

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp.4/94)
Copyright: 1994-97 LegalStar
TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

TCI/03

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Taubman Company Limited Partnership

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: The Taubman Company LLC

Internal Address: _____

Street Address: 200 E. Long Lake Road, Suite 300

City: Bloomfield Hills State: MI ZIP: 48303

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other conversion & formation of limited liability co.

Execution Date: 10/30/2001

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/288,165 76/288,164 76/284,866
76/209,076 76/288,918 76/258,774
76/172,755 76/235,016

Additional numbers Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Julie A. Greenberg

Internal Address: GIFFORD, KRASS, GROH,
SPRINKLE, ANDERSON & CITKOWSKI, P.C.

Street Address: 280 N. Old Woodward, Suite 400

City: Birmingham State: MI ZIP: 48009

6. Total number of applications and registrations involved:..... **8**

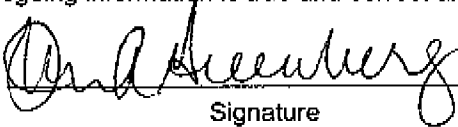
7. Total fee (37 CFR 3.41):.....\$ \$215.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1180

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Julie A. Greenberg  5/15/02
Name of Person Signing Signature Date

700013021 Total number of pages including cover sheet, attachments and **TRADEMARK**
REEL: 002466 FRAME: 0981

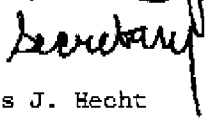
**CERTIFICATE OF CONVERSION
 FROM A LIMITED PARTNERSHIP TO A LIMITED LIABILITY COMPANY
 PURSUANT TO SECTION 18-214
 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT**

1. The jurisdiction where the Limited Partnership was first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
3. The date the Limited Partnership was first formed was November 16, 1992.
4. The name of the Limited Partnership immediately prior to filing this Certificate of Conversion is The Taubman Company Limited Partnership.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is The Taubman Company LLC.

IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged this Certificate of Conversion this 30th day of October, 2001.

Taub-Co Management, Inc., a Michigan corporation, General Partner

By: 

Its: 
 Dennis J. Hecht Secretary

**CERTIFICATE OF FORMATION
OF
THE TAUBMAN COMPANY LLC**

- FIRST:** The name of the limited liability company is: The Taubman Company LLC.
- SECOND:** The registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is Corporation Service Company.
- THIRD:** The Company shall exist from the date upon which the Certificate of Formation is duly filed by the Delaware Secretary of State, and shall continue until **December 31, 2008** (the "Termination Date"), unless dissolved and liquidated before the Termination Date in accordance with the provisions of the Limited Liability Company Operating Agreement of The Taubman Company LLC.

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this 30th day of October 2001.



Gayle S. Finger
Authorized Person