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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2009**

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

11/23, 2009, and ending

07/31, 2010

G Check all that apply

☒

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

Use the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

THE A. ALFRED TAUBMAN FOUNDATION (FKA: A.  
ALFRED TAUBMAN FOUNDATION II)

A Employer identification number

27-1366308

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

200 EAST LONG LAKE ROAD

180

(248) 258-6800

City or town, state, and ZIP code

BLOOMFIELD HILLS, MI 48304

H Check type of organization.

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 156.

J Accounting method

☒

Cash

☐

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

E If private foundation status was terminated  
under section 507(b)(1)(A), check here . ▶ ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here . ▶ ☐**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see page 11 of the instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	5,070.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3	Interest on savings and temporary cash investments . . . . .	1.	1.		ATCH 1
4	Dividends and interest from securities . . . . .				
5a	Gross rents . . . . .				
b	Net rental income or (loss) . . . . .				
6a	Net gain or (loss) from sale of assets not on line 10 . . . . .				
b	Gross sales price for all assets on line 6a . . . . .				
7	Capital gain net income (from Part IV, line 2) . . . . .				
8	Net short-term capital gain . . . . .				
9	Income modifications . . . . .				
10a	Gross sales less returns and allowances . . . . .				
b	Less Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .				
11	Other income (attach schedule) . . . . .				
12	<b>Total.</b> Add lines 1 through 11 . . . . .	5,071.	1.		
13	Compensation of officers, directors, trustees, etc. . . . .				
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) . . . . .				
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .				
17	Interest . . . . .				
18	Taxes (attach schedule) (see page 14 of the instructions) . . . . .				
19	Depreciation (attach schedule) and depletion . . . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) ATCH 2 . . . . .	129.			129.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	129.			129.
25	Contributions, gifts, grants paid . . . . .	5,070.			5,070.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	5,199.			5,199.
27	<b>Subtract line 26 from line 12:</b>				
a	Excess of revenue over expenses and disbursements . . . . .	-128.			
b	Net investment income (if negative, enter -0-) . . . . .		1.		
c	Adjusted net income (if negative, enter -0-) . . . . .			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2009)

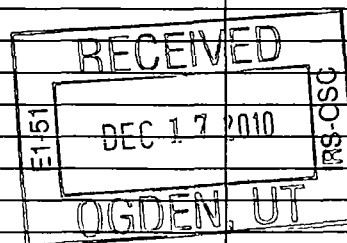
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PAGE 1

SCANNED DEC 28 2010



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .	0.	156.	156.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	0.	156.	156.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .	0.	284.		
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .		-128.		
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	0.	156.		
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	0.	156.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	0.
2	Enter amount from Part I, line 27a . . . . .	2	-128.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 3 . . . . .	3	284.
4	Add lines 1, 2, and 3 . . . . .	4	156.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	156.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . .			3		

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

NOT AVAILABLE FOR INITIAL YEAR RETURNS

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☐ No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d) . . . . .			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4
5 Multiply line 4 by line 3 . . . . .			5
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6
7 Add lines 5 and 6 . . . . .			7
8 Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	
b	Exempt foreign organizations-tax withheld at source	6 b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	0.
11	Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

		Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c	Did the foundation file <b>Form 1120-POL</b> for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>		X
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> DE, MI,		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> ATTACHMENT 4	X	

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ KEVIN MOLLOY Telephone no ▶ 248-258-6800			
Located at ▶ ATTACHMENT 5 ZIP + 4 ▶ 48304				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? . . . . .	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? . . . . .	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 6		-0-	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services . . . . . NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	24.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	<b>Total</b> (add lines 1a, b, and c)	1d	24.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,199.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,199.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	5,199.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				1.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only . . . . .				
<b>b</b> Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004 . . . . .				
<b>b</b> From 2005 . . . . .				
<b>c</b> From 2006 . . . . .				
<b>d</b> From 2007 . . . . .				
<b>e</b> From 2008 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ► \$ <u>5,199.</u>				
<b>a</b> Applied to 2008, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
<b>d</b> Applied to 2009 distributable amount . . . . .				1.
<b>e</b> Remaining amount distributed out of corpus . . . . .	5,198.			
<b>5</b> Excess distributions carryover applied to 2009 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	5,198.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	5,198.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005 . . . . .				
<b>b</b> Excess from 2006 . . . . .				
<b>c</b> Excess from 2007 . . . . .				
<b>d</b> Excess from 2008 . . . . .				
<b>e</b> Excess from 2009 . . . . .	5,198.			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

A. ALFRED TAUBMAN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 7

b The form in which applications should be submitted and information and materials they should include

