

TIAA-CREF Alternatives Advisors, LLC

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This Brochure provides information about the qualifications and business practices of TIAA-CREF Alternatives Advisors, LLC (“TCAA”). If you have any questions about the contents of this Brochure, please contact us at (212) 490-9000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Additional information about TCAA also is available on the SEC’s website at www.adviserinfo.sec.gov.

TCAA is a registered investment adviser. Registration of an investment adviser does not imply any certain level of skill or training.

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Item 4 – Advisory Business

TIAA-CREF is one of the world's largest retirement plan systems. Since its founding in 1918, the organization has helped people in the academic, research, medical and cultural fields plan to, and through, retirement. As of September 30, 2011, the organization managed approximately \$441 billion for over 3 million plan participants working at 15,000 different institutions. TIAA-CREF believes its clients are best served by long-term, low cost financial solutions.

TIAA-CREF is comprised of two organizations. Teachers Insurance and Annuity Association of America ("TIAA"), a New York life insurance company, and the College Retirement Equities Fund ("CREF"), an open-ended diversified management investment company registered with the SEC. TIAA is the ultimate parent of TIAA-CREF Alternatives Advisors, LLC, which is hereinafter referred to as "TCAA." TCAA was incorporated on December 19, 2011 and registered with the SEC as an investment adviser on February 29, 2012.

TCAA manages unregistered investment funds, separate accounts and joint venture vehicles utilizing real estate, agriculture, timber, infrastructure and related strategies. The research and investment staff responsible for these alternative asset classes and strategies, as well as policies and procedures governing these investments, are drawn from TIAA's personnel and experience as an asset manager. TCAA may outsource administrative services to affiliated parties for a negotiated fee. Clients serviced by TCAA may also impose restrictions on investing in certain securities or types of securities.

Item 5 – Fees and Compensation

The specific manner in which fees are charged by TCAA is established in a client's written agreement with TCAA. As a general matter, fees paid to TCAA for its services rendered in connection with managing the following types of investment vehicles are also described below.

Unregistered Investment Funds' Fees

TCAA acts as an investment adviser to unregistered pooled investment vehicles and receives fees for such services at a negotiated rate based on each investment vehicle's particular investments and circumstances. Fees for such services are set forth in the Confidential Private Placement Memorandum or other relevant offering document or applicable governing or operating agreement. Unregistered investment funds typically have higher expenses than large separate accounts because there are certain administrative and fund expenses that do not exist for separate accounts. Unregistered investment funds each have their own investment parameters as described in their offering materials and will typically have minimum investment levels of at least \$250,000 or more and may offer breakpoints on fees for larger investments.

From time to time, TCAA may enter into negotiated fee arrangements that, in light of a particular investor's special circumstances, may result in fee schedules that differ from the basic fee schedules referenced. Such circumstances may include, without limitation, the type of relationship such client has with TCAA; the complexity and extent of services provided; whether a new account is expected to grow rapidly; the number of different accounts and total assets under management or custody for that client (and its affiliates); the investment product mix selected by the client, and other circumstances or factors that TCAA deems relevant.

Separate Account Fees

TCAA bills its clients for the management fees for all existing separately managed accounts. The basic fee schedules charged by TCAA for separate accounts are based on a percentage of the average daily net assets of each account and will vary per mandate. Generally, TCAA receives fees for advisory services offered in the range of approximately 50 – 150 basis points based on gross and/or net assets under management, which may include but is not limited to a base asset management fee plus an incentive fee or transaction fees for activities such as acquisitions or dispositions and financing of property. The minimum account size is, generally, not less than \$100 million of net equity, based on positive margin contribution.

Alternative Investments

TCAA may, in connection with alternative investments, invest in unregistered funds, which have their own investment management and other fees, or hire sub-advisers to manage certain separate account assets. TCAA will pay asset management fees to portfolio managers who are serving as sub-advisers. These fees may be largely tied to the value of the assets under management. Asset

management fees differ depending upon what asset classes and sectors are involved, and whether the portfolios are actively or passively managed.

TCAA's Fees in General

TCAA's fees are exclusive of transactions costs, such as placement fees, related to buying and selling of alternative investments. In addition, clients may incur certain other charges imposed by custodians, brokers, distributors, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Also, when a fund invests in other investment companies and pooled vehicles such as mutual funds and exchange traded funds, the Fund bears a proportionate share of expenses charged by the investment company in which it invests. The internal management fees are disclosed in a fund's prospectus or relevant offering documents.

The charges, fees and commissions discussed above are exclusive of and in addition to TCAA's fee, and TCAA shall not receive any portion of these commissions, fees, and costs.

Item 6 – Performance-Based Fees and Side-By-Side Management

Certain of TCAA’s advisory relationships charge performance-based fees as follows:

- A percentage of excess returns above a designated benchmark rate of return
- An incentive fee, such as a leasing success incentive fee upon the income of a Joint Venture reaching a defined level
- Other incentive fees as defined in a relationship’s operating documents

Performance-based fee accounts that are managed alongside asset-based fee accounts create a conflict of interest by creating an incentive to favor the performance based fee accounts. TCAA has policies and procedures (such as the allocation policies for real estate, mortgage loans and agricultural investments described under Item 12) to mitigate the conflict of interest associated with managing both performance-based fee and asset-based fee accounts.

Item 7 – Types of Clients

TCAA provides portfolio management services to unregistered investment funds, separate accounts and joint venture vehicles.

Please refer to Item 5 for more information regarding the account sizes of TCAA’s unregistered investment funds and separate account clients.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

<u>Investment Strategies</u>	<u>Description</u>	<u>Material Risks Associated with Each Strategy</u>
Direct Real Estate	Open-ended investment vehicles that invest in a diversified portfolio of commercial real estate assets, with an emphasis on institutional quality core assets.	Real estate investing, active management, market, interest rate, illiquid investments, environmental, regulatory.

