

Overview

The mission of the Comerica Charitable Trust (the “CCT”) is to promote philanthropy by seeking charitable contributions that can be used to support qualified organizations.

The CCT is an organization described in Section 501(c) (3) of the Internal Revenue Code (the “Code”); it is exempt from federal income tax pursuant to Section 501(a) of the Code. Consistent with its mission, the CCT has established a Donor Designated Fund (“DDF”) program. A DDF is an account to which Donors make irrevocable charitable gifts to the CCT, while specifying in the contribution agreement one or more qualified charities to receive distributions. This Donor Designated Fund Circular describes the policies, procedures and services associated with creating and maintaining a DDF with the CCT.

The activities of the CCT and the participation of its Donors are subject to the CCT Declaration of Trust Agreement and the policies and guidelines of the CCT, including those described in this Donor Designated Fund Circular. Comerica Bank & Trust, N.A. is trustee of the CCT and has appointed an Advisory Council to act on behalf of the trustee (the “Council”). The Council may modify the DDF governing documents at any time, as provided for therein. The CCT has the final legal authority to accept or reject all or any portion of contributions to the DDF, invest the assets of the DDF, and make grants.

Creating a DDF

Individuals, trusts, corporations, partnerships, family foundations and other legal entities can fund a DDF (the “Donor” or “Donors”). Individuals must be US citizens, trusts must be US resident trusts for federal income tax purposes, and legal entities must be headquartered in the US and governed by US law.

The Donor must complete the CCT DDF Donor Contribution Agreement to open a DDF. This form may be submitted to the Donor’s Comerica Relationship Manager who will forward the document to the CCT for review and approval.

Any DDF requiring special provisions to be added, changed, or removed from the standard CCT DDF Donor Contribution Agreement, including any amendments after the DDF has been established, will be subject to approval by the Council and may incur additional fees as determined by the Council.

Account Opening Information

Initial Contribution. A Donor’s initial contribution to a DDF must be a minimum of \$100,000 and may be in cash or other assets that the Council accepts.

Types of Contributions. Donors may contribute cash, securities, freely transferable restricted stock and exercised options. Other assets (such as closely held interest, real estate, art, and collectibles) may be accepted in the sole discretion of the Council.

Additional Contributions. Additional contributions with a market value of at least \$5,000 may be made at any time after a DDF account is opened. When a Donor wants to make an additional contribution, the Donor may contact the CCT for delivery instructions.

Irrevocability. All contributions to a DDF are irrevocable and non-refundable. The CCT has exclusive title and legal control over the assets contributed to the DDF. Any asset appreciation or generated income is the property of the CCT. A Donor cannot impose any restriction or condition that prevents the CCT from freely and effectively using the contribution.

Naming the DDF. Donors are able to name their Donor Designated Fund. Donors typically choose a name to recognize one or more of themselves and their family or to reflect their charitable goals. All DDF names will be reviewed and approved by the Council.

Charitable Beneficiaries. A donor may designate one or more charitable beneficiaries to receive grants from the DDF; provided however that each named charitable beneficiary is a domestic public charity, a domestic private operating foundation that is acceptable to the Council, or a government unit of the United States, any State of the U.S., any possession of the U.S., or any political subdivision of the U.S., State, or territory, or the District of Columbia. If at any time, the Council determines that the distribution to a named charitable beneficiary is incapable of fulfillment (for example, the charity no longer exists); the distribution to a named charitable beneficiary is inconsistent with the charitable needs of the community or area served; the named charitable beneficiary no longer qualifies as a charity to receive a grant from the CCT; such distribution would create an excise tax for the CCT; or such distribution would be inconsistent with the CCT's mission or tax-exempt status, then the Council may distribute the grants otherwise payable to the disqualifying charitable beneficiary to one or more qualifying charitable beneficiaries chosen by the Council, and in such proportions to each, as the Council determines in its sole discretion.

Funding a DDF

The minimum initial contribution to a DDF is \$100,000.

Donors are responsible for the timely transfer of assets to their DDF. Some transfers can take two weeks or more to complete so it is important to allow sufficient time to process all transfers. This is especially true at year-end and when transferring non-publicly traded securities or illiquid assets.

The Council will conduct due diligence on all contributions before accepting them and reserves the right to perform additional review as it deems necessary. All contributions are subject to the approval of the Council and may be refused at the sole discretion of the Council. Further, the Council may condition acceptance of some contributions on the Donor complying with additional procedures as deemed necessary by the Council. If a contribution is not accepted, the CCT will return it and retain a record of the return of the contribution. The contribution will be deemed to have been refused upon its return by the CCT through the US Mail or other comparable delivery service.

