concentrations of Risk.*

Ten Largest Real Estate Investments

Property Investment Name	Ownership Percentage	City	State	Type	Gross Real Estate Fair Value[1]	Debt Fair Value[2]	Net Real Estate Fair Value[3]	Property as a % of Total Real Estate Portfolio[4]	Property as a % of Total Investments[5]
Ontario Industrial Portfolio	100%	Ontario	CA	Industrial	$ 1,095.0	$ —	$ 1,095.0	3.6%	3.0%
Simpson Housing Portfolio	80%	Various	U.S.A.	Apartment	1,048.0	392.9	655.1	3.4%	2.9%
Fashion Show	50%	Las Vegas	NV	Retail	979.4	420.1	559.3	3.2%	2.7%
1001 Pennsylvania Avenue	100%	Washington	DC	Office	800.9	306.4	494.5	2.6%	2.2%
The Florida Mall	50%	Orlando	FL	Retail	736.1	299.8	436.3	2.4%	2.0%
Colorado Center	50%	Santa Monica	CA	Office	634.0	276.8	357.2	2.1%	1.8%
Lincoln Centre	100%	Dallas	TX	Office	566.8	—	566.8	1.8%	1.6%
99 High Street	100%	Boston	MA	Office	531.2	282.6	248.6	1.7%	1.5%
Storage Portfolio II	90%	Various	USA	Other	502.3	183.0	319.3	1.6%	1.4%
701 Brickell Avenue	100%	Miami	FL	Office	489.9	182.5	307.4	1.6%	1.4%

(1) The Account's share of the fair value of the property investment, gross of debt.
(2) Debt fair values are presented at the Account's ownership interest.
(3) The Account's share of the fair value of the property investment, net of debt.

(4) Total real estate portfolio is the aggregate fair value of the Account's wholly-owned properties and the properties held within a joint venture, gross of debt.

(5) Total investments are the aggregate fair value of all investments held by the Account, gross of debt. Total investments, as calculated within this table, will vary from total investments, as calculated in the Account's Schedule of Investments, as joint venture investments are presented in the Schedule of Investments at their net equity position in accordance with U.S. Generally Accepted Accounting Principals ("GAAP").

Results of Operations

Three months ended March 31, 2022 compared to three months ended March 31, 2021

Net Investment Income

The following table shows the results of operations for the three months ended March 31, 2022 and 2021 and the dollar and percentage changes for those periods (dollars in millions).

	For the Three Months Ended March 31,		Change	
	2022	**2021**	**$**	**%**
INVESTMENT INCOME				
Real estate income, net:				
Rental income	$ 303.7	$ 288.8	$ 14.9	5.2 %
Real estate property level expenses:				
Operating expenses	73.6	69.0	4.6	6.7 %
Real estate taxes	51.7	54.8	(3.1)	(5.7)%
Interest expense	20.9	22.9	(2.0)	(8.7)%
Total real estate property level expenses	146.2	146.7	(0.5)	(0.3)%
Real estate income, net	157.5	142.1	15.4	10.8 %
Income from real estate joint ventures	60.5	43.0	17.5	40.7 %
Income from real estate funds	6.0	2.1	3.9	N/M
Interest	20.7	19.9	0.8	4.0 %
Other	0.8	—	0.8	N/M
TOTAL INVESTMENT INCOME	245.5	207.1	38.4	18.5 %
Expenses:				
Investment management charges	22.5	17.2	5.3	30.8 %
Administrative charges	13.5	14.8	(1.3)	(8.8)%
Distribution charges	7.3	8.3	(1.0)	(12.0)%
Mortality and expense risk charges	0.4	0.3	0.1	33.3 %
Liquidity guarantee charges	22.7	13.9	8.8	63.3 %
TOTAL EXPENSES	66.4	54.5	11.9	21.8 %
INVESTMENT INCOME, NET	$ 179.1	$ 152.6	$ 26.5	17.4 %

The following table illustrates and compares rental income, operating expenses and real estate taxes for properties held by the Account for the three months ended March 31, 2022 and 2021. The comparative increases or decreases associated with the acquisition and disposition of properties made in either period is compared to "same property" (dollars in millions).