Agriculture	The portfolio principally invests directly in farmland assets in the exporting countries of the world.	Company, foreign investment, international operations, environmental, general agricultural investments, agricultural investments in Australia, agricultural investments in Brazil, company structure, regulatory and compliance, tax.
Timber	The portfolio principally invests directly in timberland and internationally commingled funds that invest principally in timberland.	Company, foreign investment, international operations, general timber investments, environmental, regulatory and compliance, tax.
Infrastructure	Investments are typically made by acquiring minority equity positions in companies that operate gas, oil, water and other infrastructure assets.	Minority interests, company structure, regulatory and compliance, tax.
Commercial Mortgage	Strategy to make and hold commercial mortgage investments	Commercial mortgage loan investing, real estate investing company, market, interest rate, income volatility, market volatility, illiquid investments, valuation
Distressed Securities Funds	Investments made in pooled vehicles which themselves primarily invest in securities issued by distressed or less creditworthy issuers.	Company, special situation, minority interests, company structure, regulatory and compliance, valuation, tax, foreign investment.

The following describes material risks associated with one or more of the strategies described above. Risks not explicitly associated with a particular strategy may be associated with several strategies.

Description of Material Risks Associated with Investment Strategies:

- **Active Management Risks** — The risk that poor investment selections by the Manager could cause a fund to underperform its benchmark index or funds with similar investment objectives.
- **Agricultural Investments in Australia Risks** – Investing in Australia in the agricultural sector creates the following risks: exposure to the Australian weather patterns and natural disasters, subjection to the Australian regulation and approval processes for foreign investors, impact of the quality, durability and capacity of applicable infrastructure, the requirement of license or accreditation to market and sell agricultural products produced in Australia, the requirements of laws relevant to the issuance of native land titles, being subject to sophisticated laws and regulations having to do with the operation of agricultural assets and businesses, the implementation of tax on emitters of carbon dioxide, labor availability and cost.
- **Agricultural Investments in Brazil Risks** – Investing in Brazil in the agricultural sector creates the following risks: the value of the strategy may be affected by political, economic and social risks; economic and market conditions or crisis in other countries may affect the Brazilian economy; the impact of: inflation, unexpected tax reforms; corruption relating to title ownership, the expropriation of assets held by the strategy, extensive environmental regulations, foreign ownership restrictions, relationship with property managers in Brazil.
- **Borrowing Risks** - Risks associated with financing real estate properties acquired or owned by a fund include: risks of default on loans secured by an account's properties (which could lead to foreclosure), the risk associated with high loan to value ratios on such properties (including the fact that an account may have limited, or no net value in such property), the risk that significant sums of cash could be required to make principal and interest payments on the loans and the risk that an account may not have the ability to obtain financing or refinancing on favorable terms (or at all), which may be aggravated by general disruptions in credit and capital markets.

- **Commercial Mortgage Loan Investing Risks** – Risks associated with investments in commercial mortgage loans include: the potential inability of a borrower to repay a mortgage loan secured by real estate being dependent primarily upon the successful operation of such property, risks of delinquency, foreclosure, loss and bankruptcy of the borrower, declines in the value of real estate, negative changes in the climate for real estate, risks related to general and local economic conditions, the risk that during periods of rising interest rates, borrowers pay off their mortgage loans later than expected, preventing a fund from reinvesting principal proceeds at higher interest rates and resulting in less income than potentially available, the risk that during periods of falling interest rates, borrowers pay off their mortgage loans sooner than expected, forcing the fund to reinvest the unanticipated proceeds at lower interest rates and resulting in a decline in income, decreases in property revenues, increases in prevailing interest rates, property taxes and operating expenses, decreases in property revenue, changes in zoning laws and costs resulting from the clean-up of environmental problems.
- **Company Risks** (often called **Financial Risk or Credit Risk**) — The risk that the earnings prospects and overall financial position of a company that has issued securities in which a fund invests will deteriorate, causing a decline in the value of the portfolio security. In the case of investments of which a fund holds as a short position, the risk that the issuer's earnings prospects and overall financial position will improve, causing an increase in the value of the investment held short and the fund's exposure to losses. Credit risk involves the risk that the issuer of bonds may not be able to meet interest or principal payments when the bonds become due.
- **Company Structure Risks** – The performance of a strategy could be adversely affected by a number of structural aspects of a strategy, including the impact of: side letters with certain investors which will give that investor specific rights, privileges and benefits not applicable to all investors, the illiquidity of unregistered strategies, lack of experience with TCAA managing agricultural strategies, the effect of fees and expenses on performance, defaulting investors, indemnification and the return of prior distributions made to investors, holding investments beyond the targeted return period, and no assurance of confidentiality of information shared by investors.
- **Derivatives Risks** — The risks associated with investing in derivatives may be different and greater than the risks associated with directly investing in the underlying securities and other instruments. A fund may use futures and options, and that fund may also use more complex derivatives such as swaps that might present liquidity, credit and counterparty risk.
- **Emerging Markets Risks** — The risk of foreign investments often increases in countries with emerging markets. For example, these countries may have more unstable governments than developed countries, and their economies may be based on only a few industries. Because their investment markets may be very small and less liquid than developed countries, prices may be volatile and difficult to determine. In addition, foreign investors are subject to special restrictions in many such countries.