Generally, the CCT will liquidate contributed securities on the business day following the date of receipt or as soon as is practical in the sole discretion of the Council. If a Donor has any concerns about the securities they plan to contribute (thinly traded securities, as an example), the Donor should discuss

these with the Council prior to making the contribution.

Delivery, safekeeping, and custody of illiquid assets which are acceptable to the Council, such as closely held interest, real estate, art, collectibles and mineral rights will vary. The CCT will manage the liquidation process with a goal of maximizing its value. Any costs associated with delivery, safekeeping, custody, and liquidation of the asset will reduce the net proceeds that fund the DDF. The Donor is responsible for securing a current qualified appraisal for tax purposes.

The CCT will provide a written confirmation to the Donor acknowledging receipt of an accepted contribution as required by law. For gifts other than cash, the confirmation will include a description of the asset(s) that was contributed. This receipt should be kept for the Donor's records.

DDFs are not designed to serve as fundraising vehicles and Donors are not permitted to conduct fundraising campaigns on behalf of or to benefit a DDF.

Deferred Gifts. A DDF may be named as a beneficiary of a qualified retirement plan, individual retirement account (IRA), life insurance policy or a revocable or irrevocable trust (including a charitable remainder trust or a charitable lead trust). In the instance of a deferred gift, a DDF may be a beneficiary of cash, securities, or other property.

A Donor who wants to use a DDF for a deferred gift may create a DDF for that purpose by completing the CCT DDF Donor Contribution Agreement. The CCT will retain this paperwork without opening an account for the DDF until such time that the CCT is notified to open the DDF account to accept the contribution.

The minimum amount to contribute for a deferred gift is an anticipated fair market value at the time of the contribution to the DDF equal to \$500,000. At the time of funding, if the market value of the planned gift is less than \$100,000 the Council, in its sole discretion, may distribute the funds outright to the Designated Charitable Beneficiary(s) as named in the DDF Donor Contribution Agreement.

There is no required minimum anticipated market value if a currently existing DDF is named as the beneficiary of a deferred gift.

Distributions

All distributions from a DDF will be issued by the CCT in accordance with the DDF Donor Contribution Agreement, which will specify the Charitable Beneficiary(ies), amounts, and distribution frequency.

A Donor is required to indicate on the DDF Donor Contribution Agreement the amount to be distributed to each Charitable Beneficiary. Distribution amounts can be described as set dollar amounts, a percentage of the DDF's market value, or a percentage of the DDF's required distribution amount.

Each DDF must in each calendar year distribute at least 5% of the DDF's fair market value as of the first business day of such calendar year. This requirement will take effect in the year following the initial funding of the DDF.

Duration

A Donor is required to indicate the duration of the DDF. The duration can be perpetual, a set number of years, or until a certain event takes place (i.e., the DDF reaches a specific balance, the Charitable Beneficiary achieves its fundraising goal, etc.).

If the duration of the DDF is not perpetual, the donor must indicate how the remaining balance of the DDF is to be distributed at the end of the DDF's term. This is to be done by designating a percentage of the DDF's balance to each Charitable Beneficiary.

Small Account Balance

If the balance of a DDF falls below \$100,000, the Council reserves the right to distribute the remaining balance of the DDF to the Charitable Beneficiaries who are designated to receive funds at the expiration of the term for the DDF.

Tax Deduction

For income tax purposes, contributions to a DDF are treated the same as contributions to any public charity, thus providing Donors certain tax advantages. Tax regulations specify deduction limits, how contributions are to be valued, and how the valuation date is determined. Under the laws and regulations in effect at the time of the publication of this Donor Designated Fund Circular, the US income tax charitable deduction for a contribution is based on the following guidelines. The following guidelines are for information only and do not describe all of the tax consequences that may apply to a contribution to a DDF. The CCT is not giving any tax advice to any Donor. A Donor should consult the Donor's tax advisor prior to making a contribution to a DDF.

The valuation date is the date on which assets are received by the CCT. This will likely not be the same date as when the Donor signs the documents to make a contribution, when the Donor's account is credited, or when contributed assets other than cash are liquidated.

Generally, subject to limitations on total charitable deductions, a deduction may be claimed for the full amount of a cash contribution. A charitable deduction equal to the fair market value of securities the Donor has owned for more than one year on the valuation date as defined above may usually be claimed. A charitable deduction is usually limited to cost basis or current fair market value, whichever is lower, for securities the Donor has owned for less than one year.

Since circumstances can vary by Donor and type of contribution, a Donor should seek advice on the Donor's particular situation from an independent tax advisor.