ATTACHMENT 8

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  ATTACHMENT 9				
<b>Total.</b>			<b>3a</b>	5,070.
<b>b Approved for future payment</b>				
<b>Total.</b>			<b>3b</b>	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations )

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions )



## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	<b>1a(1)</b>		X
(2) Other assets	<b>1a(2)</b>		X
<b>b</b> Other transactions			
(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		X
(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		X
(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>		X
(4) Reimbursement arrangements	<b>1b(4)</b>		X
(5) Loans or loan guarantees	<b>1b(5)</b>		X
(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees		<b>1c</b>	X
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

[illegible]

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		11-2-13-10 Date	Assistant Treasurer Title
Paid Preparer's Use Only	Preparer's signature 	Date 12/13/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00122044
	Firm's name (or yours if self-employed), address, and ZIP code TAUBMAN ASSET GROUP, INC. 200 EAST LONG LAKE ROAD, SUITE 180 BLOOMFIELD HILLS, MI 48304	EIN 38-2499418	Phone no 248-258-6800	

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

THE A. ALFRED TAUBMAN FOUNDATION (FKA: A.  
ALFRED TAUBMAN FOUNDATION II)

Employer identification number

27-1366308

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE A. ALFRED TAUBMAN FOUNDATION (FKA: A.  
ALFRED TAUBMAN FOUNDATION II)

Employer identification number  
27-1366308

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	A. ALFRED TAUBMAN RESTATED REV. TRUST 200 EAST LONG LAKE ROAD, SUITE 180 BLOOMFIELD HILLS, MI 48304	\$ 5,070.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMERICA BANK	1.	1.
TOTAL	<u>1.</u>	<u>1.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
STATE OF MICHIGAN - FILING FEE	10.
OFFICE SUPPLIES	119.
TOTALS	129.

CHARITABLE PURPOSES	10.
	119.
	129.

ATTACHMENT 3FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CONTRIBUTION FROM PREDECESSOR FOUNDATION	284.
TOTAL	<u>284.</u>

THE A. ALFRED TAUBMAN FOUNDATION (FKA: A.

27-1366308

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 4

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
A. ALFRED TAUBMAN RESTATED REV. TRUST 200 EAST LONG LAKE ROAD, SUITE 180 BLOOMFIELD HILLS, MI 48304	VARIOUS	5,070.
TOTAL CONTRIBUTION AMOUNTS		<u>5,070.</u>

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

200 EAST LONG LAKE ROAD, SUITE 180, BLOOMFIELD HILLS, MI

THE A ALFRED TAUBMAN FOUNDATION  
(FKA THE A ALFRED TAUBMAN FOUNDATION II)

27-1366308

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCOUNT AND OTHER ALLOWANCES</u>
A ALFRED TAUBMAN 200 EAST LONG LAKE ROAD SUITE 180 BLOOMFIELD HILLS, MI 48304	DIRECTOR/CHAIRMAN/TREASURER NONE	NONE	NONE	NONE
JUDITH M TAUBMAN 200 EAST LONG LAKE ROAD SUITE 180 BLOOMFIELD HILLS, MI 48304	DIRECTOR NONE	NONE	NONE	NONE
JEFFREY H MIRO 38500 WOODWARD AVE SUITE 100 BLOOMFIELD HILLS, MI 48304	DIRECTOR/SECRETARY NONE	NONE	NONE	NONE
JEFFREY M DAVIDSON 200 EAST LONG LAKE ROAD SUITE 180 BLOOMFIELD HILLS, MI 48304	ASSISTANT TREASURER NONE	NONE	NONE	NONE
ROBERT S TAUBMAN 200 EAST LONG LAKE ROAD SUITE 180 BLOOMFIELD HILLS, MI 48304	DIRECTOR NONE	NONE	NONE	NONE
GAYLE TAUBMAN KALISMAN 200 EAST LONG LAKE ROAD SUITE 180 BLOOMFIELD HILLS, MI 48304	DIRECTOR/PRESIDENT NONE	NONE	NONE	NONE
WILLIAM S TAUBMAN 200 EAST LONG LAKE ROAD SUITE 180 BLOOMFIELD HILLS, MI 48304	DIRECTOR NONE	NONE	NONE	NONE
<b>GRAND TOTALS</b>		<u>NONE</u>	<u>NONE</u>	<u>NONE</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

KEVIN MOLLOY  
200 EAST LONG LAKE ROAD, SUITE 180  
BLOOMFIELD HILLS, MI 48304  
248-258-6800

ATTACHMENT 8

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

REQUESTS FOR CONTRIBUTIONS SHOULD BE SUBMITTED IN WRITING. THERE ARE NO GRANT APPLICATION DEADLINES, HOWEVER, APPLICANTS SHOULD PROVIDE A BRIEF EXPLANATION OF WHAT THEY EXPECT TO RECEIVE FROM THE FOUNDATION AND WHY. IN ADDITION, PLEASE PROVIDE A LIST OF CONTRIBUTORS THAT HAVE RESPONDED TO SIMILAR REQUESTS.



FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE STATEMENT A

PUBLIC

GENERAL OPERATING FUND

5,070

TOTAL CONTRIBUTIONS PAID

5,070

ATTACHMENT 9

**The A. Alfred Taubman Foundation**  
**Contributions Paid**  
**November 23, 2009 Through July 31, 2010**

Charity	Date	Location	Amount
Detroit Zoological Society	June 15, 2010	Detroit, MI	\$1,000.00
Joseph A. McBride Scholarship Fund	June 15, 2010	Southampton, NY	\$1,000.00
The Neuropathy Association	June 15, 2010	New York, NY	\$500.00
New York Public Radio (WQXR)	June 15, 2010	New York, NY	\$120.00
Federation of Protestant Welfare Agencies	July 2, 2010	New York, NY	\$1,000.00
Washington Legal Foundation	July 2, 2010	Washington, DC	\$500.00
The Salvation Army	July 2, 2010	Southfield, MI	\$200.00
Veterans of Foreign Wars of the US	July 2, 2010	Kansas City, MO	\$100.00
Penrickton Center for Blind Children	July 2, 2010	Taylor, MI	\$50.00
Project Vote Smart	July 2, 2010	Philipsburg, MT	\$50.00
Sierra Club Foundation	July 2, 2010	San Francisco, CA	\$200.00
Evans Scholars Foundation	July 19, 2010	Golf, IL	\$250.00
Avondale Education Foundation	July 19, 2010	Auburn Hills, MI	\$100.00
<b>TOTAL</b>			<b><u>\$5,070.00</u></b>

**The A. Alfred Taubman Foundation**  
**200 East Long Lake Road, Suite 180**  
**Bloomfield Hills, MI 48304**  
**EIN: 27-1366308**  
**2009 Form 990-PF**  
**Conduit Election**

In accordance with Treasury Regulation Section 53.4942(a)-3(c)(2)(iv), The A. Alfred Taubman Foundation elects to treat distributions in excess of the IRC Section 4942(d) distribution amount as distributions out of corpus, to satisfy the requirements imposed by IRC Section 170(b)(1)(E)(ii).

  
\_\_\_\_\_  
Assistant Treasurer

12-13-10  
\_\_\_\_\_  
Date

**CERTIFICATE OF INCORPORATION**  
**OF**  
**THE A. ALFRED TAUBMAN FOUNDATION II**  
**A NONPROFIT NONSTOCK CORPORATION**

I, Linda A. Wasserman, whose address is 38500 Woodward Avenue, Suite 100, Bloomfield Hills, Michigan 48304, being at least eighteen years of age, do hereby form a nonstock, nonprofit corporation under the laws of the State of Delaware and hereby certify:

**FIRST.** The name of the nonstock corporation is: THE A. ALFRED TAUBMAN FOUNDATION II (the "*Foundation*").

**SECOND.** The period of duration of the Foundation shall be perpetual.

**THIRD.** The purpose or purposes for which the Foundation is organized are:

- A. The Foundation is organized, and shall be operated, exclusively for any or all charitable, scientific, literary, educational or religious purposes that may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), or any corresponding provision of any subsequent federal tax laws; and within such limits, to make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws, as well as other charitable distributions consistent therewith; and, consistent with the above, to exercise all powers as may be permitted by nonstock or nonprofit corporations under the General Corporation Law of the State of Delaware.
- B. The Foundation, including all activities conducted incident to its purposes, shall at all times, notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of the Foundation (voluntary or involuntary or by operation of law), be conducted so as to qualify as an organization described in section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws. Notwithstanding any other provision of this Certificate, the Foundation shall not carry on any other activities not permitted to be carried on:
  - (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws;
  - (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code, or any corresponding provision of any subsequent federal tax laws; or
  - (c) by a nonprofit, nonstock corporation under the provisions of the General Corporation Law of the State of Delaware, any corresponding provisions of any subsequent Delaware law, or the laws of any other jurisdiction where any of the Foundation's activities are conducted.
- C. No part of the activities of the Foundation shall consist of attempting to influence any legislation by propaganda or otherwise; or directly or indirectly participating in,

intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

- D. No part of the assets or net earnings of the Foundation shall inure to the benefit of or shall be distributable to the Foundation's directors, officers, employees, or to other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes.
- E. The Foundation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code, or any corresponding provisions of any subsequent federal tax laws.
- F. The Foundation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or any corresponding provisions of any subsequent federal tax laws.
- G. The Foundation shall not retain any excess business holdings, as defined in section 4943(c) of the Code, or any corresponding provisions of any subsequent federal tax laws.
- H. The Foundation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code, or any corresponding provisions of any subsequent federal tax laws.
- I. The Foundation shall not make any taxable expenditures, as defined in section 4945(d) of the Code, or any corresponding provisions of any subsequent federal tax laws.