- **Environmental Risks** – The account may be exposed to substantial risk of loss from environmental claims arising with respect to real estate acquired with environmental problems, and the loss may exceed the value of such investment. Furthermore, changes in environmental laws or in the environmental condition of an asset may create liabilities that did not exist at the time of acquisition of investment and that could not have been foreseen. In addition, certain of an account's investments may be located in earthquake zones or be subject to risks associated with other natural disasters, such as fire, windstorms, volcanic eruptions, flood or man made disasters, including terrorists activities or acts of war.
- **Foreign Exchange Risks** — A portion of a fund's assets may be held in investments denominated in currencies other than the U.S. dollar and in other financial instruments, the price of which is determined with reference to currencies other than the U.S. dollar, while the portfolio will generally be valued in U.S. dollars. To the extent unhedged, the value of the assets will fluctuate with U.S. dollar exchange rates as well as with price changes of a fund's investments in the various local markets and currencies.
- **Foreign Investment Risks** — Foreign markets can be more volatile than the U.S. market due to increased risks of adverse issuer, political, legal, regulatory, currency, market or economic developments and can result in greater price volatility and perform differently from securities of U.S. issuers. This risk may be heightened in emerging or developing markets.
- **General Agricultural Investment Risks** - Risks associated with the ownership of agricultural property and the real estate industry in general, including: the burdens of ownership of real property; local, national and international economic and social conditions (such as an oversupply of, or a reduction in demand for, rental farmland properties); the supply and demand for properties and the effect of competition for such properties; the quality and philosophy of management by tenant farmers; buyers and sellers of properties; changes in interest rates and the availability of mortgage funds which may render the sale or refinancing of properties difficult or impracticable; changes in environmental laws and regulations, planning laws, zoning laws, building laws and other governmental rules and fiscal and monetary policies; environmental claims arising in respect of properties acquired with undisclosed or unknown environmental problems or as to which inadequate reserves have been established; changes in real property tax rates or changes in tax laws; changes in energy prices; uninsured casualties; vandalism; force majeure acts, terrorist events, under-insured or uninsurable losses; and other factors which are beyond reasonable control. In addition, properties that are subject to liabilities or that have problems relating to environmental condition, state of title, physical condition, possession claims or compliance with zoning laws, building codes or other legal requirements may be acquired.
- **General Timberland Investments Risks** – Certain risks associated with the ownership of timberland property and the real estate industry in general, including: the burdens of ownership of real property; general economic and market conditions such as interest

rates, availability of credit, inflation rates, economic uncertainty, and changes in laws and national and international political circumstances; buyers and sellers of properties; changes in environmental laws and regulations, planning laws, zoning laws, building laws and other governmental rules and fiscal and monetary policies; changes in real property tax rates or changes in tax laws; supply and demand for timberland properties or timber; long-term supply contracts, which may require logs to be harvested even when prices are depressed; energy costs, which can affect the economics of transportation, harvesting and manufacturing operations or affect customer demand for wood fiber; natural hazards including damage by fire, wind, insects and diseases or soil infertility; extensive environmental regulation of the forest products industry which may become applicable to the operation of timberland investments over time, resulting in increased costs, reduced operating flexibility and additional capital expenditures that could adversely affect operating results; uninsured casualties; vandalism; force majeure acts, terrorist events, under-insured or uninsurable losses; and other factors which are beyond reasonable control. In addition, properties that are subject to liabilities or that have problems relating to environmental condition, state of title, physical condition, possession claims or compliance with zoning laws, building codes or other legal requirements may be acquired.

- **Hedging Risks** — A strategy or fund may engage in a variety of hedging transactions. Hedges can be more difficult to implement than many other types of transactions and the possibilities for errors may be greater than for other transactions. There is a risk that price movements on the instrument used to create the hedge may not correspond to price movements in the investment against which the manager is using the instruments to hedge because of fundamental differences between the two instruments and the factors that affect price movements.
- **Illiquid Investment Risks** — The risk that illiquid investments may be difficult to sell for their fair market value. Investments in real estate and similar assets are highly illiquid and subject to industry cycles, downturns in demand, market disruptions and the lack of available capital from potential lenders or investors (whether to refinance or refinance portfolio properties or for potential purchasers of such properties). Accordingly, there can be no assurance that a fund will be able to dispose of portfolio properties or other investments in a timely manner and/or on favorable terms.
- **Industry Concentration Risks** — To the extent that a portfolio manager concentrates its investments in only one or a few industries and holds investments of relatively few issuers, the value of a strategy, fund or such sub-portfolio is likely to experience greater fluctuations and may be subject to greater risk of loss than those of other funds or investments.

- **Interest Rate Risks** – Interest rate create the following risks: If an account obtains variable-rate loans, the account’s returns may be volatile when interest rates are volatile. Further, to the extent an account takes out fixed-rate loans and interest rates subsequently decline, this may cause the account to pay interest rates at above-market rates for a significant period of time. Any hedging activities the account engages in to mitigate this risk may not fully protect the account from the impact of interest rate volatility.
- **Joint Venture Investment Risks** – The risks associated with investments in joint ventures, including the risk that a co-venturer may have interests or goals inconsistent with that of an Account, that a co-venturer may have financial difficulties, and the risk that an Account may have limited rights with respect to operation of the property and transfer of an Account’s interest.
- **Leverage Risks**— The manager may use leverage in connection with a strategy or fund’s portfolio. The use of leverage has the effect of potentially increasing losses to that fund. If income and appreciation on investments made with borrowed funds are less than the required interest payments on the borrowings, the value of the fund’s net assets will decrease. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent the investment is leveraged.
- **Market Risks** — The risk that market prices of securities may fall rapidly or unpredictably due to a variety of factors, including changing economic, political or market conditions.
- **Market Volatility, Liquidity and Valuation Risks** (types of **Market Risk**) — The risk that volatile or dramatic reductions in trading activity make it difficult for a fund to properly value investments in which it holds and that the Fund may not be able to purchase or sell an investment security at an attractive price, if at all.
- **Quantitative Analysis Risks** — The risk that investments selected by the Fund’s investment adviser using quantitative modeling and analysis could perform differently from the market as a whole.
- **Real Estate Investing Risks** — A strategy or fund involving investments in real properties may be subject to all of the risks associated with the ownership of real estate. These risks include, among others, declines in the value of real estate, negative changes in the climate for real estate, risks related to general and local economic conditions, decreases in property revenues, increases in prevailing interest rates, property taxes and operating expenses, decreases in property revenue, changes in zoning laws and costs resulting from the cleanup of environmental problems.
- **Regulatory and Compliance Risks** – The risks and costs associated with compliance with rules and regulations, including federal and state securities laws, ERISA, the Dodd-Frank Act, the Freedom of Information Act and state and local laws governing real

property investments (to the extent such strategy or fund involves real property investments). Also, strategies or funds managed by TCAA are generally not expected to be registered under the Investment Company Act.

