



Issue Date: 07 October 2004

Case No. 2004-SOX-12

In the Matter of:

VALERIE Z. WILSON,
Complainant,

v.

TEACHERS' INSURANCE & ANNUITY
ASSOCIATION OF AMERICA — COLLEGE
RETIREMENT AND EQUITIES FUND,
Respondent.

FINAL ORDER APPROVING SETTLEMENT

This matter is before me under Title VIII of the Sarbanes-Oxley Act, section 806, as codified at 18 U.S.C. 1514A (the "Act"). The procedural regulations appear at 29 C.F.R. 1980 (the "Regulations"). Trial in this matter commenced September 27, 2004 in Charlotte, North Carolina; however, the parties reached an amicable settlement which was presented to me in open court on September 30, 2004.

The parties have submitted a Request for Approval of Settlement Agreement and a Waiver, Release and Settlement Agreement ("Agreement") that became fully executed on September 30, 2004, and resolves the Sarbanes-Oxley action. Although the parties' settlement agreement contains provisions that relate to present and future action by the parties under other statutes, I have no authority to approve such provision and this Order makes no determination regarding the propriety of these provisions.

Having reviewed the parties' Agreement with regard to the complaint under the Act, I make the following findings:

1. The Agreement appears to be fair and reasonable on its face and to effectuate the purposes and policies of the Act.
2. The parties are deemed to have waived any further proceedings before the U.S. Department of Labor regarding the matters that are the subject of the Agreement.
3. The instant Order shall have the same force and effect as one made after a full hearing on the merits.

4. The Agreement between the parties constitutes and contains confidential commercial, personal and financial information, the public release of which by any person or agency could reasonably be expected to cause substantial competitive harm.

Based on the foregoing, and in accordance with the parties' Agreement, it is ORDERED that:

1. The Agreement is APPROVED;
2. The Sarbanes-Oxley Act complaint in this matter is DISMISSED with prejudice and without costs or attorneys' fees to either party;
3. The Agreement between the parties is SEALED pursuant to 29 C.F.R. § 70.26.

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MICHAEL P. LESNIAK
Administrative Law Judge