	Rental Income				Operating Expenses				Real Estate Taxes			
			Change				Change				Change	
	2022	2021	$	%	2022	2021	$	%	2022	2021	$	%
Same Property	$ 290.2	$ 266.0	$ 24.2	9.1 %	$ 70.9	$ 64.3	$ 6.6	10.3 %	$ 49.4	$ 51.3	$ (1.9)	(3.7)%
Properties Acquired	8.1	22.8	(14.7)	(64.5)%	1.4	4.7	(3.3)	(70.2)%	1.1	3.5	(2.4)	(68.6)%
Properties Sold	5.4	—	5.4	N/M	1.3	—	1.3	N/M	1.2	—	1.2	N/M
Impact of Properties Acquired/Sold	13.5	22.8	(9.3)	(40.8)%	2.7	4.7	(2.0)	(42.6)%	2.3	3.5	(1.2)	(34.3)%
Total Property Portfolio	$ 303.7	$ 288.8	$ 14.9	5.2 %	$ 73.6	$ 69.0	$ 4.6	6.7 %	$ 51.7	$ 54.8	$ (3.1)	(5.7)%

N/M—Not meaningful

Rental Income:

Rental income increased by $14.9 million, or 5.2%, when compared to the first quarter of 2021, driven by increases across the industrial, apartment and retail sectors due to reductions in bad debt expenses and decreases in rent concessions. The Account's hotel property also experienced an increase in income which can be attributed to an increase in occupancy, which was previously stifled by the restrictions placed on the hotel industry due to the COVID-19 pandemic.

Operating Expenses:

Operating expenses increased $4.6 million, or 6.7%, when compared to the first quarter of 2021.The increase is attributed to increases in repair and maintenance costs, as well as utility costs, across the office, industrial, and apartment sectors. The Account's hotel property also saw a large increase in operating expenses as occupancy increased.

Real Estate Taxes:

Real estate taxes decreased $3.1 million, or 5.7%, when compared to the same period in 2021, due to slight decreases in property taxes across the office sector.

Interest Expense:

Interest expense decreased $2.0 million, or 8.7%, when compared to the same period in 2021, as a result of lower average interest rates and outstanding principal balances on loans payable.

Income from Real Estate Joint Ventures:

Income from real estate joint ventures increased $17.5 million, when compared to the same period in 2021, as a result of higher distributed income, most notably from the Account's storage portfolios.

Income from Real Estate Funds:

Income from real estate funds increased $3.9 million, when compared to the same period in 2021, primarily as a result of the increase in investments in real estate funds and the purchase of additional interests pursuant to existing commitments.

Interest Income:

Interest income remained relatively flat in comparison to the same period of 2021.

Expenses:

Investment management, administrative and distribution costs charged to the Account are associated with managing the Account. Investment management charges are comprised primarily of fixed components, but fluctuate based on the size of the Account's portfolio of investments, whereas administrative and distribution charges are comprised of more variable components that generally correspond with movements in net assets. Both distribution services (pursuant to the Distribution Agreement) and administrative services are provided to the Account by Services and TIAA, respectively, on an at cost basis. These expenses increased $3.0 million over the comparable period of 2021.

Mortality and expense risk and liquidity guarantee expenses are contractual charges to the Account from TIAA for TIAA's assumption of these risks and provision of the liquidity guarantee. The rate for these charges is established annually and are charged at a fixed rate based on the Account's net assets. Mortality and expense risk expenses remained relatively unchanged between the comparative periods. Liquidity guarantee expenses were $8.8 million higher than the comparable period of 2021 as a result of a higher liquidity guarantee expense charge and higher average net assets.

Net Realized and Unrealized Gains and Losses on Investments and Loans Payable

The following table shows the net realized and unrealized gains and losses on investments and loans payable for the three months ended March 31, 2022 and 2021 and the dollar and percentage changes for those periods (dollars in millions).

	For the Three Months Ended March 31,		Change	
	2022	**2021**	**$**	**%**
NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS AND LOANS PAYABLE				
Net realized gain (loss) on investments:				
Real estate properties	$ (8.4)	$ 3.0	$ (11.4)	N/M
Real estate joint ventures	50.9	—	50.9	N/M
Marketable securities	(1.0)	—	(1.0)	N/M
Loans receivable	—	(0.7)	0.7	N/M
Total realized gain on investments:	41.5	2.3	39.2	N/M
Net change in unrealized gain (loss) on:				
Real estate properties	1,212.4	287.8	924.6	N/M
Real estate joint ventures	71.9	65.9	6.0	9.1 %
Real estate funds	(9.4)	(7.6)	(1.8)	23.7 %
Real estate operating business	60.4	—	60.4	N/M
Marketable securities	(28.6)	—	(28.6)	N/M
Loans receivable	1.0	13.3	(12.3)	(92.5)%
Loans payable	3.7	3.5	0.2	5.7 %
Net change in unrealized gain on investments and loans payable	1,311.4	362.9	948.5	N/M
NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS AND LOANS PAYABLE	$ 1,352.9	$ 365.2	$ 987.7	N/M

N/M—Not meaningful

Real Estate Properties:

Wholly-owned real estate investments experienced net realized and unrealized gains of $1.2 billion during the first quarter of 2022, compared to $290.8 million of net realized and unrealized gains during the comparable period of 2021. While the Account saw appreciation across various real estate sectors in the first quarter of 2022, unrealized gains were primarily driven by industrial properties in the Western region due to increased average market and contract rents, reflective of increased demand.