- **REIT Investment Risks** – Entities that elect to be taxed as Real Estate Investment Trusts (“REITs”) do not pay federal income taxes if they distribute most of their earnings to the shareholders and meet other tax requirements. Many of the requirements to qualify as a REIT, however, are highly technical and complex. Failure to qualify as a REIT can result in adverse tax consequences, as well as disqualification from operating as a REIT for a period of time, creating the risk that a fund’s investment in that REIT could perform negatively.
- **Special Situation Risks** — Investments in companies involved in reorganizations, mergers and other special situations involve the risk that such situations may not materialize or may develop in unexpected ways. Consequently, those investments can involve more risk than ordinary securities.
- **Style Risks** — The risk that use of a particular investing style (such as growth investing) may fall out of favor in the marketplace for various periods of time and result in underperformance relative to the broader market sector or significant declines in the value of portfolio securities.
- **Tax Risks** – The impact of country, state, provincial, municipality and other local jurisdictions’ taxes imposed on a fund or account, or the underlying investments owned by that fund or account.
- **Valuation Risk** - The risks associated with property valuations, including the fact that appraisals can be subjective in a number of respects, the fact that an 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 an account’s net asset value may be more or less than the actual realizable value of the property.

Please note that investing involves a risk of loss that clients should be prepared to bear. Please also note that some of the strategies may involve relatively high transaction costs and taxes associated with such a strategy. These increased costs and taxes may negatively affect the performance associated with such strategies.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of TCAA or the integrity of TCAA's management.

Teachers Insurance and Annuity Association of America (TIAA)

The allegations related to this regulatory action are violations of replacement, illustration and disclosure requirements. The regulatory action was initiated by The State of New York's Insurance Department (NYID) which fined affiliate TIAA \$350,000, paid June 4, 2007. The other sanction ordered by NYID was that TIAA implement a remediation plan providing relief to clients who did not receive appropriate replacement procedure disclosures pursuant to Insurance Department Regulation 60. The matter was resolved through stipulation on June 4, 2007, covering exam period of January 2000 through December 2004 (Docket Case Number: State of NY Stipulation No. 2007-0180-S).

This settlement does not involve TCAA. However, TCAA is an indirect wholly owned subsidiary of TIAA.

Item 10 – Other Financial Industry Activities and Affiliations

TCAA has arrangements that are material to its advisory business or its clients with related persons who are broker-dealers, investment companies, other investment advisors, banking or thrift institution and insurance companies or agencies.

Teachers Insurance and Annuity Association of America ("TIAA"), which controls TCAA, is a New York life insurance company that issues fixed and variable annuity and life insurance products. TCAA's personnel are all employees of TIAA. TCAA is affiliated with the following registered investment advisers: (i) TIAA-CREF Investment Management, LLC ("TCIM"), investment adviser to the College Retirement Equities Fund ("CREF"); (ii) Kaspick & Co., LLC ("Kaspick"), provider of asset management and planned giving services primarily to non-profit institutions; (iii) Covariance Capital Management, Inc., provider of outsourced investment management services to colleges, universities and other not-for-profit institutions; (iv) TIAA-CREF Tuition Financing, Inc. ("TFI"), provider of services to 529 College Savings Plans; (v) TIAA-CREF Individual and Institutional Services, LLC ("Services"), which is also a registered

broker dealer and provider of investment advice to individuals and (vi) Teachers Advisors, Inc. (“TAI”), investment adviser to the TIAA-CREF Funds (collectively, “Affiliated Registered Investment Advisers”). TCAA is also affiliated with two registered broker-dealers, Teachers Personal Investors Services, Inc. (“TPIS”) and Services. TPIS is the principal underwriter of the TIAA-CREF family of mutual funds and the distributor of TAI’s and TCAA’s unregistered products. Services is the principal underwriter of the variable annuities issued by CREF and the TIAA Real Estate Account. TPIS and Services also distribute interests in various “529” tuition programs, which are managed by an affiliated investment adviser, TFI. TCAA is also related to a federally chartered savings bank, TIAA-CREF Trust Company, FSB.

TCAA is also affiliated with TIAA-CREF Insurance Agency, LLC, an insurance agency that offers non-proprietary insurance products.

As disclosed in TCAA’s Form ADV Part 1, TCAA and/or a related person is a General Partner in a variety of investment-related Limited Partnerships or a manager of investment-related Limited Liability Companies, or advises other “Private Funds” (as defined in Rule 203(B)(3-1), which are collectively referred to herein as “Private Investment Funds.”

Item 11 – Code of Ethics

TCAA has adopted a Code of Ethics under Rule 204A-1 of the Investment Advisers Act of 1940, as amended (the “Advisers Act”) and Rule 17j-1 of the Investment Company Act of 1940, as amended (the “Investment Company Act”). This code governs, among other things, the personal trading activities of certain employees or “access persons” and members of their households. Access Persons must at all times place the interests of TIAA-CREF and its affiliates and clients above their own. In addition:

- Access Persons may not attempt to profit personally from their knowledge of recent or contemplated transactions in clients’ accounts, including any mutual funds affiliated with TAI.
- Access Persons must act in a manner consistent with that of a fiduciary with respect to client accounts. As a result, Access Persons must conduct all personal securities transactions consistent with the Code of Ethics and in such a manner as to avoid any actual or potential conflict of interest or any abuse of a position of trust and responsibility.
- Access Persons may not purchase or sell a security when they have actual knowledge that a mutual fund or other client account will be trading in that security (or a Related Security).

While Access Persons and their household members may invest in securities that may also be purchased or held by client accounts, they must also generally pre-clear and report all

transactions involving securities covered under the codes. In addition, “access persons” must generally send duplicates of all trade confirmations, account statements and other brokerage account reports to the Personal Trading Compliance unit for review.

The Code restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit “access persons” to invest in the same securities as clients, there is a possibility that “access persons” might benefit from market activity by a client in a security held by an “access person.” The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the “access persons” will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing “access persons” to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of TCAA’s clients. “Access person” trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between TCAA and its clients.