Limitations. Since the CCT is a US public charity, the income tax charitable deduction for contributions to a DDF is usually more advantageous than those to a private foundation.

Tax deductions for contributions to a public charity, including the CCT, are limited each year and depend on the type of contribution and, in some cases, contributions made in the previous five years. The maximum charitable deduction an individual may claim in any one year for gifts to public charities is typically limited to 50% of his or her adjusted gross income. Cash gifts to public charities made after December 31, 2017 and before January 1, 2026 may be deducted up to 60% of adjusted gross income. Generally, contributions of long-term capital gain property to a public charity are limited to 30% of the individual's adjusted gross income. The maximum charitable deduction a corporation may claim in any one year is typically limited to 10% of taxable income. Note: Taxpayers who do not itemize their deductions may not deduct any charitable contributions.

Charitable deductions are not affected by any change in value after a contribution is made nor can additional charitable deductions be taken at the time that grants are paid from the DDF. This is because once the contribution is made, the assets are owned by the CCT. Any change in value only affects the amount available for grants.

Since marketable securities will be liquidated by the CCT after the Donor makes a contribution, the Donor, generally, will not realize any capital gains for appreciated securities.

All contributions to a DDF and any earnings related to those contributions are owned by the CCT so they are outside of the Donor's estate. They are therefore not subject to either US estate tax or probate.

Investment Options

Although a Donor relinquishes ownership of an asset at the time it is contributed to a DDF, the Donor does have an opportunity to indicate their goals for the DDF, which may determine the investment allocation. For example, a Donor may have a goal that the DDF last indefinitely or grant substantially more money than the Donor contributes so the investment allocation would be focused on growth. The CCT is solely responsible for investing and managing funds in the DDF in accordance with the Investment Policy Statement for the CCT.

When the DDF is funded, an account is created to track the value of the donated assets, distributions of assets through grants, and assessed fees and expenses. The CCT may provide account statements for DDFs on a monthly, quarterly, or annual basis as the Council determines in its sole discretion. On-line access to DDF statements is also available at www.Comerica.com.

A DDF may use an outside investment advisor if the value of the DDF exceeds \$250,000. A Donor may recommend an investment advisor, but the decision whether to use an investment advisor, and the choice of the investment advisor, is within the Council's sole discretion. The outside investment manager must abide by the Investment Policy Statement for the CCT.

Investment and Administration Expenses

DDFs are assessed investment management fees, administration fees, and other expenses. The fee schedule is provided as Exhibit A and may be changed from time to time by the Council without prior notice to the Donor(s) of the DDF.

Other Information

Conflict of terms. In the event of an inconsistency between the terms of this Donor Designated Fund Circular and the CCT Declaration of Trust Agreement, the terms of the CCT Declaration of Trust Agreement prevail. This Donor Designated Fund Circular is also subject to the policies and procedures adopted by the Council, as amended from time to time.

Relationship of the CCT and Comerica Bank & Trust, N.A. The CCT is an independent non-profit entity. Comerica Bank & Trust, N.A. serves as trustee of the CCT. Comerica Bank & Trust, N.A. may provide certain investment management, administration and record-keeping services to the CCT but the CCT is not a program or activity of Comerica Bank & Trust, N.A.

General Disclaimer. Each Donor's tax situation is unique and subject to specific facts and circumstances that are beyond the CCT's control or knowledge. Additionally, tax laws and regulations change frequently, and their application to a particular taxpayer's circumstances can vary widely. The CCT strongly encourages Donors to consult with their own tax advisors. The CCT is not giving any tax advice to a Donor or a potential donor. The CCT specifically disclaims any responsibility for the accuracy or adequacy of any tax information in this document or any position taken by Donors in their own tax returns regarding contributions to the CCT.

Amendment of this Donor Designated Fund Circular

The Council reserves the right to amend this Donor Designated Fund Circular at any time and in any manner that the Council determines in its sole discretion; provided that such amendment is consistent with the CCT's tax-exempt status.

Contacting the Comerica Charitable Trust

Mailing address: 411 West Lafayette, MC3420
Detroit, MI 48226

E-mail address: GrantAdvisor@Comerica.com

Toll-free number: (877) 405-1091

Important Disclosures

None of the CCT, the Council, Comerica Bank & Trust, N.A., or the affiliates of either are in the business of providing tax and legal advice. These materials and any tax-related statements are not intended or written for the purpose of avoiding taxes and tax penalties and cannot be used for such purposes. Any taxpayer should seek advice on the taxpayer's particular circumstances from an independent tax advisor. A prospective donor should consult with the prospective donor's tax and legal advisors prior to undertaking any tax or estate planning. Comerica Bank & Trust, N.A. may serve as investment advisor to the CCT, but does not serve in an investment advisory capacity to Donors or potential donors to the CCT.