Real Estate Joint Ventures:

Real estate joint ventures experienced net realized and unrealized gains of $122.8 million during the first quarter of 2022, compared to $65.9 million during the first quarter of 2021. Net gains in the first quarter of 2022 were primarily driven by the Account's joint venture investments in storage facilities, which saw a large increase in appreciation, reflective of capitalization rate compression in the self-storage industry, coupled with gains from sales.

Real Estate Funds:

Real estate funds experienced unrealized losses of $9.4 million during the first quarter of 2022, compared to $7.6 net unrealized losses during the first quarter of 2021. Unrealized losses were driven by unfavorable valuations of two of the funds.

Real Estate Operating Business:

The Account's real estate operating business experienced unrealized gains of $60.4 million during the first quarter of 2022, which were primarily attributed to favorable projected cash flow and industry share price growth.

Marketable Securities:

The Account's marketable securities positions experienced net realized and unrealized losses of $29.6 million in the first quarter of 2022, The change is a result of the short and intermediate-term nature of the Account's U.S. Treasuries, government agency notes and corporate bond holdings, paired with a nominal fluctuation in U.S. Treasury rates during the quarter.

Loans Receivable, including those with related parties:

Loans receivable, including those with related parties, experienced unrealized gains of $1.0 million during the first quarter of 2022 compared to a $12.6 million of net realized and unrealized gains during the comparable period of 2021. Net gains in the first quarter of 2022 are attributed to favorable valuations on loans associated with two office properties.

Loans Payable:

Loans payable experienced unrealized gains of $3.7 million in the first quarter of 2022, compared to $3.5 million of unrealized gains during the comparable period of 2021. The unrealized gains in 2022 were attributable to increases in U.S. Treasury yields driven by inflation risk, partially offset by narrowing of credit spreads.

Liquidity and Capital Resources

As of March 31, 2022 and December 31, 2021, the Account’s cash and cash equivalents and marketable securities had a value of $2.6 billion and $2.2 billion representing 8.7% and 7.9% of the Account’s net assets at such dates, respectively. The Account’s liquid assets continue to be available to purchase suitable real estate properties, meet the Account’s debt obligations, expense needs, and contract owner redemption requests (i.e., contract owner withdrawals or benefit payments). In addition, as disclosed in the Account's Form 10-K for the period ended December 31, 2021, the Account is able to meet its short-term and long-term liquidity needs through the Liquidity Guarantee provided by TIAA.

Net Income and Debt Outstanding

The Account’s net investment income is a source of liquidity for the Account. Net investment income was $179.1 million for the three months ended March 31, 2022, as compared to $152.6 million for the comparable period of 2021. The decrease in total net investment income is described more fully in the *Results of Operations* section.

The Account has a $500 million unsecured line of credit, accessible as needed to fund the Account's near-term investment objectives, as further described in *Note 10—Line of Credit.* As of March 31, 2022, the Account's line of credit was fully drawn.

The Account may from time to time borrow money and assume or obtain a mortgage on a property to make leveraged real estate investments. The Account is authorized to borrow money in accordance with its investment guidelines. Under the Account’s current investment guidelines, the Account’s loan to value ratio (as described below) is to be maintained at or below 30% (measured at the time of incurrence and after giving effect thereto). Such incurrence of debt from time to time may include:

- placing new debt on properties;
- refinancing outstanding debt;
- assuming debt on acquired properties or interests in the Account’s properties;
- extending the maturity date of outstanding debt;
- an unsecured line of credit, credit facility or bank loan; or
- the issuance of debt securities.

As of March 31, 2022, the Account’s loan-to-value ratio was 17.4%. The Account's loan-to-value ratio at any time is based on the outstanding principal amount of debt to the Account's total gross asset value, and excludes leverage, if any, employed by REITs and real estate funds in which the Account invests. The ratio will be measured at the time of any debt incurrence and will be assessed after giving effect thereto. The Account's total gross asset value, for these purposes, is equal to the total fair value of the Account's assets (including the fair value of the Account's interest in joint ventures), with no reduction associated with any indebtedness on such assets. In calculating outstanding indebtedness, we include only the Account's actual percentage interest in any borrowings on a joint venture investment and not that of any joint venture partner. Also, at the time the Account (or a joint venture in which the Account is a partner) enters into a revolving or other line of credit, management includes only amounts outstanding when calculating outstanding indebtedness.