**FOURTH.** The Foundation shall have no authority to issue shares of stock.

**FIFTH.** The Foundation shall have no members.

**SIXTH.** The assets of the Foundation, in the event of dissolution or final liquidation, shall be applied and distributed as follows:

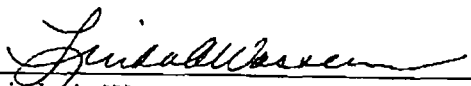
- A. All liabilities and obligations of the Foundation shall be paid, satisfied, and discharged, or provisions shall be made therefore;
- B. All remaining assets of every nature and description whatsoever, shall be distributed, in accordance with the general law of the State of Delaware, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws.

**SEVENTH.** The post office address of the Foundation's registered office is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, State of Delaware 19808. The name of the Foundation's initial resident agent at such address is Corporation Service Company.

**EIGHTH.** The Board of Directors of the Foundation shall have the power to amend this Certificate by the affirmative vote of the a majority of the Directors then in office and by filing a Certificate of Amendment with the appropriate governmental offices.

**NINTH.** To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as hereafter may be amended, no Director or officer of the Foundation shall be personally liable to the Foundation for monetary damages; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws. By way of illustration, and not limitation, no relief from liability shall apply if such relief would constitute an act of self-dealing under section 4941 of the Code, or any corresponding provision of any subsequent federal tax laws; a taxable expenditure under section 4945 of the Code, or any corresponding provision of any subsequent federal tax laws; an act of inurement or impermissible private benefit under section 501(c)(3) of the Code, or any corresponding provision of any subsequent federal tax laws; or an excess benefit transaction under section 4958 of the Code, or any corresponding provision of any subsequent federal tax laws.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming the Foundation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do certify that the facts stated herein are true, and I have accordingly signed this Certificate of Incorporation this 23rd day of November, 2009.

  
Linda A. Wasserman  
38500 Woodward Avenue, Suite 100  
Bloomfield Hills, MI 48304

OAKLAND 1723346.1

# Delaware

PAGE 1

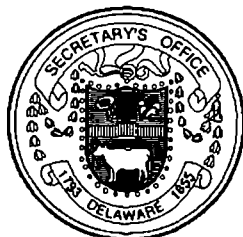
*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE A. ALFRED TAUBMAN FOUNDATION II", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2009, AT 5:38 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4756793 8100

091042125



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7658951

DATE: 11-23-09

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF SPECIAL MEETING  
OF BOARD OF DIRECTORS OF  
THE A. ALFRED TAUBMAN FOUNDATION II**

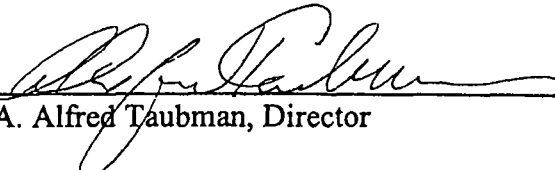
The undersigned constitute the members of the Board of Directors of The A. Alfred Taubman Foundation II, a Delaware nonprofit corporation (the "*Foundation*"). By the execution of this Consent, the Directors consent to and authorize the actions of the Foundation hereinafter set forth effective as of the 3rd day of May, 2010. The Consent hereunder shall be in lieu of a formal special meeting of the Board of Directors.

IT IS HEREBY:

RESOLVED, that the Directors hereby approve the change of the Foundation's name to "The A. Alfred Taubman Foundation."

FURTHER RESOLVED, that the President of the Foundation is hereby authorized and directed on behalf of the Foundation to execute a Certificate of Amendment to the Certificate of Incorporation of the Foundation giving effect to the Foundation's name change.

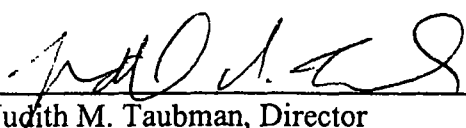
The undersigned, constituting the members of the Board of Directors of the Foundation, have taken and adopted the foregoing actions in lieu of a formal special meeting of the Board of Directors as of the day and year first above written.