TCAA will provide a copy of the Code of Ethics to any client or prospective client upon request. In addition, TCAA and its affiliates must adhere to the restrictions contained in TIAA’s Code of Business Conduct, which articulates general standards of ethical conduct for employees, the TIAA-CREF Policy Regarding the Handling of Material Non-Public Information, the Rumor Policy, and the TIAA-CREF Gifts and Entertainment Policy. All “access persons” persons must acknowledge the terms of the Code of Ethics annually, or as amended.

TCAA may purchase or sell securities for the accounts of its clients in which TCAA or a related person may have a position or financial or other interests and may buy or sell for itself securities that it also recommends to its clients.

TCAA has established a variety of restrictions, procedures and disclosures designed to address any potential conflicts of interest that may arise as a result of these arrangements. Pursuant to these policies, any principal or cross transaction must be fair and equitable in accordance with the requirements of Section 206(3) of the Advisers Act. In addition, the sale price and purchase price in all principal transactions and cross transactions will be the market value of the securities.

Transactions Among Clients

TCAA may execute transactions between client accounts it manages, as well as certain other clients managed by its affiliates (including the CREF accounts and the TIAA-CREF Funds managed by TCIM and TAI, respectively). To the extent such transactions occur between TCAA and these funds, any such transactions will be executed in accordance with Rule 17a-7

under the Investment Company Act, and procedures adopted by the clients' Boards of Trustees (as applicable). The procedures provide among other things that (1) the transaction was a purchase or sale, for no consideration other than cash payment against prompt delivery of the security for which market quotations were readily available, (2) the transaction was effected at the independent current market price of the security determined as specified in the procedures, (3) the transaction is consistent with the policy of each fund participating in the transaction, as recited in its registration statement, and (4) no brokerage commission, fee (except for customary transfer fees) or other remuneration was paid in connection with the transaction.

Agency Cross Trades

Rule 206(3)-2 under the Advisers Act prohibits advisers (or their affiliates) from acting as brokers for their advisory clients and for parties on the other side of the transactions, unless the following requirements are met:

- The client must prospectively authorize agency cross transactions in writing
- The adviser must disclose to the client in writing the capacities in which it will act and the possibly conflicting division of loyalty and responsibility it may face in an agency cross transaction
- Each agency cross transaction must be confirmed in writing
- The adviser must provide the client with an annual summary of all agency cross transactions
- All client statements must disclose that the client may terminate the agency cross transaction authority at any time by written notice to the adviser

TCAA's investment decisions are limited by the investment criteria established for each client and TCAA's own internal guidelines. In making any investment decision, TCAA will consider many factors, including but not limited to, the client's policies and restrictions, investment objectives, issuer, industry and sector concentration, tax implications and the size of the investment in relation to the account.

Each potential investment undergoes a rigorous review process taking into account various factors including, historical and projected performance, quality of management, transaction structure and current economic condition. In structured transactions, credit enhancement, payment waterfalls, and other structural features are considered. The quality of the underlying collateral in each transaction is assessed using historical performance data, prepayment characteristics and various stress tests and stimulations. TCAA also analyzes the issuer or service from a credit perspective, taking into account the financial strength of the entity, the

sector in which it operates and the market conditions confronting such business. TCAA evaluates the relative value of each transaction and negotiates pricing. Finally, investment decisions are made by the appropriate individuals or committee in a standardized authorization process.

TCAA, when appropriate, will advise its clients to invest in securities that are being purchased by its parent, TIAA. TCAA has an established allocation policy to ensure that the purchased investments are allocated fairly.

Leasing Conflicts

Conflicts could arise because some properties in the funds or accounts managed by TCAA may compete for tenants. If a conflict arises, as appropriate, the competing accounts will arrange that different property managers and leasing brokers are engaged, each charged with using their best interest to support the property management and leasing activity for each particular property and an ethical screen be placed between the internal asset managers for the respective properties. Any conflict that arises will be reported at the next Global Real Estate Portfolio Oversight Committee meeting.

Sales Conflicts Conflicts could arise when two accounts attempt to sell properties located in the same market or submarket, especially if there are a limited number of potential purchasers and/or if such purchaser has an ongoing business relationship with TIAA or one of its specific real estate accounts.

Item 12 – Brokerage Practices

Policies Regarding Aggregation and Allocation of Orders

Because most investments made by TCAA will not involve publicly traded securities, allocation policies are important to fairly allocate these investments among client accounts.

Policy Relating to Allocation of Real Estate Investments

TCAA has adopted written procedures with respect to allocation of real estate investments among accounts managed by TCAA's affiliates, including TAI and TIAA, and funds managed by TCAA. Under the allocation procedures, the acquisition team prepares a memorandum for each deal transaction that fits the investment strategy of one or more accounts and funds. The memorandum is reviewed weekly at the Real Estate Review Meeting. Members from Asset Management, Legal, Research and Operation Services are present at the meeting.

At this meeting, the Portfolio Managers of the accounts and funds identify the acquisition opportunities that conform to the investment strategy of their specific account or fund. If no Portfolio Manager is interested in the deal, the deal is no longer pursued. If only one Portfolio Manager is interested, the deal is allocated to that account or fund and there is no change in the rotation order. If more than one account or fund expresses an interest the transaction is allocated based on the rotation order.

Using the rotation order, the deal is allocated to the interested account or fund in the top most position of the rotation for the specific sector and the account or fund receiving the allocation is moved to the bottom of the rotation. Each sector has its own rotation order. Also, large transactions require the approval from the Investment Management Committee.

The Asset Allocation Report describes the allocation process for each transaction allocated to one of the Funds or Accounts. The quarterly report is produced and presented to the Asset Allocation Oversight Committee. The Committee is comprised of the: Chief Investment Officer, The Managing Director and Compliance Officer, Head of Internal Audit, Head of Credit Risk Management, Head of Product Management, General Counsel of Asset Management and the Real Estate Controller.