The Account may borrow up to 70% of the then-current value of a property, although construction loans may be for 100% of costs incurred in developing the property. Except for construction loans, any mortgage loans on a property will be non-recourse to the Account. For this purpose, non-recourse means that if there is a default on a loan in respect to a specific property, the lender will have recourse to (i.e., be able to foreclose on) only the property encumbered (or the joint venture owning the property), or to other specific Account properties that may have been pledged as security for the defaulted loan, but not to any other assets of the Account. Currently, TIAA, on behalf of the Account, maintains a senior revolving unsecured line of credit with a syndicate of third-party bank lenders, including JPMorgan Chase Bank, N.A. (the "Credit Agreement"). The Account may use the proceeds of borrowings under the Credit Agreement for funding general organizational purposes of the Account in the ordinary course of business, including financing certain real estate portfolio investments. The Account may enter into additional unsecured lines of credit, credit facilities and term bank loans underwritten by one or more third-party lenders. In addition, from time to time, the Account may, if permitted by applicable insurance laws, borrow capital for operating or other needs by offering debt securities

As of March 31, 2022, there are four mortgage obligations secured by real estate investments wholly-owned by the Account that mature within the next twelve months. The Account has sufficient liquidity to meet its mortgage obligations.

Recent Transactions

The following describes transactions occurring during the first quarter of 2022 related to real estate properties, real estate joint ventures, real estate funds, loans receivable, and loans payable. Except as noted, expenses for operating the properties purchased are either borne or reimbursed, in whole or in part, by the property tenants, although the terms vary under each lease. Dollar amounts are shown in millions.

Real Estate Properties and Joint Ventures

Purchases

Property Name	Transaction Date	Ownership Percentage	Sector	Location	Net Purchase Price[1]
Sun Holdings Multifamily Portfolio	01/06/2022	95.00%	Apartments	Atlanta, GA	$ 87.0
Sun Holdings Multifamily Portfolio	01/06/2022	95.00%	Apartments	Lawrenceville, GA	$ 70.1
Sun Holdings Multifamily Portfolio	01/06/2022	95.00%	Apartments	San Marcos, TX	$ 62.5
Sun Holdings Multifamily Portfolio	01/06/2022	95.00%	Apartments	Katy, TX	$ 67.0
Storage Portfolio IV[2]	01/12/2022	90.00%	Storage	Marietta, GA	$ 20.9
Storage Portfolio IV[2]	01/12/2022	90.00%	Storage	Tucker, GA	$ 17.7
Minneapolis Core Portfolio (Northpark III)	02/04/2022	100.00%	Industrial	Brooklyn Park, MN	$ 38.9
Minneapolis Core Portfolio (Northpark V)	02/04/2022	100.00%	Industrial	Brooklyn Park, MN	$ 27.9
Minneapolis Core Portfolio (Park 81 East)	02/04/2022	100.00%	Industrial	Brooklyn Park, MN	$ 56.3
Minneapolis Core Portfolio (Constellation Business Center)	02/04/2022	100.00%	Industrial	Brooklyn Park, MN	$ 14.0
Carson South End Co-GP Development	02/18/2022	75.00%	Land	Charlotte, NC	$ 28.9
Bethpage Land[3]	03/03/2022	98.30%	Land	Bethpage, NY	$ 0.3
Marin Cancer Institute[4]	03/07/2022	50.00%	Office	Greenbrae, CA	$ 18.4
Lakeside Medical Building[4]	03/07/2022	50.00%	Office	San Francisco, CA	$ 10.2
Valley Medical Building I[4]	03/07/2022	50.00%	Office	Van Nuys, CA	$ 8.6
Valley Medical Building II[4]	03/07/2022	50.00%	Office	Van Nuys, CA	$ 7.8
Fountain Grove Medical Building[4]	03/07/2022	50.00%	Office	Santa Rosa, CA	$ 5.0
Archway Baytown	03/30/2022	95.00%	Land	Baytown, TX	$ 8.6

(1) The net purchase price represents the purchase price and closing costs.
(2) During the first quarter of 2022, the Account purchased multiple storage properties located in various cities throughout the United States. These properties are held in the Account's Storage Portfolio IV joint venture investment, in which the Account has a 90% interest.
(3) Property held in Seavest MOB Portfolio.
(4) Property held in Juniper MOB Portfolio.

Sales

Property Name	Transaction Date	Ownership Percentage	Sector	Location	Net Sales Price[1]	Realized Gain (Loss) on Sale[2]
150 Industrial Road	02/01/2022	98.00%	Office	San Carlos, CA	$ 147.7	$ 49.5
Warwick Center	03/03/2022	100.00%	Retail	Warwick, RI	$ 11.8	$ 0.3
South Denver Marketplace	03/03/2022	100.00%	Retail	Lone Tree, CO	$ 73.0	$ 1.0
Charleston Plaza	03/30/2022	100.00%	Retail	Mountain View, CA	$ 71.1	$ (9.8)

(1) The net sales price represents the sales price, less selling expenses.
(2) Majority of the realized gain (loss) has been previously recognized as unrealized gains (losses) in the Account's Consolidated Statements of Operations.