A DDF is not suitable for all persons. Other methods of charitable giving exist. None of the CCT, the Council, or Comerica Bank & Trust, N.A. represents that a DDF is appropriate for any potential donor through these materials.

The CCT and Comerica Bank & Trust, N.A. are separate legal entities. While Comerica Bank & Trust, N.A. employees may serve as Council members for the CCT; Comerica Bank & Trust, N.A. may provide services to the CCT or Donors to the CCT; and Comerica Bank & Trust, N.A. acts in a fiduciary capacity as Trustee for the CCT, Comerica Bank & Trust, N.A. is not liable for the debts of the CCT.

Comerica Bank & Trust, N.A., individually, is not responsible for these materials and makes no representation as to their accuracy or completeness.

Important State Disclosures

The Comerica Charitable Trust is a charitable organization formed under Michigan state law. Financial information regarding the Comerica Charitable Trust may be obtained upon request by contacting the Comerica Charitable Trust at 411 W. Lafayette Blvd, MC 3420, Detroit, MI 48226 or by calling (877) 405-1091.

Residents of the following states may obtain financial information as described below. REGISTRATION WITH THE FOLLOWING STATES DOES NOT IMPLY ENDORSEMENT, APPROVAL, OR RECOMMENDATION OF THE COMERICA CHARITABLE TRUST BY THE STATE.

Florida: A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL-FREE, WITHIN THE STATE, 1-800-HELPFLA, OR VIA THE INTERNET AT WWW.800HELPFLA.COM. REGISTRATION DOES NOT IMPLY ENDORSEMENT, APPROVAL, OR RECOMMENDATION BY THE STATE. Florida registration number: CH21655.

Georgia: The following information will be made available upon request: 1) a full and fair description of the programs and activities of the Comerica Charitable Trust; 2) the Comerica Charitable Trust's financial statement, which is consistent with the financial statement required to be filed with the Secretary of State.

Maryland: The Comerica Charitable Trust's financial statement is available upon request by contacting 411 W. Lafayette Blvd, MC 3420, Detroit, MI 48226 or by calling (877) 405-1091. For the cost of copies and postage, documents and information under the Maryland Solicitations Act are available from the Secretary of State, Charitable Division, State House, Annapolis, MD 21401.

Michigan: MICS No. 35962.

Mississippi: The official registration and financial information of the Comerica Charitable Trust may be obtained from the Mississippi Secretary of State's office by calling 1-888-236-6167. Registration by the Secretary of State does not imply endorsement by the Secretary of State.

New Jersey: INFORMATION FILED WITH THE ATTORNEY GENERAL CONCERNING THIS CHARITABLE SOLICITATION AND THE PERCENTAGE OF CONTRIBUTIONS RECEIVED BY THE CHARITY DURING THE LAST REPORTING PERIOD THAT WERE DEDICATED TO THE CHARITABLE PURPOSE MAY BE OBTAINED FROM THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY BY CALLING (973) 504-6215 AND IS AVAILABLE ON THE INTERNET AT <http://www.state.nj.us/lps/ca/charfrm.htm>. REGISTRATION WITH THE ATTORNEY GENERAL DOES NOT IMPLY ENDORSEMENT.

New York: A copy of the most recent financial report filed by the Comerica Charitable Trust is available upon written request to the Comerica Charitable Trust or to the Office of the Attorney General, Charities Bureau, 120 Broadway, New York, NY 10271.

North Carolina: Financial information about this organization and a copy of its license are available from the State Solicitation Licensing Branch at 1-888-830-4989 (within North Carolina) or (919) 807-2214 (outside North Carolina). The license is not an endorsement by the State.

Pennsylvania: The official registration and financial information of the Comerica Charitable Trust may be obtained from the Pennsylvania Department of State by calling toll-free, within Pennsylvania, 1-800-732-0999. Registration does not imply endorsement.

Virginia: A financial statement is available from the State Office of Consumer Affairs in the Department of Agriculture and Consumer Services, P.O. Box 1163, Richmond, VA 23218.

Washington: Additional financial disclosure information can be obtained from the office of the Secretary of State at 1-800-332-4483.

West Virginia: West Virginia residents may obtain a summary of the registration and financial documents from the Secretary of State, State Capitol, Charleston, WV 25305. Registration does not imply endorsement.

Wisconsin: A financial statement disclosing assets, liabilities, fund balances, revenue and expenses for the preceding fiscal year will be provided upon request.