Policy Relating to Allocation of Mortgage Loans

TCAA has adopted written procedures with respect to allocation of mortgage loans among funds or accounts managed by TCAA's affiliates, including TAI and TIAA, and funds or accounts managed by TCAA. Under the allocation procedures, the mortgage team prepares a memorandum for each transaction that fits the investment strategy of one or more accounts and funds. The portfolio managers of the accounts and funds then identify the mortgage loan opportunities that conform to the investment strategy of their specific account or fund. If more than one account or fund expresses an interest and no resolution is reached informally, then the transaction is referred to an internal Asset Allocation Committee comprised of commercial mortgage management personnel. In making its decisions, the Allocation Committee considers a number of factors, including (i) the investment strategy of the bidding account or fund, (ii) the capital available for investment by each fund or account, (iii) liquidity requirements, (iv) portfolio diversification, and (v) such other factors deemed relevant. Approval by the Allocation Committee must be unanimous. If the Allocation Committee is unable to agree on an allocation, mortgage loans will be allocated through a strict rotation system.

Using the rotation order, the mortgage loan is allocated to the interested account or fund in the top most position of the rotation for the specific sector and the account or fund receiving the

allocation is moved to the bottom of the rotation. Each sector has its own rotation order. Also, large transactions require the approval from the Investment Management Committee.

The Asset Allocation Report describes the allocation process for each transaction allocated to one of the Funds or Accounts. The quarterly report is produced and presented to the Asset Allocation Oversight Committee. The Committee is comprised of the: Chief Investment Officer, The Managing Director and Compliance Officer, Head of Internal Audit, Head of Credit Risk Management, Head of Product Management, General Counsel of Asset Management and the Real Estate Controller.

Policy Relating to Allocation of Agricultural Investments

TCAA has adopted written procedures with respect to allocation of agricultural investments among accounts managed by TCAA's affiliates, including TAI and TIAA, and funds managed by TCAA. Under the allocation procedures, the acquisition team prepares a memorandum for each transaction that fits the investment strategy of one or more accounts and funds. The portfolio managers of the accounts and funds then identify the acquisition opportunities that conform to the investment strategy of their specific account or fund. If more than one account or fund expresses an interest and no resolution is reached by the Agriculture Management Team, then the transaction is referred to an internal Asset Allocation Committee comprised of heads of agricultural, infrastructure and natural resources and Global Private Markets asset management personnel. In making its decisions, the Allocation Committee considers a number of factors, including (i) the investment strategy of the bidding account or fund, (ii) the capital available for investment by each fund or account, (iii) consistency with the operative document of the respective competing accounts, (iv) portfolio diversification, (v) whether the acquisition could be easily split without causing pricing issues and owned and sold independently and (vi) such other factors deemed relevant. Two or more Accounts are prohibited from owning the same individual investment with the following exceptions:

- (1) Two or more funds or accounts may own the same "indirect" agriculture investment (e.g. Agriculture Funds where each Account would be an LP), where any disposition decision is not controlled by the Portfolio Manager of the Account.
- (2) With the written permission of the Asset Allocation Committee and each of the Accounts, the Accounts may each invest in the same direct investment if the investment is deemed to be excessively large enough (\$100 million or more) that one of the Accounts could not reasonably acquire the entire investment and the investment cannot be split easily into two or more parts, where each part could be efficiently owned, operated and sold independently of the other. In these instances, any disposition of these investments will need to be approved by the Asset Allocation Committee.

Approval by the Asset Allocation Committee must be unanimous. If the Asset Allocation Committee is unable to agree on an allocation, investments will be allocated through a strict rotation system.

Using the rotation order, the investment is allocated to the interested account or fund in the top most position of the rotation for the specific sector and the account or fund receiving the allocation is moved to the bottom of the rotation. Each sector has its own rotation order. Also, large transactions require the approval from the Investment Management Committee.

The Asset Allocation Report describes the allocation process for each transaction allocated to one of the Funds or Accounts. The quarterly report is produced and presented to the Asset Allocation Oversight Committee. The Committee is comprised of the: Chief Investment Officer, The Managing Director and Compliance Officer, Head of Internal Audit, Head of Credit Risk Management, Head of Product Management, General Counsel of Asset Management and the Real Estate Controller.

Transactions for Initial Purchase of Equity or Debt Instruments

Transactions involving the initial purchase of equity or debt instruments generally involve an investment banker that charges a fee to the issuer of the debt securities. TCAA does not directly pay a fee or negotiate the fee.

While investments in publicly-traded securities are generally limited, to the extent that TCAA transacts in public traded securities, the following brokerage policies will apply. In addition, TCAA may use brokers in connection with certain alternative investment transactions and follows these policies to the extent applicable.

Selecting Broker - Dealers

TCAA has authority to select broker-dealers with which to place its clients' portfolio transactions in securities, unless otherwise specifically directed by client. TCAA has no set formula for the distribution of brokerage business in connection with the placing of orders for the purchase and sale of approved investments, and TCAA places its orders with brokers with the objective of obtaining best execution. TCAA has established "best execution" committees to continually monitor the best execution services, including the parameters and other relevant factors in evaluating brokerage firms and broker execution capability. TCAA continually evaluates its distribution of brokerage business in connection with the placing of orders of approved investments.

In evaluating best execution, TCAA considers a number of factors, including, without limitation, the following: best price; the nature of the security being traded; the nature and character of the markets for the security to be purchased or sold; the cost of brokerage commissions; the likely market impact of the transaction based on the nature of the transaction; the skill of the executing broker; the liquidity being provided by the broker, the value of research or other brokerage services provided to TCAA by the broker-dealer; the broker-dealer's settlement and clearance capability; the reputation and financial condition of the broker-dealer, the costs of processing information; the nature of price discovery in different markets; and the laws and regulations governing investment advisers.

Since these various factors are all weighed in evaluating the abilities of broker-dealers to achieve best execution, transactions will not always be executed at the lowest available commission rate or price. For example, TCAA may place orders with brokers providing research, even if the lower commissions may be available from brokers not providing such services. When doing so, TCAA will determine in good faith that the commissions negotiated are reasonable in relation to the value of brokerage and research provided by the broker viewed in terms of either that particular transaction or of the overall responsibilities of TCAA to its clients. In reaching this determination, TCAA will not necessarily place a specific dollar value on the brokerage or research services provided to determine what portion of the broker's compensation should be related to those services. Transactions may also involve specialized services on the part of the broker-dealer and would thereby entail higher commissions or their equivalents than would be the case with other more routine transactions. For example, a broker being asked to put up its own capital to complete a trade would be expected to charge a higher commission rate.