Loans Receivable

Payoffs and Sales

Description	Transaction Date	Interest Rate	Sector	Maturity Date	Amount
BREP VIII Industrial Loan Facility Mezzanine	03/29/2022	5.00% + LIBOR	Industrial	03/09/2023	$ 61.8
Project Glacier Mezzanine	03/29/2022	4.40% + LIBOR	Industrial	10/09/2022	$ 98.7

Financings

New Debt

Description	Transaction Date	Interest Rate	Sector	Maturity Date	Amount
Sun Holdings Multifamily Portfolio	01/06/2022	1.92%+SOFR	Apartments	02/01/2029	$ 56.7
Sun Holdings Multifamily Portfolio	01/06/2022	1.92%+SOFR	Apartments	02/01/2029	$ 45.9
Sun Holdings Multifamily Portfolio	01/06/2022	1.92%+SOFR	Apartments	02/01/2029	$ 41.8
Sun Holdings Multifamily Portfolio	01/06/2022	1.92%+SOFR	Apartments	02/01/2029	$ 45.5

(*) Secured Overnight Financing Rate ("SOFR").

Debt Payoff

Description	Transaction Date	Interest Rate	Sector	Maturity Date	Amount
Fusion 1560	02/22/2022	3.42%	Apartments	06/10/2022	$ 37.4

Debt Re-finance

Description	Transaction Date	Interest Rate	Sector	Maturity Date	Amount
Florida Mall	02/04/2022	2.02%	Retail	02/09/2024	$ 300.0

Critical Accounting Estimates

Management's discussion and analysis of the Account's financial condition and results of operations is based on the Account's Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of the Account's financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Management considers the valuation of real estate properties and valuation of real estate joint ventures to be critical accounting estimates because they involve a significant level of estimation uncertainty and have a material impact on the Account's financial condition and results of operations.

There have been no material changes to the Account's critical accounting policies described in the Account's Annual Report on Form 10-K for the year ended December 31, 2021.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Account's real estate holdings, including real estate joint ventures, funds, an operating business and loans receivable, including those with related parties, which, as of March 31, 2022, represented 92.2% of the Account's total investments, expose the Account to a variety of risks. These risks include, but are not limited to:

- General Real Estate Risk—The risk that the Account's property values or rental and occupancy rates could go down due to general economic conditions, a weak market for real estate generally and/or in specific locations where the Account may own property, including, among other reasons, as a result of an epidemic, pandemic or other health-related issue in one or more markets where the Account owns property, disruptions in the credit and/or capital markets, or changes in supply and demand for certain types of properties;
- Appraisal Risk—The risk that the sale price of an Account property (i.e., the value that would be determined by negotiations between independent parties) might differ substantially from its estimated or appraised value, leading to losses or reduced profits to the Account upon sale;
- Risk Relating to Property Sales—The risk that the Account might not be able to sell a property at a particular time for its full value, particularly in a poor market. This might make it difficult to raise cash quickly and also could lead to Account losses;
- Risks of Borrowing—The risk that interest rate changes may impact Account returns if the Account borrows against a credit facility, takes out a mortgage on a property, buys a property subject to a mortgage or holds a property subject to a mortgage, and hedging against such interest rate changes, if undertaken by the Account, may entail additional costs and be unsuccessful; and
- Foreign Currency Risk—The risk that the value of the Account's foreign investments, related debt, or rental income could increase or decrease due to changes in foreign currency exchange rates or foreign currency exchange control regulations, and hedging against such currency changes, if undertaken by the Account, may entail additional costs and be unsuccessful.

The Account believes the diversification of its real estate portfolio, both geographically and by sector, along with its quarterly valuation procedure, helps manage the real estate and appraisal risks described above.

As of March 31, 2022, 7.8% of the Account's total investments were comprised of marketable securities. Marketable securities include high-quality debt instruments (i.e., government agency notes and corporate bond securities) and, when applicable, REIT securities. The Account's Consolidated Statements of Investments sets forth the general financial terms of these instruments, along with their fair values, as determined in accordance with procedures described in *Note 1–Organization and Significant Accounting Policies* to the Account's Consolidated Financial Statements of the Account's 2021 Form 10-K.

During the first quarter of 2022, the Account entered into currency forward contracts to hedge foreign currency risks.

Risks associated with investments in real estate-related liquid assets (which could include, from time to time, REIT securities and CMBS), and non-real estate-related liquid assets, include the following:

- Financial/Credit Risk—The risk, for debt securities, that the issuer will not be able to pay principal and interest when due (and/or declare bankruptcy or be subject to receivership) and, for equity securities such as common or preferred stock, that the issuer's current earnings will fall or that its overall financial soundness will decline, reducing the security's value.
- Market Volatility Risk—The risk that the Account's investments will experience price volatility due to changing conditions in the financial markets regardless of the credit quality or financial condition of the underlying issuer. This risk is particularly acute to the extent the Account holds equity securities, which have experienced significant short-term price volatility over the past year. Also, to the extent the Account holds debt securities, changes in overall interest rates can cause price fluctuations.
- Interest Rate Volatility—The risk that interest rate volatility may affect the Account's current income from an investment.
- Deposit/Money Market Risk—The risk that, to the extent the Account's cash held in bank deposit accounts exceeds federally insured limits as to that bank, the Account could experience losses if banks fail. The Account

does not believe it has exposure to significant concentration of deposit risk. In addition, there is some risk that investments held in money market accounts can suffer losses.