  
\_\_\_\_\_  
A. Alfred Taubman, Director

\_\_\_\_\_  
Gayle Taubman Kalisman, Director

\_\_\_\_\_  
Robert S. Taubman, Director

\_\_\_\_\_  
William S. Taubman, Director

  
\_\_\_\_\_  
Judith M. Taubman, Director

  
\_\_\_\_\_  
Jeffrey H. Miro, Director



**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF SPECIAL MEETING  
OF BOARD OF DIRECTORS OF  
THE A. ALFRED TAUBMAN FOUNDATION II**

The undersigned constitute the members of the Board of Directors of The A. Alfred Taubman Foundation II, a Delaware nonprofit corporation (the "*Foundation*"). By the execution of this Consent, the Directors consent to and authorize the actions of the Foundation hereinafter set forth effective as of the 3rd day of May, 2010. The Consent hereunder shall be in lieu of a formal special meeting of the Board of Directors.

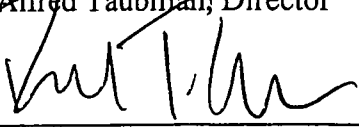
IT IS HEREBY:

RESOLVED, that the Directors hereby approve the change of the Foundation's name to "The A. Alfred Taubman Foundation."

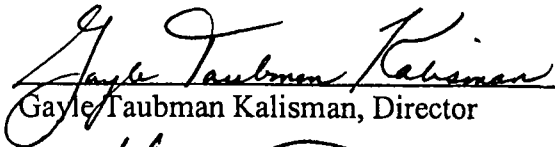
FURTHER RESOLVED, that the President of the Foundation is hereby authorized and directed on behalf of the Foundation to execute a Certificate of Amendment to the Certificate of Incorporation of the Foundation giving effect to the Foundation's name change.


The undersigned, constituting the members of the Board of Directors of the Foundation, have taken and adopted the foregoing actions in lieu of a formal special meeting of the Board of Directors as of the day and year first above written.

\_\_\_\_\_  
A. Alfred Taubman, Director

  
\_\_\_\_\_  
Robert S. Taubman, Director

\_\_\_\_\_  
Judith M. Taubman, Director

  
\_\_\_\_\_  
Gayle Taubman Kalisman, Director

  
\_\_\_\_\_  
William S. Taubman, Director

\_\_\_\_\_  
Jeffrey H. Miro, Director

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT**

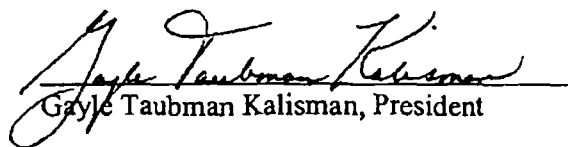
The corporation, THE A. ALFRED TAUBMAN FOUNDATION II, organized and existing under the laws of the State of Delaware, hereby certifies as follows:

That by unanimous written consent in lieu of a meeting, the members of the governing body approved and adopted the amendment to the Certificate of Incorporation, said Amendment being as follows:

Article First of the Certificate of Incorporation is hereby deleted in its entirety and replaced with the following Article First:

FIRST: The name of the nonstock corporation is: THE A. ALFRED TAUBMAN FOUNDATION.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 3rd day of May, 2010.

  
Gayle Taubman Kalisman, President

# Delaware

PAGE 1

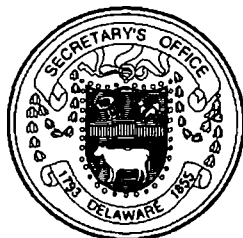
*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE A. ALFRED TAUBMAN FOUNDATION II", CHANGING ITS NAME FROM "THE A. ALFRED TAUBMAN FOUNDATION II" TO "THE A. ALFRED TAUBMAN FOUNDATION", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 2010, AT 4:54 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4756793 8100

100634995



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8039470

DATE: 06-07-10

## RECEIPT

I, Gayle Taubman Kalisman, on behalf of the A. Alfred Taubman Foundation, a Delaware non-profit corporation (the "**Foundation**") hereby acknowledge receipt of the assets set forth on Exhibit A attached hereto, distributed to the Foundation from the A.A.T. Foundation, a Michigan non-profit corporation.

Dated: June 1, 2010

The A. Alfred Taubman Foundation, a  
Delaware non-profit corporation

By: Gayle Taubman Kalisman  
Gayle Taubman Kalisman, Its President

## **EXHIBIT A**

1. Comerica Business Interest Checking Account, account no.: 1039030281