TCAA may engage in certain practices in connection with securities transactions such as step-out transactions, in which TCAA, consistent with its objective of achieving best execution, will direct securities to a specific broker for execution and instruct this broker to execute the transactions and transmit (or "step out") a portion of the transaction to another broker-dealer. TCAA may request that the executing broker-dealer step out a portion of the transaction for many reasons, including but not limited to, provision of research services to TCAA.

When purchasing or selling securities traded on the over-the-counter market, TCAA may execute the transactions with a broker engaged in making a market for such securities. There is generally no stated commission in the case of securities traded in the over-the-counter markets, but the price usually includes an undisclosed dealer mark-up.

TCAA may utilize Electronic Communications Networks ("ECNs") and Alternative Trading Systems ("ATs") to execute purchases and sales of securities where such networks and systems provide the best execution for the TCAA given the parameters of the orders.

Transactions on equity exchanges, commodities markets and other agency transactions involve the payment of negotiated brokerage commissions. Such commissions vary among different brokers. Transactions in some foreign investments involve the payment of fixed brokerage commissions.

TCAA does not currently use affiliated broker-dealers to execute any trades on its behalf. Also, Client referrals do not play a role in TCAA's broker selection process.

Research and Services Provided by Broker-Dealers

TCAA may execute equity transactions with broker-dealers that provide research and other services that assist TCAA in fulfilling its investment management responsibilities.

Subject to the criteria of the safe harbor in Section 28(e) of the Securities Exchange Act of 1934, as amended, including applicable guidance from the SEC, TCAA has in connection with equity securities transactions adopted procedures with respect to "soft dollars," including the use of brokerage commissions to pay for research, the process for allocating brokerage, and its practices regarding the use of third party soft dollars. It is policy of TCAA to use soft dollar arrangements only in accordance with the Section 28(e) safe harbor (including related SEC guidance) and only where the associated transactions will, in its judgment, provide best execution. Soft dollar arrangements are arrangements whereby TCAA directs transactions to a broker in exchange for research services in addition to execution. It is TCAA's policy to use soft dollar arrangements to pay for a broker's proprietary research and other research services that are not generally commercially available for payment in cash. Research includes investment-related reports, access to investment-related conferences, access to a broker's research staff and the use of investment-related consulting services. When both a soft dollar arrangement and a cash payment are options, the usual choice will be cash payment. However, if the cash payment is more costly than the soft arrangement, the soft option can be chosen. This option applies only to eligible expenses pursuant to Section 28(e). TCAA pays cash for transportation to or from conferences and for hotel accommodations while at conferences; such expenses are not included in the TCAA's soft dollar arrangements.

TCAA believes that the research and information provided by brokers or dealers and their ability to achieve quality executions and other brokerage services is important to its clients. In addition, TCAA may have an incentive to select or recommend a broker or dealer based upon interest in receiving research and other products or services rather than on the client's interest in receiving most favorable execution. Brokers or dealers selected by TCAA may be paid commissions for effecting transactions for TCAA's clients in excess of the amounts other brokers or dealers would have charged for effecting these transactions, if TCAA determines in good faith that such

amounts are reasonable in relation to the value of the brokerage and/or research services provided by those brokers or dealers, viewed either in terms of a particular transaction or TCAA's overall duty to its discretionary accounts. The research that is the subject of soft dollar arrangements may be developed by the broker or by a third party (where the obligation to pay is between the broker and the third party, not between TCAA and the third party). The research and other services obtained may be used in servicing any or all of TCAA's clients or, on occasion, clients of its affiliated investment advisers, TCIM and TAI. Accordingly, such research services may not at all times be utilized in connection with the client account that may have provided the commission or a portion of the commission paid to the broker providing the services. TCAA receives an array of services, such as macroeconomic data and statistical data, fundamental and technical data on issuers, information on groups of securities market data, political developments, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and other information which may be relevant to the economy or to a particular investment. Research services may be received in a variety of forms, such as written reports, periodicals, investment seminars, software and meetings with analysts, issuers, economists and government officials and quotation and news services.

To address conflict of interests, TCAA has adopted policies and procedures for the use of soft dollars. For example, TCAA has adopted a policy not to use soft dollars to pay for research and in connection with the purchase and sale of fixed income securities.

Client-Directed Brokerage Transactions

TCAA does not generally recommend or request that a client direct TCAA to execute transactions through a specified broker-dealer. A client may occasionally direct TCAA to use a particular broker-dealer, or broker-dealers, to execute portfolio transactions for its account. Where a client directs the use of a particular broker-dealer, or broker-dealers, TCAA may not be in a position where it can freely negotiate commission rates or best price, or select broker-dealers on the basis of best price and execution. Additionally, transactions for a client that directs brokerage may not be combined or "blocked" for execution purpose with orders for the same securities or other funds or account managed by TCAA. As a result, client-directed brokerage transactions may result in higher commissions or less favorable net prices than would be the case if TCAA were empowered to select brokers and dealers to execute transactions for the client's account. In the event of a sale or purchase executed for all or most of TCAA's clients, it is the policy of TCAA to first execute transactions where TCAA is authorized to select the broker followed by client-directed brokerage arrangements.

A client may direct TCAA to direct portfolio transactions to broker-dealers that agree to pay custodial, transfer agent or other expenses which would otherwise be paid by clients of TCAA or

clients of TCAA's affiliates. In such circumstances, each client's commissions are used to defray that client's expenses only and are not used for the benefit of any other client. Broker-dealers participation in these arrangements typically also provide TCAA with research and brokerage services.

Although TCAA does not recommend that clients request TCAA to direct their portfolio transactions to specific broker-dealers, clients may do so, subject to best execution and provided the broker-dealer is an approved counterparty of TCAA.