In addition, to the extent the Account were to hold MBS (including CMBS) these securities are subject to prepayment risk or extension risk (i.e., the risk that borrowers will repay the loans earlier or later than anticipated). If the underlying mortgage assets experience faster than anticipated repayments of principal, the Account could fail to recoup some or all of its initial investment in these securities, since the original price paid by the Account was based in part on assumptions regarding the receipt of interest payments. If the underlying mortgage assets are repaid later than anticipated, the Account could lose the opportunity to reinvest the anticipated cash flows at a time when interest rates might be rising. The rate of prepayment depends on a variety of geographic, social and other functions, including prevailing market interest rates and general economic factors. The fair value of these securities is also highly sensitive to changes in interest rates. Note that the potential for appreciation, which could otherwise be expected to result from a decline in interest rates, may be limited by any increased prepayments. These securities may be harder to sell than other securities.

In addition to these risks, real estate equity securities (such as REIT securities and MBS) would be subject to many of the same general risks inherent in real estate investing, making mortgage loans and investing in debt securities. For more information on the risks associated with all of the Account’s investments, see Item 1A. Risk Factors, of the Account's Annual Report on Form 10-K for the year ended December 31, 2021, file with the Securities and Exchange Commission on March 10, 2022, as such risk factors may be updated in Item 1A of this Form 10-Q or in subsequent reports.

ITEM 4. CONTROLS AND PROCEDURES

(a) The registrant maintains a system of disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the registrant’s reports under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to management, including the registrant’s Principal Executive Officer (“PEO”) and the Principal Financial Officer (“PFO”), as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision and participation of the registrant’s management, including the registrant’s PEO and PFO, the registrant conducted an evaluation of the effectiveness of the registrant’s disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act as of March 31, 2022. Based upon management’s review, the PEO and PFO concluded that the registrant’s disclosure controls and procedures, as of the end of the period covered by this report, were effective to provide reasonable assurance that material information required to be included in the Account's periodic reports is recorded, processed, summarized and reported within the time periods specified in the relevant SEC rules and forms.

(b) There have been no changes in the registrant’s internal control over financial reporting that occurred during the registrant’s last fiscal quarter that materially affected, or are reasonably likely to materially affect, the registrant’s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

In the normal course of business, the Account may be named, from time to time, as a defendant or may be involved in various legal actions, including arbitration, class actions and other litigation.

The Account establishes an accrual for all litigation and regulatory matters when it believes it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Once established, accruals are adjusted, as appropriate, in light of additional information. The amount of loss ultimately incurred in relation to those matters may be higher or lower than the amounts accrued for those matters.

As of the date of this report, management of the Account does not believe that the results of any such claims or litigation, individually or in the aggregate, will have a material effect on the Account's business, financial position or results of operations.

ITEM 1A. RISK FACTORS.

There have been no material changes from the Account's risk factors as previously reported in the Account's Annual Report on Form 10-K for the year ended December 31, 2021.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Not applicable.

ITEM 6. EXHIBITS

(1)	(A)	Distribution Agreement for the Contracts Funded by the TIAA Real Estate Account, dated as of January 1, 2008, by and among Teachers Insurance and Annuity Association of America, for itself and on behalf of the Account, and TIAA-CREF Individual & Institutional Services, LLC[1]
(3)	(A)	Restated Charter of TIAA (as amended)[2]
	(B)	Amended Bylaws of TIAA[3]
(4)	(A)	Forms of RA, GRA, GSRA, SRA, IRA Real Estate Account Endorsements,[4] Keogh Contract,[5] Retirement Choice and Retirement Choice Plus Contracts[5] and Retirement Select and Retirement Select Plus Contracts and Endorsements[6]
	(B)	Forms of Income-Paying Contracts[4]
	(C)	Form of Contract Endorsement for Internal Transfer Limitation[7]
	(D)	(1) Form of Non-ERISA Retirement Choice Plus Contract[9] (2) Form of Non-ERISA Retirement Choice Plus Certificate[9]
	(E)	(1) Form of Trust Company Retirement Choice Contract[10] (2) Form of Trust Company Retirement Choice Certificate[10]
	(F)	(1) Form of Trust Company Retirement Choice Plus Certificate[11] (2) Form of Trust Company Retirement Choice Plus Contract[11]
	(G)	Form of Income Test Drive Endorsement for Retirement Annuity Contracts. After-Tax Retirement Annuity Contracts, Supplemental Retirement Annuity Contracts and IRA Contracts (including Rollover IRA, Contributory IRA, Roth IRA, OneIRA)[12]
	(H)	Form of Income Test Drive Endorsement for Group Retirement Annuity Certificates, Group Supplemental Retirement Annuity Certificates, Keogh Certificates, Retirement Choice Certificates, Retirement Choice Plus Certificates, Non-ERISA Retirement Choice Plus Certificates, Trust Retirement Choice Certificates, and Trust Retirement Choice Plus Certificates[13]
	(I)	Form of OneIRA Non-Qualified Deferred Annuity Contract (and Rate Schedule)[14]
	(J)	(1) Form of Endorsement to Retirement Choice and Retirement Choice Plus Contracts for Custom Portfolios[16] (2) Form of Endorsement to Retirement Choice and Retirement Choice Plus Certificates for Custom Portfolios[16]
	(K)	Form of Endorsement to Group Supplemental Retirement Annuity (GSRA) Certificate[17]
	(L)	(1)Form of Contract, Rate Schedule and Certificate for Multiple Employer Plan Retirement Choice Annuity Contract[18] (2)Form of Contract, Rate Schedule and Certificate for Multiple Employer Plan Retirement Choice Plus Annuity Contract[18]
	(M)	Form of Retirement Plan Loan Endorsement to Group Retirement Annuity Certificate[19]
	(N)	Form of Retirement Plan Loan Endorsement to Retirement Annuity Contract[20]
	(O)	Form of Retirement Plan Loan Endorsement to Supplemental Retirement Annuity Contract[21]
	(P)	Form of Required Minimum Distribution Endorsement to All Annuity Contracts[22]
	(Q)	Form of Required Minimum Distribution Endorsement to All Annuity Contracts[23]
(10)	(A)	Engagement Letter Agreement with Independent Fiduciary, dated February 10, 2022, between TIAA, on behalf of the Registrant, and SitusAMC Real Estate Valuation Services, LLC[15]
	(B)	Custodian Agreement, dated as of March 3, 2008, by and between TIAA, on behalf of the registrant, and State Street Bank and Trust Company, N.A.[8]
(31)		Rule 13(a)Rule 13(a)-15(e)/ Rule 13a-15(e)/15d-15(e) Certifications*(e)/ Rule 13a-15(e)/15d-15(e) Certifications*
(32)		Section 1350 Certifications*
(101)		The following financial information from the Quarterly Report on Form 10-Q for the period ended March 31, 2022 (Unaudited), formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Assets and Liabilities as of March 31, 2022 (Unaudited), (ii) the Consolidated Statements of Operations for the three months ended March 31, 2022 and 2021 (Unaudited), (iii) the Consolidated Statements of Changes in Net Assets for the three months ended March 31, 2022 and 2021 (Unaudited), (iv) the Consolidated Statements of Cash Flows for the three months ended March 31, 2022 and 2021 (Unaudited), and (v) the Notes to the Consolidated Financial Statements (Unaudited).**

* Filed herewith.

** Furnished electronically herewith.

(1) Previously filed and incorporated herein by reference to Exhibit 1(A) to the Account's Registration Statement on Form S-1, filed with the Commission on March 15, 2013 (File No. 333-187309).

(2) Previously filed and incorporated herein by reference to Exhibit 3(A) to the Account's Registration Statement on Form S-1, filed with the Commission on April 22, 2015 (File No. 333-202583).

(3) Previously filed and incorporated herein by reference to Exhibit 3(B) to the Account's Registration Statement on Form S-1, filed with the Commission on April 22, 2015 (File No. 333-202583).

(4) Previously filed and incorporated herein by reference to the Account's Post-Effective Amendment No. 2 to the Registration Statement on Form S-1, filed with the Commission on April 30, 1996 (File No. 33-92990).

(5) Previously filed and incorporated herein by reference to Exhibit 4(A) to the Account's Post-Effective Amendment No. 1 to the Registration Statement on Form S-1, filed with the Commission on May 2, 2005 (File No. 333-121493).

(6) Previously filed and incorporated herein by reference to the Account's Pre-Effective Amendment No. 1 to the Registration Statement on Form S-1, filed with the Commission on April 29, 2004 (File No. 333-113602).

(7) Previously filed and incorporated by reference to Exhibit 4(C) to the Account's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 and filed with the Commission on November 12, 2010 (File No. 33-92990).

(8) Previously filed and incorporated herein by reference to Exhibit 10(B) to the Account's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and filed with the Commission on March 14, 2013 (File No. 33-92990).

(9) Previously filed and incorporated herein by reference to Exhibit 4(D)(1) and 4(D)(2) to the Account's Registration Statement on Form S-1, filed with the Commission on March 21, 2017 (File No. 333-216849).