IPO Allocation Policy

TCAA has adopted written procedures with respect to allocation of initial public offerings ("IPOs"). Allocations of IPOs by TCAA will be made in a fair and equitable manner consistent with its fiduciary obligations to its clients as follows: (i) a portfolio manager may participate in IPOs for stocks that will most likely fall in the portfolio's benchmark or geographic regional mandate; (ii) a portfolio managers will make the same decision for each account managed assuming cash is expected to be available for that account and subject to contingencies based on cash constraints or other suitability criteria, and (iii) allocations among the portfolio mangers desiring to participate in an IPO will be done pro rata, based on the amount of assets the manager "actively" (non-indexed approach) manages in the geographic region in which the IPO issuing company is located.

TCAA has put procedures in place to handle situations where allocations are to be changed after the order is placed, provided the reason for the change is in writing and signed off by appropriate senior management of TCAA.

Item 13 – Review of Accounts

Portfolio managers review on a coordinated basis all of TCAA's clients' accounts for which they are responsible and the members of the Investment Committee for each account monitor the performance of the accounts. Analysts and traders may also be part of this review process, as appropriate. When client accounts are reviewed, the portfolio manager considers various matters, including any changes in firm policy or the objectives and needs of the client; changes in market conditions or changes of security positions, the current structure of the portfolio; if appropriate, the tax consequences of any transactions, and the effect on the portfolio of any known additions or withdrawals from the account in the future.

Item 14 – Client Referrals and Other Compensation

TCAA may enter into agreements with solicitors to compensate them for client referrals. The types of solicitors TCAA may engage include other broker-dealers: Registered broker-dealers, broker-dealers exempt or otherwise excepted from registration (e.g., the trust department of a bank) not affiliated with TIAA-CREF, and foreign brokers or placement agents that have clients or contacts that wish to invest in privately offered funds, and other financial professionals. The solicitation arrangements and TCAA's related activities will comply with Rule 206(4)-3 of the Investment Advisers Act of 1940 which allows compensation only pursuant to a written agreement that (1) describes the activities to be performed by the third party and the compensation to be provided (2) contains a promise by the third party that it will perform its activities consistent with TCAA's directions and the Adviser's Act and related rules, and (3) requires the third party to provide the potential investor with TCAA's ADV Part II and certain mandatory disclosures. The mandatory disclosures include a written document that discloses, among other things, that the solicitor is being compensated for referring or recommending the adviser, and the terms of the compensation (including any additional amounts the client will be charged by the adviser as a result of the referral arrangement).

The adviser receives from the client, prior to, or at the time of, entering into any investment advisory agreement with the client, a signed and dated acknowledgement that the client received the investment adviser's brochure and the solicitor's written disclosure document.

In addition, TCAA may or may not compensate its personnel or affiliates' personnel for referring investors to TCAA. Any such compensation will be accordance with Rule 206(4)-3 as described above.

Item 15 – Custody

In all cases, TCAA uses qualified third-party custodians to custody client securities. Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. TCAA urges clients to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. TCAA's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

TCAA is responsible for decisions to buy and sell securities for its clients. TCAA's authority is subject to certain limits, including the clients' investment objectives, policies imposed by a client and regulatory constraints.

Clients must provide TCAA with investment guidelines in writing.

Item 17 – Voting Client Securities

Rule 206(4)-6 under the Advisers Act requires that investment advisers exercising voting authority on behalf of their advisory clients must adopt and implement written policies and procedures reasonably designed to ensure that proxies are voted in a manner that reflects the best interests of clients. In its capacity as fiduciary and investment manager, when applicable, TCAA votes the proxies of publicly traded companies held by its separately managed accounts, unregistered funds and separate account clients in accordance with the guidelines established by the Committees on Corporate Governance and Social Responsibility of the Funds.

TCAA has a dedicated group of proxy voting professionals that analyze each proxy proposal. In particular, they look at the particular facts and circumstances surrounding the proposal, relying when necessary on the investment professionals' knowledge of a company and its management to decide what would best promote positive long-term returns for shareholders. The group then votes the proxies accordingly. Notwithstanding the process described above, when a controversial issue is presented having a substantial effect on an investment by the clients on the management of the corporation concerned or on public policy, or when the issue presents a material conflict of interest (in particular if anyone in the organization should seek to influence a proxy vote in a manner that is inconsistent with the best interests of the clients), the matter is referred to the Committee on Corporate Governance and Social Responsibility.

TCAA's clients do not give direction on how to vote proxies. Proxies are voted at the discretion of TCAA's proxy voting professionals and the Committee on Corporate Governance and Social Responsibility. TCAA believes that it has implemented policies, procedures and processes designed to prevent conflicts of interest from influencing proxy voting decisions. These include: oversight by the Corporate Governance and Social Responsibility Committee; a clear separation of proxy voting functions from external client relationship and sales functions; and, the active monitoring of required annual disclosures of potential conflicts of interest by individuals who

have direct roles in executing or influencing the proxy voting (e.g., TCAA's proxy voting professionals, or Trustees or senior executives of TCAA or TCAA affiliates) by TCAA's legal and compliance professionals.

There could be rare instances in which an individual who has a direct role in executing or influencing proxy voting (e.g. TCAA's proxy voting professionals, or Trustees or senior executives of TCAA or TCAA affiliates) is either a director or executive of a portfolio company or may have some other association with a portfolio company. In such cases, this individual is required to recuse himself or herself from all decisions related to proxy voting for that portfolio company.

A report of proxies voted for the registered investment company clients is made regularly to their Boards or its Committee on Corporate Governance and Social Responsibility, noting any proxies that were voted in exception to the TIAA-CREF Policy Statement on Corporate Governance. Also, a record of the proxy votes cast over a twelve month period for TCAA's clients can be obtained, free of charge, at www.tiaa-cref.org or on the SEC's website at www.sec.gov. Copies of TCAA's proxy voting policy are also available to TCAA's clients upon request.

Item 18 – Financial Information

TCAA does not require or solicit prepayment of investment advisory fees. TCAA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.

Item 19 – Requirements for State-Registered Advisers

TCAA is a federally registered investment adviser and is not registering with any state securities authority.