(10) Previously filed and incorporated herein by reference to Exhibit 4(E)(1) and 4(E)(2) to the Account's Registration Statement on Form S-1, filed with the Commission on March 21, 2017 (File No. 333-216849).

(11) Previously filed and incorporated herein by reference to Exhibit 4(F)(1) and 4(F)(2) to the Account's Registration Statement on Form S-1, filed with the Commission on March 21, 2017 (File No. 333-216849).

(12) Previously filed and incorporated herein by reference to Exhibit 4(G) to the Account's Annual Report on Form 10-K, filed with the Commission on March 15, 2018 (File No. 333-216849).

(13) Previously filed and incorporated herein by reference to Exhibit 4(H) to the Account's Annual Report on Form 10-K, filed with the Commission on March 15, 2018 (File No. 333-216849).

(14) Previously filed and incorporated herein by reference to Exhibit 4(I) to the Account's Annual Report on Form 10-K, filed with the Commission on March 15, 2018 (File No. 333-216849).

(15) Previously filed and incorporated by reference to Exhibit 10.1 to the Account's Current Report on Form 8-K, filed with the Commission on February 16, 2022 (File No. 33-92990).

(16) Previously filed and incorporated herein by reference to Exhibit 4(J)(1) and 4(J)(2) to the Account's Current Report on Form 10-K, filed with the Commission on March 14, 2019 (File No. 33-92990).

(17) Previously filed and incorporated herein by reference to Exhibit 4(K) to the Account's Current Report on Form 10-K, filed with the Commission on March 14, 2019 (File No. 33-92990).

(18) Previously filed and incorporated herein by reference to Exhibit 4(L)(1) and 4(L)(2) to the Account's Current Report on Form 10-K, filed with the Commission on March 12, 2020 (File No. 33-92990).

(19) Previously filed and incorporated herein by reference to Exhibit 4(M) to the Account's Current Report on Form 10-K, filed with the Commission on March 11, 2021 (File No. 33-92990).

(20) Previously filed and incorporated herein by reference to Exhibit 4(N) to the Account's Current Report on Form 10-K, filed with the Commission on March 11, 2021 (File No. 33-92990).

(21) Previously filed and incorporated herein by reference to Exhibit 4(O) to the Account's Current Report on Form 10-K, filed with the Commission on March 11, 2021 (File No. 33-92990).

(22) Previously filed and incorporated herein by reference to Exhibit 4(P) to the Account's Current Report on Form 10-K, filed with the Commission on March 11, 2021 (File No. 33-92990).

(23) Previously filed and incorporated herein by reference to Exhibit 4(Q) to the Account's Current Report on Form 10-K, filed with the Commission on March 11, 2021 (File No. 33-92990).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant, TIAA Real Estate Account, has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 6th day of May 2022.

	TIAA REAL ESTATE ACCOUNT	
	By:	TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA
May 6, 2022	By:	/s/ Christine E. Dugan
		Christine E. Dugan Executive Vice President and Product General Manager – Institutional Lifetime Income, Teachers Insurance and Annuity Association of America (Principal Executive Officer)
May 6, 2022	By:	/s/ Austin P. Wachter
		Austin P. Wachter Executive Vice President, Chief Accounting Officer and Corporate Controller of Teachers Insurance and Annuity Association of America (Principal Financial and Accounting Officer)

EXHIBIT 31

CERTIFICATIONS

I, Christine E. Dugan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the TIAA Real Estate Account;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 6, 2022

/s/ Christine E. Dugan

Christine E. Dugan

Executive Vice President and Product General Manager – Institutional Lifetime Income, Teachers Insurance and Annuity Association of America

(Principal Executive Officer)

I, Austin P. Wachter, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the TIAA Real Estate Account;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal (the registrant's fourth fiscal quarter in the case of an annual report) quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 6, 2022

/s/ Austin P. Wachter

Austin P. Wachter

Executive Vice President, Chief Accounting Officer and Corporate Controller of Teachers Insurance and Annuity Association of America

(Principal Financial and Accounting Officer)

EXHIBIT 32

CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Teachers Insurance and Annuity Association of America, do hereby certify, to such officer's knowledge, that:

The quarterly report on Form 10-Q of the TIAA Real Estate Account (the "Account") for the quarter ended March 31, 2022 (the "Form 10-Q") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Account.

May 6, 2022	/s/ Christine E. Dugan
	Christine E. Dugan Executive Vice President and Product General Manager – Institutional Lifetime Income, Teachers Insurance and Annuity Association of America (Principal Executive Officer)
May 6, 2022	/s/ Austin P. Wachter
	Austin P. Wachter Executive Vice President, Chief Accounting Officer and Corporate Controller of Teachers Insurance and Annuity Association of America (Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to the TIAA Real Estate Account and will be retained by the Account and furnished to the Securities and Exchange Commission or its staff upon request.